ANNUAL REPORT

OIO HOLDINGS LIMITED

2022

CONTENTS

CORPORATE INFORMATION

Company Registration Number:	201726076W
Registered Office:	16 Arumugam Road #01-03 LTC Building D Singapore 409961
Company Website:	https://oio.holdings
Investor Relations Contact:	enquiry@oio.sg
Board Of Directors:	Fan Chee Seng (Executive Chairman) Yusaku Mishima (Executive Director) Foo Kia Juah (Lead Independent Non-Executive Director) Chong Kah Nam (Independent Non-Executive Director) Tee Hian Chong (Independent Non-Executive Director)
Company Secretary:	Pan Mi Keay Wong Sien Ting (appointed on 21 October 2022)

CORPORATE INFORMATION

Share Registrar and Share Transfer Office:	Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) 80 Robinson Road #02-00 Singapore 068898
Audit Committee:	Chong Kah Nam (Chairman) Tee Hian Chong Foo Kia Juah
Nominating Committee:	Foo Kia Juah (Chairman) Tee Hian Chong Chong Kah Nam
Remuneration Committee:	Foo Kia Juah (Chairman) Tee Hian Chong Chong Kah Nam

CORPORATE INFORMATION

Independent Auditor:	Foo Kon Tan LLP Public Accountants and Chartered Accountants 1 Raffles Place #04-61/62 One Raffles Place Tower 2 Singapore 048616 Partner-in-charge: Ong Soo Ann (since the financial year ended 31 December 2021)
Listing Information:	Share Listing: Singapore Exchange Ltd Stock Code: KUX
Sponsor:	PrimePartners Corporate Finance Pte. Ltd. 16 Collyer Quay, #10-00 Collyer Quay Centre Singapore 049318

On behalf of the Board of Directors (the "Board") of OIO Holdings Limited ("OIO" or the "Company" and together with its subsidiaries, the "Group"), we are pleased to present to you the Group's annual report for the financial year ended 31 December 2022 ("FY2022").

In the last financial year, the Group expanded its blockchain technology services with the acquisition of Moonstake Pte Ltd and its subsidiary, Moonstake Limited (collectively, "Moonstake Group") on 31 May 2021. Moonstake Group is in the business of providing staking-related wallet services for digital assets to retail customers, as well as research and software development services related to blockchain-based finance including staking to enterprise customers.

Following the completion of the acquisition of Moonstake Group, the staking business generated S$3.4 million revenue for FY2022, which was the main contributor to the revenue generated from the blockchain technology services segment of S$3.5 million.

In FY2022, OIO completed the disposal of shares in DLF Engineering Pte Ltd, and applied for creditors' voluntary liquidation for its remaining mechanical and electrical ("M&E") engineering services subsidiaries, being DLF Pte Ltd and DLF Prosper Venture Pte Ltd. These are in alignment with OIO's intention to exit the unprofitable M&E engineering services business segment entirely in order to focus its resources wholly on its growing blockchain technology business moving forward.

BUSINESS REVIEW

The Group's operating environment for the FY2022 makes up of 2 segments, namely the blockchain technology services and the M&E engineering services segments.

In 2022, the collapse of several major cryptocurrency firms, coupled with the weakened cryptocurrency prices, resulted in reduced investors' appetite for cryptocurrency and in-turn impacted the revenue from the staking business of the Group especially for 2H 2022. The overall revenue registered by the Group decreased by S$1.4 million or 28.8% to S$3.6 million in FY2022, from S$5.0 million in FY2021, mainly attributable to lower digital wallets and staking services by S$0.8 million as a result of lower market prices of crypto assets due to weakened cryptocurrency market in FY2022. In addition, the lower overall revenue was partly attributable to lower M&E services by S$0.4 million following the shift in business growth towards a focus on blockchain agency, consulting and staking services by the Group.

Correspondingly, the Group's gross profit was S$2.8 million in FY2022, compared with S$4.2 million in FY2021. The full year net loss broadened from S$1.1 million in FY2021 to S$12.6 million in FY2022, mainly attributable to the downturn in the cryptocurrency market, which resulted in a decrease in revenue mentioned of S$1.4 million, higher expenses incurred for staff cost of S$1.1 million, higher marketing expenses of S$0.4 million, higher amortisation of software development cost of S$0.2 million, higher impairment loss on crypto assets of S$2.7 million, and an impairment loss on goodwill amounting to S$5.4 million in FY2022.

DIVIDENDS

In view of the loss position, the Board is not recommending a dividend for FY2022.

OUTLOOK FOR 2023

2022 was marred by the bankruptcies of some of the biggest names like FTX, Luna and Celsius. As a result of these controversies experienced, clearer regulation of digital assets across the blockchain industry is widely expected to be implemented in the near term[1]. In addition, the completion of the long anticipated Ethereum Merge[2] in September 2022 is expected to bode well for the long-term development of blockchain and cryptocurrency industry. As the industry goes through this transition, market volatility will stay on the high side. Nevertheless, the fundamentals of cryptocurrency and blockchain have not changed, and it is expected that they will continue to grow in relevance.

Following the acquisition of Moonstake Group on 31 May 2021, we are confident that business synergies between the blockchain business and staking solutions will continue to strengthen and contribute positively to the performance of the Group moving forward. The Group will continue to ramp-up its efforts to focus on staking, and research and development projects with positive cash flows and to further develop a suite of blockchain technology services products.

In FY2022, the Group raised US$1,490,000 from the issuance of convertible notes. Utilising a part of the proceeds from the exercise, the Group continues to work on various initiatives in the fast-moving blockchain and digital asset sectors for our long-term growth. In addition, the Group will continue to explore various additional funding options depending on the market conditions as well as the nature of the growth investment in the blockchain technology services business segment.

The Group adopts a prudent risk management approach to mitigate the market price risk of crypto assets and does not hold or acquire crypto assets for speculative purposes.

APPRECIATION

On behalf of the Board, I would like to thank our management and staff for their contribution, understanding and dedication in helping the Group to overcome the many obstacles. Despite the challenging FY2022, I would also like to express my gratitude to our customers and business partners for their support and faith in us. I look forward to working together with everyone to continue building on the trust and confidence of our business.

We appreciate all stakeholders and shareholders' trust towards a better future for OIO in the years to come.

OIO Holdings Limited
Fan Chee Seng
Executive Chairman

[1] Reuters – Britain's first crypto regulations to set 'robust' standards (https://www.reuters.com/markets/currencies/britains-first-crypto-regulations-set-robust-standards- 2023-01-31/)
[2] CoinDesk - JPMorgan Sees Crypto Retail Demand Improving, End of 'Intense' Deleveraging Phase (https://www.coindesk.com/markets/2022/07/21/jpm-sees-crypto-retail-demand-improving-end-of-intense-deleveraging-phase/)

OPERATION AND FINANCIAL REVIEW

Our Group is a Singapore-based blockchain service provider. Our blockchain technologiy services comprise (1) blockchain agency and consulting services, and (2) staking services.

Our Group operates as a provider of blockchain agency and consulting services and it relates to sales agency services to blockchain companies in respect of their blockchain-related products and services, software development outsource agency services to blockchain companies for their software development projects, consultancy services to blockchain companies in respect of the strategy, sales and marketing, technology and operation of their blockchain-related products, and commercialization of blockchain-related products.

In addition to blockchain agency and consulting services, our Group also provides staking services which relate to provision of digital wallets and staking services to retail customers, as well as research and development services to enterprise customers in relation to their staking and decentralized finance businesses. The staking services are provided by our wholly owned subsidiaries Moonstake Pte Ltd and Moonstake Limited (collectively, "Moonstake Group"), which was acquired by our Group on 31 May 2021.

Our Group also operated as a sub-contractor for mechanical and electrical (M&E) engineering services and project management services. In alignment with the Group's intention to exit the M&E engineering services and management services business segments to focus its resources on its growing blockchain technology services business segment, all the remaining entities under the M&E engineering services business segment within the Group were placed under creditors' voluntary liquidation or disposed in FY2022.

Revenue and Expenses

Total revenue was approximately S$3.6 million in FY2022, a decrease of 28.8% as compared to FY2021. The revenue from staking services registered was lower by approximately S$1.0 million from S$4.4 million in FY2021 to S$3.4 million in FY2022, mainly attributable to lower digital wallets and staking services by approximately S$0.8 million as a result of lower market prices of crypto assets due to weakened cryptocurrency market in FY2022 compared to FY2021, and lower research and development services by approximately S$0.3 million. The lower revenue from staking services was partly offset by higher agency service fee by approximately S$0.1 million. The revenue from Moonstake Pte Ltd and Moonstake Limited only commenced from the month of June 2021 since the acquisition was completed on 31 May 2021. The revenue generated from the M&E engineering services was also lower by approximately S$0.4 million as compared to FY2021 following the shift in business growth towards a focus on blockchain agency, consulting and staking services by the Group.

The Group's cost of sales mainly comprised the commission expenses and the costs of outsourcing consulting services from the blockchain technology services business segment. Cost of sales was approximately S$0.7 million, approximately 20.7% of our total revenue for FY2022. Cost of sales decreased by 3.1% as compared to FY2021 mainly due to lower costs incurred from the M&E engineering services segment, which was partially offset by costs incurred from the blockchain technology services business segment.

The Group's gross profit was approximately S$2.8 million in FY2022, which decreased by approximately S$1.4 million from approximately S$4.2 million in FY2021.

The overall gross profit margin ("GPM") decreased from 84.8% in FY2021 to 79.3% in FY2022. The overall gross profit generated in FY2022 was mainly contributed by the blockchain technology services business segment, of which the GPM was approximately 82.3% in FY2022 due to revenue generated from digital wallets and staking services. The cost of sales incurred by this business segment was mainly the cost of outsourcing consulting services and commission expenses.

The M&E engineering services business generated a gross loss of approximately S$0.05 million in FY2022 as compared to a gross profit of approximately S$0.12 million in FY2021. All the remaining entities under M&E engineering services business segment were placed under creditors' voluntary liquidation or disposed in FY2022.

The Group's other operating income in FY2022 mainly arose from (i) gain on liquidation of approximately S$0.31 million of Acmes-Kings Corporation Pte Ltd, DLF Pte Ltd, and DLF Prosper Venture Pte Ltd, which have been placed under creditors' voluntary liquidation, (ii) over accrued expenses in past years written off of approximately S$0.32 million, and (iii) government grants of approximately S$0.14 million received in FY2022 which were primarily from the jobs growth incentive and e2i training grant.

The Group's selling and distribution expenses were approximately S$1.9 million in FY2022, increased from approximately S$1.2 million in FY2021. The expenses mainly comprised marketing consultancy and advertising services, and salaries for sales and marketing staff. The increase in selling and distribution expenses was mainly due to increase in headcount and expenses incurred to promote the blockchain technology services business segment.

The administrative expenses in FY2022 comprised mainly staff salaries, directors' remuneration, audit and professional fees, amortisation of software development costs, outsourcing fees incurred for product development, software maintenance fees, depreciation charges, recruitment expenses and investor's relation consultancy expenses. The administrative expenses for FY2022 of approximately S$4.6 million were 40.8% higher than in FY2021, mainly due to (i) higher staff costs of approximately S$0.8 million due to an increase in headcount in FY2022, (ii) higher software amortisation expenses of approximately S$0.2 million, (iii) higher outsourcing fees incurred for product development of approximately S$0.1 million, and (iv) higher consulting and professional fees provision of approximately S$0.2 million.

Other operating expenses in FY2022 comprised mainly impairment loss on goodwill, impairment loss on crypto assets and loss on disposal of crypto assets. Other operating expenses were approximately S$9.8 million in FY2022, increased from approximately S$1.5 million in FY2021. Finance costs in FY2022 comprised interest expenses for finance lease and convertible notes.

The Group did not incur any income tax expenses in FY2022.

The Group registered a higher loss of approximately S$12.6 million after tax in FY2022 as compared to approximately S$1.1 million loss after tax in FY2021.

Balance Sheet

Non-current assets decreased by approximately S$9.0 million to approximately S$4.6 million as at 31 December 2022 from approximately S$13.6 million as at 31 December 2021. The decrease was mainly due to a decrease in intangible assets of approximately S$9.0 million, attributable to (i) a decrease in the value of crypto assets of approximately S$4.2 million mainly due to lower market prices of crypto assets and (ii) impairment loss on goodwill recorded of approximately S$5.4 million due to weakened cryptocurrency market in FY2022, resulting in a lower forecasted revenue from digital wallets and staking services, as well as research and development services. The lower non-current assets value was partly offset by higher software development costs of approximately S$0.5 million and the recognition of rights-of-use assets of approximately S$0.1 million.

Current assets decreased by approximately S$3.2 million to approximately S$3.0 million as at 31 December 2022 from approximately S$6.2 million as at 31 December 2021, mainly due to a reduction in cash and bank balances of approximately S$3.1 million, following the partial repayment of loan to a shareholder of approximately S$0.3 million and payment for operating expenses of approximately S$4.8 million. The decrease in cash and bank balances was partially offset by funds raised from convertible notes issued of approximately S$2.0 million.

Non-current liabilities increased by approximately S$6.8 million to approximately S$7.4 million as at 31 December 2022 from approximately S$0.6 million as at 31 December 2021. The increase was mainly due to (i) the convertible notes issued on 30 December 2022 of approximately S$2.0 million, (ii) the reclassification of loans from shareholder from current liabilities of approximately S$3.1 million, following the Company's entry into an agreement with the shareholder (North Ventures Pte Ltd) to extend the repayment date of the shareholder loans to after 30 April 2024, and (iii) the reclassification of advances in crypto assets from third party under trade and other payables from current liabilities of approximately S$2.0 million, following the Company's entry into an agreement with the third party to extend the repayment date to after 31 December 2024. The increase was offset partially by lower contract liabilities by approximately S$0.3 million following the fulfilment of contract obligations.

Current liabilities decreased by approximately S$6.8 million to approximately S$2.9 million as at 31 December 2022 from approximately S$9.7 million as at 31 December 2021. The decrease was primarily due to (i) the reclassification of loans from shareholder to non-current liabilities of approximately S$3.1 million, (ii) the reclassification of advances in crypto assets from third party under trade and other payables to non-current liabilities of approximately S$2.0 million, (iii) reduction in trade and other payables of approximately S$1.0 million following the repayment of trade payables, (iv) partial repayment of shareholder's loans of approximately S$0.3 million, (v) decrease in contract liabilities of approximately S$0.2 million following the fulfilment of contract obligations, and (vi) payment of tax liabilities of approximately S$0.3 million.

The shareholders' equity decreased by approximately S$12.2 million from approximately S$9.5 million as at 31 December 2021 to a deficit of approximately S$2.7 million as at 31 December 2022. This was primarily attributable to the total comprehensive loss incurred for the current financial year of approximately S$12.4 million, which included an impairment loss on goodwill of approximately S$5.4 million. The impairment loss on goodwill is non-cash in nature and does not have an impact on the cash position of the Group.

The Board confirms that the Group will be able to meet its short-term debt obligations when they fall due based on the implementation of the steps mentioned in Note 2 (a) of the audited financial statements on page 52, and continue to operate as a going concern and confirmed that all material disclosures have been provided for trading of the Company's shares to continue in an orderly manner.

For the Year	2022 $	2021 $	% Change
Revenue			
1st Half	2,919,293	1,641,113	77.9
2nd Half	656,214	3,380,421	(80.6)
Total	3,575,507	5,021,534	(28.8)
Profit / (Loss) After Tax			
1st Half	(3,451,675)	(638,682)	N.M (1)
2nd Half	(9,104,598)	(481,095)	N.M (1)
Total	(12,556,273)	(1,119,777)	N.M (1)
Assets, Liabilities and Equity			
Share Capital	23,830,385	23,830,385	
Reserves	(2,152,986)	(2,556,773)	
Accumulated Losses	(24,322,165)	(11,763,202)	
Total Equity Attributable to Owners of the Company	(2,644,766)	9,510,410	
Borrowings	3,089,200	3,403,400	
Total Assets	7,539,021	19,746,186	
Net (Liabilities)/Assets	(2,699,864)	9,452,622	
Financial Ratio			
Net (Liabilities)/Assets Value Per Share (cents)	(1.44)	5.06	
Total Debt to Total Equity	N.M (1), (2)	1.09	
Basic Loss Per Share (cents)	(6.71)	(0.71)	
Diluted Loss Per Share (cents)	(6.71)	(0.68)	

Notes:
1 N.M denotes not meaningful
2 Not presented as the Group has a deficit in equity in FY2022

DIRECTORS AND KEY EXECUTIVES

Mr Fan Chee Seng

Mr Fan Chee Seng is the Executive Chairman, Executive Director and founder of our Group. He was appointed as Director of our Company on 3 May 2018. Mr Fan is responsible for leading and implementing our Group's long-term strategy, vision and mission and the overall management, strategic planning and business development of our Group.

Mr Fan has been instrumental in the development of our Group over the years and he is responsible for the overall management and operations of the business of our Group. Mr Fan is also responsible for securing major mechanical and electrical engineering projects of our Group from customers including luxury hotels such as Sheraton Towers Singapore and hospitals such as Sengkang General Hospital.

Mr Fan has more than 15 years of experience in working for various multinational corporations which are in the business of manufacturing and/or the supply of pumps. Prior to establishing our Group, Mr Fan worked in Gadelius Pte Ltd from 1982 to 1986 as a sales executive and Grundfos Singapore Pte Ltd from 1986 to 1990 as a sales manager. From 1990 to 1993, he worked in STA-Rite Industries, LLC where he was in charge of establishing the Singapore branch office. From 1993 to 1998, he was with Ebara Corporation where he was in charge of sales of pumps in the regional markets.

Mr Fan holds a Graduate Diploma in Shipbuilding and Repair Technology from Ngee Ann Technical College.

Mr Yusaku Mishima

Mr Yusaku Mishima is an Executive Director of our Group and he was appointed as the Non-Executive Director of the Company on 12 December 2019 and was redesignated as an Executive Director on 7 April 2021. Mr Mishima is responsible for monitoring and expanding the blockchain agency, consulting services and staking business.

Prior to joining the Group, Mr Mishima was working in the Embassy of Japan in Kingdom of Bahrain (2010 - 2012) as an Administrative Officer, Daiichi Seiko Co., Ltd. (2013 - 2014) as a Marketing Officer, Backoffice Co., Ltd. (2015 - 2018) as a Senior Consultant and several Infinity Blockchain Group of companies (2018 - 2021) as a Chief Executive Officer.

Mr Mishima graduated with a Bachelor of Science in Biochemistry with minor in Economics from McGill University.

Mr Foo Kia Juah

Mr Foo Kia Juah is the Lead Independent Non-Executive Director of our Group and he was appointed to our Company on 12 December 2019. He is the Chairman of both the Remuneration Committee and Nominating Committee and is a member of the Audit Committee.

Mr Foo is a retired senior police officer, who had contributed three decades of service to the Singapore Police Force. During his stint with the Singapore Police Force, he had served as Chief Investigating Officer in the Commercial Crime Division, CID and various other command positions, which included Commander of Jurong Police Division and Central Police Division. He also held the positions of Director Training, Director Police Academy and Director of Public Affairs Department. One of the accolades he received was the Public Service Star for his role in the successful rescue of all the passengers and crew of a Singapore Airline plane hijacked in 1991.

Mr Foo is presently holding directorships of Bin Keow Brickworks Pte Ltd and Bin Keow Industrial Pte Ltd. They are unlisted Singapore incorporated companies.

Mr Foo graduated from Nanyang University with an Honours degree in Government & Public Administration.

Mr Tee Hian Chong

Mr Tee Hian Chong is an Independent Non-Executive Director of our Group and he was appointed to our Company on 12 December 2019. He is a member of the Remuneration Committee, Nominating Committee and Audit Committee.

Mr Tee is currently the Managing Director of Eightyeight Solutions Pte Ltd and he is responsible for overseeing the operations and financial management of the company which is a provider of technical IT services for Small and Medium Enterprises. Mr Tee was previously working in Singapore Workforce Development Agency (WDA) from year 2008 to 2013 as a Senior Manager.

Mr Tee has an interesting blend of experiences and knowledge – from old school banking sector to new technologies like blockchain, AI, which is aligned with the new controlling shareholder's background as a technology company. In addition, Mr Tee has also previously been in the Singapore public sector (with the Singapore Workforce Development Agency).

Mr Tee holds a Bachelor of Business Administration from Monash University (Australia).

Mr Chong Kah Nam

Mr Chong Kah Nam currently sits on the board of our Group as an Independent Non-Executive Director and was appointed to our company on 18 February 2022. He is the Chairman of the Audit Committee and also a member of the Remuneration Committee and Nominating Committee.

Mr Chong was formerly an Executive Director and Senior Executive Officer of First Eastern Capital Limited, a regulated entity registered in the Dubai International Financial Centre, Dubai, U.A.E. He has also served as a Non-Executive Director of Siam Select Fund Ltd, a fund which was listed on the Irish Stock Exchange.

Mr Chong has over 30 years of work experience with more than 24 years of overseas work exposure. He was previously a portfolio manager of a private family office based in Dubai, U.A.E. Prior to that, he was the investment manager of MCIS Zurich Insurance, Malaysia. Mr Chong was also the treasury accountant in Genting Berhad, Malaysia. He has also served in the corporate division with Bank of America, Malaysia.

Mr Chong graduated from the University of Miami, Coral Gables, USA with a Master of Business Administration and obtained his Bachelor of Arts in Business Studies (Honours) from University of East London, UK.

Mr Wong Han Siang

Mr Wong Han Siang joined our Group as the Group Financial Controller in April 2021, and appointed as a key executive officer on 12 July 2022. He is responsible for our Group's financial and accounting matters and its compliance with financial reporting and regulatory requirements. He also handles other general affairs and administrative matters of the Company.

Mr Wong has more than 20 years of experience in corporate finance, accounting, and auditing. Prior to joining our Group, Mr Wong was the Chief Financial Officer of LMIRT Management Ltd and an Audit Manager at PricewaterhouseCoopers LLP (PwC) Singapore.

Mr Wong is a Chartered Accountant of the Institute of Singapore Chartered Accountants and a fellow member of the Association of Chartered Certified Accountants (United Kingdom).

The board of directors (the "**Board**" or "**Directors**") of OIO Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") are strongly committed to high standards of corporate governance which are essential to the stability and sustainability of the performance of the Company and its subsidiaries, promotion of corporate transparency, accountability and integrity of the Group, protection of the interests of the Company's shareholders ("**Shareholders**") and maximisation of long-term shareholder value.

The Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") requires all listed companies to describe in their annual reports, their corporate governance practices, with specific reference to the principles and/or provisions as set out in the Code of Corporate Governance 2018 (the "**Code 2018**").

The Company is pleased to report on its corporate governance processes and activities as required by the Code 2018 ("**Report**"). For ease of reference, sections of the Code 2018 under discussion in this Report are specifically identified. However, this Report should be read as a whole as other sections of this Report may also have an impact on the specific disclosures.

The Board confirmed that for the financial year ended 31 December 2022 ("**FY2022**"), the Company has generally adhered to the principles and provisions as set out in the Code 2018, save as otherwise explained below. The Company is also guided by the Practice Guidance which was issued to complement the Code 2018 and which sets out best practice standards for companies.

BOARD MATTERS

THE BOARD'S CONDUCT OF AFFAIRS

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company.

Our Policy and Practices:

The principal functions of the Board, apart from its statutory responsibilities, are:

- Reviewing and approving the corporate policies, strategies, budgets and financial plans of the Company;
- Monitoring financial performance, including approval of the full year and interim financial reports of the Company;
- Approving major investment and funding decisions;
- Reviewing the evaluation process on the adequacy of internal controls, risk management, financial reporting and compliance;
- Overseeing the business and affairs of the Company, establishing the strategies and financial objectives to be implemented by the Management and monitoring the performance of the Management;
- Identifying the key stakeholder groups whose perceptions affect the Company's reputation;
- Setting the Company's values and standards, and ensuring that obligations to shareholders and other stakeholders are understood and met;
- Considering sustainability issues such as environmental and social factors, as part of its strategic formulation;
- Provide entrepreneurial leadership, set strategic aims and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- Establish a framework of prudent and effective controls which enables the identification, assessment and management of risks, including safeguarding of Shareholders' interests and the Group's assets; and
- Provide oversight of the proper conduct of the Group's business and assume responsibility for corporate governance.

More than one-third of the Board is made up of Independent Directors who are independent of the Management and substantial shareholders.

The Board recognises the importance of appropriate orientation training and continuing education for its Directors. Every Executive Director receives appropriate training to develop individual skills in order to discharge his duties. The Group also provides information about its history, mission and values to the Directors. The Directors may, at any time, be briefed on the blockchain business in order to gain a better understanding of the business operations. There are also update sessions to inform the Directors on new legislations and/or regulations which are relevant to the Group's business activities and operations. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with regulatory changes, where these changes have an important bearing on the Company's or Directors' disclosure obligations, Directors are to be briefed at the Board meetings.

All the Directors are informed and encouraged to attend seminars, courses and other programmes, particularly on relevant new laws, regulations and changing commercial risks, from time to time, in order to discharge their duties as directors. The training programmes are conducted by the SID, the SGX-ST, business and financial institutions and consultants in areas such as accounting, legal and industry specific knowledge, where appropriate, in connection with their duties. They also attended briefings on the roles and responsibilities as directors of a listed company in Singapore. All the costs are borne by the Company.

Newly-appointed Directors will be briefed on the business and organisation structure of the Group and its strategic plans and objectives. Directors may, at any time, request for further explanations, briefings or informal discussions on any aspect of the Group's operations or business issues from the Management. The Company will also provide training within one year from the date of appointment for any Director who has no prior experience as a director of a Singapore public listed company as prescribed by the SGX-ST under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules.

A first-time director with no prior experience as a director of a listed company will be required to attend certain specific modules of the Listed Entity Director ("**LED**") Programme conducted by the Singapore Institute of Directors ("**SID**") in order to acquire the relevant knowledge of what is expected of a listed company director, this being a mandatory requirement under the Listing Rules of the SGX-ST.

In addition, with effect from 1 January 2022, all Directors are required to undergo training on sustainability matters. In this connection, all the Board members have completed the mandated sustainability training course as required by the enhanced SGX sustainability reporting rules.

As at the date of this Report, the Board comprises the following members, all of whom have the appropriate core competencies and diversity of experience needed to enable them to effectively contribute to the Group.

Fan Chee Seng - Executive Chairman
Yusaku Mishima - Executive Director
Foo Kia Juah - Lead Independent Non-Executive Director
Tee Hian Chong - Independent Non-Executive Director
Chong Kah Nam - Independent Non-Executive Director

Every company should be headed by an effective Board to lead and control the company. The Board understands the Group's business as well as its duties and is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board. The Board oversees the Management of the Company. It focuses on strategies and policies, with particular attention paid to growth and financial performance. It delegates the formulation of business policies and day-to-day management to the Executive Directors.

Every Director is expected, while carrying out his duties, to act in good faith to provide insights and objectively take decisions in the interest of the Company. Any Director facing a conflict of interests will recuse himself from discussions and decisions involving the issue of conflict.

To assist the Board in the execution of its responsibilities, various Board committees, namely, the Audit Committee ("**AC**"), Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") that are headed by Independent Directors, have been established and delegated with certain functions. The chairman of the respective committees will report to the Board on the outcome of the committee meetings and their recommendations on the specific agendas mandated to the committees by the Board. Further details of the scope and functions of the various committees are provided below in this Report.

The Board holds at least two scheduled meetings each year to review and deliberate on the key activities and business strategies of the Group, including significant acquisitions and disposals, annual budget, financial performance and to endorse the release of the quarterly and annual financial results. Where necessary, additional meetings are held to address significant transactions or issues arising from the business operations of the Group.

The Constitution of the Company provides for Directors to conduct meetings by teleconferencing, videoconferencing, audio-visual or other electronic means of communication. When a physical meeting is not possible, timely communication with members of the Board can be achieved through electronic means. The Board and Board Committees may also make decisions through circulating resolutions.

The attendance of the Directors at meetings of the Board and the Board committees during FY2022 is tabulated below:-

	Board	Audit Committee	Nominating Committee	Remuneration Committee
Total number of meetings held	**5**	**4**	**3**	**1**
Number of meetings attended by respective directors				
Executive Directors				
Mr Fan Chee Seng	5	4*	1*	1*
Mr Yusaku Mishima	5	4*	3*	1*
Independent Directors				
Mr Foo Kia Juah	5	4	3	1
Mr Tee Hian Chong	5	4	3	1
Mr Chong Kah Nam	5	4	3	1

* By Invitation

When a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. In support of their candidature for directorship or re-election, Directors are to provide the NC with details of their other commitments and an indication of the time involved. In addition, Directors should consult the NC before accepting any new appointments as directors. The NC has addressed the competing time commitments faced by Directors serving on multiple boards and is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The Board has determined that a Director may hold up to 5 listed company board representations. None of the Directors of the Company sits on the boards of any listed companies.

