



DateTix Group Limited (ASX:DTX)

26 February 2016

## Interim Report for half year ended 31 December 2015

DateTix Group Limited (ASX: DTX) is pleased to present its Interim Report for the half-year ended 31 December 2015, and provide an update on operations. Key highlights from the half year include:

- **Successful completion of oversubscribed capital raise to fund DateTix acquisition**
- **Completed development of v1.0 of the DateTix iOS app**
- **Signed strategic partnerships with Launchpilots & MenClub**
- **Grew revenues and began monetisation of user base through launch of matchmaking service**
- **Finished the half-year with \$3.6 million cash and only \$348k in liabilities**

Key highlights post-31 December 2015 include:

- **Company name and ticker code changed from Enverro Ltd to DateTix Group Ltd (ASX:DTX)**
- **Formation of subsidiaries in China and Singapore in preparation for expansion of the DateTix on-demand dating platform**
- **Michael Ye, founder of DateTix, appointed as CEO**
- **DateTix iOS App approved by Apple and officially launched in Hong Kong on 5th February 2016**
- **DateTix iOS app achieved top 15 ranking in Hong Kong iOS Lifestyle download charts**
- **Over 1,200 dates hosted on the DateTix platform between 5<sup>th</sup> and 21<sup>st</sup> February 2016**
- **Development of the Android app well advanced and due for launch in March 2016**

Reflecting on the achievements to date, Founder and CEO, Michael Ye, said:

“In the short period since November 2015 a number of significant milestones have been achieved by DateTix. Most importantly, the acquisition of DateTix was successfully completed and the new group began trading on the ASX in late November. The oversubscribed capital raise was very strongly supported, and we believe is indicative of the opportunity for DateTix to deliver on its vision of becoming the world’s largest online marketplace for dates.

“We launched v1.0 of the DateTix iOS app on 5<sup>th</sup> February in the Apple App Store which has been very well received. We also launched our personalised matchmaking service in December, and are now generating revenue at the rate of approximately A\$3,000 per customer. We are completely focused on developing a clear market leadership position in Hong Kong, and this has been supported by two key strategic partnerships that were formed late in 2015”, said Mr. Ye.



## Outlook

Looking ahead to the 2016 calendar year, Mr Ye said:

“We have put in place very strong foundations in a short period of time that will allow us to rapidly scale up our user base. Building a critical mass of high quality users, firstly in Hong Kong, and then in other target cities, remains the focus of the business.

“Development of v1.0 of the DateTix Android app is tracking ahead of schedule, and we expect to launch this in March. We are also in discussions with additional strategic partners that will help build further scale in our user numbers, as well as increasing local merchant engagement in order to create additional revenue opportunities.

“I look ahead with a great deal of excitement as we continue to grow the DateTix profile and penetrate our substantial global addressable markets in online dating and matchmaking”, concluded Mr Ye.

For further information, please contact:

### Investors

Eric Kuret  
Director, Market Eye  
D: +61 7 3225 4598 | M: +61 417 311 335  
E: [eric.kuret@marketeye.com.au](mailto:eric.kuret@marketeye.com.au)

### Media

Whitney Fitzsimmons  
Director Media & Communications, Market Eye  
D: +61 2 8097 1200 | M: +61 448 285 646  
E: [whitney.fitzsimmons@marketeye.com.au](mailto:whitney.fitzsimmons@marketeye.com.au)

### About DateTix

DateTix is a mobile and location-based online marketplace for meeting new people for on-demand dates at verified local merchants. DateTix enables its members to easily meet new people in minutes by hosting or applying to dates at specific times and nearby establishments, across a diverse range of intentions and occasions. DateTix has developed a proprietary matchmaking engine that algorithmically scores, ranks and matches people based on multiple dimensions of compatibility, including physical attributes, personality traits and date preferences, delivering highly personalised and relevant matches to each and every DateTix member. With an initial focus on major Asian cities, DateTix plans to build, grow and cultivate leading online local marketplaces for in person and on-demand dates in major cities around the world.

