ANNUAL REPORT 2022

Netccentric Limited

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01. CORPORATE DIRECTORY

DIRECTORS

GANESH KUMAR BANGAH
Executive Chairman

JOANNE KHOO SU NEE
Independent Non-Executive Director

ROBERT WILLIAM SULTAN
Independent Non-Executive Director

DARREN JOHN COOPER
Independent Non-Executive Director

AUDIT AND RISK COMMITTEE

JOANNE KHOO SU NEE (CHAIR)
ROBERT WILLIAM SULTAN
DARREN JOHN COOPER

REMUNERATION COMMITTEE

ROBERT WILLIAM SULTAN (CHAIR)
JOANNE KHOO SU NEE
DARREN JOHN COOPER

REGISTERED OFFICE

NETCCENTRIC LIMITED
600 North Bridge Road, #23-01
Parkview Square
Singapore 188778

AUSTRALIAN REGISTERED ADDRESS

NETCCENTRIC LIMITED
C/- Automic Pty Ltd
Level 5
126 Phillip Street
Sydney NSW 2000

SHARE REGISTRY

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2000

Company SECRETARIES

LEE TAMPLIN
Automic Pty Ltd
GPO Box 5193
Sydney NSW 2000

FIONA LIM PEI PEI
BDO Corporate Services Pte Ltd
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

INDEPENDENT AUDITOR

RSM CHIO LIM LLP
Public Accountants and
Chartered Accountants
8 Wilkie Road
#03-08 Wilkie Edge
Singapore 228095

Partner–in–charge since financial year ended 31 December 2020: Naveen Sasidaran

BANKERS

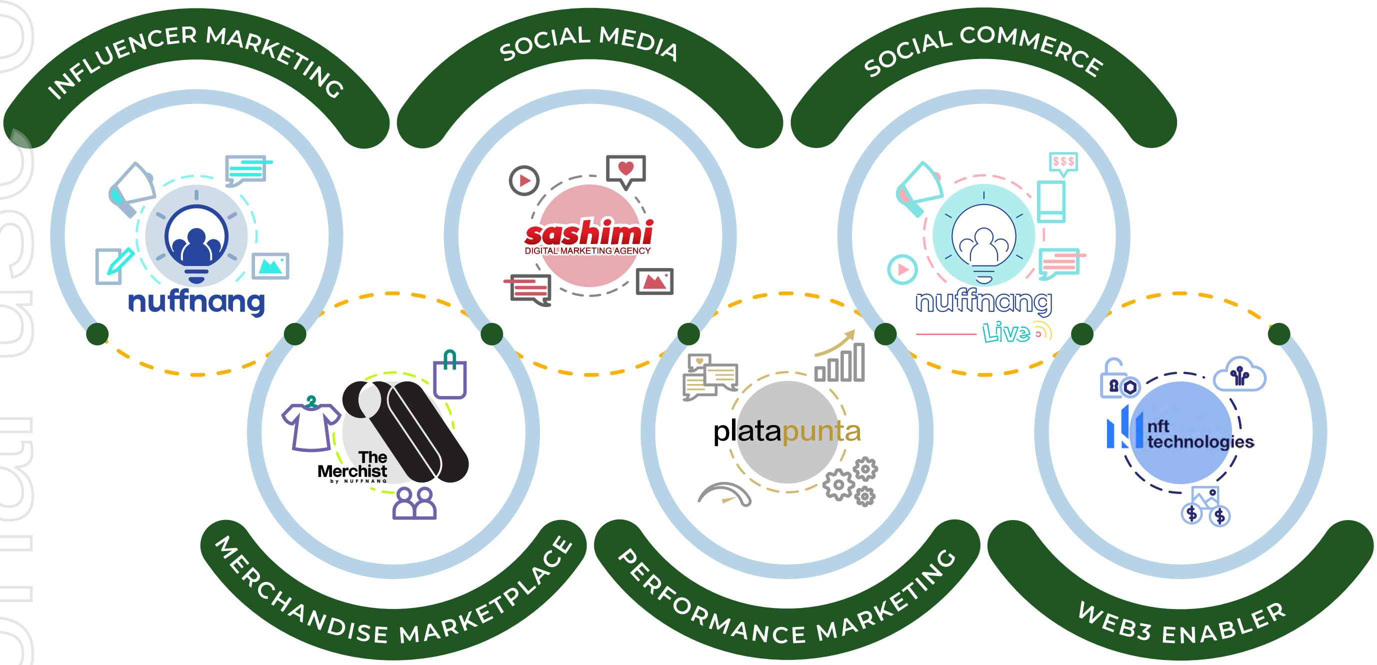
AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

UNITED OVERSEAS BANK LIMITED

STOCK EXCHANGE LISTING

AUSTRALIAN SECURITIES EXCHANGE (ASX : NCL)

02. ABOUT NETCCENTRIC LIMITED



NETCCENTRIC LIMITED (“NETCCENTRIC” OR THE “Company”)
is a digital media business established in 2006, which achieved revenue of S$11.06 million in 2022. Netccentric operates multiple businesses in the digital advertising sector across various geographies, with the key markets being Malaysia and Taiwan.

NETCCENTRIC OFFERS ITS CLIENTS THE FOLLOWING KEY SERVICES:

a) Influencer Platform (approximately 54% of FY2022 revenue);

b) Social Media Agency (approximately 26% of FY2022 revenue);

c) Performance Marketing Agency (approximately 18% of FY2022 revenue); and

d) Live Commerce (approximately 2% of FY2022 revenue).

NUFFNANG

Nuffnang is the pioneer in the Influencer and Content Marketing industry. After more than a decade in the business, Nuffnang continues to empower influencers to create inspiring and compelling content for our clients, regardless of platforms; Facebook, YouTube, Instagram and now, TikTok.

THE MERCHIST

The Merchist is an end-to-end influencer merchandising marketplace, which provides influencers and artists with the opportunity to develop and sell their own branded products online. This will supplement the revenue they earn through branded campaigns.

This platform allows fans to deepen their relationships with influencers by buying a range of their customized merchandise.

SASHIMI

Sashimi is a Digital Marketing Agency, providing an end-to-end service from design and digital content creation, to management of paid media and public relations.

DEJITARU

Dejitaru is a Social Media Agency, specializing in advertising through social media content, communities and influencers.

PLATA & PUNTA

Plata & Punta is a digital media agency specialising in Performance Marketing.

NUFFNANG LIVE

Nuffnang Live Commerce is a live commerce enabler aiming to provide merchants and their customers with a seamless and automated livestream shopping experience.

XAMBLE TECHNOLOGIES
(formerly known as NFT Technologies)

A Web3 platform development company.

03.

EXECUTIVE CHAIRMAN'S MESSAGE

GANESH KUMAR BANGAH

Dear Shareholders,

Welcome to the 2022 Annual Report for Netccentric Limited (ASX: NCL). FY2022 was a productive year for our Group as we continued to progress the development of our technologies to enhance engagement between brands, influencers and their followers in Asia's rapidly growing influencer marketing sector.

In FY2022, we achieved revenue of S$11.06 million, representing a year-on-year (YoY) decline of 4% due to the removal of COVID-19 restrictions which saw a short-term shift in digital advertising spends back to non-digital formats. Despite this, we continue to see a strong thematic of increased influencer advertising and online shopping.

We incurred an underlying EBITDA[1] deficit of S$103k due to an increase in salary expenses as we geared up for the recent launch of our new influencer platform and the continued development of our Web 3.0 wallet.

While our gross profit of S$4.63 million was down 3% YoY consistent with the slight decline in revenue, I am pleased to report our gross margin remained robust at 42%. We ended the financial year with a healthy liquidity position with cash and cash equivalents of S$4.31 million as at 31 December 2022.

During the year, we made solid progress with our new technology businesses which will enable influencers to increase their engagement and crystallize the value of their networks and enhance their earnings.

This culminated in the launch of our new mobile influencer platform, Xamble Creators in March 2023, as well as our Group's rebranding to Xamble.

Pronounced 'x-amble', our new corporate name is derived from the word "assemble" and reflects our vision of 'Assembling Communities' to deliver wealth and value to our ecosystem of brands, influencers or 'creators', and consumers.

The Group's name change to Xamble Group Limited is subject to shareholders' approval at Netccentric's forthcoming Annual General Meeting to be held on 30 May 2023.

Meanwhile, the Xamble Creators platform has been designed specifically for Asia's largest influencer category – micro and nano influencers – as these highly valuable creators have more personal and authentic interactions with consumers and engage more often with their audience than other influencer types.

The platform enables these influencers to better monetise their content and networks by allowing them to find interest-aligned brand campaigns, be invited to participate in exclusive brand campaigns, and receive payment for their content.

For our brand partners, Xamble Creators provides a unique selling proposition via the ability to access this ready pool of influencers.

For our Group, the platform will enable us to effectively enter new industries and geographies as well as diversifying our revenue streams. It also enables us to expand into the large SME market which will drive long-term revenue growth.

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[1]Underlying EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) adjusted for extraordinary items relating to options expenses, M&A activities, forex losses and losses from new businesses [Creator SuperApp, Xamble Technologies (formerly known as NFT Technologies) and Nuffnang Live Commerce]

In FY2022, we also progressed the development of our Web 3.0 wallet, with this expected to launch in Q2 FY2023.

Developed by our subsidiary Xamble Technologies (formerly known as NFT Technologies), the wallet will allow brands and influencers to issue Non-Fungible Tokens in the form of digital membership cards that provide real-world utility and applications, enabling customers to earn rewards and enjoy unique experiences with their favourite brands and influencers.

Outlook

Our immediate priority is the impending launch of our Web 3.0 Wallet and focusing on embedding our new Xamble Creators platform with our influencers and brands and using it to scale our operations to more industries and countries.

We will continue to focus on increasing our share of the growing social commerce market in the Asia Pacific region, which is set to become the world's largest influencer marketing platform market by 2025[2]. Our established core business and innovative new technologies mean we are well placed to capture a substantial share of this market.

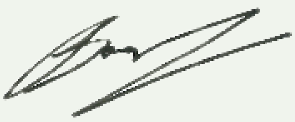
The Group's investment in automation will empower us to gain scale faster, expanding our network, driving profitability and delivering improved margins. We are also focused on growing through potential acquisitions and geographic expansion and are exploring potential M&A opportunities to expand, particularly within Australia.

On behalf of the Board, I would like to thank the Netccentric team for their hard work, passion and commitment towards opening new markets for our technology and promoting our Group as an industry-leader. A warm thank you to our business partners, associates, principals, trade associations and bankers for your valuable partnerships.

And lastly, thank you to our loyal shareholders. We will continue to build on the solid progress we made this year to build commercially viable partnerships, expand into new markets, and capitalise on the opportunities to deliver value.

I am excited about the year ahead and look forward to keeping you updated on our progress in FY2023.

Yours sincerely,



Ganesh Kumar Bangah
Executive Chairman

[2] https://www.linkedin.com/pulse/influencer-marketing-southeast-asia-kolasia/?published=t

04.

DIRECTORS' PROFILES

GANESH KUMAR BANGAH

Ganesh Kumar Bangah, Executive Chairman of the Company is an award winning serial entrepreneur and startup investor. Ganesh was the Ernst & Young Technology Entrepreneur of the Year Malaysia 2012 and one of Asia's most influential people according to Society Magazine 2015. He was also recognised as one of South East Asia's Top 30 Tech Founders by Tech In Asia in 2016 and was recognised as one of the the most inspiring Malaysian technology entrepreneurs by Top 10 of Malaysia.

Ganesh founded Commerce.Asia, an all-in-one eCommerce Ecosystem in 2017. He grew Commerce. Asia within 5 years to have a database of over 8,400,000 SME's across 7 countries with over 52,000 active sellers that sold USD1.4 billion worth of products in 2022.

Prior to founding Commerce.Asia, Ganesh founded his first internet business, MOL Global Inc. ("MOL") in the year 2000 at the tender age of 20. He served as the Chief Executive Officer of MOL for 15 years since its inception. Ganesh was certified by the Malaysia Book of Records as the youngest Chief Executive Officer of a Malaysian public listed company when MOL was originally listed on the Malaysian Stock Exchange in 2003. Ganesh built MOL to become one of South East Asia's leading online payment gateways and South East Asia's first internet company to be listed on the NASDAQ in 2014. He was also the founder of MOL Ventures, an investment holding company which made successful private investments in global social media companies such as Facebook and Friendster.

Ganesh is currently an Advisor and a former Chairman of the National Tech Association of Malaysia ("PIKOM") as well as the Chair of Future Digital, the PIKOM Think Tank and Chair of E-Commerce Malaysia, a chapter of PIKOM. Ganesh is a member of the Entrepreneurship Council of the Asia Pacific University of Technology and Innovation.

JOANNE KHOO SU NEE

Joanne Khoo Su Nee was appointed as an Independent Non-Executive Director of the Company on 26 July 2017. She has more than 26 years of experience in investment banking, corporate finance, capital markets and corporate advisory services. She is currently a Director of Bowman Capital Private Limited, a mergers and acquisition advisory firm. She also serves as an Independent Non-Executive Director of Teho International Inc Ltd and ES Group (Holdings) Limited, companies listed on the Singapore Exchange Securities Trading Limited ("SGX") and JE Cleantech Holdings Ltd, which is a company listed on NASDAQ. Joanne was formerly an Independent Non-Executive Director at PayLinks Pte Ltd, wholly owned by iPayLinks Limited as well as Excelpoint Technology Ltd and Kitchen Culture Holdings Ltd, both companies listed on the SGX during her tenure.

Prior to this, she was involved in a wide range of investment banking and corporate finance activities as a Director at Canaccord Genuity Singapore Pte. Ltd. (formerly known as Collins Steward Pte. Limited) as well as Phillip Securities Pte Ltd and Hong Leong Finance Limited. She started her career at PricewaterhouseCoopers in 1997.

Joanne graduated with a Bachelor of Business in Accountancy from Royal Melbourne Institute of Technology University in 1996. She was admitted as a Certified Public Accountant by the CPA Australia in 1999 and a Chartered Accountant under the Malaysian Institute of Accountants in 2000. She was also a member of the Woman Corporate Directors, the world's largest membership organization and community of woman corporate Board Directors.

ROBERT WILLIAM SULTAN

Robert William Sultan was appointed as an Independent Non-Executive Director of the Company on 1 September 2020. He is a corporate and commercial lawyer and is a senior consultant to and former partner of the leading international law firm, Norton Rose Fulbright Australia. He has over 30-years' experience in mergers and acquisitions (M&A), equity capital markets and corporate advisory and governance. He has been a member of corporate governance and advisory Boards in the aged care and local government sectors. He is also a member of the Corporations Committee of the Business Law Section of the Law Council of Australia and is currently the chair of that Committee.

He continues to act for a number of listed tech companies with operations in Australia and overseas. He is also recognised by his peers by being included in the M&A and corporate categories in the Best Lawyers® Australia publication.