The profile of each Director and other relevant information as at the date of this Report are set out on pages 10 to 11 of the Annual Report. All Directors objectively always discharge their duties and responsibilities as fiduciaries in the interest of the Company.

Material matters which specifically require the Board's decision or approval are clearly communicated with the Management in writing which include the following corporate matters:

(i) Announcement of financial statements;

(ii) Interested persons transactions;

(iii) Declaration of interim dividends and proposal of final dividends;

(iv) Convening of shareholders' meetings;

(v) Change in business direction;

(vi) Share issuance and corporate or financial re-structuring;

(vii) Authorisation of merger and acquisition transactions; and

(viii) Authorisation of major transactions.

The Board is provided with adequate and timely information prior to Board meetings and on an on-going basis and Board papers are distributed in advance of each meeting to enable the Directors to make informed decisions and discharge their duties and responsibilities. The Company circulates copies of the minutes of the meetings of all board committees to all members of the Board to keep them informed of on-going developments within the Group.

The Directors have separate and independent access to the Company's Senior Management, the Company Secretary, and external advisers (where necessary) at the Company's expense. Should the Directors, whether as a group or individually, require independent professional advices, such professionals (who will be selected with the approval of the Board Chairman or the Chairman of the Committees requiring such advice) will be appointed at the Company's expenses.

The Company Secretary attends the Company's Board, AC, RC and NC meetings and is responsible for ensuring that Board procedures are followed. The Company Secretary's role is also to advise the Board on governance matters and to assist the Board in ensuring that the Company complies with rules and regulations which are applicable to the Company. The appointment and removal of the Company Secretary are subject to the approval of the Board as a whole.

BOARD COMPOSITION AND GUIDANCE

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

The Board currently has five (5) Directors comprises two (2) Executive Directors and three (3) Independent Non-Executive Directors.

The Board is supported by various board committees, namely, the NC, AC and RC whose functions are described below. The non-executive directors have been able to exercise objective judgement independently from Management and substantial shareholders and no individual or small group of individuals dominate the decisions of the Board.

The Board has adopted the Code 2018's criteria of an independent director in its review. An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the directors' independent business judgment in the best interests of the Company.

As such, the Board has a strong and independent element with majority of the Board being made up of independent and non-executive Directors.

As the Chairman of the Board is not independent, the Company fulfils the Code 2018's requirements with a majority of the Board being made up of Independent Non-Executive Directors. The Company also believes that the Independent Directors should be selected for their diverse expertise so that they can provide a balance of views.

The Group recognises and embraces the importance and benefits of having a diverse Board to enhance the quality of its performance. The Board believes that board diversity is more than just about gender diversity and embraces other factors such as a need for individuals from all backgrounds, skill-sets, life experiences, abilities and beliefs for a better Board performance. As required under the Catalist Rule 710A and the Code 2018, the Company has adopted a board diversity policy (the "**Board Diversity Policy**") that addresses the balance of gender, skills and experience, and any other relevant aspects of diversity, to enhance and strengthen the quality of the Board's composition, and to enable balanced and well-considered decisions to be made in the interest of the Group.

In reviewing the Board's composition, Board diversity has been considered from a number of aspects included: gender, age, background, experience, skills, knowledge, independence, and length of service. The Board's current composition is as follows:

Diversity of Board	Number of Directors
Board Independence:	
Independent Directors	3
Non-independent Directors	2
Age Group:	
30-39 years old	1
40-49 years old	1
50-59 years old	0
60-69 years old	2
70-79 years old	1
Gender:	
Male	5
Female	0
Length of Service:	
Less than 9 years	5
More than 9 years	0

The current Board comprises of members with the following core competences:

- Accounting and corporate finance
- Business development and management
- Sales and strategic planning
- Risk management
- Relevant industry knowledge or experience

The Board considers that the present composition of the Board and of each Board Committee provides an appropriate balance and mix of skills, knowledge, experience and other aspect of diversity such as age, taking into account the nature and scope of the Group's operations, requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees. The Board also considers the current size of the Board and of each Board Committee ideal for effective debate and decision making.

The Board aims to achieve at least 25% representation of female directors on the Board by 2026 and an appropriate mix of members with complementary skills, core competencies and experience for the Group. The Board strives to ensure the diversity would enhance the long-term success of the Group. The objective of the policy is to avoid groupthink and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short and long term.

The NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval.

The independence of each Independent Director will be reviewed annually by the NC and the Board. Each independent director is required to complete a checklist annually to confirm his independence based on the provisions as set out in the Code 2018. The independence of any director who has served on the Board beyond nine years from the date of his first appointment will be subject to more rigorous review. The NC and the Board are of the view that all its Independent Non-Executive Directors have satisfied the criteria of independence as a result of its review.

On 11 January 2023, Singapore Exchange Regulation (SGX RegCo) announced the change of Listing Rules to limit to nine years the tenure of independent directors (IDs) serving on the boards of listed companies and to remove with immediate effect the two-tier vote mechanism for listed companies to retain long-serving IDs who have served for more than nine years. A transition period is given to find new IDs, as such, existing IDs whose tenure exceeds the nine-year limit can continue to serve as independent directors until the listed companies' annual general meeting (AGM) held for the financial year ending on or after 31 December 2023.

There is no Independent Director who has served on the Board beyond nine (9) years from the date of his first appointment.

The Board of the Company comprises the following Directors: -

Name of Director	Position held on the Board	Date of first appointment to the Board	Date of last re-election as Director	Nature of appointment
Fan Chee Seng	Chairman	03.05.2018	26.06.2020	Executive/Non-Independent
Yusaku Mishima	Director	12.12.2019	29.04.2022	Executive/Non-Independent
Foo Kia Juah	Lead Independent Director	12.12.2019	29.04.2021	Non-Executive/Independent
Chong Kah Nam	Director	18.02.2022	29.04.2022	Non-Executive/Independent
Tee Hian Chong	Director	12.12.2019	29.04.2022	Non-Executive/Independent

The NC is of the view that the Board has the requisite blend of expertise, skills and attributes to oversee the Group's business. Collectively, they have competencies in areas which are relevant and valuable to the Group, such as accounting, corporate finance, business development, management, sales and strategic planning. In particular, the Executive Chairman who has more than 20 years of experience in business and management, engineering as well as in the government and public sectors. Some Directors have relevant financial management experiences while other Directors have in-depth experiences and knowledge in new technologies such as in the blockchain industry. The NC considers that the Board's present size is adequate for effective debate, strategic decision-making and in exercising accountability to Shareholders and delegating authority to the Management, considering the nature and scope of the Group's operations. As the Group's activities continue to grow, the NC will continuously review the composition of the Board so that it will have the necessary competencies to be effective in relation to its business plans/ strategies.

The profiles of each of the Directors are provided on pages 10 to 11 of this Annual Report. Accordingly, the current Board comprises persons who as a group, have core competencies necessary to lead and oversee the Company.

The Non-Executive Directors are also involved in reviewing the corporate strategies, business operations and practices of the Group, as well as reviewing and monitoring the performance of Management in achieving agreed goals and objectives. The Non-Executive Directors do confer with the external and internal auditors at least once a year and whenever necessary to discuss issues without the presence of Management.

The Independent Directors will meet or communicate amongst themselves without the presence of the Management and provide feedback to the Management following the meeting. The current Independent Directors have met up with the external and internal auditors once without the presence of Management during FY2022.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

Mr Fan Chee Seng, the Executive Chairman of the Company, and Mr Yusaku Mishima, the Executive Director of the Company, are responsible for formulating corporate strategies, oversee the overall management of the Group, leading the Group's marketing and business development activities as well as ensuring the smooth operation of the Group. There is no chief executive officer being appointed currently.

The Board is of the view that as all major decisions are made in consultation with the Board and with the establishment of the three Board Committees, there are adequate safeguards in place to ensure accountability and unfettered decision-making, as well as to prevent an uneven concentration of power and authority in a single individual.

The Chairman, in consultation with the Board, ensures:

(i) leading the Board to ensure its effectiveness on all aspects of its role;

(ii) setting the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;

(iii) promoting a culture of openness and debate at the Board;

(iv) ensuring that the Directors receive complete, adequate and timely information;

(v) ensuring effective communication with Shareholders;

(vi) encouraging constructive relations within the Board and between the Board and the management;

(vii) facilitating the effective contribution of Non-Executive Directors;

(viii) encouraging constructive relations between Executive Directors and Non-Executive Directors; and

(ix) promoting high standards of corporate governance.

In view that the Executive Chairman is not being regarded as independent, Mr Foo Kia Juah as Lead Independent Director will be available to Shareholders where they have concerns for which contact through normal channels of communication with the Executive Chairman or management are inappropriate or inadequate. In addition to the above, when it is necessary, the Independent Directors shall meet without the presence of the other Directors and the Lead Independent Director shall provide feedback to the Chairman after such meetings. Shareholders can send their enquiries through email at fookj@oio.sg.

To enhance and encourage communication, Shareholders and investors can send their enquiries through email at enquiry@oio.sg.

BOARD MEMBERSHIP

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

The NC comprises the following members, all of whom are Non-Executive and Independent.

Mr Foo Kia Juah	(Chairman of NC and Lead Independent Non-Executive Director)
Mr Tee Hian Chong	(Member and Independent Non-Executive Director)
Mr Chong Kah Nam	(Member and Independent Non-Executive Director)

The NC's key terms of reference, describing its responsibilities, include:-

(a) Reviewing and recommending the appointment and re-appointment of the Directors having regard to the Director's contribution and performance, including attendance, preparedness and participation;

(b) Determining on an annual basis whether or not a Director is independent in accordance to the Code 2018;

(c) Reviewing the training and professional development programs for the Board;

(d) Reviewing a Director's multiple board representations on various companies and deciding whether or not such Director is able to and has been adequately carrying out his duties as director;

(e) Deciding on how the Board's performance is to be evaluated and proposing objective performance criteria subject to the approval by the Board; and

(f) The review of succession plans for the Company's Directors, in particular, the appointment and/or replacement of the Executive Chairman and key management personnel.

The NC leads the process and makes recommendations to the Board for the selection and approval of appointment of new Directors as follows:

(i) reviewing and approving key executive employment of related persons and proposed terms of their employment;

(ii) evaluates the balance of skills, knowledge and experience on the Board and, in the light of such evaluation and in consultation with the management, prepares a description of the role and the essential and desirable competencies for a particular appointment;

(iii) while existing Directors and the management may make suggestions, seeks external help where necessary to source for potential candidates;

(iv) meets with short-listed candidates to assess their suitability and to ensure that the candidate(s) are aware of the expectations and the level of commitment required; and

(v) makes recommendations to the Board for approval.

At present, no alternate Director has been appointed to the Board.

The NC's assessment of the independence of a Director is guided by the Code 2018 and takes into account factors such as relationship with the Company, its related corporations, its substantial shareholders or its officers and whether these relationships interfere with his business judgements. The NC has reviewed the independence of Mr Foo Kia Juah, Mr Tee Hian Chong and Mr Chong Kah Nam and is satisfied that there are no relationships which would deem any of them not to be independent.

Regulations 104 and 106(1) of the Constitution of the Company provide that one-third of the Directors (or, if their number is not three or a multiple of three, the number nearest one-third) shall retire from office by rotation and are eligible for re-election at each annual general meeting ("**AGM**"). All Directors are required to retire from office at least once in every three (3) years. Newly appointed Directors shall hold office only until the next AGM and are eligible for re-election at the AGM pursuant to Regulation 114 of the Constitution of the Company. Shareholders approve the election and re-election of Board members at the AGM.

The NC also determines whether a Director with multiple board representations is able to and has been adequately carrying out his duties as a Director of the Company. The NC takes into account the results of the assessment undertaken in relation to the effectiveness of the individual Director and the respective Director's actual conduct on the Board. The NC is satisfied that all the Directors have been able to and have adequately carried out their duties as Director notwithstanding their multiple board representations. NC also noted that none of the Directors hold board representations in other listed companies.

The NC and the Board are of the view that a Director may hold up to 5 listed company board representations. The NC and the Board are of the view that multiple board representations may be beneficial as these widen the experience of the Directors and broaden the perspective of the Directors and the Board.

The NC assesses and recommends to the Board the retiring directors to be re-elected at the forthcoming AGM, having regard to their contribution and performance.

The NC has recommended and the Board has agreed for the following directors to retire and seek for re-election at the forthcoming AGM:

a) Mr Fan Chee Seng (retiring under Regulation 104 of the Constitution of the Company); and

b) Mr Foo Kia Juah (retiring under Regulation 104 of the Constitution of the Company).

Mr Fan Chee Seng (Executive Chairman) will, upon re-election as Director of the Company, remain as the Executive Chairman of the Company.

Mr Foo Kia Juah (Lead Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Nominating Committee and Remuneration Committee as well as a member of Audit Committee and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

Each member of the Nominating Committee will not participate and shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as director of the Company. In the event that any member of the Nominating Committee has an interest in a matter being deliberated upon by the Nominating Committee, he will abstain from participating in the review and approval process relating to that matter.

Particulars of Directors pursuant to the Code 2018:

Name of Director	Professional Membership/ Qualifications	Board Appointment Executive/ Non-Executive	Board Committees as Chairman or Member	Directorship/ Chairmanship in other listed companies in Singapore	Other Principal Commitments
Fan Chee Seng	Diploma in Shipbuilding and Repair Technology and Diploma in Marketing	Chairman and Executive	–	–	–
Yusaku Mishima	International Baccalaureate and Bachelor of Science in Biochemistry with minor in Economics	Executive	–	–	–
Foo Kia Juah	Honours degree in Government & Public Administration	Independent Non-Executive	Chairman: Remuneration Committee and Nominating Committee Member: Audit Committee	–	– Bin Keow Brickworks Pte Ltd – Bin Keow Industrial Pte Ltd
Chong Kah Nam	Master of Business Administration and Bachelor of Arts in Business Studies (Honours)	Independent Non-Executive	Chairman: Audit Committee Member: Remuneration Committee and Nominating Committee	–	–
Tee Hian Chong	Bachelor of Business Administration	Independent Non-Executive	Member: Audit Committee as well as Remuneration Committee and Nominating Committee	–	– Eightyeight Solutions Pte Ltd

BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that each of its board committees and individual directors.

The NC is responsible for assessing the effectiveness of the Board as a whole and its Board Committees, as well as the contribution of each individual Director to the effectiveness of the Board and has adopted the guidelines for formal annual assessment of such. The NC has performed this formal annual assessment for FY2022. All NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance.

The NC has also established a review process and proposed performance criteria set out in assessment checklists which are approved by the Board. These performance criteria will not be changed from year to year and where circumstances deem it necessary for any of the criteria to be changed, the onus will be on the Board to justify such changes.

The NC takes into consideration the following measures and evaluation tools in its assessment of competing time commitments of Directors:

- Declarations by individual Directors of their other listed company board directorships and principal commitments;
- Annual confirmations by each Director on his/her ability to devote sufficient time and attention to the Company's affairs, having regard to his/her other principal commitments; and
- Periodic assessment of the individual Directors' performance based on the criteria set out in assessment checklists for the Board evaluation.

The NC has reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole and the individual Directors' performance, for FY2022 and is of the view that the performance of the Board as a whole, the Board Committees and each individual Director, have been satisfactory and the Board has met its performance objectives.

The NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process, if the need arises. The NC has not appointed any external facilitator for the evaluation process in FY2022.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

The RC comprises entirely of non-executive Directors, all of whom, including the Chairman, are independent:-

Mr Foo Kia Juah	(Chairman of RC and Lead Independent Non-Executive Director)
Mr Tee Hian Chong	(Member and Independent Non-Executive Director)
Mr Chong Kah Nam	(Member and Independent Non-Executive Director)

The principal functions of the RC, regulated by written terms of reference and undertaken by the RC during FY2022, include the following:

(a) To recommend to the Board all matters relating to the specific remuneration packages, including but not limited to directors' fees, salaries, allowances, bonuses and benefits-in-kind, of the Directors and key management personnel as well as to ensure the termination terms are fair;

(b) To review and ensure that the remuneration framework of the Directors and key management personnel should be aligned with the long-term interest and risk policies of the Company;

(c) To structure a significant and appropriate proportion of Executive Director's and key management personnel's remuneration to link rewards to corporate and individual performances. Such remuneration should also be aligned with the interests of Shareholders and promote the long-term success of the Company; and

(d) To review and ensure that the remuneration of Non-Executive Directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent and responsibilities of the directors and they should not be over-compensated to the extent that their independence may be compromised.

The RC is responsible for ensuring a formal and transparent procedure for developing an appropriate executive remuneration policy and a competitive framework. The RC has recommended to the Board a framework of remuneration which covers various aspects of remuneration, including but not limited to, directors' fees, salaries, allowances, bonuses, and benefits-in-kind, and the specific remuneration packages for each Executive Director and key management personnel in order to retain and motivate each of them to run the business and operations successfully.

The RC's recommendations are submitted for endorsement by the entire Board. No Director is involved in deciding his own remuneration. The Company has not engaged any remuneration consultants to seek advice on matters during FY2022. External remuneration consultant's advice will be sought, where necessary, when a major remuneration review is conducted.

Each member of the RC will abstain from voting on any resolutions in respect of his remuneration package.

LEVEL AND MIX OF REMUNERATION

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

In recommending a remuneration framework, the RC considers the performance of the Group as well as the Directors and key management personnel, aligning their interests with those of Shareholders and linking rewards to corporate and individual performance as well as industry benchmarks.

The remunerations of the Non-Executive Directors and Independent Directors are set out in accordance with a framework comprising basic directors' fees and Board Committees' fees. In determining the quantum of such fees, factors such as frequency of meetings, time spent, and responsibilities of Directors are taken into account. Directors' fees are paid subject to approval of Shareholders at each Annual General Meeting.

There are no contractual provisions to allow the Company to reclaim incentive components of remunerations from the Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director in the event of such breach of fiduciary duties.

The Company had entered into separate service agreement with the Executive Chairman, Mr Fan Chee Seng in which the terms of his employment are stipulated. His initial term of employment is for a period of three (3) years from the date of admission of the Company to the Catalist (being 25 July 2018) and thereafter, his employment is renewed annually subject to termination clauses in the service agreement. The service agreement may be terminated by either party by giving not less than six (6) months' prior written notice. Under the service agreement, he will also be entitled to an annual performance bonus based on the consolidated profit before tax for each financial year of the Group's Mechanical and Electrical services business segment.

The Company had also entered into separate service agreement with the Executive Director, Mr Yusaku Mishima in which the terms of his employment are stipulated. His initial term of employment is for a period of three (3) years from the date of his appointment, being 7 April 2021, and thereafter, his employment is renewed annually subject to termination clauses in the service agreement. The service agreement may be terminated by either party by giving not less than six (6) months' prior written notice.

The Non-Executive Directors (including the Independent Directors) are paid a base fee. An additional fee can be paid to Non-Executive Directors for serving on any of the board committees. Such fees are pro-rated if a Director serves for less than one (1) year. The directors' fees are subject to approval by Shareholders at the AGM.

The Company has adopted the Employee Share Option Scheme (the "**ESOS**") on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The ESOS shall be administered by the RC. The purpose of the ESOS is to provide an opportunity for full-time employees of the Group (including Executive Directors) and Non-Executive Directors (including Independent Directors), including those who may be controlling shareholders, who have met performance targets (the "**Selected Person**") to participate in the equity of the Company (in addition to cash bonuses) to motivate them towards greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. The ESOS, which forms an integral and important component of a compensation plan, is designed to primarily reward and retain employees whose services are vital to the success of the Group. Provided always that the aggregate number of the shares arising from ESOS (including PSP and other share option schemes of the Company) shall not exceed 15% of the total number of issued Shares of the Company from time to time, the Selected Person would receive the same benefit from a contingent award under the scheme ("**Award**") in respect of fewer shares as they would receive if share options were granted instead of a larger number of shares. The ESOS would therefore allow the Company to provide the incentive to employees while reducing the dilutive effect on shareholders.

Under the rules of the ESOS, the options that are granted may have exercise prices that are, at the RC's discretion, set at the price ("**Market Price**") equal to the average of the last dealt prices for the Company's ordinary shares ("**Shares**") on the Catalist for the five consecutive trading days immediately preceding the relevant date of grant of the relevant option, or (provided that Shareholders' approval is obtained in a separate resolution) at a discount to the Market Price (subject to a maximum discount of 20% or such other percentage or amount as may be determined by the RC and as permitted by the SGX-ST).Options which are fixed at the Market Price may be exercisable at any time by the participant after the first anniversary of the date of grant of that option while options granted at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the ESOS will have a life span of ten (10) years. The options may be exercisable in whole or in part, on payment of the exercise price. Since its adoption till the date of this report, no option has been granted under the ESOS.

In addition to the ESOS, the Company has adopted the Performance Share Plan (the "**PSP**") on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The PSP was implemented to complement the ESOS and to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to promote higher performance, goals and recognise exceptional performance. The purpose of adopting the PSP is to give the Company greater flexibility to align the interests of employees, especially key executives, with the interests of Shareholders. The PSP is managed by all the RC members. The awards granted under the PSP allow a participant to receive fully-paid Shares free of consideration upon achieving the performance target(s) prescribed by the RC at its absolute discretion. The selection of a participant and the number of Shares which are the subject of each award granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the RC. RC plans to exercise this discretion judiciously, taking into account criteria such as his rank, job performance, years of service and potential for further development, his contribution to the success and development of the Company and the extent of effort required to achieve the performance target within the performance period.

At at 31 December 2022, details of the performance shares granted under the PSP to the following employees of the Company are as below:-

Name	Awards granted during the financial year	Awards released / (forfeited) during the financial year	Aggregate awards granted since commencement to end of financial year [(1)]	Aggregate awards released since commencement to end of financial year	Aggregate awards not released as at end of financial year
Yusaku Mishima [(2)] (Executive Director)	138,272	186,415	324,687	186,415	138,272
Taku Edatsune [(3)] (Head of Finance and Administration)	–	186,415	186,415	186,415	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) [(4)]	–	(79,121)	79,121	–	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) [(5)]	73,470	(73,470)	73,470	–	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) [(6)]	101,408	(101,408)	101,408	–	–

Notes:

(1) Awards granted since commencement of the PSP have been time-based awards, which the participants shall vest only after completion of a specified period of service and at the latest closing share price available on the date of grant.

(2) On 31 March 2022, the Company announced total awards of 138,272 shares to Mr Yusaku Mishima (Executive Director) under the performance share plan; 49,383 new ordinary shares and 88,889 new ordinary shares were allotted and issued on 3 January 2023 and on 31 March 2023 respectively. The Company also allotted and issued 186,415 new ordinary shares to Mr Yusaku Mishima on 7 April 2022.

(3) The Company had allotted and issued 186,415 new ordinary shares to Mr Taku Edatsune on 1 April 2022. Mr Taku Edatsune ceased to be the Head of Finance and Administration with effect from 21 July 2022.

(4) The vesting date of the awards is 31 December 2022. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

(5) On 31 January 2022, the Company announced total awards of 73,470 shares to an employee of the Company who is not related to any director and controlling shareholder (and each of their associates) under the performance share plan; the vesting date of the awards is 31 January 2023. However, due to the employee's resignation before 31 December 2022, the awards have beenforfeited.

(6) On 29 April 2022, the Company announced total awards of 101,408 shares to an employee of the Company who is not related to any director and controlling shareholder (and each of their associates) under the performance share plan; the vesting date of the awards is 29 April 2023. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

None of the PSP participants are controlling shareholders and its associates or receive 5% or more of the total number of performance shares available under the PSP. No PSP were granted to directors and employees of the Company and its subsidiaries or granted at a discount during FY2022.

In setting remuneration packages, the Company keeps in mind the pay and employment conditions within the industry and in peer companies. The level and structure of remuneration should be aligned with the Company's long-term interest and risk policies and appropriate to attract, retain and motivate the Directors and the key management personnel to respectively provide good stewardship of the Company and manage the Company effectively. If required, the Company will engage professional advice to provide guidance on remuneration matters.

DISCLOSURE ON REMUNERATION

Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

A breakdown showing the level and mix of the remuneration of the Directors paid or payable in respect of FY2022 is as follows:

Name	Base/ Fixed Salary (S$)	Performance-related Income (Performance Shares) (S$)	Directors' Fees 2022 (1) (S$)	Benefit-in-Kind (S$)	Total (S$)
Mr Fan Chee Seng	180,000	–	–	–	180,000
Mr Yusaku Mishima	156,000	56,000	–	–	212,000
Mr Foo Kia Juah	–	–	51,600	–	51,600
Mr Chong Kah Nam (2)	–	–	46,575	–	46,575
Mr Tee Hian Chong	–	–	48,000	–	48,000
Mr Kok Cheng Hung (3)	–	–	3,000	–	3,000

Notes:

(1) In respect of FY2023, the amount of Directors' Fees proposed to be payable to the Non-Executive Directors (including the Independent Directors) are subject to the approval of Shareholders at the forthcoming AGM.

(2) Mr Chong Kah Nam has been appointed as an Independent Non-Executive Director with effect from 18 February 2022.

(3) Mr Kok Cheng Hung resigned as Independent Non-Executive Director with effect from 31 January 2022.

The remuneration of the Key Management Personnel for the financial year 31 December 2022 are as follows:

Name of Key Executives	Salary (S$)	Performance-related income (Performance Shares) (S$)	Total (S$)
Mr Taku Edatsune [1]	101,177	8,999	110,176
Mr Wong Han Siang	196,720	–	196,720

Note:

(1) Mr Taku Edatsune ceased to be the Head of Finance and Administration with effect from 21 July 2022.

The aggregate amount of remuneration paid to Key Management Personnel was approximately S$306,896 in FY2022.

The Executive Director and key management personnel are not entitled to any benefits upon termination, retirement or post-employment.

Save as disclosed above, there are no employees who are substantial shareholders of the Company or are immediate family members of a Director or a substantial shareholder and whose remuneration exceeds S$100,000 during FY2022.

No options or shares have been issued under the ESOS.

On 3 January 2023 and 31 March 2023, the Company issued and allotted 49,383 ordinary shares and 88,889 ordinary shares respectively under the Performance Share Plan.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Company does not have a separate risk management committee. The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost effective control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group has implemented a system of internal controls designed to provide reasonable but not absolute assurance that assets are safeguarded, proper accounting records are maintained, operational controls are adequate and business risks are suitably managed. The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board oversees the management in the design, implementation and monitoring of the risk management and internal control systems, and reviews the adequacy and effectiveness of such systems at least annually.

The internal auditors conduct annual reviews of the effectiveness of the Group's key internal controls, including financial, operational, compliance and information technology controls, and risk management. Any material non-compliance or lapses in internal controls, together with recommendations for improvement, are reported to the AC and the Board. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored.

The Company has appointed the internal auditor, Wensen Consulting Asia (S) Pte. Ltd., to conduct internal audit review based on an agreed scope of review for FY2022.

The Board has received assurance from the Executive Chairman, Executive Director and the Group Financial Controller (a) that the financial records have been properly maintained and the financial statements for the financial year ended 31 December 2022 give a true and fair view of the Company's operations and finances, and (b) regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

Based on the assurance from the Executive Chairman, Executive Director and the Group Financial Controller referred to in the preceding paragraph, the various internal controls put in place by the Group, the work performed and reports submitted by the external and internal auditors of the Group and the reviews carried out by the Board and the AC, the Board, with the concurrence of the AC, is satisfied with the adequacy and effectiveness of the Group's risk management and internal control systems (including financial, operational, compliance and information technology controls and risk management systems) as at 31 December 2022.

AUDIT COMMITTEE

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises three members, all of whom are Non-Executive Directors:–

Mr Chong Kah Nam	(Chairman of AC and Independent Non-Executive Director)
Mr Foo Kia Juah	(Member and Lead Independent Non-Executive Director)
Mr Tee Hian Chong	(Member and Independent Non-Executive Director)

All of the AC, including the chairman of the AC, is independent. No former partner or director of the Company's existing audit firm or auditing corporation is a member of the AC. Most of the members of the AC have sufficient accounting or financial management expertise, as interpreted by the Board in its business judgment, to discharge the AC's functions. The AC holds at least two meetings in each financial year.

