

ICANDY INTERACTIVE LIMITED AND CONTROLLED ENTITIES

ABN: 87 604 871 712

**Financial Report For The Year Ended
31 December 2018**

For personal use only

**ICANDY INTERACTIVE LIMITED
AND CONTROLLED ENTITIES**



ABN: 87 604 871 712

**Financial Report For The Year Ended
31 December 2018**

CONTENTS

Corporate Governance Statement	1
Directors' Report	12
Auditor's Independence Declaration	21
Consolidated Statement of Profit or Loss and Other Comprehensive Income	22
Consolidated Statement of Financial Position	23
Consolidated Statement of Changes in Equity	24
Consolidated Statement of Cash Flows	25
Notes to the Financial Statements	26
Directors' Declaration	56
Independent Auditor's Report	57
Additional Information for Listed Public Companies	63



iCandy Interactive Limited is listed on the Australian Securities Exchange (ASX). Accordingly, unless stated otherwise in this document, the Board's corporate governance arrangements comply with the recommendations of the ASX Corporate Governance Council as well as current standards of best practice. The corporate governance statement is current as at the date of this report and has been approved by the board.

Our approach to corporate governance

(a) Framework and approach to corporate governance and responsibility

The Board of iCandy Interactive Limited ("the Company") is committed to maintaining the highest standards of corporate governance.

Corporate governance is about having a set of values that underpin the company's everyday activities - values that ensure fair dealing, transparency of actions, and protect the interests of stakeholders. The Board considers corporate governance forms part of a broader framework of corporate responsibility and regulatory oversight.

In pursuing the commitment to best practice governance standards, the Board will continue to:

- renew and improve its governance practices; and
- monitor global developments in best practice corporate governance.

The Board's approach has been guided by the principles and practices that are in our stakeholders' best interests while enduring full compliance with legal requirements.

(b) Compliance with the ASX Corporate Governance Principles and Recommendations

The ASX Listing Rules require listed companies to include in their Annual Report a statement disclosing the extent to which they have followed the ASX Corporate Governance Principles and Recommendations in the reporting period.

Listed companies must identify the recommendations that have not been followed and provide reasons for the company's decision and this can be found on pages 7 to 11.

Date of this statement

This statement reflects our corporate governance policies and procedures as at 31 December 2018.

The Board of Directors

(a) Membership and expertise of the Board

The Board has a broad range of relevant financial and other skills, experience and expertise to meet its objectives. The current Board composition, with details of individual Director's backgrounds, is set out in the Directors Report which is included in this Annual Report.

(b) Board role and responsibility

The Board is accountable to shareholders for iCandy Interactive Limited's performance. In summary, the Board's responsibilities include:

- providing strategic direction and approving corporate strategic initiatives;
- planning for Board and executive succession;
- selecting and evaluating future Directors, the Chief Executive Officer ("CEO")
- approving budget and monitoring management and financial performance;
- considering and approving the Annual Financial Report (including the Directors' Declaration) and the interim financial statements;
- approving iCandy Interactive Limited's risk management strategy, monitoring its effectiveness and maintaining a director and ongoing dialogue with iCandy Interactive Limited's auditors and regulators; and
- considering and reviewing the social and ethical impact of iCandy Interactive Limited's activities, setting standards for social and ethical practices and monitoring compliance with iCandy Interactive Limited's social responsibility policies and practices.

The Board would normally delegate to management responsibility for:

- developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives;
- maintaining an effective risk management framework and keeping the Board and market fully informed about material risks;
- developing iCandy Interactive Limited's annual budget, recommending it to the Board for approval and managing day-to-day operations within budget; and
- managing day-to-day operations in accordance with standards for social and ethical practices which have been set by the Board.

The current circumstances, however, require all these functions to be exercised by the Board members or the Company Secretary. The company does not currently have a performance evaluation method due to the current size and limited nature of its operations.

The company has adopted a Board Charter which sets out the specific responsibilities of the Board, the requirements as to the Board's composition, the roles and responsibilities of the Chairman, Company Secretary and management, the establishment, operations and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.

A copy of the Company's Board Charter is contained in the Company's Corporate Governance Plan which is available on the Company's website.

(c) Board size and composition

The Board determines its size and composition, subject to the limits imposed by iCandy Interactive Limited's Constitution. The Constitution requires a minimum of three and a maximum of twenty Directors. In addition, at least two of the Directors shall ordinarily reside within Australia. Currently, the Board consists of five directors. The Board supports the principles of diversity; however, due to the size and scale of the company's operations, it has no female representative on the board at the present time.

Election of the Board members is substantially the province of the Shareholders in general meetings.

(d) The selection and role of the Chairman

The Chairman is selected by the Board from the non-executive Directors. The Chairman's role includes:

- providing effective leadership on formulating the Board's strategy;
- representing the views of the Board to the public;
- ensuring that, when all Board members take office, they are fully briefed on the terms of their appointment, their duties and responsibilities;
- ensuring that the Board meets at regular intervals throughout the year, and that minutes of meetings accurately record decisions taken and, where appropriate, the view of individual Directors;
- guiding the agenda and conduct of all Board meetings; and
- reviewing the performance of the Board of Directors.

The Board Charter provides that where practical, the Chairman of the Board will be a non-executive director. The Chairman, Kin Wai Lau is a non-executive director but is not considered by the Board to be independent.

(e) Directors' Independence

The Board assesses each of the Directors against specific criteria to decide whether they are in a position to exercise independent judgement. Directors are considered to be independent if they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement. Materiality is assessed on a case-by-case basis by reference to each Directors' individual circumstances rather than general materiality thresholds. In assessing independence, the Board considers whether the Director has a business or other relationship with iCandy Interactive Limited, either directly, or as a partner, shareholder or officer of a company or other Company that has an interest, or a business or other relationship, with iCandy Interactive Limited or another iCandy Interactive Limited group member. Presently, the Company's independent directors are Robert Kolodziej, Marcus Ungar and Masahiko Honma. The Company may seek to appoint additional independent Directors in the future to address the lack of independence of its Directors.

(f) Avoidance of conflicts of interest by a Director

In accordance with the Corporations Act 2001, any Director with a material personal interest in a matter being considered by the Board must not be present when the matter is being considered and may not vote on the matter.



(g) Meetings of the Board and their conduct

Meetings of the Board happen when and as appropriate. Details of Board meetings held and attended are tabled in the Directors' Report, which forms part of this Annual Report.

(h) Succession planning

The Board plans succession of its own members taking into account the skills, experience and expertise required and currently represented, and iCandy Interactive Limited's future direction. The Board is also responsible for CEO succession planning.

(i) Review of Board performance

The Board of iCandy Interactive Limited is responsible for evaluating the performance of the Board and individual Directors will be evaluated on an annual basis, with the aid of an independent advisory, if deemed required. The process for this can be found in Schedule 6 of the Company's Corporate Governance Plan.

The Company's Corporate Governance Plan requires the Board to disclose whether or not performance evaluations were conducted during the relevant reporting period. Details of the performance evaluations conducted will be provided in the Company's Annual Reports.

(j) Nomination and appointment of new Directors

iCandy Interactive Limited has detailed guidelines for the appointment and selection of the Board. The Company's Corporate Governance Plan requires the Board to undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director.

All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.

(k) Retirement and re-election of Directors

iCandy Interactive Limited's Constitution states that one-third of our Directors must retire each year. The maximum time that each Director can serve in any single term is three years. Any Director who has been appointed during the year must retire at the next annual general meeting. Eligible Directors who retire each year may offer themselves for re-election by shareholders at the next annual general meeting.

(l) Compulsory retirement of Directors

The Board has no limit on the number of terms of office which any Director may serve.

(m) Board access to information and advice

All Directors have unrestricted access to company records and information and receive regular detailed financial and operational report. The Company Secretary provides Directors with ongoing guidance on issues such as corporate governance, iCandy Interactive Limited's Constitution and the law. The Board collectively, and each Director individually has the right to seek independent professional advice at iCandy Interactive Limited's expense to help them carry out their responsibilities. Which the Chairman's prior approval is needed, it may not be unreasonably withheld and, in the its absence, Board approval may be sought.

(n) Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefits of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives. The Diversity Policy of iCandy Interactive Limited is available on the Company's website.

This diversity policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. Accordingly, the Board has developed the following objectives regarding gender diversity and aims to achieve these objectives over the next five years as director and senior executive positions become vacant and appropriately qualified candidates become available:

	2018		2019 - 2024	
	No.	%	No.	%
Women on the Board	-	-	-	25%
Women in senior executive positions	-	-	-	-
Women employed by the Company	-	-	-	-

(o) Securities trading policy

Directors and employees are subject to the Corporations Act restrictions on trading securities in the Company if they are in possession of inside information. This is regarded as any information that is non-public and, if it were public, that a reasonable person would expect to have a material effect on the price of the Company's securities.

In addition, the Company has established a policy on the trading in iCandy Interactive Limited's securities, which applies to all Directors and employees. Key aspects of this policy are as follows:

- Directors and employees are encouraged to be long term holders of the company's securities and are discouraged from any short-term trading;
- Directors and employees may trade shares for 4 weeks following announcements of the annual results, half year results and the annual general meeting, provided the market has been fully informed. However, a trading embargo of 2 days applies immediately after any significant announcement;
- Directors and employees need to ensure that the market is fully informed before they can trade and to protect themselves should discuss the intended share trading with the Chairman or Company Secretary; and
- Trading outside the four-week period is required to be approved by the Chairman, prior to any transaction occurring. Generally, if the market is fully informed, the approval will be granted.

Directors are required to notify the Company Secretary within 2 days of a change in their beneficial interest in the Company shares.

Directors are also required to obtain a written acknowledgment of the Chairman (or the Board in the case of the Chairman) prior to trading.

Directors' interest in the company's securities have not changed materially in the last 12 months.

Board Committees

- (a) Board committees and membership**
- (b) Audit committee**
- (c) Board Risk Oversight Committee**
- (d) Board Nominations Committee**
- (e) Board Remuneration Committee**

Due to the size and nature of the existing Board and the magnitude of the Company's operations, the Company does not currently have the committees listed above. Pursuant to clause 5(h) of the Company's Board Charter, the full Board carries out the duties that would ordinarily be assigned to the above Committees under the written terms of reference for those committees.

Audit governance and independence

(a) Approach to audit governance

The Board is committed to these basic principles:

- iCandy Interactive Limited must produce trust and fair financial reports; and
- Its accounting methods are comprehensive and relevant and comply with applicable accounting rules and policies.

(b) Engagement and rotation of external auditor

iCandy Interactive Limited's independent external auditor is Bentleys Audit & Corporate (WA) Pty Ltd.

(c) Discussions with external auditor on independence

The Board requires the external auditor to confirm that they have maintained their independence.

(d) Relationship with auditor

- the audit partners and any audit firm employee on the iCandy Interactive Limited's audit are prohibited from being an officer of iCandy Interactive Limited;
- an immediate family member of an audit partner or any audit firm employee on the iCandy Interactive Limited's audit is prohibited from being a Director or an officer in a significant position at iCandy Interactive Limited;
- a former audit firm partner or employee on the iCandy Interactive Limited's audit is prohibited from being a Director or Officer in a significant position at iCandy Interactive Limited for at least five years and after the five years, can have no continuing financial relationship with the audit firm;
- members of the audit team and firm are prohibited from having a business relationship with iCandy Interactive Limited or any officer of iCandy Interactive Limited unless the relationship is clearly insignificant to both parties;
- the audit firm, its partners, its employees on the iCandy Interactive Limited's audit and their immediate family members are prohibited from having a direct or material indirect investment in iCandy Interactive Limited;
- officers of iCandy Interactive Limited are prohibited from receiving any remuneration from the audit firm;
- the audit firm is prohibited from having a financial interest in any company with a controlling interest in iCandy Interactive Limited; and
- the audit firm engagement team in any given year cannot include a person who have been an officer of iCandy Interactive Limited during that year.

(e) Restrictions on non-audit services by the external auditor

The external auditor is not restricted in the provision of non-audit services to iCandy Interactive Limited except as required by the Corporations Act or the ASX Listing Rules.

(f) Attendance at Annual General Meeting

iCandy Interactive Limited's external auditor attends the annual general meeting and is available to answer shareholders questions.

Controlling and managing risk

(a) Approach to risk management

Taking and managing risk are central to business and to building shareholder value. iCandy Interactive Limited's approach is to identify, assess and control the risks which affects its business. The intention is to enable risks to be balanced against appropriate rewards. The risk management approach links iCandy Interactive Limited's vision and values, objectives and strategies, and procedures and training.

(b) Risk management roles and responsibilities

The Board is responsible for approving and reviewing iCandy Interactive Limited's risk management strategy and policy. The Board is responsible for implementing the Board-approved risk management strategy and developing policies, controls, processes and procedures to identify and manage risks in all of iCandy Interactive Limited's activities.

iCandy Interactive Limited does not comply with ASX recommendations on these issues as it does not have a formal verifiable system of risk management or any employees to implement such a system as it does not view this to be appropriate at the current time. It relies on the oversight of the Directors and the various committees, together with the periodic verification of the external auditor.

(c) Company secretarial assurance

The Board received periodic reports about the financial conditions and operational results of iCandy Interactive Limited. The CEO periodically provides formal statements to the Board that in all material respects:

- the company's periodic financial statements present a true and fair view of iCandy Interactive Limited's financial condition and operational results for those reporting periods; and
- that risk management and internal compliance and control systems are sound, appropriate and operating efficiently and effectively.

Remuneration framework

(a) Overview

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of Non-Executive Directors are initially set by the Directors and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX listing Rules, as applicable. The determination of Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$150,000 per annum.