A former member of the Australian Takeovers Panel, Robert is also currently the independent Director of the Gourlay Family Office which includes the Gourlay Charitable Trust. The Charitable Trust, in conjunction with Trinity College Melbourne, established the Gourlay Visiting Professor of Ethics in Business.

Robert holds a first class honours Bachelor of Laws degree and a Bachelor of Arts degree, majoring in economics from the University of Melbourne.

DARREN JOHN COOPER

Darren John Cooper was appointed as an Independent Non-Executive Director of the Company on 1 September 2020. He has over 26 years senior and C-Suite management experience, having held roles with State and National responsibilities in banking & finance and property.

He is now Managing Director of a private consulting business, through which he provides strategy, operational improvement and leadership development services to a range of government and private-sector organisations.

In addition to his role as a Non-Executive Director with Netccentric, Darren is the Board Chair of The Go2 People Ltd (ASX:G02) and Spectur Ltd (ASX:SP3).

Darren is also active in the not-for-profit / "for purpose" space, being Board Chair of Ocean Gardens Retirement Village Inc.

Darren holds a Bachelor of Business (Curtin University), a Graduate Diploma in Finance (Edith Cowan University) and a Masters of Applied Finance (Macquarie University), and is a Graduate of the Australian Institute of Company Directors (GAICD).

DIRECTORS' MEETINGS

	Board Meetings		Audit and Risk Committee Meetings		Remuneration Committee Meetings	
	A	B	A	B	A	B
Director						
Ganesh Kumar Bangah	4	4	2	2	2	2
Joanne Khoo Su Nee	4	4	2	2	2	2
Robert William Sultan	4	4	2	2	2	2
Darren John Cooper	4	4	2	2	2	2

A - Number of meetings attended.

B - Number of meetings held during the time the Director held office during the period.

05.

CORPORATE GOVERNANCE

The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition ("Principles & Recommendations").

The Company's main corporate governance policies and practices as at the date of this annual report are detailed below:

Board of Directors

The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. Clearly articulating the division of responsibilities between the Board and management will help manage expectations and avoid misunderstandings about their respective roles and accountabilities.

In general, the Board assumes (amongst others) the following responsibilities:

a) setting objectives, goals and strategic direction with a view to maximising investor value;

b) oversight of control and accounting systems;

c) monitoring investment policies;

d) approving and monitoring progress of major capital expenditure, capital management, acquisitions and divestments;

e) reviewing annual operating and capital expenditure budgets;

f) considering financial statements and reports for publication;

g) monitoring financial performance;

h) reviewing, ratifying and monitoring systems of risk management, internal compliance and control, codes of conduct, and external compliance;

i) monitoring financial and other reporting;

j) monitoring the implementation of business standards and codes of ethical behaviour;

k) monitoring and approving financial benefits to related parties;

l) determining the independence of Independent and Non–Executive Directors;

m) determining the process of evaluation of the performance of the Board and its committees;

n) monitoring and evaluating the desirable competencies of the Directors, including the range and experience of the Directors;

o) considering Board succession planning issues; and

p) appointing, reviewing and monitoring the independence of the external auditors.

The Company is committed to ensuring that appropriate checks are undertaken before the appointment of a Director or senior executive and has in place written agreements with each Director and senior executive which detail the terms of their appointment.

Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. The Company provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

The Board currently consists of three Independent Non-Executive Directors and an Executive Chairman. Ganesh Kumar Bangah has been appointed as Executive Chairman to allow him to be in the most effective position to utilise his extensive skillset to drive the Company's strategies as well as to focus on transforming it into a sustainable growth entity. Details regarding the qualifications and experience of the Company's Directors can be found under the Directors' Profiles section on pages 9 to 13.

As the Company's activities develop in size, nature and scope, the composition of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

As set out in the Board Charter, the Company Secretary is accountable to the Board.

The Company does not currently have a Nomination Committee. As a result, the responsibility of Board succession planning lies with the full Board as per the Company's Board Charter.

The Company feels it has an appropriate mix of skills on the Board. The biographies of each Director can be viewed under the Directors' Profiles section on pages 9 to 13.

Continuous Disclosure and Rights of Security Holders

In accordance with Principle 5 of the Principles & Recommendations, the Company:

- has a Continuous Disclosure Policy and ensures it complies with its continuous disclosure obligations under Listing Rule 3.1;
- ensures that its Board receives copies of all material announcements; and
- releases a copy of any new or substantive investor presentations to the ASX ahead of the presentation.

Any reports released by the Company to the ASX which are not audited or reviewed by an external auditor are reviewed by the Company's investor relations team as well as legal counsel (if required). Any release to the ASX by the Company generally requires majority approval of the Board.

Further information about the Company and its governance is available to investors on the Company's website. This includes the Company's Communications Policy which outlines the Company's methods of communication with its Security Holders as well as its process for facilitating participation at its Security Holder meetings.

Whilst the Company's annual general meeting will be held in Malaysia each year, it will provide Security Holders outside of Malaysia the opportunity to participate through the use of technology and those unable to attend will be able to submit questions and comments to be addressed at the meeting, in advance. Questions and comments can also be submitted for the attention of the Company's Auditor who will be in attendance at all annual general meetings of the Company. Substantive resolutions at general meetings of the Company are decided by way of poll.

Security Holders are also encouraged to elect to receive electronic communications from the Company and its Security Registry and can do so through the websites of the Company and the Security Registry respectively.

Identification and Management of Risk

The Board's collective experience will assist in the identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

Mission, Vision and Ethical Standards

The mission of the Company is to generate value for communities and growth for businesses by empowering them with digital platforms and social media innovations. The vision of the Company is to generate wealth through the convergence of social media and commerce across all levels of society.

Mission, Vision and Ethical Standards (continued)

The Board is committed to the establishment and maintenance of appropriate ethical standards and these standards are adhered to by the Company in the implementation of its vision and execution of its mission. The Company's values are in accordance with its mission and vision.

Independent Professional Advice

The Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

Remuneration Committee

The remuneration of the Executive Chairman will be decided by the Board following the recommendation of the Remuneration Committee. The Remuneration Committee is currently comprised of all Independent Non-Executive Directors and is chaired by Independent Non-Executive Director, Robert William Sultan.

The Articles provide that the Non–Executive Directors will be paid by way of remuneration for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Directors prior to the first annual general meeting of the Company or pursuant to a resolution passed at a general meeting of the Company (subject to complying with the Listing Rules and Singapore law, as applicable). Until a different amount is determined, the maximum amount of remuneration is AUD 160,000 per annum. Total remuneration paid to Non-Executive Directors for the year ended 31 December 2022 was AUD 109,500 (S$104,857).

In addition, subject to any necessary Shareholder approval, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be reimbursed reasonable travel and other expenses incurred by them in the course of the performance of their duties as Directors.

The Remuneration Committee is responsible for setting and undertaking the review process for the Board, committees and individual Directors. The Remuneration Committee makes recommendations to the Board regarding the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

Performance evaluations of the senior executives were conducted during the reporting period, by the Executive Chairman with established review processes, however a Board review was not deemed warranted.

The Remuneration Committee is also responsible for reviewing any employee incentive and equity–based plans including the appropriateness of performance hurdles and total payments proposed.

Securities Trading Policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its employees. The policy generally provides that employees must not deal in the Company's securities if in possession of inside information or during specific closed periods and provides the process to follow to seek approval to trade at all other times. The policy also prohibits trading that is directed at limiting the economic or financial risk associated with a person's holding of securities which includes options issued under the Company's Employee Securities Incentive Plan.

Diversity Policy

The Board values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, the Company has set in place a diversity policy.

This policy outlines the Company's diversity objectives in relation to gender, age, cultural background and ethnicity. As at the date of this annual report, the Board has not developed measurable objectives for achieving diversity but will continue to review its diversity in line with its Diversity Policy.

Code of Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. The Board intends to adopt a formal Code of Conduct ("Code") to be followed by all employees (including temporary employees and contractors) and officers, in addition to the Employee Handbook already in place for some entities within the Group.

The key aspects of this Code will include the requirement to:

a) act with honesty, integrity and fairness in the best interests of the Company;

b) act in accordance with all applicable laws, regulations, policies and procedures;

c) have responsibility and accountability for individuals for report and investigating reports of unethical practices; and

d) other matters including but not limited to ethical conduct, business conduct, confidentiality, privacy, security of information, and conflicts of interest.

The Code, a Whistleblower Policy as well as an Anti-Bribery and Corruption Policy (together, the "Policies") will be adopted by the Company in due course and be made available for review in the Corporate Governance section of the Company's website. Presently, the Company considers that due to the internal checks and balances it currently has in place, as well the relevant governing laws in its jurisdiction of formation, it broadly adheres to the tenor and practices of the proposed Policies.

Audit and Risk Committee

The Company has established an Audit and Risk Committee which is currently comprised of all Independent Non-Executive Directors and is chaired by Independent Non-Executive Director, Joanne Khoo Su Nee.

The Audit and Risk Committee operates under an Audit and Risk Committee Charter which includes, but is not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and the Company's risk management systems, the identification and management of business, economic, environmental and social sustainability risk and the external audit function.

In accordance with Recommendation 4.2 of the Principles & Recommendations, before the Board approves the Company's financial statements for a financial period, it receives a declaration from the Company's Executive Chairman and Chief Financial Officer that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External Audit

The Company in general meeting is responsible for the appointment of the external auditors of the Company, and the Board on an annual basis will review the scope, performance and fees of those external auditors following the recommendation from the Audit and Risk Committee.

Audit and Non-audit fees

The amount of fees paid to the external auditors, in respect of audit and non–audit services for the year under review are as follows:

a) Audit and assurance-related fees:

	S$
Member firms of RSM International	149,476
Other audit firms auditing certain subsidiaries of the Group	5,359
Total	154,835

b) Non–audit fees

	S$
Member firms of RSM International	7,578

The Audit and Risk Committee has reviewed and is of the opinion that the non-audit services rendered during FY2022 were not substantial.

Internal Audit

The Company does not have an internal audit function and the risk management framework was not formally reviewed during the reporting period. The Board considers the Audit and Risk Committee and financial control function in conjunction with its risk management policy to be sufficient for a Company of its size and complexity.

Material Exposure to Risk

Recommendation 7.4 is that the Board should disclose whether it has any material exposure to environmental and social risks and if so, how it manages those risks. The Company believes that the following operational risks are inherent in the industry in which the Company operates, having regard to the Company's circumstances (including financial resources, prospects and size):

a) failure to retain existing clients and attract new ones;

b) failure to expand into new markets;

c) reliance on other social media platforms;

d) control by existing shareholders and liquidity of shares;

e) prevalence of related party leases;

f) joint venture arrangements risk;

Material Exposure to Risk (continued)

g) capital required for expansion; and

h) decline in growth of internet penetration and usage.

These risk areas are provided here to assist investors to understand better the nature of the risks faced by the Company and are not necessarily an exhaustive list.

The Executive Chairman and Chief Financial Officer have reported and declared in writing to the Board that the Group's management of its material business risks is effective.

Remuneration Details

The Directors are remunerated based on the provision of services provided to the Company for executive management and for their services as Directors which is stipulated in their letter of appointment. The Directors' fees are determined by the Board following the recommendation of the Remuneration Committee. Each Non–Executive Director receives a fixed fee for their services as Directors.

The remuneration structure for executive officers has regard to a number of variables, including length of service, particular experience of the individual concerned, and overall performance of the Company. The contracts for service between the Company and Directors and Executives are on a continuing basis the terms of which are not expected to change in the immediate future.

Employment contracts for Executives stipulate a range of one to three months resignation periods. Termination payments are generally not payable on dismissal for serious misconduct. The Company may terminate an employment contract without cause by providing the appropriate written notice under each contract or making payment in lieu, based upon the individual's remuneration together with a severance benefit.

Names and positions held of consolidated and parent entity key management personnel in office at any time during the financial year are:

Name	Position
Ganesh Kumar Bangah	Executive Chairman (appointed as Director 9 July 2020 and Executive Chairman 1 September 2020)
Robert William Sultan	Independent Non-Executive Director (appointed 1 September 2020)
Darren John Cooper	Independent Non-Executive Director (appointed 1 September 2020)
Joanne Khoo Su Nee	Independent Non-Executive Director (appointed 26 July 2017)

Remuneration Report

The breakdown of remuneration of the Non-Executive Directors of the Company (in percentage term) is set out below:

	Directors' fee	
Name	**2022**	**2021**
Non-Executive Directors:		
Darren John Cooper	34.24%	33.33%
Joanne Khoo Su Nee	32.88%	33.33%
Robert William Sultan	32.88%	33.33%

06.

STATEMENT BY DIRECTORS

Statement by Directors

The Directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 31 December 2022.

1. Opinion of the Directors

In the opinion of the Directors,

a) the accompanying financial statements and the consolidated financial statements are drawn up so as to give a true and fair view of the financial position and performance of the Company and, of the financial position and performance of the Group for the reporting year covered by the financial statements or consolidated financial statements; and

b) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors approved and authorised these financial statements for issue.

2. Directors

The Directors of the Company in office at the date of this statement are:

Ganesh Kumar Bangah

Darren John Cooper

Robert William Sultan

Joanne Khoo Su Nee

3. Directors' interests in shares and debentures

The Directors of the Company holding office at the end of the reporting year had no interests in shares in or debentures of the Company or other related body corporate as recorded in the register of Directors' interests in shares in or debentures kept by the Company under section 164 of the Companies Act 1967, (the "Act") except as follows:

	Direct Interest		Deemed Interest	
Name of Director and Company in which interests are held	**At beginning of the reporting year**	**At end of the reporting year**	**At beginning of the reporting year**	**At end of the reporting year**
The Company				
Netccentric Limited (Number of shares of no par value)				
Ganesh Kumar Bangah	13,475,000	12,925,000	204,940,517	204,940,517 [1]
Darren John Cooper	333,333	608,333	201,998	201,998 [2]
Robert William Sultan	333,333	608,333	–	–
(Share options to subscribe for ordinary shares of AUD 0.18 each)				
Darren John Cooper	222,222	222,222	–	–
Robert William Sultan	222,222	222,222	–	–
(Share options to subscribe for ordinary shares of AUD 0.0145 each)				
Darren John Cooper	825,000	550,000	–	–
Robert William Sultan	825,000	550,000	–	–

[1] Held under nominee account HSBC Custody Nominees (Australia) Limited.
[2] Held under nominee account Cooper Retirement Pty Ltd.

Joanne Khoo Su Nee has no interests in the shares or debentures of the Company and any related body corporates of the Company.

By virtue of Chapter 7 of the Act, Ganesh Kumar Bangah is deemed to have an interest in the Company and in all the related corporates of the Company.

4. Arrangements to enable Directors to acquire benefits by means of the acquisition of shares and debentures

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the Company is a party, being arrangements whose objects are, or one of whose objects is, to enable Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than as disclosed under "Options" in this statement.

