# GINSMS INC. Condensed Interim Consolidated Financial Statements Three months period ended March 31, 2023 and 2022 (Unaudited)

### To the Shareholders of GINSMS Inc.:

Management is responsible for the preparation and presentation of the accompanying unaudited condensed interim 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 unaudited condensed interim 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.

The auditor of GINSMS Inc. has not performed a review of the unaudited condensed interim consolidated financial statements for the three months periods ended March 31, 2023 and 2022.

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May 11, 2023

/s/ "Joel Siang Hui Chin" Chief Executive Officer /s/ "Benedict Leung" Director

# GINSMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND MARCH 31, 2022 (Unaudited)

(In Canadian Dollars)

	Note -	(Unaudited) March 31, 2023	(Unaudited) March 31, 2022
Revenue Cost of sales	7 -	820,657 (476,201)	725,536 (454,848)
Gross profit		344,456	270,688
Expenses Salaries and wages Professional fees Directors' fees General and administrative Depreciation of property, plant and equipment Depreciation of right-of-use assets Foreign currency exchange gain	_	(114,973) (77,832) (10,000) (62,719) (101) (11,727) 6,867	(99,931) (72,280) (10,000) (23,908) (1,408) (15,698) 29,400
Profit from operations		73,971	76,863
Finance costs Interest expenses	-	(2,303)	(1,234)
Profit before tax Income tax expense	-	71,668 -	75,629 
Net profit for the period	=	71,668	75,629
Other comprehensive loss, net of tax:  Item that may be reclassified to profit or loss:  Foreign exchange differences on translating foreign operations	<u>-</u>	(55,131)	(16,967)
Total comprehensive income for the period	=	16,537	58,662
Net profit/(loss) for the period attributable to: Shareholders Non-controlling interests	-	72,322 (654) 71,668	75,535 94 75,629
Total comprehensive income/(loss) for the period attributable to: Shareholders Non-controlling interests		17,625 (1,088 <u>)</u>	58,515 
	_	16,537	58,662
Earnings per share Basic and Diluted (in Canadian cents)	10 =	0.039	0.050

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

# GINSMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT MARCH 31, 2023 AND DECEMBER 31, 2022

(In Canadian Dollars)			
,		(Unaudited)	(Audited)
	Note	March 31,	December 31,
		2023	2022
		\$	\$
Non-current assets			
Property, plant and equipment	11	77,708	61,853
Right-of-use assets	12	66,837	75,879
Goodwill	13	-	
		144,545	137,732
Current assets	•	· · · · · · · · · · · · · · · · · · ·	,
Accounts receivable	14	663,194	557,495
Deposits and prepayments		62,326	61,375
Current tax assets		298	199
Bank and cash balances		171,350	191,126
		897,168	810,195
A		,	
Current liabilities	1 5	607 600	CO1 4EC
Accounts payable and accrued liabilities Advances from related parties	15 17	687,622 631,490	601,456 647,639
Loans from related parties	17	1,388,401	1,372,730
Promissory note payable	18	580,000	580,000
Lease liabilities	20	44,262	41,445
Current tax liabilities		7,387	7,130
	•	3,339,162	3,250,400
Net current liabilities		(2,441,994)	(2,440,205)
Total assets less current liabilities		(2,297,449)	(2,302,473)
Non-current liabilities			
Lease liabilities	20	(17,347)	(28,860)
NET LIABILITIES		(2,314,796)	(2,331,333)
FOURTY	·	_	
EQUITY Share capital	21	15,148,160	15,148,160
Deficit	۷1	(17,712,746)	(17,785,068)
Accumulated other comprehensive income		264,486	319,183
·			2.0,.00
Total deficiency attributable to equity shareholders of the		(0.000.400)	(0.047.705)
Corporation		(2,300,100)	(2,317,725)
Non-controlling interests	;	(14,696)	(13,608)
TOTAL DEFICIENCY		(2,314,796)	(2,331,333)
Going concern (Note 2)	=		
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Approved on behalf of the board on May 11, 2023