The written terms of reference of the AC have been approved and adopted, and they include the following:–

(a) reviewing the audit plans and scope of work of the external auditors and the internal auditors, including the results of the external and internal auditors' review and evaluation of the Group's system of internal controls, the management letters on the internal controls and the Management's response, and monitoring the implementation of the internal control recommendations made by the external and internal auditors;

(b) reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems, prior to the incorporation of such results in the Company's annual report;

(c) reviewing the interim financial results and annual consolidated financial statements and the external auditor's report on the annual consolidated financial statements, and discussing any significant adjustments, major risk areas, changes in accounting policies and practices, significant financial reporting issues and judgements, compliance with Singapore financial reporting standards (international) as well as compliance with the Catalist Rules and other statutory or regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of Management to ensure the integrity of the financial statements of the Group and any announcements relating to the Company's financial performance, where necessary, before submission to the Board for approval;

(d) reviewing and discussing with the external and internal auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;

(e) reviewing and ensuring the co-ordination between internal auditors, external auditors and the Management, including the assistance given by the Management to the auditors;

(f) reviewing the audit plan of the external auditor and the result of the external auditor's review and evaluation of the Group's system of internal accounting controls that are relevant to the statutory audit;

(g) making recommendations to the Board on the proposals to the Shareholders with regard to the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;

(h) reviewing the audit plan of the internal auditor, including the results of the internal auditor's review and evaluation of the Group's system of internal controls;

(i) reviewing any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules, and approving interested person transactions where the value thereof amount to 3% or more of the latest audited NTA of the Group, where the NTA is positive, or based on the Company's latest market capitalization, where the NTA is negative, or whichever is the appropriate benchmark, (either individually or as part of a series or are aggregated with other transactions involving the same interested person during the same financial year), or any agreement or arrangement with an interested person that is not in the ordinary course of business of the Group, prior to the Group's entry into the transaction, agreement or arrangement;

(j) reviewing potential conflicts of interests (if any);

(k) reviewing the policy and arrangements by which employees of the Group and any other persons may, in confidence, report to the Chairman of the AC, concerns about possible improprieties in financial reporting or other matters and ensuring that there are arrangements in place for such concerns to be safely raised and independently investigated, and for appropriate follow-up action to be taken;

(l) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;

(m) recommending to the Board on the proposals to shareholders on the appointment and removal of external auditor and reviewing the scope and results of the external audit and its cost effectiveness as well as the independence and objectivity of the external auditor, and where the external auditor also provides a substantial volume of non-audit services to the Company, keeping the nature and extent of such services under review as well as seeking to maintain objectivity;

(n) reviewing the assurance from the Executive Chairman, Executive Director and the Group Financial Controller on the financial records and financial statements; and

(o) undertaking such other reviews and projects as may be requested by the Board and reporting to the Board its findings from time to time on matters arising and requiring the attention of the AC.

The AC has full authority to investigate any matter within its terms of reference, full access to and cooperation from the Management, and full discretion to invite any Director, executive officer or other employee of the Group to attend its meetings, and is given reasonable resources to enable it to discharge its functions properly and effectively.

The Group has in place a whistle-blowing policy which allows employees to raise concerns about possible improprieties in matters of financial reporting or other matters. The Board, with the support of the AC, maintain oversight of any major issue arising from the policy and/or other enquiries into the conduct of the whistle-blowing process. The Group will be making efforts to align its policies pursuant to the amended 1204(18A) and 1204(18B) of the SGX Catalist Rules as a stringent guide. As such, the Company have made the following efforts towards displaying compliance with the Rules:

a) The issuer has designated an independent function to investigate whistleblowing reports made in good faith.

To ensure independent investigation of such matters and for appropriate follow-up action, all whistle-blowing reports will be addressed to the AC members. All employees and others are required to report any ongoing or suspected wrongful activities or wrongdoings at the earliest possible stage through an independent committee comprising of members of the AC so that immediate action can be taken. If the follow up actions are deemed inadequate, the whistleblower can also directly write to the Board.

In any case, the Company have provided for all employees and others an avenue for any possible violation to reach out to the following AC Chairman:

To: Audit Committee Chairman (main contact person)
Email: s.chong@oio.sg
Mobile: +60 12-979 6188

Equally, in the efforts of the Company taking a serious and proactive approach to whistleblowing, the Company have provided an alternate reporting line should the AC Chairman is not available, as per the below:

To: Audit Committee Member (alternate contact person)
Email: t@oio.sg
Mobile: +65 9048 6883

b) The issuer ensures that the identity of the whistleblower is kept confidential.

The whistle-blowing policy provides a structured and systematic reporting mechanism to safeguard the information and the identity of the whistleblower. All reports of violation or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct adequate investigation, unless otherwise required by law. Every effort will be made to protect the whistleblower's identity.

c) The issuer discloses its commitment to ensure protection of the whistleblower against detrimental or unfair treatment.

The Group commits that the whistleblowers are protected from harassment or victimisation within the Company, dismissal as well as disciplinary procedures or any other form of retaliatory action, that may arise as a result of their act of reporting in good faith.

Any employee who shows the act of retaliation against the whistleblower who has reported a violation in good faith will be subjected to disciplinary action by the Group in accordance with the Code of Ethics and Conduct of the Group which includes termination of employment.

d) The Audit Committee is responsible for oversight and monitoring of whistleblowing.

The main roles and responsibilities of the AC includes the following:

- Reviews preliminary reports provided by the whistleblower, establish whether there are any grounds for further action and provide recommendation of matters to be investigated when required;

- For issues that require immediate attention, the AC make decision on the corrective or remedial actions, or (as the case may be) disciplinary actions or to pursue any legal actions, to be taken; when required; and

- Review and report to the Board the results of the investigations and recommendations for corrective or remedial actions, or (as the case may be) disciplinary actions or to pursue any legal actions, to be taken.

On an ongoing basis, the AC will assist the Board to review the whistle-blowing policy and update the necessary, so as to be consistent with the Catalist Rules requirement. Aligning to best practices, the Group is also taking steps to publish the whistle-blowing policy on the Company's website so it is made available to the public. No whistle-blowing concerns were reported for FY2022.

The AC has met with the external auditors and internal auditors without the presence of the Company's management to review any matter that might be raised.

The external auditors to update the AC on any changes in accounting standards impacting the financial statements of the Group before an audit commences. Significant matters that were discussed with the Management and the external auditors have been included as key audit matters in the Auditor's Report for FY2022 on pages 40 to 44 of this Annual Report.

The AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees paid to them. The annual audit fees of S$169,000 were incurred during FY2022, which included fees of S$32,000 for review of the quarterly results announcement in FY2022. No non-audit fees were incurred during FY2022.

AC has reviewed the objectivity and independence of the external auditors and recommended to the Board that Foo Kon Tan LLP be nominated for re-appointment as external auditors at the forthcoming AGM.

The Company has complied with Rules 712 and 715 of the Catalist Rules in relation to its external auditors.

The Company outsources the internal audit function to an external professional firm, Wensen Consulting Asia (S) Pte. Ltd. to perform the review and test of controls of the Group's processes. With effect from 1 January 2022, SGX RegCo has expanded the listing rules and requires Issuers to conduct an internal review of their sustainability reporting process by the internal audit function to increase stakeholder confidence in the accuracy and reliability of the sustainability information disclosed. Accordingly, the Company has reviewed the processes in relation to its sustainability reporting and the internal audit plan for FY2022 covers the key aspects of the sustainability report.

The AC approves the appointment of the internal auditors, with the primary reporting line of the internal audit function to the AC. The internal auditors have full access to the Company's documents, records, properties and personnel. The AC is satisfied that the internal audit firm is staffed by suitably qualified and experienced persons.

The internal auditors plan its internal audit schedules in consultation with, but independent of, the Management. The internal audit plan is submitted to the AC for approval prior to the commencement of the internal audit. The AC will review the activities of the internal auditors, including overseeing and monitoring of the implementation of improvements required on internal control weaknesses identified. The internal auditors carry out their work in accordance with International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

The AC has reviewed and is satisfied with the independence, adequacy and effectiveness of the Company's internal audit function and is satisfied that the internal auditor has the relevant qualifications and experience and has met the standards established by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The internal auditor reports directly to the AC on audit matters and the AC approves the hiring, removal, evaluation and fees of the internal auditor. The AC is of the view that the internal auditor has adequate resources to perform its functions effectively and has to the best of its ability, maintained its independence from the activities that it audits.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Shareholders are informed of the general meetings through notice contained in the Company's annual report or circulars sent to all Shareholders. These notices are also posted onto the SGXNet within the mandatory period. Due to the COVID-19 outbreak, the Company's AGM held on 29 April 2022 ("**2022 AGM**") was held by way of electronic means, through "live webcast" and "audio-only means". The notice of AGM was not published on the newspaper but was instead disseminated to Shareholders through publication on SGXNet and the Company's website. The Company had also published a letter to Shareholders, together with the notice of 2022 AGM, detailing the alternative arrangements for the 2022 AGM together with other related documents. Shareholders participated in the 2022 AGM via electronic means, and was given the opportunities to raise queries in relation to any resolutions set out in the notices of 2022 AGM prior to the meeting. However, there were no questions raised by Shareholders.

Pursuant to the Regulator's Column dated 23 May 2022, general meetings which are conducted virtually on or after 1 October 2022 and annual general meetings for financial years ending 30 June 2022 onwards must utilise both (i) real-time electronic communication and (ii) real-time electronic voting. The upcoming AGM of the Company for FY2022 is scheduled to be held on 27 April 2023 ("**2023 AGM**") by way of electronic means, Shareholders will not be able to attend the AGM in person but will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. Shareholders who wish to vote on any or all of the resolutions of the 2023 AGM may vote "live" via electronic means at the 2023 AGM or by appointing proxy(ies) or the Chairman of the 2023 AGM to vote on their behalf at the 2023 AGM. Shareholders may (i) submit questions related to the resolutions to be tabled at the forthcoming 2023 AGM in advance of the lodgement of the proxy forms for the 2023 AGM; or (ii) submit text-based questions during the 2023 AGM, in accordance with the instructions set out in the notice of AGM. The Board and Management shall endeavour to address relevant and substantial questions received before the AGM and during the 2023 AGM. The information relating to the conduct of the 2023 AGM are set out in the Company's announcement accompanying the Notice of AGM dated 12 April 2023.

All resolutions are put to vote by poll and Shareholders are entitled to vote in accordance with established voting rules and procedures. An announcement of the detailed results is made after the conclusion of the AGM. The Board notes that there should be separate resolutions at general meetings on each substantially separate issue and supports the Code 2018's principles as regards "bundling" of resolutions. In the event that there are resolutions which are interlinked, the Board will provide reasons and material implications.

All Directors attend the general meetings of shareholders, and the external auditors will also be present to assist in addressing queries from Shareholders relating to the conduct of audit and the preparation and content of the auditor's report. All Directors were present at the last 2022 AGM.

The minutes of 2022 AGM have been released on the SGXNET and the Company's website within one month from the respective general meetings. The Company will be publishing the meeting minutes similarly for its upcoming general meetings.

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors as the Board may deem appropriate. There was no dividend declared for FY2022 as the Group incurred a net loss for the year.

ENGAGEMENT WITH SHAREHOLDERS

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company strives for timeliness and consistency in its disclosures to Shareholders. The Company has an internal investor relations function to facilitate communications with all stakeholders and to keep stakeholders informed of developments or changes that will have a material impact on the Company's share price, through announcements via SGXNet. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable. Shareholders are provided with an update on the Group's performance, position and prospects through the Company's annual report.

To enable the stakeholders to contact the Company easily, the contact details of the investor relations function have been set out in page 2 of this Annual Report as well as on the Company's website. The Company has put in place procedures to respond to investors' queries.

Shareholders are given the opportunity to pose questions to the Board or the Management at the general meetings. The members of the AC, NC and RC will be present at the AGM to answer questions relating to matters overseen by the respective committees.

The Company currently does not have a formal investor relations policy but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to Shareholders via SGXNet. The Company will consider the appointment of a professional investor relations officer to manage the function should the need arises.

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include employees, contractors and suppliers, government and regulators, community, and shareholders and investors. The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

The Company maintains a website at https://oio.holdings to communicate and engage with stakeholders.

The Group recognises the importance of sustainability that creates long-term value to our stakeholders by embracing opportunities and managing risks derived from social developments and governance. The Group is committed towards implementing sustainable practices in order to achieve the right balance between the needs of the wider community and the requirements of stakeholders and business growth. The Company's Sustainability Report FY2022 has been prepared in accordance with the Global Reporting Initiative Standards and in line with the requirements of the Catalist Rules on sustainability reporting. Further details on the Group's sustainability efforts and performance in this regard will be set out in the Sustainability Report FY2022, which will be published on a standalone basis on 12 April 2023.

DEALINGS IN SECURITIES

The Group has implemented appropriate guidelines on dealings in the Company's securities in compliance with the best practices as set out in Rule 1204(19) of the Catalist Rules. All Directors and staff of the Group are not allowed to trade in the Company's securities during the periods commencing two weeks before the announcement of the Group's financial results for each of the first three quarters of its financial year and one month before the announcement of the Group's full year financial results. To facilitate compliance, reminders are issued to all Directors and staff prior to the applicable trading black-outs. Our Directors and staff, who are expected to observe insider trading laws at all times, are also discouraged from dealing in the Company's securities on short-term considerations.

NON-SPONSOR FEES

No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. during FY2022.

INTERESTED PERSON TRANSACTIONS

The Group has procedures governing all Interested Persons Transactions ("**IPT**") to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

Save as disclosed in the material contracts below, there was no interested person transaction, as defined in Chapter 9 of the Catalist Rules, above S$100,000 entered into by the Group during FY2022.

MATERIAL CONTRACTS

Save as disclosed below, there were no material contracts entered into by the Company and its subsidiaries involving the interests of its Directors or controlling shareholders which are either still subsisting at the end of FY2022 or if not then subsisting, entered during FY2022. The particular of the relevant material contract is set out below:-

On 12 October 2022, Yusaku Mishima, an Executive Director of the Company, extended a loan amounting to S$134,461 to Moonstake Pte Ltd, a wholly owned subsidiary of the Company. The loan is unsecured, interest free and repayable on demand.

USE OF PROCEEDS

A. Use of Proceeds from Convertible Notes

(1) Use of Proceeds from Convertible Notes in FY2021

On 29 March 2021, the Company announced that it had entered into subscription agreements with several investors (the "**Subscribers**") (the "**Subscription Agreement**") for the issuance by the Company to the Subscribers of 8.00% convertible notes due 2021 (the "**Notes**") up to an aggregate principal amount of US$2,400,000 ("**Proposed Subscription**"). Subsequently, on 9 April 2021, the Company announced that the issuance by the Company of the Notes with an aggregate principal amount of US$2,400,000 to the Subscribers had been completed in accordance with the terms and conditions of the Subscription Agreements After deducting the estimated expenses of US$31,000 in relation to the Proposed Subscription, the net proceeds received was US$2,369,000 (the "**Net Proceeds**").

On 31 May 2021, the Notes were automatically converted into 17,932,584 fully paid ordinary shares in the capital of the Company at the conversion price of S$0.178 per Conversion Share in accordance with the terms and conditions of the Notes.

As at the date of this report, the Net Proceeds have been utilised as follows:-

Purposes	Allocation of Net Proceeds Received (US$)	Amount Utilised (US$)	Balance (US$)
Working capital for Moonstake Pte Ltd and Moonstake Limited including sales and marketing expenses and software development/ maintenance expenses	1,500,000	(1,500,000)	–
Working capital (including working capital required by the Group's newly set-up blockchain subsidiary, OIO Singapore Pte. Ltd.) and general corporate purposes (including the repayment of the Company's liabilities including recurring professional fees)	869,000	(869,000)	–
Total	2,369,000	(2,088,770)	–

A breakdown on the Net Proceeds utilised for working capital and general corporate purposes is as follows:-

Purposes	US$
Software development/ maintenance expenses	969,276
Sales/marketing expenses and other miscellaneous expenses	530,724
Total	1,500,000

A breakdown on the Net Proceeds utilised for working capital and general corporate purposes is as follows:-

Purposes	US$
Repayment of the Company's liabilities including emoluments and professional fee	569,805
Payment of monthly personnel costs and professional fees	299,195
Total	869,000

The above utilisation is in accordance with the intended use of the Net Proceeds, as stated in the Company's announcement dated 29 March 2021.

(2) Use of Proceeds from issuance of Ordinary Shares in FY2021

(i) September Placement Proceeds

On 9 September 2021, the Company announced that it had entered into a subscription agreement with an investor (the "**Subscriber**"), pursuant to which the Subscriber will subscribe for, and the Company will allot and issue to the Subscriber, an aggregate of 894,841 new ordinary in the capital of the Company at an issue price of S$0.601 per share, amounting to a consideration of US$400,000 (the "**Net Proceeds**"). The shares subscription was completed on 28 September 2021.

As at the date of this report, the Net Proceeds have been utilised as follows:- [(1)]

Purposes	Allocation of Net Proceeds Received (US$)	Amount Utilised (US$)	Balance (US$)
Financing the Group's business expansion (including organic expansion and mergers and acquisitions)	240,000	(240,000)	–
Working capital and general corporate purposes (including the repayment of the Group's liabilities)	160,000	(160,000)	–
Total	400,000	(400,000)	–

A breakdown on the Net Proceeds utilised for working capital and general corporate purposes is as follows:-

Purposes	US$
Repayment of the Company's liabilities including emoluments and professional fee	84,068
Payment of monthly personnel costs and professional fees	75,932
Total	160,000

The above utilisation is in accordance with the intended use of the Net Proceeds, as stated in the Company's announcement dated 9 September 2021.

(ii) October Placement Proceeds

On 20 October 2021, the Company announced that it had entered into separate subscription agreements with several investors (the "**Subscribers**"), pursuant to which the Subscribers will subscribe for, and the Company will allot and issue to the Subscribers, an aggregate of 6,565,300 new ordinary shares (each a "**Subscription Shares**") in the capital of the Company at an issue price of S$0.527 for each Subscription Shares (the "**Issue Price**"), amounting to an aggregate gross consideration of US$2,542,000 (the "**Proposed Subscription**"). The shares subscription was completed on 3 November 2021.

As at the date of this report, the Net Proceeds have been utilised as follows:- [(1)]

Purposes	Allocation of Net Proceeds Received (US$)	Amount Utilised (US$)	Balance (US$)
Financing the Group's business expansion (including organic expansion and mergers and acquisitions)	1,525,200	(1,525,200)	–
Working capital and general corporate purposes (including the repayment of the Group's liabilities)	1,016,800	(1,016,800)	–
Total	2,542,000	(2,542,000)	–

A breakdown on the Net Proceeds utilised for working capital and general corporate purposes is as follows:-

Purposes	US$
Repayment of the Company's liabilities including emoluments and professional fee	515,844
Payment of monthly personnel costs and professional fees	500,956
Total	1,016,800

The above utilisation is in accordance with the intended use of the Net Proceeds, as stated in the Company's announcement dated 20 October 2021.

Note:

(1) In respect of the above use of the September Placement Proceeds and the October Placement Proceeds, the Company had classified injections of capital into subsidiaries to support business operations as part of its organic expansion of the Group's business activities as these expenses (including staff costs) were incurred in respect of growth of new product lines. For the purposes of this announcement and the use of proceeds of the Notes, injections into subsidiaries which are for the purposes of present requirements, including staff costs, have been classified as being allocated to working capital and general corporate purposes

(3) Use of Proceeds from issuance of Convertible Notes in FY2022

On 30 December 2022, the Company announced that it had entered into subscription agreements with an investor (the "Subscriber") for the issuance by the Company to the Subscribers of 3.50% convertible notes up to an aggregate principal amount of US$1,490,000 ("Proposed Subscription"). After deducting the estimated expenses of US$11,852 in relation to the Proposed Subscription, the net proceeds received was US$1,478,148 (the "Net Proceeds").

As at the date of this report, the Net Proceeds have been utilised as follows:-

Purposes	Allocation of Net Proceeds Received (US$)	Amount Utilised (US$)	Balance (US$)
Financing the Group's business expansion (including organic expansion and mergers and acquisitions)	295,630	–	295,630
Working capital and general corporate purposes (including the repayment of the Group's liabilities)	1,182,518	(754,031)	428,487
Total	1,478,148	(754,031)	724,117

A breakdown on the Net Proceeds utilised for working capital and general corporate purposes is as follows:-

Purposes	US$
Repayment of the Company's liabilities including emoluments and professional fee	548,533
Payment of monthly personnel costs and professional fees	205,498
Total	754,031

The above utilisation is in accordance with the intended use of the Net Proceeds, as stated in the Company's announcement dated 30 December 2022.

STATEMENT OF COMPLIANCE

The Board confirms that for FY2022, the Company has adhered to the principles and provisions as set out in the Code 2018.

The Company will apply and adopt the alternative arrangements for the convening, holding and conducting of the AGM for FY2022 in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Orders and the issuance of the Regulator's Column on 23 May 2022. Minutes of the AGM to be held on 27 April 2023 will be published on the SGXNet and also on the Company's corporate website within one (1) month after the AGM date.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of OIO Holdings Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") for the financial year ended 31 December 2022.

In the opinion of the directors:

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

(b) at the date of this statement, having regard to the information as disclosed in Note 2(a) to the financial statements, 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 has, on the date of this statement, authorised these financial statements for issue.

Directors

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

Fan Chee Seng	(Executive Chairman)
Yusaku Mishima	(Executive Director)
Foo Kia Juah	(Lead Independent Non-Executive Director)
Chong Kah Nam	(Independent Non-Executive Director)
Tee Hian Chong	(Independent Non-Executive Director)

Arrangements to enable directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the 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 in this statement.

Directors' interest in shares or debentures

According to the register of directors' shareholdings kept by the Company under Section 164 of the Act, the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations, except as set out below:

The Company - OIO Holdings Limited	Shares registered in the name of director As at 1.1.2022	As at 31.12.2022
Fan Chee Seng	22,840,960	**22,840,960**
Yusaku Mishima	–	**186,415**

The changes to the above-mentioned directors' interests between the end of the financial year and 21 January 2023 are set out below:

The Company - OIO Holdings Limited	Shares registered in the name of director As at 31.12.2022	As at 21.1.2023
Yusaku Mishima	**186,415**	235,798

Share options

Employee Share Option Scheme (the "ESOS")

The Company has adopted the Employee Share Option Scheme (the "**ESOS**") on 19 June 2018 prior to its listing on the Catalist board of the SGX–ST. The ESOS shall be administered by the Remuneration Committee ("**RC**"). The purpose of the ESOS is to provide an opportunity for full–time employees of the Group and Directors (excluding Independent Directors) who have met performance targets (the "**Selected Person**") to participate in the equity of the Company (in addition to cash bonuses) so as to motivate them towards greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. The ESOS, which forms an integral and important component of a compensation plan, is designed to primarily reward and retain employees whose services are vital to the success of the Group. Provided always that the aggregate number of the shares arising from ESOS shall not exceed 15% of the total number of issued Shares of the Company from time to time, the Selected Person would receive the same benefit from a contingent award under the scheme ("**Award**") in respect of fewer shares as they would receive if share options were granted instead of a larger number of shares. The ESOS would therefore allow the Company to provide the incentive to employees while reducing the dilutive effect on shareholders.

Under the rules of the ESOS, the options that are granted may have exercise prices that are, at the RC's discretion, set at the price ("**Market Price**") equal to the average of the last dealt prices for the Company's ordinary shares ("**Shares**") on the Catalist for the five consecutive trading days immediately preceding the relevant date of grant of the relevant option, or (provided that Shareholders' approval is obtained in a separate resolution) at a discount to the Market Price (subject to a maximum discount of 20% or such other percentage or amount as may be determined by the RC and as permitted by the SGX–ST). Options which are fixed at the Market Price may be exercisable at any time by the participant after the first anniversary of the date of grant of that option while options granted at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the Scheme will have a life span of ten (10) years. The options may be exercisable in whole or in part, on payment of the exercise price. Since its adoption till the date of this report, no option has been granted under the ESOS.

Performance Share Plan (the "PSP")

In addition to the ESOS, the Company has adopted the Performance Share Plan (the "**PSP**") on 19 June 2018 prior to its listing on the Catalist board of the SGX–ST. The PSP was implemented to complement the ESOS and to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to promote higher performance, goals and recognise exceptional performance. The purpose of adopting the PSP is to give the Company greater flexibility to align the interests of employees, especially key executives, with the interests of Shareholders. The PSP is managed by the RC. The awards granted under the PSP allow a participant to receive fully-paid Shares free of consideration upon achieving the performance target(s) prescribed by the RC at its absolute discretion. The selection of a participant and the number of Shares which are the subject of each award granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the RC. RC plans to exercise this discretion judiciously, taking into account criteria such as his rank, job performance, years of service and potential for further development, his contribution to the success and development of the Company and the extent of effort required to achieve the performance target within the performance period. Total of 372,830 shares were issued under the PSP plan from the agreement date to 31 December 2022.

Performance Share Plan (the "PSP") (Cont'd)

Details of the awards granted under the PSP plan are as follows:

Participant	Awards granted during the financial year	Awards released / (forfeited) during the financial year	Aggregate awards granted since commencement to end of financial year (1)	Aggregate awards released since commencement to end of financial year	Aggregate awards not released as at end of financial year
Yusaku Mishima (2) (Executive Director)	138,272	186,415	324,687	186,415	138,272
Taku Edatsune (3) (Head of Finance and Administration)	–	186,415	186,415	186,415	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) (4)	–	(79,121)	79,121	–	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) (5)	73,470	(73,470)	73,470	–	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) (6)	101,408	(101,408)	101,408	–	–

Notes:

(1) Awards granted since commencement of the PSP have been time-based awards, which the participants shall vest only after completion of a specified period of service and at the latest closing share price available on the date of grant.

(2) On 31 March 2022, the Company announced total awards of 138,272 shares to Mr Yusaku Mishima (Executive Director) under the performance share plan; 49,383 new ordinary shares and 88,889 new ordinary shares were allotted and issued on 3 January 2023 and on 31 March 2023 respectively. The Company also allotted and issued 186,415 new ordinary shares to Mr Yusaku Mishima on 7 April 2022.

(3) The Company had allotted and issued 186,415 new ordinary shares to Mr Taku Edatsune on 1 April 2022. Mr Taku Edatsune ceased to be the Head of Finance and Administration with effect from 21 July 2022.

(4) The vesting date of the awards is 31 December 2022. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

(5) On 31 January 2022, the Company announced total awards of 73,470 shares to an employee of the Company who is not related to any director and controlling shareholder (and each of their associates) under the performance share plan; the vesting date of the awards is 31 January 2023. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

(6) On 29 April 2022, the Company announced total awards of 101,408 shares to an employee of the Company who is not related to any director and controlling shareholder (and each of their associates) under the performance share plan; the vesting date of the awards is 29 April 2023. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

No options to subscribe for unissued shares of the subsidiaries were granted during the financial year. No shares were issued by virtue of the exercise of options to take up unissued shares of the subsidiaries during the financial year. There were no unissued shares of the subsidiaries under option at the end of the financial year.

Audit Committee

The Audit Committee during the financial year and at the date of this statement comprises the following members, all of whom are independent and non-executive directors of the Company:

Chong Kah Nam (Chairman)
Tee Hian Chong
Foo Kia Juah

The Audit Committee performs the functions set out in Section 201B(5) of the Act, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the Audit Committee has met four times since the last Annual General Meeting and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

- audit plans and results of the internal auditor's examination and evaluation of the Group's systems of internal accounting controls;
- the Group's financial and operating results and accounting policies;
- audit plans of the external auditors;
- financial statements of the Company and consolidated financial statements of the Group before their submission to the directors of the Company and the external auditor's report on those financial statements;
- quarterly, half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;
- legal and regulatory matters that may have a material impact on the financial statements and related compliance policies, programmes and reports received from regulators;
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual);
- co-operation and assistance given by management to the Group's external auditors; and
- re-appointment of the external auditors of the Group

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and discretion to invite any director or executive officer, and the internal and external auditors, to attend its meetings.

The Audit Committee also recommends on the appointment of the external auditor and reviews the level of audit and non-audit fees. It is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the external auditor, Foo Kon Tan LLP, is to be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Full details regarding the Audit Committee are provided in the Report on Corporate Governance.

In appointing the auditors for the Company, the subsidiaries and the significant associated companies, Rules 712, 715 and 716 of the SGX Listing Manual have been complied with.

Independent auditor

The independent auditor, Foo Kon Tan LLP, has expressed its willingness to accept re-appointment.

On behalf of the Directors

YUSAKU MISHIMA

FOO KIA JUAH

12 April 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of OIO Holdings Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of OIO Holdings 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, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") 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 for the 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 Group 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) to the financial statements. The Group incurred a net loss of $12,556,273 (2021: $1,119,777) and reported net operating cash outflows of $5,446,219 (2021: $3,074,224) for the financial year ended 31 December 2022. As at 31 December 2022, the Group's and the Company's total liabilities exceeded its total assets by $2,699,864 and $2,420,908 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern. The financial statements have been prepared on the going concern basis as a controlling shareholder of the Company has agreed to provide continuing financial support to the Group and the Company to enable the Group and the Company to meet their obligations as and when they fall due.

If the financial support from one of the shareholders is not forthcoming, and as a result the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters (Cont'd)

Revenue from staking services (digital wallets and staking services) (refer to Note 3 to the financial statements)

Risk:

Revenue from staking services is recognised at the point when the block creation or validation is complete, and the rewards are available for transfer. Revenue is measured based on the number of crypto assets received and the fair value of the crypto assets received at the date of recognition.

Due to the nature of this revenue source, significant audit effort is required to test the occurrence, accuracy and completeness of the revenue recognised, including the use of Information Technology ("IT") experts. Consequently, we considered this a key audit matter.

