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NEXION TECHNOLOGIES LIMITED

(Incorporated in the Cayman Islands with limited liability)
Stock code: 8420

ANNUAL REPORT 2022

Contents

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This report, for which the directors (the "Directors") of Nexion Technologies Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company and its subsidiaries (collectively referred to as the "Group"). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

Corporate Information

REGISTERED OFFICE
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
Room 1910, 19/F, C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE
Unit #10-03, Novelty BizCentre
18 Howard Road
Singapore 369585

COMPANY SECRETARY
Ms. Wong Po Lam, *CPA (HKICPA)*

AUTHORISED REPRESENTATIVES
Mr. Ong Gim Hai *(appointed on 31 May 2022)*
Ms. Wong Po Lam, *CPA (HKICPA)*
Mr. Foo Moo Teng *(resigned on 31 May 2022)*

COMPLIANCE OFFICER
Mr. Ong Gim Hai *(appointed on 31 May 2022)*
Mr. Foo Moo Teng *(resigned on 31 May 2022)*

BOARD OF DIRECTORS

Executive Directors
Mr. Ong Gim Hai *(Chairman)*
(appointed as the Chairman on 31 May 2022)
Mr. Foo Moo Teng *(Chairman)*
(resigned on 31 May 2022)
Mr. Roy Ho Yew Kee
(re-designated from an executive Director to a non-executive Director on 31 January 2022)

Non-executive Director
Mr. Roy Ho Yew Kee
(re-designated from an executive Director to a non-executive Director on 31 January 2022)

Independent Non-executive Directors
Ms. Lim Joo Seng
Mr. Tang Chak Lam Gilbert
Mr. Yeung Chun Yue David

AUDIT COMMITTEE
Ms. Lim Joo Seng *(Chairman)*
Mr. Tang Chak Lam Gilbert
Mr. Yeung Chun Yue David

REMUNERATION COMMITTEE
Mr. Tang Chak Lam Gilbert *(Chairman)*
Mr. Roy Ho Yew Kee
Mr. Yeung Chun Yue David

NOMINATION COMMITTEE
Mr. Tang Chak Lam Gilbert *(Chairman)*
Ms. Lim Joo Seng
Mr. Ong Gim Hai *(appointed on 31 May 2022)*
Mr. Foo Moo Teng *(resigned on 31 May 2022)*

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE
Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS
China Citic Bank Zhuzhou Branch
DBS Bank Singapore Branch
OCBC Wing Hang Bank Limited Hong Kong Branch
Oversea-Chinese Banking Corporation Limited
Singapore Branch
United Overseas Bank Malaysia Branch
United Overseas Bank Singapore Branch

AUDITOR
Mazars CPA Limited
42/F, Central Plaza
18 Harbour Road
Wan Chai
Hong Kong

COMPANY'S WEBSITE
http://nexion.com.hk

Chairman's Statement

Dear Shareholders,

On behalf of the board of the directors (the "Board") of Nexion Technologies Limited, I am pleased to present to our shareholders (the "Shareholders") the annual report of the Group for the year ended 31 December 2022.

INTRODUCTION

The Group is a well-established information and communications technology ("ICT") solution provider headquartered in Singapore focusing on provision of cyber infrastructure solutions services and cyber security solutions services. Starting from 2019, the Group has established offices in the People's Republic of China (the "PRC") focusing on providing software-as-a-service ("SaaS").

REVIEW

Amid continuing Coronavirus Disease 2019 ("COVID-19") pandemic and slowdown in the global economy since 2019, followed with the relaxation of the travel restrictions, opening of boarders and the diminishing impact of the COVID-19 pandemic, the global economic outlook has gradually recovered throughout 2022. The streamlined COVID-19 pandemic measures launched by the Ministry of Health ("MoH") in Singapore in March 2022 and the easing of standard operating procedure requirements on COVID-19 pandemic launched by the MoH in Malaysia are also important road markers to resume economic activities in both Singapore and Malaysia, where are the bases of operation of the cyber infrastructure solutions business and the cyber security solutions business of the Group. We have resumed our business activities which gradually back to the normal.

Despite the revenue for the year ended 31 December 2022 decreased by approximately US$1,521,000 or 21.9% to approximately US$5,434,000 *(2021: approximately US$6,955,000)* due to the reduction of scale of new projects completed in the cyber infrastructure solutions business and delay in progress of existing projects in the cyber security solutions business, the Group was able to secure some significant projects and look for business opportunities with the current and new technological offerings. All reportable segments achieved remarkable improvement during the year ended 31 December 2022, which stood at approximately US$205,000, representing an increase of US$1,302,000 or 118.7% when compared to a loss of approximately US$1,097,000 for the year ended 31 December 2021.

OUTLOOK

Cyber security is more important than ever in the future, the adoption of a wide range of digital tools and technologies has increased the scope and nature of cyber threats. In addition, complicated tech stacks pose challenges for legacy cyber solutions. According to market research report issued by Markets and Markets, the global cyber security market size is anticipated to increase from approximately US$173.5 billion in 2022 to approximately US$266.2 billion by 2027, translating to a Compound Annual Growth Rate of approximately 8.9%. The growth is driven by the increased number of data breaches across the globe, rising digitalisation and increased sophisticated cyber intrusions. However, difficulties in addressing complexity of advanced threats and implementation challenges during the deployment of cyber security solutions are expected to hinder the market growth. In coming years, the Group will embrace macrotrends by enhancing its internal resources and investment in the cyber security solutions business.

We believe that the business performance and development of the Group will improve in the post COVID-19 pandemic era after more business activities have been resumed. Nevertheless, the Group is now monitoring and assessing the possible impact and risk to the Group's business operations posed by the upcoming interest rates, geopolitical tensions, war in Ukraine and the Sino-US trade war. Looking forward, the Group will continually and actively explore synergistic opportunities and flexibly change its business strategies to enhance its business growth according to the market conditions with an aim to maximising the value for the Shareholders.

APPRECIATION

On behalf of the Company, I would like to take this opportunity to express my sincere gratitude to the Shareholders and business partners for their unwavering confidence and support, and to the Board, management and employees for their contribution and dedication to the Group, which enabled us to overcome the challenges during the year. Going forward, the Group will continue to explore opportunities and upkeep the strength and resilience of its business to optimise its corporate strategy for achieving robust business results with a view to creating value for the Shareholders and the stakeholders.

Ong Gim Hai
Chairman

Hong Kong, 24 March 2023

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTOR

Mr. Ong Gim Hai ("Mr. Ong"), aged 47, has been appointed as an executive Director of the Company with effect from 2 November 2020, and has been subsequently appointed as (i) the chairman of the Board (the "Chairman"); (ii) the chief executive officer of the Company (the "Chief Executive Officer"); (iii) a member of nomination committee of the Company (the "Nomination Committee"); (iv) the compliance officer of the Company (the "Compliance Officer"); and (v) one of the authorised representatives of the Company (the "Authorised Representative") on 31 May 2022. Mr. Ong is primarily in charge of the Group's overall corporate strategy and daily operations of the Group, including business development and overall management.

Mr. Ong has over 20 years of experience in information technology and computer industry, helping multi-nationals to establish and to grow operations in the Association of Southeast Asian Nations ranging from start-ups to established organisations. From June 2008 to December 2010, Mr. Ong was an enterprise account manager of VMWare Inc. (a company listed on the New York Stock Exchange, stock code: VMW). From January 2012 to August 2015, Mr. Ong joined Palo Alto Networks Inc. (a company listed on the National Association of Securities Dealers Automated Quotations ("NASDAQ"), stock code: PANW) as a country manager, where he was responsible for managing operations in Malaysia. From August 2015 to December 2016, Mr. Ong was a managing director of Nutanix Inc. (a company listed on the NASDAQ, stock code: NTNX), he was responsible for managing sales operations in Malaysia and Brunei. In August 2017, Mr. Ong was appointed as an independent non-executive director of Key Alliance Group Berhad (a company listed on the Bursa Malaysia Securities Berhad ("Bursa Malaysia"), stock code: KGROUP) and has been re-designated to executive director since October 2019.

Mr. Ong graduated from University of Sussex, United Kingdom with a bachelor's degree in Engineering in Electrical and Electronic Engineering in June 1996.

NON-EXECUTIVE DIRECTOR

Mr. Roy Ho Yew Kee ("Mr. Ho"), aged 47, was appointed as an executive Director of the Company on 2 November 2020 and has been re-designated to an non-executive director of the Company with effect from 31 January 2022. Mr. Ho is a member of the remuneration committee of the Company (the "Remuneration Committee").

Mr. Ho has over 20 years of experience in financial service and restructuring experience in various capacities. From 1998 to 2003, Mr. Ho was a sales trader in TradeTech Pty Ltd and Hartley Poynton Ltd, a subsidiary of Royal Bank of Canada, where he was trained as a financial advisor, specialising in derivatives and first generation fintech products. From 2003 to 2009, Mr. Ho was a head of trading desk in a boutique trading firm, Tricom Futures Ltd, where he set up a trading desk in greenfield markets, specialising in debt instruments, capital raising, equity linked structures and derivatives.

In December 2011, Mr. Ho was appointed as an executive director of Key Alliance Group Berhad (a company listed on the Bursa Malaysia, stock code: 0036) and has been redesignated to managing director since August 2017. In March 2019, Mr. Ho was appointed as a non-independent non-executive director of XOX Bhd (a company listed on the Bursa Malaysia, stock code: 0165) and has been re-designated to executive director since March 2020. In June 2020, Mr. Ho was appointed as an independent non-executive director of Komarkcorp Berhad (a company listed on the Bursa Malaysia, stock code: 7017) and has been re-designated to executive director since November 2020. In February 2021, Mr. Ho has been appointed as an executive director of Cheetah Holdings Berhad (a company listed on the Bursa Malaysia, stock code: 7209).

Mr. Ho served as a non-independent non-executive director of Halex Global Berhad (a company listed on the Bursa Malaysia, stock code: 5151) from April 2014 to January 2015, and an independent non-executive director of CN Asia Corporation Bhd (a company listed on the Bursa Malaysia, stock code: 7986) from December 2015 to June 2016.

Mr. Ho graduated from Griffith University, Australia with a bachelor of Commerce in September 1998.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lim Joo Seng ("Ms. Lim"), aged 48, has been appointed as an independent non-executive Director of the Company with effect from 31 May 2017. Ms. Lim is the chairman of the audit committee of the Company (the "Audit Committee") and a member of the Nomination Committee.

Ms. Lim has involved in the finance industry for more than 20 years, having started her career at Sekhar & Tan as a tax assistant from April 1999 to March 2000. Thereafter, she joined Deloitte KassimChan (a member firm of Deloitte Touche Tohmatsu) as an audit senior from May 2000 to December 2003. From February 2005 to February 2010, she joined Deloitte Touche Tohmatsu CPA Ltd. (Shanghai) as a manager. From February 2010 to January 2017, she joined XinRen Aluminium Holdings Limited, a company listed on the main board of the Singapore Exchange Securities Trading Limited in October 2010 and was subsequently privatised in year 2016 and is now a private holding company in Singapore, as a chief financial officer.

In December 2019, Ms. Lim has been appointed as a finance director of Nestcon Berhad (a company listed on the ACE Market of the Bursa Malaysia in June 2021, stock code: 0235) and has been appointed to the board of the director since August 2021.

Ms. Lim graduated with a bachelor of commerce from Macquarie University in Sydney, Australia in April 1998, and has been a member of the Malaysian Institute of Accountants and the Certified Public Accountants of Australia since September 2003 and January 2003, respectively.

Mr. Tang Chak Lam Gilbert（鄧澤林）("Mr. Tang"), aged 72, has been appointed as an independent non-executive Director of the Company with effect from 2 November 2020. Mr. Tang is the chairman of the Remuneration Committee and the Nomination Committee, and a member of the Audit Committee.

Mr. Tang has been a practicing solicitor in the Hong Kong Special Administrative Region of the People's Republic of China since 1987. He is currently a senior partner of Messrs. Gilbert Tang & Co. He was a member of the Kowloon West Advisory Committee of Hong Kong Bank Foundation District Community Programme from July 1991 to November 1995.

Mr. Tang graduated from University of Buckingham, United Kingdom with a bachelor of Laws in February 1984 and subsequently obtained a diploma in Chinese Law from the University of East Asia in Macau in May 1987.

Mr. Tang was appointed as an independent non-executive director of China Star Entertainment Limited (a company listed on the Stock Exchange, stock code: 326) in May 2011 and subsequently resigned in January 2023.

Mr. Yeung Chun Yue David（楊振宇）("Mr. Yeung"), aged 41, has been appointed as an independent non-executive Director of the Company with effect from 10 September 2020. Mr. Yeung is a member of the Audit Committee and the Remuneration Committee.

Mr. Yeung has over 17 years of experience in accounting and tax advisory. From July 2004 to September 2017, Mr. Yeung worked in Cheng & Cheng Limited, Certified Public Accountants with his last position as a director. From September 2017 to July 2021, he worked in D & Partners CPA Limited with his last position as the managing partner and director. He is currently a committee member of the Panyu Committee of Chinese People's Political Consultative Conference.

Biographical Details of Directors and Senior Management

Mr. Yeung has been appointed as an executive director of Hatcher Group Limited, a company listed on the GEM of the Stock Exchange, stock code: 8365) since July 2021; and Cornerstone Technologies Holdings Limited (a company listed on the GEM of the Stock Exchange, stock code: 8391) since August 2022. He has also been appointed as an independent non-executive director of Aeso Holding Limited (a company listed on GEM of the Stock Exchange, stock code: 8341) since April 2019; SANVO Fine Chemicals Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 301) since December 2019; and TL Natural Gas Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8536) since December 2021.

Mr. Yeung graduated from the City University of Hong Kong with a bachelor of business administration in accountancy in November 2004. Mr. Yeung is currently a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Tax Advisor of the Taxation Institute of Hong Kong.

SENIOR MANAGEMENT

Mr. Foo Moo Teng（符懋胜）("Mr. Foo"), aged 57, was appointed as an executive Director of the Company, the Chairman and the Chief Executive Officer on 22 June 2016. On 31 May 2022, Mr. Foo has resigned as an executive Director of the Company, the Chairman and the Chief Executive Officer. Mr. Foo is a founder of the Group and the director of Netsis Technology (S) Pte. Ltd. ("Netsis (Singapore)"). He is primarily responsible for the business development and management of Netsis (Singapore).

Mr. Foo has over 30 years of experience in the information technology (IT) industry. Prior to founding the Group in 2002, Mr. Foo held various positions in the IT industry. Between February 1989 and September 1996, Mr. Foo founded several IT businesses which were engaged in provision of word processing and repair services for the private and government sectors, sales and servicing of computers and trading of computer parts and computer peripherals. From October 1998 to December 1999, he was a training officer with the Institute of Technical Education, Singapore and was responsible for educating students in the subject of electronics engineering. In January 2000, he joined Premier Electro Communication Pte. Ltd., a company engaged in the business of IT system integration, as a service manager where he was responsible for assisting to manage a team of engineers, generation of revenue as well as the maintenance of contracts with existing clients. From March 2001 to April 2002, he joined Getronics Solutions (S) Pte. Ltd., a subsidiary of a holding company headquartered in Munich, Germany, which was in the business of system integration as a project manager. He was responsible for the negotiation, implementation and maintenance of IT projects.

Mr. Foo obtained a diploma in electronics & communication engineering from Singapore Polytechnic in April 1990.

Mr. Edgardo Osillada Gonzales II ("Mr. Gonzales"), aged 44, is a chief technology officer of the Group. He is primarily responsible for overseeing the IT functions of the Group as well as providing marketing, sales and product support.

Mr. Gonzales has over 20 years of experience in the IT industry. From February 2001 to November 2005, Mr. Gonzales was a Network Engineer in Primeworld Digital System, Inc., an Internet Service Provider, and was responsible for maintaining and managing computer networks. From October 2005 to October 2008, Mr. Gonzales joined Commverge Solutions Philippines, Inc. ("Commverge Philippines"), a company that provides professional services and network solutions to carriers and service providers in the telecommunications industry in the Asia Pacific region, as a technical manager. He also worked at Commverge Solutions (Singapore) Pte Ltd in Singapore as a technical manager from November 2008 to May 2009. He managed the technical operations for pre-sales and post-sales in Singapore and the Philippines. From May 2009 to June 2010, Mr. Gonzales worked as a technical manager at Commverge Philippines. In July 2010, Mr. Gonzales joined Systex SouthAsia Pte Ltd., a Taiwan-based IT services provider in the Asia Pacific region, as product support engineer where he was responsible for implementing, maintaining and administering networks and servers. Since September 2010, Mr. Gonzales joined Netsis (Singapore) as an internet service provider consultant.

Mr. Gonzales graduated with a bachelor's degree in science (Computer Engineering) from the AMA Computer College in Manila, the Philippines in April 2000. Mr. Gonzales was recognised as a Cisco Routing and Switching Solutions Specialist in August 2007; Cisco Certified Network Professional in April 2012; and Cisco Certified Design Professional by Cisco Systems, Inc. in April 2015 and such certification was renewed in April 2018. Mr. Gonzales was also recognised as a Certified Engineer for Application Delivery by A10 Networks and VMWare Certified Professional by VMWare.

Ms. Yeo Joo Ling（楊珠琳）("Ms. Yeo"), aged 44, was appointed as the financial controller of the Group in August 2016. Ms. Yeo is primarily responsible for the overall financial management of the Group. Ms. Yeo has over 10 years in the finance and accounting spheres, having held positions in another two companies in Singapore with roles in accounting. Ms. Yeo obtained the general certificate of education A levels from Outram Institute in December 1998 and completed level 3 of the Association of Chartered Certified Accountants in June 2007.

Mr. Kow Kim Song ("Mr. Kow"), aged 56, is the co-founder, director and chief executive officer of WerkDone Pte. Ltd. ("WerkDone", *previously known as Storm Front Pte. Ltd.*). Mr. Kow has more than 30 years of experience in the IT industry and is primarily responsible for the business development and management of WerkDone. Mr. Kow was graduated with a bachelor's degree in business administration from the National University of Singapore in 1991 and MBA from the University of Hull in 1998.

COMPANY SECRETARY

Ms. Wong Po Lam（黃寶琳）("Ms. Wong"), aged 32, has been appointed as a company secretary of the Company (the "Company Secretary") and the Authorised Representative with effect from 21 December 2020. Ms. Wong joined the finance department of the Company in January 2019. She has approximately 10 years of experience in financial reporting, auditing, financial management, corporate secretarial and regulatory compliance in listed companies in Hong Kong. Before joining the Company, Ms. Wong acted as an audit manager in BDO Limited. Ms. Wong obtained a bachelor's degree in Accounting from City University of Hong Kong, she is also a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Ms. Wong has also been serving as a company secretary and an authorised representative of Michong Metaverse (China) Holdings Group Limited (a company listed on GEM of the Stock Exchange, stock code: 8645) and Ritamix Global Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1936).

Management Discussion and Analysis

BUSINESS REVIEW

The Group is a well-established ICT solution provider headquartered in Singapore focusing on provision of cyber infrastructure solutions services and cyber security solutions services. Starting from 2019, the Group has established offices in the PRC focusing on providing SaaS.

Established in 2002, the Group started as a system integration service provider providing services to telecommunications service providers. Having gradually diversified its ICT services, the Group is now a regional provider of cyber infrastructure solutions services in Southeast Asia. By working with various technology vendors, the Group acquired the experience and expertise to evolve to an ICT solution provider. Leveraging on its research and development capabilities, the Group successfully developed its technologies and SaaS systems to provide cyber security solutions services and SaaS respectively.

The Group has been actively considering and exploring various opportunities and flexibly change its business strategies to facilitate its business growth. On 5 May 2021, the Company acquired the entire equity interest of WerkDone Pte. Ltd. (the "Acquisition"). WerkDone is a company incorporated in Singapore with limited liability, its principal activities are provision of smart technology and cyber security solutions services in workspace, community and cloud, like visitor management system and business process automation, etc. Established in 2018, WerkDone has successfully deployed its smart technology solutions branded "WerkDone" to more than 200 clients and 10 million end-users. It also maintains business relationship with over 10 strategic partners as it aims to take its services across different industries. The Acquisition has enhanced both market share in the cyber security solutions business and diversity the Group's customer base.

During the year ended 31 December 2022, upon fulfilment of the Profit Guarantee 2021 (defined in page 14 of this report), which the net profit of WerkDone from 1 January 2021 to 31 March 2022 exceeded SG$500,000, the Company was required to satisfy the payment of SG$1,166,500 (equivalent to approximately US$858,000) by way of payment of SG$291,500 (equivalent to approximately US$214,000) in cash with the balance of SG$875,000 (equivalent to approximately US$644,000) being satisfied by way of issue of the Consideration Shares (defined in page 14 of this report). Further details of the fulfilment and payment of the Profit Guarantee 2021 are set out in section headed "Management Discussion and Analysis – Significant events" on pages 14 and Note 25 to the consolidated financial statements in this report. In light of the delay in the progress of existing projects, WerkDone is unlikely to fulfill the Profit Guarantee 2022 (defined in page 14 of this report), which the net profit of WerkDone has to exceed SG$500,000 during the period from 1 April 2022 to 31 March 2023. Nevertheless, the Group is still optimistic on the business operation of WerkDone due to the security of projects with significant contract amount, the continuously increment in global cyber security size as well as strategic investment by the Group.

Cyber Infrastructure Solutions Segment and Cyber Security Solutions Segment

For the year ended 31 December 2022, the reportable segment results (adjusted earnings before interest, taxes, depreciation and amortisation ("Adjusted EBITDA")) in the cyber infrastructure solutions segment were a profit of approximately US$36,000 *(2021: loss of approximately US$80,000)*, the increase in segment results was mainly due to cost control of the Group; the reportable segment results (Adjusted EBITDA) in the cyber security solutions segment were a profit of approximately US$17,000 for the year ended 31 December 2022 *(2021: loss of approximately US$689,000)*, the increase in segment results were mainly attributable to the increase in revenue to approximately US$2,551,000 *(2021: approximately US$1,363,000)*, the decrease in employee benefits expenses arisen in the profit guarantee from the Acquisition to approximately US$36,000 *(2021: approximately US$173,000)*, the decrease in share-based payments in respect of profit guarantee from the Acquisition to approximately US$312,000 *(2021: approximately US$704,000)*, and the increase in reversal of share-based payments in respect of the profit guarantee from the Acquisition to approximately US$376,000 *(2021: Nil)*.

Management Discussion and Analysis

The Group has continuously strived to strengthen its businesses and explore markets into the enterprise digital transformation area and smart technology industry. The Acquisition complements and strengthens the Group's existing cyber security solutions segment and enables the Group to expand into the enterprise digital transformation area, as well as to reinforce and further develop innovation and the collaboration in the smart technology industry. The Group believes that it will also continuously benefit from the rapid revenue growth and technical knowhow of WerkDone.

Currently, except end-to-end access management solutions like visitor management system, automated intelligent gantries, and business process automation, WerkDone has developed its visitor management system to comprehensive senior care management system, which provides a consolidated platform for managing the residents or participants of eldercare facilities ranging from senior activity centres to nursing homes. The senior care management system is designed to assist senior care professionals in the management of eldercare centres, the Group expects that the customer base and market shares of the enterprise digital transformation area and smart technology industry will be expanded upon the development of senior care management.

SaaS Segment

For the year ended 31 December 2022, the reportable segment result (Adjusted EBITDA) in the SaaS segment was a profit of approximately US$152,000 *(2021: loss of approximately US$328,000)*. The increase was mainly attributable to the decrease in advertisement fee incurred for the developed SaaS business and decrease in impairment loss on other receivable to nil *(2021: approximately US$208,000)*.

During the year ended 31 December 2022, a series of COVID-19 pandemic prevention measures were implemented by the PRC government due to the emergence of Omicron variant, which suspended the projects under negotiation and business activities in the PRC. Along with the resumption of economic activities in the PRC, the Group has endeavoured to stabilise its market share in the SaaS business. The Group is still in the process of reviewing the marketing strategy of the SaaS business and will prudently increase its investment in the SaaS business only when opportunities arise and the Group has a well-defined marketing strategy in place.

Prospects

Stepping into post COVID-19 pandemic era, businesses and institutions all over the world are embracing distributed and diverse information technology setups to ensure business resilience and explore new growth opportunities. The adoption of a wide range of digital tools and technologies has also increased the scope and nature of cyber threats, therefore more companies are willing to invest in the best practices to build a secure working environment. According to the research from International Data Corporation (IDC), a wholly-owned subsidiary of International Data Group (IDG, Inc.), cybersecurity spending in Southeast Asia topped approximately US$3.2 billion in 2021, with expectations that this will increase by approximately 14% to approximately US$6.1 billion by 2026.

In view of the huge market opportunities of cyber security in Southeast Asia as Southeast Asia has leaped forward to a cyber-ready future, and the unstable demand with less profit margin in the cyber infrastructure solutions business, the Group has reallocated internal resources and adjust business strategy to develop our cyber security solutions business as well as exploring markets into the enterprise digital transformation area and smart technology industry. The cyber security solutions business will therefore become the Group's main business in the coming years.