/s/ "Joel Siang Hui Chin" Director /s/ "Benedict Leung" Director

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

# GINSMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND MARCH 31, 2022 (Unaudited)

(In Canadian Dollars)

	Attributable to equity shareholders of the Corporation					
	Share capital	Deficit	Accumulated other comprehensive income	Total	Non- controlling interests	Total deficiency
B.I 4.0000	\$	\$	\$	\$	\$ (40,000)	\$
Balance as at January 1, 2023	15,148,160	(17,785,068)	319,183	(2,317,725)	(13,608)	(2,331,333)
Profit for the period	-	72,322	-	72,322	(654)	71,668
Other comprehensive income			(54,697)	(54,697)	(434)	(55,131)
Balance as at March 31, 2023	15,148,160	(17,712,746)	264,486	(2,300,100)	(14,696)	(2,314,796)
	Attributa	ble to equity share	eholders of the Corp	oration		
			Accumulated other	_	Non-	
	Share		comprehensive		controlling	Total
	capital	Deficit	income	Total	interests	deficiency
Balance as at January 1, 2022	\$ 11,415,709	\$ (17,753,423)	\$ 361,874	\$ (5,975,840)	\$ (13,404)	\$ (5,989,244)
Profit for the period	-	75,535	-	75,535	94	75,629
Other comprehensive income			(17,020)	(17,020)	53	(16,967)
Balance as at March 31, 2022	11,415,709	(17,677,888)	344,854	(5,917,325)	(13,257)	(5,930,582)

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

# GINSMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND MARCH 31, 2022 (Unaudited)

(In Canadian Dollars)

	(Unaudited)	(Unaudited)
	March 31, 2023	March 31, 2022
	<u> </u>	<u>2022</u> \$
	•	•
OPERATING ACTIVITIES		
Net profit before tax	71,668	75,629
Interest expenses	2,303	1,234
Foreign currency exchange gain	(6,867)	(29,400)
Depreciation of property, plant and equipment	9,085	7,049
Depreciation of right-of-use assets	11,727	15,698
Changes in non-cash working capital items:		
Accounts receivable	(105,699)	1,419
Deposits and prepayments	(951)	2,462
Accounts payable and accrued liabilities	86,166	26,758
Interest on lease liabilities	(2,303)	(1,234)
Income tax (paid)/refunded	(91)	66
· · ·		
Net cash generated from operating activities	65,038	99,681
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(23,157)	(16,783)
Not each used in investing activities	(22.457)	(40.700)
Net cash used in investing activities	(23,157)	(16,783)
FINANCING ACTIVITIES		
Advances from related parties	60,691	233,180
Repayment of advances from related parties	(83,820)	(332,966)
Principal elements of lease payments	(11,183)	(18,789)
Net cash used in financing activities	(34,312)	(118,575)
Effect of exchange rate changes on cash held in foreign		
currencies	(27,345)	9,475
Decrease in cash	(19,776)	(26,202)
Cash, beginning of period	191,126	183,941
Cash, end of period	171,350	157,739
Casii, eliu di peridu	171,330	107,739

(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 24 to the unaudited condensed interim 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 Standard Markets (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.

### 2. BASIS OF PREPARATION

These unaudited condensed interim consolidated financial statements are prepared according to International Accounting Standard ("IAS") 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board (the "IASB").

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. As of March 31, 2023, the Corporation had net current liabilities and net liabilities of \$2,441,994 and \$2,314,796 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 unaudited condensed interim 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 \$998,926 and cash advances of \$631,490 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 \$389,475 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 March 31, 2023.

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 unaudited condensed interim 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.

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# NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND MARCH 31, 2022 (Unaudited)

# 3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The accounting policies applied in the unaudited condensed interim financial statements are the same as those applied in the Corporation's audited consolidated financial statements as at and for the year ended December 31, 2022. In the current period, the Corporation has adopted all the new and revised IFRSs issued by the ISAB that are relevant to its operations and effective for its accounting year beginning on January 1, 2023 but they do not have a material effect on the Corporation's unaudited condensed interim financial statements.

