1. DATE AND GENERAL INFORMATION

This management's discussion and analysis ("MD&A") of GINSMS Inc. ("GINSMS" or the "Corporation") has been prepared by management and should be read in conjunction with the Corporation's annual audited financial statements and MD&A as at and for the year ended December 31, 2019, the Corporation's consolidated financial statements as at and for the three and twelve months ended December 31, 2019, and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A was prepared as of March 26, 2020. Additional information regarding the Corporation is available on SEDAR at www.sedar.com. All monetary amounts set forth in the MD&A are expressed in Canadian dollars, except where otherwise stated. Other currencies are mainly United States dollars ("USD"), Hong Kong dollars ("HKD"), China renminbi ("RMB"), Singapore dollars ("SGD"), Malaysian dollars ("MYR") and Indonesian rupiah ("IDR").

The Corporation Board of Directors has reviewed and approved this MD&A.

Caution Regarding Forward-Looking Information

Certain information included in this MD&A may contain forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may", "could", "will", "expect", "intend", "estimate", "anticipate", "believe", or "continue" or the negative thereof or variations thereon or similar terminology. These statements are not historical facts, but reflect management's current beliefs and are based on information currently available to management regarding future results and events. Particularly, these forward-looking statements are based on management's estimate of future events based on technological advances relating to the Corporation's services, current market conditions and past experiences of management in relation to how certain contracts will affect revenues. Forward-looking statements, by their very nature, involve significant risks, uncertainties and assumptions.

A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to dependence on required licenses, dependence on major customers, system failures, delays and other problems, security and privacy breaches, adequacy of network resilience, network diversity and backup systems, loss of significant information, failure to develop, enhance or introduce new value-added services, competition, dependence on third-party software and equipment, market acceptance at desired pricing levels, key members of the management team, credit risk of accounts receivables, conflicts of interest, inability to satisfy customer demand for performance, price or terms and international risks. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Although the forward-looking statements contained herein are based upon what management believes to be reasonable assumptions, the Corporation cannot assure the reader that actual results will be consistent with these forward-looking statements.

In particular, forward-looking statements include the following assumptions:

- Management's belief that the Corporation's software products and services are expected to take on a different focus based on an outsourcing model approach leveraging on the lower cost base in

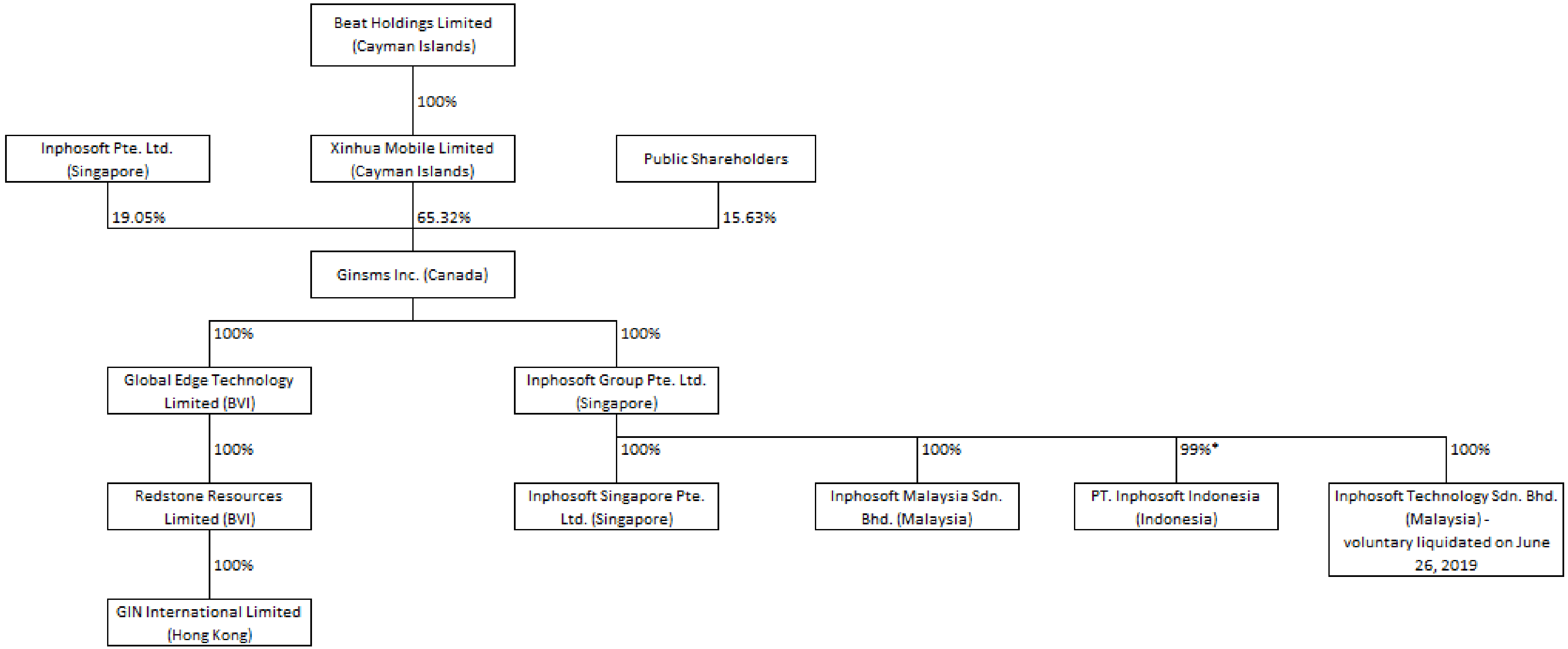
Indonesia and Malaysia. Therefore the revenue for the software segment in Indonesia and Malaysia should continue to increase.
- Management's belief that the future growth in messaging is in the area of application-to-person ("A2P") messaging and the Corporation's investment in this area will create a viable and profitable business in the future.
- Management's belief that the Corporation is able to generate sufficient amounts of cash through operations and financing activities to fulfil the working capital requirements of its present operations.