Our audit procedures included the following:

1. Updated our understanding of the internal control environment in operation for the staking revenue stream and undertaking a walk-through to ensure that the key controls within these systems have been operating in the period under audit.

2. Performed substantive transactional testing of income recognised in the financial statements, by vouching a sample of transactions within the group's wallets to the respective crypto assets and testing the fair value on initial recognition.

3. Vouched a sample of transactions directly from the blockchain back to the group's wallets to confirm completeness of revenue.

4. Tested the value of crypto assets received and recognised as revenue by comparing the price per crypto assets to the daily range of crypto assets prices listed on active crypto assets exchanges.

5. Undertook an analytical review of total revenue expected to be recognised within the financial statements by assessing the total block rewards and transaction fees issued over the year.

6. Performed a review of post year-end crypto assets receipts to ensure completeness of income recorded in the accounting period.

7. Ensured disclosure in the financial statements is adequate.

Based on the procedures performed, no significant exception was noted. The staking services revenue (digital wallets and staking services) is supportable by available evidence.

Impairment assessment of Goodwill on acquisition (refer to Note 4 to the financial statements)

Risk:

As at 31 December 2022, the carrying value of the Group's goodwill amounted to $1,782,125.

Goodwill is allocated to the Group's cash generating unit ("CGU") – Blockchain Technology Services which arose from the acquisition of Moonstake Pte Ltd and its subsidiary ("MS Group") on 31 May 2021. There is a risk of impairment on this CGU given the current market sentiment on crypto currency and the volatile business environment involving blockchain technology services as a whole.

In accordance with SFRS(I) 1-36, management is required to perform an impairment assessment of goodwill annually by comparing the recoverable amount of the CGU with its carrying amount to determine whether there is any impairment loss.

For the purpose of impairment testing, the recoverable amount of the CGU is determined based on the value-in-use calculations, using cash flow projections.

Key Audit Matters (Cont'd)

In the current year, impairment charge of $5,428,037 was recorded to reduce the carrying amount of the CGU to the estimated recoverable amount.

We focused on this area because of the uncertainty arising from the current crypto currency business environment and significant judgements required in estimating the revenue growth rate, gross profit margins, discount rate and terminal growth rate applied in computing the recoverable amount of the CGU.

We have assessed the appropriateness of management's identification of CGU and critically assessed the key assumptions used in the goodwill impairment assessment.

Our audit procedures included the following:

1. In relation to management's goodwill impairment assessment, reviewed management's process for performing annual impairment assessment.

2. In respect of the discounted cash flows ("DCF"):

    - engaged an auditor's expert to assess the reasonableness of the forecasted cash flows by taking into consideration the relevant CGU's expected future operating performance (including revenue growth rates and net profit margins), as well as historical actual performance, and the general industry outlook;

    - assessed the reasonableness of the key assumptions, including the discount rates applied using commonly accepted methodologies and benchmarks;

    - assessed the adequacy of the disclosures relating to the underlying estimates and assumptions; and

    - tested the mathematical accuracy of the underlying calculations.

Based on the audit procedures performed above, we found management's judgement and assumptions in relation to the determination of the recoverable amount to be appropriate, and the disclosure in this respect to be adequate.

Other Information

Management is responsible for the other information. The other information comprises the information included in 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.

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 SFRS(I)s, 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 SSA 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.

(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, actions taken to eliminate threats or safeguards applied.

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.

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 Mr Ong Soo Ann.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore,
12 April 2023

As at 31 December 2022

	Note	The Group 31 December 2022 $	 31 December 2021 $	The Company 31 December 2022 $	 31 December 2021 $
ASSETS					
Non-Current Assets					
Intangible assets	4	**4,490,346**	13,550,097	**470,229**	–
Plant and equipment	5	**16,683**	7,866	**14,611**	5,141
Right-of-use assets	6	**85,965**	–	**85,965**	–
Subsidiaries	7	**–**	–	**1,670,960**	9,325,853
Deferred tax assets	8	**–**	–	**–**	–
Total non-current assets		**4,592,994**	13,557,963	**2,241,765**	9,330,994
Current Assets					
Trade and other receivables	9	**203,524**	353,182	**719,036**	948,075
Cash and bank balances	10	**2,742,503**	5,835,041	**2,684,738**	4,439,145
Total current assets		**2,946,027**	6,188,223	**3,403,774**	5,387,220
Total assets		**7,539,021**	19,746,186	**5,645,539**	14,718,214
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	11	**23,830,385**	23,830,385	**23,830,385**	23,830,385
Reserves	12	**(2,152,986)**	(2,556,773)	**72,702**	–
Accumulated losses		**(24,322,165)**	(11,763,202)	**(26,323,995)**	(15,879,228)
Total equity attributable to owners of the Company		**(2,644,766)**	9,510,410	**(2,420,908)**	7,951,157
Non-controlling interests		**(55,098)**	(57,788)	**–**	–
Total equity		**(2,699,864)**	9,452,622	**(2,420,908)**	7,951,157
Non-Current Liabilities					
Lease liabilities	13	**35,477**	–	**35,477**	–
Trade and other payables	14	**1,977,565**	–	**–**	–
Loans from shareholder	15	**3,089,200**	–	**3,089,200**	–
Provision	16	**213,150**	250,684	**–**	–
Contract liabilities	17	**41,373**	370,505	**–**	–
Convertible notes	18	**1,996,756**	–	**1,996,756**	–
Total non-current liabilities		**7,353,521**	621,189	**5,121,433**	–
Current Liabilities					
Lease liabilities	13	**51,550**	–	**51,550**	–
Trade and other payables	14	**2,375,906**	5,332,364	**2,893,464**	3,363,657
Loans from shareholder	15	**–**	3,403,400	**–**	3,403,400
Contract liabilities	17	**359,908**	550,251	**–**	–
Current tax liabilities		**98,000**	386,360	**–**	–
Total current liabilities		**2,885,364**	9,672,375	**2,945,014**	6,767,057
Total liabilities		**10,238,885**	10,293,564	**8,066,447**	6,767,057
Total equity and liabilities		**7,539,021**	19,746,186	**5,645,539**	14,718,214

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF
PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Financial Year Ended 31 December 2022

	Note	The Group 2022 $	2021 $
Revenue	3	**3,575,507**	5,021,534
Cost of sales		**(740,051)**	(763,613)
Gross profit		**2,835,456**	4,257,921
Other operating income	19	**813,510**	602,469
Selling and distribution expenses		**(1,861,748)**	(1,191,487)
Reversal of impairment loss on trade receivables		**–**	47,000
Reversal of impairment loss on other receivables		**20,000**	40,000
Administrative expenses		**(4,557,520)**	(3,236,323)
Other operating expenses	20	**(9,804,508)**	(1,538,018)
Finance costs	21	**(1,463)**	(5,387)
Loss before tax	22	**(12,556,273)**	(1,023,825)
Tax expense	24	**–**	(95,952)
Loss for the year		**(12,556,273)**	(1,119,777)
Other comprehensive income, after tax:			
Items that may be reclassified subsequently to profit or loss			
Currency translation differences arising from foreign operations		**166,858**	64,491
Other comprehensive income for the year, net of tax		**166,858**	64,491
Total comprehensive loss for the year		**(12,389,415)**	(1,055,286)
Loss attributable to:			
Owners of the Company		**(12,558,963)**	(1,106,360)
Non-controlling interests		**2,690**	(13,417)
		(12,556,273)	(1,119,777)
Total comprehensive loss attributable to:			
Owners of the Company		**(12,392,105)**	(1,041,869)
Non-controlling interests		**2,690**	(13,417)
Total comprehensive loss for the year		**(12,389,415)**	(1,055,286)

		Cents	Cents
Loss per share:			
- Basic	25	**(6.71)**	(0.71)
- Diluted	25	**(6.71)**	(0.68)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

	Equity attributable to owners of the Company							
	Share capital $	Other reserves $	Share-based payment reserve $	Foreign currency translation reserve $	Accumulated losses $	Total $	Non-controlling interests $	Total equity $
At 1 January 2021	**9,499,017**	**(2,888,997)**	**–**	**267,733**	**(10,656,842)**	**(3,779,089)**	**(44,371)**	**(3,823,460)**
Loss for the year	–	–	–	–	(1,106,360)	(1,106,360)	(13,417)	(1,119,777)
Foreign currency translation differences	–	–	–	64,491	–	64,491	–	64,491
Total comprehensive profit/ (loss) for the year	**–**	**–**	**–**	**64,491**	**(1,106,360)**	**(1,041,869)**	**(13,417)**	**(1,055,286)**
Transaction with owners, recognised directly in equity								
Issuance of new shares	14,331,368	–	–	–	–	14,331,368	–	14,331,368
Total transactions with owners	**14,331,368**	**–**	**–**	**–**	**–**	**14,331,368**	**–**	**14,331,368**
At 31 December 2021	**23,830,385**	**(2,888,997)**	**–**	**332,224**	**(11,763,202)**	**9,510,410**	**(57,788)**	**9,452,622**
(Loss)/Profit for the year	–	–	–	–	(12,558,963)	(12,558,963)	2,690	(12,556,273)
Foreign currency translation differences	–	–	–	166,858	–	166,858	–	166,858
Total comprehensive profit/ (loss) for the year	**–**	**–**	**–**	**166,858**	**(12,558,963)**	**(12,392,105)**	**2,690**	**(12,389,415)**
Transaction with owners, recognised directly in equity								
Issuance of new shares	–	–	72,702	–	–	72,702	–	72,702
Disposal of a subsidiary (Note 7 (b))	–	164,227	–	–	–	164,227	–	164,227
Total transactions with owners	**–**	**164,227**	**72,702**	**–**	**–**	**236,929**	**–**	**236,929**
At 31 December 2022	**23,830,385**	**(2,724,770)**	**72,702**	**499,082**	**(24,322,165)**	**(2,644,766)**	**(55,098)**	**(2,699,864)**

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 December 2022

	Note	The Group 2022 $	2021 $
Cash Flows from Operating Activities			
Loss before tax		**(12,556,273)**	(1,023,825)
Adjustments for:			
Amortisation of right-of-use assets	6	**17,192**	39,468
Amortisation of software development	4	**349,593**	124,344
Crypto assets received as revenue		**(2,070,525)**	(3,800,585)
Crypto asset payments for expenses		**717,677**	539,062
Depreciation of plant and equipment	5	**6,776**	28,750
Early lease liability settlement		**–**	3,330
Impairment loss on crypto assets	4	**3,604,538**	871,222
Impairment loss on goodwill	4	**5,428,037**	–
Reversal of impairment loss on trade receivables	9	**–**	(47,000)
Reversal of impairment loss on other receivables	9	**(20,000)**	(40,000)
Loss on disposal of crypto assets	20	**771,933**	629,919
Gain on disposal of right-of-use assets		**–**	(28,618)
Gain on liquidation of subsidiaries [2] [3]	7	**(307,758)**	–
Other receivables written off		**–**	642
Interest expense on lease liabilities	21	**1,270**	2,057
Interest expense on convertible notes	21	**193**	–
Operating loss before working capital changes		**(4,057,347)**	(2,701,234)
Change in contract liabilities		**(523,195)**	–
Change in trade and other receivables		**(102,707)**	(184,761)
Change in trade and other payables		**(573,920)**	(35,472)
Cash used in operations		**(5,257,169)**	(2,921,467)
Tax paid		**(189,050)**	(152,757)
Net cash used in operating activities		**(5,446,219)**	(3,074,224)
Cash Flows from Investing Activities			
Additions of software development costs		**(806,760)**	(405,510)
Cash acquired via acquisition of subsidiaries settled in consideration shares [1]		**–**	98,386
Purchase of crypto assets (Note C)		**(297,792)**	(309,090)
Purchase of plant and equipment (Note A)		**(16,432)**	(6,428)
Proceeds from disposal of crypto assets (Note C)		**1,859,443**	–
Net cash outflow on disposal of subsidiary	7 (b)	**(13)**	–
Net cash outflow on liquidation of subsidiaries [2] [3]		**(105,789)**	–
Proceeds from disposal of right-of-use assets		**–**	3,845
Repayment of loan from non-controlling interest's holding company		**20,000**	70,000
Net cash generated from/(used in) investing activities		**652,657**	(548,797)

	Note	The Group 2022 $	2021 $
Cash Flows from Financing Activities			
Early lease liability settlement		**–**	(3,330)
Advances to director		**–**	(45,397)
Proceeds from issuance of convertible notes		**2,011,500**	3,229,420
Proceeds from issuance of shares		**–**	3,997,716
Repayment of loans from shareholder		**(300,000)**	(500,000)
Proceeds from shareholder's loan		**–**	2,694,400
Repayment of lease liabilities		**(16,130)**	(35,842)
Interest paid	21	**(1,270)**	(2,057)
Net cash generated from financing activities		**1,694,100**	9,334,910
Net (decrease)/increase in cash and cash equivalents		**(3,099,462)**	5,711,889
Cash and cash equivalents at beginning of the year		**5,835,041**	338,369
Effect of exchange rate changes on balances held in foreign currencies		**6,924**	(215,217)
Cash and cash equivalents at end of the year	10	**2,742,503**	5,835,041

(1) Acquisition of the entire share capital of Moonstake Pte. Ltd. was fully satisfied by issuance of the consideration shares by the Company. Refer to Note 7(a) and Note 11 for further details.

(2) On 21 February 2022, the Company applied for creditors' voluntary liquidation for Acmes-Kings Corporation Pte. Ltd. This subsidiary is consolidated until the date it ceases to be a subsidiary of the Group. There is a gain of $292,784 (2021: $Nil) recorded at the Group level. The subsidiary was fully dissolved on 26 March 2023.

(3) On 27 October 2022, the Company applied for creditors' voluntary liquidation for DLF Pte. Ltd. and DLF Prosper Venture Pte. Ltd. These subsidiaries are consolidated until the date they cease to be subsidiaries of the Group. There is a gain of $14,974 (2021: $Nil) recorded at the Group level.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Note:

A. Plant and equipment

During the financial year ended 31 December 2022, the Group acquired plant and equipment with an aggregate cost of $16,432 (2021: $6,428). Cash payments of $16,432 (2021: $6,428) were made to purchase plant and equipment.

B. The following are the disclosures of the reconciliation of liabilities arising from financing activities, excluding equity items:

		Cash flows			Non-cash changes					
	As at 1 January 2022	**Proceeds received**	**Principal repayment**	**Interest paid**	**New leases**	**Interest expense**	**Disposal of lease liabilities**	**Conversion of convertible notes to share capital**	**Foreign exchange movement**	**As at 31 December 2022**
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Lease liabilities (Note 13)	**–**	**–**	**(16,130)**	**(1,270)**	**103,157**	**(2,973)**	**–**	**–**	**–**	**87,027**
Convertible notes (Note 18)	**–**	**2,011,500**	**–**	**–**	**–**	**–**	**–**	**–**	**(14,744)**	**1,996,756**
Loans from shareholder (Note 15)	**3,403,400**	**–**	**(300,000)**	**–**	**–**	**–**	**–**	**–**	**(13,800)**	**3,089,200**

		Cash flows			Non-cash changes					
	As at 1 January 2021	**Proceeds received**	**Principal repayment**	**Interest paid**	**New leases**	**Interest expense**	**Disposal of lease liabilities**	**Conversion of convertible notes to share capital**	**Foreign exchange movement**	**As at 31 December 2021**
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Lease liabilities (Note 13)	74,630	–	(35,842)	(5,387)[4]	–	5,387[4]	(38,788)	–	–	–
Convertible notes (Note 18)	–	3,229,420	–	–	–	–	–	(3,192,000)	(37,420)	–
Loans from shareholder (Note 15)	1,200,000	2,694,400	(500,000)	–	–	–	–	–	9,000	3,403,400

(4) Includes interest expense of $2,057 and early lease liability settlement charges of $3,330.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Note (Cont'd):

C. Crypto assets

During the financial year ended 31 December 2022, the Company acquired crypto assets with an aggregate cost of $2,368,317 (2021: $4,807,998). Cash payment of $297,792 (2021: $309,090) were made to purchase crypto assets.

During the financial year ended 31 December 2022, the Company sold crypto assets with an aggregate cost of $3,199,282 (2021: $4,029,879). Cash receipt of $1,859,443 (2021: $Nil) were received for the disposal of crypto assets.

During the financial year ended 31 December 2022, the Company made partial repayment of advances to third party amounting to $34,040 (2021: $896,433). Cash payment of $Nil (2021: $Nil) was made for the partial repayment of advances to third party because the payment was made in crypto assets.

During the year, the non-cash working capital changes of crypto assets and liabilities are as follows:

	Note	**2022** **$**	2021 $
Loan in crypto assets to third party	9	**–**	54,068
Repayment of loan in crypto assets by third party	4	**(56,971)**	–
Loan from director in crypto assets	4	**(134,461)**	–
Advances in crypto assets from customers	4, 14	**(38,113)**	(667,027)
Advances in crypto assets from third party	14	**–**	(2,009,158)
Partial repayment of advances in crypto assets to third party	4	**34,040**	–

1. General information

The Company is incorporated as a private company and domiciled in the Republic of Singapore. The Company was listed on 25 July 2018 in the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and place of business has changed from 140 Paya Lebar Road, #08-07 AZ @ Paya Lebar, Singapore 409015 to 16 Arumugam Road, #01-03 LTC Building D, Singapore 409961 with effect from 1 September 2022.

The principal activities of the Company are those of investment holding. The principal activities of the subsidiaries are disclosed in Note 7.

Its immediate and ultimate holding company is North Ventures Pte Ltd (formerly known as QRC Pte Ltd), a company incorporated in Singapore.

The consolidated financial statements of the Group and statement of financial position of the Company for the year ended 31 December 2022 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

2(a) Basis of preparation

The financial statements are drawn up in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)"), and have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollars which is the Company's functional currency. All financial information has been presented in Singapore dollars, unless otherwise stated.

Going concern assumption

The Group incurred a net loss of $12,556,273 (2021: $1,119,777) and reported net operating cash outflows of $5,446,219 (2021: $3,074,224) for the financial year ended 31 December 2022. As at 31 December 2022, the Group's and the Company's total liabilities exceeded its total assets by $2,699,864 and $2,420,908 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern.

Notwithstanding the above, it was considered appropriate to prepare these financial statements on a going concern basis after considering the following:

(a) The Group is in a positive working capital position;

(b) The current liabilities include items which would not lead to the actual cash payment by the company including advance payment from customers in crypto assets of $32,271 (included in the trade and other payables), liabilities related to the non-cash share-based compensation of $47,000 (included in the trade and other payables) and agency service fee collected in advance of $327,187 to be recognised to profit or loss over the remaining period of the agreement (included in contract liabilities);

(c) The crypto-currencies of $1,288,338 which can be converted to fiat currencies easily are included in the intangible assets in the non-current assets;

(d) Based on the expected cashflow forecast, including those from our blockchain business, the Group has sufficient cash and crypto assets resources to fulfil its current obligations as and when they fall due;

(e) The convertible notes of $1,996,756, which are included in the non-current liabilities, will be converted into equity at the earlier of (i) any time of which the volume weighted average price of the shares for three consecutive trading days is at least 361.27% of the minimum conversion price of $0.06922 per share, or (ii) on the maturity date of 29 December 2024. As such, no cash outflow is required to repay the convertible notes;

2(a) Basis of preparation (Cont'd)

Going concern assumption (Cont'd)

Notwithstanding the above, it was considered appropriate to prepare these financial statements on a going concern basis after considering the following: (Cont'd)

(f) The Group will continue to explore suitable corporate funds raising exercise(s) to facilitate investment to support business growth, including potential acquisition of income generating assets, and liabilities repayment as and when they fall due; and

(g) A controlling shareholder of the Company has agreed to provide continuing financial support to the Group and the Company for at least twelve (12) months from the auditor's report date to enable the Group and the Company to meet their obligations as and when they fall due.

If the financial support from one of the shareholders is not forthcoming, and as a result the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements.

The Board confirms that the Group will be able to meet its short-term debt obligations when they fall due based on the implementation of the aforementioned steps and continue to operate as a going concern and confirmed that all material disclosures have been provided for trading of the Company's shares to continue in an orderly manner.

2(b) Adoption of new and revised SFRS(I) effective for the current financial year

On 1 January 2022, the Group and the Company have adopted all the new and revised SFRS(I), SFRS(I) interpretations ("SFRS(I) INT") and amendments to SFRS(I), effective for the current financial year that are relevant to them. The adoption of these new and revised SFRS(I) pronouncements does not result in significant changes to the Group's and the Company's accounting policies and has no material effect on the amounts or the disclosures reported for the current or prior reporting periods:

Reference	**Description**	**Effective date (Annual periods beginning on or after)**
Amendments to SFRS(I) 16	*COVID-19-Related Rent Concessions beyond 30 June 2021*	1 April 2021
Amendments to SFRS(I) 3	*Reference to the Conceptual Framework*	1 January 2022
Amendments to SFRS(I) 1-16	*Property, Plant and Equipment – Proceeds before Intended Use*	1 January 2022
Amendments to SFRS(I) 1-37	*Onerous Contracts – Cost of Fulfilling a Contract*	1 January 2022
Amendments to SFRS(I) 9	*Fees in the "10 per cent" Test for Derecognition of Financial Liabilities*	1 January 2022
Amendments to SFRS(I) 1	*Subsidiary as a First-time Adopter*	1 January 2022
Amendments to SFRS(I) 1-41	*Taxation in Fair Value Measurements*	1 January 2022

2(c) New and revised SFRS(I) in issue but not yet effective

At the date of authorisation of these financial statements, the Group and the Company have not adopted the new and revised SFRS(I), SFRS(I) INT and amendments to SFRS(I) that have been issued but are not yet effective to them. Management anticipates that the adoption of these new and revised SFRS(I) pronouncements in future periods will not have a material impact on the Group's and the Company's accounting policies in the period of their initial application:

Reference	Description	Effective date (Annual periods beginning on or after)
SFRS(I) 17	*Insurance Contracts*	1 January 2023
Amendments to SFRS(I) 1-1 and SFRS (I) Practice Statement 2	*Disclosure of Accounting Policies*	1 January 2023
Amendments to SFRS(I) 1-12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	1 January 2023
Amendments to SFRS(I) 1-8	*Definition of Accounting Estimates*	1 January 2023
Amendments to SFRS(I) 1-1	*Classification of Liabilities as Current or Non-current*	1 January 2024
Amendments to SFRS(I) 1-1	*Non-Current Liabilities with Covenants*	1 January 2024
Amendments to SFRS(I) 16	*Lease Liability in a Sale and Leaseback*	1 January 2024
Amendments to SFRS(I) 10 and SFRS(I) 1-28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Yet to be determined

2(d) Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with SFRS(I) requires the use of judgements, 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 financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the reporting period in which the estimate is revised and in any future reporting periods affected. The areas involving significant judgement and critical accounting estimates and assumptions used are described below.

(i) Significant judgements used in applying accounting policies

The following are the critical judgements, apart from those involving estimations that have been made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

(a) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

2(d) Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(i) Significant judgements used in applying accounting policies (Cont'd)

(b) Determination of operating segments (Note 29)

Management will first identify the chief operating decision maker ("CODM"). Then it should identify their business activities (which may not necessarily earn revenue or incur expenses). Management will further determine whether discrete financial information is available for the business activities and whether that information is regularly reviewed by the CODM. Judgment is applied by management of the aggregation criteria to operating segments.

(c) Income taxes (Note 24)

Significant judgement is involved in determining the Group provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issue based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(d) Accounting of crypto assets (Note 4)

Management notes that the topic of digital assets and the accounting for digital assets continues to be considered by the International Accounting Standards Board (IASB) and continues to monitors new comments and interpretations released by the Board and other standard setters from around the world.

In line with this, the Group has considered its position for the year ending 31 December 2022 and had to make judgement that the most applicable standard would be SFRS (I) 38 Intangible Assets, based on the Group's understanding of the characteristics of the assets.

Management treatment continues to be to measure crypto assets at fair value (unless otherwise disclosed and provided certain conditions are met) under the respective accounting standards.

(ii) Key sources of estimation uncertainty

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

(a) Revenue recognition (Note 3)

With regard to big projects for which performance obligations are satisfied over time, the Group recognises revenue as the project progresses using the percentage-of-completion method. The percentage of completion is estimated by reference to the stage of completion based on the value of the contract sum as certified by third party quantity surveyors and the estimated total project value to complete. Significant judgement is required in determining the estimated total contract value which include contracts awarded, estimation of variation works, if any, and the experience of qualified project managers.

(b) Impairment of financial assets (Note 9)

The Group uses a provision matrix to calculate ECL for the trade receivables. The provision matrix is based on the Group's historical default rates taking into consideration reasonable and supportable forward-looking information that is available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables which are credit impaired are assessed for ECL individually. The provision of ECL is not sensitive to changes in estimates.

2(d) Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(ii) Key sources of estimation uncertainty (Cont'd)

(c) Depreciation of plant and equipment and right-of-use assets (Note 5 and 6)

Plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

A 5% (2021: 5%) difference in the expected useful lives of these assets from management's estimates would not have any material effect on the financial statements.

(d) Fair value of crypto assets

Crypto assets are measured at fair value using the quoted price in United States dollars from a number of different sources with the primary being CoinMarketCap (www.coinmarketcap.com) at closing Coordinated Universal Time. Management considers this fair value to be a Level 1 input under the SFRS (I) 13 Fair Value Measurement fair value hierarchy as the price on the quoted price (unadjusted) in an active market for identical assets.

(e) Amortisation of intangible assets (Note 4)

Intangible assets, comprising software development costs, are accounted for using the cost model. The capitalised costs of these intangible assets are amortised on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these intangible assets to be 5 years. After initial recognition, the intangible assets are carried at cost less accumulated amortisation and impairment, if any. In addition, the intangible assets are subject to impairment testing if there are any indicators of impairment, and are written off when, in the opinion of management, no further economic benefits are expected to arise. The carrying amount of the Group's intangible assets, comprising software development costs, are disclosed in Note 4. In 2022, a change of 10% in the amortisation rate of these intangible assets will not lead to significant change in the amortisation expense for the year and their carrying amount at the reporting date.

(f) Impairment of non-financial assets (Note 4, 5, 6, and 7)

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(g) Estimation of the incremental borrowing rate (Note 6 and 13)

For the purpose of calculating the right-of-use asset and lease liability, an entity applies the interest rate implicit in the lease ("IRIIL") and, if the IRIIL is not readily determinable, the entity shall use its incremental borrowing rate ("IBR") applicable to the lease asset. The IBR is the rate of interest that the entity would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. For most of the leases whereby the Group is the lessee, the IRIIL is not readily determinable. Therefore, the Group estimates the IBR relevant to each lease asset by using observable inputs when available, and then making certain lessee specific adjustments.

2(e) Significant accounting policies

Consolidation

The consolidated financial statements incorporate the financial statements of the Company and investees (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company or its subsidiary:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company or its subsidiary reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company or its subsidiary has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company or its subsidiary considers all relevant facts and circumstances in assessing whether or not the Company's or its subsidiary's voting rights in an investee are sufficient to give it power, including:

- size of the Company's or its subsidiary's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company or its subsidiary, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances which indicate that the Company or its subsidiary has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

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

2(e) Significant accounting policies (Cont'd)

Consolidation (Cont'd)

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

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 Financial Instruments when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

In determining whether a particular set of activities and assets is a business, the Group assesses whether it includes, at a minimum, an input and substantive process, and whether it has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with SFRS(I) 1-12 Income Taxes and SFRS(I) 1-19 Employee Benefits respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered to replace share-based payment arrangements of the acquiree are measured in accordance with SFRS(I) 2 Share-based Payment at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

2(e) Significant accounting policies (Cont'd)

Business combinations (Cont'd)

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

Foreign Currencies

The individual financial statements of each group entity are measured and presented in the currency of the primary economic environment in which the entity operates (the functional currency).

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. As at each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollar using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity under the header of currency translation reserve.

2(e) Significant accounting policies (Cont'd)

Foreign Currencies (Cont'd)

On the disposal of a foreign operation (i.e. disposal of the Group's entire interest in a foreign operation, or disposal involving loss of control over a subsidiary that includes a foreign operation, loss of significant influence over an associate that includes a foreign operation, or loss of joint control over a jointly controlled entity that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

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

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill arising from acquisition of associates and joint ventures represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associates and joint ventures is included in the carrying amount of the investments.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Intangible assets

(i) <u>Intangible assets acquired in a business combination</u>

Intangible assets acquired in a business combination, including software development costs, are identified and initially recognised at cost separately from goodwill. The cost of these intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, software development costs with finite useful lives are carried at cost less accumulated amortization and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over 5 years, which is the shorter of their estimated useful lives and periods of contractual rights.

2(e) Significant accounting policies (Cont'd)

Intangible assets (Cont'd)

(ii) Intangible assets acquired separately

Intangible assets acquired separately, including software development costs, are initially recognised at cost. Such costs include the purchase price (net of any discounts and rebates) and other directly attributable costs of preparing the assets for their intended use.