In addition, a Director may be paid fees or other amounts, (e.g. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the Directors determine whether a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Board review and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(b) Employee Share Options Scheme

There are no Employee Share Options Schemes (ESOS) granted over un-issued shares to directors or executives as part of their remuneration. The issue of any options would require approval by Shareholders.

Corporate responsibility and sustainability

(a) Approach to corporate responsibility and sustainability

iCandy Interactive Limited's approach to corporate responsibility and sustainability is to manage its business in a way that produces positive outcomes for all stakeholders and maximises economic, social and environmental value simultaneously. In doing so, iCandy Interactive Limited accepts that the responsibilities flowing from this go beyond both strict legal obligations and financial bottom line. Transparency, the desire for fair dealing, and positive links into the community underpin our everyday activities and corporate responsibility practices.

(b) Code of conduct

iCandy Interactive Limited's Board and management are committed to their Code of Conduct (Code) which is based on their core values and on the expectations of their clients, of shareholders and of the broader community.

The Code aims to promote a high level of professionalism and provide a benchmark for ethical and professional behaviour throughout the Company. It also promotes a healthy, respectful workplace and environment for all their employees.

At the same time, the Code aims to support their business reputation and corporate image within the wider community and make employees aware of the consequences they face if they breach the Code.

The ASX recommendations require that the Code of Conduct is reviewed periodically, specifically to reflect the ASX Corporate Governance Principles and Recommendations.

(c) Insider trading policy and trading in iCandy Interactive Limited shares

The Company Secretary has responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules, and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

iCandy Interactive Limited is committed to giving all shareholders comprehensive and equal access to information about our activities, and to fulfil continuous disclosure obligations to the broader market. iCandy Interactive Limited's policy is designed to ensure compliance with ASX Listing Rules continuous disclosure requirements. It ensures any information that a reasonable person would expect to have a material effect on the price of iCandy Interactive Limited's securities is disclosed.

At the same time, the Code aims to support their business reputation and corporate image within the wider community and make employees aware of the consequences they face if they breach the Code.

iCandy Interactive Limited currently maintains its own website and relies on communication in this medium on the ASX Company Announcements platform carrying all the relevant information.

Compliance with ASX Corporate Governance Council Good Practice Recommendations

The table below outlines each of the ASX Best Practice Recommendations and the Company's compliance with those recommendations. Where the Company has met the relevant recommendation during the reporting period, this is indicated by a "YES" in the relevant column. Where the Company has not met or complied with a recommendation, this is indicated by a "NO" and an accompanying note explaining the reasons why the Company has not met the recommendation.

Principles and Recommendations	Complied	Note
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management	Yes	
Recommendation 1.2 A listed entity should : (a) undertake appropriate checks before appointing a person, or putting forward a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.	Yes	
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	
Recommendation 1.4 The Company Secretary of a listed entity should be accountable, directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	
Recommendation 1.5 A listed entity should: (a) Have a diversity policy which includes requirements for the board or a relevant committee of the board; (i) to set measurable objectives for achieving gender diversity; and (ii) to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy of a summary of it; and (c) disclose as at the end of each reporting period: (i) the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy. (ii) either: (A) the respective portions of men and women on board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes; or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012.	Yes	
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	No	1

Recommendation 1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	No	2
Principle 2: Structure the Board to add value		
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; (ii) is chaired by an independent director and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties.	No	3
Recommendation 2.2 A listed entity should have and disclose a broad skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieving its membership.	Yes	
Recommendation 2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but if the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board of that opinion; and (c) the length of service of each director	Yes	
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Yes	
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	4
Recommendation 2.6 A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.	Yes	
Principle 3: Act Ethically and Responsibly		
Recommendation 3.1 A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes	

Principle 4: Safeguard Integrity in Corporate Reporting		
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, a majority of whom are independent directors; (ii) is chaired by an independent director who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verifies and safeguards the integrity of its financial reporting, including the processes for the appointing and removal of the external auditor and the rotation of the external auditor.	No	5
Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	
Recommendation 4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the Annual Report.	Yes	
Principle 5: Make timely and balances disclosure		
Recommendation 5.1 A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	
Principle 6: Respect the rights of Security Holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	
Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its board.	Yes	

Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; (ii) is chaired by an independent director who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	No	6
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and (b) disclose in relation to each reporting period, whether such a review has taken place.	Yes	
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control process.	Yes	
Recommendation 7.4 A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it doesn't how it manages or intends to manage those risks.	Yes	
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; (ii) is chaired by an independent director who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate.	No	7
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives and ensure that the different roles and responsibilities of non-executive directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.	Yes	



Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limits the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	No	8
---	----	---

Note 1

The Board is responsible for evaluating the performance of the Board and individual Directors will be evaluated on an annual basis, with the aid of an independent advisor, if deemed required. The Company's Corporate Governance Plan requires the Board to disclose whether or not performance evaluations were conducted during the relevant reporting period with details of the performance evaluations conducted will be provided in the Company's Annual Report. No evaluation has taken place to the date of this report.

Note 2

The Company has not undertaken a performance evaluation of its senior executives noting that the Company currently does not employ any executives. Performance reviews will take place once senior executive roles are occupied.

Note 3

Due to the size and nature of the existing Board, the Company does not currently have a Nomination Committee. The full Board carries out the duties that would ordinarily be assigned to the Nomination Committee and the Board devotes time on an annual basis to discuss Board succession issues. All members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.

Note 4

The current Chairman of the Company, Mr Ki Wai Lau, is not deemed an independent director due to his indirect shareholdings in the Company via Fatfish Blockchain Limited, of which he is an Executive Director.

Note 5

Due to the size and nature of the existing Board, the Company does not currently have a Audit Committee. The full Board carries out the duties that would ordinarily be assigned to the Audit Committee under the written terms of reference for that committee and annually to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors. All members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial report.

Note 6

Due to the size and nature of the existing Board, the Company does not currently have a Risk Management Committee. The full Board carries out the duties that would ordinarily be assigned to the Risk Management Committee and devotes time annually to fulfilling the rules and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.

Note 7

Due to the size and nature of the existing Board, the Company does not currently have a Remuneration Committee. The full Board carries out the duties that would ordinarily be assigned to the Remuneration Committee and devotes time annually to fulfilling the rules and responsibilities associated with setting the level and composition of remuneration for Directors, ensuring that such remuneration is appropriate and not excessive.

Note 8

The Company does not currently have any equity based remuneration schemes in place.



Your directors present their report on the consolidated entity (referred to herein as the Group) consisting of iCandy Interactive Limited and its controlled entities for the financial period ended 31 December 2018.

General Information

Directors

The following persons were directors of iCandy Interactive Limited during the whole of the financial period and up to the date of this report, unless otherwise stated.

Kin Wai Lau

Non-Executive Director and Chairman
 Appointed on 20 March 2015

Kin Wai is a serial tech entrepreneur with extensive international start-up, senior management and investment experience.

Since founding his first company at age 23, Kin Wai has built companies across telecom software, internet media and biotech. He is one of the handful of entrepreneurs in Southeast Asia that have real track-record of multiple exists. Kin Wai was named by the media as one of the youngest ever MDs of a publicly traded firm in Southeast Asia when he IPO'd his first company at the age of 28. He has since been involved in building other tech companies, with three of them being listed on major stock exchanges in the region.

Kin Wai began his career as research staff and a PhD candidate at the Imperial College, London, before starting up his own company.

Kin Wai frequently supports entrepreneurial campaigns in colleges and universities and is a regular judge at innovation and start-up competitions in Singapore.

Kin Wai graduated with first class honours in Electronics & Electrical Engineering from the University of Manchester, United Kingdom. He also has a Master in Business, Administration from the University of Oxford.

Other current directorships of listed companies

Fatfish Blockchain Limited - appointed July 2014

Former directorships of listed companies in last three years

N/A

Phillip Lord

Executive Director
 Appointed 11 October 2017

Phillip has been a serial investor in tech and early stage companies with 20 years of experience in global equity, debt, and M&A markets. He was formerly MD for Jefferies & Nomura, working in Tokyo, Hong Kong, Singapore & London.

He expressed that he was super excited about joining iCandy and to have the opportunity to drive growth for the Company within the gaming industry, and its surrounding verticals like in-game advertising and micropayment. He has also stated that there is a revolution happening in blockchain technology and is positive that the blockchain technology could facilitate in-game micro-payment purchase in the gaming industry for the free-to-play business model of mobile games.

Other current directorships of listed companies

N/A

Former directorships of listed companies in last three years

N/A



Robert Kolodziej
 Non-Executive Director
 Appointed 27 May 2015

Robert is a senior advisor at Bell Porter Securities and has over 20 years' experience in investment management. He has wide macroeconomic understanding across many areas of financial markets and specialises in strategic investment advice for high net worth clients, small cap fund managers and family officers.

Robert has expertise with small capitalisation companies especially in the technology and renewable sector and has been arranging transactions in equity capital markets for these companies. Prior to working in stockbroking, Robert worked for Ernst & Young in the property trust area while at the same time running a business specialising in eco-tourism. Since then, he has worked in the property development sector specialising in due diligence and strategy. Separately from his role at Bell Potter Securities, he is also an Executive Director at Kollins Capital, a financial services and corporate advisory firm.

Other current directorships of listed companies

N/A

Former directorships of listed companies in last three years

N/A

Marcus Ungar
 Non-Executive Director
 Appointed 1 April 2018

Marcus is a founding member of CGAM Pty Ltd which is a private equity firm based in Sydney. CGAM invests in innovative, high quality technology companies seeking growth stage investment. He is currently the CEO of Investorlend Pty Limited. Investorlend is an investment platform which enables its investors to participate in commercial loans and equity linked investments.

Marcus has also continued his association with Compass Global Markets which specialises in foreign exchange and international payments.

Other current directorships of listed companies

N/A

Former directorships of listed companies in last three years

N/A

Masahiko Honma
 Non-Executive Director
 Appointed 22 June 2018

Mr Honma is the founder of IncubateFund. Mr Honma started his career with overseeing information technology investments in Silicon Valley at JAFCO's overseas investment arm. He has also held roles in Accenture's venture capital arm and in 2007 founded Core People Partners, a fund specialising in incubation of internet businesses.

Mr Honma has a stellar track record of creating and supporting mobile gaming start-ups including Pokelabo and Gumi. Both have grown from 2 to 3 persons teams when Mr Honma joined as the first outside investor in 2008, into companies with 280 and 400 employees respectively. Pokelabo, which Mr Honma co-founded and took the first CEO role of was successfully acquired by GREE, mobile gaming giant in Japan, with the valuation of over US\$174 million in an all-cash deal in 2012.

Other current directorships of listed companies

N/A

Former directorships of listed companies in last three years

N/A



Donald Low

Non-Executive Director
Resigned 1 April 2018

Donald has worked in the corporate advisory and corporate finance section with experience over seeing the whole business cycle, ranging from start-ups, business creating and exits via Initial Public Offerings (IPOs), Reverse Take Overs (RTO), Trade Sales and Mergers and Acquisitions (M&A). As part of all corporate restructurings, especially in distressed assets and business models, Donald takes a hands-on approach in the senior management of the companies post transactions.

He has served as Chief Executive Officer (CEO) and as director on boards of private and publicly listed companies in Asia, Australia and Europe with interests ranging from traditional businesses such as agriculture (oil palm plantations, etc), logistics, finance, mining, manufacturing, goods and services (A&W) to new economy businesses in TMT (Telecommunication, Media & Technology) space and the fast growing internet environment.

Other current directorships of listed companies

Fatfish Blockchain Limited - appointed April 2008

Former directorships of listed companies in last three years

Gladiator Resources Limited - resigned February 2017

Company Secretary

Mr Donald Low resigned as the Company Secretary on 1 April 2018. Mr Andrew Draffin and Ms Jiahui Lan were subsequently appointed as Joint Company Secretary on that date.

Andrew is a director of the accounting firm DW Accounting & Advisory Pty Ltd. He holds a Bachelor of Commerce and is a member of the Chartered Accountants Australia and New Zealand. Andrew is a Director, Chief Financial Officer and Company Secretary of listed, unlisted and private companies across a broad range of industries. His focus is on financial reporting, treasury management, management accounting and corporate services, areas where he has gained over 18 years experience.

Jiahui is a director of the accounting firm DW Accounting & Advisory Pty Ltd. She holds a Bachelor of Business (Accounting). Jiahui is a Director and Company Secretary of listed, unlisted and private companies across a range of industries. Her focus is on financial reporting, management accounting and corporate services, areas where she has gained over 10 years experience.

Shareholdings of directors and other key management personnel

The interest of each Director and other key management personnel, directly and indirectly, in the shares and options of the Company at the date of this report are as follows:

	Date of this report		31 December 2017	
	Ordinary Shares	Share Options	Ordinary Shares	Share Options
Kin Wai Lau*	192,500,001	-	192,500,001	-
Phillip Lord	-	-	-	-
Robert Kolodziej	250,000	-	250,000	-
Marcus Ungar	-	-	-	-
Masahiko Honma	-	-	-	-
Donald Han Low*	192,500,001	-	192,500,001	-

*Shares are held in Fatfish Internet Pte Ltd, a subsidiary of Fatfish Blockchain Limited, of which Mr Kin Wai Lau and Mr Donald Han Low are directors of.

Meetings of Directors

During the financial year, 3 meetings of directors (including circular resolutions) were held.

Attendances by each director during the year were as follows:

Kin Wai Lau
 Phillip Lord
 Robert Kolodziej
 Marcus Ungar
 Masahiko Honma
 Donald Han Low

Directors' Meetings	
Number eligible to attend	Number attended
3	3
3	3
3	3
-	-
-	-
3	3

Principle Activities and Significant Changes in Nature of Activities

The Company's business plan is to develop and publish 'freenium' games for smartphones, which are free-to-download and free-to-play for players. The 'freenium' game model is proven to be a successful business model employed by many global mobile game companies. The Company plans to generate revenue through the following approaches.