We believe that the business performance and development of the Group will improve in the post COVID-19 pandemic era after more business activities have been resumed. Nevertheless, the Group is now monitoring and assessing the possible impact and risk to the Group's business operations posed by the upcoming interest rates, geopolitical tensions, war in Ukraine and Sino-US trade war. Looking forward, the Group will continually and actively explore synergistic opportunities and flexibly change its business strategies to enhance its business growth according to the market conditions with an aim to maximising the value for the Shareholders.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The major revenue streams of the Group were derived from the provision of the cyber infrastructure solutions business, the cyber security solutions business and the SaaS business. For the year ended 31 December 2022, the Group recorded a total revenue of approximately US$5,434,000 *(2021: approximately US$6,955,000)*, of which was generated from the cyber infrastructure solutions business of approximately US$2,280,000 *(2021: approximately US$4,349,000)*, the cyber security solutions business of approximately US$2,551,000 *(2021: approximately US$1,363,000)* and the SaaS business of approximately US$603,000 *(2021: approximately US$1,243,000)*.

The decrease in revenue from the cyber infrastructure solutions business was mainly due to the decrease in scale of new projects completed during the year ended 31 December 2022; the increase in revenue from the cyber security solutions business was mainly due to the Acquisition and establishment of an operation base in Malaysia in 2021; and the decrease in revenue from the SaaS business was mainly due to the implementation of a series of COVID-19 pandemic prevention measures by the PRC government.

Cost of inventories sold

The Group's cost of inventories sold was decreased from approximately US$4,642,000 for the year ended 31 December 2021 to approximately US$3,726,000 for the year ended 31 December 2022. The decrease was mainly due to the decrease in the number of purchases of hardware components and in line with the decrease in revenue in the cyber infrastructure solutions business.

Subcontracting fee

For the year ended 31 December 2022, the Group recorded subcontracting fee of approximately US$213,000 *(2021: approximately US$638,000)* for technology vendors and individual service providers to provide subcontracting services in the cyber security solutions business and the SaaS business. The decrease was mainly due to the decrease in contracts secured under the SaaS business during the year ended 31 December 2022.

Staff costs and related expenses

For the year ended 31 December 2022, the Group recorded staff costs and related expenses of approximately US$1,263,000 *(2021: approximately US$1,775,000)*. The decrease was mainly due to the decrease in employee benefits expenses arisen in the profit guarantee from the Acquisition to approximately US$36,000 *(2021: approximately US$173,000)*, the decrease in share-based payments in respect of the profit guarantee from the Acquisition to approximately US$312,000 *(2021: approximately US$704,000)*, and increase in reversal of share-based payments in respect of the profit guarantee from the Acquisition to approximately US$376,000 *(2021: Nil)*. Details are set out in Note 25 to the consolidated financial statements in this report.

Sales and marketing expenses

Sales and marketing expenses mainly represented advertisement cost for promotion of the cyber security solutions business and the SaaS business. For the year ended 31 December 2022, the Group recorded sales and marketing expenses of approximately US$37,000 *(2021: approximately US$438,000)*. The decrease was mainly due to less advertisement cost incurred for the developed SaaS business of the Group.

Impairment loss on trade and other receivables

The Group assessed impairment loss on trade receivables by simplified approach in calculating expected credit loss ("ECL") for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and specifically estimated the ECL for each debtor by reference to its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment; and assessed impairment loss on other receivables measured on 12-month ECL and reflected the short maturities of the exposures.

Impairment loss on trade and other receivables of approximately US$126,000 was recognised at 31 December 2022 *(2021: approximately US$440,000)*. Details of the impairment assessment on trade and other receivables are set out in Note 28 to the consolidated financial statements in this report.

General and administrative expenses

The amount of general and administrative expenses decreased from approximately US$1,450,000 for the year ended 31 December 2021 to approximately US$981,000 for the year ended 31 December 2022. The decrease was mainly due to cost control of the Group.

Loss for the year

The Group recorded a decrease in loss for the year from approximately US$3,080,000 for the year ended 31 December 2021 to approximately US$1,160,000 for the year ended 31 December 2022. The decrease in loss was mainly due to the aggregate effect of the increase in reportable segment results (Adjusted EBITDA) in the cyber infrastructure segment, the cyber security solutions segment and the SaaS segment, and the decrease in unallocated general and administrative expenses due to cost control by the Group.

Liquidity and financial resources

As at 31 December 2022, the Group had current assets of approximately US$5,374,000 *(2021: approximately US$9,988,000)* including bank balances and cash of approximately US$3,410,000 *(2021: approximately US$5,276,000)* which are principally denominated in Hong Kong dollars ("HK$"), Malaysian ringgit ("RM"), Singapore dollars ("SG$"), Renminbi ("RMB") and US$, and the Group did not have any bank borrowings and debts. Total assets were approximately US$7,165,000 *(2021: approximately US$13,594,000)* and total liabilities were approximately US$1,718,000 *(2021: approximately US$7,169,000)*. The gearing ratio is not available, since the Group had no bank borrowings and no debts as at 31 December 2022 and 2021.

Share capital

As at 31 December 2022 and 2021, the authorised share capital of the Company was HK$60,000,000 (equivalent to approximately US$7,692,000) divided into 6,000,000,000 shares of HK$0.01 each. The issued share capital of the Company was HK$7,398,000 (equivalent to approximately US$948,000) divided into 739,800,000 ordinary shares of HK$0.01 each (the "Share(s)") *(2021: HK$7,200,000 (equivalent to approximately US$923,000) divided into 720,000,000 shares of HK$0.01 each)*.

As a result of the fulfilment of the Profit Guarantee 2021 (defined in page 14 of this report), on 1 August 2022, a total of 19,800,000 Consideration Shares of the Company (the "Share(s)") were allotted and issued to the vendors of the Acquisition at an issue price of HK$0.1822 per Consideration Share under the general mandate of the Company. The issued Consideration Shares (defined in page 14 of this report) were HK$198,000 (equivalent to approximately US$25,000) divided into 19,800,000 shares of HK$0.01 each. Details of the movements in share capital of the Company for the year ended 31 December 2022 are set out in Note 21 to the consolidated financial statements in this report.

Treasury policy

The Group has adopted a prudent financial management approach towards its treasury policies and had maintained a healthy liquidity position throughout the reporting period. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

Foreign exchange exposure

The exposure of the Group's transactional currency to foreign currency risk was minimal as most of the financial assets and liabilities held by group entities of the Group are denominated in the respective functional currency of the respective group entities.

Management Discussion and Analysis

Certain financial assets and financial liabilities of the Group are denominated in SG$, which is different from the functional currency of the respective group entities.

The Group currently has no foreign currency hedging policy and the management monitors the foreign exchange exposure by closely monitoring the movement of foreign currency rates. Nevertheless, the Group will consider hedging significant foreign currency exposure by using derivative contracts should the need arise.

Contingent liabilities

The Group did not have any material contingent liabilities as at 31 December 2022 and 2021.

Commitments

As at 31 December 2022, the Group had capital expenditure commitments of approximately US$4,332,000 *(2021: approximately US$1,569,000)*. Details are set out in Note 31 to the consolidated financial statements in this report.

Significant events

Issuance of consideration shares upon fulfilment of the Profit Guarantee 2021 in relation to the Acquisition

On 7 April 2021, the Company entered into a conditional sale and purchase agreement (the "Agreement") with two independent third parties (the "Vendors"). Pursuant to the Agreement, the Vendors have agreed to sell and the Company has agreed to acquire the entire equity interest of Werkdone at a maximum consideration of SG$3,500,000 (equivalent to approximately US$2,628,000), which will be satisfied 50% by cash and 50% by way of the allotment and issue of consideration shares (the "Consideration Shares"), subject to adjustment on guaranteed profits.

Pursuant to the Agreement and announcement of the Company dated 15 October 2021, part of the consideration payables are subject to the net profit performance of WerkDone for two periods from 1 January 2021 to 31 March 2022 and from 1 April 2022 to 31 March 2023 (the "Profit Guarantee 2021" and the "Profit Guarantee 2022", respectively). The Profit Guarantee 2021 and the Profit Guarantee 2022 indicates the net profit of WerkDone shall not be less than SG$500,000 (equivalent to approximately US$375,000) for each of the periods.

The auditing of the Profit Guarantee 2021 was completed in July 2022. Pursuant to the audit report of the Profit Guarantee 2021, the net profit of WerkDone has exceeded the Profit Guarantee 2021 of SG$500,000 (equivalent to approximately US$372,000). The Vendors have fulfilled their obligations in relation to the Profit Guarantee 2021 and thus the Company is required to satisfy one of the Payments of SG$1,166,500 (equivalent to approximately US$858,000) in accordance with the terms of the Agreement.

Pursuant to the Agreement, upon fulfilment of the Profit Guarantee 2021, the Company is required to satisfy the Payment of SG$1,166,500 (equivalent to approximately US$858,000) by way of payment of SG$291,500 (equivalent to approximately US$214,000) in cash with the balance of SG$875,000 (equivalent to approximately US$644,000) being satisfied by way of issue of the Consideration Shares.

As a result of the fulfilment of the Profit Guarantee 2021, on 1 August 2022, a total of 19,800,000 Consideration Shares for settling the Payment were allotted and issued to the Vendors at an issue price of HK$0.1822 per Consideration Share under the general mandate of the Company, which was passed at the Company's annual general meeting on 20 May 2022 as an ordinary resolution. As the number of Consideration Shares issued pursuant to the Payment were not sufficient to satisfy the consideration amount of SG$875,000 (equivalent to approximately US$644,000), the remaining balance was satisfied by way of cash.

Details of the issuance of the Consideration Shares upon fulfilment of the Profit Guarantee 2021 in relation to the Acquisition are set out in Note 25 to the consolidated financial statements in this report and the Company's announcement dated 1 August 2022.

Disposal of subsidiaries and assignment of the shareholder's loan

On 5 May 2022, the Group entered into a conditional sale and purchase agreement (the "Conditional Sale and Purchase Agreement") with an independent third party (the "Purchaser") to dispose the entire equity interests in Fortune Shoreline Limited ("Fortune Shoreline") and assign a shareholder's loan of Fortune Shoreline and its subsidiary (collectively referred to as the "Fortune Shoreline Group") at a total consideration of approximately US$1,166,000 (the "Disposal"). The Disposal was completed on 18 May 2022.

Fortune Shoreline, a company incorporated in the British Virgin Islands with limited liability in 2017, was an indirect wholly-owned subsidiary of the Company. It is principally engaged in investment holding. Nexion Investment Pte. Ltd, the sole wholly-owned subsidiary of Fortune Shoreline is a company incorporated in Singapore with limited liability in 2017 and is principally engaged in property holding, which was used for commercial office of the subsidiaries of the Group.

Taking into account the financial position and business operation of the Group, the Directors believed that the Disposal represented a good opportunity for the Company to realise the value of the net assets of the Fortune Shoreline Group at a reasonable price and the proceeds from the Disposal enabled the Group to re-allocate more financial resources on future potential investment opportunities and/or working capital of the Group.

Having considered the above, the Directors were of the view that the terms of the Conditional Sale and Purchase Agreement were on normal commercial terms that were fair and reasonable, and the Disposal was in the interests of the Company and the Shareholders as a whole.

As the highest applicable percentage ratio calculated pursuant to Chapter 19 of the GEM Listing Rules in respect of the transactions contemplated under the Conditional Sale and Purchase Agreement exceeded 5% but is less than 25%, the Disposal therefore constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and was therefore subject to the reporting and announcement requirement under Chapter 19 of the GEM Listing Rules. Details of the Disposal are set out in Note 26 to the consolidated financial statements in this report and the Company's announcements dated 4 May 2022, 13 May 2022 and 18 May 2022.

Resignation and re-designation of Directors

Effected from 31 January 2022, Mr. Roy Ho Yew Kee has been re-designated from an executive Director to a non-executive Director as his wishes to devote more time to his other businesses and personal commitments. Mr. Ho's role in the remuneration committee of the Company remains unchanged.

For more information about the re-designation of Mr. Ho, please refer to the Company's announcement dated 31 January 2022.

Effected from 31 May 2022, Mr. Foo Moo Teng has resigned as an executive Director, the Chairman, the Chief Executive Officer and a member of the Nomination Committee due to his other businesses and personal commitments. Mr. Ong Gim Hai, an executive Director, has been appointed as the Chairman, the Chief Executive Officer and a member of the Nomination Committee in place of Mr. Foo with effect from 31 May 2022.

Effected from 31 May 2022, Mr. Foo has ceased to act as the Compliance Officer and one of the Authorised Representatives, and Mr. Ong has been appointed as the Compliance Officer under Rule 5.19 of the GEM Listing Rules and the Authorised Representative under 5.24 of the GEM Listing Rules on the same date.

For more information about the resignation of Mr. Foo and re-designation of Mr. Ong, please refer to the Company's announcement dated 31 May 2022.

Management Discussion and Analysis

Future plan for material investment and capital assets

Save as disclosed in this report, the Group does not have any plans for material investment or acquisition of capital assets as at the date of this report. The Company will make further announcement in accordance with the GEM Listing Rules, where applicable, if any investments and acquisition opportunities materialise.

Final dividends

The Board did not recommend the payment of final dividend for the year ended 31 December 2022 *(2021: Nil)*.

There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividend.

Charges on the Group's assets

There was no charge on the Group's assets as at 31 December 2022 and 2021.

Employee and remuneration policy

As at 31 December 2022, the Group had a total of 23 employees *(2021: 28 employees)* (including executive Director). During the year ended 31 December 2022, the total staff costs amount to approximately US$1,263,000 *(2021: approximately US$1,775,000)*, representing a decrease of approximately US$512,000 over the year. The salaries and benefits of the Group's employees were kept a market level and employees were rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

The Group contributed defined contribution scheme to employees. The Group companies in Hong Kong have participated in the Mandatory Provident Fund Scheme (the "MPF Scheme") which is registered under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held in a separately administered fund. The Group contributes 5% of relevant monthly salaries of employees with a cap of monthly contributions of HK$1,500 to the MPF Scheme. The Group's contributions to the MPF Scheme vest fully and immediately with the employees. Accordingly, there were no forfeited contributions available for the Group to reduce its existing level of contributions to the MPF Scheme as at 31 December 2022 and 2021. For the year ended 31 December 2022, the total amount contributed by the Group to the MPF Scheme was approximately US$2,000 *(2021: approximately US$3,000)*.

The Group company in Malaysia participated in the Employees Provident Fund Scheme (the "EPF Scheme") under the Employees Provident Fund Act 1991 for qualifying employees in Malaysia. The Group has contributed at 13% of relevant monthly salaries for the employees who render monthly salaries of RM5,000 or below; and 12% of relevant monthly salaries for the employees who render monthly salaries of more than RM5,000 to the EPF Scheme. The Group's contributions to the EPF Scheme vest fully and immediately with the employees. Accordingly, there were no forfeited contributions which arose upon employees leaving the scheme before their interests in the Group's contribution became fully vested and thus there were no such forfeited contributions which were available to reduce the Group's existing level of contributions to the EPF Scheme as at 31 December 2022 and 2021. For the year ended 31 December 2022, the total amount contributed by the Group to the EPF Scheme was approximately US$15,000 *(2021: approximately US$2,000)*.

The Group companies in Singapore have participated in the Central Provident Fund Scheme (the "CPF Scheme") which is registered under Central Provident Fund Act in Singapore for all qualifying employees in Singapore. The Group contributes to the CPF Scheme based on certain percentages of relevant monthly salaries of employees, subject to a certain ceiling, as stipulated by the relevant regulations. The Group has no further payment obligation once the contributions have been paid. The Group's contributions to the CPF Scheme vest fully and immediately with the employees. Accordingly, there were no forfeited contributions available for the Group to reduce its existing level of contributions to the CPF Scheme as at 31 December 2022 and 2021. For the year ended 31 December 2022, the total amount contributed by the Group to the CPF Scheme was approximately US$44,000 *(2021: approximately US$52,000)*.

The Group companies in the PRC have participated in defined contribution retirement plans and other employee social security plans including pension, medical, other welfare benefits (the "Defined Contribution Plans in the PRC"), which are organised and administered by the relevant governmental authorities for all qualifying employees in the PRC. The Group contributes to these plans based on certain percentages of relevant monthly salaries of its employees, subject to ceiling, as stipulated by the relevant regulations. The Group has no further payment obligation once the contributions have been paid. The Group's contributions to the Defined Contribution Plans in the PRC vest fully and immediately with the employees. Accordingly, there were no forfeited contributions available for the Group to reduce its existing level of contributions to the Defined Contribution Plans in the PRC as at 31 December 2022 and 2021. For the year ended 31 December 2022, the total amount contributed by the Group to the Defined Contribution Plans in the PRC was approximately US$44,000 *(2021: approximately US$38,000)*.

During the year ended 31 December 2022, the Group recognised employee benefits expenses arisen in the profit guarantee from the Acquisition amount to approximately US$36,000 *(2021: approximately US$173,000)*, share-based payments in respect of the profit guarantee from the Acquisition amounted to approximately US$312,000 *(2021: approximately US$704,000)*, and reversal of share-based payments in respect of the profit guarantee from the Acquisition amounted approximately US$376,000 *(2021: Nil)*. Details are set out in Note 25 to the consolidated financial statements in this report.

Environmental, Social and Governance Report

INTRODUCTION AND MESSAGE FROM THE BOARD

The Group is pleased to present the Environmental, Social and Governance ("ESG") report (the "ESG Reporting"), highlighting the ESG performance, with disclosure reference to the Environmental, Social and Governance Reporting Guide ("ESG Reporting Guide") and its upcoming amendments, as set out in Appendix 20 of the GEM Listing Rules. The information stated in this report covers the period from 1 January 2022 to 31 December 2022 (the "Reporting Period") which aligns with the financial year as the 2022 annual report of the Group. The ESG Report covers the Company and its principal subsidiaries, being primarily engaged in provision of cyber infrastructure solutions services, cyber security solutions services and SaaS.

In additional to strive for interest of the Shareholders, the Group also holds the environment, society, different stakeholders and its employees, in high regard. The Group understands the importance of undertaking its social responsibility, which has always been one of its objectives for achieving sustainable development. The Group is pleased to present the ESG Report to provide an overview of the Group's management of significant issues affecting the operation, including ESG issues.

The Group welcomes stakeholders' feedback on our ESG approach and performance. Please give your suggestions or share your views with us through our website at http://nexion.com.hk/contact-us/.

PREPARATION SCOPE AND PRINCIPLES

The content of the ESG Report is determined by materiality review of the Company through stakeholder engagement and other assessment processes, which includes identifying ESG-related issues, communicating with stakeholders, assessing the relevance and materiality of the issues and preparing and validating the information reported. All statistics of environmental and social key performance indicators ("KPI") disclosed in the ESG Report are organised and calculated according to a series of standardised methodologies.

To enhance comparability of the ESG performance among years, the Group has strived to adopt consistent KPI and calculation methodologies as far as reasonably practicable. There is no change in KPI and methodologies applied in the ESG report for the year ended 31 December 2022.

The Group will continue to optimise and improve its business operation according to the latest disclosure requirements. The Directors confirmed that the Company has complied with all applicable provisions as stated in Appendix 20 to the GEM Listing Rules and effective ESG risk management and internal control systems are in place.

STAKEHOLDERS ENGAGEMENT

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. In order to identify the most significant aspects for the Group to report on for this ESG report, the Company has regular communication with different stakeholders and review aspects of attention which gives the Company the best references to continuously improve its ESG performance.

The table below sets out our main communication channels with the Groups stakeholders:

Stakeholders	Communication channel
Community	Community activities, volunteer work
Customers and Business Partners	Advertisement, marketing events, company website, regular meetings, email and phone communications
Employees	Daily communication and performance appraisal, Training, paid annual leave
Government and Regulatory Authorities	On-site inspections and checks, industry collaboration
Shareholders and Investors	Board of directors, information disclosure, website, mail and phone communications
Suppliers	Supplier procurement procedure, annual evaluation

Environmental, Social and Governance Report

SUSTAINABILITY MISSION

The Group's mission is to provide the cyber infrastructure solutions services, cyber security solutions services and SaaS together with contributing to the sustainable development of society. We aimed at creating the sustainable lifestyle by the following ways:

- Green – The Group is putting strong effort on protecting the environment by using advanced and environmental friendly technologies, optimising the use of natural resources, and emphasising the importance of environmental protection to the employees;

- Harmony – We truly believe a harmonious working environment could retain competent employees and improve their morale to the Group. The Group is promoting the importance of harmonious working environment by organising more employees' events and enhancing the employees' rights and benefits; and

- Technology – We review and enhance the existing technologies regularly and employ advanced technologies upon carrying out the principal businesses of the Group. This enables the Group to enhance the profitability and business efficiency and mitigate any potential adverse impact on the environment at the same time.

ENVIRONMENTAL ASPECTS

A1. Emissions

The Group's environmental policy encompasses our general approach towards controlling environmental impacts of our business operation. The Group's most significant environmental impact is the indirect emissions from energy consumptions in offices in Malaysia, Singapore and the PRC, and overseas business travelling by employees of the Group during the year ended 31 December 2022 and 2021. In line with the Group's policy to minimise emissions, we have implemented energy saving practices which are mentioned in the sections headed "Waste management" and "Use of resources" so as to reduce the emissions.

The Group's operations in Malaysia, Singapore and the PRC have fully complied with the relevant environmental laws and regulations in respective country in its daily operations, including but not limited to the following:

- Laws of Malaysia Energy Commission Act 2001 (Malaysia);

- Laws of Environmental Quality Act 1974 (Malaysia);

- Environmental Protection and Management Act 1999 (Singapore);

- Environmental Pollution Control Act, 1999 (Singapore);

- Environmental Protection Law of the PRC;

- Air Pollution Prevention and Control Law of the PRC;

- Prevention and Control of Environmental Pollution by Solid Wastes of the PRC; and

- Water Pollution Prevention and Control Law of the PRC.

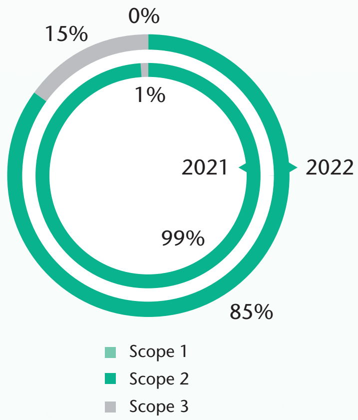
Air Pollutant Emission

The major sources of the generation of nitrogen oxides, sulphur oxides and respiratory suspended particles (also known as Particulate Matters), which are the key air pollutants to the city, is mainly from the fossil fuel consumption, which are commonly used in motor vehicles, marine vessels, power plants and production factories. During the year ended 31 December 2022 and 2021, the Group does not own any motor vehicles or ships and does not involve in business activities with heavy use of the fossil fuel. The Directors consider this aspect is not sufficiently material to be reported.

Greenhouse Gas ("GHG") Emission

Global warming is one of the major issues of climate change nowadays, which is closely associated with the GHG emission from human activities. The risks associated with climate change are imminent. There is broad scientific and policy consensus that actions must be taken to further quantify and assess the risks. The Group shares the same concerns with the scientists and the government by putting effort on utilising energy in a sustainable and environmental friendly way so as to reduce GHG emissions. The Group has adopted energy saving initiatives that are mentioned in the sections headed "Waste management" and "Use of resources".

The total GHG emission data, which is the aggregate emission of Scope 1, 2 and 3 during the year ended 31 December 2022 and 2021, is illustrated as follows:



Notes:

Scope 1 – Direct GHG emissions from operations that are owned or controlled by the Group;

Scope 2 – Energy indirect GHG emissions resulting from the generation of purchased or acquired electricity, heating, cooling and steam consumed within the Group; and

Scope 3 – All other indirect GHG emissions that occur inside the Group, including both upstream and downstream emissions.

Environmental, Social and Governance Report

The Group considered the emission under Scope 1 is not sufficiently important to be reported because the Group does not involve in the combustion of fuels in stationary sources (excluding electrical equipment) to generate electricity, heating, cooling or steam nor mobile sources, such as motor vehicles and ships, controlled by the Group. Scope 2 emission is mainly from the electricity supplied by SP Group to the offices in Singapore; and by Tenaga Nasional Berhad to the office in Malaysia. Scope 3 emission is mainly from the overseas business travelling by employees of the Group.

GHG Emission (in CO_2)	Unit	2022	2021
Scope 1	Kg	**0**	0
Scope 2	Kg	**8,867**	7,727
Scope 3	Kg	**1,508**	82
		10,375	7,809

During the year ended 31 December 2022, the GHG Emission on overseas business travelling increased along with re-opening of borders because of the ease of COVID-19 pandemic. Nevertheless, the Group strives to reduce the number of overseas business travelling in line with the adoption of environmental friendly practices.

Waste Management

In daily operations, the Group generates domestic wastes, such as papers, aluminum cans and plastic bottles. The Group encouraged all employees to print and copy in double-side papers and have implemented recycling scheme for paper waste. For other domestic wastes, the Group plans to place recycling bins in offices and seek suitable recycling companies to collect the wastes. The Group does not involve in production of hazardous wastes and the amount of non-hazardous wastes is not significant. The Group has greatly reduced the paper usage with our effort mentioned above, all papers, aluminium cans and plastic bottles are properly recycled instead of disposed of as the unrecyclable wastes during the year ended 31 December 2022 and 2021.