5. Options

On 25 February 2021, the Company raised AUD 2.95 million (S$3,068,455) with the support of its lead manager Peak Asset Management, through the issue of 19,725,000 Chess Depositary Interests ("CDIs"). The Company also raised AUD 100,000 (S$102,471) from two of its Non-Executive Directors through the issue of 666,666 CDIs.

In conjunction with the fund raising exercise, the Company issued 13,150,000 and 444,444 free attached options (2 options issued for every 3 CDIs issued) to the shareholders and two of its Non-Executive Directors respectively. 120,000 options were exercised by shareholders during the financial year 2021. See Note 19.

In addition to the fund raising exercise referred to above, the Company also issued 11,000,000 and 1,650,000 share options to employees of the Group and to two of its Non-Executive Directors of the Company respectively during the financial year 2021. The share options, which have an exercise price of AUD 0.0145 per share option, have a notional grant price of AUD 0.156 per share option and were issued for nil consideration, but are subject to vesting conditions. The Company also issued 6,500,000 unlisted share options to an external party, the lead manager which assisted the Company in the fund raising exercise on 25 February 2021.

During the reporting year on 15 March 2022 and 18 March 2022, there were 550,000 options exercised by Non-Executive Directors of the Company. These were settled by a way of transfer of shares from the majority shareholder of the Company. Accordingly, the Company did not receive any cash consideration and did not issue any new shares. See Note 20.

During the reporting year, no option to take up unissued shares of the Company or other body corporate in the Group was granted except as disclosed.

During the reporting year, there were no shares issued by virtue of the exercise of an option to take up unissued shares except as disclosed.

At the end of the reporting year, there were no unissued shares under option except as disclosed.

6. Independent auditor

RSM Chio Lim LLP has expressed their willingness to accept re-appointment.

7. Report of audit and risk committee

The members of the audit and risk committee at the date of this report are as follows:

Joanne Khoo Su Nee	**(Chair of Audit and Risk Committee and Independent Non-Executive Director)**
Robert William Sultan	**(Independent Non-Executive Director)**
Darren John Cooper	**(Independent Non-Executive Director)**

7. Report of audit and risk committee (continued)

The audit and risk committee performs the functions specified by section 201B (5) of the Act. Among other functions, it performed the following:

a. Reviewed with the independent external auditors their audit plan;

b. Reviewed with the independent external auditors their evaluation of the Company's internal accounting controls that are relevant to their statutory audit, their report on the financial statements and the assistance given by the management to the auditor;

c. Reviewed the financial statements of the Group and the Company prior to their submission to the Board of Directors of the Company for adoption; and

d. Reviewed the interested person transactions.

Other functions performed by the audit and risk committee are described in the corporate governance report included in the annual report of the Company. It includes an explanation of how the independent auditor's objectivity and independence is safeguarded where the independent auditor provides non-audit services to the Group.

The audit and risk committee has recommended to the Board that the independent auditor, RSM Chio Lim LLP, be nominated for re-appointment as the independent auditor at the next annual general meeting of the Company.

8. Directors' opinion on the adequacy of internal controls

Based on the internal controls established and maintained by the Company, work performed by the external auditors, and reviews performed by management, other committees of the Board, the audit and risk committee and the Board are of the opinion that the Company's internal controls (including financial, operational, compliance and information technology controls), and risk management systems were adequate and effective as at 31 December 2022 to address the risks that the Company considers relevant and material to its operations.

9. Subsequent developments

There are no significant developments subsequent to the release of the Group's and the Company's preliminary financial statements, as announced on 28 February 2023, which would materially affect the Group's and the Company's operating and financial performance as of the date of this report.

On behalf of the Directors

....	....
Ganesh Kumar Bangah	Joanne Khoo Su Nee
Director	Director

31 March 2023

07.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

RSM Chio Lim LLP

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Wilkie Edge, Singapore 228095

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Netccentric Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the group, and statement of changes in equity of the Company for the reporting year then ended, and notes to the financial statements, including accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards ("FRSs") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the reporting year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

Key audit matters

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

Fair value of other financial liability arising out of free warrants attached to Chess Depositary Interests issued in FY2021 – derivative liability

Refer to Notes 2A and 2C for the relevant accounting policy and the critical judgements, assumptions and estimation uncertainties used in the measurement of the derivative liability carried at fair value through profit or loss ("FVTPL"). Refer to Note 24 for details of the free warrants issued in FY2021. It includes the fair value hierarchy, a description of the valuation techniques and information about the significant observable inputs used in the fair value measurement.

The fair value of the derivative liability on initial recognition in February 2021 was determined by management to be $2,680,224. This liability was subsequently carried at FVTPL. As at 31 December 2022, the fair value of the derivative liability assessed by management was $41,872 with a fair value gain of $817,621 recognised during the year. The derivative liability is classified within Level 2 of the fair value hierarchy. As the fair value gain during the year was significant and there was judgement involved in the measurement of fair value, this was a key focus area for our audit.

Management estimated the fair value of derivative liability at 31 December 2022 based on the Black-Scholes Option Pricing Model.

We reviewed management's assessment of the fair value of derivative liability as at 31 December 2022, including an assessment of management's basis for the inputs used in the Black-Scholes Option Pricing Model to determine the fair value of derivative liability. We engaged our internal valuation expert to independently assess the fair value of derivative liability as at 31 December 2022.

We also assessed the adequacy of the disclosures made in the financial statements.

Impairment of cost of investments and net receivables due from subsidiaries

Refer to Notes 2A and 2C for the relevant accounting policy and the critical judgements, assumptions and estimation uncertainties used in impairment assessment of cost of investments in subsidiaries and amount due from subsidiaries at the reporting year end. Refer to Notes 13 and 16 for the investment in subsidiaries and amount due from subsidiaries respectively.

The net cost of investments in subsidiaries and amounts due from subsidiaries were $1,078,381 and $213,638 respectively as at 31 December 2022. The net carrying amount of the investments and receivables accounted for 37% of the Company's total assets as at the end of the reporting year. As the balances are significant, they were a key focus area for our audit.

For the non-performing subsidiaries or if they have significant negative equity balances, the Company will have exposure to loss on the cost of investments in the subsidiaries and amounts due from the subsidiaries. Any impairment losses on the investments in subsidiaries and the related receivables from these subsidiaries have to be recognised in the Company's separate financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

Key audit matters (continued)

Impairment of cost of investments and net receivables due from subsidiaries (continued)

Management made a comparison of carrying values of the subsidiaries with the Company's share of net assets or liabilities of the subsidiaries to identify indications of impairment loss on these investments and related receivables. A total exposure of $864,843 was considered, comprising of an exposure on the cost of investment and net receivables from subsidiaries. The total impairment loss allowance charged to profit or loss for the year was $864,843.

We have reviewed and considered management's assessment on the recoverability of the net assets or liabilities of these subsidiaries. We have also assessed management's basis to determine potential impairment in both financial and non-financial assets of these subsidiaries. We also held discussions with management on the prospects and future plans of these subsidiaries.

We also assessed the adequacy of the disclosures made in the financial statements.

Other information

Management is responsible for the other information. The other information comprises the information included in the statement by directors and the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

Responsibilities of management and Directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and the FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 SSAs 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 financial statements.

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

a) Identify and assess the risks of material misstatement of the 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.

b) 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 Group's internal control.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) Conclude on the appropriateness of 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial 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 Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

Auditor's responsibilities for the audit of the financial statements (continued)

e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group 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 Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NETCCENTRIC LIMITED

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Naveen Sasidaran.

RSM Chio Lim LLP

Public Accountants and
Chartered Accountants
Singapore

31 March 2023

Engagement partner - effective from year ended 31 December 2020

08.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year Ended 31 December 2022

	Notes	Group 2022 S$	Group 2021 S$
Revenue	5	11,057,657	11,515,285
Cost of sales		(6,428,762)	(6,755,254)
Gross profit		4,628,895	4,760,031
Interest income		23,571	5,282
Other gains	6	855,026	1,868,099
Finance costs	7	(5,593)	(6,474)
Administrative and operating expenses	8	(6,112,390)	(7,043,273)
Other losses	6	(431,965)	(172,118)
Loss before income tax		(1,042,456)	(588,453)
Income tax expense	9	(68,898)	(225,466)
Loss, net of tax		(1,111,354)	(813,919)
Other comprehensive income (loss):			
Items that will not be reclassified to profit or loss:			
Fair value changes on financial asset at FVTOCI, net of tax	15	19,700	(443,513)
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax		33,457	17,152
Other comprehensive income (loss), net of tax		53,157	(426,361)
Total comprehensive (loss)		(1,058,197)	(1,240,280)
Loss for the year, net of tax attributable to:			
Owners of the parent		(1,075,009)	(795,816)
Non-controlling interests		(36,345)	(18,103)
		(1,111,354)	(813,919)
Total comprehensive loss for the year attributable to:			
Owners of the parent		(1,021,852)	(1,222,177)
Non-controlling interests		(36,345)	(18,103)
		(1,058,197)	(1,240,280)
Loss per share:			
Basic and diluted loss per share (cents)	10	(0.38)	(0.28)

The accompanying notes form an integral part of these financial statements.

09.

STATEMENTS OF FINANCIAL POSITION

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2022

		Group		Company	
	Notes	2022	2021	2022	2021
		S$	S$	S$	S$
ASSETS					
Non–current assets					
Plant and equipment	11	506,239	347,537	–	–
Intangible assets	12	192,270	168,129	–	–
Investments in subsidiaries	13	–	–	1,078,381	516,450
Investments in associates	14	103,057	154,591	16,932	16,932
Financial asset at FVTOCI	15	97,700	78,000	97,700	78,000
Deferred tax assets	9	39,276	50,174	–	–
Total non–current assets		938,542	798,431	1,193,013	611,382
Current assets					
Trade and other receivables	16	2,166,192	2,713,569	213,942	441,471
Other non-financial assets	17	148,151	193,441	27,022	33,332
Cash and cash equivalents	18	4,307,791	5,414,901	2,031,309	2,999,289
Total current assets		6,622,134	8,321,911	2,272,273	3,474,092
Total assets		7,560,676	9,120,342	3,465,286	4,085,474

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2022 (continued)

	Notes	Group 2022 S$	Group 2021 S$	Company 2022 S$	Company 2021 S$
EQUITY AND LIABILITIES					
Equity					
Share capital	19	14,112,365	14,112,365	14,112,365	14,112,365
Accumulated losses		(11,599,766)	(10,502,740)	(13,780,678)	(13,137,594)
Capital reserve	20C	29,329	–	29,329	–
Share option reserve	20	2,847,919	2,285,712	2,847,919	2,285,712
Fair value reserve	21	(423,813)	(443,513)	(423,813)	(443,513)
Foreign currency translation reserve	22	(302,769)	(341,129)	–	–
Equity attributable to owners of the parent		4,663,265	5,110,695	2,785,122	2,816,970
Non–controlling interests		541,468	539,593	–	–
Total equity		5,204,733	5,650,288	2,785,122	2,816,970
Non-current liability					
Lease liabilities, non-current	26	103,512	31,210	–	–
Total non-current liability		103,512	31,210	–	–
Current liabilities					
Income tax payable		97	18	–	–
Trade and other payables	23	1,583,063	2,086,091	478,648	409,011
Other financial liability	24	41,872	859,493	41,872	859,493
Other non-financial liabilities	25	509,905	385,205	159,644	–
Lease liabilities, current	26	117,494	108,037	–	–
Total current liabilities		2,252,431	3,438,844	680,164	1,268,504
Total liabilities		2,355,943	3,470,054	680,164	1,268,504
Total equity and liabilities		7,560,676	9,120,342	3,465,286	4,085,474

The accompanying notes form an integral part of these financial statements.

10.

STATEMENTS OF CHANGES IN EQUITY

STATEMENTS OF CHANGES IN EQUITY

Year Ended 31 December 2022

	Total equity	Attributable to parent sub-total	Share capital	Accumulated losses	Capital Reserve	Share option reserve	Fair value reserve	Foreign currency translation reserve	Non-controlling interests
	S$	S$	S$	S$	S$	S$	S$	S$	S$
Group:									
Current year:									
Balance at 1 January 2022	5,650,288	5,110,695	14,112,365	(10,502,740)	–	2,285,712	(443,513)	(341,129)	539,593
Changes in equity:									
Total comprehensive loss for the year	(1,058,197)	(1,021,852)	–	(1,075,009)	–	–	19,700	33,457	(36,345)
Additions to non-controlling interests in subsidiaries	180,750	–	–	–	–	–	–	–	180,750
Share-options expense (Note 20)	665,486	665,486	–	–	–	665,486	–	–	–
Forfeited share options (Note 20)	(73,950)	(73,950)	–	–	–	(73,950)	–	–	–
Transfer to capital reserve (Note 20C)	–	–	–	–	29,329	(29,329)	–	–	–
Acquisition of additional interest in a subsidiary	(159,644)	(17,114)	–	(22,017)	–	–	–	4,903	(142,530)
Balance at 31 December 2022	5,204,733	4,663,265	14,112,365	(11,599,766)	29,329	2,847,919	(423,813)	(302,769)	541,468
Previous year:									
Balance at 1 January 2021	4,421,787	3,731,881	13,797,086	(9,706,924)	–	–	–	(358,281)	689,906
Changes in equity:									
Total comprehensive loss for the year	(1,240,280)	(1,222,177)	–	(795,816)	–	–	(443,513)	17,152	(18,103)
Issue of share capital (Note 19)	490,702	490,702	490,702	–	–	–	–	–	–
Share issue expenses (Note 19)	(197,497)	(197,497)	(197,497)	–	–	–	–	–	–
Exercise of equity share options (Note 19)	22,074	22,074	22,074	–	–	–	–	–	–
Share-options expense (Note 20)	2,365,662	2,365,662	–	–	–	2,365,662	–	–	–
Forfeited share options (Note 20)	(79,950)	(79,950)	–	–	–	(79,950)	–	–	–
Dividens paid to non-controlling interest	(132,210)	–	–	–	–	–	–	–	(132,210)
Balance at 31 December 2021	5,650,288	5,110,695	14,112,365	(10,502,740)	–	2,285,712	(443,513)	(341,129)	539,593

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

Year Ended 31 December 2022 (continued)

	Total equity	Share capital	Share option reserve	Capital reserve	Fair value reserve	Accumulated losses
	S$	S$	S$	S$	S$	S$
Company:						
Current year:						
Opening balance at 1 January 2022	2,816,970	14,112,365	2,285,712	–	(443,513)	(13,137,594)
Changes in equity:						
Total comprehensive loss for the year	(623,384)	–	–	–	19,700	(643,084)
Transfer to capital reserve (Note 20C)	–	–	(29,329)	29,329	–	–
Share-options expense (Note 20)	665,486	–	665,486	–	–	–
Forfeited share options (Note 20)	(73,950)	–	(73,950)	–	–	–
Closing balance at 31 December 2022	2,785,122	14,112,365	2,847,919	29,329	(423,813)	(13,780,678)
Previous year:						
Opening balance at 1 January 2021	1,290,312	13,797,086	–	–	–	(12,506,774)
Changes in equity:						
Total comprehensive loss for the year	(1,074,333)	–	–	–	(443,513)	(630,820)
Issue of share capital (Note 19)	490,702	490,702	–	–	–	–
Share issue expenses (Note 19)	(197,497)	(197,497)	–	–	–	–
Exercise of equity share options (Note 19)	22,074	22,074	–	–	–	–
Share-options expense (Note 20)	2,365,662	–	2,365,662	–	–	–
Forfeited share options (Note 20)	(79,950)	–	(79,950)	–	–	–
Closing balance at 31 December 2021	2,816,970	14,112,365	2,285,712	–	(443,513)	(13,137,594)

The accompanying notes form an integral part of these financial statements.

