

GINSMS INC.

Consolidated Financial Statements
For the years ended December 31, 2022
and December 31, 2021

To the Shareholders of GINSMS Inc.:

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of consolidated financial statements.

The majority of the Audit Committee is composed of Directors who are neither management nor employees of the Corporation. The Committee is responsible for overseeing management in the performance of its financial reporting responsibilities. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Audit Committee is also responsible for recommending the appointment of the Corporation's external independent auditors.

RSM Hong Kong is appointed by the Directors to audit the consolidated financial statements and report directly to them; their report follows. The external independent auditors have full and free access to, and meet periodically and separately with, the Board, the Audit Committee and management to discuss their audit findings.

March 28, 2023

/s/ "Joel Siang Hui Chin"
Chief Executive Officer

/s/ "Paul Fung Yuen Law"
Director

RSM Hong Kong

29th Floor, Lee Garden Two, 28 Yun Ping Road,
Causeway Bay, Hong Kong

T +852 2598 5123

F +852 2598 7230

www.rsmhk.com

羅申美會計師事務所

香港銅鑼灣恩平道二十八號
利園二期二十九字樓

電話 +852 2598 5123

傳真 +852 2598 7230

www.rsmhk.com

2

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
GINSMS Inc.
(Incorporated in Alberta under the Canada Business Corporations Act)**

Opinion

We have audited the consolidated financial statements of GINSMS Inc. (the "Corporation") and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2022 and December 31, 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2022 and December 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation and its subsidiaries as at December 31, 2022 and December 31, 2021, and of its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2022 and December 31, 2021 in accordance with International Financial Reporting Standards ("IFRSs").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 2 in the consolidated financial statements which indicates that the Corporation incurred a net loss of \$32,284 during the year ended December 31, 2022 and, as of that date, the Corporation had net current liabilities of \$2,440,205 and net liabilities of \$2,331,333. As stated in note 2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

This section of our auditor's report is intended to describe the matters selected from those communicated with the Audit Committee that, in our professional judgment, were of most significance in our audit of the consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no other key audit matters to communicate in our report.

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
GINSMS Inc.
(Incorporated in Alberta under the Canada Business Corporations Act)**

Other information

Management is responsible for the Other Information. The Other Information comprises all of the information included in the management's discussion and analysis other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements 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 Management and Audit Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as the management determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Corporation'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 management either intend to liquidate the Corporation or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the management in discharging their responsibilities for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are 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 Canadian generally accepted 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 these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, 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 Corporation's internal control.

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
GINSMS Inc.
(Incorporated in Alberta under the Canada Business Corporations Act)**

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (cont'd)

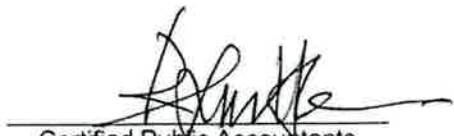
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation'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 consolidated financial statements 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 Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent 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 Corporation to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee, 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 Audit Committee 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements 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.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Yam Tak Fai, Ronald.


Certified Public Accountants

March 28, 2023

GINSMS INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND DECEMBER 31, 2021

(In Canadian Dollars)

	Note	2022 \$	2021 \$
Revenue	7	3,024,133	2,731,334
Cost of sales		(1,862,580)	(1,708,100)
Gross profit		1,161,553	1,023,234
Expenses			
Salaries and wages		(406,284)	(251,170)
Professional fees		(304,262)	(273,960)
Directors' fees		(40,000)	(40,000)
General and administrative		(121,168)	(100,924)
(Allowance)/reversal of allowance for doubtful debts		(12,932)	9,565
Depreciation of property, plant and equipment		(3,486)	(5,800)
Depreciation of right-of-use assets		(63,295)	(63,473)
Foreign currency exchange (loss)/gain		(228,541)	2,786
(Loss)/profit from operations		(18,415)	300,258
Finance costs			
Interest expenses		(5,733)	(9,653)
(Loss)/profit before tax		(24,148)	290,605
Income tax expense	9	(8,136)	(9,443)
Net (loss)/profit for the year		(32,284)	281,162
Other comprehensive income, net of tax:			
<i>Item that may be reclassified to profit or loss:</i>			
Foreign exchange differences on translating foreign operations		(42,256)	122,755
Total comprehensive (loss)/income for the year		(74,540)	403,917
Net (loss)/profit for the year attributable to:			
Shareholders		(31,645)	280,787
Non-controlling interests		(639)	375
		(32,284)	281,162
Total comprehensive (loss)/income for the year attributable to:			
Shareholders		(74,336)	403,212
Non-controlling interests		(204)	705
		(74,540)	403,917
(Loss)/earnings per share	11		
Basic and Diluted (in Canadian cents)		(0.020)	0.187

The accompanying notes are an integral part of these consolidated financial statements.

GINSMS INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2022 AND 2021

(In Canadian Dollars)

	Note	2022 \$	2021 \$
Non-current assets			
Property, plant and equipment	12	61,853	33,199
Right-of-use assets	13	75,879	48,777
Goodwill	14	-	-
		<u>137,732</u>	<u>81,976</u>
Current assets			
Accounts receivable	15	557,495	601,321
Deposits and prepayments		61,375	62,985
Current tax assets		199	2,586
Bank and cash balances		<u>191,126</u>	<u>183,941</u>
		<u>810,195</u>	<u>850,833</u>
Current liabilities			
Accounts payable and accrued liabilities	16	601,456	591,373
Advances from related parties	18	647,639	878,410
Loans from related parties	20	1,372,730	4,826,177
Promissory note payable	19	580,000	580,000
Lease liabilities	21	41,445	46,093
Current tax liabilities		<u>7,130</u>	<u>-</u>
		<u>3,250,400</u>	<u>6,922,053</u>
Net current liabilities		<u>(2,440,205)</u>	<u>(6,071,220)</u>
Total assets less current liabilities		<u>(2,302,473)</u>	<u>(5,989,244)</u>
Non-current liabilities			
Lease liabilities	21	<u>(28,860)</u>	<u>-</u>
NET LIABILITIES		<u>(2,331,333)</u>	<u>(5,989,244)</u>
EQUITY			
Share capital	22	15,148,160	11,415,709
Deficit		(17,785,068)	(17,753,423)
Accumulated other comprehensive income		<u>319,183</u>	<u>361,874</u>
Total deficiency attributable to equity shareholders of the Corporation		<u>(2,317,725)</u>	<u>(5,975,840)</u>
Non-controlling interests		<u>(13,608)</u>	<u>(13,404)</u>
TOTAL DEFICIENCY		<u>(2,331,333)</u>	<u>(5,989,244)</u>
Going concern (Note 2)			

Approved on behalf of the board on March 28, 2023

/s/ "Joel Siang Hui Chin"
 Director

/s/ "Paul Fung Yuen Law"
 Director

The accompanying notes are an integral part of these consolidated financial statements.