A number of new standards and amendments to standards are effective for annual periods beginning on January 1, 2023 and earlier application is permitted. The Corporation has not early adopted any of the forthcoming new or amended standards in preparing these unaudited condensed interim financial statements.

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim consolidated financial statements as at and for the three months ended March 31, 2023 have been prepared under the historical cost convention.

The preparation of these unaudited condensed interim 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 unaudited condensed interim consolidated financial statements are disclosed in note 5.

The unaudited condensed interim consolidated financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the audited consolidated financial statement for the twelve months ended December 31, 2022 which has been prepared in accordance with IFRS.

# 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 CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND MARCH 31, 2022 (Unaudited)

# 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 unaudited condensed interim consolidated financial statements (apart from those involving estimations, which are dealt with below).

# (a) Going concern basis

These unaudited condensed interim 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 unaudited condensed interim 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

The management of the Corporation estimates the amount of impairment loss for expected credit losses ("ECL") on trade receivables based on the credit risk of trade receivables. 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 March 31, 2023, the carrying amount of trade receivables is \$663,194 (net of allowance for doubtful debts of \$12,915) (December 31, 2022: \$557,495 (net of allowance for doubtful debts of \$12,915)).

### 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 Hong Kong Dollars ("HKD") and Singapore Dollars ("SGD"). The Corporation is mainly exposed to the effects of fluctuation in SGD and USD.

# 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 March 31, 2023 (Unaudited)						
•	CDN	SGD	HKD	USD	Euro	Others	Total
	\$	\$	\$	\$	\$	\$	\$
Bank and cash balances	7,562	42,625	2,753	32,482	19,267	66,661	171,350
Trade receivables	-	592,816	-	2,567	34,230	33,581	663,194
Deposits Accounts payable and	-	-	-	-	26,857	22,348	49,205
accrued liabilities Advances from related	(49,358)	(77,630)	(167,278)	(6,712)	(42,568)	(264,015)	(607,561)
parties	-	(132,533)	(359,089)	-	-	(139,868)	(631,490)
Promissory note payable	(580,000)	- 1	- 1	-	-	-	(580,000)
Loans from related parties		(489,515)		(898,886)	-	-	(1,388,401)
_				nber 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 Accounts payable and	-	-	-	-	26,909	21,789	48,698
					20,000	,	-,
accrued liabilities	(44,753)	(63,085)	(187,955)	(6,724)	(41,302)	(222,378)	(566,197)
accrued liabilities Advances from related	(44,753)	, ,	, , ,	(6,724)	ŕ	(222,378)	(566,197)
accrued liabilities Advances from related parties	-	(63,085) (130,471)	(187,955) (300,214)	(6,724) - -	ŕ	,	(566,197) (647,639)
accrued liabilities Advances from related	(44,753) - (580,000) -	, ,	, , ,	(6,724) - - (896,737)	ŕ	(222,378)	(566,197)

At March 31, 2023, if the SGD had weakened or strengthened 5 per cent (December 31, 2022: 5 per cent) against USD with all other variables held constant, consolidated profit (December 31, 2022: loss) after tax would have been approximately \$25,000 (December 31, 2022: \$25,000) lower or higher (December 31, 2022: higher or lower), arising mainly as a result of the foreign exchange loss or profit denominated on net payables denominated in USD.

At March 31, 2023, if the CAD had weakened or strengthened 5 per cent (December 31, 2022: 5 per cent) against USD with all other variables held constant, consolidated profit (December 31, 2022: loss) after tax would have been approximately \$19,000 (December 31, 2022: \$19,000) lower or higher (December 31, 2022: higher or lower), arising mainly as a result of the foreign exchange loss or gain denominated on net payables denominated in USD.