- In-game purchases - players can purchase virtual items or currencies which are used within the Company's games to improve character levels, speed up the game progress and/or enhance playing experience;
- Mobile advertising - which allows iCandy to advertise third-party products and services in the Company's games; and
- Game merchandise sales - players can purchase game related merchandise branded with logos and artwork of the Company's various games.

Review of Operations

During the financial year ended 31 December 2018 the Group reported a higher revenue and lower loss from ordinary activities compared to the previous period. Particularly, after excluding one-off items such as impairment losses and unrealized movement in fair value of intangibles, the operating loss for the current financial year narrowed to approximately \$1,150,178 compared to \$1,874,371 in the previous financial year. This was attributable to several factors:

- contribution from the two successful game titles launched during the year - Light A Way and Hollywhoot; and
- contribution from the first blockchain game developed by the Group - Cryptant Crab.

In an effort to broaden the Group's revenue stream, iCandy has also started to leverage on its experience in the mobile gaming industry to provide game publishing services, which involves iCandy marketing and distributing mobile games developed by third party development studio in return for a percentage of revenue. One such successful publishing deal in 2018 was Void Troopers. The iCandy management is optimistic that it is able to secure more low-risk high-reward publishing deals in 2019.

Furthermore, with several successful and popular titles under iCandy's stable of games, iCandy's management plans to allocate more resources to growing its gamer base and gamer retention rate via several medium. The Group entered into an agreement to acquire majority stake in Joyseed, a game studio based in Indonesia with the objective to expand further the game production capability and capacity of the Group. With more production capacity the Group plans to continue on developing more mobile game titles that can mirror the success of the existing successful games within its game portfolio.

Operating Results

The consolidated loss of the consolidated entity after providing for income tax amounted to \$3,445,405. (2017: loss of \$3,113,914)

Financial Position

The net assets of the Group have decreased by \$827,188 from \$3,793,160 as at 31 December 2017 to \$2,965,972 as at 31 December 2018.

Dividend Paid or Recommended

It is not recommended that a dividend be declared and no dividends were paid or declared during and since the end of the financial year.

Reconciliation to Preliminary Results

The following tables reconcile statutory consolidated net losses after tax to preliminary consolidated net losses after tax in Appendix 4E:

Consolidated statement of profit or loss	Appendix 4E	Adjustments	Statutory Financial Report
Statutory net loss after tax	(2,908,888)	(536,517)	(3,445,405)

The following table reconciles statutory consolidated statement of financial position to preliminary consolidated statement of financial position in Appendix 4E.

Consolidated statement of financial position	Appendix 4E	Adjustments	Statutory Financial Report
Total Assets	5,196,314	(500,058)	4,696,256
Total Liabilities	1,731,007	(723)	1,730,284

The audit had just commenced before the lodgement of the Company's Appendix 4E. Listed below are the major items that have affected the Consolidated statement of profit or loss and Consolidated Statement of financial position.

1. Appxplore (iCandy) Limited, a wholly owned subsidiary of iCandy Interactive Limited had made a prepayment in the prior year of AUD 329,167 (SGD 316,000) to purchase PT Maximum Impact. Due to the extended time period in completing this transaction, the Company has decided to impair the prepayment.
2. The subsidiaries of iCandy Interactive Limited had provided loans to related parties in prior years. The loans were interest free. As the entities that the loans were provided to continues to incur losses, the Company has recognised a provision for impairment of \$207,350.

Matters subsequent to the End of the Financial Year

On 2 January 2019, the Company announced that all of the conditions precedent to the Share Purchase Agreement of PT Joyseed Berbagi Sukses had been fulfilled, and hence the agreement had become unconditional.

In addition, due to limitations of foreign ownership rules in Indonesia, the Company and the Vendors had entered into a supplemental agreement to reduce the acquisition of Joyseed from 70% to 67%. The consideration was proportionately adjusted to AUD 335,000 (previously AUD 350,000).

The consideration is to be satisfied by the issue of iCandy Shares in 8 Tranches on a quarterly basis.

On 4 January 2019, the acquisition of PT Joyseed Berbagi Sukses was completed with the issuance of 326,389 fully paid ordinary shares at a nominated value of \$0.09 per share (AUD 29,375). The shares had been issued as Tranche 1 settlement of the acquisition.

On 5 March 2019, the Company announced it had entered into a binding term sheet with UK based Xcademy Limited ("Xcademy"), which is building and planning to launch a mobile first online video influencer training and monetisation platform.

As announced, subject to the satisfaction of all conditions precedent under the agreement, the Company intends to invest up to USD \$200,000 in cash consideration and USD \$100,000 in digital advertising into Xcademy in return for 20% of the enlarged share capital of Xcademy. At the date of this report, the transaction has not been finalised.

On 21 March 2019, the Company announced it had entered into a Global Collaboration and Distribution Agreement with ASX-listed Emerge Gaming Limited ("EM1").

The Agreement provides for the joint building and operation of mobile games focused on EM1's eSports platform which has been launched in various major geographical markets in collaboration with telcos and other major consumer businesses.

The key terms of the Agreement include:

- Collaboration purpose: The purpose of the collaboration is to license and integrate select iCandy's game content onto EM1's Arcade X Platform to develop mutual beneficial business in the mobile esports area.
- Grant of Licence by EM1: EM1 grants to iCandy a non-exclusive license to use EM1's Arcade X technology and platform in the territories.
- Grant of Licence by iCandy: iCandy grants to EM1 a non-exclusive license to use select games from its game portfolio in the Territories.
- Territories: Australia, New Zealand, Latin America, India, Middle East and Africa
- Revenue Share: iCandy and EM1 are to share the net revenue from this collaboration on a 50:50 basis, after deducting all relevant and reasonable costs from both parties.

Future Developments

The Company plans to implement its business strategy as outlined above.

The Company will continue to keep stakeholders informed of any future developments via its compliance with the continuous disclosure requirements.

Environmental Issues

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Audit/Non-Audit Services

Auditors' remuneration is disclosed in Note 6. No non-audit services have been provided by the auditor or their related practices.

Indemnifying Officers or Auditors

An indemnity has been given by the Company in favour of the directors to the extent that Corporations Act 2001 allows. No payment or agreement has been given in relation to a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

No other insurance premiums of indemnity has been paid or provided in respect of any directors or auditors.

Capital Raising and Capital Structure

As at 31 December 2018, the Company has 309,007,937 fully paid ordinary shares. During the year, a total of 31,815,191 fully paid ordinary shares were issued. Please refer to Note 18 - Issued capital for further details.

Summary of Options on issue

Issuing entity	Issue Date	Number of shares under option	Class of shares	Exercise Price	Expiry Date
iCandy Interactive Limited	10 Jun 2015	8,033,333	Listed options	\$0.210	4 Feb 2020
iCandy Interactive Limited	1 Feb 2016	22,500,000	Listed options	\$0.210	4 Feb 2020
iCandy Interactive Limited	9 Oct 2017	20,500,000	Unlisted options	\$0.100	9 Oct 2019
iCandy Interactive Limited	26 Nov 2018	10,000,000	Unlisted options	\$0.050	26 Nov 2020

Option holders do not have any rights to participate in any issues or other interest in the company or any other entity.

For details of options issued to directors and executives as remuneration, refer to Remuneration Report.

There have been no shares issued since the end of the financial year resulting from exercise of options.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required by section 307c of the Corporations Act 2001 is attached on page 21.



REMUNERATION REPORT - AUDITED

This remuneration report sets out remuneration information for non-executive directors, executive directors and other key management personnel.

Remuneration Policies

Remuneration levels are competitively set to attract the most qualified and experienced Directors and Senior Executives. The Board may obtain independent advice on the appropriateness of remuneration packages. No independent advice was sought during or since the end of the period under review with regards to remuneration.

There are no schemes for retirement benefits.

The directors are reimbursed for expenses incurred by them in the course of their duties as directors of the company.

There is no link between the provision of any monetary benefits and performance of the company.

The Group's earnings and movement in shareholder's wealth for the past four years are detailed in the following table:

	31 December 2018	31 December 2017	31 December 2016	Nine months ending 31 December 2015
Revenue	2,815,704	1,656,454	1,573,617	154,246
Net (loss) before tax	(3,480,281)	(3,362,941)	(408,768)	(250,254)
Net (loss) after tax	(3,445,405)	(3,113,914)	(422,090)	(250,254)
Share price at start of the year	\$0.16	\$0.14	\$0.00	\$0.00
Share price at end of the year	\$0.05	\$0.16	\$0.14	\$0.00
Dividends paid	-	-	-	-
Basic (loss) per share	(1.18)	(1.23)	(0.19)	(0.14)

Key management remuneration policy

The key management personnel of the company are represented by the directors and company secretary.

The key management personnel remuneration policy is therefore the same as the directors' remuneration policy.

Directors and executives disclosed in this report

Name	Position Held
Kin Wai Lau	Non-Executive Director and Chairman
Phillip Lord	Executive Director
Robert Kolodziej	Non-Executive Director
Marcus Ungar (appointed 1 April 2018)	Non-Executive Director
Masahiko Honma (appointed 22 June 2018)	Non-Executive Director
Donald Han Low (resigned 1 April 2018)	Non-Executive Director and Company Secretary

Remuneration of Directors and Other Key Management Personnel (KMP) for the Year Ended 31 December 2018

Name	Salaries, fees and leave	Shares, Options/Incentive Rights	Superannuation	Total
Kin Wai Lau	24,907	-	-	24,907
Philip Lord	84,164	-	-	84,164
Robert Kolodziej	12,000	-	-	12,000
Marcus Ungar (appointed 1 April 2018)	18,000	-	-	18,000
Masahiko Honma (appointed 22 June 2018)	-	-	-	-
Donald Han Low (resigned 1 April 2018)	6,000	-	-	6,000
	145,071	-	-	145,071

Remuneration of Directors and Other Key Management Personnel (KMP) for the Year Ended 31 December 2017

Name	Salaries, fees and leave	Shares, Options/Incentive Rights	Superannuation	Total
Kin Wai Lau	23,024	-	-	23,024
Philip Lord (appointed 11 October 2017)	108,738	-	-	108,738
Donald Han Low	24,000	-	-	24,000
Robert Kolodziej	12,000	-	-	12,000
	167,762	-	-	167,762

No post-employment benefits were paid to the directors. The directors do not participate in any incentive programs.

KMP Shareholdings

The number of ordinary shares in iCandy Interactive Limited held by each KMP of the Group during the financial year are as follows:

Name	Balance at beginning of year	Granted as Remuneration during the year	Issued on Exercise of Options during the year	Other changes during the year	Balance at End of Year
Kin Wai Lau*	192,500,000	-	-	-	192,500,000
Philip Lord	-	-	-	-	-
Robert Kolodziej	250,000	-	-	-	250,000
Marcus Ungar (appointed 1 April 2018)	-	-	-	-	-
Masahiko Honma (appointed 22 June 2018)	-	-	-	-	-
Donald Han Low (resigned 1 April 2018)*	192,500,000	-	-	-	192,500,000

*Shares were held in Fatfish Internet Pte Ltd, a subsidiary of Fatfish Blockchain Limited, of which Mr Kin Wai Lau and Mr Donald Han Low are directors of.

The number of listed and unlisted options in iCandy Interactive Limited held by each KMP of the Group during the financial year are as follows:

Name	Balance at beginning of year	Granted as Remuneration during the year	Issued on Exercise of Options during the year	Other changes during the year	Balance at End of Year
Kin Wai Lau*	-	-	-	-	-
Philip Lord	-	-	-	-	-
Robert Kolodziej	-	-	-	-	-
Marcus Ungar (appointed 1 April 2018)	-	-	-	-	-
Masahiko Honma (appointed 22 June 2018)	-	-	-	-	-
Donald Han Low (resigned 1 April 2018)*	-	-	-	-	-

Share options granted to directors and executives

No shares or options were granted to Directors or Executives during the year.

At the end of the financial year, no unlisted options were held by any Director and other key management personnel, directly and indirectly.

Other transactions and balances with Key Management Personnel:

There were no other transactions and balances during the reporting period. In 2017, Mr Kin Wai Lau had loaned Appxplore (iCandy) Limited, formerly known as iCandy Ventures Limited AUD \$191,865 (SGD \$200,000).

In prior years, the Company had loaned AUD \$810,342.32 to Fatfish Blockchain Limited and its controlled entities.



This concludes the remuneration report, which has been audited.

The Directors' Report, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors made pursuant to s.298(2) of the Corporations Act 2001.

A handwritten signature in black ink, appearing to read 'Kin Wai Lau'.