GINSMS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND DECEMBER 31, 2021

(In Canadian Dollars)

	Attributable to equity shareholders of the Corporation				Non-controlling interests	Total deficiency
	Share capital	Deficit	Accumulated other comprehensive income	Total		
	\$	\$	\$	\$	\$	\$
Balance as at January 1, 2021	11,415,709	(18,034,210)	239,449	(6,379,052)	(14,109)	(6,393,161)
Profit for the year	-	280,787	-	280,787	375	281,162
Other comprehensive income	-	-	122,425	122,425	330	122,755
Changes in equity for the year	-	280,787	122,425	403,212	705	403,917
Balance as at December 31, 2021 and January 1, 2022	11,415,709	(17,753,423)	361,874	(5,975,840)	(13,404)	(5,989,244)
Issuance of shares (Note 22(a))	3,732,451	-	-	3,732,451	-	3,732,451
Loss for the year	-	(31,645)	-	(31,645)	(639)	(32,284)
Other comprehensive (loss)/income	-	-	(42,691)	(42,691)	435	(42,256)
Changes in equity for the year	3,732,451	(31,645)	(42,691)	3,658,115	(204)	3,657,911
Balance as at December 31, 2022	15,148,160	(17,785,068)	319,183	(2,317,725)	(13,608)	(2,331,333)

The accompanying notes are an integral part of these consolidated financial statements.

GINSMS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND DECEMBER 31, 2021

(In Canadian Dollars)

	2022	2021
	\$	\$
OPERATING ACTIVITIES		
Net (loss)/profit before tax	(24,148)	290,605
Interest expenses	5,733	9,653
Foreign currency exchange loss/(gain)	228,541	(2,786)
Depreciation of property, plant and equipment	30,240	23,914
Depreciation of right-of-use assets	63,295	63,473
Allowance/(reversal of allowance) for doubtful debts	12,932	(9,565)
Changes in non-cash working capital items:		
Accounts receivable	30,909	(33,915)
Deposits and prepayments	1,610	12,133
Accounts payable and accrued liabilities	10,083	(157,689)
Interest on lease liabilities	(5,733)	(9,653)
Income tax refunded/(paid)	1,552	(2,586)
Net cash generated from operating activities	355,014	183,584
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(60,247)	(18,357)
Net cash used in investing activities	(60,247)	(18,357)
FINANCING ACTIVITIES		
Advance from a related company	-	5,950,591
Repayment of advance from a related company	-	(5,950,591)
Advances from related parties	89,056	233,180
Repayment of advances from related parties	(348,646)	(415,782)
Principal elements of lease payments	(72,078)	(75,823)
Net cash used in financing activities	(331,668)	(258,425)
Effect of exchange rate changes on cash held in foreign currencies	44,086	(19,173)
Increase/(decrease) in cash	7,185	(112,371)
Cash, beginning of year	183,941	296,312
Cash, end of year	191,126	183,941

**GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

(In Canadian Dollars)

1. GENERAL INFORMATION

GINSMS Inc. (the "Corporation") was incorporated in Alberta under the Canada Business Corporations Act on March 20, 2009. The address of its registered office is Suite 3000, 700 - 9th Avenue S.W., Calgary, Alberta, T2P 3V4. The Corporation's shares are listed on the TSX Venture Exchange ("TSXV").

The Corporation is an investment holding company. The principal activities of its subsidiaries are set out in note 26 to the consolidated financial statements.

In the opinion of the management of the Corporation, Xinhua Mobile Limited ("Xinhua Mobile"), a company incorporated in the Cayman Islands, is the immediate parent; Beat Holdings Limited ("Beat Holdings"), a company incorporated in the Cayman Islands, is the ultimate parent.

Beat Holdings' securities are listed on Tokyo Stock Exchange's Second Section (9399).

The principal activities of the Corporation are as follows:

(a) Provision of messaging service ("Messaging Service")

The Corporation, through its subsidiary, GIN International Limited in Hong Kong, was originally involved in the provision of inter-operator short message services. On March 27, 2014, the Corporation launched its cloud-based application-to-peer ("A2P") messaging service ("A2P Service"). Through the provision of A2P Service, the Corporation enables the mobile application developers, short message service ("SMS") gateway, enterprises and financial institution to deliver SMS worldwide without any upfront capital investment through the use of the Corporation's rich application programming interface.

(b) Provision of software products and services ("Software Products and Services")

The Corporation operates its Software Products and Services business through Inphosoft Group Pte. Ltd. ("Inphosoft"), its wholly-owned subsidiary. Inphosoft is headquartered in Singapore with subsidiaries in Malaysia and Indonesia. The activities of Inphosoft consist of providing software products and services with a focus in the following areas:

- i. Provision of support and maintenance services to customers that have purchased its products and solutions.
- ii. Maintain the A2P Cloud platform and develop new features as and when necessary, to support the Corporation's A2P business.
- iii. Outsource technical resources to customers for the purpose of software development based on a time and material basis.

Software Products and Services revenues are primarily derived from customers in Singapore, Malaysia and Indonesia.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB"). IFRSs comprise International Financial Reporting Standards ("IFRS"); International Accounting Standards ("IAS"); and Interpretations.

The consolidated financial statements were authorised for issue by the Board of Directors on March 28, 2023.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Corporation. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Corporation for the current and prior accounting periods reflected in these consolidated financial statements.

