Condensed Interim Consolidated Financial Statements Six months period ended June 30, 2017 and 2016 (Unaudited) To the Shareholders of GINSMS Inc.:

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

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

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

The auditor of GINSMS Inc. has not performed a review of the unaudited condensed interim consolidated financial statements for the three-month and six-month periods ended June 30, 2017 and June 30, 2016.

| August 11, 2017 | |
|---------------------------|---------------------|
| | |
| | |
| | |
| | |
| | |
| /s/ "Joel Siang Hui Chin" | /s/ "Kuen Kuen Lau" |
| Chief Executive Officer | Director |

GINSMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

(In Canadian Dollars)

| | | (Unaudited) Three months ended June 30, 2017 | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2017 | (Unaudited) Six months ended June 30, 2016 |
|--|----|---|---|--|--|
| Revenue Cost of sales | 7 | 1,929,361 (1,748,075) | 1,679,421 (1,441,653) | 3,528,998 (3,093,749) | 3,340,833 (2,835,664) |
| Gross profit | | 181,286 | 237,768 | 435,249 | 505,169 |
| Expenses Salaries and wages Professional fees Allowance for doubtful debts General and administrative Amortization and depreciation Foreign currency exchange gain/(loss) Loss from operations Finance costs | | (214,830) (122,736) - (57,270) (414) 70,773 (143,191) | (311,466) (88,964) (64,396) (3,206) (55,713) (285,977) | (456,385) (212,135) (7,489) (119,265) (850) 58,779 (302,096) | (504,689) (177,697) - (125,754) (6,604) 24,184 (285,391) |
| Interest expenses on other borrowings | | (140,825) | (214,739) | (348,498) | (414,198) |
| Loss before tax Income tax expense | | (284,016) (67) | (500,716) (296) | (650,594) (67) | (699,589) (826) |
| Net loss for the period | | (284,083) | (501,012) | (650,661) | (700,415) |
| Other comprehensive income (loss), net of tax: Items that may be reclassified to profit or loss Foreign exchange differences on translating of foreign currency financial operations | | (137,100) | 199,942 | (80,295) | 43,132 |
| Total comprehensive loss for the period | | (421,183) | (301,070) | (730,956) | (657,283) |
| Net loss for the period attributable to: Shareholders Non-controlling interest | | (283,340) (743) (284,083) | (500,310) (702) (501,012) | (649,390) (1,271) (650,661) | (699,589) (826) (700,415) |
| Total comprehensive income (loss) for the period attributable to: Shareholders Non-controlling interest | | (420,283) (900) | (300,705) (365) | (729,529) (1,427) | (656,544) (739) |
| | | (421,183) | (301,070) | (730,956) | (657,283) |
| Loss per share Basic Diluted | 10 | (0.002) (0.002) | (0.004) (0.004) | (0.004) (0.004) | (0.005) (0.005) |

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

GINSMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT JUNE 30, 2017 AND DECEMBER 31, 2016

| In Canadian Dollars) | Note | (Unaudited) June 30, 2017 | (Audited) December 31, 2016 |
|---|----------|---------------------------------|-----------------------------------|
| | | \$ | \$ |
| Non-current assets | | | |
| Property, plant and equipment | 11 | 31,852 | 35,660 |
| Goodwill | 12 | - | - |
| Development expenditures | 13 | 421,885 | 464,779 |
| | | 453,737 | 500,439 |
| Current assets | 4.4 | 0.005.045 | 4 000 004 |
| Accounts receivable | 14 | 2,225,945 | 1,822,661 |
| Other receivables, prepayments and deposits Bank and cash balances | | 118,398 406,573 | 164,182 139,808 |
| and dash balances | | | |
| | , | 2,750,916 | 2,126,651 |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | 15 | 2,327,178 | 2,096,917 |
| Advance from a related party | 17 | 538,779 | 756,079 |
| oan from a related party Promissory note payable | 19 18 | 276,728 | 261,273 |
| Current tax liabilities | 10 | 460,000 635 | 436,000 5,317 |
| out on tax habilities | • | | |
| Net current liabilities | | 3,603,320 | 3,555,586 |
| ver current nabilities | | (852,404) | (1,428,935 |
| Total assets less current liabilities | | (398,667) | (928,496 |
| Non-current liabilities | | | |
| Loans from related parties | 19 | 4,069,722 | 3,740,061 |
| Deferred tax liability | , | 1,208 | 1,208 |
| | | 4,070,930 | 3,741,269 |
| NET LIABILITIES | | (4,469,597) | (4,669,765 |
| EQUITY | | | |
| Share capital | 20 | 11,415,709 | 10,484,429 |
| Deficit | | (16,044,852) | (15,395,462 |
| Accumulated other comprehensive income Total deficiency attributable to equity shareholders of the | | 167,740 | 248,035 |
| Corporation | | (4,461,403) | (4,662,998 |
| Non-controlling interests | | (8,194) | (6,767 |
| | | (4,469,597) | (4,669,765 |

Director Director /s/ "Joel Siang Hui Chin" /s/ "Kuen Kuen Lau"