# 6. FINANCIAL RISK MANAGEMENT (CONT'D)

## (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.

### Trade receivables

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 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 during the year is as follows:

	(Unaudited)	(Audited)
	As at	As at
	March 31, 2023	December 31, 2022
	\$	\$
At beginning of period / year	12,915	-
Allowance for doubtful debt	-	12,932
Exchange differences		(17)
At end of period / year	12,915	12,915

# 6. FINANCIAL RISK MANAGEMENT (CONT'D)

# (b) Credit risk (cont'd)

### 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.

# (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	Between	
	1 year	1 and 2 years	Total
	\$	\$	\$
At March 31, 2023 (Unaudited) Accounts payable and accrued			
liabilities	607,561	-	607,561
Advances from related parties	631,490	-	631,490
Promissory note payable	580,000	-	580,000
Loans from related parties	1,388,401	-	1,388,401
Lease liabilities	53,359	13,340	66,699
	Less than 1 year	Between 1 and 2 years	Total
		Between 1 and 2 years \$	Total \$
At December 31, 2022 (Audited) Accounts payable and accrued	1 year	1 and 2 years	
• • • • • • • • • • • • • • • • • • • •	1 year	1 and 2 years	
Accounts payable and accrued	1 year \$	1 and 2 years	\$
Accounts payable and accrued liabilities	1 year \$ 566,197	1 and 2 years	\$ 566,197
Accounts payable and accrued liabilities Advances from related parties	1 year \$ 566,197 647,639	1 and 2 years	\$ 566,197 647,639

The Corporation has working capital deficiency of \$2,441,994 as at March 31, 2023 (December 31, 2022: \$2,440,205). 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 \$998,926 and cash advances of \$631,490 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 \$389,475 and promissory note of \$580,000 until the Corporation is in sound financial position to repay to them.

### GINSMS INC.

# NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND MARCH 31, 2022 (Unaudited)

# 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 March 31, 2023 and December 31, 2022.

## (e) Categories of financial instruments

	(Unaudited)	(Audited)
	As at	As at
	March 31, 2023	December 31, 2022
	\$	\$
Financial assets: Financial assets measured at amortised cost	883,749	797,319
Financial liabilities: Financial liabilities at amortised costs	3,207,452	3,166,566

# (f) Fair values

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

# (g) Capital management

Capital is comprised of shareholders equity (deficit) on the unaudited condensed interim 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 March 31, 2023, 12.51% of the shares were held in public hands.

There have been no changes in the Corporation's capital management policies for the period ended March 31, 2023 and year ended December 31, 2022.

# 7. **REVENUE**

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

	(Unaudited) Three months ended	(Unaudited) Three months ended
	March 31,	March 31,
	<u>2023</u> \$	<u>2022</u> \$
Revenue from contracts with customers within the scope of IFRS 15	•	Ψ
A2P Messaging Service income	288,377	378,560
Software Products & Services income	526,200	330,065
	814,577	708,625
Other income		
Administrative fee income	6,080	16,911
	820,657	725,536

# 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.

# 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 three months ended March 31, 2023 and three months ended March 31, 2022 as indicated in the following table.

	(Unaudited)		(Unaudited)	
	Three months ended		Three months ended	
	March .	31, 2023	March 31, 2022	
		% of total		% of total
	\$	revenue	\$	revenue
Customer A	371,962	45.3	205,721	28.4
Next five top customers				
Customer B	122,855	15.0	92,157	12.7
Customer C	121,318	14.8	89,224	12.3
Customer D	51,752	6.3	64,712	8.9
Customer E	33,198	4.0	82,044	11.3
Customer F	31,387	3.8	29,594	4.1
All other customers	88,185	10.8	162,084	22.3
	820,657	100.0	725,536	100.0

# (b) Revenue by geographical location

	(Unaudited)		(Unaudited)	
	Three months ended March 31, 2023		Three mon March 3	
	\$	% of total revenue	\$	% of total revenue
Singapore	500,897	61.0	305,035	42.0
Indonesia	132,423	16.1	110,655	15.3
Other Asian countries	57,677	7.0	86,335	11.9
Europe	43,344	5.3	75,146	10.4
United States	84,952	10.4	146,847	20.2
Other regions	1,364	0.2	1,518	0.2
	820,657	100.0	725,536	100.0