Amounts are reported in Canadian dollars ("CDN" or "\$") unless otherwise indicated.

The Corporation has faced considerable competition in its existing principal activities, and the profitability of the businesses has been affected. The Corporation incurred a net loss of \$32,284 for the year ended December 31, 2022 and, as of that date, the Corporation had net current liabilities and net liabilities of \$2,440,205 and \$2,331,333 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Corporation's ability to continue as a going concern. Therefore, the Corporation may be unable to realize its assets and discharge its liabilities in the normal course of business.

The spread of COVID-19 in all relevant jurisdictions has impacted the Corporation's operation and customer base and uncertainty regarding its extent and duration are having a material impact on all aspects of the Corporation's operations. The Corporation confirms to adopt the going concern basis in preparing its consolidated financial statements. Management has instituted plans to address these matters:

- (a) The liquidity risk is mitigated as related parties have confirmed with the Corporation that they will not demand settlement of the interest-free loans of \$982,932 and cash advances of \$647,639 until the Corporation is in sound financial position to repay to them. Furthermore, the immediate parent and the promissory note holder have confirmed with the Corporation that they will not demand settlement of the loan of \$389,798 and promissory note of \$580,000, respectively until the Corporation is in sound financial position to repay to them.
- (b) The management will continuously and closely monitor the Corporation's liquidity position and financial performance and implement measures to improve the Corporation cash flows.

As a result, after considering all relevant information, including its actions completed to date and its future plans, the management has concluded that the Corporation is able to continue as a going concern for a period of 12 months from December 31, 2022.

**GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

2. BASIS OF PREPARATION (CONT'D)

The estimates used by management in reaching this conclusion are based on information available as of the date these financial statements were authorized for issuance and include internally generated cash flow forecasts. Accordingly, actual results could differ from these estimates and resulting variances may be material to management's assessment.

Should the Corporation be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Corporation's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively. Such adjustments could be material.

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

(a) Application of new and revised IFRSs

The Corporation has applied the following amendments to IFRSs issued by the IASB for the first time, which are mandatorily effective for the annual period beginning on or after January 1, 2022 for the preparation of the consolidated financial statements:

Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts - Cost of Fulfilling a Contract
Amendments to IFRS 3	Reference to the Conceptual Framework
Annual Improvements Project	Annual Improvements to IFRS Standards 2018-2020

The Corporation did not change its accounting policies or make retrospective adjustments as a result of adopting the abovementioned amended standards or annual improvements.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONT'D)

(b) New and revised IFRSs in issue but not yet effective

The Corporation has not applied any new standard, amendments to standards and interpretation that have been issued but are not yet effective for the financial year beginning 1 January 2022. The new standard, amendments to standards and interpretation include the following which may be relevant to the Corporation.

	Effective for accounting periods beginning on or after
Amendments to IAS 1 - Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IAS 1 - Non-current Liabilities with Covenants	1 January 2024
Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 8 - Definition of Accounting Estimates	1 January 2023
Amendments to IAS 12 - Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 January 2023
Amendments to IFRS 16 - Lease Liability in a Sales and Leaseback	1 January 2024
Amendments to IFRS 10 and IAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the IASB

The Corporation is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Corporation's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Corporation and its subsidiaries made up to December 31. Subsidiaries are entities over which the Corporation has control. The Corporation controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Corporation has power over an entity when the Corporation has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Corporation considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

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

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Corporation's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealized profits are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Corporation.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Corporation. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of comprehensive income (loss) as an allocation of profit or loss and total comprehensive income (loss) between the non-controlling shareholders and owners of the Corporation.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Corporation and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Consolidation (cont'd)

Changes in the Corporation's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. 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 the owners of the Corporation.

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the sum of the consideration transferred over the Corporation's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Corporation's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Corporation.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Corporation at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Corporation's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in CDN, which is the Corporation's functional and presentation currency.

The primary functional currencies of its subsidiaries are Hong Kong Dollars ("HKD") and Singapore Dollars ("SGD"). These currencies are freely convertible into foreign currencies.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Foreign currency translation (cont'd)

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) Translation on consolidation

The results and financial position of all the Corporation entities that have a functional currency different from the Corporation's presentation currency are translated into the Corporation's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income/(loss) and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Property, plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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 Corporation and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost over the estimated useful lives on a straight-line basis. The useful lives are 3 - 5 years.

The useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Leases

At inception of a contract, the Corporation assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) The Corporation as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Corporation has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Corporation recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Corporation are primarily laptops and office furniture. When the Corporation enters into a lease in respect of a low-value asset, the Corporation decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Leases (cont'd)

(i) The Corporation as a lessee (cont'd)

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

To determine the incremental borrowing rate, the Corporation:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Corporations, which does not have recent third-party financing, and
- makes adjustments specific to the lease, eg term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets in which the Corporation is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Corporation's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Corporation will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Leases (cont'd)

(i) The Corporation as a lessee (cont'd)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

(f) Contract assets

Contract asset is recognised when the Corporation recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") in accordance with the policy set out in note 4(u) and are reclassified to receivables when the right to the consideration has become unconditional.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

(g) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Corporation entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The Corporation derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Corporation neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Corporation recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Corporation retains substantially all the risks and rewards of ownership of a transferred financial asset, the Corporation continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Corporation derecognises financial liabilities when, and only when, the Corporation's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Corporation are classified into amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

(i) Trade and other receivables

A receivable is recognised when the Corporation has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Corporation has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Corporation's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flow. Cash and cash equivalents are assessed for ECL.

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Corporation after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Corporation has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(m) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Corporation are recorded at the proceeds received, net of direct issue costs.

(o) Revenue and other income

Revenue is recognised when control over a service is transferred to the customer, at the amount of promised consideration to which the Corporation is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from provision of messaging services is recognised over time as services are provided to customers.

Revenue from provision of support and maintenance services is recognised over time when the services are rendered, by reference to time lapsed.

Revenue from outsourcing technical resources is recognised over time as services provided.

Interest income is recognised as it accrues using the effective interest method.