A2. Use of Resources

The Group advocates the importance of environmental protection and sustainability development to our employees. We adopted a number of environmental friendly practices as listed below:

- Using air conditioners with thermostats and sensors to maintain constant and reasonable room temperature;
- Replacing the traditional light bulb with light-emitting diode bulb, which gives higher efficiency;
- Encouraging double-side printing and photocopying;
- Reducing the use of petroleum related products, such as plastics and foam cups by replacing with biodegradable products;
- Decreasing the number of overseas business travelling by using video-conference or telephone-conference meetings instead; and
- Reminding all employees to turn off unnecessary electrical appliances.

The Group's major resource consumption during the year ended 31 December 2022 and 2021 is summarised in the table below:

	2022		2021	
Categories	**Amount**	**Intensity**	Amount	Intensity
Electricity Consumption				
– Office 1 in Singapore	**3,012 kWh**	**3.24 kWh per floor area (sq ft)**	15,960 kWh	8.57 kWh per floor area (sq ft)
– Office 2 in Singapore	**1,181 kWh**	**1.16 kWh per floor area (sq ft)**	2,051 kWh	2.02 kWh per floor area (sq ft)
– Office in Malaysia	**4,674 kWh**	**2.78 kWh per floor area (sq ft)**	N/A	N/A
Diesel Consumption	–	–	–	–
Gasoline Consumption	–	–	–	–
LPG/Natural Gas Consumption	–	–	–	–

Since the Group does not own any motor vehicles or ships and its business activities do not consume a significant amount of water, in addition, its offices use the public water tap shared by other occupants of the building, the directors of the Company considered that the gas, oil and water consumptions are not sufficiently important to report.

The Group purchases necessary hardware and software components from third parties with the combination of its core technical know-how in the cyber infrastructure and cyber security projects. There is no material repackaging of the hardwares and software components before delivery to the customers. Therefore, the Group considered the amount of packaging materials used was insignificant.

A3. The Environment and Natural Resources

The Group is committed to the protection of the environment, which aims to save natural resources by enhancing the awareness among all employees and reviewing the efficiency of business operations regularly. Regarding the business operations, the Group is not aware of any significant impacts of activities on the environment and natural resources. With the integration of policy and measures mentioned in sections headed "Waste management" and "Use of resources" in this ESG Report, the Group strives to minimise the impacts of its business development on the environment and natural resources.

A4. Climate Change

Climate change has been a worldwide growing issue in recent years. Climate change poses potential physical and transition risks to the Group's businesses. Acute physical risk can arise from extreme weather conditions such as flooding and storms and chronic physical risk can arise from sustained high temperature, while transition risk may result from the change in environmental-related regulations or change in customer preferences.

To minimise life, property and financial losses, precautionary measures on flexible working arrangement have been taken by the Group under different extreme weather scenarios of typhoon and flooding. To reduce emissions and energy consumption, the Group has implemented various environmental protection measures. Please refer to sections of "Emissions" and "Use of Resources" in this ESG Report.

It is expected that potential extreme weather conditions and change in environmental-related regulations do not directly impose material threat to the Group's operations. Nevertheless, the Group will continue to monitor the climate-related risks and implement relevant measures to minimise the potential impact of climate change.

Environmental, Social and Governance Report

SOCIAL ASPECTS

B1. Employment

The Group believes that employees are our paramount assets and foundation of success, the Group spares no effort in caring their needs and always strives for their benefits. Under the Group's sound policy, an equal employment environment is fostered in which there is no workplace discrimination on the basis of ethnicity, nationality, age, gender, religion, disability, marital status, pregnancy, social orientation and other factors. The Group values the contribution of our employees and actively shares the achievements with them, by regularly reviewing its remuneration policy to ensure competitive remuneration packages, including basic salary, commission, bonus and other welfares and allowances, are offered to our employees.

As our business spans over a variety of countries and cities, all employees are entitled to the number of leaves, including maternity leaves, in accordance with the applicable laws of different jurisdictions. We advocate work-life balance among our employees by introducing reasonable working hours and number of paid leaves, which is not only beneficial to their health, but also to their morale and foster their sense of belonging to the Group.

The Group believes every contribution deserves its reward, we adopt performance-based remuneration packages. Under such policy, performance evaluation is conducted on a yearly basis to appraise the performance of all employees, offering them recognitions and rewards according to their respective individual performance.

On top of this, we also developed comprehensive human resources policies and guidelines to govern compensation, dismissal, recruitment and promotion processes, in which no case of inequality has been reported during the year ended 31 December 2022 and 2021. Besides, all employees are welcomed to express their opinions through various well-established channels, including the monthly regular meetings, emails and anonymous opinion box, at any time, in which the opinions of the employees could be expressed and fostered to the management, and the Group can always undertake improvement measures for the benefits of the employees.

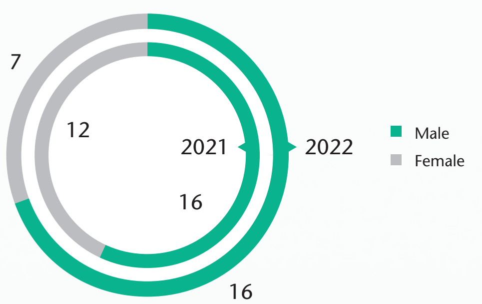
The Group is committed to comply with relevant labour standards and employment laws and regulation which are applicable to our business and employment, including but not limited to the following:

- Employment Ordinance (Chapter 57 of the laws of Hong Kong);
- Employees' Compensation Ordinance (Chapter 282 of the laws of Hong Kong);
- Employment Act 1955 (Malaysia);
- Employees Provident Fund Act 1991 (Malaysia);
- Employees Social Security Act 1969 (Malaysia);
- Employment Act (Singapore);
- Central Provident Fund Act (1953) (Singapore);
- Employment of Foreign Manpower Act (1990) (Singapore);
- Workplace Safety and Health Act (2006) (Singapore);
- Labour Law of the PRC; and
- Labour Contract Law of the PRC.

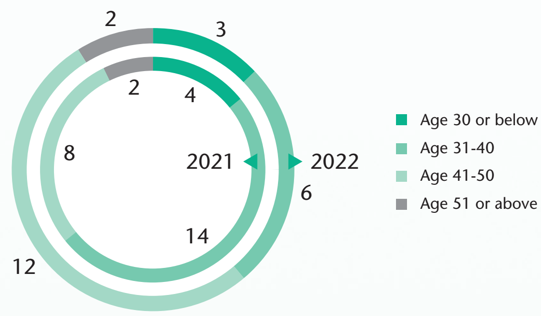
During the year ended 31 December 2022 and 2021, the Group had no issue of non-compliance or violation in respect of labour affairs.

As at 31 December 2022, the Group had 23 employees *(2021: 28 employees)* (including executive Director). Below is the detailed breakdown of the number of employees by gender, age group, employment category and nationality.

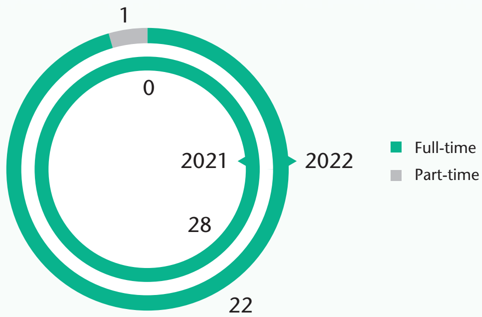
By Gender



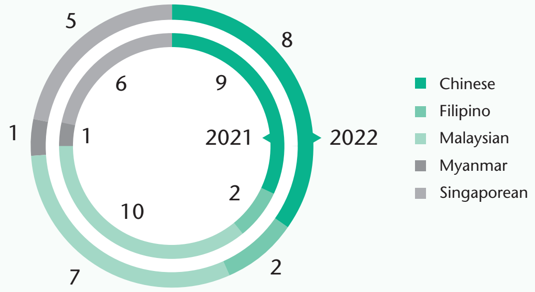
By Age Group



By Employment Category

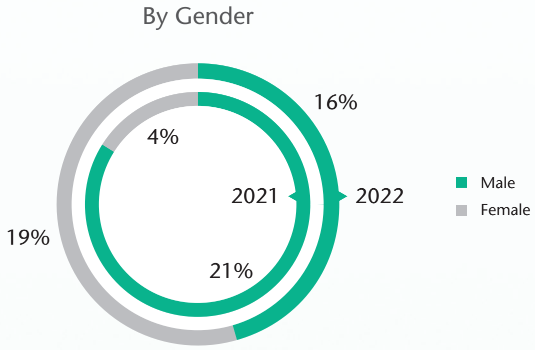


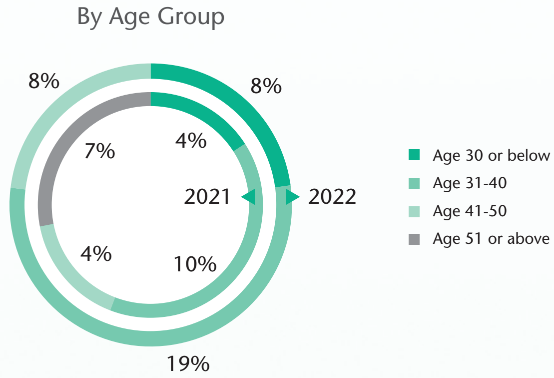
By Nationality

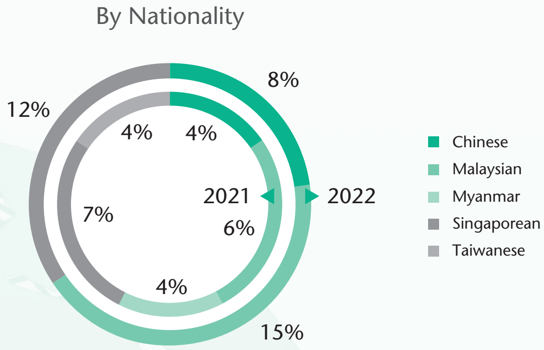


Environmental, Social and Governance Report

The employee turnover rate during the year ended 31 December 2022 is approximately 35% *(2021: approximately 25%)*. Below is the detailed breakdown of the employee turnover rate by gender, age group, and nationality.







B2. Occupational Health and Safety

Health and safety at work involves both the prevention of harm and the promotion of employees' wellbeing at the workplace. The Group has established strict safety and health policies in line with the relevant laws and regulations in Hong Kong, Malaysia, Singapore and the PRC, including but not limited to the Occupational Safety and Health Ordinance (Chapter 509 of the laws of Hong Kong), the Occupational Safety and Health Act 1994 (DSHA) in Malaysia, the Workplace Safety and Health Act and Work Injury Compensation Act in Singapore, the Law of the PRC on Prevention and Treatment of Occupational Diseases.

During the year ended 31 December 2022, the Group strictly complied with all the relevant laws and regulations with no violation reported. Due to the nature of the Group's business, there is no significant risk in occupational health and safety in the course of operations. The Group is not aware of any cases of work-related injuries or deaths fatalities among employees in the Group during the past three financial years. The Group continuously promotes a safe working environment to protect employees from any occupational hazards, for which a guideline was prepared for all employees, including environmental and personal hygiene practices, work arrangements during adverse weather, as well as emergency response.

During the year ended 31 December 2022, as to mitigate the impact of COVID-19 pandemic and protect employees' health, the Group mandatorily implemented anti-pandemic measures in offices, including but not limited to mask wearing in offices, restriction of access to offices to anyone with symptoms of COVID-19 pandemic or anyone who was a close contact of COVID-19 pandemic patient.

B3. Development and Training

The development of the Group relies on the quality of our employees. Therefore, we place emphasis on the employees' trainings, which are led by human resources department of the Company. The executive directors of the Company are responsible for the corresponding approval and designing relevant training contents in accordance with the latest market trend. The training needs of the employees can be revealed by annual performance appraisal and latest market development.

All new employees have to attend relevant technical and operational training courses which ensure that they get trained with the required skills and knowledge, while on-going trainings are also prepared for all existing employees. The Group arranges trainings relating to international sanctions for the directors of the Company, senior management members and other relevant personnel to assist them in evaluating the potential international sanctions risk in the Group's daily operations. The Group also regularly updates the latest information of corporate governance, bribery, extortion, fraud and money-laundering via emails with its employees, which could draw the attention on the importance of ethics among the employees. The Group also promotes lifelong learning among its employees. They are also encouraged to take part in relevant external seminars and trainings in an active manner for continuing advancement.

The vocational training arranged by the Group to employees during the year ended 31 December 2022 and 2021 are summarised in the table below:

		2022	2021
Percentage of employees trained		**43%**	51%
Gender	Male	**27%**	29%
	Female	**16%**	22%
Employment category	Senior management	**4%**	0%
	Middle management	**16%**	25%
	General staff	**23%**	26%
Total number of training hours		**190**	160
Gender	Male	**115**	82
	Female	**75**	78
Employment category	Senior management	**22**	–
	Middle management	**76**	95
	General staff	**92**	65
Average number of training hours		**17**	11
Gender	Male	**16**	10
	Female	**19**	13
Employment category	Senior management	**22**	–
	Middle management	**19**	14
	General staff	**5**	9

Environmental, Social and Governance Report

B4. Labour Standards

The Group abides by the relevant laws and regulations in regard to the prevention of child and forced labour, according to which such practices are strictly prohibited throughout the Company with several effective means. To avoid the employment of child labour, the Group checks and verifies the identity cards or other identification documents of the candidates in the course of recruitment. The Group fully carries out the labour contracts and relevant well-established internal labour policies, under which a transparent system and corresponding reporting channels are in place to ensure no unfair labour practice is adopted. During the year ended 31 December 2022 and 2021, the Group did not violate any relevant laws and regulations in respect of the prevention of child or forced labour.

OPERATING PRACTICES

B5. Supply Chain Management

	2022	2021
Total number of suppliers by geographical regions		
Malaysia	**14**	20
Singapore	**18**	28
The PRC	**5**	5
Others	**7**	15
	44	68

Neither the nature of our business nor our suppliers involve significant risk to the environment and society, the Group regularly reviews its list of suppliers to ensure their compliance with our internal regulations and relevant national and local laws. The Group also encourage our suppliers to be certified by different management systems or frameworks to standardise their performance. Before placing procurement from new suppliers, the Group will assess its corporate conditions, credibility and the quality of products so as to maintain the quality of services and products provided to our customers. After engaging with the new suppliers, the technical support team of the Group will regularly check on the components supplied. Also, the Group will develop an open dialogue with the suppliers to address the concerns and needs from both parties. In case of the observation of any misconduct from the suppliers, the Group will terminate the trading relationship should the needs arise.

The Group commences pre-installation procedures before undertaking project installation. Pre-installation quality control procedures refer to procedures put in place by the Group to check that the hardware and/or software components required for the implementation of the Group's cyber infrastructure solutions and cyber security solutions are in accordance with the proper specifications and quantities ordered by customers.

The technical support team of the Group is responsible for the checking of all hardware and software components supplied by the providers to ensure the components come with proper warranty and/or a back-to-back return policy arrangement such that any products that are defective or do not comply with the stated product specifications within the warranty period will be replaced by the suppliers. In addition, the technical support team of the Group also checks for any damage to the physical packaging of the products before installing the cyber infrastructure solutions and/or cyber security solutions. A "burn-in" test will be conducted which typically involves the running of the hardware up to 24 hours to ensure that all components are functioning properly before the delivery of the hardware to the customers.

B6. Product Responsibility

The quality of services and products is always at the key focus in our operations. The Group works with technology vendors and subcontractors that act in an environmentally, socially and ethically responsible manner. The Group takes the initiative to interact with technology vendors and subcontractors to raise their awareness on sustainability. To ensure the quality of services and products, those technology vendors and subcontractors which the Group cooperated containing qualifications and facilities which fulfill industry standards, such as servers, network equipment, testers, probes, security features and electromagnetic shields. Through cooperation with our professional engineers, the Group's products and services could achieve higher standard of industry requirements and satisfy the certification requirements of the industry which centre on the performance, stability, usability, environmental and health impact, life cycle and security of a product. Besides, the electromagnetic shields can provide the Group with a conducive environment for the development of new and existing solutions and products. During the year ended 31 December 2022 and 2021, no product sold or shipped subject to recalls for safety and health reasons. Besides, the Group did not receive any complaints on its services and products.

The Group is certified ISO27001 by SOCOTEC Certification Singapore Pte. Ltd. for provision of IT services, software including business process automation and outsourcing solutions.

Intellectual Property Rights

The Group respects and protects intellectual property rights by all means. Intellectual property rights of the Group include all processes, procedures, programs, discoveries, ideas, formulae, improvements, developments, technologies, designs and inventions conceived or developed by its employees in the course of their employment or service. The Group relies primarily on intellectual property laws and contractual arrangements to protect its intellectual property rights. The employees under research and development department are required to enter into employment agreements or service contracts, under which they are required to keep all information relating to the intellectual property of the Group confidential. In addition, the Group has taken active steps to protect its trademarks and other intellectual property rights by necessary filing or registration.

Protection of Personal Data

All information of customers and suppliers are considered highly sensitive and are kept in a safe and confidential manner under a designated system. The Group has taken proper measures to safeguard data integrity by avoiding and restricting any unauthorised access and data leakage. All employees also have to comply with the internal guidelines and employment contracts containing relevant clauses to ensure the confidentiality of such information. This avoids the possible leakage of any personal or private information. Moreover, exit interviews with resigned employees have come into practice, in which they have to sign the relevant declaration which protects the confidentiality of personal data after the termination of employment.

During the year ended 31 December 2022 and 2021, neither non-compliance nor violation in respect of product responsibility was reported.

Environmental, Social and Governance Report

B7. Anti-Corruption

The Group adopts a policy of zero tolerance towards bribery, extortion, fraud and money-laundering. All employees must fully comply with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), Anti-Corruption Commission Act 2009 in Malaysia, Prevention of Corruption Act in Singapore and Criminal Law of the PRC, as well as our internal policies on the prevention of corruption. In order to promote integrity in the workplace, an employee handbook was formulated to set out standards of conduct to which all employees are required to adhere. The Group has also established a whistleblowing policy to encourage reporting of bribery, extortion, fraud and money laundering, under which all employees have a responsibility to report to their supervisor or senior management any suspected violations, malpractice or impropriety within the Group. We also strengthen the sense of anticorruption among the employees by updating them with the latest guidance from relevant authorisations in Hong Kong, Malaysia, Singapore and the PRC regularly.

During the year ended 31 December 2022 and 2021, the Group did not aware of any non-compliance or violation of any relevant laws and regulations in respect of anti-corruption.

B8. COMMUNITY INVESTMENT

The Group has taken an active part in fulfilling the corporate social responsibility. We strive for engaging with the local community and extending our reach to people in need.

In order to build a harmonious and prosperous society, the Group supports and encourages all employees to take part in volunteer works or charity activities. The employees could also swap the working schedules with others for joining volunteering work under the consent of their supervisors or the management.

The management understands that charitable organisation plays a key part in extending assistance and help for the needy or underprivileged in society. Monetary support has been offered for a number of worthy charitable organisations. The Group believes that by helping to enrich community, both materially and spiritually, it will also meet the expectations of shareholders, and stakeholders, including customers, suppliers, subcontractors and employees.

By creating an atmosphere of caring, the employees will become our representatives to spread and share with society the love that we always emphasise.

ESG REPORT SUMMARY AND INDEX

Subject areas, aspects, general disclosures and KPIs		Section/Explanation	Page
Aspect A. Environmental			
Aspect A1: Emissions			
General Disclosure	Information on a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	"Environmental Aspects – Emissions"	20
KPI A1.1	The types of emissions and respective emissions data.	"Environmental Aspects – Air Pollutant Emission" and "Environmental Aspects – Greenhouse Gas Emission"	21
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	"Environmental Aspects – Greenhouse Gas Emission"	21
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	The Group generated insignificant hazardous or non-hazardous waste during the year ended 31 December 2022 and 2021. Thus, the Group has not yet set any emission targets.	Not applicable
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).		
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.		
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.		

Environmental, Social and Governance Report

Subject areas, aspects, general disclosures and KPIs		Section/Explanation	Page
Aspect A2: Use of Resources			
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	"Environmental Aspects – Waste Management" and "Environmental Aspects – Use of Resources"	22
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	"Environmental Aspects – Use of Resources"	22
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Water consumption is not material in the Group's operation.	Not applicable
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	"Environmental Aspects – Use of Resources"	22
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Water consumption is insignificant in the Group's operation.	Not applicable
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Packaging material used is insignificant in the Group's operation.	Not applicable
Aspect A3: The Environment and Natural Resources			
General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	"Environmental Aspects – The Environment and Natural Resources"	23
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	"Environmental Aspects – The Environment and Natural Resources"	23
Aspect A4: Climate Change			
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	"Environmental Aspects – Climate Change"	23
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	"Environmental Aspects – Climate Change"	23

Subject areas, aspects, general disclosures and KPIs		Section/Explanation	Page
Employment and Labour Practices			
Aspect B1: Employment			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment, and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare.	"Social Aspects – Employment"	24
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	"Social Aspects – Employment"	24
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	"Social Aspects – Employment"	24
Aspect B2: Health and Safety			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	"Social Aspects – Occupational Health and Safety"	26
KPI B2.1	Number and rate of work-related fatalities occurred in each of the pass three years including the reporting year.	"Social Aspects – Occupational Health and Safety"	26
KPI B2.2	Lost days due to work injury.	"Social Aspects – Occupational Health and Safety"	26
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	"Social Aspects – Occupational Health and Safety"	26

Environmental, Social and Governance Report

Subject areas, aspects, general disclosures and KPIs		Section/Explanation	Page
Aspect B3: Development and Training			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	"Social Aspects – Development and Training"	27
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	"Social Aspects – Development and Training"	27
KPI B3.2	The average training hours completed per employee by gender and employee category.	"Social Aspects – Development and Training"	27
Aspect B4: Labour Standards			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	"Social Aspects – Labour Standards"	28
KPI B4.1	Description of measures to reviews employment practices to avoid child and forced labour.	"Social Aspects – Labour Standards"	28
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	"Social Aspects – Labour Standards"	28
Operating Practices			
Aspect B5: Supply Chain Management			
General Disclosure	Policies on managing environmental and social risks of the supply chain.	"Operating Practices – Supply Chain Management"	28
KPI B5.1	Number of suppliers by geographical region.	"Operating Practices – Supply Chain Management"	28
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	"Operating Practices – Supply Chain Management"	28
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	"Operating Practices – Supply Chain Management"	28

Subject areas, aspects, general disclosures and KPIs		Section/Explanation	Page
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	"Operating Practices – Supply Chain Management"	28
Aspect B6: Product Responsibility			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	"Operating Practices – Product Responsibility"	29
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	"Operating Practices – Product Responsibility"	29
KPI B6.2	Number of products and service-related complaints received and how they are dealt with.	"Operating Practices – Product Responsibility"	29
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	"Operating Practices – Intellectual Property Right"	29
KPI B6.4	Description of quality assurance process and recall procedures.	"Operating Practices – Product Responsibility"	29
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	"Operating Practices – Protection of Personal Data"	29

Environmental, Social and Governance Report

Subject areas, aspects, general disclosures and KPIs		Section/Explanation	Page
Aspect B7: Anti-corruption			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	"Operating Practices – Anti-Corruption"	30
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	"Operating Practices – Anti-Corruption"	30
KPI B7.2	Description of preventive measures and whistle blowing procedures, how they are implemented and monitored.	"Operating Practices – Anti-Corruption"	30
KPI B7.3	Description of anti-corruption training provided to directors and staff.	All Directors are updated with the latest development regarding the GEM Listing Rules and other applicable regulatory requirements in timely manner to ensure compliance of all Directors. No anti-corruption training provided during the year ended 31 December 2022. The group is in the process of seeking appropriate training for both Directors and staff.	Not applicable
Community			
Aspect B8: Community Investment			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	"Community Investment"	30
KPI B8.1	Focus areas of contribution (e.g education, environmental concerns, labour needs, health, culture, sport).	"Community Investment"	30
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Not applicable as no resources contributed during the year ended 31 December 2022.	Not applicable

Corporate Governance Report

INTRODUCTION

The Directors are pleased to present the corporate governance report of the Company for the year ended 31 December 2022 in accordance with the requirement under Rule 18.44(2) of the GEM Listing Rules.

The Directors consider that incorporating the core elements of good corporate governance in the management structure and internal control procedures of the Group would help to balance the interest of the Shareholders, customers and employees of the Company. The Board has adopted the principles and the code provisions of the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the "CG Code") to uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, and to ensure that affairs are conducted in accordance with applicable laws and regulations.

CORPORATE GOVERNANCE PRACTICES

The Board is responsible for performing the corporate governance duties in the CG Code, which includes developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of directors, and reviewing the Company's compliance with the code provision in the CG Code and disclosures in this report. The Company has complied with the principles and applicable code provisions of the CG Code for the year ended 31 December 2022, except the deviation from code provision C.2.1 of the CG Code as set out below.

Chairman and chief executive officer of the Company

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Ong is the Chairman, an executive Director and the Chief Executive Officer. It is considered that he has in-depth knowledge and experience in the information technology and computer industry and familiarity with the operations of the Group, that all major decisions are made in consultation with members of the Board and relevant Board committees, and that there are three independent non-executive Directors in the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Company and that it is in the best interest of the Group to have Mr. Ong taking up both roles.