Subsequent to initial recognition, software development costs with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over 5 years, which is the shorter of their remaining estimated useful lives and periods of contractual rights.

(iii) Internally generated intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the development costs incurred from the date when the intangible asset first meets the recognition criteria listed above. Such development costs include purchase of materials and services and payroll-related costs of employees directly involved in the project. Where no internally-generated intangible asset can be recognised, development cost is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated development costs are carried at cost less accumulated amortisation and accumulated impairment losses. These development costs are amortised to profit or loss using the straight-line method over 5 years, which is their estimated useful lives.

The amortisation period and amortisation method of intangible assets with finite useful lives, including software development costs, are reviewed at least at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

(iv) Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2(e) Significant accounting policies (Cont'd)

Crypto assets

The crypto assets held by the Group are accounted for as intangible assets with indefinite useful lives, and are initially measured at cost. Crypto assets accounted for as intangible assets are not amortised, but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the infinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the crypto asset at the time its fair value is being measured. Impairment expense is reflected in other operating expenses in the consolidated income statements. The Group assigns costs to transactions on a first-in, first-out basis.

Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that trigger those lease payments.

For all contracts that contain both lease and non-lease components, the Group has elected to not separate lease and non-lease components and account these as one single lease component.

The lease liabilities are presented as a separate line item in the statement of financial position.

The lease liability is subsequently measured at amortised cost, by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

2(e) Significant accounting policies (Cont'd)

Leases (Cont'd)

The Group as lessee (Cont'd)

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to profit or loss if the carrying amount of the right-of-use asset has already been reduced to Nil) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use asset

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Depreciation on right-of-use assets is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

Office premises	2 years
Motor vehicles	5 years

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line item in the statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Plant and equipment and depreciation

Plant and equipment are stated at cost or valuation less accumulated depreciation and accumulated impairment losses, if any. Depreciation on other items of plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives as follows:

Computers	3 years
Office equipment	2 to 5 years
Furniture, fixture and fittings	3 years
Renovations	3 years

2(e) Significant accounting policies (Cont'd)

Plant and equipment and depreciation (Cont'd)

The cost of plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before that expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is provided from the month of acquisition and to the month before disposal respectively. Fully depreciated plant and equipment are retained in the books of accounts until they are no longer in use.

The gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in the income statement.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- amortised cost;
- fair value through other comprehensive income ("FVOCI"); and
- fair value through profit or loss ("FVPL").

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group reclassifies investments in debt instruments when and only when its business model for managing those assets changes.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2(e) Significant accounting policies (Cont'd)

Financial assets (Cont'd)

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset.

Investments in debt instruments

Investments in debt instruments mainly comprise trade and other receivables, cash and cash equivalents, and listed and unlisted debt securities. There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- *Amortised cost* : Investments in debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest method.

- *FVOCI* : Investments in debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in other comprehensive income ("OCI") and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".

- *FVPL* : Investments in debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other gains and losses"

Investments in equity instruments

The Group subsequently measures all its investments in equity instruments, including listed and unlisted equity securities, at their fair values. Such equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other gains and losses", except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains or losses" in other comprehensive income. Dividends from equity investments are recognised in profit or loss as dividend income within "other income".

(iii) Trade and other receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of a third party, if the trade receivables do not contain a significant financing component. Other receivables generally arise from transactions outside the normal operating activities of the Group. Trade and other receivables are subsequently measured at amortised cost using the effective interest method, less loss allowance.

2(e) Significant accounting policies (Cont'd)

Financial assets (Cont'd)

(iv) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVOCI, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVOCI, the cumulative gain or loss previously accumulated in the fair value reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Trade receivables that are factored out to banks and other financial institutions with recourse to the Group are not derecognised until the recourse period has expired and the risks and rewards of the receivables have been fully transferred. The corresponding cash received from the financial institutions is recorded as borrowings.

(v) Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically,

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item;
- for debt instruments measured at FVOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss in the 'Other gains and losses' line item. As the foreign currency element recognised in profit or loss is the same as if it was measured at amortised cost, the residual foreign currency element based on the translation of the carrying amount (at fair value) is recognised in other comprehensive income in the investments revaluation reserves;
- for financial assets measured at FVPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item as part of the fair value gain or loss; and
- for equity instruments measured at FVOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserves.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortised cost or at FVOCI, finance lease receivables, contract assets, as well as on loan commitments and financial guarantee contracts (if any). No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

2(e) Significant accounting policies (Cont'd)

Impairment of financial assets (Cont'd)

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

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

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

(i) Significant increase in credit risk

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

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

- actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument (e.g. significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost);
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

2(e) Significant accounting policies (Cont'd)

Impairment of financial assets (Cont'd)

(i) Significant increase in credit risk (Cont'd)

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

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

For loan commitments and financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition, (i) for a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; (ii) for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

(ii) Definition of default

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

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

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

(iii) Credit-impaired financial assets

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

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

2(e) Significant accounting policies (Cont'd)

Impairment of financial assets (Cont'd)

(iv) Write-off policy

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

(v) Measurement and recognition of expected credit losses

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

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For finance lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the finance lease receivable in accordance with SFRS(I) 16 Leases.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For undrawn loan commitments, the expected credit loss is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the loan commitment draws down the loan, and the cash flows that the Group expects to receive if the loan is drawn down.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

2(e) Significant accounting policies (Cont'd)

Impairment of financial assets (Cont'd)

(v) Measurement and recognition of expected credit losses (Cont'd)

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- nature of financial instruments (i.e. the Group's trade and other receivables, finance lease receivables and amounts due from customers are each assessed as a separate group, while loans to related parties are assessed for expected credit losses on an individual basis);
- past-due status;
- nature, size and industry of debtors;
- nature of collaterals for finance lease receivables; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Financial liabilities and equity

(i) Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(iii) Compound instruments

The component parts of compound instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium or other class of equity. Where the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognised in equity will be transferred to retained profits or other reserve account. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2(e) Significant accounting policies (Cont'd)

Financial liabilities and equity (Cont'd)

(iii) Compound instruments (Cont'd)

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies as set out below.

(i) Financial liabilities at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVPL, are subsequently measured at amortised cost using the effective interest method. Financial liabilities at amortised cost mainly include trade and other payables, borrowings and lease liabilities.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

(ii) Financial liabilities at FVPL

Financial liabilities are classified as at FVPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which SFRS(I) 3 applies, (ii) held for trading, or (iii) it is designated as at FVPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and SFRS(I) 9 permits the entire combined contract to be designated as at FVPL.

2(e) Significant accounting policies (Cont'd)

Financial liabilities (Cont'd)

(ii) Financial liabilities at FVPL (Cont'd)

Financial liabilities at FVPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the "other gains and losses" line item.

However, for financial liabilities that are designated as at FVPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the group as at fair value through profit or loss are recognised in profit or loss.

(iii) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

(iv) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with SFRS(I) 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

(v) Loan commitments

Commitments to provide a loan at a below-market interest rate are initially measured at their fair values and, if not designated as at FVPL, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with SFRS(I) 9; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

2(e) Significant accounting policies (Cont'd)

Financial liabilities (Cont'd)

(vi) Derecognition of financial liabilities

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

(vii) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'Other gains and losses' line item in profit or loss for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

Cash and cash equivalents

In the statement of financial position, cash and bank balances comprise cash and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. If the contractual restrictions to use the cash extend beyond 12 months after the reporting date, the related amounts are classified as non-current in the statement of financial position.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Borrowing costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost or fair value. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Crypto assets borrowed from counterparties are initially recognised at fair value, net of transaction costs incurred and are subsequently measured at fair value.

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

2(e) Significant accounting policies (Cont'd)

Convertible notes

The Group's convertible notes ("notes") are classified as financial liabilities as the group has a contractual obligation to either settle the accrued interest in cash or deliver a variable number of its own equity instruments. Whilst the terms of the convertible notes contain a conversion feature (i.e. potential settlement in cash or shares), the number of shares required to be issued on redemption is based on the carrying value of the notes at maturity/redemption. Therefore, as either cash or a variable number of shares will be issued to extinguish a fixed liability amount, the conversion feature does not contain a derivative as the value of the conversion feature does not vary in response to a change in the Group's share price over the term of the notes. As a result, the entire balance of the convertible notes are classified as a debt instrument and initially recognised at fair value of the consideration received, net of transaction costs.

On initial recognition the fair value of the convertible notes equated to the proceeds received and subsequently the convertible note is measured at fair value. The movements are recognised in profit and loss as finance costs except to the extend the movement is attributed to changes in the Groups own credit risk status in which case it is recognised in Other Comprehensive Income.

Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Individual assets or cash-generating units are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value-in-use, based on an internal discounted cash flow evaluation.

Impairment losses recognised for cash-generating units, are charged pro-rata to the assets in the cash-generating unit.

Any impairment loss is charged to the profit or loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases.

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 determined if no impairment loss had been recognised.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2(e) Significant accounting policies (Cont'd)

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to define contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

Share-based payments

Equity-settled share-based payments are measured at fair value of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. As at each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled share option reserve.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to the share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the service.

Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

2(e) Significant accounting policies (Cont'd)

Income taxes (Cont'd)

Deferred income tax is measured:

(a) at the tax rates that are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the date of the financial position; and

(b) based on the tax consequence that will follow from the manner in which the Group expects, at the date of the financial position, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in the profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors are considered key management personnel.

Government grants

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant.

Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the same periods in which the expenses are recognised. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the asset.

Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding.

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. The Group determines and presents operating segments based on information that is provided internally to the Executive Chairman, who is the Group's chief operating decision maker. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer to make decision about resources to be allocated to the segments and assess its performance, and for which discrete financial information is available.

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

2(e) Significant accounting policies (Cont'd)

Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and Company if that person:

(i) has control or joint control over the Company;

(ii) has significant influence over the Company; or

(iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

(i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) both entities are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of the employees of either the Company or an entity related to the Company (if the Company is itself such a plan, the sponsoring employers are also related to the Company);

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.

Revenue recognition

The Group recognises revenue from the following major sources:

(i) Staking services;

(ii) Blockchain agency and consulting services; and

(iii) Project revenue.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or extending a service to the customer, which is when the customer obtains control of the good or derived benefits from the usage of the service. A performance obligation may be satisfied at a point in time or over time. If a performance obligation is satisfied over time, the revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that performance obligation. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

2(e) Significant accounting policies (Cont'd)

Revenue recognition (Cont'd)

Staking [(1)] services

For digital wallets and staking services, revenue is recognised at the point when the block creation or validation is complete and the rewards are available for transfer. Revenue is measured based on the number of tokens received and the fair value of the token at the date of recognition.

For research and development services, revenue is recognised when services are rendered and accepted by customers. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated cost or the possible return of goods.

For agency service fee collected in advance, revenue is recognised to the profit or loss over the remaining period of the agency service agreement.

(1) Staking is a technical feature of blockchain technologies which utilises Proof of Stake ("PoS") as a validation mechanism by rewarding token holders who had staked their tokens for the validation process. A staking pool aggregates digital assets from multiple token holders to increase the token holders' likelihood of receiving the blockchain validation rewards under the PoS system. Moonstake Pte Ltd and Moonstake Limited (collectively "MS Group") provides a proprietary software platform, including a user-friendly web wallet and mobile wallet services, in order to provide a full range of staking functions, and to serve a larger pool of tokens for holders to stake the cryptocurrencies they hold.

Proof of Stake produces and validates new blocks in blockchains through the process of staking, allowing new blocks to be produced without relying on specialised mining hardware. While mining requires a significant investment in hardware, under staking, holders participate in generating a block by delegating the cryptocurrencies they already hold.

Blockchain agency and consulting services

Revenue from sale of goods is recognised upon the transfer of significant risk and rewards of ownership of the goods to the customer, usually on delivery of goods and acceptance by customers. Revenue from services is recognised when services are rendered and accepted by customers. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated cost or the possible return of goods.

Project revenue

The Group provides maintenance, replacement and repairing engineering services to customers through fixed-price contracts for big projects or purchase orders for small projects. Revenue is recognised when the promised service has been transferred to the customer.

With regard to projects for which performance obligations are satisfied over time, the Group recognises revenue as the project progresses using the percentage-of-completion method. The percentage-of-completion is estimated by reference to the stage of completion based on the value of the contract sum as certified by third party quantity surveyors and the estimated total project value to complete. Significant judgement is required in determining the estimated total contract value which include contracts awarded, estimation of variation works, if any, and the experience of qualified project managers.

3 Revenue

The Group	2022 $	2021 $
Staking services		
- Digital wallets and staking services	**1,721,690**	2,563,115
- Research and development services	**1,345,687**	1,674,224
- Agency service fee	**335,753**	191,406
Total staking services	**3,403,130**	4,428,745
Project revenue	**68,300**	459,831
Blockchain agency and consulting services	**104,077**	132,958
	3,575,507	5,021,534
Timing of revenue recognition		
At a point in time		
- Staking services	**2,633,534**	4,237,339
- Blockchain agency and consulting services	**67,736**	53,285
	2,701,270	4,290,624
Over time		
- Staking services	**769,596**	191,406
- Project revenue	**68,300**	459,831
- Blockchain agency and consulting services	**36,341**	79,673
	874,237	730,910
	3,575,507	5,021,534

The Group	2022 $	2021 $
Geographical segments		
Singapore	**1,786,081**	1,732,884
Others	**1,789,426**	3,288,650
	3,575,507	5,021,534

4 Intangible assets

The Group	Goodwill on acquisition $	Crypto assets $	Software development $	Total $
Cost				
At 1 January 2021	–	–	–	–
Acquisition of subsidiaries	6,985,857	6,394,853	846,087	14,226,797
Additions	–	4,807,998	405,510	5,213,508
Disposal	–	(4,029,879)	–	(4,029,879)
Loan to third party [(1)]	–	(54,744)	–	(54,744)
Partial repayment of advances to third party [(2)]	–	(896,433)	–	(896,433)
Currency translation differences	152,624	101,489	18,485	272,598
At 31 December 2021	7,138,481	6,323,284	1,270,082	14,731,847
Additions	**–**	**2,368,317**	**806,760**	**3,175,077**
Disposal	**–**	**(3,199,282)**	**–**	**(3,199,282)**
Repayment of loan by third party [(1)]	**–**	**56,971**	**–**	**56,971**
Partial repayment of advances to third party [(2)]	**–**	**(34,040)**	**–**	**(34,040)**
Loan from director [(3)]	**–**	**134,461**	**–**	**134,461**
Advance payment from customers	**–**	**38,113**	**–**	**38,113**
Currency translation differences	**(37,496)**	**14,174**	**(6,670)**	**(29,992)**
At 31 December 2022	**7,100,985**	**5,701,998**	**2,070,172**	**14,873,155**
Accumulated amortisation				
At 1 January 2021	–	–	–	–
Acquisition of subsidiaries	–	–	(183,319)	(183,319)
Additions	–	–	(124,344)	(124,344)
Currency translation differences	–	–	(4,182)	(4,182)
At 31 December 2021	**–**	**–**	**(311,845)**	**(311,845)**
Additions	**–**	**–**	**(349,593)**	**(349,593)**
Currency translation differences	**–**	**–**	**11,149**	**11,149**
At 31 December 2022	**–**	**–**	**(650,289)**	**(650,289)**
Accumulated impairment				
At 1 January 2021	–	–	–	–
Additions	–	(871,222)	–	(871,222)
Currency translation differences	–	1,317	–	1,317
At 31 December 2021	**–**	**(869,905)**	**–**	**(869,905)**
Additions	**(5,428,037)**	**(3,604,538)**	**–**	**(9,032,575)**
Currency translation differences	**109,177**	**60,783**	**–**	**169,960**
At 31 December 2022	**(5,318,860)**	**(4,413,660)**	**–**	**(9,732,520)**
Carrying amount				
At 31 December 2022	**1,782,125**	**1,288,338**	**1,419,883**	**4,490,346**
At 31 December 2021	7,138,481	5,453,379	958,237	13,550,097

(1) Relates to a short-term loan in crypto assets extended to a third party in 2021. The loan bears interest at 1% per annum and was fully repaid in 2022.

(2) Relates to partial repayment of advances in crypto assets received from a third party. The advances are non-interest bearing. On 30 December 2022, the Group entered into an agreement with the third party to extend the repayment date of the advances in crypto assets to after 31 December 2024.

(3) Loan from director is in crypto assets and is interest free and repayable on demand.

4 Intangible assets (Cont'd)

The Company	Crypto assets $
Cost	
At 1 January 2022	–
Receipt of pledged crypto assets [(1)]	**712,852**
Advances from third party [(2)]	**9,876**
At 31 December 2022	**722,728**
Accumulated impairment	
At 1 January 2022	–
Additions	**257,682**
Currency translation differences	**(5,183)**
At 31 December 2022	**252,499**
Carrying amount	
At 31 December 2022	**470,229**
At 31 December 2021	–

(1) Relates to crypto assets pledged by Moonstake Pte Ltd ("MPL"), a wholly owned subsidiary of the Company. These crypto assets serve as a guarantee for the interest free loans extended by the Company to MPL. Subsequent to the financial year, these crypto assets were returned by the Company to MPL following the full repayment of the interest free loans by MPL.

(2) Advances in crypto assets received from a third party are non-interest bearing and repayable on demand. These advances in crypto assets were fully repaid in January 2023.

(i) Goodwill on acquisition

The Group recognised a goodwill of $7,138,481 following the acquisition of new subsidiaries, Moonstake Pte Ltd and Moonstake Limited ("MS Group"), on 31 May 2021. Please refer to Note 7(a) for the details of the acquisition.

Goodwill is monitored by management at the level of the operating segments (Note 29). A segment-level summary of the goodwill allocation is presented below:

The Group	2022 $	2021 $
Blockchain technology services	**1,782,125**	7,138,481

The Group tests whether goodwill has suffered any impairment on an annual basis. For the 2022 and 2021 reporting periods, the recoverable amount of the cash-generating units ("CGU") is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

4 Intangible assets (Cont'd)

(i) Goodwill on acquisition (Cont'd)

The following table sets out the key assumptions for the CGU that have significant goodwill allocated to them:

	Blockchain technology services	
The Group	**2022**	2021
Sales volume (% monthly growth rate)	Ranging from 0.17% to 1.29%	Ranging from 0.17% to 0.37%
Annual capital expenditure	Approximately $270,000	Approximately $400,000
Discount rate (%)	27.13%	24.26%
Terminal growth rate (%)	1.99%	1.46%

Management has determined the values assigned to each of the above key assumptions as follows:

Key assumption	Approach
Sales volume (% annual growth rate)	Average annual growth rate over the five-year forecast period. Based on past performance and management's expectations of market development.
Sales price (% annual growth rate)	Average annual growth rate over the five-year forecast period. Based on current industry trends and including long-term inflation forecasts for each territory.
Budgeted gross profit margin (%)	Based on past performance and management's expectations for the future.
Annual capital expenditure	Expected cash costs in the CGUs based on the historical experience of management, and the planned refurbishment expenditure. No incremental revenue or cost savings are assumed in the value-in-use model as a result of this expenditure.
Terminal growth rate (%)	Weighted average growth rate used to extrapolate cash flows beyond the budget period. Consistent with forecasts included in industry reports.
Discount rate (%)	Reflect specific risks relating to the relevant segments and the countries in which they operate.

4 Intangible assets (Cont'd)

(ii) Goodwill impairment

Following the weakened cryptocurrency market in 2022, which has resulted in lower forecasted revenue from digital wallet and staking services, as well as research and development services, management has assessed the recoverable amount of the CGU (i.e. Blockchain Technology Services) as at 31 December 2022. As the recoverable amount of the CGU of $1,782,125 was determined to be lower than its carrying amount, an impairment loss of $5,428,037 [(1)] (2021: $Nil) was charged to "other operating expenses" in profit or loss.

The recoverable amount of the CGU was based on its value in use and was determined with the assistance of independent valuer.

Value in use was determined by discounting the future cash flows to be generated from the CGU. Value in use as at 31 December 2022 was determined similarly to the 31 December 2021 goodwill impairment test and was based on the key assumptions in note 4(i) above.

(iii) Crypto assets

The crypto assets held by the Group and the Company are accounted for as intangible assets with indefinite useful lives and are initially measured at cost. Crypto assets accounted for as intangible assets are not amortised, but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the infinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the crypto asset at the time its fair value is being measured. Impairment expense is reflected in other operating expenses in the profit or loss. The Group and the Company assigns costs to transactions on a first-in, first-out basis.

The Group and the Company tests whether crypto assets have suffered any impairment on an annual basis. As at the end of reporting period, the recoverable amount of the crypto assets is determined based on fair value at year end using the quoted price in United States dollars from a number of different sources with the primary being CoinMarketCap (www.coinmarketcap.com) at closing Coordinated Universal Time. As at year end, the impairment loss amounting to $3,604,538 (2021: $871,222) and $257,682 (2021: $Nil) for the Group and the Company respectively, is recognised in profit or loss.

(iv) Software development

Software development relates to software development costs capitalised for MS Group's staking pool protocol and blockchain nodes setup and implementation, staking services management system and digital wallet solutions.

Software development is stated at cost less accumulated amortisation and impairment losses, if any. The cost is amortised using the straight-line method over the estimated useful life of 5 years. The remaining useful life of the software development as at 31 December 2022 is between 2.5 years to 5 years (2021: 3.5 years to 5 years).

The amortisation of software development costs is included in administrative expenses in the profit or loss.

[(1)] US$3,955,719 @ USD/SGD average P&L rate of 1.3722

5 Plant and equipment

The Group	Motor vehicles $	Computers $	Office equipment $	Furniture, fixture and fittings $	Air conditioner $	Renovations $	Total $
Cost							
At 1 January 2021	34,074	140,702	103,017	214,574	6,500	66,636	565,503
Additions	–	6,428	–	–	–	–	6,428
Disposal	–	–	(28,500)	–	–	–	(28,500)
At 31 December 2021	**34,074**	**147,130**	**74,517**	**214,574**	**6,500**	**66,636**	**543,431**
Additions	**–**	**7,086**	**–**	**–**	**–**	**9,346**	**16,432**
Disposals [1] [2]	**(34,074)**	**(92,032)**	**(60,744)**	**(214,574)**	**(6,500)**	**(41,883)**	**(449,807)**
Reclassification	**–**	**3,900**	**(3,900)**	**–**	**–**	**–**	**–**
At 31 December 2022	**–**	**66,084**	**9,873**	**–**	**–**	**34,099**	**110,056**
Accumulated depreciation							
At 1 January 2021	34,074	139,149	87,026	207,864	6,500	55,002	529,615
Depreciation for the year	–	4,169	6,391	6,556	–	11,634	28,750
Disposals	–	–	(22,800)	–	–	–	(22,800)
At 31 December 2021	**34,074**	**143,318**	**70,617**	**214,420**	**6,500**	**66,636**	**535,565**
Depreciation for the year	**–**	**5,612**	**–**	**126**	**–**	**1,038**	**6,776**
Disposals [1] [2]	**(34,074)**	**(91,221)**	**(60,744)**	**(214,546)**	**(6,500)**	**(41,883)**	**(448,968)**
At 31 December 2022	**–**	**57,709**	**9,873**	**–**	**–**	**25,791**	**93,373**
Accumulated impairment							
At 1 January 2021	–	–	5,700	–	–	–	5,700
Reversal of impairment	–	–	(5,700)	–	–	–	(5,700)
At 31 December 2021	–	–	–	–	–	–	–
Reversal of impairment	–	–	–	–	–	–	–
At 31 December 2022	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Carrying amount							
At 31 December 2022	**–**	**8,375**	**–**	**–**	**–**	**8,308**	**16,683**
At 31 December 2021	–	3,812	3,900	154	–	–	7,866

(1) Includes items of plant and equipment with carrying amount of $27 which were disposed of during the year as a result of disposing the Company's shares in DLF Engineering Pte Ltd. Refer to Note 7(b) for further details.

(2) Includes items of plant and equipment with carrying amount of $812 which were disposed of during the year as a result of liquidating the Company's three wholly owned subsidiaries namely, Acmes-Kings Corporation Pte Ltd, DLF Pte Ltd and DLF Prosper Venture Pte Ltd. Refer to Note 7(c) for further details.

5 Plant and equipment (Cont'd)

The Company	Computers $	Renovations $	Total $
Cost			
At 1 January 2021	4,124	–	4,124
Additions	3,903	–	3,903
At 31 December 2021	**8,027**	**–**	**8,027**
Additions	**5,314**	**9,346**	**14,660**
At 31 December 2022	**13,341**	**9,346**	**22,687**
Accumulated depreciation			
At 1 January 2021	926	–	926
Depreciation for the year	1,960	–	1,960
At 31 December 2021	**2,886**	**–**	**2,886**
Depreciation for the year	**4,152**	**1,038**	**5,190**
At 31 December 2022	**7,038**	**1,038**	**8,076**
Carrying amount			
At 31 December 2022	**6,303**	**8,308**	**14,611**
At 31 December 2021	5,141	–	5,141

In 2021, office equipment amounting to $28,500 that were no longer in working order were fully written off.

6 Right-of-use assets

The Group and the Company	Motor vehicles $	Office premises $	Total $
Cost			
At 1 January 2021	78,780	94,847	173,627
Disposal	(78,780)	–	(78,780)
At 31 December 2021	**–**	**94,847**	**94,847**
Addition	**–**	**103,157**	**103,157**
Termination of lease contracts	**–**	**(94,847)**	**(94,847)**
At 31 December 2022	**–**	**103,157**	**103,157**
Accumulated depreciation			
At 1 January 2021	44,643	71,134	115,777
Depreciation	15,755	23,713	39,468
Disposal	(60,398)	–	(60,398)
At 31 December 2021	**–**	**94,847**	**94,847**
Depreciation	**–**	**17,192**	**17,192**
Termination of lease contracts	**–**	**(94,847)**	**(94,847)**
At 31 December 2022	**–**	**17,192**	**17,192**
Carrying amount			
At 31 December 2022	**–**	**85,965**	**85,965**
At 31 December 2021	–	–	–

During the financial year, the Group entered into a 2-year lease to rent office premises in LTC Building D along 16 Arumugam Road. This lease has resulted in an addition to the rights-of-use assets and the lease liabilities respectively (Note 13).

The fair value of the office lease is based on the present value of the remaining lease payments using the incremental borrowing rate from a market participant's perspective. During the financial year ended 31 December 2022, the office lease has ended and was replaced by a 2-year short term office lease.

7 Subsidiaries

The Company	Note	2022 $	2021 $
Unquoted equity investments, at cost			
At 1 January		**10,572,766**	1,246,914
Acquisition of subsidiaries	7(a), (i)	**–**	7,141,652
Additions	7(a), (ii)	**–**	2,184,200
Disposal of subsidiary	7(b)	**(194,485)**	–
Liquidation of subsidiaries	7(c)	**(1,052,428)**	–
At 31 December		**9,325,853**	10,572,766
Accumulated impairment			
At 1 January		**(1,246,913)**	(1,246,913)
Reversal of impairment due to disposal of subsidiary	7(b)	**194,485**	–
Reversal of impairment due to liquidation of subsidiaries	7(c)	**1,052,428**	–
Impairment of investment in subsidiaries	7(d)	**(7,654,893)**	–
At 31 December		**(7,654,893)**	(1,246,913)
		1,670,960	9,325,853

(i) On 31 May 2021, the Company acquired Moonstake Pte. Ltd. (which in-turn owns the entire share capital of Moonstake Limited) with the fair value of the purchase consideration of $7,141,652.

(ii) In June 2021, the Company increased its investment in Moonstake Pte. Ltd. by $1,984,200 and OIO Singapore Private Limited by $200,000 respectively.

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Percentage of interest held 2022	2021	Principal activities
Held by the Company				
DLF Pte. Ltd. (1),(5)	Singapore	**–**	100%	Procurement of equipment and components such as offloading hoses and the provision of logistic services to offshore oil rigs
DLF Prosper Venture Pte. Ltd. (1),(5)	Singapore	**–**	80%	Installation of industrial machinery and equipment, mechanical engineering works
OIO Singapore Private Limited (1)	Singapore	**100%**	100%	Sales agency services, software development agency services and consulting services
DLF Engineering Pte Ltd (1),(4)	Singapore	**–**	100%	Provision of building and construction services

7 Subsidiaries (Cont'd)

Details of the subsidiaries are as follows: (Cont'd)

Name of subsidiary	Country of incorporation	Percentage of interest held		Principal activities
		2022	2021	
Held by the Company				
Moonstake Pte. Ltd. (1),(2)	Singapore	**100%**	100%	Management of the MS Group; holding and managing the intellectual property rights related to the MS Group's businesses; sales and marketing activities in relation to the staking solutions offered by MS Group to enterprise customers; and staking and blockchain finance related consulting services to enterprise customers
Held by Moonstake Pte. Ltd. (2)				
Moonstake Limited (1),(2)	Cayman Islands	**100%**	100%	Provision of digital wallets and staking services to both retail and enterprise customers
Held by DLF Engineering Pte Ltd (4)				
Acmes-Kings Corporation Pte. Ltd.(1),(3)	Singapore	**–**	100%	Provision of plumbing, non-electric heating and air-conditioning services

(1) Audited by Foo Kon Tan LLP, Singapore.