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

GINSMS INC. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

(In Canadian Dollars)

| | Attributab | le to equity share | eholders of the Co | rporation | | |
|---|------------------------|--------------------|---------------------------------|-------------|-------------------------|------------------------|
| | Share | | Accumulated other comprehensive | | Non- controlling | Total |
| For the six months ended | <u>capital</u> \$ | Deficit \$ | income/(loss) \$ | Total \$ | interest \$ | deficit \$ |
| | Ψ | Ψ | Ψ | Ψ | Ψ | Ψ |
| Balance January 1, 2017 | 10,484,429 | (15,395,462) | 248,035 | (4,662,998) | (6,767) | (4,669,765) |
| Loss for the period | - | (649,390) | - | (649,390) | (1,271) | (650,661) |
| Issuance of shares in a private placement | 931,280 | - | - | 931,280 | - | 931,280 |
| Other comprehensive income (loss) | | | (80,295) | (80,295) | (156) | (80,451) |
| Balance June 30, 2017 | 11,415,709 | (16,044,852) | 167,740 | (4,461,403) | (8,194) | (4,469,597) |
| | Attributab | le to equity share | eholders of the Co | rporation | | |
| | | | Accumulated other | | Non- | |
| For the six months ended | Share capital \$ | Deficit | comprehensive income/(loss) | Total \$ | controlling interest | Total deficit \$ |
| Balance January 1, 2016 | 10,484,429 | (13,889,187) | 187,496 | (3,217,262) | (5,307) | (3,222,569) |
| Loss for the period | - | (699,589) | - | (699,589) | (826) | (700,415) |
| Other comprehensive income | | | 43,132 | 43,132 | 87 | 43,219 |
| Balance June 30, 2016 | 10,484,429 | (14,588,776) | 230,628 | (3,873,719) | (6,046) | (3,879,765) |

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

GINSMS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016
(Unaudited)

(In Canadian Dollars)

| | (Unaudited) Three months ended June 30, 2017 | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2017 | (Unaudited) Six months ended June 30, 2016 |
|---|--|--|--|--|
| OPERATING ACTIVITIES | | | | |
| Net loss for the period | (284,083) | (501,012) | (650,661) | (700,415) |
| Current tax expense (recovery) | (4,750) | 296 | (4,750) | 826 |
| Allowance for doubtful debts | - | - | 7,489 | - |
| Interest expenses | 140,825 | 214,739 | 348,498 | 414,198 |
| Foreign currency exchange loss(gain) | (70,773) | 55,713 | (58,779) | (24,184) |
| Depreciation of property, plant and equipment | 5,207 | 13,164 | 9,951 | 25,997 |
| Amortization of development expenditures | 28,897 | 28,542 | 56,810 | 58,007 |
| Changes in non-cash working capital items: | | | | |
| Accounts receivable | (1,146,303) | 229,709 | (373,965) | 683,311 |
| Other receivables, prepayments and deposits | 16,197 | 4,417 | 47,929 | 19,474 |
| Accounts payable and accrued liabilities | 976,522 | (299,013) | 215,109 | (929,335) |
| Income tax paid (refunded) | 4,666 | (42,969) | | (86,964) |
| Net cash used in operating activities | (333,595) | (296,414) | (402,369) | (539,085) |
| FINANCING ACTIVITIES | | | | |
| Advance from a related party | - | 205,204 | 152,305 | 205,204 |
| Repayment of advance to a related party | (274,746) | (67,323) | (368,912) | (67,323) |
| Loans from related parties | - | (0.,020) | - | 219,030 |
| Repayment of loan to a related party | - | - | (13,997) | - |
| Proceed from private placement | 931,280 | | 931,280 | |
| Net cash generated from financing | | | | |
| activities | 656,534 | 137,881 | 700,676 | 356,911 |
| NUCCINIO ACTIVITIES | | | | |
| INVESTING ACTIVITIES | (A 2EE) | (C F10) | (4.046) | (05.044) |
| Purchase of property, plant and equipment Development expenditures | (4,355) | (6,519) (295) | (4,946) (112) | (25,211) (2,849) |
| Development expenditures | | (295) | (112) | (2,049) |
| Net cash used in investing activities | (4,355) | (6,814) | (5,058) | (28,060) |
| Effect of exchange rate changes on cash | | | | |
| held in foreign currencies | (14,714) | 46,114 | (26,484) | (41,523) |
| ŭ | | · · · · · · · · · · · · · · · · · · · | | |
| Increase / (Decrease) in cash | 303,870 | (119,233) | 266,765 | (251,757) |
| Cash, beginning of period | 102,703 | 178,281 | 139,808 | 310,805 |
| Cash, end of period | 406,573 | 59,048 | 406,573 | 59,048 |
| | | | | |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

(In Canadian Dollars)

1. GENERAL INFORMATION

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

The Corporation is an investment holding company. The principal activities of its subsidiaries are set out in note 24 to the consolidated financial statements.

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

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

The principal activities of the Corporation are as follows:

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

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

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

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

- i. Provision of products and solutions to mobile operators in the areas 3G/4G mobile data value-added services like mobile entertainment and mobile advertising.
- ii. Provision of mobile application development services.
- iii. Provision of support and maintenance services to customers that have purchased its products and solutions.
- iv. Maintain the A2P Cloud platform, research and develop new services used by the Corporation's messaging business.

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

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

2. BASIS OF PREPARATION

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

Amounts are reported in Canadian dollars unless otherwise indicated.