11.

CONSOLIDATED STATEMENT OF CASH FLOWS

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2022

	Group	
	2022	2021
	S$	S$
Cash flows from operating activities		
Loss before tax	(1,042,456)	(588,453)
Adjustments for:		
Depreciation expense	207,550	197,622
Amortisation expense	25,500	14,010
(Gain) loss on disposal of plant and equipment	(2,587)	1,165
Fair value gain on other financial liability at FVTPL	(817,621)	(1,820,731)
Share option expense	591,536	2,285,712
Interest income	(23,571)	(5,282)
Interest expense	5,593	6,474
Foreign exchange adjustment unrealised losses	272,137	–
Operating cash flow before changes in working capital	(783,919)	90,517
Other non-financial assets	45,290	(72,714)
Trade and other receivables	682,817	(566,749)
Trade and other payables	(503,028)	797,030
Other non-financial liabilities	124,700	(76,290)
Net cash (used in) from operations	(434,140)	171,794
Income taxes paid	(193,361)	(198,364)
Net cash used in operating activities	(627,501)	(26,570)
Cash flows from investing activities		
Dividends from associate	51,534	–
Proceeds from disposal of plant and equipment	2,587	–
Interest received	23,571	5,282
Investment in financial asset at FVTOCI	–	(521,513)
Purchase of intangible assets	(55,870)	(93,873)
Purchase of plant and equipment	(210,337)	(80,098)
Net cash used in investing activities	(188,515)	(690,202)

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2022 (continued)

	Group	
	2022	2021
	S$	S$
Cash flows from financing activities		
Dividends paid to non-controlling interests	–	(132,210)
Lease liabilities – principal portion paid	(123,763)	(120,687)
Proceeds from issuance of shares	–	3,170,926
Share issue costs	–	(197,497)
Exercise of equity share options	–	22,074
Interest paid	(5,593)	(6,474)
Net cash (used in) from financing activities	(129,356)	2,736,132
Net (decrease) increase in cash and cash equivalents	(945,372)	2,019,360
Cash and cash equivalents, statement of cash flows, beginning balance	5,414,901	3,376,785
Effects of currency translation on cash and cash equivalents	(161,738)	18,756
Cash and cash equivalents, statement of cash flows, ending balance (Note 18)	4,307,791	5,414,901

The accompanying notes form an integral part of these financial statements.

12.

NOTES TO THE FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS

31 December 2022

1. General

The Company is incorporated in Singapore with limited liability. The financial statements are presented in Singapore dollars and they cover the Company (referred to as "parent") and its subsidiaries (referred to as "Group").

The Board of Directors approved and authorised these financial statements for issue on the date of the statement by Directors. The Directors have the power to amend and reissue the financial statements.

The principal activities of the Company are those of investment holding. The principal activities of its subsidiaries are described in Note 13 below.

The Company is listed on the Australian Securities Exchange ("ASX").

The registered office is: 600 North Bridge Road, #23-01 Parkview Square, Singapore 188778. The Company is situated in Singapore.

Uncertainties relating to the current economic conditions:

Management has considered the current economic conditions at the end of the reporting year and reviewed the probable impact and plausible downside scenarios. No material uncertainties were identified in connection with the reporting entity's ability to continue in operational existence for the near future.

Statement of compliance with financial reporting standards

These financial statements have been prepared in accordance with the Financial Reporting Standards ("FRSs") and the related interpretations to FRS ("INT FRS") as issued by the Singapore Accounting Standards Council. They are in compliance with the provisions of the Companies Act 1967.

Accounting convention

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in the financial reporting standards may not be applied when the effect of applying them is not material. The disclosures required by financial reporting standards may not be provided if the information resulting from that disclosure is not material.

Basis of preparation of the financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgements in the process of applying the entity's accounting policies. The areas requiring management's most difficult, subjective or complex judgements, or areas where assumptions and estimates are significant to the financial statements, are disclosed at the end of this footnote, where applicable.

1. General (continued)

Basis of presentation and principles of consolidation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries. The consolidated financial statements are the financial statements of the Group (the parent and its subsidiaries) presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee. They are de-consolidated from the date that control ceases.

Changes in the Group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the Group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as equity investments financial assets in accordance with the financial reporting standard on financial instruments.

The Company's separate financial statements have been prepared on the same basis, and as permitted by the Companies Act 1967, the Company's separate statement of profit or loss and other comprehensive income is not presented.

The financial position of the entity, its cash flows, liquidity position and borrowings are described in the notes to the financial position. In addition, the notes to the financial statements include the objectives, policies and processes for managing capital, financial risk management objectives, details of financial instruments and its exposure to credit risk and liquidity risk. The Group has net current assets of $4,369,703, including cash and cash equivalents of $4,307,791 as at 31 December 2022. Taking into consideration operational plans of the Group for 2022, the management has a reasonable expectation that the entity has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the management continues to adopt the going concern basis in preparing the financial statements.

2. Significant accounting policies and other explanatory information

2A. Significant accounting policies

Revenue and income recognition

The financial reporting standard on revenue from contracts with customers establishes a five-step model to account for revenue arising from contracts with customers. Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, trade discounts, volume rebates and changes to the transaction price arising from modifications), net of any related sales taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Revenue and income recognition (continued)

Distinct goods or services created over time – For long-term service contracts and projects for constructing, manufacturing or developing an asset, the customer value is created over time during the contract period and it is accounted for as a single performance obligation that is satisfied over time. This is because the customer simultaneously receives and consumes the benefits of the entity's performance in processing each transaction as and when each transaction is processed; the performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or the performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date. The revenue is recognised over time by using the output method.

For the output method the revenue is recognised on the basis of direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract. Output methods include methods such as milestones reached. For the output method, as a practical expedient for a performance obligation satisfied over time, if the entity has a right to invoice the customer at an amount that corresponds directly with the value to the customer of the entity's performance to date, revenue is recognised at that amount (for example, in a goods or services contract an entity may have the right to bill a fixed amount for each unit of goods or service provided).

Other income

Interest income is recognised using the effective interest method.

Government grants

Government grants are recognised at fair value when there is reasonable assurance that the conditions attaching to them will be complied with and that the grants will be received. Grants in recognition of specific expenses are recognised in profit or loss on a systematic basis over the periods necessary to match them with the related costs that they are intended to compensate. The grant related to assets is presented in the statement of financial position by recognising the grant as deferred income that is recognised in profit or loss on a systematic basis over the useful life of the asset and in the proportions in which depreciation expense on those assets is recognised.

Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute for the Singapore employees to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). Certain subsidiaries overseas have defined contribution retirement benefit plans in which employees are entitled to join upon fulfilling certain conditions. The assets of the fund may or may not be held separately from those of the entity in an independently administered fund. The entity contributes an amount equal to a fixed percentage of the salary of each participating employee.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Employee benefits (continued)

For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur.

A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

Share-based compensation

For the equity-settled share-based compensation transactions, the fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed on a straight-line basis over the vesting period is measured by reference to the fair value of the options granted ignoring the effect of non-market conditions such as profitability and sales growth targets. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. The fair value is measured using a relevant option pricing model. The expected lives used in the model are adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. At each end of the reporting year, a revision is made of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in profit or loss with a corresponding adjustment to equity. The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised. Cancellations of grants of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) are accounted for as an acceleration of vesting, therefore any amount unrecognised that would otherwise have been charged is recognised immediately in profit or loss.

Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowings. Interest expense is calculated using the effective interest rate method. Borrowing costs are recognised as an expense in the period in which they are incurred.

Foreign currency transactions

The functional currency is the Singapore dollar as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except 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. The presentation is in the functional currency.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Translation of financial statements of other entities

Each entity in the Group determines the appropriate functional currency as it reflects the primary economic environment in which the relevant reporting entity operates. In translating the financial statements of such an entity for incorporation in the combined financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and income and expense items for each statement presenting other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

Income tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss. For such items recognised outside profit or loss the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority. The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries and associates except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Subsidiaries

A subsidiary is an entity including any unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity.

In the reporting entity's separate financial statements, an investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

Associates

An associate is an entity including any unincorporated entity in which the reporting entity has a significant influence and that is neither a subsidiary nor a joint arrangement of the reporting entity. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. An investment in an associate includes goodwill on acquisition, which is accounted for in accordance with the financial reporting standard on business combinations. However the entire carrying amount of the investment is tested under the financial reporting standard on impairment, by comparing its recoverable amount (higher of value in use and fair value) with its carrying amount, whenever application of the requirements in the financial reporting standard on financial instruments indicates that the investment may be impaired.

In the consolidated financial statements, the accounting for investments in an associate is on the equity method. Under the equity method the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets. The carrying value and the net book value of the investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange. The investor's profit or loss includes its share of the investee's profit or loss and the investor's other comprehensive income includes its share of the investee's other comprehensive income. Losses of an associate in excess of the reporting entity's interest in the relevant associate are not recognised except to the extent that the reporting entity has an obligation. Profits and losses resulting from transactions between the reporting entity and an associate are recognised in the financial statements only to the extent of unrelated reporting entity's interests in the associate.

Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates are changed where necessary to ensure consistency with the policies adopted by the reporting entity. The reporting entity discontinues the use of the equity method from the date that when its investment ceases to be an associate and accounts for the investment in accordance with the financial reporting standard on financial instruments from that date. Any gain or loss is recognised in profit or loss. Any investment retained in the former associate is measured at fair value at the date that it ceases to be an associate.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Associates (continued)

In the Company's separate financial statements, an investment in an associate is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for an associate is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of an investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange.

Business combinations

A business combination is a transaction or other event which requires that the assets acquired and liabilities assumed constitute a business. It is accounted for by applying the acquisition method of accounting. The cost of a business combination includes the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, in exchange for control of the acquiree. The acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received except for any costs to issue debt or equity securities are recognised in accordance with the financial reporting standard on financial instruments. As of the acquisition date, the acquirer recognises, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree measured at acquisition-date fair values as defined in and that meet the conditions for recognition under the financial reporting standard on business combinations. If there is gain on bargain purchase, for the gain on bargain purchase a reassessment is made of the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the business combination and any excess remaining after this reassessment is recognised immediately in profit or loss.

Non-controlling interests

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant Note. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Plant and equipment

Plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is provided on a straight-line basis to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets. The useful lives are as follows:

Computer equipment	–	1 - 5 years
Furniture and fittings	–	1 - 10 years
Office and production equipment	–	1 - 10 years
Motor vehicles	–	5 years
Renovation	–	10 years
Right-of-use assets	–	3 - 5 years

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

The gain or loss arising from the derecognition of an item of plant and equipment is measured as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

Right-of-use assets

The right-of-use assets are accounted and presented as if they were owned such as plant and equipment.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Leases of lessee

A lease conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A right-of-use asset is capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. A liability corresponding to the capitalised right-of-use asset is also recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. The right-of-use asset is depreciated over the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. An interest expense is recognised on the lease liability (included in finance costs). For short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office equipment) where an accounting policy choice exists under the lease standard, the lease payments are expensed to profit or loss as incurred on a straight line basis over the remaining lease term.

Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is recognised as of the acquisition date measured as the excess of (a) over (b); (a) being the aggregate of: (i) the consideration transferred which generally requires acquisition-date fair value; (ii) the amount of any non-controlling interest in the acquiree measured in accordance with the financial reporting standard on business combinations (measured either at fair value or as the non-controlling interest's proportionate share of the acquiree's net identifiable assets); and (iii) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree; and (b) being the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed measured in accordance with the financial reporting standard on business combinations.

For the purpose of impairment testing and since the acquisition date of the business combination, goodwill is allocated to each cash-generating unit, or groups of cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree were assigned to those units or groups of units. Each unit or group of units to which the goodwill is so allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes and is not larger than a segment.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Other intangible assets

An identifiable non-monetary asset without physical substance is recognised as an intangible asset at acquisition cost if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. After initial recognition, an intangible asset with finite useful life is carried at cost less any accumulated amortisation and any accumulated impairment losses. An intangible asset with an indefinite useful life is not amortised. An intangible asset is regarded as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity.

The amortisable amount of an intangible asset with finite useful life is allocated on a systematic basis over the best estimate of its useful life from the point at which the asset is ready for use. The useful lives are as follows:

Application and intellectual property rights – 5 years

Identifiable intangible assets acquired as part of a business combination are initially recognised separately from goodwill if the asset's fair value can be measured reliably, irrespective of whether the asset had been recognised by the acquiree before the business combination. An intangible asset is considered identifiable only if it is separable or if it arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.

Carrying amounts of non-financial assets

Irrespective of whether there is any indication of impairment, an annual impairment test is performed at the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use. The carrying amount of other non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is recognised in profit or loss. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the entity becomes party to the contractual provisions of the instrument. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised and derecognised, as applicable, using trade date accounting or settlement date accounting. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. A financial liability is removed from the statement of financial position when, and only when, it is extinguished, that is, when the obligation specified in the contract is discharged or cancelled or expires.

At initial recognition the financial asset or financial liability is measured at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

Classification and measurement of financial assets:

Financial assets are classified into (1) Financial asset measured at amortised cost; (2) Financial asset that is an equity investment measured at fair value through other comprehensive income (FVTOCI); (3) Financial asset that is a debt asset instrument measured at fair value through other comprehensive income (FVTOCI); and (4) Financial asset measured at fair value through profit or loss (FVTPL). At the end of the reporting year, the reporting entity had the following financial assets:

- Financial asset measured at amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss (FVTPL), that is (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Typically trade and other receivables, bank and cash balances are classified in this category.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Financial instruments (continued)

- Financial asset that is an equity investment measured at fair value through other comprehensive income (FVTOCI): On initial recognition of an equity investment that is not held for trading, an irrevocable election may be made to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis. Fair value changes are recognised in OCI but dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. The gain or loss that is presented in OCI includes any related foreign exchange component arising on non-monetary investments (eg, equity instruments). On disposal, the cumulative fair value changes are not recycled to profit or loss but remain in reserves within equity. The weighted average or specific identification method is used when determining the cost basis of equities being disposed of.
- Financial asset measured at fair value through profit or loss (FVTPL): In addition, on initial recognition, management may irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Classification and measurement of financial liabilities:

Financial liabilities are classified and measured as at fair value through profit or loss (FVTPL) in either of the following circumstances: (1) the liabilities are managed, evaluated and reported internally on a fair value basis; or (2) the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise. All other financial liabilities are carried at amortised cost using the effective interest method. Reclassification of any financial liability is not permitted.