(p) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Employee benefits (cont'd)

(ii) Pension obligations

The Corporation contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Corporation and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Corporation to the funds.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Corporation can no longer withdraw the offer of those benefits, and when the Corporation recognises restructuring costs and involves the payment of termination benefits.

(q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalized as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Corporation that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(r) Government grant

A government grant is recognised when there is reasonable assurance that the Corporation will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Corporation with no future related costs are recognised in profit or loss in the period in which they become receivable.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Corporation's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilized. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Corporation is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income (loss) or directly in equity, in which case the deferred tax is also recognised in other comprehensive income (loss) or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Corporation expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Corporation recognises the right-of-use assets and the related lease liabilities, the Corporation first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Taxation (cont'd)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Corporation applies IAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Corporation intends to settle its current tax assets and liabilities on a net basis.

(t) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of comprehensive income (loss) to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset / cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset / cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(u) Impairment of financial assets and contract assets

The Corporation recognises a loss allowance for ECL on trade receivables and contract assets. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Corporation always recognises lifetime ECL for trade receivables and contract assets. The ECL on these financial assets are estimated using a provision matrix based on the Corporation's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Corporation recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Corporation measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(u) Impairment of financial assets and contract assets (cont'd)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Corporation compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Corporation considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Corporation's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Corporation's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Corporation presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Corporation has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Corporation assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(u) Impairment of financial assets and contract assets (cont'd)

Significant increase in credit risk (cont'd)

- (i) The financial instrument has a low risk of default,
- (ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Corporation considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Corporation regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Corporation considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Corporation, in full (without taking into account any collaterals held by the Corporation).

Irrespective of the above analysis, the Corporation considers that default has occurred when a financial asset is more than 90 days past due unless the Corporation has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(u) Impairment of financial assets and contract assets (cont'd)

Write-off policy

The Corporation writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Corporation's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Corporation's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Corporation in accordance with the contract and all the cash flows that the Corporation expects to receive, discounted at the original effective interest rate.

If the Corporation has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Corporation measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Corporation recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Corporation has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(w) Events after the reporting period

Events after the reporting period that provide additional information about the Corporation's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Corporation's accounting policies, which are described in note 4, the management are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Critical judgement in applying accounting policies

In the process of applying the accounting policies, the management has made the following judgment that has the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the ongoing availability of finance to the Corporation and enhancement of the various strategies to improve the Corporation cash flows. Details are explained in note 2 to the consolidated financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of trade receivables and contract assets

The management of the Corporation estimates the amount of impairment loss for ECL on trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Corporation in accordance with the contract and all the cash flows that the Corporation expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at December 31, 2022, the carrying amount of trade receivables and contract assets is \$557,495 (net of allowance for doubtful debts of \$12,915) (2021: \$601,321 (net of allowance for doubtful debts of \$Nil)).

6. FINANCIAL RISK MANAGEMENT

The Corporation's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Corporation's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Corporation's financial performance.

(a) Foreign currency risk

The Corporation is exposed to foreign currency rate variability primarily in relation to certain assets and liabilities denominated in foreign currencies such as United States Dollars ("USD"). However, the Corporation has no material exposure to foreign currency risk as most of its foreign operations are self-sustaining and these foreign operations' functional currencies are in HKD and SGD. The Corporation is mainly exposed to the effects of fluctuation in SGD and USD.

GENSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Foreign currency risk (cont'd)

The Corporation also mitigates foreign currency risks, within each segment, by transacting in their functional currency for material procurement, sales contracts and financing activities.

The Corporation currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Corporation monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following presents the carrying amounts of the financial instruments that are denominated in the currencies:

	At December 31, 2022						
	CDN	SGD	HKD	USD	Euro	Others	Total
	\$	\$	\$	\$	\$	\$	\$
Bank and cash balances	6,106	38,162	2,804	40,624	241	103,189	191,126
Trade receivables	-	369,750	-	1,956	154,652	31,137	557,495
Deposits	-	-	-	-	26,909	21,789	48,698
Accounts payable and accrued liabilities	(44,753)	(63,085)	(187,955)	(6,724)	(41,302)	(222,378)	(566,197)
Advances from related parties	-	(130,471)	(300,214)	-	-	(216,954)	(647,639)
Promissory note payable	(580,000)	-	-	-	-	-	(580,000)
Loans from related parties	-	(475,993)	-	(896,737)	-	-	(1,372,730)

	At December 31, 2021						
	CDN	SGD	HKD	USD	Euro	Others	Total
	\$	\$	\$	\$	\$	\$	\$
Bank and cash balances	4,517	31,228	2,672	57,927	779	86,818	183,941
Trade receivables	-	474,004	-	1,042	92,653	8,564	576,263
Deposits	-	-	-	-	25,440	22,354	47,794
Accounts payable and accrued liabilities	(80,161)	(21,657)	(191,331)	(6,357)	(38,242)	(222,566)	(560,314)
Advances from related parties	-	(82,658)	(283,821)	-	-	(511,931)	(878,410)
Promissory note payable	(580,000)	-	-	-	-	-	(580,000)
Loans from related parties	-	(1,419,331)	(2,559,548)	(847,298)	-	-	(4,826,177)

At December 31, 2022, if the SGD had weakened or strengthened 5 per cent (2021: 5 per cent) against USD with all other variables held constant, consolidated loss (2021: profit) after tax would have been approximately \$25,000 (2021: \$19,000) higher or lower (2021: lower or higher), arising mainly as a result of the foreign exchange loss or profit denominated on net payables denominated in USD.

At December 31, 2022, if the CAD had weakened or strengthened 5 per cent (2021: 5 per cent) against USD with all other variables held constant, consolidated loss (2021: profit) after tax would have been approximately \$19,000 (2021: \$18,000) higher or lower (2021: lower or higher), arising mainly as a result of the foreign exchange loss or gain denominated on net payables denominated in USD.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Corporation is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Corporation's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Corporation considers to have low credit risk.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk (cont'd)

Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Corporation's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days from the date of billing. Debtors with balances that are more than 180 days past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Corporation does not obtain collateral from customers.