The Corporation has faced considerable competition in its existing principal activities, and the profitability of the businesses has been affected. The Corporation incurred a loss of \$284,083 and \$650,661 for the three and six months ended June 30, 2017 respectively. Additionally, as at June 30, 2017, the Corporation had net current liabilities and net liabilities of \$852,404 and \$4,469,597 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Corporation's ability to continue as a going concern. Therefore, the Corporation may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Corporation confirms to adopt the going concern basis in preparing its consolidated financial statements. Management has instituted plans to address these matters:

- a. The liquidity risk is mitigated on April 10, 2017 when the Corporation completed its non-brokered private placement with its controlling shareholder, Xinhua Mobile. The private placement resulted in the Corporation raising US\$700,000 and issuing 7,163,692 common shares to Xinhua Mobile at a subscription price of C\$0.13 per common share (the "Private Placement") (Note 20).
 - In connection with the Private Placement, the related parties have agreed to: (i) lower the interest rate of loans to the Corporation to 12% per annum with effect from March 1, 2017; (ii) extend the maturity date of such loans to March 31, 2018 (Note 19a, 19c and 19d); and (iii) extend the maturity date on the Corporation's promissory note to March 31, 2018 (Note 18).
- b. The related parties have further confirmed with the Corporation that they will not call the interest-bearing loans of \$4,069,722 in the next twelve months from the quarter ended June 30, 2017.
- c. The Corporation intends to expand its A2P Service customer base by directly marketing the service to more countries in Northeast Asia. The Corporation shall also offer additional value-added services on its A2P cloud messaging platform to service the needs of a wider range of customers. This is expected to increase the number of customers in countries the Corporation operates including Singapore, Indonesia and Malaysia.

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

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The new and revised international financial reporting standards that have been adopted by the Corporation are described in Note 3 of the audited consolidated financial statements for the year ended December 31, 2016.

Accounting Standards issued but not yet applied

The International Accounting Standards Board has issued several new standards and amendments that will be effective on various dates. The listing below is of standards, interpretations and amendments issued which the Corporation reasonably expects to be applicable after December 31, 2016. The Corporation intended to adopt these standards when they become effective. The Corporation is in the process of assessing, where applicable, the potential effect of all new and revised IFRSs that will be effective, but is not yet in a position to state whether these new and revised IFRSs would have a material impact on its results of operations and financial position.

| | Effective for accounting periods beginning on or after |
|---|--|
| Amendments to IAS 7 Statement of Cash Flows: Disclosure initiative | 1 January 2017 |
| Amendments to IAS 12 Income Taxes: Recognition of deferred tax assets for unrealised losses | 1 January 2017 |
| IFRS 9 Financial Instruments | 1 January 2018 |
| IFRS 15 Revenue from Contracts with Customers | 1 January 2018 |
| IFRS 16 Leases | 1 January 2019 |

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed interim consolidated financial statements as at and for the three and six months ended June 30, 2017 have been prepared under the historical cost convention.

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

The unaudited condensed interim consolidated financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the audited consolidated financial statement for the twelve months ended December 31, 2016 which has been prepared in accordance with IFRS.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

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

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the ultimate parent at a level sufficient to finance the working capital requirements of the Corporation. Details are explained in note 2 to the consolidated financial statements.

Key sources of estimation uncertainty

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

(a) Recoverability of development expenditures

During the period, the Corporation reconsidered the recoverability of development expenditures, which are included in its consolidated statement of financial position as at June 30, 2017 at \$421,885 (December 31, 2016: \$464,779). The software development projects continue to progress in a very satisfactory manner, and customer reaction has reconfirmed the Corporation's previous estimates of anticipated revenues from the project. Detailed sensitivity analysis has been carried out and the Corporation is confident that the carrying amount of the asset will be recovered in full, even if returns are reduced. This situation will be closely monitored, and adjustments made in future periods, if future market activity indicates that such adjustments are appropriate.

(b) Allowance for doubtful accounts

The Corporation makes an allowance for doubtful accounts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each customer. Allowance for doubtful accounts arises where events or changes in circumstances indicate that the balances may not be collectible. The identification of allowance for doubtful accounts and bad debts, in particular of a loss event, requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

As at June 30, 2017, accumulated allowance for doubtful accounts amounted to \$18,304 (December 31, 2016: \$10,133).

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

6. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

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

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

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

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

| | | | At June | 30, 2017 (Unai | udited) | | |
|--|------------|-------------|-------------|--------------------------|----------|----------|-------------|
| | CDN | SGD | HKD | USD | Euro | Others | Total |
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Bank and cash balances | 1,580 | 4,385 | 8,177 | 283,679 | 83,148 | 25,604 | 406,573 |
| Trade receivables Other receivables and | - | 430,815 | - | 1,648,450 | 109,464 | 29,975 | 2,218,704 |
| deposits Accounts payable and | - | 15,906 | 112 | - | 26,779 | 7,825 | 50,622 |
| accrued liabilities Advance from a related | (69,317) | (128,763) | (1,493,992) | (458,153) | (20,322) | (49,464) | (2,220,011) |
| party | - | - | (524,213) | - | - | (14,566) | (538,779) |
| Promissory note payable | (460,000) | - | - | - | - | - | (460,000) |
| Loans from related parties | | (1,394,053) | (2,249,383) | (703,014) | <u> </u> | <u> </u> | (4,346,450) |
| | | | At Decem | nber 31, 2016 (<i>F</i> | Audited) | | |
| | CDN | SGD | HKD | USD | Euro | Others | Total |
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Bank and cash balance | 2,031 | 45,711 | 5,121 | 13,350 | 56,738 | 16,857 | 139,808 |
| Trade receivables Other receivables and | - | 210,364 | - | 1,383,680 | 138,527 | 15,727 | 1,748,298 |
| deposits | - | 15,356 | 112 | - | 26,783 | 7,515 | 49,766 |
| Accounts payable and accrued liabilities | (142,330) | (90,080) | (697,163) | (981,789) | (25,138) | (48,491) | (1,984,991) |
| Advance from a related | (1-12,000) | (00,000) | (007,100) | (001,100) | (20,100) | (10,101) | (1,001,001) |
| party | - | - | (741,834) | - | - | (14,245) | (756,079) |
| Promissory note payable | (436,000) | - | - | - | - | - | (436,000) |
| Loans from related parties | - | (1,261,566) | (2,079,137) | (660,631) | <u> </u> | <u> </u> | (4,001,334) |
| | | | | | | | |