These forward-looking statements are made as of the date of this MD&A and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances except as may be required by law. Accordingly, readers should not place undue reliance on the forward-looking statements. All forward-looking statements contained in this MD&A are qualified by this cautionary statement.

2. OVERALL PERFORMANCE – DESCRIPTION AND OUTLOOK OF BUSINESS

Group Structure

The following chart depicts the structure of the group. The country of incorporation for each entity in the group is enclosed in brackets next to the name of the entity.



*The remaining 1% is held by Joel Siang Hui Chin, the Chief Executive Officer of the Corporation.

The Corporation has two main business segments:

A. Messaging Business
B. Software Products and Services

A. Messaging Business

The Corporation operates its messaging business through GIN International Ltd ("GIN"), its wholly-owned subsidiary in Hong Kong and focus exclusively on the application-to-peer ("A2P messaging") messaging business.

The A2P messaging service allows the transmission of short message services ("SMS") to mobile subscribers of more than 100 mobile operators globally. This is achieved through partnerships with service providers and direct connections with mobile operators globally. GIN's close working relationships with mobile operators in China, Hong Kong and Southeast Asia puts it in a good position to become a leading provider of A2P messaging service in Asia.

Through its cloud-based A2P messaging service, GIN enables mobile application developers, SMS gateways, enterprises and financial institutions to deliver SMS worldwide without any upfront capital investment through the use of GIN's application programming interface ("API").

Mobile application developers use A2P messaging service to deliver one-time-passwords ("OTP") for authentication of over-the-top ("OTT") mobile applications, in-app purchase confirmations or promotion of latest game releases. Enterprises and financial institutions use the A2P service in the areas of mobile marketing, mobile transactions, security, customer relationship management ("CRM") and enterprise resource planning ("ERP").

A Transparency Market Research report dated October 2018 (https://www.transparencymarketresearch.com/application-to-person-sms-api-market-2018-2026.html) stated that the global A2P SMS market revenue is expected to reach US$93.18 billion by 2026, expanding at a compound annual growth rate("CAGR") of 4.6% therein.

For the three and twelve months ended December 31, 2019, GIN generated lower revenue of $321,329 and $1,589,957 for its A2P messaging service as compared to $793,221 and $4,142,212 for the three and twelve months ended December 31, 2018, respectively. This was primarily the result of the loss of a major customer and a decrease in the volume of messaging traffic as the Corporation increased the pricing of messaging service during the twelve months ended December 31, 2019.

B. Software Products and Services

GINSMS operates its software products and services through Inphosoft Group Pte. Ltd. ("Inphosoft"), its wholly-owned subsidiary. Inphosoft is headquartered in Singapore with subsidiaries in Malaysia and Indonesia.

The activities of Inphosoft consist of providing software products and services with a focus in the following areas:

i. Provision of support and maintenance services to customers that have purchased its products and solutions.
ii. Maintain the A2P Cloud platform and develops new features as and when necessary, to support the Corporation's A2P messaging business
iii. Outsourcing of technical resources to customers for the purpose of software development based on a time and material basis.

Inphosoft Singapore Pte. Ltd. ("ISPL")

ISPL's business was scaled down in the quarter ended March 31, 2019 to better streamline Inphosoft's business and to reduce the operational cost of Inphosoft. Mr. Joel Siang Hui Chin ("Mr. Chin"), the Chief Executive Officer and a director of the Corporation, has stopped drawing salary from ISPL effective February 1, 2019 and the key functions of ISPL have been transferred to other companies within the Inphosoft group. As part of this restructuring, the staff in ISPL has been transferred to Activate Interactive Pte. Ltd. ("Activate") during the quarter ended March 31, 2019. Activate is currently 43% owned by Xinhua Mobile Limited ("Xinhua Mobile"), the immediate parent of the Corporation, and 42% beneficially owned by Mr. Chin.