Mr Kin Wai Lau
Director
Dated this 29 March 2019

For personal use only

For personal use only



Bentleys Audit & Corporate
(WA) Pty Ltd

London House

Level 3,

216 St Georges Terrace

Perth WA 6000

PO Box 7775

Cloisters Square WA 6850

ABN 33 121 222 802

T +61 8 9226 4500

F +61 8 9226 4300

bentleys.com.au

To The Board of Directors

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit Partner for the audit of the financial statements of iCandy Interactive Limited for the financial year ended 31 December 2018, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully

BENTLEYS
Chartered Accountants

MARK DELAURENTIS CA
Partner

Dated at Perth this 29th day of March 2019

ICANDY INTERACTIVE LIMITED AND CONTROLLED ENTITIES
ABN: 87 604 871 712
CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018



		Group	
	Note	2018 \$	2017 \$
Continuing operations			
Revenue	3	2,815,704	1,656,454
Other income	3	160,425	(11,137)
Cost of sales		(1,507,858)	(939,533)
Gross Profit		1,468,271	705,784
Marketing expenses		(33,968)	(65,269)
Audit fees		(60,594)	(50,196)
Provision for doubtful debts		(2,759)	-
Legal and professional fees		(224,342)	(129,108)
Share based payments		(457,457)	(885,980)
Occupancy expenses		(82,139)	(37,834)
Employee benefits expense		(619,208)	(514,729)
Depreciation and amortisation expense		(1,100,703)	(651,745)
Impairment expense		(1,143,465)	(1,488,570)
Computer expenses		(618)	(11,274)
Other expenses		(188,097)	(113,322)
Travel expenses		(30,898)	(120,698)
Unrealised movement in fair value of intangibles	13	(1,004,304)	-
Finance expenses		-	-
Loss before income tax		(3,480,281)	(3,362,941)
Tax (benefit)/expense	4	34,876	249,027
Loss for the year attributable to members of the company		(3,445,405)	(3,113,914)
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss when specific conditions are met:			
Exchange differences on translating foreign operations, net of tax		15,537	62,889
		15,537	62,889
Total other comprehensive income/(loss) for the year		15,537	62,889
Total comprehensive income for the year		(3,429,868)	(3,051,025)
Earnings per share			
Basic loss per share (cents)	7	(1.18)	(1.23)
Diluted loss per share (cents)	7	(1.18)	(1.23)

The accompanying notes form part of these financial statements.

ICANDY INTERACTIVE LIMITED AND CONTROLLED ENTITIES
ABN: 87 604 871 712
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018



		Group	
	Note	2018 \$	2017 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	359,888	142,241
Trade and other receivables	9	159,777	287,256
Other financial assets	10	1,421,012	1,379,023
Other assets	14	8,070	18,501
TOTAL CURRENT ASSETS		<u>1,948,747</u>	<u>1,827,021</u>
NON-CURRENT ASSETS			
Property, plant and equipment	12	115,217	97,910
Intangible assets	13	2,632,292	1,713,129
Other non-current assets	14	-	1,184,334
TOTAL NON-CURRENT ASSETS		<u>2,747,509</u>	<u>2,995,373</u>
TOTAL ASSETS		<u><u>4,696,256</u></u>	<u><u>4,822,394</u></u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	15	929,822	134,139
Other financial liabilities	16	790,118	832,696
Current tax liabilities	17	1,528	2,006
TOTAL CURRENT LIABILITIES		<u>1,721,468</u>	<u>968,841</u>
NON-CURRENT LIABILITIES			
Deferred tax liabilities	17	8,816	60,393
TOTAL NON-CURRENT LIABILITIES		<u>8,816</u>	<u>60,393</u>
TOTAL LIABILITIES		<u>1,730,284</u>	<u>1,029,234</u>
NET ASSETS		<u><u>2,965,972</u></u>	<u><u>3,793,160</u></u>
EQUITY			
Issued capital	18	29,201,668	27,056,445
Reserves	27	(19,890,013)	(19,477,027)
Retained earnings		(6,345,683)	(3,786,258)
TOTAL EQUITY		<u><u>2,965,972</u></u>	<u><u>3,793,160</u></u>

The accompanying notes form part of these financial statements.

ICANDY INTERACTIVE LIMITED AND CONTROLLED ENTITIES
ABN: 87 604 871 712
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018


	Issued Capital	Accumulated Losses	Reserve			Total
			Foreign Currency Translation Reserve	Option Reserve	Other Components of Equity	
	\$	\$	\$	\$	\$	\$
Consolidated Group						
Balance at 1 January 2017	24,159,330	(672,344)	(135,897)	-	(20,289,999)	3,061,090
Comprehensive income						
Loss for the year	-	(3,113,914)	-	-	-	(3,113,914)
Other comprehensive income for the year	-	-	62,889	-	-	62,889
Total comprehensive income for the year	-	(3,113,914)	62,889	-	-	(3,051,025)
Transactions with owners, in their capacity as owners, and other transfers						
Shares issued during the year	2,977,065	-	-	-	-	2,977,065
Transaction costs	(79,950)	-	-	-	-	(79,950)
Options issued during the year	-	-	-	885,980	-	885,980
Total transactions with owners and other transfers	2,897,115	-	-	885,980	-	3,783,095
Balance at 31 December 2017	27,056,445	(3,786,258)	(73,008)	885,980	(20,289,999)	3,793,160
Balance at 1 January 2018	27,056,445	(3,786,258)	(73,008)	885,980	(20,289,999)	3,793,160
Comprehensive income						
Loss for the year	-	(3,445,405)	-	-	-	(3,445,405)
Other comprehensive income for the year	-	-	15,537	-	-	15,537
Total comprehensive income for the year	-	(3,445,405)	15,537	-	-	(3,429,868)
Transactions with owners, in their capacity as owners, and other transfers						
Shares issued during the year	2,145,223	-	-	-	-	2,145,223
Transaction costs net of tax	-	-	-	-	-	-
Options issued during the year	-	-	-	457,457	-	457,457
Options expired during the year	-	885,980	-	(885,980)	-	-
Total transactions with owners and other transfers	2,145,223	885,980	-	(428,523)	-	2,602,680
Balance at 31 December 2018	29,201,668	(6,345,683)	(57,471)	457,457	(20,289,999)	2,965,972

The accompanying notes form part of these financial statements.

ICANDY INTERACTIVE LIMITED AND CONTROLLED ENTITIES
ABN: 87 604 871 712
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2018



	Group	
Note	2018 \$	2017 \$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	2,695,908	1,553,137
Payments to suppliers and employees	(2,820,057)	(2,166,699)
Net cash generated by operating activities	(124,149)	(613,562)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash acquired with acquisition of Inzen Studio Pte Ltd	-	631
Interest received	982	60,323
Purchase of property, plant and equipment	(37,553)	(89,802)
Purchase of intangible assets	(300,000)	(464,585)
Deposit paid for acquisition of investment	-	(250,000)
Payments for investments	-	(601,390)
Loans to related parties:		
- payments made	(88,892)	-
- proceeds from repayments	209,573	(104,351)
Net cash (used in)/generated by investing activities	(215,890)	(1,449,174)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	545,207	1,332,500
Payments for capital raising costs	-	(87,945)
Loans from related parties:		
- proceeds from borrowings	-	314,490
Net cash provided by (used in) financing activities	545,207	1,559,045
Net increase in cash held	205,168	(503,691)
Cash and cash equivalents at beginning of financial year	142,241	645,505
Effect of exchange rates on cash holdings in foreign currencies	12,479	427
Cash and cash equivalents at end of financial year	8 359,888	142,241

The accompanying notes form part of these financial statements.

These consolidated financial statements and notes represent those of iCandy Interactive Limited and Controlled Entities ("group").

The financial statements were authorised for issue on 29 March 2019 by the directors of the company.

Note 1 Summary of Significant Accounting Policies

Basis of Preparation

These general purpose consolidated financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(a) Principles of Consolidation

iCandy Interactive Limited's financial statements consolidated those of the Parent Company and all of its subsidiaries as of 31 December 2018. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 31 December.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Inter-company transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- (i) the consideration transferred at fair value;
- (ii) any non-controlling interest (determined under either fair value or proportionate interest method); and
- (iii) the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of any identifiable assets acquired and liabilities assumed.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

Note 1: Summary of Significant Accounting Policies (Cont'd)

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable AASB Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139: Financial Instruments: Recognition and Measurement, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

The amount of goodwill recognised on acquisition of each subsidiary in which the Group holds less than 100% interest will depend on the method adopted in measuring the non-controlling interest. The Group can elect in most circumstances to measure the non-controlling interest in the acquiree either at fair value (full goodwill method) or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets (proportionate interest method). In such circumstances, the Group determines which method to adopt for each acquisition and this is stated in the respective note to the financial statements disclosing the business combination.

Under the full goodwill method, the fair value of the non-controlling interest is determined using valuation techniques which make the maximum use of market information where available.

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored and not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

(b) Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss or arising from a business combination.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from: (a) the initial recognition of goodwill; or (b) the initial recognition of an asset or liability in a transaction which: (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the entity in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probably that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Note 1: Summary of Significant Accounting Policies (Cont'd)

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (i) a legally enforceable right of set-off exists; and (ii) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(c) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable accounting standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(d) Digital Currencies

Digital currencies are indefinite life intangible assets initially recognised at cost. The digital currencies are subsequently measured at fair value by reference to the quote price in an active digital currency market.

Any increases or decreases in the fair value of the digital currencies are recognised through the profit and loss, similar to any gains or losses upon the disposals of digital currencies.

(e) Accounting for Common Control

Where the acquisition of entities that are deemed to be under common control occurs then consideration is required to determine the accounting acquirer. A new entity formed to effect a business combination through the issue of equity interests will not be regarded as the accounting acquirer, rather one of the combining entities that existed prior to the business combination shall be identified as the accounting acquirer.

The pooling of interests method is adopted for business combinations under common control. Existing book values for assets and liabilities at the date of acquisition will be recognised and fair value adjustments including new intangibles or goodwill will not be recognised. Any premium between the fair value of consideration paid and the book value of net assets is debited to a separate category of equity.

(f) Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(h) for details of impairment).

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Note 1: Summary of Significant Accounting Policies (Cont'd)

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Leasehold improvements	10 - 25%
Plant and equipment	10 - 25%
Signages	10 - 25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. Gains shall not be classified as revenue. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

(g) Financial Instruments

Recognition and Initial Measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments (except for trade receivables) are initially measured at fair value plus transactions costs except where the instrument is classified 'at fair value through profit or loss' in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Classification and Subsequent Measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the *effective interest method*.

The *effective interest method* is a method of calculating the amortised cost of a debt instrument and of allocating interest expense in profit or loss over the relevant period. The effective interest rate is the internal rate of return of the financial asset or liability. That is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition.

The Group does not designate any interests in subsidiaries, associates or joint ventures as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

(i) Financial assets at fair value through profit or loss

Financial assets are classified as 'fair value through profit or loss' when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount included in profit or loss.

Note 1: Summary of Significant Accounting Policies (Cont'd)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(iii) Financial Liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Impairment

A financial asset (or a group of financial assets) is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss" event) having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of available-for-sale financial assets, a significant or prolonged decline in the market value of the instrument is considered to constitute a loss event. Impairment losses are recognised in profit or loss immediately. Also, any cumulative decline in fair value previously recognised in other comprehensive income is reclassified into profit or loss at this point.

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

(h) Impairment of Assets

At the end of each reporting period, the company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information, including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(i) Investments in Associates

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the entity but is not control or joint control of those policies. Investments in associates are accounted for in the financial statements by applying the equity method of accounting, whereby the investment is initially recognised at cost (including transaction costs) and adjusted thereafter for the post-acquisition change in the company's share of net assets of the associate. In addition, the Company's share of the profit or loss and other comprehensive income is included in the financial statements.

The carrying amount of the investment includes, when applicable, goodwill relating to the associate. Any discount on acquisition, whereby the Company's share of the net fair value of the associate exceeds the cost of investment, is recognised in profit or loss in the period in which the investment is acquired.

Note 1: Summary of Significant Accounting Policies (Cont'd)

Profits and losses resulting from transactions between the Company and the associate are eliminated to the extent of the Company's interest in the associate.

When the Company's share of losses in an associate equals or exceeds its interest in the associate, the Company discontinues recognising its share of further losses unless it has incurred legal or constructive obligations or made payments on behalf of the associate. When the associate subsequently makes profits, the Company will resume recognising its share of those profits once its share of the profits equals the share of the losses not recognised.

The requirements of AASB 128: Investments in Associates and Joint Ventures and AASB 9: Financial Instruments are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with AASB 136: Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with AASB 136 to the extent that the recoverable amount of the investment subsequently increases.

(j) Interests in Joint Arrangements

Joint arrangements represent the contractual sharing of control between parties in a business venture where unanimous decisions about relevant activities are required.

Separate joint venture entities providing joint venturers with an interest to net assets are classified as a joint venture and accounted for using the equity method. Refer to Note 1(mn) for a description of the equity method of accounting.

Joint operations represent arrangements whereby joint operators maintain direct interests in each asset and exposure to each liability of the arrangement. The company's interests in the assets, liabilities, revenue and expenses of joint operations are included in the respective line items of the financial statements.

Gains and losses resulting from sales to a joint operation are recognised to the extent of the other parties' interests. When the Company makes purchases from a joint operation, it does not recognise its share of the gains and losses from the joint arrangement until it resells those goods/assets to a third party.

(k) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of the Company is the currency of the primary economic environment in which that entity operates. The financial statements are presented in Australian dollars, which is the Company's functional currency.

Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except exchange differences that arise from net investment hedges.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income, otherwise the exchange difference is recognised in the profit or loss.

The Company

The financial results and position of foreign operations whose functional currency is different from the entity's presentation currency are translated as follows:

- assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at exchange rates at the average over the year; and
- all resulting exchange differences are recognised in other comprehensive income.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position and allocated to non-controlling interest where relevant. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

Note 1: Summary of Significant Accounting Policies (Cont'd)

(l) Employee Benefits

Short-term employee benefits

Provision is made for the Company's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The company's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as part of current trade and other payables in the statement of financial position. The company's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

Other long-term employee benefits

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have any unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

(m) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(n) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and deposits available on demand with banks. Bank overdrafts are reporting within short-term borrowings in current liabilities in the statement of financial position.

(o) Revenue and Other Income

Accounting policy for revenue recognition

Revenue is recognised and measure at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognised with reference to the completion by the Company of specific performance obligations of contracts with customers, as described below.