At June 30, 2017, if the SGD had weakened or strengthened 5 percent against the USD with all other variables held constant, consolidated loss after tax and the deficiency would have been approximately \$18,000 (December 31, 2016: \$16,000) higher or lower, arising mainly as a result of the foreign exchange loss or gain on net payables denominated in USD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk

Credit risk arises from accounts receivable and deposits with banks. The Corporation reduces this risk by dealing with creditworthy banks or financial institutions.

Credit risk also results from the possibility that a loss may occur from the failure of another party to adhere to payment terms. To lower this risk, the Corporation's extension of credit is based on an evaluation of each customer's financial condition. Management reviews the ageing of trade accounts receivable and other factors relating to the risk that customer accounts may not be paid in full and, when appropriate, reduces the carrying value to provide for possible loss.

The following table summarizes the accounts receivable overdue but not impaired. These relate to a number of independent customers for whom there is no recent history of default:

| | Total \$ | Up to 3 months \$ | 3 to 6 months \$ | Over 6 months \$ |
|-----------------------------------|-------------|-------------------------|------------------------|------------------------|
| At June 30, 2017 (Unaudited) | 1,636,341 | 1,122,611 | 475,984 | 37,746 |
| At December 31, 2016 (Audited) | 1,290,052 | 660,733 | 586,698 | 42,621 |

As at June 30, 2017, approximately 92% (December 31, 2016: 89%) of significant individual accounts receivable was owed from four customers.

The carrying amount of bank balances and accounts receivable represents the Corporation's maximum credit exposure.

(c) Liquidity risk

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

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

| | Less than | Between 1 | |
|--|-----------|------------|-----------|
| | 1 year | to 2 years | Total |
| | \$ | \$ | \$ |
| At June 30, 2017 (Unaudited) | | | |
| Accounts payable and accrued liabilities | 2,220,011 | - | 2,220,011 |
| Advance from a related party | 538,779 | - | 538,779 |
| Promissory note payable | 496,000 | - | 496,000 |
| Loans from related parties | 312,004 | 4,588,509 | 4,900,513 |
| At December 31, 2016 (Audited) | | | |
| Accounts payable and accrued liabilities | 1,984,991 | - | 1,984,991 |
| Advance from a related party | 756,079 | - | 756,079 |
| Promissory note payable | 448,000 | - | 448,000 |
| Loans from related parties | 300,174 | 4,754,174 | 5,054,348 |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk (cont'd)

The Corporation has working capital deficiency of \$852,404 as at June 30, 2017 (December 31, 2016: \$1,428,935). The liquidity risk is mitigated on April 10, 2017 when the Corporation has raised US\$700,000 from Private Placement (Note 20). In connection with the Private Placement, the related parties have agreed to: (i) lower the interest rate of loans to the Corporation to 12% per annum with effect from March 1, 2017; (ii) extend the maturity date of such loans to March 31, 2018 (Note 19a, 19c and 19d); and (iii) extend the maturity date on the Corporation's promissory note to March 31, 2018 (Note 18). The related parties have further confirmed with the Corporation that they will not call the interest-bearing loans of \$4,069,722 in the next twelve months from the quarter ended June 30, 2017.

(d) Interest rate risk

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

The Corporation's borrowings issued at a fixed rate expose the Corporation to fair value interest rate risk. The Corporation is not exposed to cash flow interest rate risk as at June 30, 2017 and December 31, 2016.

(e) Categories of financial instruments

| | <i>(Unaudited)</i> As at June 30, 2017 | (Audited) As at December 31, 2016 |
|--|--|-----------------------------------|
| | \$ | \$ |
| Financial assets: Loan and receivables (including cash and cash equivalents) | 2,675,899 | 1,937,871 |
| Financial liabilities: Financial liabilities at amortized costs | 7,565,240 | 7,178,405 |

(f) Fair values

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

(g) Capital management

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

The Corporation manages capital by regularly monitoring its current and expected liquidity requirements rather than using debt/equity ratio analysis. The capital is generally used for defraying the administrative expenses in promoting the objectives of the Corporation. The Corporation is not subject to either internally or externally imposed capital requirements. There have been no changes in the Corporation's capital management policies for the six months ended June 30, 2017 and for the year ended December 31, 2016.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

7. **REVENEUE**

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

| | (Unaudited) Three months ended June 30, 2016 \$ | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2016 \$ | (Unaudited) Six months ended June 30, 2016 |
|--|---|--|---|--|
| Service income Miscellaneous income | 1,916,284 13,077 | 1,676,818 2,603 | 3,489,152 39,846 | 3,301,826 39,007 |
| | 1,929,361 | 1,679,421 | 3,528,998 | 3,340,833 |

8. **SEGMENT INFORMATION**

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

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

(a) Revenue by customers

The revenues are primarily generated in HKD, USD, and SGD. Six major customers have contributed to sales revenue for the three and six months ended June 30, 2017 and June 30, 2016 as indicated in the following table.