Accordingly, the Company has not segregated the roles of the Chairman and the Chief Executive Officer as suggested by code provision C.2.1 of the CG Code.

CORPORATE PURPOSE, VALUE AND STRATEGY

With the purpose to become one of the most influential leading players and preferred value-added partner in cyber security solutions, digital transformation area and smart technology industry, and to facilitate its business growth according to the market conditions with an aim to maximise the value for the Shareholders, the Group embraces "integrity, innovation, collaboration, diversity and foresight" in its core values, which create a positive and progressive culture for the Group to achieve its purpose and to maintain a long-term sustainable growth.

Details of the Group's strategy to fulfill and achieve its purpose are set out in section headed "Business Review" on pages 10 to 11 in this report. The Board reviews the implementation and strategic planning in support of its purpose annually.

Corporate Governance Report

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules ("Model Code") as the code of conduct for securities transactions by the Directors in respect of the Shares (the "Code of Conduct"). Having made specific enquiries to all directors of the Company, each of them has confirmed that he/she has fully complied with the required standard of dealings and its code of conduct regarding to directors' securities transactions during the year ended 31 December 2022.

BOARD OF DIRECTORS

The Board currently has five Directors comprising of one executive Director, one non-executive Director and three independent non-executive Directors. The functions and duties of the Board include convening shareholders' meetings, reporting on the Board's work at these meetings, implementing the resolutions passed on these meetings, determining business and investment plans, formulating the Group's annual budget and final accounts, and formulating the Group's proposals for profit distributions and for the increase or reduction of registered capital. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with the second amended and restated memorandum and articles of association of the Company which adopted by a special resolution passed on 20 May 2022 (the "Articles").

The composition of the Board during the year ended 31 December 2022 and up to the date of this report is set out as follows.

Executive Directors

Mr. Ong Gim Hai *(Chairman) (appointed as the Chairman on 31 May 2022)*
Mr. Foo Moo Teng *(Chairman) (resigned on 31 May 2022)*
Mr. Roy Ho Yew Kee
(re-designated from an executive Director to a non-executive Director on 31 January 2022)

Non-executive Director

Mr. Roy Ho Yew Kee
(re-designated from an executive Director to a non-executive Director on 31 January 2022)

Independent non-executive Directors

Ms. Lim Joo Seng
Mr. Tang Chak Lam Gilbert
Mr. Yeung Chun Yue David

To the best knowledge of the Board, there is no financial, business, family or other material/relevant relationship among any members of the Board as of the date of this report.

The Board has delegated to the Chief Executive Officer and through him, to the senior management the authority and responsibility for the day-to-day management and operation of the Group.

In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. Further details of these committees are set out in section headed "Board Committees" on pages 42 to 48 in this report.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

All the Directors, including non-executive Director and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The biographical details of each Director of the Company are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 6 to 9 in this report.

All Directors have access to all the information of the Company as well as the services and advice of the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company. All the Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interest of the Company and the Shareholders at all times.

The CG Code requires the Directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer. The Directors have agreed to disclose their commitments to the Company in a timely manner and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company. Further details of these disclosures are set out in section headed "Biographical Details of Directors and Senior Management" on pages 6 to 9 in this report.

The Board has also monitored the corporate governance policies and practices of the Company in compliance with all requirements under GEM Listing Rules and CG Code.

NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

The Board meets regularly and additional meeting will be convened when considered necessary by the Board; 10 Board meetings were held throughout the year ended 31 December 2022. Details of the Directors' attendance record of the Board meetings are set out as follow:

Name of Directors	Attendance/ Number of Board meetings held
Executive Directors	
Mr. Ong Gim Hai *(Chairman) (appointed as the Chairman on 31 May 2022)*	10/10
Mr. Foo Moo Teng *(Chairman) (resigned on 31 May 2022)*	5/5
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*	1/1
Non-executive Director	
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*	9/9
Independent non-executive Directors	
Ms. Lim Joo Seng	10/10
Mr. Tang Chak Lam Gilbert	10/10
Mr. Yeung Chun Yue David	10/10

Corporate Governance Report

One general meeting was held throughout the year ended 31 December 2022. Details of the Directors' attendance record of the general meetings are set out below:

Name of Directors	Attendance/ Number of general meetings held
Executive Directors	
Mr. Ong Gim Hai *(Chairman) (appointed as the Chairman on 31 May 2022)*	1/1
Mr. Foo Moo Teng *(Chairman) (resigned on 31 May 2022)*	1/1
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*	0/0
Non-executive Director	
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*	1/1
Independent non-executive Directors	
Ms. Lim Joo Seng	1/1
Mr. Tang Chak Lam Gilbert	1/1
Mr. Yeung Chun Yue David	1/1

INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with Rules 5.05A, 5.05(1) and 5.05(2) of the GEM Listing Rules, the Company has appointed three independent non-executive Directors representing at least one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. As such, the independent non-executive Directors will bring independent judgment to the decision making process of the Board.

The Company has entered into a letter of appointment with each of the independent non-executive Directors for a term of three years commencing from date of appointment which may be terminated by either party by giving three months' written notice.

The Company has received an annual confirmation of independence from each independent non-executive Directors as regards each of the factors referred to in Rule 5.09 of the GEM Listing Rules and considers the independent non-executive directors are independent as at the date of this report.

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with code provision B.2.2 of the CG Code, each of the Directors has entered into a service contract or a letter of appointment with the Company for a term of three years commencing from date of appointment, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Articles. Each of the Directors should be subject to retirement by rotation at least once every three years.

The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing directors. Any Director so appointed shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that meeting.

At every annual general meeting ("AGM") of the Company, pursuant to article 16.18 of the Article, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any AGM at which any directors retire may fill the vacated office by electing a like number of persons to be Directors. The Directors retiring by rotation at the 2023 AGM are Mr. Ong Gim Hai and Mr. Yeung Chun Yue David. They will retire and, being eligible, offer themselves for re-election as Directors at the 2023 AGM.

DIRECTORS TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to the code provision C.1.4 of the CG Code, all Directors of the Company should participate in continuous professional development to develop and refresh their knowledge and skills, which is to ensure that their contribution to the Board remains informed and relevant.

During the year ended 31 December 2022, the Directors have been provided with regular updates on Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. The Directors are also briefed on the latest development and changes in the GEM Listing Rules and other relevant regulatory requirements timely. All Directors confirmed that they have had suitable training throughout the Year. The Company has maintained the training record in respect of each Director. There are also arrangements in place for providing continuing briefing and professional development to its directors by the Company whenever necessary.

A summary of continuous professional development of each Director of the Company participated during the year ended 31 December 2022, according to the records provided, is set out below:

Name of Directors	Attending internal briefings or trainings, participating seminars or reviewing materials
Executive Directors	
Mr. Ong Gim Hai *(Chairman) (appointed as the Chairman on 31 May 2022)*	✓
Mr. Foo Moo Teng *(Chairman) (resigned on 31 May 2022)*	✓
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*	✓
Non-executive Director	
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*	✓
Independent non-executive Directors	
Ms. Lim Joo Seng	✓
Mr. Tang Chak Lam Gilbert	✓
Mr. Yeung Chun Yue David	✓

Corporate Governance Report

BOARD COMMITTEES

The Board has established three committees, namely as the Audit Committee, the Remuneration Committee and the Nomination Committee with specific written terms of reference which deal clearly with the committee's authority and duties. It is required for the committees to report the improvements and recommendations in respect to any identified matters to the Board.

Audit Committee

The Company has established the Audit Committee pursuant to a resolution of the Directors passed on 31 May 2017. The Audit Committee has written terms of reference in compliance with Rule 5.28 and Rule 5.29 of the GEM Listing Rules and the CG Code. The terms of reference of the Audit Committee are of no less exacting terms than those set out in the code provision D.3.3 and D.3.7 of the CG Code.

The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee risk management and internal control systems of the Group.

As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Ms. Lim Joo Seng (Chairman), Mr. Tang Chak Lam Gilbert and Mr. Yeung Chun Yue David.

Four Audit Committee meetings was held throughout the year ended 31 December 2022. Details of members' attendance record of the Audit Committee meetings are set out as follow:

Name of members	Attendance/ Number of meetings held
Ms. Lim Joo Seng *(Chairman)*	4/4
Mr. Tang Chak Lam Gilbert	4/4
Mr. Yeung Chun Yue David	4/4

The summary of the work of the Audit Committee is as follows:

(i) reviewed the final results and annual report of the Group for the year ended 31 December 2021, the interim results and report for the six months ended 30 June 2022, the quarterly results and reports for the periods ended 31 March 2022 and 30 September 2022 with a recommendation to the Board for approval and monitored the integrity of such consolidated financial statements;

(ii) reviewed the Group's financing and accounting policies; and

(iii) reviewed and recommended appointment of external auditor, improvements on the Group's internal and compliance control system and risk management functions.

On 24 March 2023, the Group's results for the year ended 31 December 2022 have been reviewed by the Audit Committee.

Remuneration Committee

The Company has established the Remuneration Committee pursuant to a resolution of the Directors passed on 31 May 2017. The Remuneration Committee has written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and the CG Code. The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the code provision E.1.2 of the CG Code.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review performance-based remuneration and ensure none of the Directors determine their own remuneration.

As at the date of this report, the Remuneration Committee has three members comprising of two independent non-executive Directors and one non-executive Director, namely Mr. Tang Chak Lam Gilbert (Chairman), Mr. Roy Ho Yew Kee and Mr. Yeung Chun Yue David.

Three Remuneration Committee meetings was held throughout the year ended 31 December 2022. Details of members' attendance record of the Remuneration Committee meetings are set out as follow:

Name of members	Attendance/ Number of meetings held
Mr. Tang Chak Lam Gilbert *(Chairman)*	3/3
Mr. Roy Ho Yew Kee	3/3
Mr. Yeung Chun Yue David	3/3

The summary of the work of the Remuneration Committee is as follows:

(i) made recommendations to the Board on the Company's remuneration policy of Directors and senior management;

(ii) reviewed the remuneration packages of Directors and senior management in relation to the performance and financial position of the Company; and

(iii) made recommendations to the Board on the remuneration of independent non-executive Directors.

Corporate Governance Report

Remuneration of Directors and senior management

Particulars in relation to Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Rule 18.30 of the GEM Listing Rules are set out in Notes 7 and 8 to the consolidated financial statements in this report. Pursuant to code provision E.1.5 of the CG Code, the remuneration of executive Directors and the members of senior management by band for the year ended 31 December 2022 is set out below:

Remuneration Band	Number of executive Directors and senior management
Up to US$100,000	9

Nomination Committee

The Company has established the Nomination Committee pursuant to a resolution of the Directors passed on 31 May 2017. The Nomination Committee has written terms of reference in compliance with the CG Code. The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the code provision B.3.1 of the CG Code.

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board on any proposed changes to the Board to complement the Group's corporate strategy, identify individuals suitably qualified to become Board members, assess the independence of independent non-executive Directors and make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the Chairman and the chief executives.

As at the date of this report, the Nomination Committee has three members comprising of two independent non-executive Directors and one executive Director, namely Mr. Tang Chak Lam Gilbert (Chairman), Ms. Lim Joo Seng and Mr. Ong Gim Hai. The Nomination Committee is chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors.

Three Nomination Committee meetings was held throughout the year ended 31 December 2022. Details of members' attendance record of the Nomination Committee meetings are set out as follow:

Name of members	Attendance/ Number of meetings held
Mr. Tang Chak Lam Gilbert *(Chairman)*	3/3
Mr. Foo Moo Teng *(resigned on 31 May 2022)*	3/3
Ms. Lim Joo Seng	3/3
Mr. Ong Gim Hai *(appointed on 31 May 2022)*	0/0

The summary of the work of the Nomination Committee is as follows:

(i) reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board;

(ii) assessed the independence of independent non-executive Directors;

(iii) made recommendations on the retiring directors at the AGM of the Company; and

(iv) considered the candidate's integrity, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity on selection of candidates for directorship of the Company.

Nomination policy

Pursuant to the nomination policy adopted by the Company, the Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as directors at general meetings or appoints as directors to fill casual vacancies.

Selection of proposed candidates shall be based on a range of criteria in assessing their suitability, including but not limited to, reputation of integrity, qualifications, commitment in respect of available time and relevant interest, the board diversity policy adopted by the Company, and whether the candidates would be considered independent with reference to the independence guidelines as set out in the Listing Rules under the case of selection of independent non-executive directors.

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation. As there may be more candidates than the vacancies available, and the "gross-vote" method will be used to determine who shall be elected as a director, shareholder proposed resolutions shall therefore take the same form as the resolutions proposed for the candidates recommended by the Board.

Board Diversity Policy

The Board adopted a board diversity policy (the "Board Diversity Policy") in accordance with the requirement set out in the CG Code. The Board Diversity Policy aims to set out the approach to maintain diversity on the Board for long term sustainable development. The Company recognises and embraces the benefits of having a diverse Board. All Board appointments shall be made on a meritocracy, and candidates shall be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates shall be based on a range of diversity perspectives, including but not limited to, gender, age, cultural and educational background or professional experience. The ultimate decision shall be based on merit and contribution that the selected candidates shall bring to the Board.

The Board recognises the importance and benefits of gender diversity at the Board level and workforce throughout the Group and shall continue to take initiatives to identify female candidate(s) to enhance the gender diversity of the Group.

As at 31 December 2022, the Board comprised five Directors, one of which was female. The Group had 23 employees *(2021: 28 employees)* (including executive Directors) in total comprising of 7 females and 16 males *(2021: 12 females and 16 males)* as at 31 December 2022, that is, a female-to-male ratio of approximately 0.44:1 *(2021: 0.75:1)*. We will continue with our endeavor to increase female representation in our workforce in order to achieve gender equality in the Group.

Corporate Governance Report

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives have been adopted:

(i) The Company should comply with the requirements on board composition in the GEM Listing Rules from time to time;

(ii) The number of independent non-executive Directors should be not less than three and one-third of the Board;

(iii) At least one Director is female;

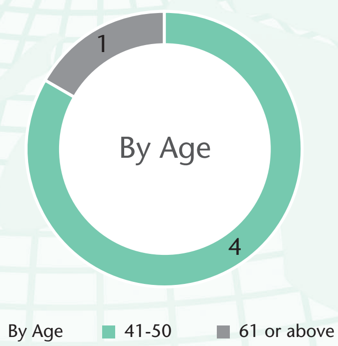
(iv) At least one Director shall have obtained accounting or other professional qualifications; and

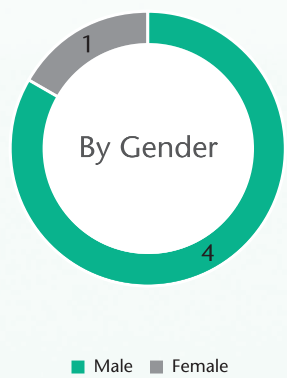
(v) At least one Director should be the professional or have intensive experience of the industry on which the business of the Group is.

For the year ended 31 December 2022, all measurable objectives have been fulfilled.

The Board and the Nomination Committee review the implementation and effectiveness of the Board Diversity Policy on an annual basis. The implementation and effectiveness of the the Board Diversity Policy of the Company for the year ended 31 December 2022 have been reviewed by the Board and the Nomination Committee and considered it to be effective.

As at the date of this report, the Group had five Directors in the Board. Set out below is the detailed breakdown of the number of Directors by age, professional experience, nationality and gender.





The Board has also reviewed and considered that the following mechanisms are effective during the year ended 31 December 2022 in ensuring that independent views and input are provided to the Board:

(i) Long serving independent non-executive Directors (i.e. independent non-executive Directors serving more than nine years) to be eligible for nomination by the Board to stand for re-election by the Shareholders;

(ii) Independent non-executive Directors receive fixed fee(s) for their role as members of the Board and the Board committee(s) as appropriate, and are not entitled to participate in the share award scheme of the Company, if any;

(iii) In assessing suitability of the candidates, review their profiles based on a range of diversity perspectives, including but not limited to, gender, age, cultural and educational background or professional experience;

(iv) The Board reviews each Director's time commitment to the Group's business annually;

(v) Independent non-executive Directors' independence is assessed upon appointment, annually, and at any other time where the circumstances warrant reconsideration;

(vi) The Company adopts the Model Code as the Code of Conduct and provides guidance to Directors and committee members of the Company on avoiding conflicts of interest and on the circumstances under which appropriate action(s) shall be taken by the Director in conflict; and

(vii) To facilitate proper discharge of their duties, all Directors are entitled to seek advice from the Company Secretary as well as from independent professional advisers at the Group's expense.

Dividend Policy

The Board adopted a dividend policy (the "Dividend Policy") in accordance with the requirement set out in the code provision, which aimed to provide stable and sustainable returns to the Shareholders. Pursuant to the Dividend Policy, the Board has the sole discretion to propose and determine the declaration and payment of dividends and the manner or form in which it shall be paid.

Determination on dividend distribution shall be taken into account of the financial position of the Group, the Group's actual and future operations and liquidity position, the Group's expected working capital requirements and future expansion plans, the Group's debt to equity ratios and the debt level, any restrictions on payment of dividends that may be imposed by the Group's lenders, the accumulated profits and other distributable reserves of the Company and each of the members of the Group, the shareholders' and investors' expectation and industry's norm, the general market conditions, and any other factors that the Board deems appropriate.

The Board did not recommend the payment of final dividend for the year ended 31 December 2022 *(2021: Nil)*.

Corporate Governance Report

Corporate Governance

The Board is also responsible for the corporate governance functions under code provision A.2.1 of the CG Code. During the year ended 31 December 2022, the summary of the work of the Board is as follows:

(i) developed, reviewed and recommended to the Board on the Company's policies and practices on corporate governance;

(ii) reviewed and monitored the training and continuous professional development of directors and senior management of the Company;

(iii) reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;

(iv) developed, reviewed and monitored the code of conduct applicable to employees and directors; and

(v) reviewed the Company's compliance with the CG Code and disclosure in the corporate governance report.

EMOLUMENT POLICY OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration policy of the Group is to ensure the competitiveness of total remuneration to Directors and senior management in the market. It will be generally determined with reference to the skills, experience, knowledge and roles of them. Except for the abovementioned criteria, the Group will also consider the Company's performance and the prevailing market conditions for the emoluments of executive Directors and efforts and time dedicated to the participation in Company affairs for the emoluments of non-executive Director, independent non-executive Directors and senior management.

FINANCIAL REPORTING

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements for the year ended 31 December 2022 which give a true and fair view of the state of affairs of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirements under the GEM Listing Rules. The financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements.

The Directors are not aware of material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. Therefore, the consolidated financial statements are prepared in going concern basis.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the Group's internal control and has conducted a review of the effectiveness of the internal control of the Group annually during year ended 31 December 2022 by:

(i) identifying, assessing and managing the risks associated with the Group's operations from time to time to ensure due compliance with laws and regulations applicable to the Group;

(ii) overseeing the implementation of relevant internal control policies; and

(iii) reviewing the effectiveness of the Group's risk management and internal control system.

In addition to the Code of Conduct for the Directors, the Company has also established written guidelines no less exacting than the Model Code for any employee or director of the Group or the holding company of the Company who, because of his office or employment, is likely to possess inside information in relation to the Company or its securities employees in respect of their dealings in the Company's securities, and the procedures and internal controls for handling and dissemination of inside information.

As the corporate and operation structure of the Group is not complex and a separate internal audit department may divert resources of the Group, the Group currently does not have an internal audit department. However, the Group has engaged an independent internal control consultant to, on an annual basis, review and provide recommendations on improving its internal control system in order to manage our business risks and to ensure our smooth operation. The review covered certain operational procedures. No significant control failings or weakness have been identified by the consultant during the review. The Board and the Audit Committee would review the need for an internal audit function on an annual basis.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2022. The Board and the Audit Committee considered the risk and management and internal control systems effective and adequate. No significant areas of concern that might affect shareholders were identified.

It should be acknowledged that the Group's risk management and internal control system are designed to manage rather than eliminate the risk of failure to achieve business objectives at the reasonable level, but not absolute assurance against material misstatement or loss.

AUDITOR'S REMUNERATION

The consolidated financial statements for the years ended 31 December 2022 and 2021 have been audited by independent auditor, Mazars CPA Limited.

During the year ended 31 December 2022, the remuneration paid/payable to Mazars CPA Limited in respect of audit services amounted to approximately US$109,000 *(2021: approximately US$107,000)*.

There was no remuneration paid/payable to Mazars CPA Limited in respect of non-audit services during the years ended 31 December 2022 and 2021.

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor for annual audit services is reasonable. There has been no major disagreement between the auditor and the management of the Company during the year ended 31 December 2022.

The responsibilities of the external auditor about its financial reporting are set out in the independent auditor's report attached to the Company's consolidated financial statements for the year ended 31 December 2022 in this report.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICIES

The Group adopts a policy of zero tolerance towards bribery, extortion, fraud and money-laundering. The Group has adopted anti-bribery and anti-corruption policy (the "Anti-Corruption Policy") to ensure that all employees comply with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), Anti-Corruption Commission Act 2009 in Malaysia, Prevention of Corruption Act in Singapore and Criminal Law of the PRC, where applicable, as well as our internal policies on the prevention of corruption.

The Group has also adopted a whistleblowing policy (the "Whistleblowing Policy") to encourage reporting of bribery, extortion, fraud and money laundering, under which all employees have a responsibility to report to their supervisor or senior management any suspected violations, malpractice or impropriety within the Group.

Details of implementation of the Anti-Corruption Policy and the Whistleblowing Policy are set out in the section headed "Environmental, Social and Governance Report" on page 30 in this report.

Corporate Governance Report

DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors' and officers' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group and, as at the date of this report, the Directors and officers of the Company are indemnified under a directors' and officers' liability insurance against any liability incurred by them in discharge of their duties while holding office as the Directors and officers of the Company.

COMPANY SECRETARY

Ms. Wong Po Lam has been appointed by the Board as the Company Secretary with effect from 21 December 2020. The biographical details of Ms. Wong are set out in the section headed "Biographical Details of Directors and Senior Management" on page 9 in this report. Ms. Wong is principally responsible for supervision and compliance of the financial reporting, financial planning, treasury, financial controlling and company secretarial matters of the Company.

Ms. Wong has confirmed that she has no less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules during the year ended 31 December 2022.

COMPLIANCE OFFICER

Pursuant to the code provision 5.19 of the GEM Listing Rules, the Company must ensure that, at all times, one of its executive Directors assumes responsibility for acting as the Company's compliance officer. Mr. Foo Moo Feng, an executive Director, was ceased to act as the Compliance Officer, and Mr. Ong Gim Hai, an executive Director, has been appointed as the Compliance Officer with effect from 31 May 2022. Mr. Ong's biographical details are disclosed in the section headed "Biographical Details of Directors and Senior Management" on page 6 in this report.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting ("EGM")

Pursuant to Article 12.3 of the Articles, the Board may, whenever it thinks fit, convene an EGM. General meetings shall also be convened on the written requisition of any one or more members of the Company (the "Members") deposited at the principal place of office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by requisitionist(s), provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on an one vote per share basis, of the issued shares which as at that date carry the right to vote at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such principal office, the registered office specifying the objects of the meeting are signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further twenty one days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures of putting enquiries to the Board

The Members' requisition, as stated above, must state the objects of the meeting and must be signed by the requisitionists and deposited at the Company's principal place of business in Hong Kong. It may consist of several documents in like form each signed by one or more requisitionists.

Procedures of putting forward proposals at shareholders' meeting

There are no provisions allowing Shareholders to move new resolutions at the general meetings under the Companies Law (Revised) of Cayman Islands. However, pursuant to the Articles, the Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

INVESTOR RELATIONS

The Company has established a range of channels to maintain effective communication between the Company itself, Shareholders and potential investors by the following ways:

(i) the publication of quarterly, interim and annual reports;

(ii) regular AGM or EGM which provide a platform for Shareholders to exchange opinions with the Board;

(iii) the publication of updated and key information of the Group on the websites of GEM and the Company; and

(iv) the offer of the enquiry page on the website of the Company.

The Company aims to provide its Shareholders and investors with high standards of disclosure and financial transparency and has established a shareholders communication policy between itself, its Shareholders and investors which aims to set out the principles of the Company in relation to the shareholders' communications. The policy will be under review from time to time in order to ensure its effectiveness. The Board is committed to provide clear and detailed information of the Group to Shareholders through the publication of quarterly, interim and annual reports and/or despatching circulars, notices, and other announcements on a timely and regular basis.

Shareholders may at any time send their enquiries either by post, by facsimiles or by email, together with their contact details, such as postal address, email or fax, to the principal place of business of the Company in Hong Kong at the following address, facsimile number or via email:

Room 1910, 19/F, C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong
Fax: +852 2529 9449
Email: contact@nexion.com.hk

Corporate Governance Report

CONSTITUTIONAL DOCUMENTS

On 20 May 2022, the Articles have been approved in the 2022 AGM. Details of the amendments of the Articles have been set out in the announcement of the Company dated 24 March 2022 and the circular of the Company dated 30 March 2022. The Articles is available on the Company's website at http://nexion.com.hk and the Stock Exchange's website.