Cash and cash equivalents

For the statement of cash flows the item includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Fair value of measurement

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring the fair value of an asset or a liability, market observable data to the extent possible is used. If the fair value of an asset or a liability is not directly observable, an estimate is made using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (eg by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer's specific circumstances). Inputs used are consistent with the characteristics of the asset / liability that market participants would take into account. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value.

2. Significant accounting policies and other explanatory information (continued)

2A. Significant accounting policies (continued)

Fair value of measurement (continued)

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety: Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transfers between levels of the fair value hierarchy are recognised at the end of the reporting period during which the change occurred.

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements. The recurring measurements are made at each reporting year end date.

2B. Other explanatory information

Segment reporting

The Group discloses financial and descriptive information about its reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Generally, financial information is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

Provisions

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2. Significant accounting policies and other explanatory information (continued)

2C. Critical judgements, assumptions and estimation uncertainties

The critical judgements made in the process of applying the accounting policies that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities currently or within the next reporting year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

<u>Assessing expected credit loss allowance on trade receivables</u>

The assessment of the expected credit losses (ECL) requires a degree of estimation and judgement. In measuring the expected credit losses, management considers all reasonable and supportable information such as the reporting entity's past experience at collecting receipts, any increase in the number of delayed receipts in the portfolio past the average credit period, and forward looking information such as forecasts of future economic conditions. The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The carrying amount is disclosed in the note on trade and other receivables.

<u>Measurement for impairment of cost of investments and net receivables due from subsidiaries</u>

Where an investee is in net equity deficit or has suffered losses a test is made whether the cost of investments and net receivables due from the investee have suffered any impairment loss. This measurement requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the asset or liability affected. The carrying amounts of the specific asset or liability (or class of assets or liabilities) in the statement of financial position of the Company at the end of the reporting year affected by the assumptions are disclosed in Notes 13 and 16.

<u>Fair values of financial asset at FVTOCI and other financial liability at FVTPL</u>

If a financial asset or financial liability is not traded in an active market or if the quoted price is not readily and regularly available, the fair value is established by using valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. This measurement requires significant judgement. The fair value measurement requires the selection among a range of different valuation methodologies, making estimates about expected future cash flows and discount rates. The methods used and carrying amounts of the financial asset at FVTOCI and other financial liability at FVTPL are disclosed in Notes 15 and 24 respectively.

3. Related party relationships and transactions

The financial reporting standard on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

The ultimate controlling party is Ganesh Kumar Bangah, a Director and significant shareholder.

Related companies in these financial statements include the members of the ultimate controlling party's group of companies. Associates also include those that are associates of members of the ultimate controlling party's group of companies.

3A. Related party transactions:

There are transactions and arrangements between the Group and related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances and any financial guarantees are unsecured, without fixed repayment terms and interest or charge unless stated otherwise.

In addition to the transactions and balances disclosed elsewhere in the notes to the financial statements, this item includes the following:

	Group	
	2022	2021
	S$	S$
Revenue - rendering of services [1]	295,935	184,328
Cost of services [1][2]	(39,817)	(30,351)
Administrative shared costs [1][2]	3,735	4,398

(1) Includes transactions with the Commerce DotAsia Ventures Sdn. Bhd. group of companies, a firm where Ganesh Kumar Bangah, Executive Chairman and substantial shareholder of the Company, is also a Director and has substantial direct and indirect interests as a shareholder.

(2) Includes transactions with an associate of Commerce DotAsia Ventures Sdn. Bhd., where Ganesh Kumar Bangah has indirect interests as a shareholder.

3B. Key management compensation:

	Group	
	2022	2021
	S$	S$
Salaries and other short-term employee benefits	562,075	531,944
Share option expense relating to Non-Executive Directors of the Company	90,375	103,137
Share option expense relating to key management personnel of the Group	246,476	385,427

3. Related party relationships and transactions (continued)

3B. Key management compensation (continued):

The above amounts are included under employee benefits expense. Included within salaries and other short-term employee benefits in the above table are following items:

	Group	
	2022	2021
	S$	S$
Fees to Non-Executive Directors of the Company	104,857	90,582
Remuneration of key management personnel of the Group	457,218	441,362

Further information about the remuneration of individual Non-Executive Directors is provided in the report on corporate governance.

Key management personnel include the Executive Chairman and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The above amounts are for the three current Non-Executive Directors (2021: three), Executive Chairman, Chief Operating Officer, Chief Financial Officer and Chief Technology Officer.

3C. Other receivables from and other payables to related parties:

The trade transactions and the related receivables and payables balances arising from sales and purchases of goods and services are disclosed elsewhere in the notes to the financial statements.

The movements in other receivables from and other payables to related parties are as follows:

	Subsidiaries	
	2022	2021
	S$	S$
Company:		
Other receivables (payables):		
Balance at beginning of the year	27,557	(188,548)
Amounts paid out and settlement of liabilities on behalf of subsidiaries	–	233,076
Amounts paid in and settlement of liabilities on behalf of the Company	(293,365)	(6,503)
Allowance for impairment (Note 16)	(13,491)	(10,468)
Balance at end of the year	(279,299)	27,557
Presented in the statement of financial position as follows:		
Other receivables (Note 16)	66,491	309,792
Other payables (Note 23)	(345,790)	(282,235)
Balance at end of the year	(279,299)	27,557

4. Financial information by operating segment

4A. Information about reportable segment profit or loss, assets and liabilities

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by the financial reporting standard on operating segments. This disclosure standard has no impact on the reported financial performance or financial position of the reporting entity.

For management purposes, the Group is organised into the following major strategic operating segments that offer different products and services: (1) Influencer Platform, (2) Social Media Agency, (3) Performance Marketing Agency and (4) Live Commerce. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies.

The principal segments and type of products and services are as follows:

(1) Influencer platform	Enables advertisers to engage social media influencers to promote their products and services.
(2) Social media agency	Digital marketing agency specialising in social media strategy and campaign management for advertisers.
(3) Performance marketing agency	Performance marketing agency specialising in the manufacture and construction of advertising devices through any media.
(4) Live Commerce	Live commerce enabler aiming to provide merchants and their customers with a seamless and automated livestream shopping experience.

Segment revenues are allocated based on the country in which the customer is located. The Group has a large number of customers to which it provides both products and services. The Group does not rely on any single customer to a significant portion of revenues. Segment results consist of costs directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the Group are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the significant accounting policies.

4. Financial information by operating segment (continued)

4A. Information about reportable segment profit or loss, assets and liabilities (continued)

The following tables illustrate the information about revenue by business units and countries.

	2022	2021
	S$	S$
Business Units		
Influencer platform	5,946,618	6,470,005
Social media agency	2,853,359	2,481,129
Performance marketing agency	2,018,792	2,492,286
Live Commerce	238,888	71,865
Total	11,057,657	11,515,285
Country		
Malaysia	9,715,331	10,257,889
Taiwan	1,208,025	1,165,516
Singapore	134,301	91,880
Total	11,057,657	11,515,285
Information about revenues from major customers		
Top 1 customer	1,400,664	1,864,400
Top 2 customers	2,510,052	3,252,213
Top 3 customers	3,238,913	4,245,716

Management has determined the operating segments based on reports reviewed by the Board of Directors for making strategic decisions. The Board of Directors has considered the business from both a geographical and business segment perspective and has identified the above reportable segments.

The chief operating decision maker evaluates the segment information by revenue streams. The remaining cost of sales, expenses, assets and liabilities are unallocated.

5. Revenue

Revenue classified by type of service:

	Group	
	2022	2021
	S$	S$
Rendering of services	11,057,657	11,515,285

All the contracts are less than 12 months. The revenue is from rendering of services and is recognised over time. The customers are mostly commercial customers.

6. Other income and gains and (other losses)

	Group	
	2022	2021
	S$	S$
Allowance for impairment on trade receivables – (loss) reversal (Note 16)	(3,945)	215
Foreign exchange adjustment losses	(428,020)	(170,953)
Gain (loss) on disposal of plant and equipment	2,587	(1,165)
Government grants	25,643	41,291
Fair value gain on other financial liability at FVTPL (Note 24)	817,621	1,820,731
Other income	9,175	5,862
Net	423,061	1,695,981
Presented in profit or loss as:		
Other gains	855,026	1,868,099
Other losses	(431,965)	(172,118)
Net	423,061	1,695,981

7. Finance costs

	Group	
	2022	2021
	S$	S$
Interest expense	5,593	6,474

8. Administrative and operating expenses

The major components include the following:

	Group	
	2022	2021
	S$	S$
Advertising expenses	171,442	100,823
Audit fees to independent auditors of the Company	149,476	133,754
Audit fees to other independent auditors	5,359	5,385
Non-audit fees to independent auditors of the Company	7,578	69,806
Depreciation expense	207,550	197,622
Salaries and other short term employee benefits (Note 8A)	4,679,650	4,711,540
Share option expense relating to lead manager (Note 20)	–	1,281,513
Professional fees	388,525	229,914

8A. Employee benefit expenses

	Group	
	2022	2021
	S$	S$
Salaries and wages	3,613,429	3,276,991
Contributions to defined contribution plans	338,151	330,410
Other benefits	136,534	99,940
Share option expense relating to employees (Note 20)	254,685	515,635
Share option expense relating to Non-Executive Directors of the Company (Notes 3 and 20)	90,375	103,137
Share option expense relating to key management personnel of the Group (Notes 3 and 20)	246,476	385,427
Total employee benefit expenses	4,679,650	4,711,540

9. Income tax

9A. Components of income tax recognised in profit or loss include:

	Group	
	2022	2021
	S$	S$
Current tax expense:		
Current tax expense	121,282	234,642
(Over) under adjustments in respect of prior periods	(60,566)	1,193
Subtotal	60,716	235,835
Deferred tax expense (income):		
Deferred tax income	(7,822)	(10,462)
Under adjustments in respect of prior periods	16,004	93
Subtotal	8,182	(10,369)
Total income tax expense	68,898	225,466

The reconciliation of income taxes below is determined by applying the Singapore corporate tax rate. The income tax in profit or loss varied from the amount of income tax amount determined by applying the Singapore income tax rate of 17% (2021: 17%) to profit or loss before income tax as a result of the following differences:

	Group	
	2022	2021
	S$	S$
Loss before tax	(1,042,456)	(588,453)
Income tax income at the above rate	(177,218)	(100,037)
Effect of different tax rates in foreign jurisdictions	(78,786)	(44,539)
Income not subject to tax	(139,117)	(310,822)
Expenses not deductible for tax purposes	232,247	634,042
Deferred tax assets not recognised	246,585	–
Utilisation of previously unrecognised deferred tax assets	–	(92,158)
(Over) under adjustments to tax in respect of prior periods	(44,562)	1,286
Stepped income exemptions	(6,065)	–
Withholding tax	40,644	37,835
Others	(4,830)	99,859
Total income tax expense	68,898	225,466

There are no income tax consequences of dividends to owners of the Company.

9. Income tax (continued)

9B. Deferred tax expense (income) recognised in profit or loss includes:

	Group	
	2022	2021
	S$	S$
Tax loss carryforwards	(212,473)	84,241
Excess of book over tax depreciation of plant and equipment	(27,955)	(753)
Deferred tax assets not recognised	246,585	(92,158)
Others	2,025	(1,699)
Net balance	8,182	(10,369)

9C. Deferred tax asset / (liabilities) in the statement of financial position:

	Group	
	2022	2021
	S$	S$
Tax loss carryforwards	2,115,430	1,902,957
Excess of tax values of plant and equipment over net book values	58,991	31,036
Exchange differences on translating foreign operations	–	4,741
Deferred tax assets not recognised	(2,135,145)	(1,888,560)
Net balance	39,276	50,174

Deferred tax assets in respect of certain tax losses and capital allowances have not been recognised, as the future profit streams are not probable against which the deductible temporary differences can be utilised. The tax losses carried forward are mainly from the subsidiaries in Malaysia, which will expire within the year of assessments of 2026 to 2028. Temporary differences arising in connection with interests in subsidiaries and associates are insignificant.

10. Loss per share

The following table illustrates the numerators and denominators used to calculate basic and diluted loss per share of no par value:

	2022	2021
	S$	S$
A. Numerator: loss attributable to equity:		
Continuing operations:		
Total basic and diluted loss attributable to owners of the parent	(1,075,009)	(795,816)
B. Denominator: weighted average number of equity shares		
Basic and diluted	281,201,915	279,392,164

The weighted average number of equity shares refers to shares in circulation during the reporting year.

The loss per share is based on the weighted average number of ordinary shares outstanding during each reporting year.

There is no dilutive effect from the share options as they are anti-dilutive because their conversion to ordinary shares would increase earnings per share or decrease loss per share from continuing operations.

11. Plant and equipment

	Computer equipment	Furniture and fittings	Office and production equipment	Motor vehicles	Renovation	Right-of-use assets	Total
	S$	S$	S$	S$	S$	S$	S$
Group							
Cost:							
At 1 January 2021	282,733	73,246	67,650	128,657	147,270	297,587	997,143
Additions	61,912	1,627	16,072	–	487	87,886	167,984
Foreign exchange adjustments	(944)	(205)	(249)	(508)	(606)	(1,156)	(3,668)
Disposals	(1,165)	–	–	–	–	(92,965)	(94,130)
At 31 December 2021	342,536	74,668	83,473	128,149	147,151	291,352	1,067,329
Additions	64,733	17,790	15,213	41,325	71,276	205,522	415,859
Foreign exchange adjustments	(19,907)	(4,370)	(3,674)	(7,420)	(11,054)	(27,258)	(73,683)
Disposals	(12,678)	–	–	–	–	–	(12,678)
Written off	–	–	–	–	(32,686)	(187,991)	(220,677)
At 31 December 2022	374,684	88,088	95,012	162,054	174,687	281,625	1,176,150
Accumulated depreciation:							
At 1 January 2021	238,876	35,857	48,545	118,663	27,612	147,619	617,172
Foreign exchange adjustments	27,423	6,563	9,999	9,047	36,062	108,528	197,622
Depreciation for the year	(796)	(64)	(201)	(489)	(97)	(217)	(1,864)
Disposals	–	–	–	–	–	(93,138)	(93,138)

11. Plant and equipment (cotinued)

	Computer equipment	Furniture and fittings	Office and production equipment	Motor vehicles	Renovation	Right-of-use assets	Total
	S$	S$	S$	S$	S$	S$	S$
At 31 December 2021	265,503	42,356	58,343	127,221	63,577	162,792	719,792
Depreciation for the year	33,066	5,426	9,941	1,465	37,830	119,822	207,550
Foreign exchange adjustments	(16,251)	(2,901)	(3,424)	(7,420)	(6,792)	12,712	(24,076)
Disposals	(12,678)	–	–	–	–	–	(12,678)
Written off	–	–	–	–	(32,686)	(187,991)	(220,677)
At 31 December 2022	269,640	44,881	64,860	121,266	61,929	107,335	669,911
Carrying value:							
At 1 January 2021	43,857	37,389	19,105	9,994	119,658	149,968	379,971
At 31 December 2021	77,033	32,312	25,130	928	83,574	128,560	347,537
At 31 December 2022	105,044	43,207	30,152	40,788	112,758	174,290	506,239

11A. Right-to-use assets

Lease for right-to-use asset - The leases are for office premises. Other information about the leasing activities are summarised as follows - the leases prohibit the lessee from selling or pledging the underlying leased assets as security unless permitted by the owners. The average lease term is for 3 to 5 years. There are no variable payments linked to an index. There is option to extend the lease for office spaces for a further term.