The Corporation measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Corporation's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Corporation's different customer bases.

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Corporation's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables and contract assets during the year is as follows:

	<u>2022</u>	<u>2021</u>
	\$	\$
At January 1	-	25,876
Amount written off	-	(15,505)
Allowance/(reversal of allowance) for doubtful debt	12,932	(9,565)
Exchange differences	(17)	(806)
At December 31	<u>12,915</u>	<u>-</u>

Other financial assets at amortised cost

All of the Corporation's financial assets at amortised cost are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. These instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk

The Corporation manages its risk of not meeting its financial obligations through management of its capital structure, and annual budgeting of its revenues, expenditures and cash flows.

The maturity analysis based on contractual undiscounted cash flows of the Corporation's non-derivative financial liabilities is as follows:

	Less than 1 year \$	Between 1 and 2 years \$	Total \$
At December 31, 2022			
Accounts payable and accrued liabilities	566,197	-	566,197
Advances from related parties	647,639	-	647,639
Promissory note payable	580,000	-	580,000
Loans from related parties	1,372,730	-	1,372,730
Lease liabilities	48,395	30,368	78,763
	Less than 1 year \$	Between 1 and 2 years \$	Total \$
At December 31, 2021			
Accounts payable and accrued liabilities	560,314	-	560,314
Advances from related parties	878,410	-	878,410
Promissory note payable	580,000	-	580,000
Loans from related parties	4,826,177	-	4,826,177
Lease liabilities	47,530	-	47,530

The Corporation has working capital deficiency of \$2,440,205 as at December 31, 2022 (2021: \$6,071,220). The liquidity risk is mitigated as related parties have confirmed with the Corporation that they will not demand settlement of the interest-free loans of \$982,932 and cash advances of \$647,639 until the Corporation is in sound financial position to repay to them. Furthermore, the immediate parent and the promissory note holder have confirmed with the Corporation that they will not demand settlement of the loan of \$389,798 and promissory note of \$580,000 until the Corporation is in sound financial position to repay to them.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(d) Interest rate risk

As the Corporation has no significant interest-bearing assets, its earnings and operating cash flows are substantially independent of change in market interest rates.

The Corporation's borrowings issued at a fixed rate expose the Corporation to fair value interest rate risk. The Corporation is not exposed to cash flow interest rate risk as at December 31, 2022 and 2021.

(e) Categories of financial instruments

	<u>2022</u>	<u>2021</u>
	<u>\$</u>	<u>\$</u>
Financial assets:		
Financial assets measured at amortised cost	797,319	807,998
Financial liabilities:		
Financial liabilities at amortised costs	<u>3,166,566</u>	<u>6,844,901</u>

(f) Fair values

The carrying amounts of the Corporation's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(g) Capital management

Capital is comprised of shareholders equity (deficit) on the consolidated statement of financial position. The Corporation's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders. The Corporation's sources of additional capital and policies for distribution of excess capital may also be affected by the Corporation's capital management objectives.

The Corporation manages capital by regularly monitoring its current and expected liquidity requirements rather than using debt/equity ratio analysis. The capital is generally used for defraying the administrative expenses in promoting the objectives of the Corporation. The external imposed capital requirement for the Corporation is to have a public float of at least 10% of the shares in order to maintain its listing on the TSX Venture Exchange. As at December 31, 2022, 12.51% of the shares were held in public hands.

There have been no changes in the Corporation's capital management policies for the years ended December 31, 2022 and December 31, 2021.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

7. REVENUE

An analysis of the Corporation's revenue is as follows:

	<u>2022</u>	<u>2021</u>
	\$	\$
Revenue from contracts with customers within the scope of IFRS 15		
A2P Messaging Service income	1,428,885	1,338,627
Software Products & Services income	1,542,539	1,261,668
	2,971,424	2,600,295
Other income		
Government grant (note)	-	7,802
Administrative fee income	52,709	68,608
Miscellaneous income	-	54,629
	3,024,133	2,731,334

Note: In response to the negative impact of COVID-19, the government of Malaysia announced the Wages Subsidy Program "WSP" which was effective from July, 2021. The WSP provided a wage subsidy to employers based on certain criteria.

The Corporation has determined that it has qualified the subsidy from July, 2021 through October, 2021 and has, accordingly, applied for the WSP.

For the year ended December 31, 2021, the Corporation has recognised \$7,802 from the WSP and has recorded them as other income.

8. SEGMENT INFORMATION

The Corporation's reportable segments are (1) provision of Messaging Service ("MS") and (2) Software Products and Services ("SPS"). They are managed separately because each business requires different technology and marketing strategies. In addition, the Corporation has corporate expenses, assets and liabilities, and such information is included in the "unallocated" column.

The accounting policies of the segments are the same as those described in note 4 to the consolidated financial statements.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

8. SEGMENT INFORMATION (CONT'D)

(a) Revenue by customers

The revenues are primarily generated in HKD, USD, and SGD. Six major customers have contributed to sales revenue for the years ended December 31, 2022 and December 31, 2021 as indicated in the following table.

	2022		2021	
	\$	% of total revenue	\$	% of total revenue
Customer A	985,373	32.6	958,215	35.1
Next five top customers				
Customer B	446,002	14.7	131,497	4.8
Customer C	436,752	14.4	263,080	9.6
Customer D	230,616	7.6	355,874	13.0
Customer E	156,890	5.2	412,223	15.1
Customer F	153,224	5.1	67,857	2.5
All other customers	615,276	20.4	542,588	19.9
	<u>3,024,133</u>	<u>100.0</u>	<u>2,731,334</u>	<u>100.0</u>

(b) Revenue by geographical location

	2022		2021	
	\$	% of total revenue	\$	% of total revenue
Singapore	1,456,620	48.2	1,168,360	42.8
Indonesia	489,437	16.2	338,879	12.4
Other Asian countries	431,058	14.3	234,557	8.6
Europe	248,129	8.2	210,206	7.7
United States	387,783	12.8	770,298	28.2
Other regions	11,106	0.3	9,034	0.3
	<u>3,024,133</u>	<u>100.0</u>	<u>2,731,334</u>	<u>100.0</u>