| | (Unau | dited) | (Unaudited) | | |
|-------------------------|-----------|------------|--------------------|------------|--|
| | Three n | nonths | Three months ended | | |
| | end | led | | | |
| | June 30 |), 2017 | June 30 | , 2016 | |
| | | % of total | | % of total | |
| | \$ | revenue | \$ | revenue | |
| Customer A | 983,577 | 51.0 | - | - | |
| Next five top customers | | | | | |
| Customer B | 395,459 | 20.5 | 364,933 | 21.7 | |
| Customer C | 192,031 | 10.0 | 73,373 | 4.4 | |
| Customer D | 88,195 | 4.6 | 79,076 | 4.7 | |
| Customer E | 87,095 | 4.5 | 482,411 | 28.7 | |
| Customer F | 54,135 | 2.8 | 4,589 | 0.3 | |
| All other customers | 128,869 | 6.6 | 675,039 | 40.2 | |
| | 1,929,361 | 100.0 | 1,679,421 | 100.0 | |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

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

Revenue by customers (Cont'd) (a)

| | <i>(Unaudited)</i> Six months ended June 30, 2016 | | (Unaud Six mo ende June 30, | nths ed |
|-------------------------|--|--------------------|--------------------------------------|--------------------|
| | \$ | % of total revenue | | % of total revenue |
| Customer A | 1,596,620 | 45.2 | - | - |
| Next five top customers | | | | |
| Customer B | 948,063 | 26.9 | 713,959 | 21.4 |
| Customer C | 318,561 | 9.0 | 150,429 | 4.5 |
| Customer D | 180,762 | 5.1 | 199,918 | 6.0 |
| Customer E | 175,302 | 5.0 | 752,933 | 22.5 |
| Customer F | 77,636 | 2.2 | 11,705 | 0.4 |
| All other customers | 232,054 | 6.6 | 1,511,889 | 45.2 |
| | 3,528,998 | 100.0 | 3,340,833 | 100.0 |

(b)

| Revenue by geographica | al location | | | |
|---|---|-------------|--|-------------|
| | (Unaudited) Three months ended June 30, 2016 | | <i>(Unaudited)</i> Three months ended June 30, 2016 | |
| | | % of total | | % of total |
| | \$ | revenue | \$ | revenue |
| 0: | 4 004 44= | | 704.447 | 40.0 |
| Singapore | 1,264,447 | 65.5 | 731,117 | 43.6 |
| United Arab Emirates Other Asia countries | 87,096 | 4.5 | 482,411 | 28.7 |
| Europe | 88,736 | 4.6 4.4 | 49,164 | 2.9 |
| United States | 85,736 395,525 | 4.4 20.5 | 50,687 365,462 | 3.0 21.8 |
| Other regions | 7,821 | 20.5 0.5 | 580 580 | 0.0 |
| Other regions | 1,021 | 0.5 | 360 | |
| | 1,929,361 | 100.0 | 1,679,421 | 100.0 |
| | (Unaudited) Six months ended June 30, 2016 | | (Unaud Six mo endo June 30 | onths ed |
| | | % of total | | % of total |
| | \$ | revenue | \$ | revenue |
| Singapore | 2,107,517 | 59.7 | 1,559,412 | 46.7 |
| United Arab Emirates | 175,303 | 5.0 | 752,933 | 22.5 |
| Other Asia countries | 154,075 | 4.4 | 170,737 | 5.1 |
| Europe | 135,266 | 3.8 | 121,796 | 3.6 |
| United States | 948,260 | 26.9 | 714,488 | 21.4 |
| Other regions | 8,577 | 0.2 | 21,467 | 0.7 |
| | 3,528,998 | 100.0 | 3,340,833 | 100.0 |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

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

(c) Total assets by geographical location

| | <i>(Unaudited)</i> As at June 30, 2016 | | <i>(Audited)</i> As at December 31, 2016 | |
|----------------------|--|------------|--|------------|
| | • | % of total | ф | % of total |
| | \$ | assets | \$ | assets |
| Singapore | 1,769,970 | 55.2 | 2,054,528 | 78.2 |
| United Arab Emirates | 15,738 | 0.5 | 10,494 | 0.4 |
| Other Asia countries | 789,725 | 24.6 | 408,701 | 15.6 |
| Europe | 30,025 | 0.9 | 12,255 | 0.5 |
| United States | 60,895 | 1.9 | 109,930 | 4.2 |
| Other regions | 538,300 | 16.9 | 31,182 | 1.1 |
| | | | | |
| | 3,204,653 | 100.0 | 2,627,090 | 100.0 |

(d) Financial information by business segments

| | MS | SPS | Unallocated | Total |
|--|-------------|-------------|-------------|-------------|
| | \$ | \$ | \$ | \$ |
| Six months ended June 30, 2017 (Unaudited) | | | | |
| Revenue | 2,972,610 | 556,388 | - | 3,528,998 |
| Intersegment revenue | - | 156,748 | - | 156,748 |
| Amortization and depreciation | - | 66,761 | - | 66,761 |
| Interest income | 2 | 36 | - | 38 |
| Interest and finance expenses | 169,933 | 131,513 | 47,052 | 348,498 |
| Income tax expense | - | 67 | - | 67 |
| Segment profit/(losses) | 65,686 | (569,141) | (147,206) | (650,661) |
| Additions to segment non-current assets | - | 5,059 | - | 5,059 |
| As at June 30, 2017 (Unaudited) | | | | |
| Segment assets | 2,166,594 | 1,022,813 | 15,246 | 3,204,653 |
| Segment liabilities | (5,148,704) | (1,580,807) | (944,739) | (7,674,250) |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