<http://www.datetix.com>

For personal use only

## Appendix 4D

<b>Name of Entity:</b>	Datetix Group Ltd (ASX_DTX) (formerly Enverro Ltd)
<b>ABN:</b>	82 009 027 178
<b>Current Financial Period Ended:</b>	Half-Year ended 31 December 2015
<b>Previous Corresponding Reporting Period</b>	Half-Year ended 31 December 2014

## Results for Announcement to the Market

	Percentage change Up or Down	%		\$'000
Revenue from ordinary activities	Up	2%	to	513
(Loss) from ordinary activities after tax attributable to members	Down	24%	to	(914)
(Loss) for the period attributable to members	Down	24%	to	(914)

Dividends	Amount per Security	Franked amount per security
Interim Dividend – Current reporting period	Nil	Nil
Record date for determining entitlements to dividends (if any)	Not applicable	
Date Dividend is payable	Not applicable	
Details of any dividend reinvestment plan in operation	Not applicable	
The last date for receipt of an election notice for participation in any dividend reinvestment plan	Not applicable	

Net Tangible Assets (NTA)	December 2015	December 2014
Net Tangible Assets per security	\$0.12	\$0.36

**Brief explanation of any figures reported above necessary to enable the figures to be understood**

On 23 November 2015 the Company acquired 100% of the issued shares in DateTix Limited (DateTix) . Founded in 2013 and based in Hong Kong, DateTix operates DateTix.com, a mobile and location-based online marketplace for meeting new people for on-demand dates.

Consideration for the acquisition consisted of 12,500,000 fully paid ordinary shares and 12,000,000 performance shares as detailed in the Business Combination note 4 to the financial report.

The impact of the Datetix acquisition on the result of operations for the half-year was a loss of \$190,015 in addition to the \$186,368 incurred in transaction costs associated with the acquisition.

Also on 23 November 2015 the company issued 7,500,000 fully paid ordinary shares at \$0.40 per share pursuant to a public offer. The issue raised \$3,000,000 before costs of \$342,803. The funds raised will provide the Group with capital to develop and market DateTix's business and to support its growth strategy

In total, the shares on issue in the Company increased from 9,004,546 at 30 June 2015 to 29,061,546 at 31 December 2015.

The Group continued to support contracts with clients to access the Group's cloud based workforce management software platform product as well as providing implementation and training support services through the services division. Further development of the product has been suspended due to the downturn in target market sectors in oil, gas, mining and project construction. The downturn has been particularly severe in projects related to the reduction in oil prices. Opportunities to resume development and pursue additional contracts will be evaluated when those market sectors begin to recover

*\* Share numbers have been adjusted to reflect the consolidation of existing shares on 1:33.33 basis on 26 September 2014.*

**Compliance Statement**

This report is based on the financial report that has been reviewed by our external auditors.



**Leigh Kelson**  
Director  
Biggera Waters QLD  
25 February 2016



**DATETIX GROUP LTD**  
(formerly Enverro Ltd)

ABN 82 009 027 178

Interim Report  
For the half-year ended 31 December 2015

For personal use only

**CONTENTS**

Directors' report..... 3

Auditors Independence declaration..... 5

Statement of profit or loss and other comprehensive income..... 6

Statement of financial position ..... 7

Statement of changes in equity..... 8

Consolidated statement of cash flows..... 9

Notes to the consolidated financial statements..... 10

Directors' declaration..... 17

Independent auditor's review report..... 18

Corporate Directory ..... 20

For personal use only

# Datetix Group Ltd

## Directors' Report – 31 December 2015

---

### Directors' report

Your directors present their report on the consolidated entity consisting of Datetix Group Ltd (formerly Enverro Ltd) (the Company) and the entities it controlled ("Group") at the end of, or during the half-year ended 31 December 2015.

### Directors

The following persons were directors of Datetix Group Ltd during or since the end of the half-year:

- Leigh Kelson
- Anthony Harris
- Michael Ye (appointed 26 November 2015)
- Zhixian (Claire) Lin (appointed 26 November 2015)
- Christopher Doran (resigned 13 January 2016)

### Principal activities

The principal continuing activities of the Group during the year were:

- Provision of software solutions, including design, implementation and support; and
- Development of proprietary software applications.