### 8. **SEGMENT INFORMATION (CONT'D)**

### Total non-current assets by geographical location (c)

	(Unau	ıdited)	(Aug	lited)		
		Three months ended March 31, 2023				nths ended r 31, 2022
		% of total		% of total non-current		
	\$	assets	\$	assets		
Indonesia	130,961	90.6	125,074	90.8		
Other Asian countries	13,584	9.4	12,658	9.2		
	144,545	100.0	137,732	100.0		
Financial information by bu	usiness segmer	nts				

# (d)

	MS	SPS	Unallocated	Total
	\$	\$	\$	\$
Period ended March 31, 2023 (Unaudited)				
Revenue	288,377	532,280	-	820,657
Intersegment revenue	35,477	78,145	-	113,622
Amortisation and depreciation	-	20,812	-	20,812
Interest income	-	64	-	64
Interest and finance expenses	-	2,303	-	2,303
Segment profits/(losses)	98,975	46,396	(73,703)	71,668
Additions to segment non-current				
assets	-	23,157	-	23,157
As at March 31, 2023				
Segment assets	127,070	895,330	19,313	1,041,713
Segment liabilities	(419,689)	(1,738,244)	(1,198,576)	(3,356,509)
	MS	SPS	Unallocated	Total
	MS \$	<u>SPS</u> \$	Unallocated \$	Total \$
Period ended March 31, 2022 (Unaudited)			Unallocated \$	
•			Unallocated \$	
(Unaudited)	\$	\$	Unallocated \$ -	\$
(Unaudited) Revenue	<b>\$</b> 378,560	<b>\$</b> 346,976	Unallocated \$	\$ 725,536
(Unaudited) Revenue Intersegment revenue	<b>\$</b> 378,560	\$ 346,976 64,783	\$	\$ 725,536 83,061
(Unaudited) Revenue Intersegment revenue Amortisation and depreciation	<b>\$</b> 378,560	\$ 346,976 64,783 22,747	Unallocated \$	\$ 725,536 83,061 22,747
(Unaudited) Revenue Intersegment revenue Amortisation and depreciation Interest income	<b>\$</b> 378,560	\$ 346,976 64,783 22,747 39	(38,786)	\$ 725,536 83,061 22,747 39
(Unaudited) Revenue Intersegment revenue Amortisation and depreciation Interest income Interest and finance expenses	\$ 378,560 18,278	\$ 346,976 64,783 22,747 39 1,234	- - - - -	\$ 725,536 83,061 22,747 39 1,234
(Unaudited) Revenue Intersegment revenue Amortisation and depreciation Interest income Interest and finance expenses Segment profits/(losses) Additions to segment non-current	\$ 378,560 18,278	\$ 346,976 64,783 22,747 39 1,234 25,684	- - - - -	\$ 725,536 83,061 22,747 39 1,234 75,629

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

# 9. **EMPLOYEE BENEFITS EXPENSE**

	(Unaudited)	(Unaudited)
	Three months	Three months
	ended	ended
	March 31,	March 31,
	2023	2022
	\$	\$
Directors' fees	10,000	10,000
Employee benefits expense (including key management personnel):		
Salaries, bonuses and allowances (Note)	342,146	254,663
Retirement benefit scheme contributions	51,235	31,630
	393,381	286,293
	403,381	296,293

Note: Included expenses of \$278,408 (Three months ended March 31, 2022: \$186,362) recognised in cost of sales.

# 10. **EARNINGS PER SHARE**

The calculation of the basic earnings per share is based on the following:

	(Unaudited) Three months ended March 31, 2023	(Unaudited) Three months ended March 31, 2022
Earnings	\$	\$
Earnings for the purpose of calculating basic earnings per share	72,322	75,535
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	187,118,368	149,793,861

The Corporation did not have any dilutive potential ordinary shares. Diluted earnings per share was the same as the basic earnings per share for three months ended March 31, 2023 and March 31, 2022.