On behalf of the Board
Ong Gim Hai
Chairman

Hong Kong, 24 March 2023

The Directors submit herewith their report together with the audited consolidated financial statements of the Company for the year ended 31 December 2022.

PRINCIPAL PLACE OF BUSINESS

The address of the Company's registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The Company's principal place of business in (i) Hong Kong, (ii) Singapore and (iii) the PRC are (a) Room 1910, 19/F, C C Wu Building, 302-308 Hennessy Road, Wan Chai, Hong Kong, (b) Unit #10-03, Novelty BizCentre, 18 Howard Road, Singapore 369585 and (c) Room 2021, 2/F, Zhonghui Building, 16 Henan South Road, Huangpu District, Shanghai, the PRC, respectively.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in provision of cyber infrastructure solutions services, provision of cyber security solutions services and provision of SaaS. The principal activities of its principal subsidiaries are set out in Note 16 to the consolidated financial statements in this report.

BUSINESS REVIEW

The business review and the likely future development of the Group's business for the year ended 31 December 2022 is set out in the section headed "Chairman's Statement" and "Management Discussion and Analysis" in pages 4 to 5 and pages 10 to 17 respectively in this report.

PRINCIPAL RISKS AND UNCERTAINTIES

A summary of the principal risks and uncertainties which may impact the Group's financial conditions, results of operations or future performance and how the Group to mitigate these risks is set out below.

This summary should not be regarded as a complete and comprehensive statement of all potential risks and uncertainties faced by the Group, but rather those risks which the Group currently believes may have a significant impact on the Group's performance and future prospects.

Principal risk	**Description**	**Mitigating actions**
Operational risk	Dependent on major customers for a significant portion of the Group's business and any loss of projects from major customers could have a material adverse effect on the Group's business, results of operations and financial condition.	• Maintains good and long-term relationships with the existing customers. • Introduce various marketing and promotional activities to attract potential customers and to increase market awareness. • continue to work on opportunities and explore the markets with the current and new technological offerings.

Report of the Directors

Principal risk	Description	Mitigating actions
Strategic risk	Strategic risk is the risk that profitability and/or reputation of the Group could be adversely impacted by failure to anticipate and respond to changes in technologies or needs.	• Regularly discuss with customers to update its needs, and supplies to update available upgrades or new solutions in the market. • Regularly review on strategy and performance of each business unit. • Regularly review forward looking indicators to the information technology industry.
Personnel risk	Loss of services of any key management personnel which could have a material adverse effect on the Group's business since the Group is dependent on key management personnel for its operations, profitability and prospects.	• Provide competitive reward and benefit packages that ensure our ability to attract and retain the employees we need. • Provide trainings and opportunities to different grade of employees to mitigate the effect of the Group from loss of key management temporarily. • Ensure that the employees of the Group has the right working environment to enable them to do the best job possible and maximise their satisfaction at work.
Legal and regulatory risk	Breach of laws and regulations or claims from third parties that the Group is infringing their intellectual property rights could lead to litigation, investigations or disputes, resulting in additional costs being incurred, civil and/or criminal proceedings and reputational damage.	• Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement any required changes. • Seek legal or other specialist advice as appropriate.
Economic risk	Any downturn in global economic conditions or in any of the markets in which the Group operates may adversely affect its business, financial condition, results of operations and cash flows.	• Regularly review forward looking indicators to identify economic conditions.

Principal risk	Description	Mitigating actions
Political risk	Any political climate in the emerging country in which the Group operates may adversely affect its business, financial condition, results of operations and cash flows.	• Monitor changes and developments in the political environment of the emerging countries. • Seek alternative plans to mitigate losses and grasp business opportunities in the emerging countries.
Liquidity/Credit risk	Failure/delay payments by customer or counterparty to a financial asset, which could also affect cash flow of the Group.	• Fully understand customers and counterparties and carry out credit quality assessment on them before entering into a transaction. • Regularly monitor trade and other receivables and assess for their recoverability.

Further descriptions of the Group's financial risk (including credit risk, foreign currency risk and liquidity risk) management objectives and policies are set out in Note 28 to the consolidated financial statements in this report.

The Group's risk management activities are performed by the Board on an ongoing basis. Further description on the Group's risk management and internal control measures, please refer to the section headed "Risk Management and Internal Control" in page 48 in this report.

An analysis of the Group's performance during the year ended 31 December 2022 using financial key performance indicators is set out in the section headed "Financial Summary" and "Management Discussion and Analysis" on pages 135 to 136 and pages 10 to 17 in this report respectively.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Environmental concerns is an essential issue to be addressed by the Board for the sustainable development of society and the operation of the Group. The Group has endeavored to comply with laws and regulations regarding environmental protection.

The Group has also established an internal policy regarding to the creation of environmental friendly environment for employees to follow. The internal policy will be reviewed along with the employees' feedback, business development and latest legislations and regulations regularly.

Details of environmental, social and governance policies and performance of the Group are set out in the section headed "Environmental, Social and Governance Report" on page 18 to page 36 in this report.

Report of the Directors

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees

The Group considers employees are the important assets and their contribution is valued at all times. The Group provided competitive remuneration package to attract and retain high quality employees for long term business development. The Group reviews the compensation to employees in accordance with their performances, contributions and the prevailing market practice annually. The Group regularly provides various training to the employees to uphold the high quality and competitive workforce. The Directors believe that the Group has a good relationship with its employees. Up to the date of this annual report, the Group had not experienced any significant problems with its employees or disruption to its operation due to labour disputes nor had it experienced any material difficulties in recruiting or retaining experienced staff.

Customers

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regular analysis on customer feedback for improvements in the products and services. Comprehensive tests and checks are conducted to ensure the quality of products and services provided. The Group offers a competitive price to customers so as to build up and strengthen the current relationship with customers for potential business opportunities.

Suppliers

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of any production.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2022 and the financial position of the Group as at 31 December 2022 are set out in the consolidated financial statements on pages 72 to 73 in this report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on pages 135 to 136 in this report.

AGM AND CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlement to attend and vote at the annual general meeting to be held on Friday, 19 May 2023, the register of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023 (both days inclusive) during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 15 May 2023.

CONNECTED/RELATED PARTIES TRANSACTIONS

The Company had not entered into any connected transaction during the year ended 31 December 2022 which is required to be disclosed under the GEM Listing Rules. Related party transactions entered into by the Group during the year ended 31 December 2022, which constitute fully exempt connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules are disclosed in Note 27 to the consolidated financial statements in this report.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2022 are set out in Note 21 to the consolidated financial statements in this report.

PRE-EMPTIVE RIGHTS

There is no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to its existing shareholders of the Company.

SHARE OPTION SCHEME

The following is a summary of principal terms of the share option scheme (the "Scheme") which was conditionally approved by a resolution of the shareholders of the Company passed on 31 May 2017 and became unconditional upon the listing of the Company's shares on the Stock Exchange. The principal terms of the Scheme are set out in the paragraph headed "Share Option Scheme" under the section headed "Statutory and General Information" of the Prospectus.

The purpose of the Scheme is to reward any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, partners, joint venture business partners, promoters or service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group (the "Participants"), who have contributed to the Group and to encourage Participants to work towards maximising the value of the Company and the shares for the benefit of the Company and the Shareholders as a whole.

The maximum number of Shares which may be issued upon the exercise of all options to be granted under the Scheme and any other Schemes of the Group shall not in aggregate exceed 10% of the total number of Shares in issue as at Listing Date, which amounts to 60,000,000 shares. As at the date of this report, the total number of shares available for issue in respect of which options may be granted under the Scheme (including the share options granted but yet to be issued) is 60,000,000 shares, representing 8.11% of the issued shares of the Company as at the date of this report. No options may be granted to any Participant of the Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any twelve-month period up to the date of the latest grant exceeds 1% of the Company's issued shares from time to time. Any further grant of share option in excess of this limit must be separately approved by Shareholders in general meeting.

Report of the Directors

An option may be exercised in accordance with the terms of the Scheme at any time during a period as determined by the Board and not exceeding ten years from the date of the grant under the Scheme. The offer of the grant of the share option (the "Offer") is deemed to be accepted when the Company receives from the Participants who accepts an Offer in accordance with the terms of the Scheme, or (where the context so permits) a person entitled to any such option in consequence of the death of the original grantee, or the personal representative of such person (the "Grantee"), the offer letter signed by the Grantee specifying the number of the Shares in respect of which the Offer is accepted, and a remittance to the Company of HK$1 as consideration for the grant of the option. There is no minimum period for which an option must be held before it can be exercised. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than the higher of:

(i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date on which the option is granted, which date must be a business day;

(ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which the option is granted; and

(iii) the nominal value of the Company's share on the date on which the option is granted.

The Scheme shall be valid and effective for a period of ten years commencing from the adoption date, which is 31 May 2017. The Company may, by ordinary resolution in a general meeting or, the Board, on such date as the Board determines, terminate the Scheme at any time without prejudice to the exercise of options granted prior to such termination.

During the year ended 31 December 2022 and 2021, no share option was granted, cancelled, exercised or lapsed pursuant to the Scheme and none of the Directors or chief executive of the Company or their respective spouses or children under 18 years of age were granted or exercised any right to subscribe for any equity or debt securities of the Company or any of its associated corporations within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). There was no share option outstanding as at 31 December 2022 and 2021.

PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the shares of the Company during the year ended 31 December 2022.

RESERVE

Details of the movements in reserves of the Group and the Company during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity on pages 74 to 75 and Note 32 to the consolidated financial statements in the report respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company has share premium and capital reserve of approximately US$11,288,000 *(2021: approximately US$10,851,000)* and approximately US$3,922,000 *(2021: approximately US$3,922,000)* respectively. It is distributable to the Shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business. Details of movements in the reserves of the Company during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity on pages 74 to 75 and Note 32 to the consolidated financial statements in this report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2022 were there any rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were there any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

BANK LOANS AND OTHER BORROWINGS

No bank loans and other borrowings were entered by the Group as at 31 December 2022.

EQUITY-LINKED AGREEMENT

Save as the share option scheme of the Company, no equity-linked agreement was entered into by the Company or subsisted during the year ended 31 December 2022 which (a) will or may result in the Company issuing shares; or (b) requires the Company to enter into an agreement that will or may result in the Company issuing shares.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2022.

DONATION

During the year ended 31 December 2022 and 2021, the Group did not make any donation with the amount not less than HK$10,000 in accordance with relevant disclosure requirement under Hong Kong Companies Ordinance).

DIRECTORS

The Directors during the year ended 31 December 2022 up to the date of this report were:

Executive Directors

Mr. Ong Gim Hai *(Chairman) (appointed as the Chairman on 31 May 2022)*
Mr. Foo Moo Teng *(Chairman) (resigned on 31 May 2022)*
Mr. Roy Ho Yew Kee *(re-designated from an executive Director to a non-executive Director on 31 January 2022)*

Non-executive Director

Mr. Roy Ho Yew Kee
(re-designated from an executive Director to a non-executive Director on 31 January 2022)

Independent non-executive Directors

Ms. Lim Joo Seng
Mr. Tang Chak Lam Gilbert
Mr. Yeung Chun Yue David

Biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 6 to 9 in this report.

Report of the Directors

Pursuant to article 16.18 of the Articles, at every AGM of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than, one third) shall retire from office by rotation provided that every director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Directors required to stand for re-election pursuant to article 16.2 of the Articles shall not be taken into account in determining the number of Directors and which directors are to retire by rotation. A retiring director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any AGM at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Directors who will retire and, being eligible, offer themselves for re-election as Directors at the 2023 AGM is set out in the section headed "Corporate Governance Report" in pages 37 to 52 in this report.

DIRECTORS' SERVICE CONTRACT

Each of the executive Directors has entered into a service agreement with the Company with no fixed term. Each of non-executive Director and the independent non-executive Directors has entered into an appointment letter with the Company for a fixed term of three years. The service contracts and appointment letters may be terminated in accordance with the terms of the individual service agreement, and is subject to termination provisions therein and retirement and re-election at the AGM in accordance with the Articles or any other applicable laws from time to time whereby he or she shall vacate his office.

None of the Directors has entered into any service agreement with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

CONFIRMATION OF INDEPENDENCE

The Company has received an annual confirmation of independence from each independent non-executive Director pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the independent non-executive Directors to meet all independence guidance in Rule 5.09 and to remain independent as at the date of this report.

PERMITTED INDEMNITY PROVISION

Pursuant to the article 33 of the Articles, every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a director of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted. During the year ended 31 December 2022, the Company has arranged appropriate insurance cover in respect of claims and legal actions against the Directors and its officers.

DISCLOSURE OF INTERESTS

Directors' and Chief Executives' Interests and Short Positions in shares, underlying shares and Debentures of the Company

As at 31 December 2022, none of the other Directors nor chief executives of the Company have registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, so far as known to any director, the following persons (other than the directors and chief executive of the Company) had interest or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Long position in shares or underlying shares of the Company

Name of Shareholders	Capacity/Nature	Number of Shares held/interested in *(Note 1 and 2)*	Percentage of issued share capital
Alpha Sense Investments Limited ("Alpha Sense (BVI)") *(Note 3)*	Beneficial owner	154,838,000 (L) 154,838,000 (S)	20.93%
Mr. Foo *(Note 3)*	Interest in a controlled corporation	154,838,000 (L) 154,838,000 (S)	20.93%
XOX (Hong Kong) Limited ("XOX Hong Kong") *(Note 4)*	Beneficial owner	117,848,500 (L)	15.93%
XOX Bhd *(Note 4)*	Interested in a controlled corporation	117,848,500 (L)	15.93%
UBS Group AG ("UBS") *(Note 5)*	Beneficial owner	39,465,000 (L)	5.33%

Notes:

1. The Letter "L" demonstrates long position.

2. The Letter "S" demonstrates short position.

3. Alpha Sense (BVI) is an investment holding company incorporated in the British Virgin Islands and is wholly-owned by Mr. Foo. Mr. Foo has resigned as the Chairman, executive Director and the Chief Executive Officer with effect from 31 May 2022. By virtue of the SFO, Mr. Foo is deemed to be interested in the 154,838,000 Shares held by Alpha Sense (BVI).

4. XOX Hong Kong is an investment holding company incorporated in Hong Kong and is wholly-owned by XOX Bhd. XOX Bhd is a company incorporated in Malaysia, the shares of which are listed on Bursa Malaysia (stock code: 0165).

5. UBS is an investment holding company incorporated in Switzerland, the shares of which are listed on SIX Swiss Exchange (stock code: UBSG: SW) and on the New York Stock Exchange (stock code: UBS).

Save as disclosed above, as at 31 December 2022, the Directors were not aware of any other persons (other than the Directors and chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO.

DIRECTORS' INTEREST IN TRANSACTION, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

Apart from the related party transactions disclosed in Note 27 to the consolidated financial statements in this report, no transaction, arrangement and contract of significance to which the Company or any of its subsidiaries, or its holding company was a party and in which a director or an entity connected with a director had a material interest directly or indirectly subsisted at the end of the year or at any time during the year ended 31 December 2022.

Report of the Directors

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the paragraphs headed "Share Option Scheme" and "Directors and Chief Executives' Interests and Short Positions in shares, Underlying shares and Debentures of the Company" in this annual report, at no time during the year ended 31 December 2022 was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interests or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the best knowledge of the Directors, the Company has maintained the public float as required by the Rule 17.38A of the GEM Listing Rules up to the date of this report.

DIRECTORS' EMOLUMENTS AND TOP FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' emoluments and top five highest paid individuals are set out in Notes 7 and 8 to the consolidated financial statements respectively in this report.

No Directors or the top five highest paid individuals have waived or agreed to waive any emoluments during the year ended 31 December 2022 *(2021: Nil)*.

HUMAN RESOURCES AND EMOLUMENT POLICY

The Group's remuneration policies are formulated based on the performance of individual employees and are reviewed in a regular basis. The Group may also provide a discretionary bonus to employees as an incentive for their contribution to the Group in accordance with the Group's performance during the year ended 31 December 2022.

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure of all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Company maintains a share option scheme to attract and retain individuals with experience and ability and/or to reward them for their past contributions. Please refer to the paragraphs headed "Share Option Scheme" in this report for details of such scheme.

The Group recognises the importance of good relationship with employees. The Directors believe that the working environment and benefits offered to the employees have contributed to building good staff relations and retention. The Group continues to provide training for new staff and existing staff to enhance their technical knowledge, which are believed to increase the productivity and efficiency.

CONTRIBUTIONS TO THE RETIREMENT BENEFITS SCHEME

Details of contributions to the retirement benefits scheme of the Group are set out in "Employee and remuneration policy" under section headed "Management Discussion and Analysis" on pages 16 to 17, Notes 2 and 6 to the consolidated financial statements in this report.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE

Save as otherwise disclosed, no contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party, and in which the controlling shareholders of the Company or any of its subsidiaries had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2022, the Group made approximately 80.6% *(2021: approximately 68.7%)* of its entire sales to Group's five largest customers and sales to the largest customer included therein amounted to approximately 34.0% *(2021: approximately 32.1%)*. Purchases from the Group's five largest suppliers accounted for approximately 78.2% *(2021: approximately 82.1%)* of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 38.1% *(2021: approximately 64.6%)*.

None of the Directors, their close associates, or any shareholder of the Company (which to the knowledge of the directors own more than 5% of the issued shares of the Company) had an interest in the Group's five largest customers and suppliers.

INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2022 and up to the date of this report, the Directors were not aware of any of Directors, substantial shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business that directly or indirectly competed or might compete with the business of the Group.

CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 37 to 52 in this report.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less strict than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the Code of Conduct. The Company also made specific enquiry with Directors and the Company was not aware of any non-compliance with the required standard as set out in the Code of Conduct from the Listing Date to 31 December 2022.

COMPLIANCE WITH LAW AND REGULATIONS

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Group has complied with all relevant laws and regulations in Hong Kong, Malaysia, Singapore and the PRC during the year ended 31 December 2022. The Group also complies with the requirements under the Companies Law of the Cayman Islands, the GEM Listing Rules and the SFO for the disclosure of information and corporate governance.

Report of the Directors

AUDITOR

The consolidated financial statements for the years ended 31 December 2022 and 2021 have been audited by independent auditor, Mazars CPA Limited, who will retire, and being eligible, offer themselves for re-appointment. A resolution for Mazars CPA Limited's re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board
Ong Gim Hai
Chairman

Hong Kong, 24 March 2023

mazars

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To the members of
Nexion Technologies Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Nexion Technologies Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 72 to 134, which comprise the consolidated statement of financial position of the Group as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2022, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). Our responsibilities under those standards are further described in the *"Auditor's Responsibilities for the Audit of the Consolidated Financial Statements"* section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Recognition of revenue from provision of cyber infrastructure solutions, cyber security solutions and software as a service ("SaaS") *Refer to significant accounting policy in Note 2 and the disclosure of revenue in Note 4 to the consolidated financial statements*	
The Group's revenue is principally generated through the Group's cyber infrastructure solutions, cyber security solutions and SaaS which include hardware, software and/or service components. Generally, engagements of this nature are negotiated, priced and concluded as one integrated solution because the provision of consulting, installation and configuration forms an integral part of completing the engagement and therefore, such revenue is recognised at point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the customers' acceptance of the integrated solution is signed and the risks and rewards of the ownership transferred. The Group's revenue for the year ended 31 December 2022 amounted to approximately US$5,434,000 of which approximately US$2,280,000, US$2,551,000 and US$603,000 was generated from cyber infrastructure solutions, cyber security solutions and SaaS, respectively. There is an inherent risk that revenue may be inappropriately recognised when the performance obligations for revenue recognition have not yet been satisfied. We identified this matter as a key audit matter because revenue is a key performance indicator of the Group and it is significant to the consolidated financial statements as a whole.	Our procedures, among others, included: a) obtaining an understanding of and evaluating the design, and determining the implementation of the Group's key internal controls over the accuracy and timing of revenue recognition; b) inspecting key contract terms, including the payment terms, as stipulated in sales contracts, on a sample basis, to assess the appropriateness of the Group's revenue recognition accounting policies, with reference to the requirements of the prevailing accounting standards; c) comparing, on a sample basis, sales transactions recorded during the year with underlying documents, including sales contracts, sales invoices, goods delivery notes and user acceptance test (if applicable) signed by customers in assessing the business substance of the underlying transactions and whether the related revenue has been recognised in accordance with the Group's revenue recognition accounting policies; d) comparing, on a sample basis, sales transactions recorded just before and after the end of the reporting period with underlying documents as evidence of acceptance to assess whether the related revenue was recorded in the appropriate financial period; and e) inspecting underlying documents for journal entries which considered to be material or have met other specified risk-based criteria.

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Recoverability assessment of trade and other receivables *Refer to significant accounting policy and critical accounting estimate and judgement in Note 2, the disclosures of trade and other receivables in Note 18 and the disclosures of the financial risk management – credit risk in Note 28 to the consolidated financial statements*	
At 31 December 2022, the Group had trade and other receivables of approximately US$1,928,000, net of loss allowances of approximately US$1,737,000. Management performed credit evaluations for the Group's debtors and assessed expected credit losses of trade and other receivables. These assessments were focused on the debtors' settlement record and their current repayment ability, and also took into account information specific to respective debtor as well as pertaining to the economic environment in which the debtor operates. We identified this matter as a key audit matter because the balances are material to the Group and significant degree of judgements were made by the management in assessing the credit standing of the Group's debtors and therefore the estimation of expected credit losses of trade and other receivables.	Our procedures, among others, included: a) obtaining management's assessment of expected credit losses of trade and other receivables and assessed the reasonableness of the key underlying information referenced by the management; b) checking and assessing whether the loss allowance was properly supported by considering available forward-looking information, the debtors' ageing analysis, settlement record and history of default; and c) in respect of receivables of individual debtor which had not been identified by management as potentially impaired, corroborating management's assessment with the external evidence obtained (e.g. public information available to us), our examination of the debtors' payment records during the current year and subsequent to the end of the reporting period, as well as the historical collection records.