(c) Total non-current assets by geographical location

	2022		2021	
	\$	% of total non-current assets	\$	% of total non-current assets
Indonesia	125,074	90.8	50,831	62.0
Other Asian countries	12,658	9.2	31,145	38.0
	<u>137,732</u>	<u>100.0</u>	<u>81,976</u>	<u>100.0</u>

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

8. SEGMENT INFORMATION (CONT'D)

(d) Financial information by business segments

	MS	SPS	Unallocated	Total
	\$	\$	\$	\$
Year ended December 31, 2022				
Revenue	1,428,885	1,595,248	-	3,024,133
Intersegment revenue	18,593	282,161	-	300,754
Amortisation and depreciation	-	93,535	-	93,535
Interest income	81	243	-	324
Interest and finance expenses	-	5,733	-	5,733
Income tax expense	-	8,136	-	8,136
Segment (losses)/profits	(193,143)	500,986	(340,127)	(32,284)
Additions to segment non-current assets	-	153,224	-	153,224
As at December 31, 2022				
Segment assets	240,217	686,685	21,025	947,927
Segment liabilities	(435,726)	(1,689,510)	(1,154,024)	(3,279,260)
	MS	SPS	Unallocated	Total
	\$	\$	\$	\$
Year ended December 31, 2021				
Revenue	1,338,627	1,392,707	-	2,731,334
Intersegment revenue	10,375	222,572	-	232,947
Amortisation and depreciation	-	87,387	-	87,387
Interest income	41	192	-	233
Interest and finance expenses	-	9,653	-	9,653
Income tax expense	-	9,443	-	9,443
Segment profits/(losses)	252,775	280,703	(252,316)	281,162
Additions to segment non-current assets	-	59,526	-	59,526
As at December 31, 2021				
Segment assets	150,465	774,767	7,577	932,809
Segment liabilities	(3,059,029)	(1,344,928)	(2,518,096)	(6,922,053)

The totals of above items disclosed in the segment information are the same as the consolidated totals.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

9. INCOME TAX EXPENSE

- (a) Income tax has been recognised in profit or loss as following:

	2022	2021
	\$	\$
Current tax		
Provision for the year	7,278	-
Under-provision in prior years	858	9,443
	8,136	9,443

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Corporation operates, based on existing legislation, interpretation and practices in respect thereof.

Pursuant to relevant law and regulations in Canada, the corporate income tax applicable to the Corporation is 23% for the year ended December 31, 2022 (2021: 23%).

- (b) The reconciliation between the income tax expense and the product of (loss)/profit before tax multiplied by the combined Canadian and foreign rates is as follows:

	2022	2021
	\$	\$
(Loss)/profit before tax	(24,148)	290,605
Income tax rate	23%	23%
Computed income tax (benefit)/expense	(5,553)	66,839
Effects of tax rate in different countries	1,475	6,039
Increase (decrease) resulting from:		
Non-taxable income	(14)	(22,002)
Non-deductible expenses	73,536	84,215
Change in unrecognised temporary differences	19,737	(6,719)
Utilisation of tax loss not recognised	(81,903)	(128,372)
Under-provision in prior year	858	9,443
Income tax expense	8,136	9,443

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

9. INCOME TAX EXPENSE (CONT'D)

(c) Deferred tax assets and liabilities

The Corporation has deferred tax losses which are being carried forward and which may be utilised to reduce future taxable income. Deferred taxes are also provided as a result of temporary differences between the income tax values and the carrying amount of assets and liabilities. The components of the net deferred tax assets (liabilities) were as follows:

	2022	2021
	\$	\$
Long-term deferred tax assets:		
Non-capital loss carried forward	1,064,931	995,215
Capital allowance	(2)	(3)
Timing difference	32,711	111,422
Issue costs	(468)	(575)
Less: Unrecognised temporary differences	(1,097,172)	(1,106,059)
	-	-
Long-term deferred tax liabilities:		
Property, plant and equipment	-	-

As of December 31, 2022, the Corporation and its subsidiaries had income tax losses of approximately \$4,761,000 (2021: \$5,034,000), which arose from the several jurisdiction available for offset against future profits. No deferred tax asset has been recognised in respect of all the unused tax losses due to the unpredictability of future profits streams. Included in unrecognised tax losses are losses of \$4,200,000 (2021: \$4,408,000) that will expire on various dates up to 2042 (2021: 2042). Other tax losses may be carried forward indefinitely.

10. EMPLOYEE BENEFITS EXPENSE

	2022	2021
	\$	\$
Directors' fees	40,000	40,000
Employee benefits expense (including key management personnel):		
Salaries, bonuses and allowances (Note)	1,111,231	806,602
Retirement benefit scheme contributions	146,062	116,458
	1,257,293	923,060
	1,297,293	963,060

Note: Included expenses of \$851,008 (2021: \$671,892) recognised in cost of sales.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

11. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share is based on the following:

	<u>2022</u>	<u>2021</u>
	\$	\$
(Loss)/earnings		
(Loss)/earnings for the purpose of calculating basic (loss)/earnings per share	<u>(31,645)</u>	<u>280,787</u>
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	<u>154,702,289</u>	<u>149,793,861</u>

The Corporation did not have any dilutive potential ordinary shares. Diluted (loss)/earnings per share was the same as the basic (loss)/earnings per share for the years ended December 31, 2022 and December 31, 2021.

12. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment and software
	\$
Cost	
At January 1, 2021	163,498
Additions	18,357
Exchange difference	<u>(6,482)</u>
At December 31, 2021 and January 1, 2022	175,373
Additions	60,247
Written off	(67,576)
Exchange difference	<u>(5,186)</u>
At December 31, 2022	<u>162,858</u>
Accumulated depreciation and impairment	
At January 1, 2021	123,499
Depreciation	23,914
Exchange difference	<u>(5,239)</u>
At December 31, 2021 and January 1, 2022	142,174
Depreciation	30,240
Written off	(67,576)
Exchange difference	<u>(3,833)</u>
At December 31, 2022	<u>101,005</u>
Carrying amount	
As at December 31, 2022	<u>61,853</u>
As at December 31, 2021	<u>33,199</u>

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

13. RIGHT-OF-USE ASSETS

	Leased properties \$
At January 1, 2021	73,331
Addition	41,169
Depreciation	(63,473)
Exchange differences	(2,250)
At 31 December 2021 and January 1, 2022	48,777
Addition	92,977
Depreciation	(63,295)
Exchange differences	(2,580)
At December 31, 2022	75,879

Lease liabilities of \$70,305 (2021: \$46,093) are recognised with related right-of-use assets of \$75,879 (2021: \$48,777) as at December 31, 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

	2022 \$	2021 \$
Depreciation expenses on right-of-use assets	63,295	63,473
Interest expense on lease liabilities (included in finance cost)	5,733	9,653
Expenses relating to short-term lease (included in administrative)	-	1,465

Details of total cash outflow for leases is set out in note 23(b).

The Corporation leases an office, for its operations. Lease contract is entered into for fixed term of 2 to 3 years (2021: 2 to 3 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Corporation applies the definition of a contract and determines the period for which the contract is enforceable.

14. GOODWILL

The goodwill represents the excess of the consideration on acquisition of Inphosoft Group Pte. Limited and its subsidiaries (the "Inphosoft Group") in prior years. Due to changes in market condition, the recoverable amount of the goodwill was determined to be below its carrying value at March 31, 2015, and accordingly, the goodwill allocated to the Inphosoft Group of \$2,830,364 was considered fully impaired during the year ended March 31, 2015.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

15. ACCOUNTS RECEIVABLE

	<u>2022</u>	<u>2021</u>
	\$	\$
Trade receivables	570,410	576,263
Less: Allowance for doubtful debts	<u>(12,915)</u>	<u>-</u>
	557,495	576,263
Contract assets (Note 17)	<u>-</u>	<u>25,058</u>
Total	<u><u>557,495</u></u>	<u><u>601,321</u></u>

As at December 31, 2022, an allowance of \$12,915 (2021: \$Nil) was made for ECL on trade receivables.

16. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	<u>2022</u>	<u>2021</u>
	\$	\$
Trade payables	26,812	3,077
Accrued liabilities and other payable	<u>574,644</u>	<u>588,296</u>
Total	<u><u>601,456</u></u>	<u><u>591,373</u></u>

Accrued liabilities consist mainly of accrued staff cost, professional fees and general administration expenses.

17. CONTRACT ASSETS

	<u>2022</u>	<u>2021</u>
	\$	\$
Receivables from contracts with customers within the scope of IFRS 15, which are included in "Accounts receivable"	<u>-</u>	<u>25,058</u>

Amounts relating to contract assets are balances due from customers under software products and services that arise when the Corporation receives payments from customers in line with a series of performance related milestones.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

18. ADVANCES FROM RELATED PARTIES

The balances represent advances from an officer and related companies which are unsecured, interest-free and repayable on demand.

The officer and related companies have confirmed to the Corporation that they will not demand settlement of the advances until the Corporation is in sound financial position to repay to them.

19. PROMISSORY NOTE PAYABLE

\$

As at January 1, 2021 and December 31, 2021,
 January 1, 2022 and December 31, 2022

580,000

The promissory note payable is from Inphosoft Pte. Ltd. ("IPL") (Note 20(a)) and is interest free, unsecured and repayable on demand. IPL has confirmed that it will not demand settlement of the note payable until the Corporation is in sound financial position.

20. LOANS FROM RELATED PARTIES

	Note	<u>2022</u>	<u>2021</u>
		\$	\$
Current:			
Loan from a related party	(a)	840,432	794,524
Loan from immediate parent	(b)	389,798	365,519
Loans from a director	(c)	142,500	3,666,134
Total		<u>1,372,730</u>	<u>4,826,177</u>

All above loans from related parties are interest-free, non-trade nature, unsecured and repayable on demand.

- (a) The loan is from IPL. A director of the Corporation, Mr. Joel Siang Hui Chin, two directors of the Corporation's subsidiaries, Mr. Wang Xianxiang and Mr. Xu Hongwei, each has significant influence over IPL. IPL confirmed to the Corporation that it will not demand settlement of the loan until the Corporation is in sound financial position to repay.
- (b) The loan is from Xinhua Mobile, the immediate parent of the Corporation. Xinhua Mobile confirmed to the Corporation that it will not demand settlement of the loan until the Corporation is in sound financial position to repay.
- (c) The loans are from the Corporation's director, Mr. Joel Siang Hui Chin who confirmed to the Corporation that he will not demand settlement of the loans until the Corporation is in sound financial position to repay to him.

During the year ended 31 December 2021, Mr. Joel Siang Hui Chin was appointed as the Chief Executive Officer and Chairman of the Board of Directors of Beat Holdings.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

21. LEASE LIABILITIES

	Minimum lease payments		Present value of minimum lease payments	
	2022	2021	2022	2021
	\$	\$	\$	\$
Within one year	48,395	47,530	41,445	46,093
In the second to fifth years, inclusive	30,368	-	28,860	-
	78,763	47,530	70,305	46,093
Less: Future finance charges	(8,458)	(1,437)	N/A	N/A
Present value of lease obligations	70,305	46,093	70,305	46,093
Less: Amount due for settlement within 12 months (shown under current liabilities)			(41,445)	(46,093)
Amount due for settlement after 12 months			28,860	-

The lease liabilities are denominated in Indonesian Rupiah (2021: Indonesian Rupiah and Malaysian Ringgit).

22. SHARE CAPITAL

Authorised:

Unlimited common shares

Unlimited preferred shares, non-voting, non-participating, non-cumulative dividends, redeemable and retractable at the amount paid.