There are restrictions or covenants imposed by the leases to sublet the asset to another party. The right-of-use asset can only be used by the lessee. Typically the leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to purchase the underlying leased asset outright at the end of the lease, or to extend the lease for a further term. For leases over properties the leases require those properties in a good state of repair and return the properties in their original condition at the end of the lease. Insurance, and maintenance fees on right-of-use assets are usually required under the lease contracts.

Also see Note 26.

12. Intangible assets

	Group	
	2022	2021
	S$	S$
Goodwill (Note 12A)	88,240	88,240
Other intangible assets (Note 12B)	104,030	79,889
	192,270	168,129

12A. Goodwill

	Group	
	2022	2021
	S$	S$
Cost:		
Balance at beginning of the year and at end of the year	88,240	88,240

Goodwill is allocated to cash-generating units for the purpose of impairment testing.

The goodwill arose from the Group's acquisition of Nuffnang Live Commerce Sdn Bhd ("Nuffnang Live") in 2021 and Plata and Punta Sdn Bhd ("Plata and Punta") in 2017.

The goodwill arising from the acquisition of Plata and Punta Sdn Bhd and Nuffnang Live Commerce Sdn Bhd was tested for impairment at the end of the reporting year. An impairment loss is the amount by which the carrying amount of an asset or a cash-generating unit ("CGU") exceeds its recoverable amount. The recoverable amount of an asset or a CGU is the higher of its fair value less costs of disposal or its value in use. The value in use was measured by management using the discounted cash flow method. The value in use is a recurring fair value measurement (Level 3).

The quantitative information about the value in use measurement using significant unobservable inputs for the CGU are consistent with those used for the measurement last performed and are analysed as follows:

	Inputs	
	2022	2021
CGU – Performance marketing agency		
Valuation technique and unobservable inputs		
Estimated discount rates using pre-tax rates that reflect current market assessments at the risks specific to the CGU	15%	11%
Growth rate in FY2022 (2021: FY2021) based on cashflow projections by management	2%	2%
Growth rates in FY2023 and FY2024 (2021: FY2022 and FY2023) based on industry growth forecast	3%	2%
Cash flow forecasts derived from the most recent financial budgets and plans approved by management	3 years	3 years

12. Intangible assets (continued)

12A. Goodwill (continued)

Actual outcomes could vary from above estimates. The recoverable amount has been measured based on the value in use method and it is shown above.

Management further assessed that there was no reasonably possible change as at 31 December 2022, to the key inputs above that would cause the carrying amount of the CGU to fall below its recoverable amount.

No impairment allowance was recognised because the carrying amounts of Plata and Punta Sdn Bhd and Nuffnang Live Commerce Sdn Bhd were lower than their recoverable amounts.

12B. Other intangible assets

	Application and intellectual property rights
	S$
Group	
Cost:	
At 1 January 2021	–
Additions	93,873
At 31 December 2021	93,873
Additions	55,870
Foreign exchange adjustments	(5,510)
At 31 December 2022	144,233
Accumulated amortisation:	
At 1 January 2021	–
Amortisation for the year	14,010
Foreign exchange adjustments	(26)
At 31 December 2021	13,984
Amortisation for the year	25,500
Foreign exchange adjustments	719
At 31 December 2022	40,203
Carrying value:	
At 1 January 2021	–
At 31 December 2021	79,889
At 31 December 2022	104,030

13. Investments in subsidiaries

	Company	
	2022	2021
	S$	S$
Movements during the year:		
Balance at beginning of the year	516,450	281,951
Additions	682,558	–
Contribution relating to share options issued to employees of subsidiaries (Note 20)	501,161	901,062
Other additions	–	3,321
Disposals	–	(30,600)
Allowance for impairment	(621,788)	(639,284)
Balance at end of the year	1,078,381	516,450
Carrying value in the books of the Company comprising:		
Unquoted equity shares at cost	3,188,208	2,004,489
Quasi-equity loan	202,649	202,649
Allowance for impairment	(2,312,476)	(1,690,688)
Total at cost	1,078,381	516,450
Net book value of subsidiaries	(1,343,117)	(1,299,012)
Movement in allowance for impairment:		
At beginning of the year	1,690,688	1,051,404
Impairment loss charge to profit or loss included in other losses	621,788	639,284
At end of the year	2,312,476	1,690,688

The above impairment loss arose due to the decreasing performance of certain subsidiaries.

13. Investments in subsidiaries (continued)

The subsidiaries held by the Company and the Group are listed below:

Name of subsidiaries, country of incorporation, place of operations, principal activities and independent auditors	Cost in books of Company		Effective percentage of equity held by Group	
	2022	2021	2022	2021
	S$	S$	%	%
Held by the Company				
Nom Nom Media Sdn. Bhd. [2] Malaysia Sales agent for advertising services (RSM Malaysia)	11,986	11,986	100	100
Churp Churp Media Sdn. Bhd. [2] Malaysia Provision of online advertising and management services (RSM Malaysia)	1	1	100	100
Xamble Sdn Bhd (formerly known as Netcentric Sdn Bhd) [2] Malaysia Internet advertising (RSM Malaysia)	12,207	12,207	100	100
Nuffnang Sdn. Bhd. [2] Malaysia Provision of online advertising and management services (RSM Malaysia)	1,369,290	958,497	100	100
Nuffnang Pte. Ltd. [1] Singapore Provision of online advertising and management services (RSM Chio Lim LLP)	335,639	335,639	100	100
Churp Churp Pte. Ltd. [1] Singapore Provision of online advertising and management services (RSM Chio Lim LLP)	1	1	100	100
Nuffnang- ECpod Holding Limited [3] Hong Kong Provision of online advertising and management (Cheer Link CPA Limited)	148,755	148,755	100	100

13. Investments in subsidiaries (continued)

The subsidiaries held by the Company and the Group are listed below (continued):

Name of subsidiaries, country of incorporation, place of operations, principal activities and independent auditors	Cost in books of Company		Effective percentage of equity held by Group	
	2022	2021	2022	2021
	S$	S$	%	%
Held by the Company (continued)				
Nuffnang Taiwan Limited [2] Taiwan Provision of online advertising and management (RSM Taiwan)	505,745	442,765	100	100
Plata and Punta Sdn. Bhd. [2] Manufacture and construct advertising devices (RSM Malaysia)	347,727	188,082	77	51
Dejitaru Sdn. Bhd. [3] Provision of online advertising and management (Zurin & Co.)	34	34	51	51
Nuffnang Live Commerce Sdn. Bhd. [2][4] Operate a live streaming e-commerce business platform (RSM Malaysia)	333,237	105,850	57	57
Sashimi Social Sdn. Bhd. [2] Malaysia Social media agency (RSM Malaysia)	3,321	3,321	51	51
Xamble Technologies Sdn Bhd (formerly known as NFT Technologies Sdn Bhd) [2] Malaysia Provision of end-to-end product development (RSM Malaysia)	187,335	–	86	–

13. Investments in subsidiaries (continued)

The subsidiaries held by the Company and the Group are listed below (continued):

Name of subsidiaries, country of incorporation, place of operations, principal activities and independent auditors	Cost in books of Company		Effective percentage of equity held by Group	
	2022	2021	2022	2021
	S$	S$	%	%
Held by the Company (continued)				
Xamble Creators Sdn Bhd (formerly known as Creator Superapp Sdn Bhd) [5] Malaysia Provision of creator and brand business platform	135,579	–	100	–
Held by the Subsidiaries				
Nuffnang China Limited [3] Hong Kong Internet Advertising (Cheer Link CPA Limited)	176,569	176,569	52	52
Nuffnang (Beijing) Consulting Co Ltd [3] China Internet Advertising (Beijing Yongqin CPA Co Ltd)	310,247	310,247	100	100

(1) Audited by RSM Chio Lim LLP.

(2) Audited by member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member.

(3) Other independent auditors. Audited by firms of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member.

(4) A shareholding of 42.86% (FY2021: 42.86%) is owned by Commerce DotAsia Ventures Sdn. Bhd. Commerce DotAsia Ventures Sdn. Bhd. is a firm where Ganesh Kumar Bangah, Executive Chairman and substantial shareholder of the Company, is also a Director and has substantial direct and indirect interests as a shareholder.

(5) The entity was incorporated on 18 October 2022 and is not audited as it is immaterial to the Group.

13. Investments in subsidiaries (continued)

13A. Subsidiaries with material non-controlling interests ("NCI")

The summarised financial information of the subsidiaries with non-controlling interests that are material to the Group after elimination of relevant intercompany transactions but not adjusted for the percentage ownership held by the Group is, as follows:

	Plata and Punta Sdn. Bhd.		Sashimi Social Sdn. Bhd.	
	2022	2021	2022	2021
	S$	S$	S$	S$
Profit allocated to non-controlling interests of subsidiaries during the year	17,740	36,418	46,866	34,921
Accumulated non-controlling interests of subsidiaries at the end of the reporting year	87,153	154,861	343,380	312,024

Summarised statement of financial position

	Plata and Punta Sdn. Bhd.		Sashimi Social Sdn. Bhd.	
	2022	2021	2022	2021
	S$	S$	S$	S$
Non–current assets	17,317	30,442	313,012	233,425
Current assets	768,911	861,661	938,721	967,713
Total assets	786,228	892,103	1,251,733	1,201,138
Current liabilities	(229,015)	(364,500)	(504,996)	(545,255)
Non-current liabilities	(186,351)	(211,561)	(45,962)	(19,099)
Total liabilities	(415,366)	(576,061)	(550,958)	(564,354)
Net assets	370,862	316,042	700,775	636,784

Summarised statement of comprehensive income

	Plata and Punta Sdn. Bhd.		Sashimi Social Sdn. Bhd.	
	2022	2021	2022	2021
	S$	S$	S$	S$
Revenue	2,018,792	2,514,800	2,785,210	2,466,562
Profit before income tax	99,757	93,913	147,478	116,947
Income tax expense	(24,268)	(19,591)	(51,834)	(45,679)
Total comprehensive income for the year	75,489	74,322	95,644	71,268

13. Investments in subsidiaries (continued)

13A. Subsidiaries with material non-controlling interests ("NCI") (continued)

Summarised statement of cash flow

	Plata and Punta Sdn. Bhd.		Sashimi Social Sdn. Bhd.	
	2022	2021	2022	2021
	S$	S$	S$	S$
Net cash inflow from operating activities	62,159	59,886	196,038	282,851
Net cash (outflow) inflow from investing activities	(3,271)	1,333	(104,573)	(30,114)
Net cash outflow from financing activities	(13,529)	(14,372)	(46,355)	(318,618)
Net increase (decrease) in cash and cash equivalents	45,359	46,847	45,110	(65,881)
Cash and cash equivalents at beginning of reporting year	372,443	325,596	721,273	787,154
Cash and cash equivalents at the end of the reporting year	417,802	372,443	766,383	721,273

14. Investments in associates

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Movements in carrying value:				
Balance at beginning of the year	154,591	154,591	16,932	16,932
Dividends received	(51,534)	–	–	–
Balance at end of the year	103,057	154,591	16,932	16,932
Carrying value comprising:				
Unquoted equity share	103,057	154,591	16,932	16,932
Share of net book value of associate	103,057	154,591	103,057	154,591

The listing of and information on the associate is given below:

Name of associate, country of incorporation, place of operations, principal activities and independent auditors	Cost in books of Group		Effective percentage of equity held by Group	
	2022	2021	2022	2021
	S$	S$	%	%
Nuffnang Philippines Inc. [(1)(2)]	16,932	16,932	40	40
Marketing of internet placements (Sycip Gorres Velayo & Co.)				

(1) Other independent auditors. Audited by firms of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member.

(2) Entity is in the process of being struck off.

14. Investments in associates (continued)

This associate is considered not material to the reporting entity. The summarised financial information of the associate and the amounts (and not the reporting entity's share of those amounts) based on the financial statements of the associate is as follows.

	Group	
	2022	2021
	S$	S$
Profit (loss) from continuing operations	–	–
Net assets of the associate	257,643	386,478

15. Financial asset at FVTOCI

	Group and Company	
	2022	2021
	S$	S$
Unquoted investment at FVTOCI:		
Unquoted equity shares	97,700	78,000
Balance at end of the year	97,700	78,000
Movements during the year:		
Fair value at beginning of the year	78,000	–
Addition	–	521,513
Gain (loss) recognised in other comprehensive income	19.700	(443,513)
Fair value at end of the year	97,700	78,000

On 26 May 2021, the Group acquired a 5% shareholding interest in Innovatic Commerce Solution Sdn Bhd for a consideration of RM1,551,872 (S$521,513). The Group has no significant influence and the unquoted equity shares are measured at fair value through other comprehensive income ("FVTOCI"). A fair value gain of S$19,700 (2021: fair value loss of S$443,513) was recorded in other comprehensive income during the reporting year.

The fair value measurement of the above investment is classified within Level 3.

There were no transfers between levels of the fair value hierarchy during the reporting year.

For the fair value recurrent measurements categorised within Level 3 of the fair value hierarchy, a description of the valuation techniques and information about the significant unobservable inputs used in the fair value measurement are as follows:

Level 3:

Unquoted equity shares: E-commerce industry, Malaysia

Fair Value: $97,700 (2021: $78,000).

Valuation technique: Market comparable companies.