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

(d) Financial information by business segments (Cont'd)

| | MS \$ | SPS \$ | Unallocated \$ | Total \$ |
|--|-------------|-------------|-------------------|-------------|
| Six months ended June 30, 2016 (Unaudited) | · | · | · | · |
| Revenue | 2,889,177 | 451,656 | - | 3,340,833 |
| Intersegment revenue | - | 172,219 | - | 172,219 |
| Amortization and depreciation | 14 | 83,970 | 20 | 84,004 |
| Interest income | 2 | 24 | - | 26 |
| Interest and finance expenses | 207,703 | 168,141 | 38,354 | 414,198 |
| Income tax expense | - | 826 | - | 826 |
| Segment profit/(losses) | 185,489 | (737,106) | (148,798) | (700,415) |
| Additions to segment non-current | | | | |
| assets | - | 28,060 | - | 28,060 |
| As at June 30, 2016 (Unaudited) | | | | |
| Segment assets | 615,238 | 954,163 | 22,119 | 1,591,520 |
| Segment liabilities | (2,757,993) | (1,851,811) | (861,481) | (5,471,285) |

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

9. **EMPLOYEE BENEFITS EXPENSE**

| | (Unaudited) Three months ended June 30, 2017 | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2017 | (Unaudited) Six months ended June 30, 2016 |
|---|--|--|--|--|
| Director's fee | | | - | |
| Employee benefits expense (including key management personnel): | | | | |
| Salaries, bonuses and allowances (Note) | 325,322 | 357,667 | 620,485 | 643,626 |
| Retirement benefit scheme contributions | 38,706 | 41,799 | 71,790 | 74,239 |
| | 364,028 | 399,466 | 692,275 | 717,865 |
| | 364,028 | 399,466 | 692,275 | 717,865 |

Note: Included expenses of \$113 and \$235,775 (Six months ended June 30, 2016: \$2,849 and \$210,326) capitalized in development expenditures and recognized in cost of sales for the six months ended June 30, 2017 respectively.

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GINSMS INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

10. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following:

| | (Unaudited) Three months ended June 30, 2017 | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2017 | (Unaudited) Six months ended June 30, 2016 |
|--|--|--|--|--|
| Loss | • | • | • | ~ |
| Loss for the purpose of calculating basic and diluted loss per share | (283,340) | (500,310) | (649,390) | (699,589) |
| Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per | | | | |
| share | 149,006,642 | 142,630,169 | 145,836,020 | 142,630,169 |

The Corporation did not have any dilutive potential ordinary shares during the three months and six months ended June 30, 2017 and June 30, 2016, the diluted loss per share was the same as the basic loss per share.

11. **PROPERTY, PLANT AND EQUIPMENT**

| | equipment and software |
|--|--|
| Cost | and software |
| At January 1, 2016 Additions Written off Exchange difference | 183,939 29,667 (12,809) (2,775) |
| At December 31, 2016 and January 1, 2017 Additions Exchange difference | 198,022 4,946 10,206 |
| At June 30, 2017 | 213,174 |
| Accumulated depreciation | |
| At January 1, 2016 Depreciation Written off Exchange difference | 130,783 47,241 (12,809) (2,853) |
| At December 31, 2016 and January 1, 2017 Depreciation Exchange difference | 162,362 9,951 9,009 |
| At June 30, 2017 | 181,322 |
| Carrying amount | |
| As at June 30, 2017 | 31,852 |
| As at December 31, 2016 | 35,660 |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

12. GOODWILL

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Cost less impairment At January 1, 2016, December 31, 2016 and June 30, 2017

Due to changes in market condition, the recoverable amount of the goodwill was determined to be below its carrying value at March 31, 2015, and accordingly, the goodwill was considered fully impaired during the year ended March 31, 2015.

13. **DEVELOPMENT EXPENDITURES**

| | Accumulated | |
|---------|---|--|
| Cost | amortization | Total |
| \$ | \$ | \$ |
| 896,240 | (319,254) | 576,986 |
| 2,865 | - | 2,865 |
| - | (116,271) | (116,271) |
| (4,410) | 5,609 | 1,199 |
| 894,695 | (429,916) | 464,779 |
| 113 | - | 113 |
| - | (56,810) | (56,810) |
| 33,829 | (20,026) | 13,803 |
| 928,637 | (506,752) | 421,885 |
| | \$ 896,240 2,865 - (4,410) 894,695 113 - 33,829 | Cost amortization \$ \$ 896,240 (319,254) 2,865 - - (116,271) (4,410) 5,609 894,695 (429,916) 113 - - (56,810) 33,829 (20,026) |

Research costs recognized as expense for the six months ended June 30, 2017 and six months ended June 30, 2016, are \$20,755 and \$13,965 respectively.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