Revenue from contracts with customers

The Company elected to adopt the provisions of AASB 15: Revenue from Contracts with Customers with effect from 1 January 2018. Revenue is recognised on the purchase of mobile gaming applications and licencing services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

All contracts with effect from 1 January 2018 (either written, verbal or implied) are identified, together with the separate performance obligations within the contract and the transaction price is determined. Adjustments are made for the time value of money excluding credit risk and the transaction price is allocated to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good/service. The estimation approach is taken if no distinct observable prices exists and revenue is recognised when each performance obligation is satisfied.

Credit risk is presented separately as an expense, rather than adjusted to revenue. For goods, the performance obligation is satisfied when the customer takes control of the goods. For services, the performance obligation is satisfied when the service has been performed, typically for promises to transfer services to customers. For performance obligations satisfied over time, the Company selects an appropriate measure of progress to determine how much revenue is recognised as the performance obligation is satisfied.

Mobile game applications revenue

Revenue from mobile game application sales are recognised at the time of the game application purchase.

Publishing revenue

The Company receives revenue for publishing income in relation to mobile game applications. The publishing revenue is recognised at the time the service is provided.

Interest

Interest revenue is recognised using the effective interest method.

All revenue is stated net of the amount of goods and services tax.

Note 1: Summary of Significant Accounting Policies (Cont'd)

(p) Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Refer to Note 1(h) for further discussion on the determination of impairment losses.

(q) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(r) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(s) Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs it is compensating. Grants relating to assets are credited to deferred income at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

(t) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the company retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

(u) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

(i) Key judgements and estimates - Intellectual Property - Research and Development

In determining the development expenditures to be capitalised, the Group makes estimates and assumptions based on expected future economic benefits generated by products that are the result of those development expenditures. Other important estimates and assumptions in this assessment process are the distinction between R&D and the estimated useful life.

Development costs associated with intangible assets are only capitalised by the Group when it can demonstrate the technical feasibility of completing the asset so that the asset will be available for use or sale, how the asset will generate future economic benefits and the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs in respect to software are internally generated, and have a finite useful life. The amortisation method is line over the period of the expected benefit, being 5 years. Impairment testing is undertaken when impairment indicators exist.

(ii) Key Estimate - Taxation

Refer to Note 4 - Income Tax

(iii) Key judgements and estimates - Impairment

The Group assess impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates. There is also judgement applied in determining recoverability of asset.

Note 1: Summary of Significant Accounting Policies (Cont'd)

(iv) Key judgements and estimates - Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model, using the assumptions detailed in Note 21 - Share-based payments.

(v) New Accounting Standards for Application in Future Periods

Accounting Standards issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

- AASB 16: *Leases* (applicable to annual reporting period beginning on or after 1 January 2019)

The Group has chosen not to early-adopt AASB 16. However, the Group has conducted a high-level assessment of the impact of this new Standard, as follows.

A core change under AASB 16: *Leases* is that most leases will be recognised on the balance sheet by lessees, as the new Standard does not differentiate between operating and finance leases.

An asset and a financial liability are recognised in accordance with this new Standard. There are, however, two exceptions allowed. These are short-term and low-value leases.

(w) Going Concern Note

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the year after tax of \$3,445,405 (2017: Loss of \$3,113,914) and net cash outflows from operating activities of \$124,149 (2017 Outflows: \$613,562)

During the 2018 financial year, the entity completed the acquisition of a portfolio of mobile games from Animoca Brands Limited ("AB1"). As at the date of this report, a cash payment of AUD \$450,000 is due to AB1, representing the remainder of the cash consideration.

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets, increasing cashflow from existing businesses and managing cashflow in line with available funds. These conditions indicates uncertainty that may cast doubt about the ability of the Company to continue as a going concern. In the event the above matters are not achieved, the Company will be required to raise funds for working capital from debt or equity sources.

The directors have prepared a cash flow forecast, which indicates that the Company will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors to above, the directors are satisfied that the going concern basis or preparation is appropriate. In particular, given the Company's history of raising capital to date, the directors are confident of the Company's ability to raise additional funds as and when they are required.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

Note 2 Parent Information

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

	2018 \$	2017 \$
STATEMENT OF FINANCIAL POSITION		
ASSETS		
Current Assets	89,458	368,117
Non-current Assets	3,718,136	3,471,914
TOTAL ASSETS	3,807,594	3,840,031
LIABILITIES		
Current Liabilities	841,622	93,491
Non-current Liabilities	-	(46,620)
TOTAL LIABILITIES	841,622	46,871
NET ASSETS	2,965,972	3,793,160
EQUITY		
Issued Capital	29,201,668	27,056,444
Retained earnings	(26,693,153)	(24,149,264)
Reserves	457,457	885,980
TOTAL EQUITY	2,965,972	3,793,160
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME		
Profit/(Loss) for the year	(2,543,889)	(23,826,435)
Other comprehensive income for the year	-	-
Total comprehensive income	(2,543,889)	(23,826,435)

On consolidation of the Group, iCandy Interactive Limited's investment cost in Appxplore (iCandy) Limited - formerly known as iCandy Ventures Limited (\$15,000,000) and iCandy Digital Pte Ltd (\$5,000,000) has been allocated to equity. Refer to Note 25(b) for a detailed explanation on the adoption of this accounting policy.

Note 3 Revenue and Other Income

The Group has recognised the following amounts relating to revenue in the statement of profit or loss.

	Group	
	2018 \$	2017 \$
(a) Revenue from continuing operations		
Sales revenue		
- Sale of mobile game applications	2,318,224	1,656,454
- Services income	106,894	-
- Publishing income	390,586	-
	2,815,704	1,656,454
(b) Other income		
- interest received	62,171	60,323
- Unrealised foreign exchange gain/(loss)	24,450	(50,370)
- foreign exchange gain/(loss)	-	(29,330)
- other income	73,804	8,240
	160,425	(11,137)

Note 4 Tax Expense

	Note	Group	
		2018 \$	2017 \$
(a) The components of tax (expense) income comprise:			
Current tax		86,618	250,988
Deferred tax	17	(51,742)	(1,961)
		<u>34,876</u>	<u>249,027</u>
(b) The prima facie tax on profit from ordinary activities before income tax is reconciled to income tax as follows:			
Prima facie tax payable on profit from ordinary activities before income tax at 27.5% (2017: 27.5%)			
— consolidated group		(957,077)	(924,809)
Add:			
Tax effect of:			
— current year tax loss not brought into account		957,077	924,809
— income tax payable by foreign subsidiary		23,556	(3,969)
— write back of deferred tax liabilities brought into account		(58,432)	(245,058)
Income tax attributable to entity		<u>(34,876)</u>	<u>(249,027)</u>
(d) Deferred tax assets not brought into account			
Deferred tax assets not brought to account, the benefits of which will only be realised if it is probable that taxable profit will be available against which the unutilised tax losses can be utilised.			
Temporary differences			
Tax Losses:			
- Operating losses		<u>1,209,662</u>	<u>678,564</u>
(d) Deferred tax liabilities			
Deferred tax liabilities brought into account on purchase of Inzen Studio Pte Ltd		-	58,432
Deferred tax liabilities brought into account by foreign subsidiary		<u>8,816</u>	<u>1,961</u>
		<u>8,816</u>	<u>60,393</u>

Note 5 Key Management Personnel Compensation

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 31 December 2018.

The totals of remuneration paid to KMP of the company and the Group during the year are as follows:

	2018 \$	2017 \$
Short-term employee benefits	145,071	167,762
Share-based payments	-	-
Total KMP compensation	<u>145,071</u>	<u>167,762</u>
Short-term employee benefits		
- these amounts include fees and benefits paid to the non-executive chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other key management personnel.		
Share-based payments		
- these amounts represent the expense related to the participation of KMP in equity-settled benefit schemes as measured by the fair value of the options, rights and shares granted on grant date.		
Further information in relation to KMP remuneration can be found in the Remuneration Report.		

Note 6 Auditor's Remuneration

	Group	
	2018	2017
	\$	\$
Remuneration of the auditor for:		
— auditing or reviewing the financial statements	35,549	30,701
— auditing or reviewing the financial report of subsidiaries	25,045	19,495
	<u>60,594</u>	<u>50,196</u>

Note 7 Earnings per Share

	Group	
	2018	2017
	\$	\$
(a) Reconciliation of earnings to profit or loss		
Loss	(3,445,405)	(3,113,914)
Loss used to calculate basic and dilutive EPS	<u>(3,445,405)</u>	<u>(3,113,914)</u>
	No.	No.
(b) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	291,469,218	253,761,838
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	<u>291,469,218</u>	<u>253,761,838</u>

Note 8 Cash and Cash Equivalents

	Note	Group	
		2018	2017
		\$	\$
Cash at bank and on hand		359,888	142,241
	24	<u>359,888</u>	<u>142,241</u>
Reconciliation of cash			
Cash and cash equivalents at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:			
Cash and cash equivalents		359,888	142,241
		<u>359,888</u>	<u>142,241</u>

Note 9 Trade and Other Receivables

	Group	
	2018	2017
	\$	\$
CURRENT		
Trade receivables	136,169	165,854
Provision for impairment	(2,888)	-
	<u>133,281</u>	<u>165,854</u>
Other receivables	18,973	96,835
GST receivables	7,523	24,567
Total current trade and other receivables	<u>159,777</u>	<u>287,256</u>

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance provision as at 31 December 2018 is determined as follows; the expected credit losses also incorporate forward-looking information.

There has been no impact with the application of AASB 9: Financial Instruments

The "amounts written off" are all due to customers declaring bankruptcy, or term receivables that have now become unrecoverable.

	Current	>30 days past due	>60 days past due	>90 days past due	Total
	\$	\$	\$	\$	\$
2018					
Expected loss rate	0%	0%	0%	0%	
Gross carrying amount	159,777				159,777
Loss allowing provision					-
	<u>159,777</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>159,777</u>
2017					
Expected loss rate	0%	0%	0%	0%	
Gross carrying amount	287,256	-	-	-	287,256
Loss allowing provision	-	-	-	-	-
	<u>287,256</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>287,256</u>

Credit risk

The Group has no significant concentration of credit risk with respect to any single counter party or group of counter parties other than those receivables specifically provided for and mentioned within Note 9. The class of assets described as Trade and Other Receivables is considered to be the main source of credit risk related to the Group.

On a geographic basis, the Group has significant credit risk exposures in Malaysia given the substantial operations in that region. The Group's exposure to credit risk for receivables at the end of the reporting period in those regions are as follows:

	Group	
	2018	2017
	\$	\$
AUD		
Australia	4,314	21,792
Singapore	133,282	88,131
Malaysia	22,181	177,333
	<u>159,777</u>	<u>287,256</u>

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Note 9: Trade and Other Receivables (Cont'd)

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, eg when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

(a) Collateral Held as Security

No collateral was held as security at balance date or date the date of this report.

(b) Financial Assets Classified as Loans and Receivables

Trade and other Receivables

— Total current

— Total non-current

Total financial assets classified as loans and receivables

Note	Group	
	2018 \$	2017 \$
	159,777	287,256
	-	-
24	<u>159,777</u>	<u>287,256</u>

Note 10 Other Financial Assets

CURRENT

Amount receivable from:

- other related parties
- others

Total current assets

Group	
2018 \$	2017 \$
1,426,823	1,328,595
(5,811)	50,428
<u>1,421,012</u>	<u>1,379,023</u>

Total Other Financial Assets

Current

Non-Current

1,421,012	1,379,023
-	-
<u>1,421,012</u>	<u>1,379,023</u>

Terms of Receivables:

All receivables are at call.

There are no securities attached.

No interest are charged on receivables.

Note 11 Interests in Subsidiaries

(a) Information about Principal Subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares or ordinary units which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by Group. Each subsidiary's principal place of business is also its country of incorporation.

Name of subsidiary	Principal place of business	Ownership interest held by the Group	
		2018 (%)	2017 (%)
iCandy Digital Pte Ltd	Singapore	100	100
Appxplore (iCandy) Limited (formerly known as iCandy Ventures Limited)	British Virgin Island	100	100
Appxplore (iCandy) Sdn Bhd (formerly known as Appxplore Sdn Bhd - 100% owned by Appxplore (iCandy) Limited)	Malaysia	100	100
Inzen (iCandy) Pte Ltd (formerly known as Inzen Studio Pte Ltd)	Singapore	100	100
iCandy Play Limited	British Virgin Island	100	-
iCandy Games Limited	British Virgin Island	100	-

Subsidiary financial statements used in the preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's financial statements.

(b) Significant Restrictions

There are no significant restrictions over the Group's ability to access or use assets and settle liabilities, of the Group.