### Significant changes in the state of affairs

On 23 November 2015 the Company acquired 100% of the issued shares in DateTix Limited (DateTix HK). Founded in 2013 and based in Hong Kong, DateTix operates DateTix.com, a mobile and location-based online marketplace for meeting new people for on-demand dates.

The consideration for the acquisition of DateTix HK consisted entirely of equity securities as detailed in Note 4 to the Financial Statements.

The Group continued to support contracts with clients to access the Group's cloud based workforce management software platform product as well as providing implementation and training support services through the services division. Further development of the product has been suspended due to the downturn in target market sectors in oil, gas, mining and project construction. The downturn has been particularly severe in projects related to the reduction in oil prices. Opportunities to resume development and pursue additional contracts will be evaluated when those market sectors begin to recover.

### Review of operations

The Group's financial results for the half-year ended 31 December 2015 are set out in the financial statements following page 5 of this report.

During the half-year the Company raised \$3,000,000 cash, before costs, through the issue of 7,500,000 fully paid ordinary shares at \$0.40. The funds raised will provide the Group with capital to develop and market DateTix's business and to support its growth strategy.

Share issue costs for the half-year totalled \$342,803 including the assessed fair value of \$11,514 for options issued as part of an equity raising fee.

**Datetix Group Ltd**  
**Directors' Report – 31 December 2015**

---

**Review of operations (continued)**

Significant results include:

	<b>Half-year 2015</b>	<b>Half-year 2014</b>
	<b>\$</b>	<b>\$</b>
Revenues	559,347	512,662
Net loss for the half-year	(914,330)	(1,207,248)

**Matters subsequent to the end of the half-year**

On 5 February 2016, in Hong Kong, the Company launched its iOS on-demand dating app on the Apple App Store.

Apart from the launch of the on-demand dating app mentioned above, no matter or circumstance has arisen since 31 December 2015 that has significantly affected, or may significantly affect:

- (a) the Group's operations in future financial years, or
- (b) the results of those operations in future financial years, or
- (c) the Group's state of affairs in future financial years.

However the Company further notes that Michael Ye, the founder of Datetix, was appointed CEO on 1 February 2016.

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of the directors.



**Leigh Kelson**  
Director  
Biggera Waters  
25 February 2016



Level 22 MLC Centre  
19 Martin Place  
Sydney NSW 2000  
Australia

Postal Address:  
GPO Box 1615  
Sydney NSW 2001  
Australia

Tel: +61 2 9221 2099  
Fax: +61 2 9223 1762

www.pitcher.com.au  
sydneypartners@pitcher.com.au

Pitcher Partners is an association of independent firms  
Melbourne | Sydney | Perth | Adelaide | Brisbane | Newcastle

**Auditor's Independence Declaration  
to the Directors of Datetix Group Ltd**

As lead auditor for the review of Datetix Group Ltd and its controlled entities for the half-year ended 31 December 2015, I declare that to the best of my knowledge and belief, there have been:

- a. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b. no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Datetix Group Limited and the entities it controlled during the period.

**Pitcher Partners**

**Scott Whiddett**  
Partner

Dated in Sydney, this 25<sup>th</sup> day of February 2016.