| 14. | ACCOUNTS RECEIVABLE | | |
|-----|---|---------------------|--------------------|
| | | (Unaudited) | (Audited) |
| | | As at | As at |
| | | June 30, | December 31, |
| | | 2017 | 2016 |
| | | \$ | \$ |
| | Trade receivables | 2,237,008 | 1,758,431 |
| | Less: Allowance for doubtful accounts | (18,304) | (10,133) |
| | | 2,218,704 | 1,748,298 |
| | Amounts due from customers on contracts (Note 16) | 7,241 | 74,363 |
| | Total | 2,225,945 | 1,822,661 |
| | As at June 30, 2017, an allowance was made for estimate approximately \$18,000 (December 31, 2016: \$10,000). | ed irrecoverable tr | ade receivables of |
| | Reconciliation of allowance for doubtful account balances: | | |
| | | (Unaudited) | (Audited) |
| | | As at | As at |
| | | June 30, | December 31, |
| | | 2017 | 2016 |
| | | \$ | \$ |
| | As at beginning of period/year | 10,133 | 18,349 |
| | Allowance for the period/year | 7,489 | - |
| | Reversal of allowance for the period/year | - | (8,249) |
| | Exchange differences | 682 | 33 |
| | As at end of period/year | 18,304 | 10,133 |
| 15. | ACCOUNTS PAYABLE AND ACCRUED LIABILITIES | | |
| | | (Unaudited) | (Audited) |
| | | As at | As at |
| | | June 30, | December 31, |
| | | 2017 [^] | 2016 |
| | | \$ | \$ |
| | Trade payables | 641,610 | 1,074,497 |
| | Amounts due to customers on contracts (Note 16) | 55,776 | 61,849 |
| | Deferred income | 44,053 | 42,747 |
| | Accrued liabilities and receipt in advance | 1,585,739 | 917,824 |
| | Total | 2,327,178 | 2,096,917 |

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

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

16. AMOUNT DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

| | (Unaudited) | (Audited) |
|--|-------------|--------------|
| | As at | As at |
| | June 30, | December 31, |
| | 2017 | 2016 |
| | \$ | \$ |
| Contract costs incurred plus recognized profits less | | |
| recognized losses to date | 97,479 | 635,360 |
| Less: Progress billings | (146,014) | (622,846) |
| | (48,535) | 12,514 |
| Amount due from customers for contract work | 7,241 | 74,363 |
| Amount due to customers for contract work | (55,776) | (61,849) |
| | (48,535) | 12,514 |

17. ADVANCE FROM A RELATED PARTY

The advance from an officer is unsecured, interest-free and repayable on demand.

18. PROMISSORY NOTE PAYABLE

| | \$ |
|----------------------------------|---------|
| As at January 1, 2016 | 400,000 |
| Interest expenses for the year | 36,000 |
| As at December 31, 2016 | 436,000 |
| Interest expenses for the period | 24,000 |
| As at June 30, 2017 | 460,000 |

For part of the acquisition of Inphosoft Group on September 28, 2012, the Corporation issued a \$400,000 non-interest bearing promissory note payable, due on the first year anniversary date of the closing date. The note had an initial present value of \$366,523 with accretion recorded at an annual interest rate of 6%. In 2016, the Corporation had negotiated with the note holder, Inphosoft Pte Ltd. ("IPL") on extending the due date on the note payable and the promissory note holder had agreed to extend the due date of the promissory note payable of \$400,000 to March 31, 2017. A simple interest of 12% per annum was charged and interest was accrued effective from April 1, 2016.

In connection with the Private Placement (Note 20), IPL agreed to further extend the maturity date on the promissory note payable issued to March 31, 2018.

GINSMS INC. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

19. LOANS FROM RELATED PARTIES

| | Note | (Unaudited) As at June 30, 2017 | (Audited) As at December 31, 2016 |
|--------------------------------------|------|---------------------------------|-----------------------------------|
| Non-current: | | | |
| Loan from a director | (a) | 3,218,235 | 2,962,538 |
| Loan from a director of a subsidiary | (b) | - | 17,880 |
| Loan from a related party | (c) | 851,487 | 759,643 |
| Current: | | 4,069,722 | 3,740,061 |
| Loan from immediate parent | (d) | 276,728 | 261,273 |
| Total | | 4,346,450 | 4,001,334 |

All above loans from related parties are non-trade nature and unsecured.

- (a) The loans are from the Corporation's director, Mr. Joel Siang Hui Chin, and originally bear interest at 24% (December 31, 2016: 24%) per annum (compounded daily based on a 365-day year) and were originally matured on or before September 30, 2015.
- (b) The loan bears interest at 24% (December 31, 2016: 24%) per annum (compounded daily based on a 365-day year), and matured on June 12, 2014.
 - On March 27, 2017, the Corporation and Mr. Xu Hongwei, the director of a subsidiary of the Corporation, have reached the agreement to waive the loan interest of about \$4,500 and to settle the full loan at about \$14,000.
- (c) The loan is from IPL, a shareholder of the Corporation, originally bears interest at 24% (December 31, 2016: 24%) per annum (compounded daily based on a 365-day year), and has no fixed term of repayment. A director of the Corporation, Mr. Joel Siang Hui Chin, and 2 directors of the Corporation's subsidiaries, Mr. Wang Xianxiang and Mr. Xu Hongwei, each has significant influence over IPL.
- (d) The loan is from Xinhua Mobile, the immediate parent of the Corporation, and originally bears interest at 28% (December 31, 2016: 28%) per annum (compounded daily based on a 365-day year) and originally due on June 30, 2017.

In connection with the Private Placement (*Note 20*), Mr. Joel Siang Hui Chin, IPL and Xinhua Mobile has also agreed to: (i) lower the interest rate from 24%/28% per annum to 12% per annum with effect from March 1, 2017; and (ii) extend the maturity date of such loans to March 31, 2018.