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment of goodwill arising from acquisition of WerkDone Pte. Ltd. ("WerkDone", previously known as Storm Front Pte. Ltd.) *Refer to significant accounting policy and critical accounting estimate and judgement in Note 2 and the disclosures of goodwill in Note 15 to the consolidated financial statements*	
At 31 December 2022, the Group had goodwill of approximately US$699,000 arising from acquisition of WerkDone on 5 May 2021. For the purpose of assessing impairment on goodwill arising from business combination, goodwill is allocated to cash generating units ("CGUs") and the recoverable amount of the CGU identified was determined with reference to value-in-use (the "VIU") calculations using cash flow projections. In carrying out the impairment assessments, significant management judgement was used to identify and evaluate indication of impairment, identify CGUs and determine the key assumptions underlying the VIU calculations. At the end of the reporting period, management has assessed the impairment on goodwill. We identified this matter as a key audit matter because those items are material to the Group and the estimation of recoverable amount of CGUs involved a significant degree of management judgement and therefore was subject to an inherent risk of error.	Our procedures, among others, included: a) understanding the processes and methodology, significant assumptions adopted and key inputs used in the impairment test of goodwill at the end of the reporting period; b) assessing the appropriateness of the methodology and the reasonableness of significant assumptions used by the management to estimate recoverable amount of CGUs; c) reconciling key input data applied in the VIU calculations to reliable supporting evidence; d) assessing the reasonableness of key assumptions based on our knowledge and understanding of the businesses and industry; and e) evaluating the sensitivity of the impairment tests to changes in key assumptions.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are 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 the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- Conclude on the appropriateness of the directors' 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the 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 those charged with governance 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 those charged with governance 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 24 March 2023

The engagement director on the audit resulting in this independent auditor's report is:

Fong Chin Lung
Practising Certificate number: P07321

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	Notes	2022 US$'000	2021 US$'000
Revenue	4	**5,434**	6,955
Other income	5	**503**	236
Cost of inventories sold		**(3,726)**	(4,642)
Subcontracting fee		**(213)**	(638)
Staff costs and related expenses	6	**(1,263)**	(1,775)
Sales and marketing expenses		**(37)**	(438)
Depreciation and amortisation		**(730)**	(848)
Impairment loss on trade and other receivables	28	**(126)**	(440)
General and administrative expenses		**(981)**	(1,450)
Finance costs	6	**(4)**	(2)
Loss before income tax	6	**(1,143)**	(3,042)
Income tax expenses	9	**(17)**	(38)
Loss for the year		**(1,160)**	(3,080)
Other comprehensive income (loss)			
Item that will not be reclassified to profit or loss			
Surplus on revaluation of building	12	**16**	–
Items that may be reclassified subsequently to profit or loss			
Release of exchange reserve upon disposal of subsidiaries	26	**(14)**	–
Exchange difference arising on translation of foreign operations		**(60)**	(89)
Other comprehensive loss for the year		**(58)**	(89)
Total comprehensive loss for the year		**(1,218)**	(3,169)
(Loss) Profit for the year attributable to:			
Equity holders of the Company		**(1,234)**	(3,106)
Non-controlling interests		**74**	26
		(1,160)	(3,080)
Total comprehensive (loss) income attributable to:			
Equity holders of the Company		**(1,269)**	(3,201)
Non-controlling interests		**51**	32
		(1,218)	(3,169)
Loss per share for loss attributable to equity holders of the Company, basic and diluted (US cents)	10	**(0.17)**	(0.43)

Consolidated Statement of Financial Position

At 31 December 2022

	Notes	2022 US$'000	2021 US$'000
Non-current assets			
Property, plant and equipment	12	**5**	1,173
Right-of-use assets	13	**54**	103
Intangible assets	14	**1,033**	1,644
Goodwill	15	**699**	686
		1,791	3,606
Current assets			
Inventories	17	**30**	78
Trade and other receivables	18	**1,928**	4,634
Income tax recoverable		**6**	–
Bank balances and cash		**3,410**	5,276
		5,374	9,988
Current liabilities			
Trade and other payables	19	**1,664**	7,043
Lease liabilities	13	**54**	65
Income tax payable		**–**	24
		1,718	7,132
Net current assets		**3,656**	2,856
Total assets less current liabilities		**5,447**	6,462
Non-current liabilities			
Lease liabilities	13	**–**	36
Deferred tax liabilities	20	**–**	1
		–	37
NET ASSETS		**5,447**	6,425
Capital and reserves			
Share capital	21	**948**	923
Reserves	22	**4,479**	5,533
Equity attributable to equity holders of the Company		**5,427**	6,456
Non-controlling interests		**20**	(31)
TOTAL EQUITY		**5,447**	6,425

These consolidated financial statements on pages 72 to 134 were approved and authorised for issue by the Board of Directors on 24 March 2023 and signed on its behalf by

Ong Gim Hai
Director

Roy Ho Yew Kee
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to equity holders of the Company								
	Share capital *US$'000* *(Note 21)*	Share premium *US$'000* *(Note 22)*	Capital reserve *US$'000* *(Note 22)*	Exchange reserve *US$'000* *(Note 22)*	Share-based payments reserve *US$'000* *(Note 22)*	Accumulated losses *US$'000*	Total *US$'000*	Non-controlling interests *US$'000*	Total *US$'000*
At 1 January 2021	923	9,919	650	42	–	(2,099)	9,435	(63)	9,372
Loss for the year	–	–	–	–	–	(3,106)	(3,106)	26	(3,080)
Other comprehensive (loss) income:									
Items that are classified or may be reclassified subsequently to profit or loss									
Exchange difference arising on translation of foreign operations	–	–	–	(95)	–	–	(95)	6	(89)
Total comprehensive (loss) income for the year	–	–	–	(95)	–	(3,106)	(3,201)	32	(3,169)
Transactions with owners:									
Contributions and distributions									
Equity-settled share-based payments *(Note 25)*	–	–	–	–	704	–	704	–	704
Recognition of cash-out share-based payments liabilities *(Note 25)*	–	–	–	–	(482)	–	(482)	–	(482)
Total transactions with owners	–	–	–	–	222	–	222	–	222
At 31 December 2021	923	9,919	650	(53)	222	(5,205)	6,456	(31)	6,425

Consolidated Statement of Changes in Equity

Year ended 31 December 2022

	Attributable to equity holders of the Company									
	Share capital US$'000 (Note 21)	Share premium US$'000 (Note 22)	Capital reserve US$'000 (Note 22)	Exchange reserve US$'000 (Note 22)	Revaluation reserve US$'000 (Note 22)	Share-based payments reserve US$'000 (Note 22)	Accumulated losses US$'000	Total US$'000	Non-controlling interests US$'000	Total US$'000
At 1 January 2022	923	9,919	650	(53)	–	222	(5,205)	6,456	(31)	6,425
(Loss) Profit for the year	–	–	–	–	–	–	(1,234)	(1,234)	74	(1,160)
Other comprehensive (loss) income:										
Item that will not be reclassified to profit or loss										
Surplus on revaluation of building *(Note 12)*	–	–	–	–	16	–	–	16	–	16
Items that are classified or may be reclassified subsequently to profit or loss										
Release of exchange reserve upon disposal of subsidiaries *(Note 26)*	–	–	–	(14)	–	–	–	(14)	–	(14)
Exchange difference arising on translation of foreign operations	–	–	–	(37)	–	–	–	(37)	(23)	(60)
Total comprehensive (loss) income for the year	–	–	–	(51)	16	–	(1,234)	(1,269)	51	(1,218)
Transactions with owners:										
Contributions and distributions										
Equity-settled share-based payments *(Note 25)*	–	–	–	–	–	312	–	312	–	312
Reversal of equity-settled share-based payments *(Note 25)*	–	–	–	–	–	(72)	–	(72)	–	(72)
Transfer of reserves upon disposal of subsidiaries	–	–	–	–	(16)	–	16	–	–	–
Issue of shares upon fulfilment of Profit Guarantee 2021 *(Note 25)*	25	437	–	–	–	(462)	–	–	–	–
Total transactions with owners	25	437	–	–	(16)	(222)	16	240	–	240
At 31 December 2022	948	10,356	650	(104)	–	–	(6,423)	5,427	20	5,447

Consolidated Statement of Cash Flows

Year ended 31 December 2022

	Notes	2022 US$'000	2021 US$'000
OPERATING ACTIVITIES			
Cash (used in) generated from operations	23	(2,845)	935
Income tax (paid) refunded		(45)	6
Net cash (used in) from operating activities		(2,890)	941
INVESTING ACTIVITIES			
Interest received		18	21
Acquisition of property, plant and equipment		(2)	(11)
Additions of right-of-use assets		–	(10)
Additions to intangible assets		–	(56)
Net cash outflow on acquisition of a subsidiary	25	–	(836)
Net cash inflow on disposal of subsidiaries	26	1,126	102
Net cash from (used in) investing activities		1,142	(790)
FINANCING ACTIVITIES			
Repayment of lease liabilities		(75)	(21)
Interest paid		(4)	(2)
Net cash used in financing activities		(79)	(23)
Net (decrease) increase in cash and cash equivalents		(1,827)	128
Cash and cash equivalents at the beginning of the reporting period		5,276	5,191
Effect of foreign exchange rate changes, net		(39)	(43)
Cash and cash equivalents at the end of the reporting period, represented by bank balances and cash		3,410	5,276

1. CORPORATE INFORMATION

Nexion Technologies Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands on 22 June 2016. The Company's shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business in Singapore and the People's Republic of China (the "PRC") is situated at Unit #10-03, Novelty BizCentre, 18 Howard Road, Singapore 369585 and Room 2021, 2/F, Zhonghui Building, 16 Henan South Road, Huangpu District, Shanghai, the PRC, respectively.

The principal activity of the Company is investment holding. The Company together with its subsidiaries (the "Group") are principally engaged in provision of cyber infrastructure solutions services, provision of cyber security solutions services, and software as a service ("SaaS").

2. PRINCIPAL ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB"), which collective term includes all applicable individual IFRSs, International Accounting Standards ("IASs") and Interpretations issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 consolidated financial statements except for the adoption of the following new/revised IFRSs that are relevant to the Group and effective from the current year.

Adoption of new/revised IFRSs

The Group has applied, for the first time, the following new/revised IFRSs:

Amendments to IAS 16	Proceeds before Intended Use
Amendments to IAS 37	Cost of Fulfilling a Contract
Amendments to IFRS 3	Reference to the Conceptual Framework
Annual Improvements to IFRSs	2018-2020 Cycle

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Adoption of new/revised IFRSs *(Continued)*

Amendments to IAS 16: Proceeds before Intended Use

The amendments clarify the accounting requirements for proceeds received by an entity from selling items produced while testing an item of property, plant or equipment before it is used for its intended purpose. An entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss and measures the cost of those items applying the measurement requirements of IAS 2.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to IAS 37: Cost of Fulfilling a Contract

The amendments clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (for example, direct labour and materials) and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to IFRS 3: Reference to the Conceptual Framework

The amendments update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to IFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying IFRS 3 should instead refer to IAS 37. The exception has been added to avoid an unintended consequence of updating the reference.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Annual Improvements to IFRSs – 2018-2020 Cycle

IFRS 1: Subsidiary as a First-time Adopter

This amendment simplifies the application of IFRS 1 for a subsidiary that becomes a first-time adopter of IFRSs later than its parent – i.e. if a subsidiary adopts IFRSs later than its parent and applies IFRS 1.D16(a), then a subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent's date of transition to IFRSs.

IFRS 9: Fees in the "10 per cent" Test for Derecognition of Financial Liabilities

This amendment clarifies that – for the purpose of performing the "10 per cent" test for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

IFRS 16: Lease Incentives

The amendment removes the illustration of payments from the lessor relating to leasehold improvements. As currently drafted, Example 13 is not clear as to why such payments are not a lease incentive.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Adoption of new/revised IFRSs *(Continued)*

***Annual Improvements Project – 2018-2020 Cycle** (Continued)*

IAS 41: Taxation in Fair Value Measurements

This amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in IAS 41 with those in IFRS 13.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

A summary of the principal accounting policies adopted by the Group is set out below.

Basis of measurement

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for building, which are measured at fair value as explained in the accounting policies set out below.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company using consistent accounting policies.

All intra-group balances, transactions, incomes and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by IFRSs.

Allocation of total comprehensive income

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 is attributed to the owners of the Company and the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

Changes in ownership interests

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

When the Group loses control of a subsidiary, the profit or loss on disposal 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 determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill) and liabilities of the subsidiary, and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position as set out in Note 32 to the consolidated financial statements, investments in subsidiaries is stated at cost less impairment loss, if any. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Goodwill

Goodwill arising on an acquisition of a business is measured at the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree (if applicable) and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units. An impairment loss on goodwill is not reversed.

On the other hand, any excess of the acquisition date amounts of identifiable assets acquired and the liabilities assumed of the acquired business over the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if applicable) and the fair value of the acquirer's previously held interest in the acquiree, if any, after reassessment, is recognised immediately in profit or loss as an income from bargain purchase.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Goodwill *(Continued)*

Any resulting gain or loss arising from remeasuring the previously held equity interests in the acquiree at the acquisition-date fair value is recognised in profit or loss or other comprehensive income, as appropriate.

Property, plant and equipment

Property, plant and equipment, other than building, are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Building is stated at revalued amount, being the fair value at the date of valuation less accumulated depreciation and accumulated impairment losses. Fair value is determined by the valuation assessed by the management annually. Increases in valuation are credited to the property revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same asset and are thereafter charged to profit or loss. Any subsequent increases are credited to profit or loss up to the amount previously charged and thereafter to property revaluation reserve.

Depreciation is provided to write off the cost or valuation less accumulated impairment losses of property, plant and equipment, over their estimated useful lives at the annual rate/useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Building	50 years
Computer equipment	2 – 3 years
Furniture, fixtures and office equipment	2 – 3 years
Leasehold improvements	3 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Intangible assets

Research and development costs – finite useful lives

Research costs are expensed as incurred. Costs incurred on development activities, which involve the application of research findings to a plan or design for the production of new or substantially improved products and processes, are capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in profit or loss as an expense as incurred. When the asset is available for use, the capitalised development costs are amortised on a straight-line basis over a period of 3 years. For intangible assets yet to be available for use, they are stated at cost less any accumulated impairment losses.

Research and development costs – indefinite useful lives

The initial cost of internally developed technologies is capitalised. Internally developed technologies with indefinite useful lives is carried at cost less accumulated impairment losses as the directors of the Company consider that there is no foreseeable limit on the period of time over which the internally developed technologies can be used to generate economic benefits.

Purchased software copyrights – finite useful lives

The initial cost of acquiring software copyrights is capitalised. Software copyrights are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is provided on the straight-line basis over their estimated useful lives of 3 years.

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

Classification and measurement

Financial assets (except for trade receivables without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity instrument measured at fair value through other comprehensive income; or (iv) measured at FVPL.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and measurement (Continued)

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

1) *Financial assets measured at amortised cost*

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVPL:

(i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include trade and other receivables and bank balances and cash.

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are direct attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables and lease liabilities. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Impairment of financial assets and other items

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with IFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

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

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

(i) past due information

(ii) nature of instrument

(iii) nature of collateral

(iv) industry of debtors

(v) geographical location of debtors

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

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 Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

(i) 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); or

(ii) there is a breach of financial covenants by the counterparty.

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.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Impairment of financial assets and other items *(Continued)*

Assessment of 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 at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the 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. In particular, the following information is taken into account in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Low credit risk

A financial instrument is determined to have low credit risk if:

(i) it has a low risk of default;

(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

No financial instruments are determined to have low credit risk.

Simplified approach of ECL

For trade receivables without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

***Impairment of financial assets and other items** (Continued)*

Credit-impaired financial asset

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 include observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower.

(b) a breach of contract, such as a default or past due event.

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Revenue recognition

Revenue from contracts with customers within IFRS 15

Nature of goods or services

The nature of the goods or services provided by the Group is as follows:

- Cyber infrastructure solutions and cyber security solutions
- Maintenance and support service
- SaaS

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

Revenue from contracts with customers within IFRS 15 *(Continued)*

Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a good or service (or a bundle of goods or services) that is distinct; or

(b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and

(b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

Revenue from contracts with customers within IFRS 15 *(Continued)*

Timing of revenue recognition (Continued)

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Revenue from cyber infrastructure solutions, cyber security solutions and SaaS include hardware, software and/or service components. Generally, engagements of this nature are negotiated, priced and concluded as one integrated solution because the provision of consulting, installation and configuration forms an integral part of completing the engagement and therefore, such revenue is recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the customers' acceptance of the integrated solution system is signed and the risks and rewards of the ownership transferred.

Maintenance and support service income is recognised over time on a straight-line basis over the life of the related agreement.

Transaction price: significant financing components

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of goods or services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

The Group determines the interest rate that is commensurate with the rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception by reference to, where appropriate, the interest rate implicit in the contract (i.e. the interest rate that discounts the cash selling price of the goods or services to the amount paid in advance or arrears), the prevailing market interest rates, the Group's borrowing rates and other relevant creditworthiness information of the customer of the Group.

The Group has applied the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.

Performance obligation: warranties

Sales-related warranties associated with cyber infrastructure solutions, cyber security solutions and SaaS cannot be purchased separately and they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Group accounts for the warranties in accordance with IAS 37.

Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For cyber infrastructure solutions, cyber security solutions and SaaS, it is common for the Group to receive from the customer the whole or some of the contractual payments before the services are completed or when the goods are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is Hong Kong dollars ("HK$"), while the consolidated financial statements are presented in United States dollars ("US$") because the Group's transactions are mainly conducted in US$, which is the functional currency of the major subsidiaries of the Group. The management considers it is more appropriate to adopt US$ as the Group's and the Company's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses resulting from the retranslation of non-monetary items carried at fair value are recognised in profit or loss except for those arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the gains or losses are also recognised directly in equity.

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period.

- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rate.

- all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Foreign currency translation *(Continued)*

- on the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation and a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised.

- on the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss.

- on all other partial disposals, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the first in, first out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Impairment of other assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that the Group's property, plant and equipment, right-of-use assets and intangible assets and the Company's investments in subsidiaries may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. In addition, the Group tests its intangible assets that are yet to be available for use for impairment by estimating their recoverable amount on an annual basis and whenever there is an indication that those assets may be impaired. If any such indication exists, the recoverable amount of intangible assets not yet available for use is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior periods. Reversal of impairment loss is recognised as an income in profit or loss immediately.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises:

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date, less any lease incentives received;

(c) any initial direct costs incurred by the Group; and

(d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

As lessee (Continued)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Office premises	Over the term of lease

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;

(b) variable lease payments that depend on an index or a rate;

(c) amounts expected to be payable under residual value guarantees;

(d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

(e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

***As lessee** (Continued)*

A lease modification is accounted for as a separate lease if

(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

(a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.

(b) the Group determines the lease term of the modified contract.

(c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.

(d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.

(e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

The Group has applied the practical expedient provided in Amendments to IFRS 16: *COVID-19-Related Rent Concessions beyond 30 June 2021* and does not assess whether eligible rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modification. The Group accounts for any change in lease payments resulting from the rent concession the same way it would account for the change applying IFRS 16 if the change were not a lease modification.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

As lessee (Continued)

The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) any reduction in lease payments affects only payments originally due on or before 30 June 2022; and

(c) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient consistently to all eligible rent concessions with similar characteristics and in similar circumstances.

Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Other employee benefits: Contingent payments under profit guarantee arrangements

The Group's obligation in respect of contingent payments is the amount of expected future benefit that employees have earned in return for their services in the current and prior periods under the profit guarantee arrangements. The obligation is calculated using the projected unit credit method and discounted to its present value. The measurement takes into account various factors including the expectation of attaining the earning targets. Remeasurements are recognised in profit or loss in the period in which they arise.

Share-based payment transactions

Equity-settled transactions

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares. The cost of such transactions with employees is measured by reference to the fair value of the equity instruments at the grant date. The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a reserve within equity. The fair value is determined using the binomial model, taking into account any market conditions and non-vesting conditions.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the vesting conditions are to be fulfilled, ending on the date on which the entitlement of relevant employees to the award is no longer conditional on the satisfaction of any non-market vesting conditions (vesting date). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior periods is charged/credited to profit or loss for the year of review, with a corresponding adjustment to the reserve within equity.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill, or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Related parties

A related party is a person or entity that is related to the Group.

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

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

   (ii) has significant influence over the Group; or

   (iii) is a member of the key management personnel of the Group or of the holding company of the Group.

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

   (i) the entity and the Group are members of the same group (which means that each holding company, 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 employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Related parties *(Continued)*

(b) *(Continued)*

(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 holding company of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the holding company of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the consolidated financial statements provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Critical accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Critical accounting estimates and judgements *(Continued)*

Key sources of estimation uncertainty

Useful lives of property, plant and equipment, right-of-use assets and intangible assets

The management determines the estimated useful lives of the Group's property, plant and equipment, right-of-use assets and intangible assets based on the experience of actual useful lives of assets of similar nature and functions or expected useful lives of assets, after taking into account of estimated technology life cycle. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation and amortisation charges included in profit or loss.

Impairment of property, plant and equipment, right-of-use assets and intangible assets

The management determines whether the Group's property, plant and equipment, right-of-use assets and intangible assets are impaired when an indication of impairment exists or when annual impairment testing is required. This requires an estimation of the recoverable amount of the property, plant and equipment, right-of-use assets and intangible assets, which is equal to the higher of fair value less costs of disposal or the value in use. Estimating the value in use requires the management to make an estimate of the expected future cash flows from the property, plant and equipment, right-of-use assets and intangible assets, and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Any impairment will be charged to profit or loss.

Discount rates for calculating lease liabilities – as lessee

The Group uses the lessee's incremental borrowing rates to discount future lease payments since interest rates implicit in the leases are not readily determinable. In determining the discounts rates for its leases, the Group refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.

Revaluation of building

At the date of disposal, the Group's building with carrying amount of approximately US$1,107,000 *(2021: approximately US$1,088,000)* was stated at revalued amount based on the valuation carried out by the management with reference to recent market transaction prices at the date of disposal and/or market rental value for similar properties at similar locations, adjusted for certain estimates of market conditions.

In determining the fair value of the building, the management had based on a method of valuation which involves, inter alia, sales price of comparable properties in close proximity adjusted for differences in key valuation attributes, such as size and age. Management had exercised their judgement and was satisfied that the method of valuation is reflective of the current market conditions at the date of disposal. Particular of the valuation of building of the Group is set out in Note 12 to the consolidated financial statements.

Identification of leases

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease based on the requirements of IFRS 16 and all the relevant facts and circumstances. In particular, the Group assesses whether the contract involves the use of an identified asset by applying the concept of substantive substitution right. Also, the Group assesses whether the Group or the customer has the right to direct the use of the identified asset with reference to determination of which party has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In cases where such decisions are predetermined, the right to operate the asset or the incorporation of such decisions by means of designing the asset are considered.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Critical accounting estimates and judgements *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Loss allowance for ECL

The Group's management estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables.

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business, where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impair the current income tax and deferred tax provision in the period in which such determination is made.

Revenue recognition

The Group recognised revenue from cyber infrastructure solutions, cyber security solutions and SaaS at point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the customers' acceptance of the integrated solution is signed and the risks and rewards of the ownership transferred. The identification and completion of performance obligations for each contract requires the use of judgement and estimates.

Acquisition of subsidiaries

The initial accounting on the acquisition of subsidiaries involves identifying and determining the fair value to be assigned to the identifiable assets and liabilities of the acquired entities. The fair value of the identified assets and liabilities and consideration are determined based on the judgement of the management. Details of the acquisition are set in Note 25 to the consolidated financial statements.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the recoverable amount of the CGU to which the goodwill is allocated. Estimating the recoverable amount requires the management to choose a suitable valuation model and make estimation of the key valuation parameter and other relevant business assumptions. Details of the estimates used to calculate the recoverable amount are given in Note 15 to the consolidated financial statements.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

Future changes in IFRSs

At the date of authorisation of these consolidated financial statements, the IASB has issued the following new/revised IFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to IAS 1	Disclosure of Accounting Policies [1]
Amendments to IAS 8	Definition of Accounting Estimates [1]
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction [1]
IFRS 17	Insurance Contracts [1]
Amendment to IFRS 17	Initial Application of IFRS 17 and IFRS 9 – Comparative Information [1]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current [2]
Amendments to IAS 1	Non-current Liabilities with Covenants [2]
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback [2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [3]

1 Effective for annual periods beginning on or after 1 January 2023
2 Effective for annual periods beginning on or after 1 January 2024
3 The effective date to be determined

The management of the Group do not anticipate that the adoption of these new/revised IFRSs in future periods will have any material impact on the Group's consolidated financial statements.

3. SEGMENT INFORMATION

The executive directors of the Company have been identified as the chief operating decision-makers. The executive directors of the Company review the Group's internal reports in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

Based on the products, solutions and services offered by the Group to the customers, the executive directors of the Company consider that the operating segments of the Group comprise (i) cyber infrastructure solutions including maintenance and support service income; (ii) cyber security solutions; and (iii) SaaS.

The measure used for reporting segment results is "Adjusted EBITDA" (i.e. "adjusted earnings before interest, taxes, depreciation and amortisation"). To arrive at the Adjusted EBITDA, the Group's earnings before interest, taxes, depreciation and amortisation are further adjusted for items not specifically attributed to individual segments, such as directors' and auditor's remuneration and other head office or corporate administrative costs.

No analysis of the Group's assets and liabilities by operating segments is presented as it is not regularly provided to the chief operating decision-makers for review.

In addition, the directors of the Company consider that the Group's place of domicile is Singapore, where the central management and control is located.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

3. SEGMENT INFORMATION *(Continued)*

The segment information provided to the executive directors of the Company for the reportable segments for the years ended 31 December 2022 and 2021 is as follows:

	Cyber infrastructure solutions *US$'000*	Cyber security solutions *US$'000*	SaaS *US$'000*	Total *US$'000*
Year ended 31 December 2022				
Revenue from external customers and reportable segment revenue	**2,280**	**2,551**	**603**	**5,434**
Reportable segment results (Adjusted EBITDA)	**36**	**17**	**152**	**205**
Other information:				
Impairment loss on trade receivables	**–**	**126**	**–**	**126**
Depreciation and amortisation	**357**	**336**	**37**	**730**
Gain on disposal of subsidiaries	**–**	**(43)**	**–**	**(43)**
Employee benefits arisen in profit guarantee	**–**	**36**	**–**	**36**
Share-based payments in respect of profit guarantee	**–**	**312**	**–**	**312**
Reversal of share-based payments in respect of profit guarantee	**–**	**(376)**	**–**	**(376)**
Year ended 31 December 2021				
Revenue from external customers and reportable segment revenue	4,349	1,363	1,243	6,955
Reportable segment results (Adjusted EBITDA)	(80)	(689)	(328)	(1,097)
Other information:				
Impairment loss on other receivable	–	–	208	208
Depreciation and amortisation	497	333	18	848
Gain on disposal of subsidiaries	–	(110)	–	(110)
Employee benefits arisen in profit guarantee	–	173	–	173
Share-based payments in respect of profit guarantee	–	704	–	704

3. SEGMENT INFORMATION *(Continued)*

Reconciliation of reportable segment results

	2022 US$'000	2021 US$'000
Reportable segment results (Adjusted EBITDA)	**205**	(1,097)
Interest income	**18**	21
Depreciation and amortisation	**(730)**	(848)
Impairment loss on trade and other receivables	**–**	(232)
Unallocated expenses	**(636)**	(886)
Loss before income tax	**(1,143)**	(3,042)
Income tax expenses	**(17)**	(38)
Loss for the year	**(1,160)**	(3,080)

Information about geographical areas

The following table sets out information about the geographical location of (i) the Group's revenue from external customers; and (ii) the Group's property, plant and equipment, right-of-use assets, intangible assets and goodwill (the "Specified Non-current Assets"). The geographical location of revenue is based on the location of end users. The geographical location of the Specified Non-current Assets is based on the physical location of the assets (in the case of property, plant and equipment and right-of-use assets, the location of operation to which they are located; in the case of intangible assets and goodwill, the location of operations).