For personal use only

**Statement of profit or loss and other comprehensive income**

	Half-year	
	31 December 2015 \$	31 December 2014 \$
<b>Revenue from continuing operations</b>		
Sale of services	513,301	503,132
	<u>513,301</u>	<u>503,132</u>
<b>Other income</b>	46,046	9,530
<b>Expenses</b>		
Auditing and accounting fees	51,687	77,223
Consulting fees	208,994	286,266
Depreciation and amortisation	28,256	74,355
Employee benefits expense	664,171	953,056
Finance costs	2,913	11,026
Marketing	139,285	67,657
Other expenses	133,707	159,867
Recruitment expense	-	47,654
Research and development expense	53,459	-
Transaction costs of acquisition	186,368	-
Travel expenses	4,837	42,806
Total expenses	<u>1,473,677</u>	<u>1,719,910</u>
<b>Loss before income tax</b>	<u>(914,330)</u>	<u>(1,207,248)</u>
Income tax	-	-
<b>Loss for the half-year</b>	<u>(914,330)</u>	<u>(1,207,248)</u>
<b>Other comprehensive income for the half-year</b>		
Exchange differences on conversion of foreign operations	2,683	(11,795)
<b>Total comprehensive loss for the half-year</b>	<u>(911,647)</u>	<u>(1,219,043)</u>
<b>Earnings per share</b>	Cents	Cents
Basic earnings per share for the half-year	(7.0)	(22.5)
Diluted earnings per share for the half-year	(7.0)	(22.5)

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.*

For personal use only

**Statement of financial position  
as at 31 December 2015**

	<b>31 December 2015 \$</b>	<b>30 June 2015 \$</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	3,629,580	1,622,226
Trade and other receivables	55,862	200,650
Other assets	117,732	6,988
<b>Total current assets</b>	<u>3,803,174</u>	<u>1,829,864</u>
<b>Non-current assets</b>		
Property, plant and equipment	23,441	29,934
Intangibles – software development	108,816	135,000
Goodwill	5,873,705	-
<b>Total non-current assets</b>	<u>6,005,962</u>	<u>164,934</u>
<b>Total assets</b>	<u><b>9,809,136</b></u>	<u><b>1,994,798</b></u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables	327,284	458,395
Borrowings	6,445	9,992
<b>Total current liabilities</b>	<u>333,729</u>	<u>468,387</u>
<b>Non-current liabilities</b>		
Borrowings	14,176	17,508
<b>Total non-current liabilities</b>	<u>14,176</u>	<u>17,508</u>
<b>Total liabilities</b>	<u><b>347,905</b></u>	<u><b>485,895</b></u>
<b>Net assets</b>	<u><b>9,461,231</b></u>	<u><b>1,508,903</b></u>
<b>EQUITY</b>		
Contributed equity	13,565,617	5,868,520
Reserves	1,397,669	228,108
Accumulated losses	(5,502,055)	(4,587,725)
<b>Total equity</b>	<u><b>9,461,231</b></u>	<u><b>1,508,903</b></u>

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes.*

**Statement of changes in equity  
for the half-year ended 31 December 2015**

	Contributed equity \$	Share based payments reserve \$	Accumulated losses \$	Foreign currency translation reserve \$	Total equity \$
<b>Balance at 1 July 2014</b>	<b>663,559</b>	-	<b>(872,852)</b>	-	<b>(209,293)</b>
Loss for the year	-	-	(1,207,248)	-	(1,207,248)
Other comprehensive income			(11,795)		(11,795)
<b>Total comprehensive income for the year</b>	-	-	<b>(1,219,043)</b>	-	<b>(1,219,043)</b>
<b>Transactions with owners in their capacity as owners</b>					
Issue of shares	6,155,000	-	-	-	6,155,000
Cost of share issues	(619,346)	-	-	-	(619,346)
Share based payments expense on securities granted for:					
• capital raising fee	(322,973)	322,973	-	-	-
• employee services	-	6,025	-	-	6,025
	5,212,681	328,998	-	-	5,541,679
<b>Balance at 31 December 2014</b>	<b>5,876,240</b>	<b>328,998</b>	<b>(2,091,895)</b>	-	<b>4,113,343</b>
<b>Balance at 1 July 2015</b>	<b>5,868,520</b>	<b>234,970</b>	<b>(4,587,725)</b>	<b>(6,862)</b>	<b>1,508,903</b>
Loss for the half-year	-	-	(914,330)		(914,330)
Other comprehensive income	-	-	-	2,683	2,683
<b>Total comprehensive loss for the half-year</b>	-	-	<b>(914,330)</b>	<b>2,683</b>	<b>(911,647)</b>
<b>Transactions with owners in their capacity as owners</b>					
Issue of shares	8,039,900	-	-	-	8,039,900
Cost of share issue	(331,289)	-	-	-	(331,289)
Share based payments expense on securities granted for:					
• capital raising fee	(11,514)	11,514	-	-	-
• business combination	-	1,128,774	-	-	1,128,774
• director services	-	11,514	-	-	11,514
• employee services	-	15,076	-	-	15,076
	7,697,097	1,166,878	-	-	8,863,975
<b>Balance at 31 December 2015</b>	<b>13,565,617</b>	<b>1,401,848</b>	<b>(5,502,055)</b>	<b>(4,179)</b>	<b>9,461,231</b>