(2) Acquired on 31 May 2021. Information about the Group's acquisition of subsidiaries are disclosed in Note 7(a).

(3) Applied for creditors' voluntary liquidation on 21 February 2022. Fully dissolved on 26 March 2023.

(4) Disposed on 12 August 2022. Information about the Group's disposal of the subsidiary are disclosed in Note 7(b).

(5) Applied for creditors' voluntary liquidation on 27 October 2022.

(a) Acquisition of subsidiaries

On 31 May 2021, the Company acquired the entire issued share capital in Moonstake Pte Ltd from a third party for an aggregate consideration of $7,141,652. Moonstake Pte Ltd in-turn owns the entire issued share capital of its subsidiary, Moonstake Limited. The aggregate consideration was arrived at an arm's length basis between the vendor and Company after an assessment of the MS Group's financial position. Roma Appraisals Limited (the "Independent Valuer"), was commissioned by the Company to provide an independent valuation of the MS Group.

The aggregate consideration of $7,141,652 was satisfied by the issuance of 40,348,314 ordinary shares in the Company to the vendor at an issue price of $0.177 per consideration share. The fair valuation of the consideration share was assessed to be $7,141,652, or $0.177 per consideration share based on valuation derived from the purchase price allocation exercise performed by Roma Appraisals Limited.

Moonstake Pte Ltd is an entity incorporated in Singapore with its principal activities which include (i) management of the MS Group; (ii) holding and managing the intellectual property rights related to the MS Group's businesses; (iii) sales and marketing activities in relation to the staking solutions offered by MS Group to enterprise customers and (iv) staking and blockchain finance related consulting services to enterprise customers. Moonstake Limited's principal activities, on the other hand, include providing digital wallet and staking services to both retail and enterprise customers, and qualifies as a business defined in SFRS(I)3 Business Combinations.

7 Subsidiaries (Cont'd)

(a) Acquisition of subsidiaries (Cont'd)

Moonstake Pte Ltd was acquired primarily to accelerate the growth of the blockchain business from the receipt of additional revenue streams and existing orders of the MS Group, which is in line with its diversification mandate in relation to the commercialisation of blockchain-related products. In addition, having cultivated a strong business relationship with the MS Group through the provision of sales agency and consulting services, the Board believes that there are mutually beneficial business synergies between the Group's blockchain business and the MS Group's existing business. With the growing interest in blockchain and digital assets, the Board is of the view that the acquisition is financially and strategically beneficial for the Group and its stakeholders.

Details of the consideration paid, fair value of the identifiable assets and liabilities and goodwill arising, and the effects on the cash flows of the Group are as follows:

	Note	2021 $
Consideration transferred		
Shares consideration	(i)	7,141,652
Fair value of the identifiable assets and liabilities		
At fair value		
Intangible asset – Software development		662,768
Intangible asset – Crypto assets		6,394,853
Trade and other receivables		71,136
Cash and cash equivalents		98,386
Trade and other payables		(615,697)
Other payables in crypto assets	(ii)	(2,875,064)
Contract liabilities (Note 17)		(872,229)
Loan in crypto assets	(iii)	(2,528,471)
Contingent liability recognised (Note 16)		(332,511)
Net identifiable assets acquired		3,171
Goodwill arising		
Consideration transferred		7,141,652
Less: Fair value of the net identifiable assets		(3,171)
Goodwill arising from acquisition (Note 4)	(iv)	7,138,481
Effects on cash flows of the Group		
Shares consideration		–
Add: Cash and cash equivalents in acquiree		98,386
Cash inflow on acquisition		98,386

7 Subsidiaries (Cont'd)

(a) Acquisition of subsidiaries (Cont'd)

(i) Share consideration refers to 40,348,314 ordinary shares at fair valuation of $0.177 per consideration share.

(ii) Relates to advances in crypto assets received from a third party. The advances are non-interest bearing. On 30 December 2022, the Group entered into an agreement with the third party to extend the repayment date of the advances in crypto assets to after 31 December 2024. As at 31 December 2022, the advances in crypto assets which stood at $1,977,565, were included in non-current liabilities (2021: current liabilities of $2,009,158) (Note 14).

(iii) Loan in crypto assets was fully repaid in June 2021.

(iv) The goodwill is attributable to the MS Group's strong position and profitability in staking solutions and synergies that are expected to arise after the Company's acquisition of the new subsidiaries. The goodwill recognised is subjected to annual impairment testing. Further information about the goodwill impairment testing are disclosed in Note 4.

The Group incurred acquisition related costs of $98,041 relating to external legal fees and due diligence costs and these have been classified as 'administrative expenses' in the profit or loss.

MS Group contributed revenue of $4,428,744 and net profit after tax of $1,104,646 for the period from 31 May 2021 to 31 December 2021 (since acquisition date to reporting period).

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

Goodwill arose in the acquisition of Moonstake Pte Ltd because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development of MS Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

(b) Disposal of subsidiary

On 12 August 2022, the Group disposed its wholly-owned subsidiary, DLF Engineering Pte. Ltd., in its Mechanical and Electrical services segment to streamline the operations in the segment and to generate cash flows for the other subsidiaries in the Group.

Details of the disposal are as follows:

The Group	2022 $
Carrying amount of net assets over which control was lost	
Cash and cash equivalents	5,013
Plant and equipment	27
Trade and other receivables	1,626,788
Trade and other payables	(1,651,966)
Share capital	(139,089)
Net liabilities derecognised	(159,227)
Consideration received	
Cash and cash equivalents	5,000
Total consideration received	5,000

7 Subsidiaries (Cont'd)

(b) Disposal of subsidiary (Cont'd)

Details of the disposal are as follows: (Cont'd)

The Group	2022 $
Gain on disposal	
Total consideration received	**5,000**
Add: Net liabilities derecognised	**159,227**
Gain on disposal	**164,227**
Net cash outflows arising on disposal	
Consideration received in cash and cash equivalents	**5,000**
Less: Cash and cash equivalents disposed	**(5,013)**
Net cash outflows arising on disposal	**(13)**

The gain on disposal of subsidiary is recorded within "other reserves" in the consolidated statement of changes in equity as it is a transaction with a shareholder.

(c) Creditors' liquidation of subsidiaries

On 21 February 2022, the Company applied for creditors' voluntary liquidation for Acmes-Kings Corporation Pte. Ltd. The subsidiary is consolidated until the date it ceases to be a subsidiary of the Company. Gain on liquidation of subsidiary of $292,784 is recorded within "other operating income" in profit or loss. The subsidiary was fully dissolved on 26 March 2023.

On 27 October 2022, the Company applied for creditors' voluntary liquidation for DLF Pte Ltd and DLF Prosper Venture Pte Ltd. These subsidiaries are consolidated until the date they cease to be subsidiaries of the Company. Gain on liquidation of subsidiaries of $14,974 is recorded within "other operating income" in profit or loss.

(d) Impairment testing of investments in subsidiaries

For the financial year ended 31 December 2022, management of the Company had carried out an impairment assessment over the investments in subsidiaries and identified the following significant cash generating units ("CGUs"). These were considered to have indications of possible impairment issues at 31 December 2022 as they were in a loss-making position and having negative net worth for the financial year ended 31 December 2022.

As at 31 December 2022, the recoverable amounts of subsidiaries were determined based on the higher of fair value less cost of disposal and value-in-use. The fair value less cost to sell was determined based on the financials of the subsidiary which comprised mainly cash balances, trade and other receivables and trade and other payables which were current and approximated fair value at the reporting date. The value in use of the identified CGU was determined by discounting the pre-tax future cash flows to be generated from the continuing use of the CGU. Based on the impairment testing, the Company recognised an impairment loss of $7,654,893 (2021: $Nil) in the profit or loss for the financial year ended 31 December 2022.

8 Deferred tax assets and liabilities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the balance sheet as follows:

Movement in temporary differences during the year:

The Group	**2022** $	2021 $
Deferred tax assets		
At 1 January	**–**	96,489
Reversal in profit or loss	**–**	(96,489)
At 31 December	**–**	–

9 Trade and other receivables

	The Group		The Company	
	2022 $	2021 $	**2022** $	2021 $
Trade receivables	**–**	116,081	**–**	–
Impairment of trade receivables	**–**	(57,645)	**–**	–
Trade receivables (net)	**–**	58,436	**–**	–
Other receivables	**957,957**	219,354	**882,987**	24,650
Amount due from subsidiaries (non-trade)	**–**	–	**1,746,991**	2,943,317
Government grants receivable	**25,667**	58,416	**–**	11,333
Loan to non-controlling interest	**–**	60,000	**–**	–
Loan to non-controlling interest's holding company	**–**	300,000	**–**	–
Loan in crypto assets to third party	**–**	54,068	**–**	–
Deposits	**38,467**	44,871	**34,967**	6,687
	1,022,091	736,709	**2,664,945**	2,985,987
Impairment of other receivables	**(882,987)**	(507,633)	**(1,969,135)**	(2,055,332)
Other receivables (net)	**139,104**	229,076	**695,810**	930,655
Goods and services tax receivables	**27,334**	28,163	**9,385**	9,961
Prepayments	**37,086**	37,507	**13,841**	7,459
Total trade and other receivables	**203,524**	353,182	**719,036**	948,075

The Group

In previous year, loans due from related parties were unsecured, interest-free and repayable on demand. The amounts were fully repaid in the current year.

The loan in crypto assets to a third party in year 2021 bore interest at 1% per-annum and was fully repaid in 2022.

Trade receivables are non-interest bearing and are generally on 30 to 90 days (2021: 30 to 90 days) credit term.

Trade and other receivables are denominated in Singapore and United States Dollars.

9 Trade and other receivables (Cont'd)

The Company

The non-trade amounts due from subsidiaries of $1,746,991 (2021: $2,943,317) represent advances of $1,086,576 (2021: $2,943,317) and loans of $660,415 (2021: $Nil) respectively. The advances are interest-free and repayable on demand while the loans bear interest from 5.30% to 6.90% per annum and were fully repaid in January 2023.

The Group's and the Company's credit risk exposure in relation to debtors are set out as follows:

Trade receivables

	Current $	1 to 3 months $	3 to 6 months $	More than 6 months $	Total $
The Group					
2022					
Expected loss rate	**–**	**–**	**–**	**–**	**–**
Trade receivables	**–**	**–**	**–**	**–**	**–**
Loss allowance	**–**	**–**	**–**	**–**	**–**
2021					
Expected loss rate	–	–	–	98%	50%
Trade receivables	15,441	37,196	4,783	58,661	116,081
Loss allowance	–	–	–	(57,645)	(57,645)
The Company					
2022					
Expected loss rate	**–**	**–**	**–**	**–**	**–**
Trade receivables	**–**	**–**	**–**	**–**	**–**
Loss allowance	**–**	**–**	**–**	**–**	**–**
2021					
Expected loss rate	–	–	–	–	–
Trade receivables	–	–	–	–	–
Loss allowance	–	–	–	–	–

Movements in allowance for impairment loss on trade receivables

	The Group		The Company	
	2022 **$**	2021 $	**2022** **$**	2021 $
Allowance for impairment				
At 1 January	**57,645**	104,644	**–**	–
Net reversal during the year	**–**	(47,000)	**–**	–
Disposal of subsidiary	**(1,376)**	–	**–**	–
Liquidation of subsidiary	**(56,269)**	–	**–**	–
Others	**–**	1	**–**	–
At 31 December	**–**	57,645	**–**	–

9 Trade and other receivables (Cont'd)

Other receivables

	Current $	1 to 3 months $	3 to 6 months $	More than 6 months $	Total $
The Group					
2022					
Expected loss rate	**–**	**–**	**–**	**92%**	**86%**
Other receivables	**64,134**	**–**	**–**	**957,957**	**1,022,091**
Loss allowance	**–**	**–**	**–**	**(882,987)**	**(882,987)**
2021					
Expected loss rate	–	–	–	88%	69%
Other receivables	157,355	–	–	579,354	736,709
Loss allowance	–	–	–	(507,633)	(507,633)
The Company					
2022					
Expected loss rate	**97%**	**29%**	**95%**	**77%**	**74%**
Other receivables	**101,315**	**249,225**	**105,237**	**2,209,168**	**2,664,945**
Loss allowance	**(98,582)**	**(71,100)**	**(100,300)**	**(1,699,153)**	**(1,969,135)**
2021					
Expected loss rate	38%	4%	64%	90%	69%
Other receivables	47,700	680,915	87,991	2,169,381	2,985,987
Loss allowance	(18,190)	(28,560)	(55,880)	(1,952,702)	(2,055,332)

Movements in allowance for impairment loss on other receivables

	The Group		The Company	
	2022 $	2021 $	**2022** $	2021 $
Allowance for impairment				
At 1 January	**507,633**	2,184,463	**2,055,332**	3,589,532
Allowance made – amount due from subsidiaries	**–**	–	**1,086,148**	102,630
Allowance made – amount due from a former subsidiary (Note A)	**858,337**	–	**858,337**	–
Net reversal during the year	**(20,000)**	(40,000)	**–**	–
Write off amount due from subsidiaries in liquidation (Note B)	**(462,983)**	(1,636,830)	**(2,030,682)**	(1,636,830)
At 31 December	**882,987**	507,633	**1,969,135**	2,055,332

Note A: Other receivables at Group and Company level, include an amount due from DLF Engineering Pte Ltd of $858,337 (2021: amount due from subsidiaries (non-trade) of $822,319). On 12 August 2022, the Company disposed its shares in DLF Engineering Pte Ltd.

Impairment of other receivables, at Group and Company level, include the full provision for impairment loss made for the amount due from DLF Engineering Pte Ltd of $858,337 (2021: full provision for impairment loss on the amount due from subsidiaries (non-trade) at company level of $822,319).

9 Trade and other receivables (Cont'd)

Note B: The Company applied for creditors' voluntary liquidation for Acmes-Kings Corporation Pte Ltd on 21 February 2022 as well as for DLF Pte Ltd and DLF Prosper Venture Pte Ltd on 27 October 2022. These subsidiaries are consolidated until the date they cease to be subsidiaries of the Group. Following the liquidation of these subsidiaries, amount due from these subsidiaries have been written off.

The Group recorded a reversal of impairment loss of $20,000 (2021: $87,000) on trade and other receivables in the profit or loss for the year ended 31 December 2022.

The Company recorded an impairment loss of $1,086,148 (2021: $102,630) in the profit or loss for the year ended 31 December 2022.

Trade and other receivables are denominated in the following currencies:

	The Group		**The Company**	
	2022	2021	**2022**	2021
	$	$	**$**	$
Singapore dollar	**101,052**	194,749	**719,036**	948,075
United States dollar	**102,472**	158,433	**–**	–
	203,524	353,182	**719,036**	948,075

10 Cash and bank balances

	The Group		**The Company**	
	2022	2021	**2022**	2021
	$	$	**$**	$
Cash at bank	**2,741,516**	5,833,710	**2,684,738**	4,439,145
Cash on hand	**987**	1,331	**–**	–
	2,742,503	5,835,041	**2,684,738**	4,439,145

Cash and bank balances are denominated in the following currencies:

	The Group		**The Company**	
	2022	2021	**2022**	2021
	$	$	**$**	$
Singapore dollar	**368,097**	597,682	**335,441**	431,072
United States dollar	**2,374,406**	5,237,359	**2,349,297**	4,008,073
	2,742,503	5,835,041	**2,684,738**	4,439,145

11 Share capital

		The Group and The Company			
	Note	**2022**	2021	**2022**	2021
		Number of ordinary shares		**$**	$
Issued and paid up:					
At 1 January		**186,849,739**	121,108,700	**23,830,385**	9,499,017
Issuance of new ordinary shares	(i)	**–**	40,348,314	**–**	7,141,652
Conversion of convertible notes	(ii)	**–**	17,932,584	**–**	3,192,000
Issuance of new ordinary shares	(iii)	**–**	894,841	**–**	537,800
Issuance of new ordinary shares	(iv)	**–**	6,565,300	**–**	3,459,916
Issuance of new ordinary shares	(v)	**372,830**	–	**–**	–
At 31 December		**187,222,569**	186,849,739	**23,830,385**	23,830,385

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

(i) On 31 May 2021, the Company issued 40,348,314 ordinary shares ("**Consideration Shares**") at the issue price of $0.177 per share for the acquisition of the entire share capital in Moonstake Pte Ltd (which in-turn owns the entire share capital of Moonstake Limited) ("**Moonstake Completion**").

(ii) On 9 April 2021, the Company issued 8.00% convertible notes due 30 September 2021 at an aggregate principal amount of US$2,400,000, with the principal terms summarised as follows:-

Optional Conversion

Each subscriber has the right to convert all but not some of its convertible notes to fully-paid ordinary shares in the capital of the Company at the conversion price ("**Optional Conversion Right**"). The subscriber may exercise the Optional Conversion Right any time prior to the maturity date of 30 September 2021.

Automatic Conversion

The principal amount of the convertible notes is to be automatically converted into ordinary shares of the Company ("**Conversion Shares**") if the Company's acquisition of Moonstake Pte Ltd and Moonstake Ltd is completed prior to the maturity date of 30 September 2021.

Conversion Price

The conversion price is $0.177 per Conversion Share, with a fixed exchange rate of US$1.00 = $1.33 applicable on conversion of the convertible notes.

The new ordinary shares, upon issue, ranked pari passu with the existing ordinary shares of the Company. The convertible notes are redeemable at their principal amount plus aggregate interest of 8% per annum of the principal amount at maturity.

The convertible notes recognised as at 31 May 2021 are analysed as follows:

	$
Liability component as at initial recognition	3,145,993
Derivative financial instruments	46,007
Face value of convertible notes issued, net of transaction costs	3,192,000
Less: Notes converted	(3,192,000)
Fair value of convertible notes	–

Following the Moonstake Completion on 31 May 2021, all of the convertible notes have been converted into 17,932,584 new ordinary shares of the Company at the conversion price of $0.177 per Conversion Share.

11 Share capital

(iii) On 28 September 2021, the Company issued 894,841 ordinary shares at the issue price of $0.601 per share to finance the Group's business expansion, working capital and general corporate purposes.

(iv) On 3 November 2021, the Company issued 6,565,300 ordinary shares at the issue price of $0.527 per share to finance the Group's business expansion, working capital and general corporate purposes.

(v) On 1 April 2022 and 7 April 2022, the Company issued and allotted 186,415 ordinary shares and 186,415 ordinary shares respectively under the Performance Share Plan.

12 Reserves

	The Group		The Company	
	2022	2021	**2022**	2021
	$	$	**$**	$
Other reserves	**(2,724,770)**	(2,888,997)	**–**	–
Share-based payment reserve [1]	**72,702**	–	**72,702**	–
Foreign currency translation reserve [2]	**499,082**	332,224	**–**	–
	(2,152,986)	(2,556,773)	**72,702**	–

Other reserves represent merger reserve amounting to $2,888,997 (2021: $2,888,997) and gain on disposal of subsidiary of $164,227 (2021: $Nil) to a director who is also a shareholder of the Company.

Merger reserve represents the difference between the value of shares issued by the Company in exchange for the value of shares acquired in respect of the acquisition of subsidiaries accounted for under the pooling-of-interest method.

The share-based payment reserve represents the value of shares granted to employees under the Company's Performance Share Plan ("PSP") as described in the Directors' Statement.

(1) Movement in share-based payment reserve

	2022
The Group	**$**
At 1 January	**–**
Recognition of share-based payments	**72,702**
At 31 December	**72,702**

Foreign currency translation reserve records exchange differences arising from the translation of the financial statements of a subsidiary whose functional currency is different from that of the Group's presentation currency.

(2) Movement in foreign currency translation reserve

	2022	2021
The Group	**$**	$
At 1 January	**332,224**	267,733
Exchange differences	**166,858**	64,491
At 31 December	**499,082**	332,224

13 Lease liabilities

The Group and The Company	2022 $
Undiscounted lease payments due:	
- Year 1	**54,000**
- Year 2	**36,000**
	90,000
Less: future finance charges	**(2,973)**
Present value of lease liabilities	**87,027**
Presented as:	
- Non-current	**35,477**
- Current	**51,550**
	87,027

Interest expense on lease liabilities of $1,270 (2021: $2,057) and early lease liability settlement charges of $Nil (2021: $3,330) are recognised in the profit and loss.

During the financial year ended 31 December 2022, the Group entered into a 2-year lease to rent an office premises in LTC Building D along 16 Arumugam Road.

The Group leases this office for operation purposes and makes monthly lease payments for the use of the office. This office is recognised within the Group's right-of-use assets (Note 6).

Total cash outflows for all leases in the year amount to $17,400 (2021: $37,899).

14 Trade and other payables

	The Group		The Company	
	2022 **$**	2021 $	**2022** **$**	2021 $
Current				
Trade payables	**150,000**	1,052,254	**150,000**	850,000
Other payables	**463,637**	349,020	**51,242**	40,713
Advances from customers in crypto assets	**–**	667,027	**–**	–
Amount due to director (non-trade)	**245,050**	226,171	**99,372**	79,724
Amount due to subsidiaries (non-trade)	**–**	–	**2,012,595**	1,647,744
Loan from director in crypto assets (1)	**134,461**	–	**–**	–
Accrued expenses	**1,382,758**	954,557	**580,255**	745,476
Advances in crypto assets from third party	**–**	2,009,158	**–**	–
	2,375,906	5,258,187	**2,893,464**	3,363,657
Goods and services tax payable	**–**	74,177	**–**	–
Trade and other payables	**2,375,906**	5,332,364	**2,893,464**	3,363,657
Non-current				
Advances in crypto assets from third party	**1,977,565**	–	**–**	–
Total	**4,353,471**	5,332,364	**2,893,464**	3,363,657

14 Trade and other payables (Cont'd)

Trade and other payables are denominated in the following currencies:

	The Group		The Company	
	2022	2021	**2022**	2021
	$	$	**$**	$
Singapore dollar	**1,063,111**	2,247,303	**2,893,464**	3,363,657
United States dollar	**3,290,360**	3,085,061	**–**	–
	4,353,471	5,332,364	**2,893,464**	3,363,657

Included in non-current liability as at 31 December 2022 are advances in crypto assets received from a third party of $1,977,565 (2021: current liability of $2,009,158). The advances are non-interest bearing. On 30 December 2022, the Group entered into an agreement with the third party to extend the repayment date of the advances in crypto assets to after 31 December 2024.

(1) Loan from director in crypto assets is interest-free and repayable on demand.

15 Loans from shareholder

The Group and The Company	**2022** **$**	2021 $
At 1 January	**3,403,400**	50,000
Additional	**–**	3,353,400
Less: Repayment	**(300,000)**	–
Currency translation differences	**(14,200)**	–
At 31 December	**3,089,200**	3,403,400
Presented as:		
- Current	**–**	3,403,400
- Non-Current	**3,089,200**	–
	3,089,200	3,403,400

The shareholder is North Ventures Pte Ltd ("NVPL"), the immediate and ultimate holding company.

On 30 December 2022, a loan extension agreement was entered into between NVPL and the Company to extend the repayment date of the loans of (i) $400,000 and (ii) US$2,000,000 ($2,689,200) to after 30 April 2024. Accordingly, the loans are reclassified from current to non-current liability.

The loans from the NVPL are interest-free and unsecured.

16 Provision

The Group	**2022** **$**	2021 $
Provision for revenue sharing	**213,150**	250,684
Presented as:		
- Current	**–**	–
- Non-current	**213,150**	250,684
	213,150	250,684

<u>Provision for revenue sharing</u>

The Group	**2022** **$**	2021 $
At 1 January	**250,684**	–
Acquisition of subsidiaries	**–**	332,511
Reclassification of revenue sharing obligations to other payables	**(36,217)**	(89,093)
Currency translation differences	**(1,317)**	7,266
At 31 December	**213,150**	250,684

In 2020, a lender (the "Lender") extended loans totalling approximately $1.6 million to Moonstake Pte Ltd and Moonstake Limited (the "Original Loans"). The provision for revenue sharing of approximately $250,684 arose from the Deed of Novation entered into by Moonstake Pte Ltd, Moonstake Limited, the Lender and a third party as part of the conditions precedent to be fulfilled, with terms and conditions being satisfactory to the Company prior to the completion of the acquisition of Moonstake Pte Ltd.

The entry into the Deed of Novation was to transfer fully the loan liabilities of approximately $1.6 million to a third party with a consideration to share 2.2% of Moonstake Limited's revenue with the transferee for the period from 1 September 2020 to 31 December 2026. The Lender continued to have loan receivables which had the same principal amounts with the Original Loans from the third party.

17 Contract liabilities

The Group	**2022** **$**	2021 $
Deferred Revenue (1)		
At 1 January	**699,419**	–
Acquisition of subsidiaries	**–**	872,230
Recognised as revenue – non-refundable agency fee (Note 3)	**(335,753)**	(194,265)
Currency translation differences	**4,894**	21,454
At 31 December	**368,560**	699,419
Advances from customer (2)		
At 1 January	**221,337**	–
Addition	**47,032**	221,337
Recognised as revenue	**(236,077)**	–
Currency translation differences	**429**	–
At 31 December	**32,721**	221,337
Total	**401,281**	920,756

17 Contract liabilities (Cont'd)

The Group	2022 $	2021 $
Analysed as		
- Current [3]	**359,908**	550,251
- Non-current	**41,373**	370,505
	401,281	920,756

[1] Agency service fee collected in advance. The Group recognises the contract liabilities to profit or loss over the remaining period of the agreement.

[2] Amounts received in advance for consulting services.

[3] Includes agency service fee collected in advance of $327,187 (2021: $328,914) to be recognised to profit or loss over the remaining period of the agreement.

(i) Revenue recognised in relation to contract liabilities

The Group	2022 $	2021 $
Revenue recognised in current period that was included in the contract liability balance at the beginning of the period:		
- Agency service fee collected in advance	**(335,753)**	–
- Amounts received in advance for consulting services	**(221,316)**	–

(ii) Unsatisfied performance obligations

The Group	2022 $	2021 $
Aggregate amount of the transaction price allocated to contracts that are partially or fully unsatisfied as at 31 December		
- Agency service fee collected in advance	**368,560**	699,419
- Amounts received in advance for consulting services	**32,721**	221,337

Management expects that the transaction price allocated to unsatisfied performance obligations as at 31 December 2022 and 2021 may be recognised as revenue in the next reporting periods as follows:

The Group	2022 $	2023 $	2024 $	Total $
Partial and fully unsatisfied performance obligations as at:				
31 December 2022				
- Agency service fee collected in advance	**–**	**327,187**	**41,373**	**368,560**
- Amounts received in advance for consulting services	**–**	**32,721**	**–**	**32,721**
31 December 2021				
- Agency service fee collected in advance	328,914	328,914	41,591	699,419
- Amounts received in advance for consulting services	221,337	–	–	221,337

18 Convertible notes

On 30 December 2022, the Company issued convertible notes with a principal amount of US$1,490,000, bearing interest at 3.5% per annum and with a maturity date of 29 December 2024.

The Company may mandate the conversion of the principal amount of the convertible notes together with accrued unpaid interest into ordinary shares if at any time the volume weighted average price of the shares for three consecutive trading days is at least 361.27% of the minimum conversion price. Upon such mandatory conversion, the principal amount of the convertible notes together with accrued unpaid interest will convert into ordinary shares at a price equal to 93.5% of the volume weighted average price of the shares on the Catalist on the last trading day of such three consecutive trading days.

In addition, the principal amount of the convertible notes together with accrued unpaid interest will also automatically convert into ordinary shares on the maturity date at the higher of (a) the minimum conversion price and (b) the price equal to 93.5% of the volume weighted average price of the shares on the Catalist on the maturity date. The convertible notes are presented in the statement of financial position as follows:

The Group and The Company	**2022** **$**	2021 $
Liability component at the reporting date	**1,996,756**	–

Accounting policy for convertible notes

The Group's convertible notes ("notes") are classified as financial liabilities as the group has a contractual obligation to either settle the accrued interest in cash or deliver a variable number of its own equity instruments. Whilst the terms of the convertible notes contain a conversion feature (i.e. potential settlement in cash or shares), the number of shares required to be issued on redemption is based on the carrying value of the notes at maturity/redemption. Therefore, as either cash or a variable number of shares will be issued to extinguish a fixed liability amount, the conversion feature does not contain a derivative as the value of the conversion feature does not vary in response to a change in the Group's share price over the term of the notes. As a result, the entire balance of the convertible notes are classified as a debt instrument and initially recognised at fair value of the consideration received, net of transaction costs.

Subsequent to initial recognition, the convertible notes are measured at amortised cost using the effective interest method with the increase in the liability due the passage of time recognised as a finance cost in profit or loss. Interest expense is calculated by applying the effective interest rate of 3.50% determined based on the relative series and passage of time to maturity/redemption of the note.