(a) Revenue from external customers

	2022 US$'000	2021 US$'000
Hong Kong	**–**	192
Malaysia	**536**	529
Myanmar	**265**	209
The PRC	**624**	1,243
Philippines	**73**	111
Singapore	**2,090**	1,051
Taiwan	**–**	4
Vietnam	**1,846**	3,616
	5,434	6,955

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Year ended 31 December 2022

3. SEGMENT INFORMATION *(Continued)*

Information about geographical areas *(Continued)*

(b) Specified Non-current Assets

	2022 US$'000	2021 US$'000
Hong Kong	–	14
Malaysia	2	–
Singapore	742	1,894
The PRC	1,047	1,698
	1,791	3,606

Information about major customers

Revenue from customers individually contributing 10% or more of the total revenue of the Group for the years ended 31 December 2022 and 2021 is as follows:

	2022 US$'000	2021 US$'000
– Cyber infrastructure solutions		
Customer A	1,846	1,383
Customer B	–	2,233
– Cyber security solutions		
Customer C	1,512	–
– SaaS		
Customer D	593	*(Note)*

Note: The customer individually did not contribute 10% or more of the total revenue of the Group for the relevant year.

4. REVENUE

	2022 US$'000	2021 US$'000
Revenue from contracts with customers within IFRS 15		
– At a point in time		
Cyber infrastructure solutions	2,192	4,324
Cyber security solutions	2,551	1,363
SaaS	603	1,243
– Over time		
Maintenance and support service income	88	25
	5,434	6,955

5. OTHER INCOME

	2022 US$'000	2021 US$'000
Exchange gain, net	–	28
Gain on disposal of subsidiaries *(Note 26)*	43	110
Government grants *(Note)*	57	63
Interest income	18	21
Reversal of share-based payments in respect of profit guarantee *(Note 25)*	376	–
Others	9	14
	503	236

Note: In the opinion of the management of the Group, there were no unfulfilled conditions or contingencies relating to these grants.

6. LOSS BEFORE INCOME TAX

This is stated after charging (crediting):

	2022 US$'000	2021 US$'000
Finance costs		
Finance charges on lease liabilities	4	2
Staff costs and related expenses (including directors' remuneration):		
Salaries, allowances and other benefits	810	859
Contributions to defined contribution plans	105	95
Employee benefits arisen in profit guarantee *(Note 25)*	36	173
Share-based payments in respect of profit guarantee *(Note 25)*	312	704
	1,263	1,831
Less: Staff costs capitalised as "Intangible Assets"	–	(56)
	1,263	1,775
Other items		
Auditor's remuneration	109	107
Amortisation of intangible assets	567	567
Depreciation of property, plant and equipment	85	258
Depreciation of right-of-use assets	78	23
Research and development expenses	–	7
Short-term lease payments on premises	13	49
Exchange loss (gain), net	1	(28)

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Year ended 31 December 2022

7. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the following directors of the Company were as follows:

	Directors' fees *US$'000*	Salaries and allowances *US$'000*	Discretionary bonus *US$'000*	Contributions to defined contribution plans *US$'000*	Total *US$'000*
Year ended 31 December 2022					
Executive directors					
Mr. Foo Moo Teng [2]	**–**	**31**	**–**	**3**	**34**
Mr. Ong Gim Hai *(Chairman and chief executive officer)*	**–**	**17**	**–**	**–**	**17**
Non-executive director					
Mr. Roy Ho Yew Kee [1]	**15**	**–**	**–**	**–**	**15**
Independent non-executive directors					
Ms. Lim Joo Seng	**15**	**–**	**–**	**–**	**15**
Mr. Tang Chak Lam Gilbert	**15**	**–**	**–**	**–**	**15**
Mr. Yeung Chun Yue David	**15**	**–**	**–**	**–**	**15**
	60	**48**	**–**	**3**	**111**
Year ended 31 December 2021					
Executive directors					
Mr. Foo Moo Teng *(Chairman and chief executive officer)* [2]	–	90	7	8	105
Mr. Roy Ho Yew Kee [1]	–	12	–	–	12
Mr. Ong Gim Hai	–	12	–	–	12
Independent non-executive directors					
Ms. Lim Joo Seng	15	–	–	–	15
Mr. Tang Chak Lam Gilbert	15	–	–	–	15
Mr. Yeung Chun Yue David	15	–	–	–	15
	45	114	7	8	174

1 Re-designated to non-executive director on 31 January 2022
2 Resigned on 31 May 2022

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to any of these directors as an inducement to join or upon joining the Group or as a compensation for loss of office. No directors waived or agreed to waive any emoluments during the years ended 31 December 2022 and 2021.

8. FIVE HIGHEST PAID INDIVIDUALS

Of the five highest paid individuals, one director who resigned during the year but continued to be employed as employee of the Group *(2021: one is director whose emolument is disclosed above)*. An analysis of the five highest paid individuals during the years ended 31 December 2022 and 2021 is as follows:

	Number of individuals	
	2022	2021
Director	–	1
Non-director	**5**	4
	5	5

Details of the remuneration of the emoluments in respect of the five highest paid individuals are as follows:

	2022	2021
	US$'000	*US$'000*
Salaries and allowances	**311**	254
Discretionary bonus	**11**	32
Contributions to defined contribution plans	**20**	17
Employee benefits arisen in profit guarantee	**27**	173
Share-based payments in respect of profit guarantee	**234**	704
Reversal of share-based payments in respect of profit guarantee	**(282)**	–
	321	1,180

The number of these individuals whose emoluments fell within the following emoluments band is as follows:

	2022	2021
Nil to HK$1,000,000	**5**	3
HK$1,500,001 to HK$2,000,000	–	1
HK$5,000,001 to HK$5,500,000	–	1
	5	5

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to any of these highest paid individuals as an inducement to join or upon joining the Group or as a compensation for loss of office. None of these highest paid individuals waived or has agreed to waive any emoluments during the years ended 31 December 2022 and 2021.

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9. INCOME TAX EXPENSES

	2022 US$'000	2021 US$'000
Current tax		
Singapore corporate income tax	**2**	28
Under provision in prior years	**12**	6
Malaysia corporate income tax	**3**	–
PRC enterprise income tax	**–**	4
Total income tax expenses for the year	**17**	38

The group entities established in the Cayman Islands and the British Virgin Islands (the "BVI") are exempted from income tax. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong during the years ended 31 December 2022 and 2021.

The Group's subsidiaries established in the PRC are subject to enterprise income tax ("EIT") at 25% *(2021: 25%)* of the estimated assessable profits for the year based on the existing legislation, interpretations and practices in respect thereof. No provision for EIT has been made for the year ended 31 December 2022 as those subsidiaries established in the PRC incurred a loss for taxation purposes.

Singapore corporate income tax ("CIT") is calculated at 17% of the estimated assessable profits with no CIT rebate for the years ended 31 December 2022 and 2021. Singapore incorporated companies can also enjoy 75% tax exemption on the first Singapore Dollars ("SG$") 10,000 of normal chargeable income and a further 50% tax exemption on the next SG$190,000 of normal chargeable income during the years ended 31 December 2022 and 2021.

Malaysia CIT is calculated at 24% of the estimated assessable profits for the year ended 31 December 2022. Malaysia incorporated entities with paid-up capital of RM2.5 million or less enjoy tax rate of 17% on the first RM600,000 and remaining balance of the estimated assessable profits at tax rate of 24% for the year ended 31 December 2022. Malaysia CIT has not been provided for the year ended 31 December 2021 as the subsidiary incorporated in Malaysia incurred a loss for taxation purpose.

Reconciliation of income tax expenses

	2022 US$'000	2021 US$'000
Loss before income tax	**(1,143)**	(3,042)
Tax calculated at domestic tax rates applicable to profit in the respective tax jurisdictions	**(180)**	(540)
Non-deductible expenses	**160**	492
Tax exempt revenue	**(28)**	(26)
Unrecognised tax losses	**66**	114
Under provision in prior years	**12**	6
Others	**(13)**	(8)
Income tax expenses	**17**	38

10. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to equity holders of the Company are based on the following information:

	2022	2021
	US$'000	*US$'000*
Loss for the year attributable to the owners of the Company, used in basic and diluted loss per share calculation	**(1,234)**	(3,106)
	Number of shares ('000)	
Weighted average number of ordinary shares for basic and diluted loss per share calculation	**728,300**	720,000

The weighted average number of ordinary shares of 728,299,726 for the year ended 31 December 2022 is derived from 739,800,000 shares in issue after taking into account the effects of issue of 19,800,000 shares upon fulfilment of the Profit Guarantee 2021 (as defined in Note 25) on 1 August 2022.

Diluted loss per share was the same as the basic loss per share for the year ended 31 December 2022 as there were no dilutive potential ordinary shares.

At 31 December 2021, the performance-based conditions of the Profit Guarantee 2021 (as defined in Note 25) and the Profit Guarantee 2022 as set out in Note 25 to the consolidated financial statements were not regarded as satisfied, and thus the contingently issuable ordinary shares were not treated as outstanding for the year ended 31 December 2021 and were not included in the calculation of diluted loss per share. As a result, diluted loss per share was the same as basic loss per share for the year ended 31 December 2021.

11. DIVIDENDS

The directors of the Company did not recommend a payment of a final dividend for the year ended 31 December 2022 *(2021: Nil)*.

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12. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements *US$'000*	Furniture, fixtures and office equipment *US$'000*	Computer equipment *US$'000*	Building *US$'000*	Total *US$'000*
Reconciliation of carrying amount – Year ended 31 December 2021					
At 1 January 2021	7	7	291	1,149	1,454
Additions – business combinations *(Note 25)*	–	1	4	–	5
Additions	–	11	–	–	11
Depreciation	(4)	(7)	(224)	(23)	(258)
Disposal of subsidiaries *(Note 26)*	–	(1)	–	–	(1)
Exchange alignment	–	–	–	(38)	(38)
At 31 December 2021	3	11	71	1,088	1,173
Reconciliation of carrying amount – Year ended 31 December 2022					
At 1 January 2022	**3**	**11**	**71**	**1,088**	**1,173**
Additions	**–**	**–**	**2**	**–**	**2**
Depreciation	**(1)**	**(7)**	**(70)**	**(7)**	**(85)**
Disposal of subsidiaries *(Note 26)*	**(2)**	**(1)**	**–**	**(1,107)**	**(1,110)**
Surplus on revaluation of building	**–**	**–**	**–**	**16**	**16**
Exchange alignment	**–**	**–**	**(1)**	**10**	**9**
At 31 December 2022	**–**	**3**	**2**	**–**	**5**
At 31 December 2021					
Cost or valuation	12	30	2,569	1,088	3,699
Accumulated depreciation and impairment losses	(9)	(19)	(2,498)	–	(2,526)
Net book value	3	11	71	1,088	1,173
At 31 December 2022					
Cost	**–**	**16**	**190**	**–**	**206**
Accumulated depreciation and impairment losses	**–**	**(13)**	**(188)**	**–**	**(201)**
Net book value	**–**	**3**	**2**	**–**	**5**

12. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

a) Revaluation of building

On 5 May 2022, the Group disposed the building with fair value at approximately US$1,107,000 upon the disposal of the entire equity interests in Fortune Shoreline Limited ("Fortune Shoreline") and its subsidiary, Nexion Investment Pte. Ltd (collectively, "Fortune Shoreline Group").

At 15 April 2022 and 31 December 2021, the valuation on the building (located in Singapore) was conducted by an independent professional qualified valuer using direct comparison approach by making reference to comparable sales evidence as available in the relevant market. Sales prices of comparable properties in close proximity adjusted for differences in key valuation attributes, such as size, was used to value the building. The most significant input into this valuation approach is price per square foot. At 15 April 2022, the carrying amount of the building was approximately US$1,107,000 *(31 December 2021: approximately US$1,088,000)*.

In estimating the fair value of the building, the highest and best use of building is the current use. The management of the Group uses market-observable data to the extent it is available. At the date of disposal and 31 December 2021, where Level 1 inputs are not available, the management of the Group establish and determine the appropriate valuation techniques and inputs for Level 2 fair value measurement.

Building is classified as Level 2 under fair value hierarchy at the date of disposal and 31 December 2021. There were no transfers into or out of Level 2 during the years ended 31 December 2022 and 2021.

The carrying amount of the building at the date of disposal would have been approximately US$1,107,000 *(31 December 2021: approximately US$1,088,000)* had it been stated at cost less accumulated depreciation.

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13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Right-of-use assets

	Office premises	
	2022	2021
	US$'000	*US$'000*
Reconciliation of carrying amount		
At the beginning of the reporting period	**103**	–
Addition	**31**	132
Depreciation	**(78)**	(23)
Disposal of subsidiaries *(Note 26)*	**–**	(6)
Exchange alignment	**(2)**	–
At the end of the reporting period	**54**	103
At 31 December		
Cost	**155**	126
Accumulated depreciation	**(101)**	(23)
Net carrying amount	**54**	103

Lease liabilities

	2022	2021
	US$'000	*US$'000*
Current portion	**54**	65
Non-current portion	**–**	36
	54	101

The Group leases office premises for its operation and the lease terms of two years. The total cash outflow for lease was approximately US$79,000 *(2021: approximately US$33,000)* for the year ended 31 December 2022.

At 31 December 2022, the weighted average effective interest rate for the lease liabilities of the Group was 3.2% per annum *(2021: 4.0% per annum)*.

14. INTANGIBLE ASSETS

	Internally developed technologies – indefinite useful lives US$'000	Internally developed technologies – finite useful lives US$'000	Copyrights – finite useful lives US$'000	Total US$'000
Reconciliation of carrying amount – Year ended 31 December 2021				
At 1 January 2021	545	–	1,653	2,198
Additions	–	56	–	56
Amortisation	–	–	(567)	(567)
Disposal of subsidiaries *(Note 26)*	–	(56)	–	(56)
Exchange alignment	13	–	–	13
At 31 December 2021	558	–	1,086	1,644
Reconciliation of carrying amount – Year ended 31 December 2022				
At 1 January 2022	**558**	**–**	**1,086**	**1,644**
Amortisation	**–**	**–**	**(567)**	**(567)**
Exchange alignment	**(44)**	**–**	**–**	**(44)**
At 31 December 2022	**514**	**–**	**519**	**1,033**
At 31 December 2021				
Cost	558	–	1,700	2,258
Accumulated amortisation	–	–	(614)	(614)
Net book value	558	–	1,086	1,644
At 31 December 2022				
Cost	**514**	**–**	**1,700**	**2,214**
Accumulated amortisation	**–**	**–**	**(1,181)**	**(1,181)**
Net book value	**514**	**–**	**519**	**1,033**

Development costs represented costs incurred at the development phase of certain new technologies, which are capitalised and amortised (if applicable) in accordance with the accounting policies set out in Note 2 to the consolidated financial statements.

All intangible assets are available for use at 31 December 2022 and 2021.

The internally developed technologies with finite useful lives had been fully disposed upon the disposal of Expert Team Limited and its subsidiary, Expert Team Pte Ltd (collectively, the "Expert Team") on 29 September 2021 as set out in Note 26 in the consolidated financial statements.

Notes to the Consolidated Financial Statements

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14. INTANGIBLE ASSETS *(Continued)*

Impairment assessments

(i) Intangible assets with finite useful lives and already in use

The Group carried out impairment test for intangible assets with finite useful lives and already in use where an indicator of impairment appears by comparing their recoverable amounts to their carrying amounts at the end of each reporting period.

At 31 December 2022 and 2021, the management is of the view that the copyrights with finite useful lives and already in use were not impaired as their recoverable amounts exceed their carrying amounts. The internally developed technologies with finite useful lives had been fully disposed upon the disposal of Expert Team for the year ended 31 December 2021.

(ii) Intangible assets with indefinite useful lives

The Group carries out annual impairment test for intangible assets with indefinite useful lives by comparing their recoverable amounts to their carrying amounts at the end of each reporting period.

The recoverable amount of intangible assets with indefinite useful lives were assessed on the value-in-use calculations using pre-tax cash flow projections which is approved by management covering a 5-year period. Cash flows beyond the 5-year period have been extrapolated using a 1% *(2021: 5%)* long-term growth rate and 7% *(2021: 7%)* discount rate. The estimated revenue and costs for each individual intangible asset were based on management expectation, and the management determined the growth rate based on past performance and the expectation of market development. Projected cash flows are discounted at a suitable pre-tax discount rate to reflect the specific risks involved over the forecasted period. At 31 December 2022 and 2021, the management is of the view that the intangible assets with indefinite useful lives were not impaired as their recoverable amounts exceed their carrying amounts.

15. GOODWILL

	2022	2021
	US$'000	*US$'000*
Reconciliation of carrying amount		
At the beginning of the reporting period	**686**	–
Additions *(Note 25)*	**–**	707
Exchange alignment	**13**	(21)
At the end of the reporting period	**699**	686
Cost	**699**	686
Accumulated impairment losses	**–**	–
	699	686

15. GOODWILL *(Continued)*

On 5 May 2021, the Company acquired entire equity interests in WerkDone Pte. Ltd. ("WerkDone", previously known as Storm Front Pte. Ltd.), at a consideration of SG$1,167,000 *(equivalent to approximately US$880,000)*, as set out in Note 25 in the consolidated financial statements. WerkDone is engaged in provision of smart technology services and cyber security solutions services in workspace, community and cloud, like visitor management system and business process automation, etc. (the "Smart Technology CGU"), which is under the segment of cyber security solutions. The excess of the consideration over the acquisition date fair value of the identifiable assets acquired and the liabilities assumed of approximately US$707,000 was recognised as goodwill.

At 31 December 2022 and 2021, the Group assessed the recoverable amount of the Smart Technology CGU with reference to a value-in-use calculation based on cash flow projection of WerkDone. The calculation uses cash flow projection based on financial budgets approved by Directors covering a 5-year period. Cash flows beyond the 5-year period have been extrapolated using a 2% long-term growth rate. This growth rate is based on the inflation rate in Singapore and capped by the growth rate for the relevant industry.

Accordingly, the recoverable amount of the Smart Technology CGU based on the value-in-use calculation exceeded its carrying amount by approximately US$2,794,000 *(2021: approximately US$6,598,000)*. No impairment loss is recognised for the years ended 31 December 2022 and 2021.

Key assumption used and approach in determining the key assumptions

	2022	2021
Average gross profit margin	**43%**	70%
Average growth rate	**8%**	8%
Long-term growth rate	**2%**	2%
Discount rate	**7%**	6%

Management determined the budgeted gross profit margin and growth rate based on past performance and the expectation of market development. The discount rate used is pre-tax and reflects specific risks relating to the Smart Technology CGU.

The management considered that any reasonable possible change in the key assumptions used in the value-in-use calculation on the Smart Technology CGU would not cause an impairment loss.

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16. SUBSIDIARIES

Details of principal subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Place of incorporation	Paid-up/ registered share capital	Attributable equity interest held by the Company		Principal activities and place of operation	Legal form of corporate existence
			2022	2021		
Directly held by the Company						
Nexion Global Investments Limited	The BVI	US$10,000	**100%**	100%	Investment holding, Hong Kong	Private limited liability company
WerkDone	Singapore	SG$100,000	**100%**	100%	Provision for cyber security solutions services, Singapore	Private limited liability company
Indirectly held by the Company						
Nexion (Hong Kong) Limited	Hong Kong	HK$100	**100%**	100%	Provision of administrative and secretarial services to group companies, Hong Kong	Private limited liability company
Nex Direction Limited	Hong Kong	HK$10,000	**100%**	100%	Provision for cyber security solutions services, Hong Kong	Private limited liability company
Netsis Technology (S) Pte. Ltd.	Singapore	SG$500,000	**100%**	100%	Provision of cyber infrastructure solutions services, Singapore	Private limited liability company
Nexion Technologies (M) Sdn. Bhd.	Malaysia	Malaysian Ringgit ("RM") 100	**100%**	100%	Provision for cyber security solutions services, Malaysia	Private limited liability company
耐信(上海)科技服務有限公司 *(Note (i))*	The PRC	*(Note (ii))*	**100%**	100%	Provision of SaaS, The PRC	Private limited liability company
湖南淥江科技有限公司 *(Note (i))*	The PRC	Renminbi ("RMB") 10,000,000	**70%**	70%	Provision of SaaS, The PRC	Private limited liability company

Notes:

(i) Registered under the laws of the PRC as domestic enterprise.

(ii) The registered share capital is RMB30,000,000 *(2021: RMB10,000,000)* which was not yet paid up at the end of the reporting period.

The above table lists the subsidiaries of the Company which, in the opinion of the management, principally affected the results or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the management, result in particulars of excessive length.

17. INVENTORIES

	2022 **US$'000**	2021 US$'000
Computer hardware for reselling	**30**	78

18. TRADE AND OTHER RECEIVABLES

	Notes	**2022** **US$'000**	2021 US$'000
Trade receivables from third parties		**367**	2,861
Less: Loss allowance	*28*	**(131)**	(5)
	18(a)	**236**	2,856
Other receivables			
Prepayments		**1,150**	1,071
Deposits and other receivables		**542**	707
		1,692	1,778
		1,928	4,634

Information about the Group's exposure to credit risks and loss allowance for trade and other receivables is included in Note 28 to the consolidated financial statements.

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18. TRADE AND OTHER RECEIVABLES *(Continued)*

(a) The Group normally grants credit terms up to 90 days, from the date of issuance of invoices, to its customers and specific progress billing arrangement with the last instalment paid up to 6 months after delivery may be agreed with individual customers as approved by the management on a case by case basis. The ageing analysis of trade receivables based on invoice date (net of loss allowance) at the end of the reporting period is as follows:

	2022	2021
	US$'000	*US$'000*
Within 30 days	**130**	2,447
31 to 60 days	**17**	66
61 to 90 days	**45**	149
91 to 180 days	**16**	127
181 to 365 days	**1**	38
Over 1 year	**27**	29
	236	2,856

At the end of the reporting period, the ageing analysis of the trade receivables (net of loss allowance) by due date is as follows:

	2022	2021
	US$'000	*US$'000*
Not yet due	**130**	2,444
Past due:		
Within 30 days	**12**	68
31 to 60 days	**45**	86
61 to 90 days	**5**	146
91 to 180 days	**16**	45
181 to 365 days	**1**	44
Over 1 year	**27**	23
	106	412
	236	2,856

19. TRADE AND OTHER PAYABLES

	Notes	2022 US$'000	2021 US$'000
Trade payables to third parties	*19(a)*	**283**	1,112
Other payables			
Accruals and other payables	*19(b)*	**941**	3,287
Receipt in advance	*19(c)*	**282**	2,486
Payable on acquisition of intangible assets	*19(d)*	**158**	158
		1,381	5,931
		1,664	7,043

(a) The trade payables are non-interest bearing and the Group is normally granted with a credit term up to 90 days. At the end of the reporting period, the ageing analysis of the trade payables based on invoice date is as follows:

	2022 US$'000	2021 US$'000
Within 30 days	**111**	989
31 to 60 days	**5**	35
61 to 90 days	**38**	34
Over 90 days	**129**	54
	283	1,112

(b) Included in accruals and other payables at 31 December 2022 were payables to subcontractors of approximately US$367,000 *(2021: approximately US$1,281,000)*. In addition, included in accruals and other payables at 31 December 2021 was accrued employee benefits arisen in profit guarantee of approximately US$655,000 and it was fully settled or reversed during the year ended 31 December 2022.

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19. TRADE AND OTHER PAYABLES *(Continued)*

(c) The movements (excluding those arising from increases and decreases both occurred within the same year) of receipt in advance from contracts with customer within IFRS 15 during each of the reporting period are as follows:

	2022	2021
	US$'000	*US$'000*
At the beginning of the reporting period	**2,486**	462
Recognised as revenue	**(2,473)**	(323)
Receipt of advances or recognition of receivables	**272**	2,395
Disposal of subsidiaries *(Note 26)*	**(3)**	(48)
At the end of the reporting period	**282**	2,486

Included in the amount of transaction price allocated to the remaining performance obligations that are unsatisfied (or partially unsatisfied) at 31 December 2022 is approximately US$282,000 *(2021: approximately US$2,486,000)*, which is expected to be recognised as revenue within 1 year.

(d) During the year ended 31 December 2020, the Group had acquired several software copyrights with a total consideration of US$1,700,000 which recognised as "Intangible Assets". Up to 31 December 2022, consideration of US$158,000 *(2021: US$158,000)* is remained unsettled and repayable on demand *(2021: repayable within a year)*.

20. DEFERRED TAX

The movements for the year in the Group's deferred tax liabilities arising from depreciation allowance are as follows:

	2022	2021
	US$'000	*US$'000*
At the beginning of the reporting period	**1**	1
Disposal of subsidiaries *(Note 26)*	**(1)**	–
At the end of the reporting period	**–**	1

Unrecognised deferred tax assets

At the end of the reporting period, the Group had unrecognised deferred tax assets arising from unused tax losses of approximately US$1,563,000 *(2021: approximately US$1,262,000)* available for set-off against future taxable profit.