*The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.*

**Consolidated statement of cash flows  
for the half-year ended 31 December 2015**

	Note	Half-year	
		31 December 2015	31 December 2014
		\$	\$
<b>Cash flows from operating activities</b>			
Receipts from customers		612,609	482,937
Payments to suppliers and employees		(1,623,599)	(1,673,513)
Other revenue		16,807	-
Interest received		24,633	2,644
Interest and other costs of finance paid		(650)	(10,796)
<b>Net cash (outflow) from operating activities</b>		<b>(970,200)</b>	<b>(1,198,728)</b>
<b>Cash flows from investing activities</b>			
Payments for property plant and equipment		(16,258)	(2,407)
Proceeds from sale of vehicles		16,098	-
Payments for proprietary software development		-	(313,255)
Cash acquired in business combination	4	311,896	-
<b>Net cash (outflow) from investing activities</b>		<b>311,736</b>	<b>(315,662)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		3,000,000	6,000,000
Share issue costs		(331,289)	(619,346)
Borrowings		-	-
Repayment of borrowings		(2,893)	(649,940)
<b>Net cash inflow from financing activities</b>		<b>2,665,818</b>	<b>4,730,714</b>
<b>Net increase in cash and cash equivalents</b>		<b>2,007,354</b>	<b>3,216,324</b>
Cash and cash equivalents at the beginning of the half-year		1,622,226	4,508
<b>Cash and cash equivalents at the end of the half-year</b>		<b>3,629,580</b>	<b>3,220,832</b>

*The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.*

For personal use only

**Notes to the consolidated financial statements**

Note 1: Summary of significant accounting policies .....	11
Note 2: Share-based payments .....	13
Note 3: Equity securities issued .....	15
Note 4: Business combination .....	16
Note 5: Contingent liabilities.....	16
Note 6: Events subsequent to the end of the half-year.....	16

For personal use only

## **Note 1: Summary of significant accounting policies**

### **(a) Basis of preparation**

These general purpose interim financial statements for the half-year reporting period ended 31 December 2015 have been prepared in accordance with requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134: *Interim Financial Reporting*. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. These general purpose financial statements are presented in Australian dollars, which is the Group's functional and presentation currency. The financial statements were authorised for issue on 25 February 2016 by the board of Datetix Group Ltd.

This interim financial report is intended to provide users with an update on the latest annual financial statements of Datetix Group Ltd and its controlled entities (referred to as the "consolidated group" or "group"). As such, it does not contain information that represents relatively insignificant changes occurring during the half-year within the Group. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Group for the year ended 30 June 2015, together with any public announcements made during the following half-year.

### **(b) Accounting Policies**

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements except that the Company acquired a 100% owned subsidiary and details of the business combination are set out in Note 4 to the Financial Statements. The acquisition resulted in an amount of goodwill being included in the balance sheet where none whereas no goodwill had previously included. The new accounting policy adopted by the Company in respect of goodwill is as follows.

#### **Goodwill**

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

- the consideration transferred;
- any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
- the acquisition date fair value of any previously held equity interest; over the acquisition date fair value of net identifiable assets acquired.

Goodwill on acquisition 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 being 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

### **(c) Impact of standards issued but not yet effective or applied by the Group**

A number of new or amended standards became applicable for the current reporting period, however, the Company did not have to change its accounting policies or make any retrospective adjustments as a result of adopting these standards.