ISPL has stopped selling products and solutions for mobile operators in the areas of 3G/4G mobile data value-added services like mobile entertainment and mobile advertising. ISPL continues to provide mobile application development services and support and maintenance services to its existing customers that have purchased its products and services, but the services are now fulfilled through Inphosoft Malaysia Sdn. Bhd., its fellow subsidiary in Malaysia.

Inphosoft Malaysia Sdn. Bhd. ("IMSB")

IMSB is providing services to enterprise customers in Malaysia and global companies in the telecommunication industry to develop bespoke software solutions that meet the requirements of customers. IMSB will charge a customer a negotiated fixed fee for each project. The cost of sales incurred consists mainly of the salary of employees working on these projects. IMSB provides technical and sales resources to support GIN's A2P messaging business operations.

IMSB also has time and material agreements ("T&M Agreements") with Activate to provide technical resources to Activate for the purpose of developing software for Activate's customers and to perform certain pre-sales roles, on a time and material basis.

In addition, IMSB provides technical support for the A2P Cloud platform and also develops new features as and when necessary, to support the Corporation's A2P messaging business.

Salaries and office rental are the major costs of IMSB.

PT Inphosoft Indonesia ("PTIN")

PTIN provides A2P messaging service and also has T&M Agreements with Activate to provide technical resources to Activate for the purpose of developing software for Activate's customers and to perform certain pre-sales roles, on a time and material basis.

During the year ended December 31, 2019, some of the Activate projects have been sold to Actxa Pte Ltd ("Actxa") and Xinhua Mobile HK Limited ("Xinhua Mobile HK"). Actxa is 85% beneficially owned by the Chief Executive Officer of the Corporation and Xinhua Mobile HK is 100% owned by Xinhua Mobile.

PTIN signed T&M Agreements with Actxa and Xinhua Mobile HK to provide technical resources to them on a time and material basis during the quarter ended December 31, 2019.

Salaries, subcontractor costs and office rental are the major costs of PTIN.

Inphosoft Technology Sdn. Bhd. ("ITSB")

Finally, the Corporation has received the final approval document from Companies Commission of Malaysia and ITSB was voluntarily liquidated on June 26, 2019.

The current focus of Inphosoft is to provide solution to support the need of existing customers and to look for additional enterprise customers to increase sales. Inphosoft is no longer focusing on creating new products. Hence professional fee and support and maintenance revenue will continue to increase or be stable.

The improvement of gross margin of software products and services segment was caused by an increase in chargeable hours and man-hour charge out rates of Inphosoft staff providing technical and support resources to Activate and other key customers from January 1, 2019.

This segment of the Corporation's business managed to have revenue of $312,622 and $1,048,760 for the three and twelve months ended December 31, 2019, compared to the $292,517 and $1,212,736 for the three and twelve months ended December 31, 2018, respectively.

3. RESULTS OF OPERATIONS FOR THE THREE AND TWELVE MONTHS ENDED DECEMBER 31, 2019

Selected Profit and Loss Information

Financial Highlights	**Three-month period ended December 31, 2019 (Unaudited) $**	Three-month period ended December 31, 2018 (Unaudited) $	**Twelve-month period ended December 31, 2019 (Audited) $**	Twelve-month period ended December 31, 2018 (Audited) $
Revenue ($)				
A2P Messaging Service	**321,329**	793,221	**1,589,957**	4,142,212
Software Products & Services	**312,622**	292,517	**1,048,760**	1,212,736
	633,951	1,085,738	**2,638,717**	5,354,948
Cost of sales ($)				
A2P Messaging Service	**234,705**	705,448	**1,292,061**	3,790,352
Software Products & Services	**171,082**	221,741	**620,262**	926,472
	405,787	927,189	**1,912,323**	4,716,824
Gross profit ($)				
A2P Messaging Service	**86,624**	87,773	**297,896**	351,860
Software Products & Services	**141,540**	70,776	**428,498**	286,264
	228,164	158,549	**726,394**	638,124
Gross margin				
A2P Messaging Service	**27.0%**	11.1%	**18.7%**	8.5%
Software Products & Services	**45.3%**	24.2%	**40.9%**	23.6%
	36.0%	14.6%	**27.5%**	11.9%
Adjusted EBITDA(1) ($)	**(56,041)**	(244,539)	**(183,524)**	(812,726)
Adjusted EBITDA margin	**(8.8)%**	(22.5)%	**(7.0)%**	(15.2)%
Net loss ($)	**(87,334)**	(281,084)	**(315,311)**	(1,203,132)
Net loss margin	**(13.8)%**	(25.9)%	**(11.9)%**	(22.5)%
Loss per share ($)				
Basic (In Canadian cents)	**(0.06)**	(0.19)	**(0.21)**	(0.80)
Diluted	**N/A**	N/A	**N/A**	N/A