Note 12 Property, Plant and Equipment

	Group	
	2018	2017
	\$	\$
PLANT AND EQUIPMENT		
Plant and equipment:		
At cost	126,833	87,836
Accumulated depreciation	(55,134)	(34,196)
	<u>71,699</u>	<u>53,640</u>
Leasehold improvements		
At cost	62,908	51,928
Accumulated depreciation	(20,723)	(8,256)
	<u>42,185</u>	<u>43,672</u>
Signage		
At cost	1,746	849
Accumulated depreciation	(413)	(251)
	<u>1,333</u>	<u>598</u>
Total property, plant and equipment	<u>115,217</u>	<u>97,910</u>

(a) Movements in Carrying Amounts

Movements in carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Plant and equipment	Leasehold Improvement	Signage	Total
	\$	\$	\$	\$
Consolidated Group:				
Balance at 1 January 2017	14,039	6,107	681	20,827
Additions	48,202	41,601	-	89,803
Depreciation expense	(8,601)	(4,036)	(83)	(12,720)
Balance at 31 December 2017	<u>53,640</u>	<u>43,672</u>	<u>598</u>	<u>97,910</u>
Additions	30,334	6,363	856	37,553
Depreciation expense	(17,086)	(11,946)	(146)	(29,178)
Foreign exchange movement	4,811	4,096	25	8,932
Balance at 31 December 2018	<u>71,699</u>	<u>42,185</u>	<u>1,333</u>	<u>115,217</u>

Note 13 Intangible Assets

	Group	
	2018	2017
	\$	\$
Goodwill		
Cost	-	305,300
Accumulated impairment losses	-	(305,300)
Net carrying amount	-	-
Games Portfolio		
Cost	2,600,000	-
Accumulated impairment losses	(1,150,000)	-
Net carrying amount	1,450,000	-
Computer software:		
Cost	1,940,131	1,759,275
Accumulated amortisation and impairment losses	(987,597)	(554,499)
Net carrying amount	952,534	1,204,776
Research and development		
Cost	2,038,175	2,014,213
Accumulated amortisation and impairment losses	(1,892,372)	(1,505,860)
Net carrying amount	145,803	508,353
Cryptocurrency		
Cost	1,082,827	-
Accumulated amortisation and impairment losses	(998,872)	-
Net carrying amount	83,955	-
Total intangible assets	2,632,292	1,713,129

Consolidated Group:

	Goodwill	Games Portfolio	Computer Software	Research and Development	Cryptocurrency	Total
	\$	\$	\$	\$		\$
Year ended 31 December 2017						
Balance at the beginning of the year	-	-	1,143,355	140,251	-	1,283,606
Additions	-	-	412,920	53,663	-	466,583
Acquisitions through business combinations	305,300	-	-	1,785,236	-	2,090,536
Amortisation charge	-	-	(351,499)	(287,526)	-	(639,025)
Impairment losses	(305,300)	-	-	(1,183,271)	-	(1,488,571)
	-	-	1,204,776	508,353	-	1,713,129
Year ended 31 December 2018						
Balance at the beginning of the year	-	-	1,204,776	508,353	-	1,713,129
Reclassification from prepayments	-	-	-	-	610,781	610,781
Additions	-	2,600,000	-	-	472,046	3,072,046
Amortisation charge	-	(303,333)	(388,026)	(380,169)	-	(1,071,528)
Impairment losses	-	(846,667)	-	-	-	(846,667)
Movement in fair value	-	-	-	-	(1,004,304)	(1,004,304)
Movement in foreign currency	-	-	135,784	17,619	5,432	158,835
Closing value at 31 December 2018	-	1,450,000	952,534	145,803	83,955	2,632,292

On 9 March 2018, Appxplore (iCandy) Limited received 3,000,000 NOX tokens from Nitro Interactive Limited for publishing services rendered.

Intangible assets, other than goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense per the statement of profit or loss.

Note 13: Intangible Assets (Cont'd)

Cryptocurrencies are valued at fair value at reporting date. Management has selected the coinmarketcap exchange as its exchange to gather information on determining the fair value of the cryptocurrency.

Games Portfolio

The recoverable amount of this games portfolio has been determined using the value in use method based on the net present value of project earnings before interest, tax and depreciation using cash flow projections based on financial budgets approved by senior management covering 1 year forecast. A growth rate of 3% was used to extrapolate management's cash flow forecast for a further 4 years. The cash flow projections were prepared based on past experience and contracts that are in place. A discount rate of 11% has been applied.

Note 14 Other Assets

	Group	
	2018	2017
	\$	\$
CURRENT		
Prepayments	8,070	18,501
	<u>8,070</u>	<u>18,501</u>
NON-CURRENT		
Prepayment on acquisition of business*		323,553
Prepayment on acquisition of games portfolio**	-	250,000
Prepayment on cryptocurrency***	-	610,781
	<u>-</u>	<u>1,184,334</u>
Total Other Assets		
Current	8,070	18,501
Non-Current	-	1,184,334
	<u>8,070</u>	<u>1,202,835</u>

* Represents deposit paid of SGD 316,600 for acquisition of PT Maximum that has been impaired in the current year.

** As announced on 15 August 2018, the process of taking over of Animoca's game portfolio and integrating it into the Company's existing platform is progressing smoothly and well. The Company is entitled to the revenue and costs incurred in maintaining the portfolio. As such, the prepayment has been reallocated as an intangible during the financial year. Refer to Note 13 for further information.

*** During the financial year, the Group was issued with cryptocurrency it had prepaid for. This has been classified as an intangible. Refer to Note 7 for further information.

Note 15 Trade and Other Payables

	Group	
	2018	2017
	\$	\$
CURRENT		
Unsecured liabilities		
Trade payables	121,219	58,854
Sundry payables and accrued expenses	808,603	75,285
	<u>929,822</u>	<u>134,139</u>

	Note	Group	
		2018	2017
		\$	\$
(a) Financial liabilities at amortised cost classified as trade and other payables			
Trade and other payables			
— Total current		929,822	134,139
— Total non-current		-	-
Financial liabilities as trade and other payables	24	<u>929,822</u>	<u>134,139</u>

Note 16 Other Financial Liabilities

	Group	
	2018	2017
	\$	\$
CURRENT		
Amounts payable to:		
- other related parties	790,118	832,696
	<u>790,118</u>	<u>832,696</u>
Total Other Financial Liabilities		
Current	790,118	832,696
Non-Current	-	-
	<u>790,118</u>	<u>832,696</u>
Terms of payables:		
All payables are at call		
There are no securities attached		
No interest payable on amounts owing.		

Note 17 Tax

	Group					
	2018	2017				
	\$	\$				
CURRENT						
Income tax payable	1,528	2,006				
	<u>1,528</u>	<u>2,006</u>				
NON-CURRENT						
	Opening Balance	Recognised in Profit and Loss	Charged directly to Equity	Changes in Tax Rates	Exchange Differences	Closing Balance
	\$	\$	\$	\$	\$	\$
Consolidated Group						
Deferred tax liabilities						
Intangible assets	-	58,432	-	-	-	58,432
Other	1,689	229	-	-	43	1,961
Balance at 31 December 2017	<u>1,689</u>	<u>58,661</u>	<u>-</u>	<u>-</u>	<u>43</u>	<u>60,393</u>
Consolidated Group						
Deferred tax liabilities						
Intangible assets	58,432	(58,432)	-	-	-	-
Other	1,961	6,690	-	-	165	8,816
Balance at 31 December 2018	<u>60,393</u>	<u>(51,742)</u>	<u>-</u>	<u>-</u>	<u>165</u>	<u>8,816</u>

Note 18 Issued Capital

	Group	
	2018	2017
	\$	\$
309,007,937 fully paid ordinary shares (2017: 277,192,746 fully paid ordinary shares)	29,201,668	27,056,445
	<u>29,201,668</u>	<u>27,056,445</u>

The Group has authorised share capital amounting to 309,007,937 fully paid ordinary shares.

	Group			
	2018	2018	2017	2017
	No.	\$	No.	\$
At the beginning of the reporting period	277,192,746	27,056,445	229,283,334	24,159,330
Shares issued during the year	31,815,191	2,145,223	47,909,412	2,977,065
Transaction costs	-	-	-	(79,950)
At the end of the reporting period	<u>309,007,937</u>	<u>29,201,668</u>	<u>277,192,746</u>	<u>27,056,445</u>

On 11 January 2018, 100 fully paid ordinary shares were issued under the Cleansing offer under prospectus dated 10 January 2018. A total of \$16 was raised, net of capital raising costs.

On 28 June 2018, 25,000,000 fully paid ordinary shares were issued as initial consideration shares for the acquisition of portfolio of 318 mobile casual games from Animoca Brands Limited.

On 4 September 2018, 3,300,000 fully paid ordinary shares were issued as Tranche 1 subscription shares in relation to strategic investment by eSports.com Group AG as announced on the 2 August 2018. A total of \$264,000 was raised, net of capital raising costs.

On 7 November 2018, 2,583,249 fully paid ordinary shares were issued as partial Tranche 2 subscription shares in relation to strategic investment by eSports.com Group AB. A total of \$206,660 was raised, net of capital raising costs.

On 12 December 2018, 931,842 fully paid ordinary shares were issued as remaining tranche 2 subscription shares and partial Tranche 3 subscriptions shares in relation to strategic investment by eSports.com Group AB. A total of \$74,547 was raised, net of capital raising costs.

(b) Options

There were 30,533,333 listed options on issue for the financial year ended 31 December 2018. The following reconciles with the outstanding listed options to subscribe for fully paid ordinary shares in the Company at the beginning and end of the financial year.

	Group	
	2018	2017
	No.	No.
Balance at beginning of the year	27,716,666	27,716,666
Granted during the financial year	-	-
Expired during the financial year	-	-
Released from escrow	2,816,667	-
Balance and Exercisable at end of the year	<u>30,533,333</u>	<u>27,716,666</u>

The following reconciles with the outstanding unlisted options to subscribe for fully paid ordinary shares in the Company at the beginning and end of the financial year.

	Group	
	2018	2017
	No.	No.
Balance at beginning of the year	33,316,667	2,816,667
Granted during the financial year	10,000,000	30,500,000
Expired during the financial year	(10,000,000)	-
Released from escrow	(2,816,667)	-
Balance and Exercisable at end of the year	<u>30,500,000</u>	<u>33,316,667</u>

10,000,000 unlisted options expired on 9 October 2019. The options had an exercise price of \$0.10.

A total of 10,000,000 unlisted options were issued to brokers in consideration for services rendered for investor relations. Options have an exercise price of \$0.05 and expiry date of 26 November 2020. Refer to Note 21: Share based payments for further information

Note 18: Issued Capital (Cont'd)

(c) Capital Management

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

The Group is not subject to any externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

	Note	Group	
		2018	2017
Total borrowings	16	\$ 790,118	\$ 832,696
Less cash and cash equivalents	8	(359,888)	(142,241)
Net debt		430,230	690,455
Total equity		2,965,972	3,793,160
Total capital		3,396,202	4,483,615
Gearing ratio		13%	15%

Note 19 Operating Segments

General Information

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and in determining the allocation of resources.

The Group is managed primarily on the basis of product category and service offerings as the diversification of the Group's operations inherently have notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- the products sold and/or services provided by the segment

Types of products and services by segment

(i) Development and sale of digital media (except games)

The Group is engaged in the development of software for interactive digital media (except games).

(ii) Design and development of intellectual properties for software applications and games

The Group is also engaged in the design and development of intellectual properties for software applications and games.

Basis of accounting for purposes of reporting by operating segments

(a) Accounting policies adopted

Unless stated otherwise, all amounts reported to the Board of Directors, being the chief operating decision makers with respect to operating segments, are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

(b) Segment assets

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of the economic value from the asset. In most instances, segment assets are clearly identifiable on the basis of their nature and physical location.

(c) Segment liabilities

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

Note 19: Operating Segments (Cont'd)

(d) Unallocated items

The following items of revenue, expense, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Impairment of assets and other non-recurring items of revenue or expense
- Income tax expense
- Current tax liabilities
- Other financial liabilities
- Intangible assets

(e) Segment information

(i) Segment performance

31 December 2018

REVENUE

External sales

Total segment revenue

Reconciliation of segment revenue to group revenue

Total group revenue

Segment result from continuing operations before tax

Reconciliation of segment result to group net profit/loss before tax

Intersegment elimination

loss after tax from continuing operations

Development of digital media	Development of Intellectual properties	All Other Segments	Total
\$	\$	\$	\$
9,264	2,804,032	2,408	2,815,704
9,264	2,804,032	2,408	2,815,704
(635,565)	263,717	(2,491,918)	(2,863,766)
			(581,639)
			(3,445,405)

31 December 2017

REVENUE

External sales

Total segment revenue

Reconciliation of segment revenue to group revenue

Total group revenue

Segment result from continuing operations before tax

Reconciliation of segment result to group net profit/loss before tax

Intersegment elimination

loss after tax from continuing operations

Development of digital media	Development of Intellectual properties	All Other Segments	Total
\$	\$	\$	\$
-	1,656,454	-	1,656,454
-	1,656,454	-	1,656,454
(739,054)	355,353	(1,172,519)	(1,556,220)
			(1,557,694)
			(3,113,914)

(ii) Segment assets

31 December 2018

Segment assets

Segment assets include:

- Non-current assets (other than financial assets and deferred tax)

Reconciliation of segment assets to group assets

Intersegment eliminations

Total group assets

Development of digital media	Development of Intellectual properties	All Other Segments	Total
\$	\$	\$	\$
968,558	3,638,239	21,734,029	26,340,826
953,041	1,710,513	-	2,663,554
			(21,644,570)
			4,696,256

Note 19: Operating Segments (Cont'd)

31 December 2017

Segment assets

Segment assets include:

- Non-current assets (other than financial assets and deferred tax)

Reconciliation of segment assets to group assets

Intersegment eliminations

Total group assets

Development of digital media	Development of Intellectual properties	All Other Segments	Total
\$	\$	\$	\$
1,627,611	3,241,995	26,646,985	31,516,591
1,623,921	2,915,803	21,896,758	26,436,482
			(26,694,197)
			<u>4,822,394</u>

(iii) **Segment liabilities**

31 December 2018

Segment liabilities

Reconciliation of segment liabilities to group liabilities

Intersegment eliminations

Total group liabilities

Development of digital media	Development of Intellectual properties	All Other Segments	Total
\$	\$	\$	\$
483,235	298,862	948,187	1,730,284
			-
			<u>1,730,284</u>