16. Trade and other receivables

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Trade receivables:				
Outside parties	1,913,893	2,600,643	304	307
Less allowance for impairment	(15,256)	(17,089)	–	–
Subsidiaries	–	–	2,330,626	2,085,287
Less allowance for impairment	–	–	(2,183,479)	(1,953,915)
Related parties	37,131	86,115	–	–
Net trade receivables – subtotal	1,935,768	2,669,669	147,451	131,679
Other receivables:				
Outside parties	77,204	26,120	–	–
Subsidiaries (Note 3)	–	–	1,163,938	1,393,748
Less allowance for impairment	–	–	(1,097,447)	(1,083,956)
Tax recoverable	153,220	17,780	–	–
Net other receivables - subtotal	230,424	43,900	66,491	309,792
Total trade and other receivables	2,166,192	2,713,569	213,942	441,471
Movements in above allowance:				
Balance at beginning of the year	17,089	17,304	3,037,871	2,645,428
Charge (reversal) for trade receivables to profit or loss included in other losses	3,945	(215)	229,564	381,975
Charge for other receivables to profit or loss included in other losses	–	–	13,491	10,468
Used	(5,778)	–	–	–
Balance at end of the year	15,256	17,089	3,280,926	3,037,871

The expected credit losses (ECL) on the trade receivables are based on the simplified approach to measuring ECL which uses a lifetime ECL allowance approach for all such assets recognised from initial recognition of these assets. These assets are grouped based on shared credit risk characteristics and the days past due for measuring the ECL including the impact of the current economic conditions. The allowance model is based on the historical observed default rates (over a period of 36 months) over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

16. Trade and other receivables (continued)

The ageing of all the balances is as follows:

	Group			
	Gross amount		Loss allowance	
	2022	2021	2022	2021
	S$	S$	S$	S$
Trade receivables:				
Current	1,094,861	1,668,042	–	–
Past due less than three months	354,501	830,736	–	–
Past due three to six months	349,700	110,791	–	–
Past due over six months	151,962	77,189	15,256	17,089
Total	1,951,024	2,686,758	15,256	17,089

	Company			
	Gross amount		Loss allowance	
	2022	2021	2022	2021
	S$	S$	S$	S$
Trade receivables:				
Current	354,014	414,708	281,602	378,947
Past due less than three months	–	–	–	–
Past due three to six months	–	–	–	–
Past due over six months	1,976,916	1,670,886	1,901,877	1,574,968
Total	2,330,930	2,085,594	2,183,479	1,953,915

The amounts are written off when there are indications that there is no reasonable expectation of recovery or the failure of a debtor to make contractual payments over an extended period.

There are no collateral held as security and other credit enhancements for the trade receivables.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade customers is about 30 to 60 days (2021: 30 to 60 days). However, some customers take a longer period to settle the amounts.

Concentration of trade receivables customers as at the end of the reporting year:

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Top 1 customer	226,377	352,349	1,276,423	1,005,824
Top 2 customers	407,490	543,497	2,099,954	1,881,393
Top 3 customers	564,724	707,276	2,241,447	2,011,883

16. Trade and other receivables (continued)

The other receivables shown above are also subject to the ECL allowance assessment under the financial reporting standard on financial instruments. The other receivables can be graded for credit risk individually. At inception they are recorded net of any expected 12 month expected credit losses. At the end of the reporting year a loss allowance is recognised if there has been a significant increase in credit risk since initial recognition. For any significant increase or decrease in credit risk an adjustment is made to the loss allowance.

The credit risk grade assessed is based on predictive nature of the risk of loss (such as the use of internal and external ratings, audited financial statements, management accounts and cash flow projections and available published information about debtors that is available without undue cost or effort) and applying experienced credit judgement.

Other receivables are normally with no fixed terms and therefore there is no fixed maturity date. Other receivables are regarded as of low credit risk if they have a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term. Related Company other receivables are regarded as of low credit risk if they are guaranteed by the parent or a related Company with the ability to settle the amount. The methodology applied for impairment loss depends on whether there has been a significant increase in credit risk.

17. Other non-financial assets

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Contract assets (Note 17A)	–	63,181	–	–
Prepayments	83,172	65,139	27,022	31,532
Deposits to secure services	64,979	65,121	–	1,800
	148,151	193,441	27,022	33,332

17A. Contract assets

	2022	2021
	S$	S$
The amount is made up of:		
Consideration for work completed but not billed at the reporting date	–	63,181
The movements in contract assets are as follows:		
At beginning of the year	63,181	25,095
Cost incurred during the year on completed contracts	–	63,181
Transferred to trade receivables	(63,181)	(25,095)
At end of the year	–	63,181
The aggregate amount of the transaction price allocated to the performance obligations that are satisfied but not billed at the end of the reporting year: Expected to be recognised as revenue within 1 year	–	63,181

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17. Other non-financial assets (continued)

17A. Contract assets (continued)

The contract assets are for: entity's rights to consideration for work completed but not billed at the reporting date on the contracts; costs incurred to obtain or fulfil a contract with a customer; costs to obtain contracts with customers; pre-contract costs and setup costs; and the amount of amortisation and any impairment losses recognised in the reporting year. The contract assets are transferred to the receivables when the rights become unconditional.

The entity recognises revenue for each respective performance obligation when control of the product or service transfers to the customer.

Contract assets are subject to the ECL model under the financial reporting standard on financial instruments. No loss allowance was necessary as at the end of the reporting year.

18. Cash and cash equivalents

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Not restricted in use	4,307,791	5,414,901	2,031,309	2,999,289

The interest earning balances are not significant.

18A. Reconciliation of liabilities arising from financing activities:

The Group does not have any external borrowings except for lease liabilities that are not significant (Note 26). Movements in amounts due to related parties are disclosed in Note 3C.

19. Share capital

	Number of shares issued	Share capital
		S$
Group and Company		
Ordinary shares of no par value:		
Balance at 1 January 2021	262,500,000	13,797,086
Proceeds from issuance of shares at S$0.16	20,391,666	3,170,926
Proceeds allocated to derivative liability at FVTPL (Note 24)	–	(2,680,224)
Share issue expenses	–	(197,497)
Exercise of equity share options	120,000	22,074
Balance at 31 December 2021 and 31 December 2022	283,011,666	14,112,365

19. Share capital (continued)

On 25 February 2021, the Company raised AUD 2.95 million ($3,068,455) with the support of a lead manager through the issue of 19,725,000 Chess Depositary Interests ("CDIs"). The capital raised is net of share issue expenses of $197,497 paid to the lead manager for the issuance of CDIs. The Company also raised AUD 100,000 ($102,471) from two of its Non-Executive Directors through the issue of 666,666 CDIs.

In conjunction with the fund raising exercise, the Company issued 13,150,000 and 444,444 free attached options (2 options issued for every 3 CDIs issued) to the shareholders and two of its Non-Executive Directors respectively. 120,000 options were exercised by shareholders in 2021. There were no options exercised by shareholders and Non-Executive Directors during the reporting year.

Capital management:

The objectives when managing capital are to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the reporting year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity (that is, share capital and reserves).

There are no external borrowings. The debt-to-adjusted capital ratio does not provide a meaningful indicator of the risk of borrowings.

20. Share option reserve

In year 2021, in addition to the fund raising exercise referred to in Note 19, the Group also issued 11,000,000 and 1,650,000 share options to employees and two of its Non-Executive Directors of the Group respectively. The Group also issued 6,500,000 unlisted share options to an external party, the lead manager which assisted the Group in the fund raising exercise.

	Group and Company	
	2022	2021
	S$	S$
Balance at beginning of the year	2,285,712	–
Share option expense relating to placement agent	–	1,281,513
Share option expense relating to employees	665,486	1,084,149
Transfer to capital reserve	(29,329)	–
Forfeited share options	(73,950)	(79,950)
Balance at end of the year	2,847,919	2,285,712
The expense is allocated in the profit or loss as follows:		
Administrative expenses	591,536	2,285,712

20. Share option reserve (continued)

Out of the $591,536 (2021: $2,285,712) share based expense incurred during the year, $90,375 (2021: $1,384,650) was recorded in the books of the Company and $501,161 (2021: $901,602) was recorded in the books of the respective subsidiaries where the grant recipients are employed. The Company recorded an increase in the costs of investment in subsidiaries resulting from the expense relating to employees of subsidiaries. Refer to Note 13.

20A. Activities under the share options scheme:

The outstanding number of options at the end of the reporting year was:

Exercise price	Grant date	Exercise period	Number of options outstanding	
			2022	2021
AUD 0.18 (S$0.19)	3 March 2021	From 3 March 2022 to 1 September 2023	6,500,000	6,500,000
AUD 0.0145 (S$0.0149)	27 May 2021	From 1 January 2022 to 1 January 2024	11,141,666[(1)]	12,150,000

(1) During the reporting year, 458,334 (2021: 500,000) options lapsed due to a non-key management personnel that held the options having left the employment of the Group before they had vested.

The following table summarises information about Director share options outstanding at the end of the reporting year under the share options scheme:

Participants	Grants in 2021	Grants from start of scheme to end of 2022	Vested and exercised from start of scheme to end of 2022	Balance at 31.12.2022
Non-Executive Directors of the Company				
(Share options to subscribe for ordinary shares of AUD 0.0145 (S$0.0149) each)				
Robert William Sultan	825,000	825,000	(275,000)	550,000
Darren John Cooper	825,000	825,000	(275,000)	550,000
Total	1,650,000	1,650,000	(550,000)	1,100,000

20. Share option reserve (continued)

20B. Accounting for the share options:

The estimate of the grant date fair value of each option issued in the prior year was based on the Black-Scholes option pricing model (Level 2). In order to approximate the expectations that would be reflected in a current market or negotiated exchange price for these options, this model takes into account several factors and assumptions.

The following assumptions were used:

	2021
Range of share price	\$0.14 – \$0.31
Range of exercise price	\$0.015 – \$0.187
Risk-free annual interest rates	0.12% to 0.40%
Volatility expected	79% - 113%
Expected option term of years	1.7 – 3.8

20C. Capital reserve

The capital reserve represents the accumulation of the value of employee services received by the Company, in respect of share options exercised to date.

21. Fair value reserve

	Group and Company	
	2022	2021
	S\$	S\$
Balance at beginning of the year	(443,513)	–
Fair value gain (loss) on financial asset at FVTOCI (Note 15)	19,700	(443,513)
Balance at end of the year	(423,813)	(443,513)

22. Foreign currency translation reserve

	Group	
	2022	2021
	S\$	S\$
Balance at beginning of the year	(341,129)	(358,281)
Exchange differences on translating foreign operations	33,457	17,152
Acquisition of additional interest in a subsidiary	4,903	–
Balance at end of the year	(302,769)	(341,129)

23. Trade and other payables

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Trade payables:				
Outside parties and accrued liabilities	1,327,926	1,922,156	87,187	68,507
Subsidiaries	–	–	45,671	58,269
Trade payables – subtotal	1,327,926	1,922,156	132,858	126,776
Other payables:				
Outside parties	255,137	163,935	–	–
Subsidiaries (Note 3)	–	–	345,790	282,235
Other payables - subtotal	255,137	163,935	345,790	282,235
Total trade and other payables	1,583,063	2,086,091	478,648	409,011

24. Other financial liability

	Group and Company	
	2022	2021
	S$	S$
Derivative liability at fair value through profit or loss (“FVTPL”) (Note 24A)	41,872	859,493

24A. Derivative liability at fair value through profit or loss (“FVTPL”)

The derivative liability arose on the issuance of the free attached warrants issued as part of the fund raising exercise during the prior year. See Note 19. The fair value of the derivative liability on initial recognition was determined by management to be $2,680,224. This liability was subsequently carried at FVTPL as at 31 December 2021 and 31 December 2022. A fair value gain of $817,621 (2021: $1,820,731) was recorded in the profit or loss statement under other gains during the reporting year. See Note 6.

The fair value measurement of the above liability is classified within Level 2 of the fair value hierarchy.

There were no transfers between levels of the fair value hierarchy during the reporting year.

For the fair value recurrent measurements categorised within Level 2 of the fair value hierarchy, a description of the valuation techniques and information about the significant unobservable inputs used in the fair value measurement are as follows:

Level 2:

Instrument: Derivative liability at FVTPL
Fair Value: $41,872 (2021: $859,493).
Valuation technique: Black-Scholes option pricing model.

24. Other financial liability (continued)

24A. Derivative liability at fair value through profit or loss ("FVTPL") (continued)

The following assumptions were used:

	2022	2021
Range of share price	S$0.07	S$0.14 – S$0.31
Range of exercise price	S$0.164	S$0.015 – S$0.187
Risk-free annual interest rates	3.25% to 4.50%	0.12% to 0.40%
Volatility expected	74% - 100%	79% - 113%
Expected option term of years	0.669	1.7 – 3.8

25. Other non-financial liabilities

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Contract liabilities (Note 25A)	350,261	385,205	–	–
Contingent liability (Note 25B)	74,035	–	74,035	–
Payable arising from pending share issuance (Note 25B)	85,609	–	85,609	–
	509,905	385,205	159,644	–

25A. Contract liabilities

	2022	2021
	S$	S$
The amount is made up of:		
Advance consideration received from customers	350,261	385,205
The movements in contract liabilities are as follows:		
At beginning of the year	385,205	461,495
Consideration received or receivable	350,261	385,205
Performance obligation satisfied - revenue recognised	(385,205)	(461,495)
At end of the year	350,261	385,205
The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting year:		
Expected to be recognised within 1 year	350,261	385,205

25. Other non-financial liabilities (continued)

25B. Contingent liability payable and payable arising from pending share issuance

On 21 December 2022, the Group increased its shareholding in its majority owned subsidiary Plata and Punta Sdn Bhd ("P&P") from 51% to 77% by way of a share swap arrangement with the existing co-founders of P&P ("vendors").

The consideration transferred was as follows:

	2022
	S$
Consideration transferred:	
Payable arising from pending share issuance	85,609
Contingent liability	74,035
Total consideration transferred	159,644

The consideration for the share swap is an aggregate amount of up to a maximum of 2,289,160 shares, half of which (1,144,580 shares) will be issued upfront by 31 December 2023. The issuance of new shares will be satisfied by the allotment of Chess Depositary Interests ("CDIs"), each CDI representing 1 ordinary share in the issued and paid-up capital of the Company.

The issuance of the remainder of 1,144,580 shares is subject to the achievement of certain earn-out performance milestones linked to financial year ending 31 December 2023 in respect of revenue and earnings before interest, tax, depreciation and amortisation ("EBITDA") targets of P&P.

The above liability amount in respect of the contingent liability is the measured fair value (Level 3) of this arrangement at the acquisition date. Subsequent adjustments to the consideration are recognised against the cost of the acquisition only to the extent that they arise from new information obtained within the measurement period of not more than twelve months about the fair value at the date of acquisition. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss. No adjustment is required for contingent consideration classified as equity.

Management has estimated the fair value of this liability, taking into account the likelihood of the milestones being met by P&P.

26. Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

	Group	
	2022	2021
	S$	S$
Lease liabilities, current	117,494	108,037
Lease liabilities, non-current	103,512	31,210
	221,006	139,247

26. Lease liabilities (continued)

A summary of the maturity analysis of lease liabilities is disclosed in Note 27D. Total cash outflows from leases are shown in the statement of cash flows. The related right-of-use assets are included in plant and equipment and disclosed in Notes 11 and 11A.

The lease liabilities above do not include the short-term leases of less than 12 months and leases of low-value underlying assets. Variable lease payments which do not depend on an index or a rate or based on a percentage of revenue are not included from the initial measurement of the lease liabilities and the right-of-use assets.

Lease liabilities under lease arrangements are secured by the right-of-use assets because these will revert to the lessor in the event of default.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The weighted average incremental borrowing rate applied to lease liabilities recognised is 3.47% (2021: 2.81%) per year.

27. Financial Instruments: Information on financial risks

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
Financial assets:				
Financial assets at amortised cost	6,320,763	8,110,690	2,245,251	3,440,760
Financial asset at FVTOCI	97,700	78,000	97,700	78,000
At end of the year	6,418,463	8,188,690	2,342,951	3,518,760
Financial liabilities:				
Financial liabilities at amortised cost	1,804,069	2,225,338	478,648	409,011
Financial liability at FVTPL	41,872	859,493	41,872	859,493
At end of the year	1,845,941	3,084,831	520,520	1,268,504

Further quantitative disclosures are included throughout these financial statements.

27A. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate, currency risk and price risk exposures. Management has certain practices for the management of financial risks. However these are not formally documented in written form. The guidelines include the following:

1. Minimise interest rate, currency and credit risk for all kinds of transactions.
2. All financial risk management activities are carried out and monitored by senior management staff.

27. Financial Instruments: Information on financial risks (continued)

27A. Financial risk management (continued)

3. All financial risk management activities are carried out following acceptable market practices.

There have been no changes to the exposures to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

27B. Fair values of financial instruments

The analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 are disclosed in the relevant notes to the financial statements. These include the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

27C. Credit risk on financial assets

Financial assets principally relate to cash balances with banks, cash equivalents, receivables and other financial assets at amortised cost. They are potentially subject to credit risk due to failures by counterparties to discharge their obligations in full or in a timely manner. The maximum exposure to credit risk is the total of the fair value of the financial assets at the end of the reporting year. Credit risk on cash balances and any other financial instruments with banks and other financial institutions is limited because the counter-parties are entities with acceptable credit ratings. For expected credit losses (ECL) on financial assets, the general approach (three-stage approach) in the financial reporting standard on financial instruments is applied to measure the ECL allowance. Under this general approach the financial assets move through the three stages as their credit quality change. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL unless the assets are considered credit impaired. However, for trade receivables that do not contain a significant financing component or when the reporting entity applies the practical expedient of not adjusting the effect of a significant financing component, the reporting entity applies the simplified approach in calculating ECL as is permitted by the financial reporting standard on financial instruments. Under the simplified approach, the reporting entity does not track changes in credit risk, but instead recognises the loss allowance at an amount equal to lifetime ECL at initial recognition and throughout its life at each reporting date. For the credit risk on the financial assets an ongoing credit evaluation is performed on the financial condition of the debtors and any loss is recognised in profit or loss. Reviews and assessments of credit exposures in excess of designated limits are made. Renewals and reviews of credits limits are subject to the same review process.

Note 18 discloses the cash and cash equivalents balances. Cash and cash equivalents are also subject to the impairment requirements of the standard on financial instruments. There was no identified impairment loss.

27. Financial Instruments: Information on financial risks (continued)

27D. Liquidity risk - financial liabilities maturity analysis

The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. There are no liabilities other than lease liabilities contracted to fall due after twelve months at the end of the reporting year. The average credit period taken to settle trade payables is about 60 days (2021: 60 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

The following table analyses the non-derivative financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows).

	Less than one year	One to five years	Total
	S$	S$	S$
Non-derivative financial liabilities:			
Group			
2022:			
Gross lease liabilities	123,080	107,920	231,000
Trade and other payables	1,583,063	–	1,583,063
At end of the year	1,706,143	107,920	1,814,063
2021:			
Gross lease liabilities	111,388	31,513	142,901
Trade and other payables	2,086,091	–	2,086,091
At end of the year	2,197,479	31,513	2,228,992
Company			
2022:			
Trade and other payables	478,648	–	478,648
At end of the year	478,648	–	478,648
2021:			
Trade and other payables	409,011	–	409,011
At end of the year	409,011	–	409,011

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27. Financial Instruments: Information on financial risks (continued)

27E. Interest rate risk

Interest rate risk arises on interest-bearing financial instruments. The interest from financial assets is not material.

27F. Foreign currency risks

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency that is a currency other than the functional currency in which they are measured. Currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency as defined in the financial reporting standard on financial instruments disclosures.

Analysis of significant amounts denominated in non-functional currencies:

	Australian Dollars	Great British Pounds	United States Dollars	Total
	S$	S$	S$	S$
Group				
2022:				
Financial assets:				
Cash and cash equivalents	1,512,011	131,400	354,431	1,997,842
Loans and receivables	–	–	4,188	4,188
Total financial assets	1,512,011	131,400	358,619	2,002,030
2021:				
Financial assets:				
Cash and cash equivalents	2,397,578	147,710	356,640	2,901,928
Total financial assets	2,397,578	147,710	356,640	2,901,928

	Australian Dollars	Great British Pounds	Malaysian Ringgit	United States Dollars	Total
	S$	S$	S$	S$	S$
Company					
2022:					
Financial assets:					
Cash and cash equivalents	1,512,011	131,400	–	354,431	1,997,842
Loans and receivables	–	–	29,818	4,188	34,006
Total financial assets	1,512,011	131,400	29,818	358,619	2,031,848
Financial liabilities:					
Trade and other payables	14,018	–	388,848	1,289	404,155
Total financial liabilities	14,018	–	388,848	1,289	404,155
Net financial assets (liabilities) at end of the year	1,497,993	131,400	(359,030)	357,330	1,627,693

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27. Financial instruments: Information on financial risks (continued)

27F. Foreign currency risks (continued)

Analysis of significant amounts denominated in non-functional currencies (continued):

	Australian Dollars	Great British Pounds	Malaysian Ringgit	United States Dollars	Total
	S$	S$	S$	S$	S$
Company					
2021:					
Financial assets:					
Cash and cash equivalents	2,397,578	147,710	–	356,640	2,901,928
Loans and receivables	–	–	31,941	4,214	36,155
Total financial assets	2,397,578	147,710	31,941	360,854	2,938,083
Financial liabilities:					
Trade and other payables	4,429	–	338,739	1,297	344,465
Total financial liabilities	4,429	–	338,739	1,297	344,465
Net financial assets (liabilities) at end of the year	2,393,149	147,710	(306,798)	359,557	2,593,618

There is exposure to foreign currency risk as part of normal business.

Sensitivity analysis:

	Group		Company	
	2022	2021	2022	2021
	S$	S$	S$	S$
A hypothetical 10% strengthening in the exchange rate of the functional currency S$ against AUD with all other variables held constant would have an adverse effect on pre-tax profit of	(151,201)	(239,758)	(149,799)	(239,315)
A hypothetical 10% strengthening in the exchange rate of the functional currency S$ against GBP with all other variables held constant would have an adverse effect on pre-tax profit of	(13,140)	(14,771)	(13,140)	(14,771)
A hypothetical 10% strengthening in the exchange rate of the functional currency S$ against USD with all other variables held constant would have an adverse effect on pre-tax profit of	(35,862)	(35,664)	(35,733)	(35,956)
A hypothetical 10% strengthening in the exchange rate of the functional currency S$ against MYR with all other variables held constant would have a favourable effect on pre-tax profit of	NA	NA	35,903	30,680

The above table shows sensitivity to the hypothetical percentage variations in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction.

27. Financial instruments: Information on financial risks (continued)

27F. Foreign currency risks (continued)

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each currency to which the entities within the group have significant exposure at end of reporting year. The analysis above has been carried out on the basis that there are no hedged transactions.

28. Acquisition of subsidiary

On 26 July 2022, the Company entered into a joint venture agreement with another party and established a new company Xamble Technologies Sdn Bhd (formerly known as NFT Technologies Sdn Bhd) "Xamble Technologies". The Company invested $187,335 into Xamble Technologies for 86% of the share capital. The investment was classified as a subsidiary (also see Note 13 for principal activities) on that date. The transaction was accounted for by the acquisition method of accounting.

The non-controlling interests in the subsidiary as at the date of acquisition was measured based on the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

29. Contingent liabilities

	2022	2021
	S$	S$
Undertaking to support subsidiaries with deficits	4,365,037	4,015,112

30. Changes and adoption of financial reporting standards

For the current reporting year the Singapore Accounting Standards Council issued new or revised financial reporting standards. These applicable new or revised standards did not require any material modification of the measurement methods or the presentation in the financial statements. Those applicable to the reporting entity are listed below.

FRS No.	Title
FRS 16	Property, Plant and Equipment: Proceeds before Intended Use – Amendments to
FRS 103	Definition of a Business - Reference to the Conceptual Framework – Amendments to
FRS 116	Covid-19 Related Rent Concessions beyond 30 June 2021 – Amendments to
Various	Annual Improvements to FRSs 2018-2020 - Amendments to FRS 101 First-time Adoption of FRS; FRS 109 Financial Instruments; FRS 116 Leases; and FRS 41 Agriculture

31. New or amended standards in issue but not yet effective

For the future reporting years the Singapore Accounting Standards Council issued certain new or revised financial reporting standards and these will only be effective for future reporting years. The transfer to the applicable new or revised standards from the effective dates is not expected to result in any material modification of the measurement methods or the presentation in the financial statements for the following reporting year from the known or reasonably estimable information relevant to assessing the possible impact that application of the new or revised standards may have on the entity's financial statements in the period of initial application. Those applicable to the reporting entity for future reporting years are listed below.

FRS No.	Title	Effective date for periods beginning on or after
FRS 1	Presentation of Financial Statements-amendment relating to Classification of Liabilities as Current or Non-current	1 January 2023
FRS 1	Disclosure of Accounting Policies - Amendments to FRS 1 and FRS Practice Statement 2 Making Materiality Judgements	1 January 2023
FRS 8	Definition of Accounting Estimates - Amendments to	1 January 2023

13. ADDITIONAL INFORMATION

The securityholder information set out below was applicable as at 15 March 2023.

Analysis of number of equity security holders by size of holding:

Size of Holding	Number of Holders of Ordinary Securities	Number of Ordinary Securities	% of Issued Ordinary Securities	Numbers of Holders of Options	Number of Options	% of Issued Options
above 0 up to and including 1,000	65	1,453	0.00%	–	–	–
above 1,000 up to and including 5,000	81	266,827	0.09%	–	–	–
above 5,000 up to and including 10,000	93	773,926	0.27%	7	62,664	0.20%
above 10,000 up to and including 100,000	176	6,521,089	2.31%	85	3,969,004	12.76%
above 100,000	82	275,448,371	97.33%	65	27,084,442	87.04%
Total	497	283,011,666	100.00%	157	31,116,110	100.00%
Unmarketable Parcels	162					

Based on the price per security, number of holders with an unmarketable holding: 162, with total 355,331, amounting to 0.13% of Issued Capital.

SUBSTANTIAL HOLDERS

The substantial holder in the Company is set out below:

Name of Holder	Ordinary Shares Hold
Ganesh Kumar Bangah	217,865,517

[1] Held under own name and nominee account HSBC Custody Nominees (Australia) Limited

Voting rights

The Company has the following securities on issue: (i) CHESS Depository Interests ("CDI") and (ii) unlisted options. The unlisted options do not have voting rights. The voting rights attached to the CDI's are set out below:

As CDI holders are not the legal owners of underlying Shares, CHESS Depositary Nominees ("CDN"), which holds legal titles to the Shares underlying the CDIs, is entitled to vote at shareholder meetings of the Company on the instruction of the CDI holders on a poll, not on a show of hands. CDI holders are entitled to give instructions for one vote for every underlying Share held by CDN. Any notice of meeting issued to CDI holders will include a form permitting the holder to direct CDN to cast proxy votes in accordance with the holder's instructions.

Listing Rules 3.13.1 and 14.3

In accordance with Listing Rule 3.13.1 and Listing Rule 14.3, the Annual General Meeting ("AGM") of Netccentric Limited is scheduled for 30 May 2023.

Nominations for election of Directors at the AGM must be received not less than 30 business days before the date of the AGM, being no later than 17 April 2023.

EQUITY SECURITY HOLDERS

Twenty largest quoted equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

Rank	Name	No. of Shares	% of Issued shares
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	127,671,490	45.11%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	78,835,023	27.86%
3	MR GANESH KUMAR BANGAH	12,925,000	4.57%
4	CITICORP NOMINEES PTY LIMITED	10,374,932	3.67%
5	"BNP PARIBAS NOMS PTY LTD <DRP>"	5,433,646	1.92%
6	MR MARK ANTHONY BROGLIO	2,800,000	0.99%
7	TASEC NOMINEES (TEMPATAN) SDN. BHD.	2,500,000	0.88%
8	TASEC NOMINEES (ASING) SDN BHD	2,300,000	0.81%
9	FACOORY INVESTMENTS (QLD) PTY LTD	2,125,000	0.75%
10	HUI WEN YANG	1,925,103	0.68%
11	KARISHMA THAKURDAS JETHWANI	1,500,000	0.53%
12	MR NHAN PHAM	1,330,196	0.47%
13	MR MARK BROGLIO	1,190,000	0.42%
14	MR ROBERT GERARD STARCEVICH <STARCEVICH FAMILY A/C>	1,129,331	0.40%
15	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	1,091,626	0.39%
16	PUJARA SUPERANNUATION FUND PTY LTD <PUJARA SF A/C>	1,000,000	0.35%
17	MS SOO WAH TAN	970,000	0.34%
18	MR MATTHEW REGOS & MRS SILVIA LISA REGOS <REGOS FAMILY A/C>	919,500	0.32%
19	MR YULIANG FAN	901,839	0.32%
20	MR NHAN VAN PHAM	849,000	0.30%
	Total	257,771,686	91.08%
	Balance of register	25,239,980	8.92%
	Grand total	283,011,666	100.00%

UNQUOTED EQUITY SECURITY HOLDERS

The Company has 31,116,110 unlisted options on issue.

ON-MARKET BUY-BACK

At the Company's last Annual General Meeting on 26 May 2022, shareholders approved an On-Market Share Buyback Mandate to remain in force until the date of the next Annual General Meeting. Although the Directors have not yet initiated any buy-back activity, this initiative remains under an important capital management tool for the Company and may be activated taking into account the Company's security price as traded on the ASX, ongoing working capital requirements of the business, and the likely up-front cash consideration component required for any business acquisitions being actively contemplated, investigated or pursued by the Company.

Netccentric Limited

Registration No: 200612086W

For more information please visit:

NETCCENTRIC.COM