Issued:

	2022		2021	
Note	Common shares	Amount \$	Common shares	Amount \$
Balance, beginning of year	149,793,861	11,415,709	149,793,861	11,415,709
Issuance of shares (a)	37,324,507	3,732,451	-	-
Balance, end of year	187,118,368	15,148,160	149,793,861	11,415,709

- (a) On October 17, 2022, pursuant to the debt to equity conversion agreement entered between the Corporation and Mr. Joel Siang Hui Chin, a director of the Corporation, for the repayment, by way of share issuance, of loans from the director amounting to \$3,732,451. Following receipt of approval from the TSXV Venture Exchange, the Corporation has issued 37,324,507 common shares of the Corporation at a price of \$0.10 per common share on November 14, 2022. For details, please refer to the announcement of the Corporation dated October 17, 2022 and November 15, 2022 respectively.

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

23. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOW

(a) Reconciliation of liabilities arising from financing activities

The table below details changes in the Corporation's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Corporation's consolidated statement of cash flows as cash flows from financing activities.

	January 1, 2022 \$	Inception \$	Cash flows \$	Non-cash transaction (Note 25)	Interest expenses \$	Exchange differences \$	December 31, 2022 \$
Advances from related parties (note 18)	878,410	-	(259,590)	-	-	28,819	647,639
Promissory note payable (note 19)	580,000	-	-	-	-	-	580,000
Loans from related parties (note 20)	4,826,177	-	-	(3,732,451)	-	279,004	1,372,730
Lease liabilities (note 21)	46,093	92,977	(77,811)	-	5,733	3,313	70,305
	<u>6,330,680</u>	<u>92,977</u>	<u>(337,401)</u>	<u>(3,732,451)</u>	<u>5,733</u>	<u>311,136</u>	<u>2,670,674</u>

	January 1, 2021 \$	Inception \$	Cash flows \$	Interest expenses \$	Exchange differences \$	December 31, 2021 \$
Advances from related parties (note 18)	1,100,130	-	(182,602)	-	(39,118)	878,410
Promissory note payable (note 19)	580,000	-	-	-	-	580,000
Loans from related parties (note 20)	4,933,186	-	-	-	(107,009)	4,826,177
Lease liabilities (note 21)	73,346	41,169	(85,476)	9,653	7,401	46,093
	<u>6,686,662</u>	<u>41,169</u>	<u>(268,078)</u>	<u>9,653</u>	<u>(138,726)</u>	<u>6,330,680</u>

(b) Total cash outflow for leases

Amounts included in the consolidated statements of cash flows for lease comprise the following:

	2022 \$	2021 \$
Within operation cash flow	5,733	11,118
Within financing cash flow	<u>72,078</u>	<u>75,823</u>
	<u>77,811</u>	<u>86,941</u>

The amount related to the following:

	2022 \$	2021 \$
Lease rental paid	<u>77,811</u>	<u>86,941</u>

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

24. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements. The Corporation had the following related party transactions for the years ended December 31, 2022 and 2021:

	2022	2021
	\$	\$
Revenue and administrative fee income from companies controlled by immediate parent/ a director	1,648,943	1,089,712
Administrative fee income from ultimate parent	22,590	22,869
Accounting fees paid to an officer	16,135	48,223

- (b) The Corporation had the following related party balances at the end of the reporting period:

	Accounts receivable	Accounts payable and accrued liabilities	Advances payable	Promissory note payable	Loan payables
	\$	\$	\$	\$	\$
As at December 31, 2022					
Directors	-	(40,000)	(300,215)	-	(142,500)
An officer	-	-	-	-	-
Companies controlled by a director	363,709	(3,911)	(306,009)	-	-
A related party	-	-	(41,415)	(580,000)	(840,432)
Immediate parent	-	-	-	-	(389,798)
Ultimate parent	5,936	-	-	-	-
As at December 31, 2021					
Directors	-	(80,000)	(283,821)	-	(3,666,134)
An officer	-	(1,023)	-	-	-
Companies controlled by a director	468,300	-	(553,128)	-	-
A related party	-	-	(41,461)	(580,000)	(794,524)
Immediate parent	-	-	-	-	(365,519)
Ultimate parent	5,612	-	-	-	-

The amounts due of \$43,911 (2021: \$81,023) included in accounts payable and accrued liabilities are interest-free, unsecured and repayable on demand. For trade receivables from related parties, the amounts due are interest-free, unsecured and were repayable according to trade terms.

- (c) Key management personnel compensation

	2022	2021
	\$	\$
Accounting fees	16,135	48,223
Directors' fees	40,000	40,000
Total	56,135	88,223

GINSMS INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021

25. NON-CASH TRANSACTION

On October 17, 2022, pursuant to the debt to equity conversion agreement entered between the Corporation and Mr. Joel Siang Hui Chin, a director of the Corporation agreed for the repayment, by way of share issuance, of loans from the director amounting to \$3,732,451. The amount of \$3,732,451 was settled by issuance of 37,324,507 common shares of the Corporation at a price of \$0.10 per common share.

26. PARTICULARS OF SUBSIDIARIES

Particulars of the principal subsidiaries as at December 31, 2022 and December 31, 2021 are as follows:

Name	Place of incorporation / registration and operation	Particular of Issued share capital	Percentage of ownership interest / voting power / profit sharing		Principal activities
			Direct	Indirect	
Inphosoft Group Pte. Limited	Singapore / Singapore	1,000,000 ordinary shares of SGD1,614,500	100%	-	Investment holding
Inphosoft Singapore Pte. Limited	Singapore / Singapore	300,000 ordinary shares of SGD300,000	-	100%	Provision for messaging service and outsourcing of technical resources to customers
PT Inphosoft Indonesia	Indonesia / Indonesia	962,500 ordinary shares of Indonesian Rupiahs 962,500,000	-	99%	Provision for messaging service and outsourcing of technical resources to customers
GIN International Limited	Hong Kong / Singapore	100 ordinary shares of HKD100	-	100%	Provision for short message services
Inphosoft Malaysia Sdn. Bhd.	Malaysia / Malaysia	100,000 ordinary Shares of Malaysian Ringgit ("MYR") 100,000	-	100%	Provision for messaging service and outsourcing of technical resources to customers

As at December 31 2022, the bank and cash balances of the Group's subsidiary in the Malaysia denominated in MYR amounted to \$28,051 (2021: \$13,462) is subject to local exchange control regulations.