For three months ended June 30, 2017, Mr. Joel Siang Hui Chin and IPL have also advised the Corporation that they will not call the loans in the next twelve months from the quarter ended June 30, 2017.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

20. SHARE CAPITAL

Authorised:

Unlimited common shares

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

Issued:

| issued. | | | (Unaudited) | | (Audited) Twelve months |
|---|------|---------------|----------------------------------|---------------|--------------------------------|
| | Note | | Six months | | ended |
| | _ | Common shares | ended June 30, 2017 Amount | Common shares | December 31, 2016 Amount |
| Balance, beginning/end of period/year | _ | 142,630,169 | \$ 10,484,429 | 142,630,169 | \$ 10,484,429 |
| Issuance of shares in a private placement | | 7,163,692 | 931,280 | - | - |
| Balance, beginning/end of period/year | _ | 149,793,861 | 11,415,709 | 142,630,169 | 10,484,429 |

On April 10, 2017, the Corporation completed its non-brokered private placement with its controlling shareholder, Xinhua Mobile. The private placement resulted in the Corporation raising US\$700,000 and issuing 7,163,692 common shares to Xinhua Mobile at a subscription price of C\$0.13 per common share, and the Corporation now has 149,793,861 common shares issued and outstanding.

21. **COMMITMENTS**

The Corporation has lease agreements outstanding for various terms up to May 15, 2018. Payments are to be incurred in SGD, MYR, the CDN equivalent as of June 30, 2017 is a total of \$60,725 (December 31, 2016: \$102,328), of which \$60,725 (December 31, 2016: \$76,387) is to be incurred within one year of the statement of financial position date and \$NIL (December 31, 2016: \$25,941) after one year and within five years.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

22. RELATED PARTY TRANSACTIONS

(a) The Corporation had the following related party transactions for the three and six months ended June 30, 2017 and June 30, 2016:

| | (Unaudited) Three months ended June 30, 2017 | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2017 | (Unaudited) Six months ended June 30, 2016 |
|---|--|--|--|--|
| Revenue and accounting fee income from a company | • | • | • | • |
| controlled by a director | 203,012 | 73,242 | 338,919 | 150,513 |
| Cost of consignment stocks paid to a company controlled | | | | |
| by a director | 149 | 291 | 371 | 291 |
| Accounting fee paid to an officer | 17,863 | 19,696 | 38,518 | 44,249 |
| Rent charged by a company controlled by a director | 14,565 | 14,284 | 28,624 | 29,013 |
| Interest charged on loan from a director | 95,246 | 147,553 | 242,148 | 296,203 |
| Interest charged (waived) on loan from a director of a | • | | · | |
| subsidiary | - | 929 | (3,768) | 1,831 |
| Interest charged on loan from immediate parent | 8,396 | 14,767 | 23,052 | 26,354 |
| Interest charged on loan from other related parties | 25,183 | 39,490 | 63,066 | 77,810 |
| Interest charged on promissory note payable | 12,000 | 12,000 | 24,000 | 12,000 |

The above transactions are in the normal course of operations at arms-length and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

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

| penou. | Accounts receivable | Accounts payables and accrued liabilities | Advance payable \$ | Promissory note payable | Loan payables \$ |
|---|---------------------|---|--------------------------|-------------------------------|------------------------|
| As at June 30, 2017 (Unaudited) | | | | | |
| Directors | - | (40,992) | (538,779) | - | (3,218,235) |
| An officer | - | (3,915) | - | - | - |
| Companies controlled by a director | 360,118 | (184) | - | - | - |
| Directors of subsidiaries | - | (1,985) | - | - | - |
| A related party | - | - | - | (460,000) | (851,487) |
| Immediate parent | - | | | - | (276,728) |
| As at December 31, 2016 (Audited) Directors | - | (80,958) | (756,079) | - | (2,962,538) |
| An officer | - | (5,204) | - | - | - |
| A company controlled by a director | 144,819 | (1,080) | - | - | - |
| Directors of subsidiaries | - | (1,916) | - | - | (17,880) |
| A related party | - | - | - | (436,000) | (759,643) |
| Immediate parent | | | | - | (261,273) |

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

23. RELATED PARTY TRANSACTIONS (CONT'D)

(c) Key management personnel compensation

| | (Unaudited) Three months ended June 30, 2017 | (Unaudited) Three months ended June 30, 2016 | (Unaudited) Six months ended June 30, 2017 | (Unaudited) Six months ended June 30, 2016 |
|--|--|--|--|--|
| Salaries and related costs Accounting fees Contributions to defined mandatory contribution funds | 93,352 17,863 8,875 | 90,429 19,696 8,703 | 183,094 38,518 17,441 | 183,188 44,249 17,679 |
| | 120,090 | 118,828 | 239,053 | 245,116 |
| Directors' fees | | | | |
| Total | 120,090 | 118,828 | 239,053 | 245,116 |

24. PARTICULARS OF SUBSIDIARIES

Particulars of the principal subsidiaries as at June 30, 2017 are as follows:

| Name | Place of incorporation / registration and operation | Percentage of ownership interest / Particular of voting power / Issued share capital profit sharing | | Principal activities | |
|------------------------------------|---|---|---------------|----------------------|---|
| | | | <u>Direct</u> | <u>Indirect</u> | |
| Inphosoft Group Pte Limited | Singapore | 1,000,000 ordinary shares of SGD1,614,500 | 100% | - | Investment holding |
| Inphosoft Singapore Pte Ltd. | Singapore | 300,000 ordinary shares of SGD300,000 | - | 100% | Provision for project management consultancy services and information technology services and solutions. |
| GIN International Limited | Hong Kong | 100 ordinary shares of HKD100 | - | 100% | Provision for short message services |

25 **COMPARATIVE FIRGURES**

Certain comparative figures have been reclassified to conform to the current period's presentation. The new classification of the accounting items was considered to provide a more appropriate presentation of the state of affairs of the Group.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016 (Unaudited)

26. APPROVAL OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed interim consolidated financial statements were approved and authorised for issue by the Board of Directors on August 11, 2017.