# 11. **PROPERTY, PLANT AND EQUIPMENT**

	Computer equipment and software
	\$
Cost At January 1, 2022 Additions Written off Exchange difference	175,373 60,247 (67,576) (5,186)
At December 31, 2022 and January 1, 2023 Additions Exchange difference	162,858 23,157 4,434
At March 31, 2023	190,449
Accumulated depreciation and impairment At January 1, 2022 Depreciation Written off Exchange difference	142,174 30,240 (67,576) (3,833)
At December 31, 2022 and January 1, 2023 Depreciation Exchange difference	101,005 9,085 2,651
At March 31, 2023	112,741
Carrying amount As at March 31, 2023	77,708
As at December 31, 2022	61,853

# 12. RIGHT-OF-USE ASSETS

	Leased properties
	\$
At January 1, 2022 Addition Depreciation Exchange differences	48,777 92,977 (63,295)
At 31 December 2022 and January 1, 2023	<u>(2,580)</u> 75,879
Depreciation Exchange differences	(11,727) 2,685
At March 31, 2023	66,837

Lease liabilities of \$61,609 (December 31, 2022: \$70,305) are recognised with related right-ofuse assets of \$66,837 (December 31, 2022: \$75,879) as at March 31, 2023. 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.

	(Unaudited)	(Unaudited)
	Three	Three
	months ended	months ended
	March 31, 2023	March 31, 2022
	\$	\$
Depreciation expenses on right-of-use assets Interest expense on lease liabilities (included in finance cost)	11,727 2,303	15,698 1,234

The Corporation leases an office, for its operations. Lease contract is entered into for fixed term of 1 to 2 years (December 31, 2022: 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.

### 13. **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.

# 14. **ACCOUNTS RECEIVABLE**

	(Unaudited)	(Audited)
	As at	As at
	March 31, 2023	December 31, 2022
	\$	\$
Trade receivables Less: Allowance for doubtful debts	676,109 (12,915)	570,410 (12,915)
Total	663,194	557,495

As at March 31, 2023, an allowance of \$12,915 (December 31, 2022: \$12,915) was made for ECL on trade receivables.

# 15. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	(Unaudited)	(Audited)
	As at	As at
	March 31,	December 31,
	2023	2022
	\$	\$
Trade payables	8,132	26,812
Contract liabilities (Note 16)	46,561	-
Accrued liabilities and other payable	632,929	574,644
Total	687,622	601,456

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

# 16. **CONTRACT LIABILITIES**

	(Unaudited)	(Audited)
	As at	As at
	March 31,	December 31,
	2023	2022
	\$	\$
Billings in advance of performance obligations - Software products and services	46,561	

# 16. CONTRACT LIABILITIES (CONT'D)

Movements in contract liabilities:

	(Unaudited)	(Audited)
	As at	As at
	March 31,	December 31,
	2023	2022
	\$	\$
Balance at beginning of the period / year Increase in contract liabilities as a result of billing in	-	-
advance of software products and services	46,561	
Balance at end of the period / year	45,561	

Contract liabilities relating to software products and services are balances due to customers under software products and services. These arise if a particular milestone payment exceeds the revenue recognised to date under the cost-to-cost method.

## 17. 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.

# 18. **PROMISSORY NOTE PAYABLE**

	(Unaudited)	(Audited)
	As at	As at
	March 31,	December 31,
	2023	2022
	\$	\$
Current portion	580,000	580,000

The promissory note payable is from Inphosoft Pte. Ltd. ("IPL") (Note 19(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.

# 19. LOANS FROM RELATED PARTIES

	Note	(Unaudited) As at March 31,	(Audited) As at December 31,
		2023	2022
		\$	\$
Current:			
Loan from a related party	(a)	855,731	840,432
Loan from immediate parent	(b)	389,475	389,798
Loans from a director	(c)	143,195	142,500
Total	_	1,388,401	1,372,730

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.