The Group has engaged Cushman & Wakelfield VHS Pte Ltd ("C&W") to perform the valuation of its convertible notes in accordance with SFRS(I) 13 Fair Value Measurement.

The Group adopted the binomial model valuation technique in measuring the fair value of its convertible notes. The binomial pricing model traces the evolution of the key underlying variables in discrete-time. This is done by means of a binomial lattice (tree), for a number of time steps between the valuation and expiration dates. Each node in the lattice represents a possible price of the underlying asset at a given point in time.

The payoffs from equity conversion of principal and unpaid interest accrued due to conversion at or before maturity (if any) at variable conversion prices are discounted by risk free rate. The cash payment of the interest accrued and paid at the end of the first year upon issuance (if any) are discounted by the credit yield.

Valuation is performed iteratively, starting at each of the final nodes (those that may be reached at the time of expiration), and then working backwards through the tree towards the first node (Valuation Date). The value computed at each stage is the value of the convertible notes at that point in time. The value of convertible notes as a whole at the valuation date is rolled back from future nodes accordingly.

18 Convertible notes (Cont'd)

Accounting policy for convertible notes (Cont'd)

The implied volatility of the convertible notes as at valuation date (i.e. 30 December 2022) is based on back-solving the volatility implied by the convertible notes at initial recognition in accordance with SFRS(I) 13 Fair Value Measurement.

Based on the valuation carried out by management expert, C&W, the Group and the Company recognised a fair value less transaction cost of $1,996,756 on initial recognition. As the initial recognition date is near to the year end date (i.e. 31 December 2022), no adjustment was made to the amount as at 31 December 2022.

19 Other operating income

The Group	Note	2022 $	2021 $
Government grants		**135,918**	183,073
Gain on disposal of right-of-use asset		**–**	28,618
Gain on liquidation of subsidiaries	7(c)	**307,758**	–
Foreign currency exchange gain, net		**7,390**	–
Amount owing to liquidated subsidiaries written off		**–**	325,284
Amount owing to non-trade payable written off		**–**	62,294
Over accrued expenses in prior years written off		**323,359**	–
Sundry income		**39,085**	3,200
		813,510	602,469

20 Other operating expenses

The Group	Note	2022 $	2021 $
Foreign currency exchange loss, net		**–**	36,235
Loss on disposal of crypto assets		**771,933**	629,919
Impairment loss on crypto assets	4	**3,604,538**	871,222
Impairment loss on goodwill	4	**5,428,037**	–
Other receivables written off		**–**	642
		9,804,508	1,538,018

21 Finance costs

The Group	2022 $	2021 $
Interest expense on:		
- Lease liabilities	**1,270**	2,057
- Convertible notes	**193**	–
- Early lease liability settlement	**–**	3,330
	1,463	5,387

22 Loss before taxation

Other than as disclosed elsewhere in these financial statements, loss for the year has been arrived after charging:

The Group	Note	2022 $	2021 $
Audit fees paid to auditors of the Company		**169,000**	194,058
Amortisation of software development		**349,593**	124,344
Depreciation of right-of-use assets	6	**17,192**	39,468
Depreciation of plant and equipment	5	**6,776**	28,750
Directors' fee		**149,175**	120,546
Employee benefits expense	23	**2,667,337**	1,549,424
Impairment loss on crypto assets	20	**3,604,538**	871,222
Impairment loss on goodwill	20	**5,428,037**	–
Loss on disposal of crypto assets	20	**771,933**	629,919
Maintenance of computer and software		**319,405**	188,565
Marketing costs		**992,217**	614,342
Professional fees		**427,995**	544,648
Operating lease expense		**32,320**	17,400
Outsourcing fee for product development		**404,516**	291,287
Recruitment expense		**320,751**	124,817
Cost of sales		**740,051**	763,613

Depreciation of right-of-use assets and plant and equipment of $17,192 (2021: $39,468) and $6,776 (2021: $28,750) respectively and directors' fee amount of $149,175 (2021: $120,546) were charged to administrative expenses.

23 Employee benefits expense

The Group	2022 $	2021 $
Key management personnel's remuneration [1]		
- Short term benefits	**391,999**	266,078
- Defined contribution plan	**7,200**	6,480
	399,199	272,558
Other than key management personnel		
- Short term benefits	**2,074,858**	1,164,784
- Defined contribution plan	**193,280**	112,082
	2,268,138	1,276,866
	2,667,337	1,549,424
Employee benefits expense were included within:		
Selling and distribution expenses	**860,366**	566,546
Administrative expenses	**1,806,971**	982,878
	2,667,337	1,549,424

[1] The remuneration of key management personnel are the Company's directors.

24 Taxation

The Group	**2022** $	2021 $
Current tax expense		
- Current year	–	(1,585)
- Under provision in prior years	–	1,048
	–	(537)
Deferred tax expense		
- Origination and reversal of temporary differences	–	96,489
	–	95,952

Domestic income tax is calculated at 17% (2021: 17%) of the estimated assessable income for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

A reconciliation of income tax expenses applicable to loss before tax at the statutory tax rate to income tax expenses at the effective income tax of the Group are as follows:

The Group	Note	**2022** $	2021 $
Loss before tax		**(12,556,273)**	(1,023,825)
Tax at statutory rate of 17% (2021: 17%)		**(2,134,567)**	(174,050)
Tax effect on non-deductible expenses	(a)	**952,484**	40,345
Tax rebates and tax incentives		–	(2,435)
Non-taxable income	(b)	**(135,320)**	(92,970)
Reversal of deferred tax assets		–	96,489
Difference in tax rates of overseas subsidiary		**404,843**	(148,791)
Adjustment for prior years		–	1,048
Deferred tax assets on losses not recognised		**912,560**	379,486
Group tax relief		–	(3,170)
		–	95,952

(a) Expenses not deductible for tax purposes mainly relates to amortisation, depreciation and other disallowed expenses incurred in the ordinary course of business.

(b) Non-taxable income mainly relates to amount owing to liquidated subsidiaries written off, government grants and reversal of impairment loss on trade and other receivables.

The Group has unutilised tax losses and unutilised capital allowances for carry forward to offset future taxable profits as follows:

The Group	**2022** $	2021 $
Unabsorbed tax losses	**10,705,519**	6,144,282
Unabsorbed capital allowances	**4,075,318**	3,268,558
	14,780,837	9,412,840

25 Loss per share

The Group	2022 $	2021 $
Loss attributable to ordinary shareholders of the Company	**(12,558,963)**	(1,106,360)
Weighted average number of ordinary shares in issue during the year	**187,122,977**	156,732,688
Basic loss per share (cents)	**(6.71)**	(0.71)

The Group	2022 $	2021 $
Loss attributable to ordinary shareholders of the Company	**(12,558,963)**	(1,106,360)
Add back:		
- Interest expense on convertible bonds, net of tax	**193**	–
Loss attributable to ordinary shareholders of the Company used to determine diluted earnings per share	**(12,558,770)**	(1,106,360)
Weighted average number of ordinary shares outstanding for basic earnings per shares	**187,122,977**	156,732,688
Adjustment for:		
- Conversion of convertible bonds	**–**	5,895,644
Weighted average number of ordinary shares (diluted) used to determine diluted earnings per share	**187,122,977**	162,628,332
Diluted loss per share (cents)	**(6.71)**	(0.68)

26 Related party transactions

Other than as disclosed elsewhere in these financial statements, the following transactions took place between the Group and these related parties at terms agreed between the parties:

The Group	2022 $	2021 $
Transactions with related party		
Proceeds from disposal of a subsidiary [(1)]	**5,000**	–
Loan from director [(2)]	**134,461**	–
Professional and consulting fee [(3)]		
- Current year	**99,544**	56,897
- Under provision in prior year	**8,111**	–

(1) Relates to disposal of the entire share capital of DLF Engineering Pte Ltd to a director, who is also a shareholder of the Company.

(2) Loan from director is in crypto assets, and is interest free and repayable on demand.

(3) Relates to marketing and operation support services provided by a related party which has common controlling shareholder as the Company.

27 Financial risk management

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include: credit risk, liquidity risk, interest rate risk, and foreign currency risk. The Group's and the Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's and the Company's financial performance.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below.

The carrying amounts of financial assets and financial liabilities at the reporting date by categories are as follows:

The Group	2022 $	2021 $
At amortised cost		
Financial assets		
Trade and other receivables*	**139,104**	233,444
Cash and bank balances	**2,742,503**	5,835,041
	2,881,607	6,068,485
At amortised cost		
Financial liabilities		
Trade and other payables **	**2,241,445**	2,582,002
Lease liabilities	**87,027**	–
Loans from shareholder	**3,089,200**	3,403,400
Convertible notes	**1,996,756**	–
	7,414,428	5,985,402

* excluded loan and advance payment in crypto assets to third party entities, prepayments and goods and services tax receivable

** excluded advances in crypto assets received from a third party, loan from a director in crypto assets and goods and services tax payable

The Company	2022 $	2021 $
At amortised cost		
Financial assets		
Trade and other receivables*	**695,810**	930,655
Cash and bank balances	**2,684,738**	4,439,145
	3,380,548	5,369,800
At amortised cost		
Financial liabilities		
Trade and other payables**	**2,893,464**	3,363,657
Lease liabilities	**87,027**	–
Loans from shareholder	**3,089,200**	3,403,400
Convertible notes	**1,996,756**	–
	8,066,447	6,767,057

* excluded prepayments and goods and services tax receivable

** excluded goods and services tax payable

27 Financial risk management (Cont'd)

Credit risk

Credit risk refers to the risk that counterparties may default on their contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk arises primarily from trade and other receivables.

The Group's objective is to seek continual growth while minimising losses arising from credit risk exposure. The Group has adopted the policy of dealing only with creditworthy counterparties. Receivable balances and payment profile of the debtors are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant.

At the reporting date, other than as disclosed in Notes 9, no allowances for impairment is necessary in respect of trade and other receivables past due and not past due.

Significant concentrations of credit risk

The maximum exposure to credit risk is represented by the carrying amount of each financial asset. As at 31 December 2022, Nil (2021: 3) customers collectively accounted for approximately Nil% (2021: 80%) of the Group's total trade receivables. Except as disclosed, there were no other significant concentrations of credit risk at the reporting date.

Cash is held with banks of high credit ratings.

Exposure to credit risk

The tables below detail the credit quality of the Group's and the Company's financial assets and other items, as well as maximum exposure to credit risk by internal credit rating grades:

The Group	Note	12-month/ Lifetime ECL	Gross carrying amount $	Loss allowance $	Net carrying amount $
2022					
Trade receivables	(1)	Lifetime ECL	–	–	–
Other receivables	(2)	Lifetime ECL	**1,022,091**	**(882,987)**	**139,104**
2021					
Trade receivables	(1)	Lifetime ECL	116,081	(57,645)	58,436
Other receivables	(2)	Lifetime ECL	736,709	(507,633)	229,076

The Company	Note	12-month/ Lifetime ECL	Gross carrying amount $	Loss allowance $	Net carrying amount $
2022					
Amount due from subsidiaries	(3)	12-month ECL	**1,746,991**		
Other receivables	(2)	12-month ECL	**917,954**		
			2,664,945	**(1,969,135)**	**695,810**
2021					
Amount due from subsidiaries	(3)	12-month ECL	2,943,317		
Other receivables	(2)	12-month ECL	42,670		
			2,985,987	(2,055,332)	930,655

27 Financial risk management (Cont'd)

Credit risk (Cont'd)

Exposure to credit risk (Cont'd)

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the Group's maximum exposure to credit risk without taking into account the value of any collateral obtained.

(1) Trade receivables

Loss allowance for trade receivables is measured at an amount equal to lifetime expected credit losses ("ECL"). The ECL on trade receivables are estimated using a provision matrix by reference to payment history, current financial situation of the debtor, debtor-specific information obtained directly from the debtor and public domain, where available, and an assessment of the current and future wider economic conditions and outlook for the industry in which the debtor operates at the reporting date. At the reporting date, no loss allowance for trade receivables was required except as disclosed.

(2) Other receivables

Loss allowance for other receivables is measured at an amount equal to lifetime expected credit losses (ECL), which is consistent with the approach adopted for trade receivables. The ECL on other receivables are estimated by reference to track record of the counterparties, their business and financial conditions where information is available, and knowledge of any events or circumstances impeding recovery of the amounts. At the reporting date, no loss allowance for other receivables was required except as disclosed.

(3) Amount due from subsidiaries

The use of advances to assist with the related parties' cash flow management is in line with the Group's capital management. In determining the ECL, management has taken into account the finances and business performance of the related parties, and a forward-looking analysis of the financial performance of investments and projects undertaken by the related parties.

27 Financial risk management (Cont'd)

Market price risk

The Group transacts business in various crypto assets, therefore is exposed to market price risk of crypto assets.

As at each reporting date, the carrying amounts of crypto assets and liabilities are as follows:

The Group		2022 $	2021 $
Assets			
Crypto assets			
Cardano	ADA	**609,672**	1,732,388
Chainpay	CPAY	**62,976**	19,237
Ethereum	ETH	**1,212**	667,180
IOST	IOST	**139,988**	302,146
JasmyCoin	JASMY	**118,755**	–
Ontology Gas	ONG	**6,968**	230,393
Ontology	ONT	**42,199**	186,463
Orbs	ORBS	**46,725**	61,433
Shiden Network	SDN	**30,860**	10,778
Tezos	XTZ	**156,823**	864,085
Tether	USDT	**24,099**	1,337,502
USD Coin	USDC	**28,229**	26,856
Others (Individually lesser than 1%)		**19,832**	14,918
		1,288,338	5,453,379
Trade and other receivables			
Loan to third party in crypto assets			
Tether	USDT	**–**	54,068
Liabilities			
Trade and other payables			
Advances from customers in crypto assets			
Ethereum	ETH	**–**	(667,027)
Loan from director			
Tether	USDT	**(134,461)**	–
Advances in crypto assets from third party			
Cardano	ADA	**(967,574)**	(972,683)
Harmony	ONE	**(1,358)**	(1,365)
Ontology	ONT	**(231,943)**	(233,168)
Tezos	XTZ	**(776,690)**	(801,942)
		(1,977,565)	(2,009,158)

27 Financial risk management (Cont'd)

Market price risk (Cont'd)

A 10% (2021: 10%) weakening of market prices of the above crypto assets (except USDT and USDC) against the functional currencies of the Group entities at the reporting date would have had the equal but opposite effect to the amount shown below, on the basis that all other variables remain constant.

		31 December 2022		31 December 2021	
		Increase/(Decrease)			
The Group		**Loss before tax $**	**Equity $**	Loss before tax $	Equity $
Cardano	ADA	**53,819**	**(53,819)**	75,970	(75,970)
Chainpay	CPAY	**6,298**	**(6,298)**	1,924	(1,924)
Ethereum	ETH	**121**	**(121)**	15	(15)
IOST	IOST	**13,999**	**(13,999)**	30,215	(30,215)
JasmyCoin	JASMY	**11,876**	**(11,876)**	–	–
Ontology Gas	ONG	**697**	**(697)**	23,039	(23,039)
Ontology	ONT	**1,974**	**(1,974)**	(4,670)	4,670
Orbs	ORBS	**4,673**	**(4,673)**	6,143	(6,143)
Shiden Network	SDN	**3,086**	**(3,086)**	1,078	(1,078)
Tezos	XTZ	**4,203**	**(4,203)**	6,214	(6,214)
Others		**1,983**	**(1,983)**	1,492	(1,492)

The Group is dependent on the state of the crypto asset market and general sentiment of crypto assets as a whole. The Group monitors the crypto assets prices on a constant basis. The Group does not hold or acquire crypto assets for speculative purposes.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group is not exposed to interest rate risk as there are no variable rate bank loans or bank overdraft held by the Group. The US$1,490,000 convertible notes issued by the Group on 30 December 2022 carry a fixed interest rate of 3.5% per annum.

Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are dominated in foreign currencies.

The Group is exposed to currency risk on financial assets and financial liabilities that are denominated in a currency other than the functional currencies of the respective Group entities. The currencies that give rise to foreign currency risk are the United States dollar ("USD").

27 Financial risk management (Cont'd)

Foreign currency risk (Cont'd)

At the reporting date, the carrying amounts of significant monetary assets and monetary liabilities denominated in currencies other than the respective entities' functional currencies were as follows:

The Group	**USD $**
2022	
Cash and cash equivalents	**2,374,406**
Trade and other receivables	**74,970**
Trade and other payables	**(936,748)**
Net exposure	**1,512,628**
2021	
Cash and cash equivalents	5,237,359
Trade and other receivables	97,403
Trade and other payables	(382,736)
Net exposure	4,952,026

The Company	**USD $**
2022	
Cash and cash equivalents	**2,349,297**
Net exposure	**2,349,297**
2021	
Cash and cash equivalents	4,008,073
Net exposure	4,008,073

Sensitivity analysis - Foreign currency risk

Below analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account the associated tax effects.

	2022		2021	
	Increase/(Decrease)			
The Group	**Loss before tax $**	**Equity $**	Loss before tax $	Equity $
USD	**75,631**	**(75,631)**	247,601	(247,601)

A 5% (2021: 5%) weakening of the above currencies against the functional currencies of the Group entities at the reporting date would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

	2022		2021	
	Increase/(Decrease)			
The Group	**Loss before tax $**	**Equity $**	Loss before tax $	Equity $
USD	**117,465**	**(117,465)**	200,404	(200,404)

27 Financial risk management (Cont'd)

Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group and the Company updates cashflow projections on a regular basis and closely monitors the crypto asset market on a daily basis. Accordingly, the Group's controls over expenditure are carefully managed, in order to maintain its cash reserves.

The following table analyses the remaining contractual maturity profile of the Group's and the Company financial liabilities based on contractual undiscounted cash flow, including estimated interest payments.

		← Contractual undiscounted cash flows →			
	Carrying amount	Total	Less than 1 year	Between 2 and 5 years	Over 5 years
	$	$	$	$	$
The Group					
2022					
Trade and other payables	**2,241,445**	**2,241,445**	**2,241,445**	**–**	**–**
Lease liabilities	**87,027**	**90,000**	**54,000**	**36,000**	**–**
Loans from shareholder	**3,089,200**	**3,089,200**	**–**	**3,089,200**	**–**
Convertible notes	**1,996,756**	**2,137,175**	**–**	**2,137,175**	**–**
	7,414,428	**7,557,820**	**2,295,444**	**5,262,375**	**–**
2021					
Trade and other payables	2,582,002	2,582,002	2,582,002	–	–
Loans from shareholder	3,403,400	3,403,400	3,403,400	–	–
	5,985,402	5,985,402	5,985,402	–	–
The Company					
2022					
Trade and other payables	**2,893,464**	**2,893,464**	**2,893,464**	**–**	**–**
Lease liabilities	**87,027**	**90,000**	**54,000**	**36,000**	**–**
Loans from shareholder	**3,089,200**	**3,089,200**	**–**	**3,089,200**	**–**
Convertible notes	**1,996,756**	**2,137,175**	**–**	**2,137,175**	**–**
	8,066,447	**8,209,839**	**2,947,464**	**5,262,375**	**–**
2021					
Trade and other payables	3,363,657	3,363,657	3,363,657	–	–
Loans from shareholder	3,403,400	3,403,400	3,403,400	–	–
	6,767,057	6,767,057	6,767,057	–	–

Technology leakage risk

The Group's key competitive advantage lies in its blockchain-related technology IP and trade secrets. Should its IP and trade secrets be compromised, the Group could face risks in its ability to remain competitive and execute its strategy.

Technology leakage risks are mitigated by controls of information, ability to defend against intrusion into the Group's technology infrastructure, IP protection and prevention of leakage of sensitive data.

27 Financial risk management (Cont'd)

Risks related to source of funds and anti-money laundering

Crypto assets are exchangeable directly between parties through decentralized networks that allow anonymous transactions; such transactions create complex technical challenges with respect to issues such as identification of parties involved and asset ownership. The Group complies with the relevant rules and regulations in each jurisdiction it operates.

28 Fair value measurement

Definition of fair value

FRSs define fair value as 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.

The carrying values of variable rate bank loans approximate their fair values.

Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(a) Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;

(b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(c) Level 3 - Inputs for the assets or liability that are not based on observable market data (unobservable inputs).

Other than as disclosed elsewhere in these financial statements, the carrying amounts and fair values of non-financial assets and liabilities, including their fair value hierarchy level, are set out below:

The Group	Note	Level 1 $	Level 2 $	Level 3 $	Total $
2022					
Non-financial assets					
Crypto assets	4	**1,288,338**	–	–	**1,288,338**
Loan in crypto assets to third party	9	–	–	–	–
Non-financial liabilities					
Advances from customers in crypto assets	14	–	–	–	–
Advances in crypto assets from third party	14	**1,977,565**	–	–	**1,977,565**
2021					
Non-financial assets					
Crypto assets	4	5,453,379	–	–	5,453,379
Loan in crypto assets to third party	9	54,068	–	–	54,068
Non-financial liabilities					
Advances from customers in crypto assets	14	667,027	–	–	667,027
Advances in crypto assets from third party	14	2,009,158	–	–	2,009,158

28 Fair value measurement (Cont'd)

Lease liabilities

The carrying amounts of finance leases approximate their fair values as they bear interest at rates which approximate the current incremental borrowing rate for similar types of leasing arrangements.

Fair value measurement of other financial instruments

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables (excluding prepayments), cash and bank balances, trade and other payables (excluding goods and services tax payable), and borrowings approximate their fair values because of the short period to maturity.

28.1 Fair value measurement of non-financial assets

The following table shows the Group's valuation technique used in measuring the fair value of the non-financial instruments, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Crypto assets	The crypto asset is quoted in unit of United States dollar ("USD") on the CoinMarketCap. Price of the crypto assets at level 1 fair value is referenced to quoted price on CoinMarketCap.	Quoted price of crypto assets on CoinMarketCap.	Changes in price of crypto assets quoted on CoinMarketCap would change the price of these digital assets measured at level 1 fair value proportionately.

28.2 Financial assets and financial liabilities subject to offsetting and enforceable master netting arrangements

The Company regularly pays expenses on behalf of its subsidiaries. Both parties have an arrangement to settle the intercompany balances due to or from each other on a net basis.

The amounts of due to and from holding company that are offset are as follows:

	Gross carrying amounts $	Gross amounts offset in the statement of financial position $	Net amounts in the statement of financial position $
2022			
Amounts due from subsidiaries	**1,746,991**	**–**	**1,746,991**
Amounts due to subsidiaries	**(2,012,595)**	**–**	**(2,012,595)**
2021			
Amounts due from subsidiaries	2,943,317	–	2,943,317
Amounts due to subsidiaries	(1,647,744)	–	(1,647,744)

29 Operating segments

For management reporting purposes, the Group is organised into the following reportable operating segments which are the Group's strategic business units as follows:

(1) Mechanical and electrical services segment relates to provision of solutions and services in fire protection systems, plumbing and sanitary systems, and heating, ventilation and air-conditioning systems. Our customers include main contractors, property developers, luxury hotels, statutory boards, listed companies and government bodies [(a)];

(2) Management services segment relates to provision of contract work management and fulfilment services [(b)];

(3) Blockchain technology services relate to:

(i) Blockchain agency and consulting services which relate to sales agency services to blockchain companies in respect of their blockchain-related products and services, software development outsource agency services to blockchain companies in respect of their software development projects, consultancy services to blockchain companies in respect of the strategy, sales and marketing, technology and operation of their blockchain-related businesses, products and services and commercialisation of blockchain-related products which are conducted by OIO Singapore Pte Ltd; and

(ii) Staking services relate to provision of digital wallets and staking services to retail customers as well as research and development services to enterprise customers in relation to their staking and decentralised finance businesses, which are conducted by Moonstake Pte Ltd and Moonstake Limited acquired by the Group on 31 May 2021.

The chief operating decision-maker monitors the operating results of its operating segments separately for the purpose of making decisions about resource allocation and performance assessment.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the chief operating decision-maker. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Intersegment pricing is determined on an arm's length basis.

(a) The Group applied for creditors' voluntary liquidation and disposal of the remaining entities under the mechanical and electrical services segment in 2022.

(b) The Group applied for creditors' voluntary liquidation of the remaining entities under the management services segment in 2022.

29 Operating segments (Cont'd)

The Group	Mechanical and electrical engineering services $	Management services $	Blockchain technology services $	Unallocated $	Total $
2022					
Revenue	**68,300**	**–**	**3,507,207**	**–**	**3,575,507**
Segment results	**191,294**	**20,402**	**(11,055,084)**	**(1,711,422)**	**(12,554,810)**
Profit/(Loss) before tax	**191,294**	**20,402**	**(11,055,084)**	**(1,712,885)**	**(12,556,273)**
Segment assets	**–**	**–**	**4,234,444**	**3,304,577**	**7,539,021**
Segment liabilities	**–**	**–**	**4,087,033**	**6,151,852**	**10,238,885**
Other information					
Finance costs	**–**	**–**	**–**	**(1,463)**	**(1,463)**
Realised foreign exchange (loss)/ gain, net	**–**	**–**	**(1,688)**	**4,319**	**2,631**
Unrealised foreign exchange (loss)/gain, net	**–**	**–**	**(48,577)**	**53,336**	**4,759**
Amortisation of software development	**–**	**–**	**(349,593)**	**–**	**(349,593)**
Purchase of plant and equipment	**–**	**–**	**(1,771)**	**(14,661)**	**(16,432)**
Depreciation of right-of-use assets	**–**	**–**	**–**	**(17,192)**	**(17,192)**
Depreciation of plant and equipment	**(204)**	**–**	**(1,382)**	**(5,190)**	**(6,776)**
Government grants	**2,500**	**–**	**109,074**	**24,344**	**135,918**
Reversal of impairment loss on other receivables	**–**	**20,000**	**–**	**–**	**20,000**
Gain on liquidation of subsidiaries	**300,805**	**6,953**	**–**	**–**	**307,758**
Impairment loss on goodwill	**–**	**–**	**(5,428,037)**	**–**	**(5,428,037)**
Impairment loss on crypto assets	**–**	**–**	**(3,604,538)**	**–**	**(3,604,538)**
Loss on disposal of crypto assets	**–**	**–**	**(771,933)**	**–**	**(771,933)**

29 Operating segments (Cont'd)

The Group	Mechanical and electrical engineering services $	Management services $	Blockchain technology services $	Unallocated $	Total $
2021					
Revenue	459,831	–	4,561,703	–	5,021,534
Segment results	224,979	29,404	624,861	(1,897,682)	(1,018,438)
Profit/(Loss) before tax	219,592	29,404	624,861	(1,897,682)	(1,023,825)
Segment assets	129,950	–	15,136,510	4,479,726	19,746,186
Segment liabilities	850,762	8,696	4,314,794	5,119,312	10,293,564
Other information					
Finance costs	(5,387)	–	–	–	(5,387)
Realised foreign exchange (loss), net	–	–	(745)	(29,336)	(30,081)
Unrealised foreign exchange gain/(loss), net	–	–	1,309	(7,464)	(6,155)
Amortisation of software development	–	–	(124,344)	–	(124,344)
Purchase of plant and equipment	–	–	(2,525)	(3,903)	(6,428)
Depreciation of right-of-use assets	(39,468)	–	–	–	(39,468)
Depreciation of plant and equipment	(25,948)	–	(842)	(1,960)	(28,750)
Reversal of impairment loss on trade receivables	47,000	–	–	–	47,000
Reversal of impairment loss on other receivables	–	40,000	–	–	40,000
Gain on disposal of right-of-use assets	28,618	–	–	–	28,618
Impairment loss on crypto assets	–	–	(871,222)	–	(871,222)
Loss on disposal of crypto assets	–	–	(629,919)	–	(629,919)
Other receivables written off	(642)	–	–	–	(642)

29 Operating segments (Cont'd)

Reconciliation of reportable segment revenue, profit or loss, assets and liabilities:

The Group	2022 $	2021 $
Revenue		
Total revenue for reportable segments	**3,575,507**	5,021,534
Consolidated revenue	**3,575,507**	5,021,534

The Group	2022 $	2021 $
Profit or loss before tax		
Total (loss)/profit for reportable segments from operations	**(10,843,388)**	873,857
Government grants	**24,344**	46,925
Foreign exchange gain/(loss), net	**62,838**	(36,799)
Other income	**370,246**	62,294
Selling and distribution expenses	**(963)**	3,854
Depreciation of plant and equipment	**(5,190)**	(1,960)
Other administrative expenses	**(2,164,160)**	(1,971,996)
Consolidated loss before tax	**(12,556,273)**	(1,023,825)

The Group	2022 $	2021 $
Segment assets		
Total assets for reportable segments	**4,234,444**	15,266,460
Plant and equipment	**14,611**	5,141
Right-of-use assets	**85,965**	–
Intangible assets	**461,070**	–
Trade and other receivables	**58,193**	35,440
Cash and bank balances	**2,684,738**	4,439,145
Consolidated total assets	**7,539,021**	19,746,186

The Group	2022 $	2021 $
Segment liabilities		
Total liabilities for reportable segments	**4,087,033**	5,174,252
Trade and other payables	**978,869**	1,715,912
Lease liabilities	**87,027**	–
Convertible notes	**1,996,756**	–
Loans from shareholder	**3,089,200**	3,403,400
Consolidated total liabilities	**10,238,885**	10,293,564

Unallocated costs are related to OIO Holdings Limited.