20. DEFERRED TAX *(Continued)*

Unrecognised deferred tax assets *(Continued)*

The Group has not recognised deferred tax assets in respect of the tax losses, as set out below, because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom. The unrecognised tax losses will expire as follows:

	2022 ***US$'000***	2021 *US$'000*
Year 2025	**238**	238
Year 2026	**251**	251
Year 2027	**166**	–
No expiry	**908**	773
	1,563	1,262

21. SHARE CAPITAL

	Number of shares	***HK$***	**Equivalent to *US$***
Ordinary share of HK$0.01 each			
Authorised:			
At 1 January 2021, 31 December 2021 and 31 December 2022	**6,000,000,000**	**60,000,000**	**7,692,308**
Issued and fully paid:			
At 1 January 2021, 31 December 2021 and 1 January 2022	**720,000,000**	**7,200,000**	**923,077**
Issue of shares upon fulfilment of the Profit Guarantee 2021 *(Note 25)*	**19,800,000**	**198,000**	**25,385**
At 31 December 2022	**739,800,000**	**7,398,000**	**948,462**

22. RESERVES

Share premium

It represents the excess of the net proceeds from issuance of the Company's shares over its par value. Under the law of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

22. RESERVES *(Continued)*

Capital reserve

For the consolidated statement of financial position of the Group, it represents the aggregate amount of the issued and paid-up share capital of the entities now comprising the Group before completion of the reorganisation, which carried out in preparation for the listing of the Company's shares, less consideration paid to acquire the relevant interests (if any) upon completion of the reorganisation.

For the statement of financial position of the Company, it represents the combined net assets value of Nexion Global Investments Limited and its subsidiaries upon the execution of share swap, which was acquired by the Company by way of allotment of the Company's share through share swap, less the nominal value of the Company's share issued.

Exchange reserve

Exchange reserve has been set up and is dealt with in accordance with the accounting policies adopted for foreign currency translation as set out in Note 2 to the consolidated financial statements.

Revaluation reserve

The reserve comprised the cumulative net change in the fair value of the property, plant and equipment measured at fair value at the end of the reporting period and was dealt with in accordance with the accounting policies adopted.

Share-based payment reserve

The reserve comprised the fair value at the grant date of unexercised share options granted to and other share-based payment transactions dealt with employees of the Group and was dealt with in accordance with the accounting policies adopted.

23. CASH (USED IN) GENERATED FROM OPERATIONS

	2022 ***US$'000***	2021 *US$'000*
Loss before income tax	**(1,143)**	(3,042)
Amortisation of intangible assets	**567**	567
Depreciation of property, plant and equipment	**85**	258
Depreciation of right-of-use assets	**78**	23
Equity-settled share-based payments	**312**	704
Reversal of share-based payments	**(376)**	–
Gain on disposal of subsidiaries	**(43)**	(110)
Interest income	**(18)**	(21)
Finance costs	**4**	2
Loss allowance on trade receivables	**126**	–
Loss allowance on other receivables	**–**	440
Changes in working capital:		
Inventories	**48**	(64)
Trade and other receivables	**2,576**	(2,085)
Trade and other payables	**(5,061)**	4,263
Cash (used in) generated from operations	**(2,845)**	935

24. ADDITIONAL INFORMATION ON THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2022, the Group recognised right-of-use assets of approximately US$31,000 *(2021: approximately US$132,000)* which does not have down payment *(2021: approximately US$10,000)* and lease liabilities of approximately US$31,000 *(2021: approximately US$122,000)*.

(b) Reconciliation of liabilities arising from financing activities

Details of changes in the Group's liabilities arising from financing activities are as follows:

Year ended 31 December 2022

	At 1 January 2022	Cash flows	Non-cash changes		At 31 December 2022
			Addition	Exchange alignment	
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Lease liabilities	**101**	**(75)**	**31**	**(3)**	**54**

	At 1 January 2021	Cash flows	Non-cash changes	At 31 December 2021
			Addition	
	US$'000	*US$'000*	*US$'000*	*US$'000*
Lease liabilities	–	(21)	122	101

25. ACQUISITION OF A SUBSIDIARY

On 7 April 2021, the Company entered into a conditional sale and purchase agreement (the "Agreement") with two independent third parties (the "Vendors"). Pursuant to the Agreement, the Vendors have agreed to sell and the Company has agreed to acquire the entire equity interest of WerkDone at a maximum consideration of SG$3,500,000 *(equivalent to approximately US$2,628,000)*, which will be satisfied 50% by cash and 50% by way of the allotment and issue of consideration shares (the "Consideration Shares"), subject to adjustment on guaranteed profits (the "Acquisition").

Pursuant to the Agreement and announcement dated 15 October 2021, part of the consideration payables are subject to the net profit performance of WerkDone for two periods from 1 January 2021 to 31 March 2022 and from 1 April 2022 to 31 March 2023 (the "Profit Guarantee 2021" and the "Profit Guarantee 2022", respectively). The Profit Guarantee 2021 and the Profit Guarantee 2022 indicates the net profit of WerkDone shall not be less than SG$500,000 *(equivalent to approximately US$375,000)* for each of the periods.

The consideration of the Acquisition would be settled in the following manners:

(a) SG$1,167,000 *(equivalent to approximately US$880,000)* was paid to the Vendors in cash as the first instalment of the consideration upon completion of the Acquisition; and

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Year ended 31 December 2022

25. ACQUISITION OF A SUBSIDIARY *(Continued)*

(b) two performance-based consideration with aggregate amount of SG$2,333,000 *(equivalent to approximately US$1,748,000)* would be settled by cash of SG$583,000 *(equivalent to approximately US$437,000)* and issue of consideration shares of SG$1,750,000 *(equivalent to approximately US$1,311,000)* upon the satisfaction of the Profit Guarantee 2021 and the Profit Guarantee 2022.

Subject to the fulfilment of each Profit Guarantee, the Company shall pay to the Vendors SG$1,166,500 *(equivalent to approximately US$874,000)*, of which SG$291,500 *(equivalent to approximately US$218,000)* shall be satisfied in cash and SG$875,000 *(equivalent to approximately US$656,000)* shall be satisfied by the issue of the Consideration Shares equivalent to SG$875,000 *(equivalent to approximately US$656,000)* (the "Payments"), provided always that the number of the Consideration Shares to be issued shall not exceed the maximum consideration shares of 19,800,000. Where the Consideration Shares issued pursuant to the Payments are not sufficient to satisfy the consideration amount of SG$875,000 *(equivalent to approximately US$656,000)*, the remaining balance shall be satisfied in cash.

In the event of WerkDone does not achieve at least 60% of the Profit Guarantee 2021 and the Profit Guarantee 2022, the Payments shall be waived respectively. In the event of WerkDone achieves at least 60% of the Profit Guarantee 2021 and the Profit Guarantee 2022, the Payments (both in cash and in the consideration shares) shall be pro-rated by the achievement percentage (more than 60%) against the Profit Guarantee 2021 and the Profit Guarantee 2022 respectively.

In the opinion of the directors of the Company, the nature of the Profit Guarantee 2021 and the Profit Guarantee 2022 is to remunerate the Vendors for future services. The Consideration Shares to be issued and cash to be paid are therefore accounted for as share-based payments and other employee benefits respectively.

WerkDone is principally engaged in provision of smart technology services and cyber security solutions services in workspace, community and cloud, like visitor management system and business process automation, etc., which enable the Group to expand its core business in cyber security solutions and further develop in the enterprise digital transformation area and the smart technology industry through the Acquisition.

The Acquisition constituted a business combination and had been accounted for using the acquisition method under IFRS 3 (Revised) "Business Combination".

On 5 May 2021, the Acquisition was completed and WerkDone has become wholly-owned subsidiary of the Group since then.

Details of the Acquisition are set out in the Company's announcements dated 7 April 2021, 20 April 2021, 5 May 2021 and 15 October 2021.

25. ACQUISITION OF A SUBSIDIARY *(Continued)*

The following summarises the consideration paid and the amounts of the assets acquired and liabilities assumed, as well as the amount of non-controlling interest recognised at the date of the Acquisition:

	US$'000
Consideration:	
Cash paid	880
Total consideration transferred	880

	US$'000
Recognised amounts of identifiable assets acquired and liabilities assumed:	
Property, plant and equipment	5
Inventories	13
Trade and other receivables	156
Cash and cash equivalents	44
Trade and other payables	(45)
Total identifiable net assets	173
Goodwill arising on acquisition	707
	880

	US$'000
Net cash flow on acquisition of subsidiary:	
Net cash acquired from the subsidiary	44
Consideration paid	(880)
	(836)

The transaction costs of approximately US$22,000 have been excluded from the consideration transferred and included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021.

In respect of the acquired subsidiary, the fair value of trade and other receivables acquired included trade receivables with a fair value of approximately US$79,000. The total gross contractual amount of the trade receivables is approximately US$79,000, of which no balance is expected to be uncollectible.

The goodwill arising from the Acquisition is attributable to the synergies of economies of scale expected to arise from the business combination. In the opinion of the directors of the Company, the goodwill arising from the Acquisition is mainly attributable to the potential growth of WerkDone.

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

25. ACQUISITION OF A SUBSIDIARY *(Continued)*

During the year ended 31 December 2022, upon the fulfilment of the Profit Guarantee 2021, the Company was required to satisfy the Payment of SG$1,166,500 *(equivalent to approximately US$858,000)*. Accordingly, on 1 August 2022, a total of 19,800,000 Consideration Shares, being the Maximum Consideration Shares, were allotted and issued to the Vendors at HK$0.1822 per Consideration Shares under the general mandate of the Company with a total amount of approximately US$462,000, and the remaining balance of approximately US$396,000 would be satisfied by way of cash. Details of the fulfilment of the Profit Guarantee 2021 are set out in the announcement of the Company dated 1 August 2022.

During the year ended 31 December 2022, employee benefits expenses and share-based payments of approximately US$36,000 *(2021: approximately US$173,000)* and US$312,000 *(2021: approximately US$704,000)* was recognised in profit or loss, respectively.

Up to the date of authorisation of these consolidated financial statements, the management has assessed the financial information from WerkDone and considered that it is unlikely that WerkDone is able to fulfill the performance-based conditions of the Profit Guarantee 2022, hence, a reversal of share-based payments, including equity-settled share-based payments of approximately US$72,000 and cash-out share-based payments of approximately US$304,000, was recognised in profit or loss during the year ended 31 December 2022.

26. DISPOSAL OF SUBSIDIARIES

Year ended 31 December 2022

On 5 May 2022, the Group disposed of the entire equity interests in Fortune Shoreline Group and assigned a shareholder's loan of Fortune Shoreline Group to an independent third party at a consideration of US$1,166,000. The details of the disposal are as follows:

	Fortune Shoreline Group *US$'000*
Net assets disposed of	
Property, plant and equipment	1,110
Other receivables	4
Bank balances and cash	40
Other payables	(11)
Receipt in advance	(3)
Income tax payables	(2)
Deferred tax liabilities	(1)
	1,137
Release of exchange reserve upon disposal of subsidiaries	(14)
Gain on disposal of subsidiaries	43
Consideration	1,166

26. DISPOSAL OF SUBSIDIARIES *(Continued)*

Year ended 31 December 2022 *(Continued)*

Analysis of net inflow of cash and cash equivalents in respect of disposal of subsidiaries during the year ended 31 December 2022 is as follows:

	US$'000
Cash consideration	**1,166**
Cash and cash equivalents disposed of	**(40)**
Net inflow of cash and cash equivalents	**1,126**

Year ended 31 December 2021

On 29 September 2021, the Group disposed of the entire equity interests in Expert Team to an independent third party at a consideration of US$200,000. The details of the disposal are as follows:

	Expert Team *US$'000*
Net assets disposed of	
Property, plant and equipment	1
Right-of-use assets	6
Intangible assets	56
Trade and other receivables	220
Bank balances and cash	98
Trade and other payables	(195)
Income tax payables	(96)
	90
Gain on disposal of subsidiaries	110
	200

Analysis of net inflow of cash and cash equivalents in respect of disposal of subsidiaries during the year ended 31 December 2021 is as follows:

	US$'000
Cash consideration	200
Cash and cash equivalents disposed of	(98)
Net inflow of cash and cash equivalents	102

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27. RELATED PARTIES TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties:

Key management personnel (including directors) remuneration

	2022	2021
	US$'000	*US$'000*
Salaries, allowances and other benefits	**301**	356
Contributions to defined contribution retirement schemes	**24**	19
	325	375

Further details of the directors' remuneration are set out in Note 7 to the consolidated financial statements.

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise lease liabilities and bank balances and cash. The main purpose of these financial instruments is to raise and maintain finance for the Group's operations. The Group has various other financial instruments such as trade and other receivables/payables which arise directly from its business activities.

The main risks arising from the Group's financial instruments are credit risk, foreign currency risk and liquidity risk. The Group does not have any written risk management policies and guidelines. However, the management generally adopts conservative strategies on its risk management and limits the Group's exposure to these risks to a minimum level as follows:

Credit risk

Credit risk refers to the risk that debtor will default on their obligations to repay the amounts due to the Group, resulting in a loss to the Group. The Group's credit risk is mainly attributable to trade and other receivables. The Group limits its exposure to credit risk by selecting the counterparties with reference to their past credit history and/or market reputation. The Group's maximum exposure to the credit risk is summarised as follows:

	2022	2021
	US$'000	*US$'000*
Trade and other receivables	**778**	3,563
Bank balances and cash	**3,410**	5,276
	4,188	8,839

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk *(Continued)*

Trade receivables

The Group trades with recognised and creditworthy third parties. Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits for the customer. The receivable balances are monitored on an ongoing basis by senior management and the Group's exposure to bad debts is not significant.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limit assessment which is mainly based on the Group's own trading records.

At 31 December 2022, the Group had a concentration of credit risk as approximately 20% *(2021: approximately 78%)* of the total trade receivables was due from the Group's largest trade debtor and approximately 68% *(2021: approximately 92%)* of the total trade receivables was due from the Group's five largest trade debtors.

The Group's customer base consists of a wide range of customers and the trade receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and specifically estimated the ECL for each debtor by reference to its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. There was no change in the estimation techniques or significant assumptions made during the year.

The information about the exposure to credit risk and ECL for trade receivables using a provision matrix at 31 December 2022 and 2021 is summarised below.

At 31 December 2022

	Expected loss rate *%*	**Gross carrying amount** *US$'000*	**Loss allowance** *US$'000*	**Net carrying amount** *US$'000*	**Credit-impaired**
Not past due	**–**	**130**	**–**	**130**	**No**
1 – 365 days past due	**36%**	**123**	**(44)**	**79**	**No**
Over 1 year past due	**76%**	**114**	**(87)**	**27**	**No**
		367	**(131)**	**236**	

At 31 December 2021

	Expected loss rate *%*	Gross carrying amount *US$'000*	Loss allowance *US$'000*	Net carrying amount *US$'000*	Credit-impaired
Not past due	–	2,444	–	2,444	No
1 – 365 days past due	–	389	–	389	No
Over 1 year past due	18%	28	(5)	23	No
		2,861	(5)	2,856	

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28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk *(Continued)*

***Trade receivables** (Continued)*

At 31 December 2022, the Group recognised loss allowance of approximately US$131,000 *(2021: approximately US$5,000)* on the trade receivables. The movement in the loss allowance for trade receivables is summarised below.

	2022 ***US$'000***	2021 *US$'000*
At 1 January	**5**	5
Increase in allowance	**126**	–
At 31 December	**131**	5

The Group does not hold any collateral over the trade receivables at 31 December 2022 *(2021: Nil)*.

Other receivables

Other receivables include deposits and other receivables. Impairment on other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the Group has taken into account the financial position of the counterparties by reference to, among others, its management or audited accounts and available press information, adjusted for forward-looking factors that are specific to the counterparties and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of the financial asset, as well as the loss upon default. There was no change in the estimation techniques or significant assumptions made during the year.

At 31 December 2022, the Group recognised loss allowance of approximately US$1,606,000 *(2021: approximately US$1,606,000)* on other receivables. The movement in the loss allowance for the other receivables is summarised below.

	2022 ***US$'000***	2021 *US$'000*
At 1 January	**1,606**	1,166
Increase in allowance	**–**	440
At 31 December	**1,606**	1,606

Bank balances and cash

The management considers the credit risk in respect of bank balances and cash is minimal because the counter-parties are authorised financial institutions with high credit ratings.

Foreign currency risk

The Group's transactions are mainly denominated in HK$, SG$, RMB, RM and US$.

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Foreign currency risk *(Continued)*

At 31 December 2022 and 2021, the Group had a minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities were principally denominated in the respective functional currencies used by the respective group entities, except for certain financial assets and financial liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities and therefore, exposed to foreign currency risk. The carrying amounts of those financial assets and liabilities at 31 December 2022 and 2021 are analysed as follows:

	2022		2021	
	Financial assets	**Financial liabilities**	Financial assets	Financial liabilities
	US$'000	***US$'000***	*US$'000*	*US$'000*
SG$	**348**	**(88)**	486	(736)
RMB	**1,084**	**(719)**	2,434	(1,567)
RM	**497**	**(67)**	530	(4)

The following table indicates the approximate changes in the Group's profit before income tax if exchange rates of the SG$, RMB and RM had changed against the functional currencies of the respective group entities by 10% and all other variables were held constant at the end of the reporting period:

	2022	2021
	US$'000	*US$'000*
SG$		
+10%	**26**	25
-10%	**(26)**	(25)
RMB		
+10%	**37**	87
-10%	**(37)**	(87)
RM		
+10%	**43**	53
-10%	**(43)**	(53)

The sensitivity analysis has been determined assuming that the changes in foreign exchange rates had occurred at the end of each reporting period and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

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28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Foreign currency risk *(Continued)*

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the year until the end of the next reporting period.

In the opinion of the management, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the reporting period.

The Group does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group has no specific policy for managing its liquidity. The undiscounted contractual maturity profile of the Group's financial liabilities at the end of the reporting period, based on the earliest date on which the Group is required to settle, is summarised as below:

	Total carrying amount *US$'000*	Total contractual undiscounted cash flow *US$'000*	On demand or less than 1 year *US$'000*	Over 1 year but within 2 years *US$'000*
At 31 December 2022				
Trade and other payables	**1,382**	**1,382**	**1,382**	**–**
Lease liabilities	**54**	**60**	**60**	**–**
	1,436	**1,442**	**1,442**	**–**
At 31 December 2021				
Trade and other payables	4,557	4,557	4,557	–
Lease liabilities	101	104	68	36
	4,658	4,661	4,625	36

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Fair value

The carrying amount of the financial assets and liability carried at amortised cost in the consolidated financial statements approximate their fair values due to the relative short-term maturity of these financial instruments.

29. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for equity owners. The Group manages its capital structure and makes adjustments, including payment of dividends to equity owners, issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 December 2022 and 2021.

30. OPERATING LEASE COMMITMENTS

The Group as lessee

At 31 December 2021, the Group was committed to lease contracts in relation to properties of approximately US$2,000 for short-term leases.

31. CAPITAL EXPENDITURE COMMITMENTS

	2022 ***US$'000***	2021 *US$'000*
Contracted but not provided for:		
Contribution to subsidiaries on paid in capital committed	**4,332**	1,569

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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves is set out below:

	Notes	**2022** **US$'000**	2021 US$'000
Non-current asset			
Investments in subsidiaries	*16*	**2,270**	2,270
Current assets			
Other receivables		**2**	2
Amounts due from subsidiaries	*32(b)*	**2,232**	3,960
Loans to a subsidiary	*32(c)*	**1,011**	992
Bank balances and cash		**5**	5
		3,250	4,959
Current liability			
Amounts due to subsidiaries	*32(b)*	**–**	2
Other payable		**160**	813
		160	815
Net current assets		**3,090**	4,144
NET ASSETS		**5,360**	6,414
Capital and reserves			
Share capital	*21*	**948**	923
Reserves	*32(a)*	**4,412**	5,491
TOTAL EQUITY		**5,360**	6,414

This statement of financial position was approved and authorised for issue by the Board of Directors on 24 March 2023 and signed on its behalf by

Ong Gim Hai
Director

Roy Ho Yew Kee
Director

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

(a) Movements of the reserves

	Share premium *US$'000* *(Note 22)*	Capital reserve *US$'000* *(Note 22)*	Share-based payments reserve *US$'000* *(Note 22)*	Accumulated losses *US$'000*	Total *US$'000*
At 1 January 2021	10,851	3,922	–	(6,426)	8,347
Loss and total comprehensive loss for the year	–	–	–	(3,078)	(3,078)
Transaction with owners:					
Contributions and distributions					
Equity-settled share-based payments *(Note 25)*	–	–	704	–	704
Recognition of cash-out share-based payments liabilities *(Note 25)*	–	–	(482)	–	(482)
Total transactions with owners	–	–	222	–	222
At 31 December 2021	10,851	3,922	222	(9,504)	5,491

Notes to the Consolidated Financial Statements

Year ended 31 December 2022

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

(a) Movements of the reserves *(Continued)*

	Share premium *US$'000* *(Note 22)*	Capital reserve *US$'000* *(Note 22)*	Share-based payments reserve *US$'000* *(Note 22)*	Accumulated losses *US$'000*	Total *US$'000*
At 1 January 2022	10,851	3,922	222	(9,504)	5,491
Loss and total comprehensive loss for the year	–	–	–	(1,294)	(1,294)
Transaction with owners:					
Contributions and distributions					
Equity-settled share-based payments *(Note 25)*	–	–	312	–	312
Reversal of equity-settled share-based payments *(Note 25)*	–	–	(72)	–	(72)
Issue of shares upon fulfilment of profit guarantee	437	–	(462)	–	(25)
Total transactions with owners	437	–	(222)	–	215
At 31 December 2022	11,288	3,922	–	(10,798)	4,412

Certain corporate administrative costs of the Company were borne by the subsidiaries of the Company without recharge.

(b) Amounts due from (to) subsidiaries

The amounts due are unsecured, interest free and have no fixed repayment term.

(c) Loans to a subsidiary

The loans to a subsidiary are unsecured, interest-free and is repayable on demand.

Financial Summary

The summary of the published results and of the assets and liabilities of the Group for the last five years is as follows:

RESULTS

	For the year ended 31 December				
	2022	2021	2020	2019	2018
	US$000	*US$000*	*US$000*	*US$000*	*US$000*
Revenue	**5,434**	6,955	8,633	5,815	8,573
Other income	**503**	236	362	158	149
Cost of inventories sold	**(3,726)**	(4,642)	(497)	(722)	(3,134)
Subcontracting fee	**(213)**	(638)	(7,045)	(616)	–
Staff costs and related expenses	**(1,263)**	1,775	(912)	(1,243)	(1,705)
Sales and marketing expenses	**(37)**	(438)	(564)	(1,679)	(21)
Depreciation and amortisation	**(730)**	(848)	(1,624)	(1,153)	(681)
Impairment loss on property, plant and equipment	**–**	–	(282)	–	–
Impairment loss on intangible assets	**–**	–	(964)	–	–
Impairment loss on trade and other receivables	**(126)**	(440)	(983)	(588)	–
General and administrative expenses	**(981)**	(1,450)	(2,213)	(2,101)	(840)
Finance costs	**(4)**	(2)	–	–	–
(Loss) Profit before income tax	**(1,143)**	(3,042)	(6,089)	(2,129)	2,341
Income tax (expenses) credit	**(17)**	(38)	220	24	(808)
(Loss) Profit for the year	**(1,160)**	(3,080)	(5,869)	(2,105)	1,533

ASSETS AND LIABILITIES

	As at 31 December				
	2022	2021	2020	2019	2018
	US$000	*US$000*	*US$000*	*US$000*	*US$000*
Total assets	**7,165**	13,594	11,897	17,736	17,941
Total liabilities	**(1,718)**	(7,169)	(2,525)	(2,591)	(2,047)
Total equity	**5,447**	6,425	9,372	15,145	15,894

Financial Summary

FINANCIAL HIGHLIGHTS

		For the year ended 31 December				
		2022	2021	2020	2019	2018
Financial performance		***US$'000***	*US$'000*	*US$'000*	*US$'000*	*US$'000*
Revenue		**5,434**	6,955	8,633	5,815	8,573
Net (loss) profit		**(1,160)**	(3,080)	(5,869)	(2,105)	1,533
Net (loss) profit margin	*Note 1*	**–21.3%**	–44.3%	–68.0%	–36.2%	17.9%
Financial position						
Current ratio	*Note 2*	**3.1**	1.4	3.8	4.8	7.3
Quick ratio	*Note 3*	**3.1**	1.4	3.8	4.8	7.3
Gearing ratio	*Note 4*	**N/A**	N/A	N/A	N/A	N/A
Net debt-to-equity ratio	*Note 5*	**Net cash**	Net cash	Net cash	Net cash	Net cash
Return on equity	*Note 6*	**–21.3%**	–47.9%	–62.6%	–13.9%	9.6%
Return on assets	*Note 7*	**–16.2%**	–22.7%	–49.3%	–11.9%	8.5%

Notes

1. Net (loss) profit margin is derived by dividing revenue by net profit as at the end of the relevant financial year.

2. Current ratio is derived by dividing the current assets by current liabilities as at the end of the relevant financial year.

3. Quick ratio is derived by dividing the current assets less inventories by current liabilities as at the end of the relevant financial year.

4. Gearing ratio is the total amount of bank borrowings as a percentage of total equity as at the end of the relevant financial year.

5. Net debt-to-equity ratio is the total amount of bank borrowings less bank balances and cash as a percentage of total equity as at the end of the relevant financial year.

6. Return on equity is the net (loss) profit for the year as a percentage of total equity as at the end of the relevant financial year.

7. Return on assets is derived by dividing net (loss) profit for the year by total assets as at the end of the relevant financial year.