### **(d) Segment reporting**

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 maker) in assessing performance and determining the allocation of resources. Operating segments are determined on the basis of financial information reported to the Board which is at the Group level.

**Note 1: Summary of significant accounting policies (continued)**

**Segment reporting (continued)**

Accordingly, management currently identifies the Group as having only one reportable segment, being the sale of software and related support activities. As the business of Datetix Limited was only acquired on 23 November there have been no changes in the operating segments during the year. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial results from this segment are equivalent to the financial statements of the Group as a whole.

**(e) Principles of consolidation**

**i) Subsidiaries**

The consolidated financial statements incorporate the assets and liabilities of all the subsidiaries of Datetix Group Ltd ("Company" or "parent entity") as at 31 December 2015 and the results of all subsidiaries for the half-year then ended. Datetix Group Ltd and its subsidiaries together are referred to in these financial statements as the Group or the consolidated entity.

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of the subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of the subsidiaries are shown separately in the Consolidated Statement of Profit or Loss and other Comprehensive Income, Statement of Changes in Equity and Statement of Financial Position, respectively.

**(f) Share-based payments**

The cost of share based payments (other than share based compensation benefits provided to employees) made in respect of goods or services is recognised, using the fair value of the equity instruments granted, when the goods are received or as the services are received and a corresponding increase recorded in equity (Note 2).

Share-based compensation benefits are provided to employees via the Datetix Group Ltd Employee Incentive Plan or, in the case of options granted to DateTix employees and directors, on the terms and conditions approved by shareholders in general meeting.

The fair value of options granted under the Datetix Group Ltd Employee Incentive plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the benefit granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions (Note 2).

## Note 1: Summary of significant accounting policies (continued)

### Share-based payments (continued)

Non-market vesting conditions are included in assumptions about the number of options which are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the numbers of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The Employee Incentive Plan is administered by the Company. When the options are exercised, the Company issues the appropriate amount of shares to the employee. The proceeds received net of any directly attributable transaction costs are credited directly to equity.

## Note 2: Share-based payments

### (a) Options granted as part of an equity raising fee

The grant of share options as part of a fee in respect of a share issue has been recognised during the half-year as a cost of the share issue and in equity as a Share-based payments reserve. The net effect on equity is nil.

On 23 November 2015 the Company issued 100,000 options, exercisable at \$0.40 at any time on or before 31 December 2020 for no cash consideration as a fee arrangement in respect of the issue of shares under a prospectus offer.

The fair value of the options has been measured using the Black - Scholes model with the following inputs to the model;

- |   |           |
|---|-----------|
| • Weighted average share price  | \$0.40    |
| • Exercise price  | \$0.40    |
| • Expected volatility   | 35%       |
| • Option life   | 5.1 years |
| • Expected dividends  | Nil       |
| • Risk-free interest rate   | 2.17%     |
| • An assumption was made in respect of expected early exercise using 3.6 years as the time of exercise. |           |

The options vested immediately upon grant, but are restricted by ASX for two years. There were no other features of the options used in the model to determine fair value. The fair value was measured as 11.5 cents per option, a total of \$11,514.

### (b) Share based payments to a Director

On 23 November 2015, pursuant to shareholder approval, the Company issued 100,000 options to Director Zhixian Lin, for no cash consideration, exercisable at \$0.40 at any time on or before 31 December 2020. The options were on the same terms and subject to the same restriction by ASX and as the options detailed above, therefore the fair value was also measured at 11.5 cents per option, a total of \$11,514. The fair value has been recorded as an expense and credited to the Share based payments reserve in this half-year period.

## Note 2: Share-based payments (continued)

### (c) Share based payments to a Director and employees

On 23 November 2015, pursuant to shareholder approval, the Company issued a total of 1,500,000 Employee Options to employees, including Michael Ye, founder of Datetix Limited, director and Chief Executive Officer of DateTix Group Ltd. The options were issued for no cash consideration, exercisable at \$0.40, expiring on 31 December 2020 and vesting in four equal tranches 12, 24, 36 and 48 months after grant. 400,000 options issued to Michael Ye are restricted by ASX for two years.