31 December 2017

Segment liabilities

Reconciliation of segment liabilities to group liabilities

Intersegment eliminations

Total group liabilities

Development of digital media	Development of Intellectual properties	All Other Segments	Total
\$	\$	\$	\$
3,667,538	2,139,952	199,909	6,007,399
			(4,978,165)
			<u>1,029,234</u>

(iv) **Revenue by geographical region**

Revenue, including revenue from discontinued operations, attributable to external customers is disclosed below, based on the location of the external customer:

	31 December 2018	31 December 2017
	\$	\$
Australia	699,633	-
Singapore	42,499	-
Malaysia	2,073,572	1,656,454
Total revenue	<u>2,815,704</u>	<u>1,656,454</u>

(v) **Assets by geographical region**

The location of segment assets by geographical location of the assets is disclosed below:

	31 December 2018	31 December 2017
	\$	\$
Australia	1,539,459	370,310
Singapore	984,432	1,627,611
Malaysia	2,172,365	2,824,473
Total Assets	<u>4,696,256</u>	<u>4,822,394</u>

Note 20 Cash Flow Information

	Group	
	2018	2017
	\$	\$
(a) Reconciliation of Cash Flows from Operating Activities with Profit after Income Tax		
Profit after income tax	(3,445,405)	(3,113,914)
Non-cash flows in profit		
Depreciation, amortisation and impairment	2,244,168	2,140,315
Unrealised movement in fair value of intangibles	1,004,304	-
Provision for doubtful debts	2,759	-
Options issued for services	457,457	885,980
Unrealised foreign currency gain	(666,120)	59,606
Interest revenue	(62,001)	(60,324)
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
(Increase)/decrease in trade and term receivables	127,479	(82,686)
(Increase)/decrease in prepayments	10,431	(18,501)
Increase/(decrease) in trade payables and accruals	254,834	(170,296)
Increase/(decrease) in income taxes payable	(478)	(8,956)
Increase/(decrease) in deferred taxes payable	(51,577)	(244,786)
Cash flows from operating activities	<u>(124,149)</u>	<u>(613,562)</u>

Note 21 Share-based Payments

The aggregate share-based payments for the financial year are set out below:

	2018		2017	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Outstanding during the year	33,316,667		2,816,667	
Granted	10,000,000	0.050	20,500,000	0.100
Granted	-	-	10,000,000	0.065
Exercised	-	-	-	-
Released from escrow	(2,816,667)	-	-	-
Expired	(10,000,000)	-	-	-
Outstanding and exercisable at year-end	<u>30,500,000</u>		<u>33,316,667</u>	

The following share-based payment arrangements were in existence during the current reporting period:

	Number	Grant Date	Expiry Date	Exercise Price \$	Fair value at grant date \$
(i) Options granted	10,000,000	26 Nov 2018	26 Nov 2020	5 cents	0.0409

Options were priced using the Black-Scholes model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate of the effects of non-transferability of exercise restrictions. Expected volatility is based on the historical share price volatility of the Company over the reporting period.

Number	Share price at grant date	Exercise Price	Expected volatility	Option life	Risk-free interest rate
10,000,000	0.067	0.05	124%	2 years	2.02%

Note 22 Events After the Reporting Period

Other than the following, the directors are not aware of any significant events since the end of the reporting period.

On 2 January 2019, the Company announced that all of the conditions precedent to the Share Purchase Agreement of PT Joyseed Berbagi Sukses had been fulfilled, and hence the agreement had become unconditional.

In addition, due to limitations of foreign ownership rules in Indonesia, the Company and the Vendors had entered into a supplemental agreement to reduce the acquisition of Joyseed from 70% to 67%. The consideration was proportionately adjusted to AUD 335,000 (previously AUD 350,000)

The consideration is to be satisfied by the issue of iCandy Shares in 8 Tranches on a quarterly basis.

On 4 January 2019, the acquisition of PT Joyseed Berbagi Sukses was completed with the issuance of 326,389 fully paid ordinary shares at a nominated value of \$0.09 per share. (AUD 29,375) The shares had been issued as Tranche 1 settlement of the acquisition.

On 5 March 2019, the Company announced it had entered into a binding term sheet with UK based Xcademy Limited, which is building and planning to launch a mobile first online video influencer training and monetisation platform.

As announced, subject to the satisfaction of all conditions precedent under the agreement, the Company intends to invest up to USD \$200,000 in cash consideration and USD \$100,000 in digital advertising into Xcademy in return for 20% of the enlarged share capital of Xcademy. At the date of this report, the transaction has not been finalised.

On 21 March 2019, the Company announced it had entered into a Global Collaboration and Distribution Agreement with ASX-listed Emerge Gaming Limited ("EM1").

The Agreement provides for the joint building and operation of mobile games focused on EM1's eSports platform which has been launched in various major geographical markets in collaboration with telcos and other major consumer businesses.

The key terms of the Agreement include:

- Collaboration purpose: The purpose of the collaboration is to license and integrated select iCandy's game content onto EM1's Arcade X Platform to develop mutual beneficial business in the mobile esports area.
- Grant of Licence by EM1: EM1 grants to iCandy a non-exclusive license to use EM1's Arcade X technology and platform in territories.
- Grant of Licence by iCandy: iCandy grants to EM1 a non-exclusive license to use select games from its game portfolio in the
- Territories: Australia, New Zealand, Latin America, India, Middle East and Africa
- Revenue Share: iCandy and EM1 are to share the net revenue from this collaboration on a 50:50 basis, after deducting all relevant and reasonable costs from both parties.

Note 23 Related Party Transactions

Related Parties

(a) The Group's main related parties are as follows:

i. **Entities exercising control over the Group:**

The ultimate parent entity that exercises control over the Group is Fatfish Blockchain Limited, formerly known as Fatfish Internet Group Limited, which is incorporated in Australia.

Note 23: Related Party Transactions (Cont'd)

ii. Key Management Personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity are considered key management personnel.

For details of disclosures relating to key management personnel, refer to Note 5.

(b) Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

	Group	
	2018	2017
	\$	\$
i. KMP related entities		
- Directors' fees/wages paid to Kin Wai Lau	24,907	23,024
- Directors' fees paid to Philip Lord	84,164	108,738
- Directors' fees paid to Robert Kolodziej	12,000	12,000
- Directors' fees paid to Marcus Ungar	18,000	-
- Directors' fees paid to Masahiko Honma	-	-
- Directors' fees and company secretarial fees paid to DHL Corporate Advisory, of which Mr Donald Low is a director and shareholder	6,000	24,000
	<u>145,071</u>	<u>167,762</u>

(c) Amounts payable to and receivable from related parties

Trade and Other Receivables

	Group	
	2018	2017
	\$	\$
i. Loans Payable to Ultimate Parent Entity - Fatfish Blockchain Limited		
Beginning of the year	106,418	106,418
Loans advanced	-	-
End of the year	<u>106,418</u>	<u>106,418</u>
ii. Loan payable to Immediate Parent Entity - Fatfish Internet Pte Ltd		
Beginning of the year	439,991	425,548
Loans advanced	4,030	12,769
Loan repayment made	(100,750)	(893)
Foreign currency movement	36,240	2,567
End of the year	<u>379,511</u>	<u>439,991</u>
iii. Loans to Other Related Parties		
Beginning of the year	252,906	83,608
Loans advanced	-	168,081
Loan repayment received	-	-
Foreign currency movement	-	1,217
End of the year	<u>252,906</u>	<u>252,906</u>
iv. Loans receivable from Other Related Parties		
Beginning of the year	1,251,498	1,262,892
Loans advanced	-	14,243
Loan repayment received	(100,000)	-
Foreign currency movement	106,358	(25,637)
End of the year	<u>1,257,856</u>	<u>1,251,498</u>

Note 23: Related Party Transactions (Cont'd)

v. Loans receivable from Immediate Parent Entity - Fatfish Internet Pte Ltd

Beginning of the year	93,552	43,167
Loans advanced	-	50,385
End of the year	93,552	93,552

(d) Other transactions and balances with Key Management Personnel:

There were no other transactions and balances during the reporting period. In 2017, Mr Kin Wai Lau had loaned Appxplore (iCandy) Limited, formerly known as iCandy Ventures Limited AUD \$207,555 (SGD \$200,000).

Note 24 Financial Risk Management

The Group's financial instruments consist mainly of deposits with banks, local money market instruments, short-term investments, accounts receivable and payable and loans to and from subsidiaries

The totals for each category of financial instruments, measured in accordance with AASB 139: *Financial Instruments: Recognition and Measurement* as detailed in the accounting policies to these financial statements, are as follows:

	Note	Group	
		2018 \$	2017 \$
Financial Assets			
Cash and cash equivalents	8	359,888	142,241
Loans and receivables	9	159,777	287,256
Other financial assets	10	1,421,013	1,379,023
Total Financial Assets		1,940,678	1,808,520
Financial Liabilities			
Financial liabilities at amortised cost			
Trade and other payables	15	929,822	134,139
Other financial liabilities	16	790,118	832,696
Total Financial Liabilities		1,719,940	966,835

Financial Risk Management Policies

The directors are responsible for iCandy Interactive Limited's risk management strategy and management is responsible for implementing the directors' strategy. A risk management program focuses on the unpredictability of finance markets and seeks to minimise potential adverse effects on financial performance. iCandy Interactive Limited uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case on interest rate and market risk. iCandy Interactive Limited does not use derivatives.

The consolidated entity's financial instruments consist of deposits with banks and accounts receivables and payables. The main purpose of non-derivative financial instruments is to raise finance for group operations.

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate risk and foreign currency risk.

a. Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

The Group does not have any significant risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited as the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represent the Group's maximum exposure to credit risk.

Note 24: Financial Risk Management (Cont'd)

b. Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to its operating, investing and financing activities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile; and
- only investing surplus cash with major financial institutions

The table below reflects an undiscounted contractual maturity analysis for financial liabilities. Bank overdrafts have been deducted in the analysis as management does not consider that there is any material risk that the bank will terminate such facilities. The bank does however maintain the right to terminate the facilities without notice and therefore the balances of overdrafts outstanding at year-end could become repayable within 12 months. Financial guarantee liabilities are treated as payable on demand since the Group has no control over the timing of any potential settlement of the liabilities.

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflect the earliest contractual settlement dates and do not reflect management's expectations that banking facilities will be rolled forward.

Financial liability and financial asset maturity analysis

Consolidated Group	Within 1 Year		1 to 5 years		Over 5 years		Total	
	2018	2017	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$	\$	\$
Financial liabilities due for payment								
Trade and other payables	929,822	134,139					929,822	134,139
Amounts payable to related parties	790,118	832,696					790,118	832,696
Total expected outflows	1,719,940	966,835	-	-	-	-	1,719,940	966,835
Consolidated Group	Within 1 Year		1 to 5 years		Over 5 years		Total	
	2018	2017	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$	\$	\$
Financial Assets - cash flows realisable								
Cash and cash equivalents	359,888	142,241					359,888	142,241
Trade, term and loans receivables	159,777	287,256					159,777	287,256
Amounts receivable from related parties	1,421,012	1,379,023					1,421,012	1,379,023
Total anticipated inflows	1,940,677	1,808,520	-	-	-	-	1,940,677	1,808,520
Net (outflow) / inflow on financial instruments	220,737	841,685	-	-	-	-	220,737	841,685

c. Market Risk

i. Interest rate risk

The Group's exposure to market risk primarily consists of financial risks associated with changes in interest rates as detailed below. As the level of risk is low, the Group does not use any derivatives to hedge its exposure.

The Group is not exposed to interest rate risk on its non-current borrowings as the terms of the loan agreement stipulates that no interest is payable.

Note 24: Financial Risk Management (Cont'd)

ii. Foreign currency risk

Exposure to foreign currency risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

With instruments being held by overseas operations, fluctuations in the SGD Dollar and Malaysia Ringgit may impact on the Group's financial results unless those exposures are appropriately hedged.

The following significant exchange rates were applied during the year.

	31 December 2018		31 December 2017	
	Average Rate	Spot Rate	Average Rate	Spot Rate
\$1 AUD				
Singapore	0.9916	1.0378	0.9446	0.9593
Malaysia	0.3316	0.3423	0.3033	0.3159

iii. Sensitivity Analysis

The following table illustrates sensitivities to the Group's exposures to changes in interest rates, exchange rates and commodity and equity prices. The table indicates the impact of how profit and equity values reported at the end of the reporting period would have been affected by changes in the relevant risk variable that management considers to be reasonably possible.

These sensitivities assume that the movement in a particular variable is independent of other variables.

	Group	
	Profit	Equity
	\$	\$
Year ended 31 December 2018		
+/- 0.75% in interest rates	2,699	2,699
+/- 10% in \$A/\$SGD	1,625	1,625
+/- 10% in \$A/\$MYR	25,850	25,850
	Group	
	Profit	Equity
	\$	\$
Year ended 31 December 2017		
+/- 0.75% in interest rates	1,067	1,067
+/- 10% in \$A/\$SGD	997	997
+/- 10% in \$A/\$MYR	3,595	3,595

There have been no changes in any of the methods or assumptions used to prepare the above sensitivity analysis from the prior year.

Fair Values

Fair value estimation

The fair values of financial assets and financial liabilities are presented in the following table and can be compared to their carrying amounts as presented in the statement of financial position. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Differences between fair values and carrying amounts of financial instruments with fixed interest rates are due to the change in discount rates being applied by the market since their initial recognition by the Group.