29 Operating segments (Cont'd)

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

	Singapore $	Others $	Total $
2022			
Revenue	**1,786,081**	**1,789,426**	**3,575,507**
Non-current assets	**3,820,899**	**772,095**	**4,592,994**
2021			
Revenue	1,732,884	3,288,650	5,021,534
Non-current assets	8,828,024	4,729,939	13,557,963

Information about major customers

During the financial year ended 31 December 2022, sales to 5 (2021: 5) customers accounted for more than 93% (2021: 83%) of the Group's total revenue from non-digital wallets staking services.

30 Capital management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the previous financial year.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital management and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group is not subject to externally imposed capital requirements.

The Group monitors capital using gearing ratio, which is calculated using total liabilities divided by total equity.

The Group	2022 $	2021 $
Total liabilities	**10,238,885**	10,293,564
Total equity	**(2,699,864)**	9,452,622
Gearing ratio (%)	**N/A**	1.09

N/A – the gearing ratio is not applicable as the Group has a deficit in total equity.

31 Share options

Employee Share Option Scheme (the "ESOS")

The Company has adopted the Employee Share Option Scheme (the "ESOS") on 19 June 2018 prior to its listing on the Catalist board of the SGX–ST. The ESOS shall be administered by the RC. The purpose of the ESOS is to provide an opportunity for full–time employees of the Group and Directors (excluding Independent Directors) who have met performance targets (the "Selected Person") to participate in the equity of the Company (in addition to cash bonuses) so as to motivate them towards greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. The ESOS, which forms an integral and important component of a compensation plan, is designed to primarily reward and retain employees whose services are vital to the success of the Group. Provided always that the aggregate number of the shares arising from ESOS shall not exceed 15% of the total number of issued Shares of the Company from time to time, the Selected Person would receive the same benefit from a contingent award under the scheme ("Award") in respect of fewer shares as they would receive if share options were granted instead of a larger number of shares. The ESOS would therefore allow the Company to provide the incentive to employees while reducing the dilutive effect on shareholders.

Under the rules of the ESOS, the options that are granted may have exercise prices that are, at the RC's discretion, set at the price ("Market Price") equal to the average of the last dealt prices for the Company's ordinary shares ("Shares") on the Catalist for the five consecutive trading days immediately preceding the relevant date of grant of the relevant option, or (provided that Shareholders' approval is obtained in a separate resolution) at a discount to the Market Price (subject to a maximum discount of 20% or such other percentage or amount as may be determined by the RC and as permitted by the SGX–ST).Options which are fixed at the Market Price may be exercisable at any time by the participant after the first anniversary of the date of grant of that option while options granted at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the Scheme will have a life span of ten (10) years. The options may be exercisable in whole or in part, on payment of the exercise price. Since its adoption till the date of this report, no option has been granted under the ESOS.

Performance Share Plan (the "PSP")

In addition to the ESOS, the Company has adopted the Performance Share Plan (the "PSP") on 19 June 2018 prior to its listing on the Catalist board of the SGX–ST. The PSP was implemented to complement the ESOS and to increase the Company's flexibility and effectiveness in its continuing eff orts to reward, retain and motivate employees to promote higher performance, goals and recognise exceptional performance. The purpose of adopting the PSP is to give the Company greater flexibility to align the interests of employees, especially key executives, with the interests of Shareholders. The PSP is managed by the RC. The awards granted under the PSP allow a participant to receive fully-paid Shares free of consideration upon achieving the performance target(s) prescribed by the RC at its absolute discretion. The selection of a participant and the number of Shares which are the subject of each award granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the RC. RC plans to exercise this discretion judiciously, taking into account criteria such as his rank, job performance, years of service and potential for further development, his contribution to the success and development of the Company and the extent of effort required to achieve the performance target within the performance period. Total of 372,830 shares were issued under the PSP plan from the agreement date to 31 December 2022.

31 Share options (Cont'd)

At the end of the financial year, details of the performance shares granted under the PSP to the following employees of the Company are as below:-

Participant	Awards granted during the financial year	Awards released / (forfeited) during the financial year	Aggregate awards granted since commencement to end of financial year [(1)]	Aggregate awards released since commencement to end of financial year	Aggregate awards not released as at end of financial year
Yusaku Mishima [(2)] (Executive Director)	138,272	186,415	324,687	186,415	138,272
Taku Edatsune [(3)] (Head of Finance and Administration)	–	186,415	186,415	186,415	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) [(4)]	–	(79,121)	79,121	–	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) [(5)]	73,470	(73,470)	73,470	–	–
An employee of the Company who is not related to any director and controlling shareholder (and each of their associates) [(6)]	101,408	(101,408)	101,408	–	–

Notes:

(1) Awards granted since commencement of the PSP have been time-based awards, which the participants shall vest only after completion of a specified period of service and at the latest closing share price available on the date of grant.

(2) On 31 March 2022, the Company announced total awards of 138,272 shares to Mr Yusaku Mishima (Executive Director) under the performance share plan; 49,383 new ordinary shares and 88,889 new ordinary shares were allotted and issued on 3 January 2023 and on 31 March 2023 respectively. The Company also allotted and issued 186,415 new ordinary shares to Mr Yusaku Mishima on 7 April 2022.

(3) The Company had allotted and issued 186,415 new ordinary shares to Mr Taku Edatsune on 1 April 2022. Mr Taku Edatsune ceased to be the Head of Finance and Administration with effect from 21 July 2022.

(4) The vesting date of the awards is 31 December 2022. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

(5) On 31 January 2022, the Company announced total awards of 73,470 shares to an employee of the Company who is not related to any director and controlling shareholder (and each of their associates) under the performance share plan; the vesting date of the awards is 31 January 2023. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

(6) On 29 April 2022, the Company announced total awards of 101,408 shares to an employee of the Company who is not related to any director and controlling shareholder (and each of their associates) under the performance share plan; the vesting date of the awards is 29 April 2023. However, due to the employee's resignation before 31 December 2022, the awards have been forfeited.

32 Events after the reporting period

On 3 January 2023 and 31 March 2023, the Company allotted and issued 49,383 and 88,889 ordinary shares respectively under the Performance Share Plan ("**PSP Plan**").

On 6 January 2023, the Company subscribed to additional 968,500 new ordinary shares of US$1 each for total cash consideration of US$968,500 in Moonstake Pte. Ltd. for working capital purpose. As a result, the paid-up ordinary shares of Moonstake Pte. Ltd. has increased from 1,501,000 to 2,469,500.

On 15 March 2023, a wholly-owned subsidiary in Vietnam, OIO Solution Vietnam Company Limited ("OIO Vietnam") was incorporated. The principal activity activities of OIO Vietnam are mainly (i) computer programming, (ii) computer consultancy and system administration, (iii) data processing, hosting and related activities, (iv) management advisory services, and (v) other information technology and computer service activities.

On 26 March 2023, Acmes-Kings Corporation Pte Ltd was fully dissolved and ceased to be a subsidiary of the Company.

As at 24 March 2023

SHARE CAPITAL INFORMATION

Issued and fully paid-up capital	:	$23,830,385
Number of shares	:	187,271,952
Class of shares	:	Ordinary Shares
Voting rights	:	One vote per share

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on the information available to the Company as at 24 March 2023, approximately 24.66% of the issued Ordinary Shares of the Company is being held by the public and therefore, Rule 723 of Section B: Rules of Catalist of the SGX-ST Listing Manual (the "Catalist Rules") has been complied with.

SUBSTANTIAL SHAREHOLDERS AS AT 24 MARCH 2023

	Direct Interest	%	Deemed Interest	%
North Ventures Pte. Ltd.	77,670,840	41.47	–	–
Enomoto Hiroyuki	–	–	77,670,840	41.47
Mitsuru Tezuka	40,348,314	21.55	–	–
Fan Chee Seng	22,840,960	12.20	–	–
Yusaku Mishima	235,798	0.12	–	–

Note:

Pursuant to Section 4 of the Securities and Futures Act (Cap 289), Enomoto Hiroyuki is treated as having interest in the shares in the Company held by North Ventures Pte. Ltd. for 77,670,840 ordinary shares.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 24 MARCH 2023

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	0	0.00	0	0.00
100 - 1,000	31	5.20	14,800	0.01
1,001 - 10,000	231	38.76	1,699,100	0.91
10,001 - 1,000,000	327	54.87	20,326,158	10.85
1,000,001 and above	7	1.17	165,231,894	88.23
TOTAL	**596**	**100.00**	**187,271,952**	**100.00**

STATISTICS OF SHAREHOLDINGS

As at 24 March 2023

TWENTY LARGEST SHAREHOLDERS AS AT 24 MARCH 2023

	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHARES
1	NORTH VENTURES PTE LTD	77,670,840	41.47
2	IFAST FINANCIAL PTE LTD	49,437,538	26.40
3	FAN CHEE SENG	22,840,960	12.20
4	MAKOTO KAWADA	8,219,101	4.39
5	FINANCIAL CREATIVE CONSULTING LIMITED	3,735,955	1.99
6	WONG YAI MOW	2,000,000	1.07
7	TAN BUCK LIANG	1,327,500	0.71
8	DBS NOMINEES PTE LTD	883,500	0.47
9	PHILLIP SECURITIES PTE LTD	824,900	0.44
10	NOBORU OHSHIMA	679,258	0.36
11	YEO SENG BUCK	600,000	0.32
12	TIGER BROKERS (SINGAPORE) PTE. LTD.	503,400	0.27
13	RAFFLES NOMINEES (PTE) LIMITED	426,100	0.23
14	ONG CHU TEK	411,000	0.22
15	HUI KOU MOW	400,000	0.21
16	WU JIA HONG JONATHAN OR ANG KIM	400,000	0.21
17	YEUNG SHUN YUN	400,000	0.21
18	LYE TONG SONG	260,000	0.14
19	YEONG YUEN JOO	250,000	0.13
20	LIM AND TAN SECURITIES PTE LTD	245,900	0.13
	Total:	**171,515,952**	**91.57**

Mr Fan Chee Seng, the Director seeking for re-election at the forthcoming Annual General Meeting of the Company to be convened on 27 April 2023 ("**AGM**") (the "**Retiring Director**").

Pursuant to Rule 720(5) of the Rules of Catalist, the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Listing Manual of the SGX-ST:

Date of Appointment	3 May 2018
Date of last re-appointment	26 June 2020
Age	64
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("**NC**") and has reviewed and considered the qualification, work experience and suitability of Mr Fan Chee Seng for re-election as an Executive Director of the Company. The Board have reviewed and concluded that Mr Fan Chee Seng possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Chairman and Executive Director
Professional qualifications	Mr Fan Chee Seng holds a Graduate Diploma in Shipbuilding and Repair Technology from Ngee Ann Technical College. He also holds a Graduate Diploma in Marketing from the Marketing Institute of Singapore.
Working experience and occupation(s) during the past 10 years	● MNMDLF Marketing Pte. Ltd. (2009 - 2011) - Director ● J & M E-Tech Pte. Ltd. (2015 – 2017) – Director ● Ruby Link Sdn. Bhd. (1996 – 2017) – Director ● Dynetic Sdn. Bhd. (1996 – 2017) – Director ● Focal Greenway Sdn. Bhd. (1996 – 2017) – Director ● OIO Holdings Ltd. (2018 – present) – Executive Chairman
Shareholding interest in the listed issuer and its subsidiaries	Direct interest: 22,840,960 ordinary shares
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720[(1)] has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships# Past (for the last 5 years) Present	None ● DLF Pte. Ltd. ● DLF Prosper Venture Pte. Ltd. ● Acmes-Power Building Services Pte Ltd ● Acmes King Corporation Pte Ltd ● Acmes Properties Pte. Ltd. DLF Engineering Pte Ltd DLF Engineering Pte Ltd

a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
c)	Whether there is any unsatisfied judgment against him?	No
d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No

j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Disclosure applicable to the appointment of Director only	
Any prior experience as a director of a listed company? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Foo Kia Juah, the Director seeking for re-election at the forthcoming Annual General Meeting of the Company to be convened on 27 April 2023 (“**AGM**”) (the “**Retiring Director**”).

Pursuant to Rule 720(5) of the Rules of Catalist, the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Listing Manual of the SGX-ST:

Date of Appointment	12 December 2019
Date of last re-appointment	29 April 2021
Age	73
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee (“**NC**”) and has reviewed and considered the qualification, work experience and suitability of Mr Foo Kia Juah for re-election as Independent Non-Executive Director of the Company. The Board have reviewed and concluded that Mr Foo Kia Juah possess the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Non-Executive Director, Chairman of Nominating Committee and Remuneration Committee as well as a Member of the Audit Committee.
Professional qualifications	Mr Foo Kia Juah graduated from Nanyang University with an Honours degree in Government & Public Administration.
Working experience and occupation(s) during the past 10 years	None
Shareholding interest in the listed issuer and its subsidiaries	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720[1] has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships#	None
Past (for the last 5 years)	None
Present	• Bin Keow Brickworks Pte. Ltd. • Bin Keow Industrial Pte. Ltd

a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
c)	Whether there is any unsatisfied judgment against him?	No
d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No

iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Disclosure applicable to the appointment of Director only	
Any prior experience as a director of a listed company? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OIO Holdings Limited (the "Company") will be held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. to transact the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' Fees of S$250,000 for the financial year ending 31 December 2023 (FY2022: S$250,000) to be paid monthly in arrears. **(Resolution 2)**

3. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company's Constitution:-

   (a) Mr Fan Chee Seng; and **(Resolution 3)**

   (b) Mr Foo Kia Juah. **(Resolution 4)**

   (See Explanatory Note 1)

4. To re-appoint Messrs Foo Kon Tan LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, the following Ordinary Resolutions, with or without modifications:

5. **AUTHORITY TO ALLOT AND ISSUE SHARES**

"THAT pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to issue and allot new ordinary shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise) and/or make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS that:

(1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time such authority was conferred, after adjusting for:

   (a) new Shares arising from the conversion or exercise of convertible securities;

   (b) new Shares arising from exercising share options or vesting share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and

(c) any subsequent bonus issues, consolidation or subdivision of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(4) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier." **(Resolution 6)**

[*See Explanatory Note 2*]

6. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO EMPLOYEE SHARE OPTION SCHEME**

"THAT pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the OIO Employee Share Option Scheme (the "**ESOS**"), provided always that the aggregate number of the ESOS Shares (including the PSP and any other share option schemes of our Company) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier." **(Resolution 7)**

[*See Explanatory Note 3*]

7. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO PERFORMANCE SHARE PLAN**

"That pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the OIO Performance Share Plan (the "**PSP**"), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier." **(Resolution 8)**

[*See Explanatory Note 4*]

8. **OTHER BUSINESS**

To transact any other ordinary business that may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Pan Mi Keay
Company Secretary
12 April 2023

Explanatory Notes:-

1. Mr Fan Chee Seng will, upon re-election as Director, remain as Executive Chairman of the Company.

   Mr Foo Kia Juah (Lead Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Nominating Committee and Remuneration Committee as well as a member of Audit Committee and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

   Detailed information of Mr Fan Chee Seng and Mr Foo Kia Juah can be found under the "Board of Directors" and "Disclosures of information on seeking re-election pursuant to Rule 720(5) of the Catalist Rules" sections in the Company's Annual Report 2022.

2. Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue Shares and/or Instruments (as defined above). The aggregate number of new Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may issue under this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. For issue of Shares and convertible securities other than on a pro-rata basis, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. This authority will, unless revoked or varied at a general meeting, expire on the date of the next AGM of the Company or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

3. Ordinary Resolution 7, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant ESOS provided that the aggregate number of new Shares to be allotted and issued pursuant to the ESOS and other share-based incentive scheme(s) or plan(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

4. Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to PSP, provided that the aggregate number of new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

Notes:-

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2021. Printed copies of this notice of AGM (the "Notice") will not be sent to members. This Notice will be published via an announcement on the SGX website at the URL https://www.sgx.com/securities/company-announcements and can be accessed at the Company's website at the URL https://oio.holdings.

2. A member will not be able to attend the AGM in person. Alternative arrangements relating to the conduct of the AGM, including:

   (a) attending the AGM via electronic means, including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream at URL https://conveneagm.sg/OIOAGM2023

   (b) submitting questions to the Company in advance of the AGM, and addressing of substantial and relevant questions in advance of the AGM, or by submitting text-based questions through real-time electronic communication during the AGM; and

   (c) voting at the AGM (i) real-time remote electronic voting by the members or his/her/its duly appointed proxy(ies); or (ii) by appointing the Chairman of the AGM as proxy to vote on the member's behalf at the AGM;

   are set out in the Company's announcement accompanying this Notice dated 12 April 2023.

   This announcement may be accessed at the Company's website at the URL: https://oio.holdings, and on the SGX website at the URL: https://www.sgx.com/securities/company-announcements.

   A shareholder or member is electronically present at a meeting if the person: (a) attends by electronic means; (b) is verified by the share registrar as attending the meeting by electronic means; and (c) is acknowledged by the chairman of the meeting as present by electronic means.

3. Shareholders who wish to exercise their voting rights via electronic means at the AGM may:

   (a) (where such Shareholders are individuals) vote "live" via electronic means at the AGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on their behalf; or

   (b) (whether such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

   The Company has implemented necessary safeguards to validate votes submitted by shareholders, including that:

   (i) the electronic voting system that is used accurately counts all votes cast at the meeting;

   (ii) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;

   (iii) each vote that is cast is verified by the issuer as cast by shareholders or members (or their proxies) entitled to vote; and

   (iv) the chairman of the meeting must, during the meeting, declare, by electronic means, the result of any matter put to a vote at the meeting.

4. The Annual Report 2022, Notice of AGM together with accompanying proxy form will not be sent out physically but will be announced and can be accessed at the Company's website at the URL: https://oio.holdings, and the SGX website at the URL: https://www.sgx.com/securities/company-announcements.

   Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

   CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, latest by **18 April 2023 at 10.00 a.m.**

5. (a) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/ her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney. Where a member appoints more than a proxy, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and any second named proxy shall he deemed to be an alternate to the first named proxy.

   (b) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

6. The Chairman of the Meeting, as proxy, need not be a member of the Company.

7. The Proxy Form must be submitted to the Company in the following manner:

   (i) if sent personally or by post, be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898; or

   (ii) if by email, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com; or

   (iii) if by pre-registration website, be submitted at the URL: https://conveneagm.sg/OIOAGM2023

   in either case, by **10.00 a.m. on 24 April 2023** (being 72 hours before the time fixed for the AGM), and in default the instrument of proxy shall not be treated as valid.

   A member who wishes to submit an instrument of proxy personally or via post or email must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

8. (a) All members as well as investors who hold shares through relevant intermediaries (including CPF or SRS investors), who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online at URL: https://conveneagm.sg/OIOAGM2023, not later than 24 April 2023 at 10.00 a.m. (the "Registration Deadline").

   (b) Shareholders will receive an email verification authenticating their status as Shareholders immediately upon pre-registration, and will be able to access a the webcast or audio feed of the proceedings via logging in to the pre-registration website using their login credentials created during pre-registration on the AGM day. Shareholders who do not receive an email by 10 a.m. on 26 April 2023 may contact technical support via email at support@conveneagm.com, with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.

9. Members must not forward the login details to join the Live AGM Webcast to another person who is not a member of the Company and/or who is not authorised to attend the Live AGM Webcast.

10. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the items on the agenda of the AGM:

    (a) by submitting questions to the Company in the following manner by **10:00 a.m. on 19 April 2023**:

        (i) via the pre-registration website at the URL https://conveneagm.sg/OIOAGM2023 or

        (ii) in hard copy by sending personally or by post and lodging the same at the Company's principal place of business at 16 Arumugam Road #01–03, LTC Building D, Singapore 409961; or

        (iii) via the following email address at investor.relations@oio.sg, with your full name, number of shares held and manner in which you hold shares (via CDP or SRS); or

    (b) Submitting text-based questions through real-time electronic communication during the AGM within a prescribed time limit.

    When sending questions forms, members should also provide their full name as it appears on the CDP/CPF/ SRS records, address, contact number, email address, number of shares in the Company and the manner in which the shares are held in the Company (e.g. via CDP, CPF or SRS) for verification.

    Printed copy of the question form will not be sent to members. A member who wishes to submit the question form can download, complete and sign the questions form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

11. The Management and the Board of Directors of the Company will address all substantial and relevant questions received from members by publishing the responses to those questions on SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://oio.holdings by 10 a.m. on 22 April 2023 (at least 48 hours prior to the closing date and time of the lodgement of the proxy form). Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.

12. Minutes of the AGM to be held on 27 April 2023 will be published on the SGXNet and also at the Company's corporate website within one (1) month after the AGM date.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines.

QUESTIONS FORM

OIO HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Registration No. 201726076W)

QUESTIONS FORM
ANNUAL GENERAL MEETING

Event : Annual General Meeting (“**AGM**”)
Date : Thursday, 27 April 2023
Time : 10:00 a.m. Singapore time

Shareholders who wish to ask questions related to the resolutions to be tabled at the AGM in advance of the AGM are to complete and submit this questions form. Please complete all fields below. We regret to inform that any incomplete or incorrectly completed forms will not be processed. Please read the notes overleaf which contain instructions on, inter alia, the submission of questions ahead of the AGM and the timeframe for submission of questions.

Full Name (as per CDP / CPF / SRS / Scrip-based / DA records)	
NRIC / Passport No. / Company Registration No.	
Shareholding Type*	CDP Direct Account Holder / CPF / SRS Investment Account Holder / Physical Scrip Holder / Holder through Depository Agent

**Delete as applicable*

Questions for the Board of Directors and Management:

Note: Questions should be related to the resolutions to be tabled at the AGM. Please include additional pages as necessary.

Question 1 In relation to Resolution No. __________ of AGM

Question 2 In relation to Resolution No. __________ of AGM

Dated this ________ day of __________________ 2023

____

Signature(s) of member(s) or
Common Seal of Corporate Shareholder

Notes:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2021. Printed copies of the notice of the AGM (the "Notice") will not be sent to members. The Notice will be published via an announcement on the SGX website at the URL https://www.sgx.com/securities/company-announcements and may be accessed at the Company's website at the URL https://oio.holdings.

2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions related to the resolutions to be tabled for approval at the AGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions at or prior to the AGM, or submitting text-based questions through real-time, electronic communication during the AGM; and voting at the AGM (i) real-time remote electronic voting by the member or his/her/its duly appointed proxy(ies); or (ii) by appointing the Chairman of the AGM as proxy to vote on the member's behalf at the AGM, are set out in the Company's announcement accompanying this Notice dated 12 April 2023. This announcement may be accessed at the Company's website at the URL https://oio.holdings, and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

3. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the items on the agenda of the AGM:

   (a) by submitting questions to the Company in the following manner by 10:00 a.m. on 19 April 2023 ("Deadline for Initial Questions"):

      (i) via the pre-registration website at the URL https://conveneagm.sg/OIOAGM2023 or

      (ii) in hard copy by sending personally or by post and lodging the same at the Company's principal place of business at 16 Arumugam Road #01-03, LTC Building D, Singapore 409961; or

      (iii) via the following email address at investor.relations@oio.sg, with your full name, number of shares held and manner in which you hold shares (via CDP or SRS).

   (b) Submitting text-based questions through real-time electronic communication during the AGM within a prescribed time limit.

   A member who wishes to submit the question form can download, complete and sign the questions form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

4. The Management and the Board of Directors (the "Board") of OIO Holdings Limited (the "Company") will address all substantial and relevant questions received from shareholders by publishing the responses to those questions at the Company's website at the URL https://oio.holdings and on the SGX website at the URL https://www.sgx.com/securities/company-announcements by 10 a.m. on 22 April 2023 (at least 48 hours prior to the closing date and time of the lodgement of the proxy form). Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.

5. By completing and submitting this questions form, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration, analysis and facilitation by the Company (or its agents or service providers) of the member's participation at the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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OIO HOLDINGS LIMITED
16 Arumugam Road
#01-03 LTC Building D
Singapore 409961

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OIO HOLDINGS LIMITED

PROXY FORM

(Incorporated in the Republic of Singapore)
(Registration No. 201726076W)

IMPORTANT

1. The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2021. Printed copies of the Notice of Annual General Meeting and Proxy Form will not be sent to members. The Notice of Annual General Meeting and Proxy Form will be published by electronic means via announcement on the SGX website at the URL https://www.sgx.com/securities/company-announcements and may be accessed at the Company's website at the URL https://oio.holdings.
2. A member will not be able to attend the AGM in person. Alternative arrangements relating to the conduct of the AGM, including:
   (a) attending the AGM via electronic means (including arrangements by which the Annual General Meeting can be electronically accessed via live audio-visual webcast);
   (b) submitting questions to the Company in advance of the AGM by 10 a.m. on 19 April 2023, addressing of substantial and relevant questions related to the resolutions to be tabled for approval at the AGM by publishing the responses to those questions on SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://oio.holdings by 10.a.m. on 22 April 2023, or by submitting text-based questions through real-time electronic communication during the AGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions at or prior to the AGM; and
   (c) voting at the AGM (i) real-time remote electronic voting by the members or his/her/its duly appointed proxy(ies); or (ii) by appointing the Chairman of the AGM as proxy to vote on the member's behalf at the AGM;

   are set out in the Company's announcement accompanying the Notice dated 12 April 2023. Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies).
3. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, latest by 18 April 2023 at 10.00 a.m.
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2023.
5. Please read the notes below which contain instructions on, inter alia, the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM.

I/We, ____________________ (Name) ____________________ NRIC/Passport No.

of ____ (Address)

being a member/members of OIO Holdings Limited (the "Company"), hereby appoint

Name	NRIC/Passport Number	Email Address**	Proportion of Shareholdings	
			Number of Shares	%
Address				

and/or (delete where appropriate)

Name	NRIC/Passport Number	Email Address**	Proportion of Shareholdings	
			Number of Shares	%
Address				

as *my/our *proxy to vote for *me/us on *my/our behalf at the AGM of the Company to be held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions to be proposed at the Annual General Meeting as indicated with an "X" in the spaces provided hereunder. If no specific directions as to voting are given, the *proxy/proxies will **vote or abstain from voting at *his/her/their discretion. If no person is named in the space above, the Chairman of the AGM shall be *my/our proxy to vote, for or against the Resolutions to be proposed at the AGM, as indicated below, for *me/us and on *my/our behalf at the AGM and at any adjournment thereof***

No.	Ordinary Resolutions	For***	Against***	Abstain***
1.	To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Auditors' Report thereon.			
2.	To approve the Directors' fees of S$250,000 for the financial year ending 31 December 2023 (FY2022: S$250,000) to be paid monthly in arrears.			
3.	To re-elect Mr Fan Chee Seng, a Director retiring pursuant to Regulation 104 of the Company's Constitution.			
4.	To re-elect Mr Foo Kia Juah, a Director retiring pursuant to Regulation 104 of the Company's Constitution.			
5.	To re-appoint Foo Kon Tan LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
6.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore			
7.	To authorise the allotment and issuance of shares under OIO Employee Share Option Scheme.			
8.	To authorise the allotment and issuance of shares under the OIO Performance Share Plan.			

* Delete as appropriate

** To mark as required

*** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against", please indicate with an "X" in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in the box provided in respect of that resolution. If you wish to "Abstain" from voting on the resolution, please indicate with an "X" in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting. In the absence of specific directions in respect of a resolution, the appointment of Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this ________ day of ____________________ 2023

Total number of Shares in	Number of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature of Shareholder(s) or, Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy (the "Proxy Form") will be deemed to relate to all the shares held by the member.

2. The Chairman of the Meeting, as proxy, need not be a member of the Company.

3. The Proxy Form must be submitted to the Company in the following manner:

   (i) if sent personally or by post, be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #11-02, Singapore 068898; or

   (ii) if by email, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com,

   (iii) if by pre-registration website, be submitted at the URL https://conveneagm.sg/OIOAGM2023,

   in either case, by **10.00 a.m. on 24 April 2023** (being 72 hours before the time fixed for the AGM), and in default the instrument of proxy shall not be treated as valid.

   A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

4. The Proxy Form must be signed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.

5. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.

7. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form (or any related attachment) if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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OIO HOLDINGS LIMITED
Company's Share Registrar
Tricor Barbinder Share Registration Services
80 Robinson Road
#11-02
Singapore 068898

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ANNUAL REPORT

2022

OIO Holdings Limited
Company Registration No. 201726076W

16 Arumugam Road
#01-03 LTC Building D
Singapore 409961

https://oio.holdings