The fair value of the options has been measured using the Black - Scholes model with the following inputs to the model;

- Weighted average share price \$0.40
- Exercise price \$0.40
- Expected volatility 35%
- Option life 5.1 years
- Expected dividends Nil
- Risk-free interest rate 2.15 – 2.23
- Assumptions made in respect of expected early exercise were that the options would be exercised 3.1, 3.6, 4.1 and 4.6 years after grant.
- There were no other features of the options used in the model to determine fair value.

The fair value of the 400,000 Employee options issued to Michael Ye was measured as 11.5, 11.5, 12.3, and 13.1 cents per option for the four vesting tranches respectively, a total of \$48,463, which will be expensed over the vesting period of the options.

The fair value of the 1,100,000 Employee options issued to other employees was measured as 10.6, 11.5, 12.3, 13.1 cents per option for the four vesting tranches respectively, a total of \$130,856, which will be expensed over the vesting period of the options.

For personal use only

**Note 3: Equity securities issued**

	<b>31 December 2015 Shares</b>	<b>30 June 2015 Shares</b>	<b>31 December 2015 \$</b>	<b>30 June 2015 \$</b>
<b>a) Share Capital</b>				
Ordinary shares fully paid	29,061,546	9,004,546	13,565,617	5,868,520

**b) Movements in ordinary share capital**

<b>Date</b>	<b>Details</b>	<b>Number of Shares</b>	<b>Issue price</b>	<b>\$</b>
1 July 2014	Opening balance	2,449,518		663,559
18 July 2014	Share issue	2,400,028	0.833	2,000,000
9 Nov. 2014	Incentive plan issue	155,000	1.00	155,000
28 Nov. 2014	IPO issue	4,000,000	1.00	4,000,000
	Share issue costs	-		(950,039)
<b>30 June 2015</b>	<b>Balance</b>	<b>9,004,546</b>		<b>5,868,520</b>
1 July 2015	Opening balance	9,004,546		5,868,520
23 Nov. 2015	Prospectus offer <sup>1</sup>	7,500,000	0.40	3,000,000
23 Nov. 2015	Vendor share issue	12,500,000	0.40	5,000,000
8 December 2015	Service provider issue	57,000	0.70	39,900
	Share issue costs	-		(342,803)
<b>31 December 2015</b>	<b>Balance</b>	<b>29,061,546</b>		<b>13,565,617</b>

During the half-year ended 31 December 2014 the Company's shares were consolidated on the basis of 1:33.33. The shares in this note are all presented on a post consolidation basis.

<sup>1</sup> During the half-year the Company raised \$3,000,000 cash, before costs, through the issue of 7,500,000 fully paid ordinary shares at \$0.40. The funds raised will provide the Group with capital to develop and market the DateTix's business which was acquired on 23 November 2015 and to support its growth strategy.

#### **Note 4: Business combination**

On 23 November 2015 the Company acquired all of the issued shares in DateTix Limited. Founded in 2013 and based in Hong Kong, DateTix operates DateTix.com, a mobile and location-based online marketplace for meeting new people for on-demand dates. The acquisition has given the Group a new focus following a contraction in the market sectors for the Group's workforce mobility platform. The goodwill is in respect future profitability of the acquired business. The purchase consideration consisted entirely of equity instruments.

<b>Purchase consideration</b>	\$
12,500,000 fully paid ordinary shares at notional issue price of \$0.40	5,000,000
4,000,000 class A performance rights at fair value	479,039
4,000,000 class B performance rights at fair value	360,259
4,000,000 class C performance rights at fair value	<u>289,476</u>
<b>Total purchase consideration</b>	<b><u>6,128,774</u></b>
<b>Assets and liabilities acquired at fair value</b>	\$
Cash and cash equivalents	311,896
Prepayments and deposits	14,122
Trade and other payables	(70,949)
Net identifiable assets/ liabilities acquired	<u>255,069</u>
Net identifiable assets acquired	<u>510,138</u>
Add; goodwill	<u>5,873,705</u>
Net assets acquired	<b><u>6,128,774</u></b>
<b>Revenue and loss contribution</b>	
Revenue	<u>19,444</u>
Loss before tax	<u>(190,015)</u>

#### **Note 5: Contingent liabilities**

The Group has no contingent liabilities at reporting date (30 June 2015: Nil)

#### **Note 6: Events subsequent to the end of the half-year**

On 5 February 2016, in Hong Kong, the Company launched its iOS on-demand dating app on the Apple App Store.