# 20. LEASE LIABILITIES

			Present value of		
	Minir	num	minimum		
	lease pa	yments	lease payments		
	(Unaudited) (Audited)		(Unaudited)	(Audited)	
	As at	As at	As at	As at	
	March 31,	December	March 31,	December	
	2023	31, 2022	2023	31, 2022	
	\$	\$	\$	\$	
Within one year	53,359	48,395	44,262	41,445	
In the second to fifth years, inclusive	13,340	30,368	17,347	28,860	
	66,699	78,763	61,609	70,305	
Less: Future finance charges	(5,090)	(8,458)	N/A	N/A	
_					
Present value of lease obligations	61,609	70,305	61,609	70,305	
Less: Amount due for settlement within 12			•		
months (shown under current			(44.000)	(44.445)	
liabilities)			(44,262)	(41,445)	
Amount due for settlement after 12 months			17,347	28,860	

The lease liabilities are denominated in Indonesian Rupiah (December 31, 2022: Indonesian Rupiah).

# 21. SHARE CAPITAL

### Authorised:

Unlimited common shares

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

### Issued:

		(Unaudited)		(Audited)	
		Three months ended March 31 ,2023		Twelve months ended December 31, 2022	
	NI-4-	Common	A 4	Common	A 4
	Note	shares	Amount	shares	Amount
			\$		\$
Balance, beginning of period/year		187,118,368	15,148,160	149,793,861	11,415,709
Issuance of shares	(a)			37,324,507	3,732,451
Balance, end of period/year		187,118,368	15,148,160	187,118,368	15,148,160

(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.

# 22. RELATED PARTY TRANSACTIONS

(a) In addition to those related party transactions and balances disclosed elsewhere in the unaudited condensed interim consolidated financial statements. The Corporation had the following related party transactions for the three months ended March 31, 2023 and March 31, 2022:

	(Unaudited)	(Unaudited)
	Three months	Three months
	ended	ended
	March 31, 2023	March 31, 2022
	\$	\$
Revenue and administrative fee income from	40.4.04.0	007.000
companies controlled by a director	494,810	297,886
Administrative fee income from ultimate parent	6,080	5,637
Accounting fees paid to an officer	9,481	7,548

(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 March 31, 2023	·	·	·	·	·
( <b>Unaudited</b> ) Directors	_	(50,000)	(299,629)	_	(143,195)
An officer	_	(5,523)	(299,029)	-	(143,193)
Companies controlled by a		(0,020)			
director	535,273	(4,420)	(231,022)	-	-
A related party	-	-	`(41,379)	(580,000)	(855,731)
Immediate parent	-	-	-	-	(389,475)
Ultimate parent	6,044		(59,460)		-
As at December 31, 2022 (Audited)					
Directors	-	(40,000)	(300,215)	-	(142,500)
An officer	-	-	-	-	-
Companies controlled by a					
director	363,709	(3,911)	(306,009)	-	- (0.40, 40.0)
A related party	-	-	(41,415)	(580,000)	(840,432)
Immediate parent	- - 020	-	-	-	(389,798)
Ultimate parent	5,936				

The amounts due of \$59,943 (December 31, 2022: \$43,911) 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.

# 22. RELATED PARTY TRANSACTIONS (CONT'D)

# (c) Key management personnel compensation

	(Unaudited) Three months ended March 31, 2023	(Unaudited) Three months ended March 31, 2022	
Accounting fees Directors' fees	9,481 10,000	7,548 10,000	
Total	19,481	17,548	

# 23. 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.

# 24. PARTICULARS OF SUBSIDIARIES

Particulars of the principal subsidiaries as at March 31, 2023 and December 31, 2022 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
			<u>Direct</u>	<u>Indirect</u>	
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 March 31, 2023, the bank and cash balances of the Corporation's subsidiary in the Malaysia denominated in MYR amounted to \$10,842 (December 31 2022: \$28,051) is subject to local exchange control regulations.

# 25. APPROVAL OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed interim consolidated financial statements were approved and authorised for issue by the Board of Directors on May 11, 2023.