	Note	2018		2017	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
		\$	\$	\$	\$
Consolidated Group					
Financial assets					
Cash and cash equivalents	8	359,888	359,888	142,241	142,241
Trade and other receivables:		159,777	159,777	287,256	287,256
Other financial assets	10	1,421,013	1,421,013	1,379,023	1,379,023
Total financial assets		1,940,678	1,940,678	1,808,520	1,808,520
Financial liabilities at amortised cost					
Trade and other payables	15	929,822	929,822	134,139	134,139
Other financial liabilities	16	790,118	790,118	832,696	832,696
Total financial liabilities		1,719,940	1,719,940	966,835	966,835

- (i) Cash and cash equivalents, trade and other receivables, and trade and other payables are short-term instruments in nature whose carrying amounts are equivalent to their fair values.
- (ii) Term receivables reprice to market interest rates every three months, ensuring carrying amounts approximate fair value.

Note 25 Contingent Liabilities

During the financial year, the Company completed its Asset purchase of a Portfolio of Games from Animoca Brands Limited ("AB1"). There are 2 contingent liabilities in relation to the purchase and they are listed below.

Performance Payments

- If during the first year after the Completion Date, the Games generate an aggregate Net Games Profit of at least AUD \$500,000, AB1 would be entitled to a performance payment in the number of shares equivalent in value to AUD 1,500,000 to be issued within 15 days of the final determination of the Net Games Profit. Each share would be valued at a price equal to the average closing price of a share during the 15 day trading period immediately preceding the issuance of such Shares to AB1 up to a maximum of 9,375,000. Should the number of Shares to be issued to AB1 exceeds the maximum shares, the remaining balance of performance payment will be paid to AB1 in cash by the Company.
- If during the second year after the Completion Date, the Games generate an aggregate Net Games Profit of at least AUD \$1,000,000, AB1 would be entitled to a performance payment in the number of shares equivalent in value to AUD 1,500,000 to be issued within 15 days of the final determination of the Net Games Profit. Each share would be valued at a price equal to the average closing price of a share during the 15 day trading period immediately preceding the issuance of such Shares to AB1 up to a maximum of 9,375,000. Should the number of Shares to be issued to AB1 exceeds the maximum shares, the remaining balance of performance payment will be paid to AB1 in cash by the Company.

Earn Out Payment

For a period of 5 years from the Completion Date, AB1 shall be entitled to share in the Net Games Profits from the Games, in accordance with the following conditions:

- During any year in which the Net Games Profit from the Games reaches AUD \$1,000,000, AB1 shall receive a cash payment equal to at least 10% of such Net Profit as AB1's profit share payable within 15 days of the final determination of the Net Games Profit. The value of AB1's profit share for any such year shall increase by 10% for each addition AUD \$500,000 in Net Games Profit reached by the Games during such year, up to a maximum of 50%. The table below illustrates how the Company and AB1 intend for the profit share scheme to work:

Net Games Profit (AUD)	Profit Share
1,000,000 - 1,499,999.99	10%
1,500,000 - 1,999,999.99	20%
2,000,000 - 2,499,999.99	30%
2,500,000 - 2,999,999.99	40%
3,000,000 - 3,499,999.99	50%
3,500,000.00	50%

Note 26 Fair Value Measurements

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis after initial recognition:

- financial assets - fair value OCI
- investments in subsidiaries

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis after initial recognition:

(a) Fair value hierarchy

AASB 13: Fair Value Measurement requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

Note 26: Fair Value Measurements (Cont'd)

Valuation techniques

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data are not available and therefore are developed using the best information available about such assumptions are considered unobservable.

Note 27 Reserves

a. Foreign Currency Translation Reserve

The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary.

	Group	
	2018	2017
	\$	\$
Balance at the beginning of the period	73,008	135,897
Foreign currency movements during the year	(15,537)	(62,889)
	<u>57,471</u>	<u>73,008</u>

b. Premium on Assets Acquired

When the Company acquired Appxplore (iCandy) Limited, formerly known as iCandy Ventures Limited, a company incorporated in British Virgin Island and iCandy Digital Pte Ltd, a company incorporated in Singapore, this transaction was assessed as a transaction involved entities under common control. The Company was formed to effect the business combination and consideration was settled via the issue of equity interests. As the Company was incorporated to effect the transactions, it was determined that iCandy Interactive Limited would be the legal acquirer and Appxplore (iCandy) Limited would be the accounting acquirer as it was an entity that was carrying on a business prior to the business combination,

In accordance with the accounting policy adopted, all assets and liabilities will be recorded at their book value at the date of acquisition. The remaining difference between the fair value of the consideration paid and the book value of the net assets acquired is allocated to equity.

	Group	
	2018	2017
	\$	\$
Balance at the beginning of the period	20,289,999	20,289,999
	<u>20,289,999</u>	<u>20,289,999</u>

Note 26: Reserves (Cont'd)

c. Option Reserve

The option reserve records the fair value movement on options.

	Group	
	2018	2017
	\$	\$
Balance at the beginning of the period	(885,980)	-
Issue of options during the year	(457,457)	(885,980)
Expiry of options during the year	885,980	-
	<u>(457,457)</u>	<u>(885,980)</u>

Total Reserves

	Group	
	2018	2017
	\$	\$
Foreign currency translation reserve	57,471	73,008
Other components of equity	20,289,999	20,289,999
Option reserve	(457,457)	(885,980)
	<u>19,890,013</u>	<u>19,477,027</u>

Note 28 Company Details

The registered office of the company is:

iCandy Interactive Limited
Level 4, 91 William Street
Melbourne Vic 3000

The principal places of business are:

iCandy Interactive Limited
Level 4, 91 William Street
Melbourne Vic 3000

ICANDY INTERACTIVE LIMITED AND CONTROLLED ENTITIES
ABN: 87 604 871 712
DIRECTORS' DECLARATION



In accordance with a resolution of the directors of iCandy Interactive Limited, the directors of the company declare that:

1. the financial statements and notes are in accordance with the Corporations Act 2001 and:
 - (a) comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - (b) give a true and fair view of the financial position as at 31 December 2018 and of the performance for the year ended on that date of the consolidated group;
2. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
3. the directors have been given the declarations required by section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

Director

A handwritten signature in black ink, appearing to read 'Kin Wai Lau'.

Mr Kin Wai Lau

Dated this

29 March 2019

Independent Auditor's Report

To the Members of iCandy Interactive Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of iCandy Interactive Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

- a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2018 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Bentleys Audit & Corporate
(WA) Pty Ltd

London House

Level 3,

216 St Georges Terrace

Perth WA 6000

PO Box 7775

Cloisters Square WA 6850

ABN 33 121 222 802

T +61 8 9226 4500

F +61 8 9226 4300

bentleys.com.au

Material Uncertainty Related to Going Concern

We draw attention to Note 1(w) in the financial report which indicates that the Consolidated Entity incurred a net loss of \$3,445,405 during the year ended 31 December 2018. As stated in Note 1(w), these events or conditions, along with other matters as set forth in Note 1(w), indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of Cash Generating Units inclusive of intangible assets</p> <ul style="list-style-type: none"> As disclosed in note 13, the Consolidated Entity has intangible assets of \$2,632,292 after impairment charges of \$846,667. Impairment of intangible assets is considered to be a key audit matter due to the significance of the assets to the Consolidated Entity's financial position, current year's performance and due to the judgement involved in determining the key assumptions used in the recoverable amount. <p>An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount of the CGU is based on certain key assumptions, such as cash flow projections covering the life of the games.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> Obtaining an understanding of the value in use model and assumptions used; Critically evaluating management's methodologies and their documented basis for key assumptions utilised in the valuation models. We checked the mathematical accuracy of the cash flow models; We assessed the reasonableness of historical cashflows to forecasts provided by management; We performed sensitivity analyses around the discount rate used; and We assessed the appropriateness of the disclosures included in Note 13 to the financial report.
<p>Share based payments</p> <p>(Refer to Note 21)</p> <p>During the year ended 31 December 2018, the Company incurred share based payments totalling \$457,457.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> Analysing contractual agreements to identify the key terms and conditions of share based payments issued and relevant vesting conditions in accordance with AASB 2 Share Based Payments;

Key audit matter	How our audit addressed the key audit matter
<p>Share based payments are considered to be a key audit matter due to</p> <ul style="list-style-type: none"> the value of the transactions; the complexities involved in recognition and measurement of these instruments; the judgement involved in determining the inputs used in the valuation for the model; and the judgement involved in valuing the settlement shares. <p>Management used the Black-Scholes option valuation model to determine the fair value of the options granted. This process involved significant estimation and judgement required to determine the fair value of the equity instruments granted.</p>	<ul style="list-style-type: none"> Evaluating management's Black-Scholes Valuation Models and assessing the assumptions and inputs used; Assessing the amount recognised during the period against the vesting conditions of the options; Assessing the adequacy of the disclosures included in the financial report;
<p>Recoverability of other financial assets</p> <p>The Consolidated entity has provided loans to multiple entities including related parties and to external parties, totalling \$1,421,012, as disclosed in Note 10.</p> <p>Due to the quantum of the loans, the recoverability of the loans were considered a key audit matter.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> Obtaining loan confirmations; Discussions held with management over the recoverability of the loans; Assessment of the counterparty's capacity to repay the loan; and <p>We assessed the appropriateness of the disclosures included in Notes 10 and 23 to the financial report.</p>

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 31 December 2018, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our responsibility is to express an opinion on the financial report based on our audit. Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.

Independent Auditor's Report

To the Members of iCandy Interactive Limited (Continued)



- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2018. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of the Company, for the year ended 31 December 2018, complies with section 300A of the Corporations Act 2001.

BENTLEYS
Chartered Accountants

MARK DELAURENTIS CA
Partner

Dated at Perth this 29th day of March 2019



The following information is current as at 28 March 2019

1. Shareholding

a. Distribution of Shareholders	No. of Holders	No. of Ordinary Shares
Category (size of holding)		
1 – 1,000	70	4,040
1,001 – 5,000	58	217,864
5,001 – 10,000	231	2,070,795
10,001 – 100,000	363	13,014,698
100,001 – and over	90	294,026,929
	812	309,334,326

b. The number of shareholdings held in less than marketable parcels is 154. (2017: 94)

c. The names of the substantial shareholders listed in the holding company's register are:

	Number	
Shareholder	No. of Fully Paid Ordinary Shares	% Held of Issued Ordinary Capital
Fatfish Internet Pte Ltd	187,500,001	60.61%
Animoca Brands Limited	25,000,000	8.08%

d. The names of the substantial option holders listed in the holding company's register are:

	Number	
Shareholder	No. of Options	% Held of Listed Options
HSBC Custody Nominees (Australia) Limited	11,173,381	15.73%
HFI Limited	10,650,000	14.99%
Rexroth Holdings Pty Ltd	7,000,000	9.85%

e. 20 Largest Shareholders — Ordinary Shares

Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1. Fatfish Internet Pte Ltd	187,500,001	60.61%
2. Animoca Brands Limited	25,000,000	8.08%
3. HSBC Custody Nominees (Australia) Limited	11,372,058	3.68%
4. Esports.com Group AG	6,815,091	2.20%
5. Fatfish Medialab Pte Ltd	5,000,000	1.62%
6. Lead Nation Holdings Limited	4,927,701	1.59%
7. Dutchman Capital Pte Ltd	4,673,870	1.51%
8. RHB Securities Singapore Pte Ltd	4,505,917	1.46%
9. Incubate Fund 1-G Limited Partnership	4,140,056	1.34%
10. Mr Jen Yu Lim	3,750,000	1.21%
11. Tock Yung Myn Gerald	2,744,180	0.89%
12. Tan Choon Huat	2,535,371	0.82%
13. Jason Jon Boyer	1,743,034	0.56%
14. Hoo Jia Ling	1,622,171	0.52%
15. Kie Siek Phai Roland	1,594,059	0.52%
16. Liang Zhenlong	1,594,059	0.52%
17. Quelk Seow Kee	1,463,642	0.47%
18. Low Ching Hong	1,270,409	0.41%
19. Citicorp Nominees Pty Limited	1,259,186	0.41%
20. Lay Chin Moey	1,206,126	0.39%
	274,716,931	88.81%



f. 20 Largest Option Holders — Listed Options

Name	Number of Listed Options	% Held of Listed Options
1. HSBC Custody Nominees (Australia) Limited	11,173,381	15.73
2. HFI Limited	10,650,000	14.99
3. Rexroth Holdings Pty Ltd	7,000,000	9.85
4. CPS Capital Investments Pty Ltd	3,000,000	4.22
5. Ms Poh Khuan Low	2,108,333	2.97
6. Blue Boat Group Limited	1,790,000	2.52
7. TA Securities Holdings Berhad	1,525,000	2.15
8. Mr Jimmy Fausto Caffieri & Mrs Lucia Caffieri	1,500,000	2.11
9. Mr Jackie Au Yueng	1,500,000	2.11
10. Ms Lay Chin Moey	1,480,000	2.08
11. CGAM Pty Ltd	1,333,333	1.88
12. RHB Securities Singapore Pte Ltd	1,014,000	1.43
13. Lawley Investments Pty Ltd	1,000,000	1.41
14. Celtic Capital Pte Ltd	1,000,000	1.41
15. Mr Lee Yoke Khai	1,000,000	1.41
16. Mr Matthew Ian Banks & Mrs Sandra Elizabeth Banks	800,000	1.13
17. Chifley Portfolios Pty Limited	750,000	1.06
18. Larrakeyah Pty Ltd	750,000	1.06
19. Ninethy Three Pty Ltd	750,000	1.06
20. Sangreal Investments Pty Ltd	750,000	1.06
	50,874,047	71.64

2. The name of the company secretary is Mr Andrew Draffin and Ms Jiahui Lan
3. The address of the principal registered office in Australia is Level 4, 91 William Street, Melbourne Victoria 3000
4. Registers of securities are held at the following addresses
Link Market Services Limited
Level 4, 152 St Georges Terrace
Perth WA 6000
5. **Stock Exchange Listing**
Quotation has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Securities Exchange Limited.