Apart from the launch of the on-demand dating app mentioned above, there are no other matters or circumstances, other than those disclosed within the financial statements, which have arisen since 31 December 2015 that have significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years.

However the Company further notes that Michael Ye, the founder of Datetix, was appointed CEO on 1 February 2016.

**Directors' declaration**

In accordance with a resolution of the directors of Datetix Group Ltd, the directors of the Company declare that:

- (a) The financial statements and notes, as set out on pages 6 - 16 are in accordance with the *Corporations Act 2001*, including:
  - i) complying with Accounting Standard AASB 134 : *Interim Financial reporting*: and
  - ii) giving a true and fair view of the consolidated entity's financial position as at 31 December 2015 and its performance for the half-year ended on that date, and
  
- (b) In the director's 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.



**Leigh Kelson**  
Director  
Biggera Waters  
25 February 2016

For personal use only

Level 22 MLC Centre  
19 Martin Place  
Sydney NSW 2000  
Australia

Postal Address:  
GPO Box 1615  
Sydney NSW 2001  
Australia

Tel: +61 2 9221 2099  
Fax: +61 2 9223 1762

www.pitcher.com.au  
sydneypartners@pitcher.com.au

Pitcher Partners is an association of independent firms  
Melbourne | Sydney | Perth | Adelaide | Brisbane | Newcastle

**Independent Auditor's Review Report  
To the members of Datetix Group Ltd  
A.B.N. 82 009 027 178**

**Report on the Half-Year Financial Report**

We have reviewed the accompanying half-year financial report of Datetix Group Ltd ("the company") and its Controlled Entities ("the consolidated entity"), which comprises the consolidated statement of financial position as at 31 December 2015, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a statement of significant accounting policies, other selected explanatory notes and the directors' declaration of the consolidated entity comprising Datetix Group Ltd and the entities it controlled at the half-year's end or from time to time during the half-year.

**Directors' Responsibility for the Half-Year Financial Report**

The directors of the company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2015 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Datetix Group Ltd, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

For personal use only

### **Independence**

In conducting our review, we have complied with the applicable independence requirements of the *Corporations Act 2001*.

### **Conclusion**

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Datetix Group Ltd is not 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 2015 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.



### **Pitcher Partners**



### **Scott Whiddett**

Partner

Dated in Sydney, this 25<sup>th</sup> day of February 2016

## **Corporate Directory**

### **Board of Directors**

Anthony Harris, Non-executive Chairman  
Leigh Kelson, CEO and Chief Executive Officer  
Michael Ye, CEO DateTix Limited  
Zhixian Lin, Non-executive director

### **Company Secretary**

Garry Edwards

### **Websites**

[www.datetix.com](http://www.datetix.com)  
[www.enverro.com](http://www.enverro.com)

### **Lawyers**

Mills Oakley Lawyers  
Level 4, 145 Ann Street  
Brisbane QLD 4000  
Australia  
[www.millsOakley.com.au](http://www.millsOakley.com.au)

### **Registered Office**

Mills Oakley Lawyers  
Level 14, 145 Ann Street  
Brisbane QLD 4000  
Australia

### **Auditor**

Pitcher Partners  
Level 22, MLC Centre  
19 Martin Place  
Sydney NSW 2000  
Australia  
[www.pitcher.com.au](http://www.pitcher.com.au)

### **Share Registry**

Boardroom Pty Ltd  
Level 12, 225 George Street  
Sydney NSW 2000  
[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

For personal use only