(1) Adjusted EBITDA is a non-IFRS measure which does not have any standardized meaning under IFRS. Adjusted EBITDA is related to cash earnings and is defined for these purposes as earnings before income taxes, depreciation and amortization (in both cost of sales and general and administration expenses), interest expenses, and also excludes certain non-recurring or non-cash expenditure and income. This non-IFRS measure is not recognized under IFRS and accordingly, shareholders are cautioned that this measure should not be construed as an alternative to net income determined in accordance with IFRS. The non-IFRS measure presented is unlikely to be comparable to similar measure presented by other issuers. The Corporation believes that Adjusted EBITDA is a meaningful financial metric as it measures cash generated from operations which the Corporation can use to fund working capital requirements, service interest and principal debt repayment and fund future growth initiatives.

Revenue

For the three and twelve months ended December 31, 2019, revenue was $633,951 and $2,638,717 compared to $1,085,738 and $5,354,948 for the three and twelve months ended December 31, 2018. This is largely due to the decrease in revenue in the messaging business segment.

a) Messaging business segment

The A2P messaging business generated revenue of $321,329, $326,582, $486,229, $455,817, $793,221, $622,327, $1,045,159 and $1,681,505 for the three-months periods ended December 31, 2019, September 30, 2019, June 30, 2019, March 31, 2019, December 31, 2018, September 30, 2018, June 30, 2018 and March 31, 2018, respectively.

Pricing of the A2P messaging business is affected by volume, regulatory requirement in each country (i.e. destination of messages delivered), competition within the country and other factors. The margin varies from country to country and varies from customer to customer as the Corporation attempt to gain market share in different countries. The price per message is fixed for each customer but different customers may have difference price per message. The margin is lower in some countries where the messaging market is more competitive. In other market, due to the regulatory requirement, the Corporation can earn higher margin. The following analysis is based on the volume of messages delivered to various destinations. This differs from the segmented information for revenue by geographical location, which is based on the location of operations of our customers.

The decrease in the revenue of the A2P messaging business is primarily caused by the decrease in the volume of A2P messages delivered to both North Asia and South East Asia.

Messages delivered to South East Asia represent 51.3% of the total volume for the three months ended December 31, 2019, which decreased by 4.8% from the three months ended September 30, 2019. During the quarter ended December 31, 2019, the Corporation lost more messaging traffic in this region as the Corporation increased the pricing of the messaging service in order to improve the overall margin of the A2P messaging business since the beginning of 2019.

Messages delivered to North Asia represent 40.5% of the total volume for the three months ended December 31, 2019, which increased by 5.7% from the three months September 30, 2019. During the quarter ended December 31, 2019, the Corporation managed to gain some messaging traffic in this region despite that the Corporation increased the pricing of the A2P messaging service in order to improve the overall margin of the messaging business since the beginning of 2019.

The average price per message charged to customers is $0.0209 for the three months ended December 31, 2019 compared to $0.0219 for the three months ended September 30, 2019. The price per message charged to customers may differ greatly depending on the location where the A2P message is delivered. For example, A2P messages delivered to China are priced at less than 50% of A2P messages delivered to Indonesia, Malaysia and Taiwan. Therefore, the average price per message for the A2P messaging business is dependent on the number of messages delivered to each country. Furthermore, the price per message per country charged to a customer may depend on the volume commitment of the customer. For the three months ended December 31, 2019, the overall average price per message declined slightly primarily due to the Corporation had lowered the pricing for the major customers in order to boost the traffic volume. The gross margin improved for messages delivered to both North Asia and South East Asia despite of the lower traffic due to the Corporation having increased the price per message charged to customers since the beginning of 2019.

b) Software products and services segment

Revenue in the software products and services segment increased slightly by 6.9% from $292,517 for the three months ended December 31, 2018, but decreased slightly by 0.6% from $314,543 for the three months ended September 30, 2019, to $312,622 for the three months ended December 31, 2019.

The increase for the three-month period ended December 31, 2019 compared to the three-month period ended December 31, 2018 was due to increase in chargeable hours and man-hour rates of Inphosoft staff providing technical and support resources to Activate and other key customers during the quarter ended December 31, 2019.

Moving forward, the Corporation believes that the business environment in the software products and services will remain challenging.

Cost of Sales

	Three-month period ended December 31, 2019 (Unaudited) $	Three-month period ended December 31, 2018 (Unaudited) $	**Twelve-month period ended December 31, 2019 (Audited) $**	Twelve-month period ended December 31, 2018 (Audited) $
Amortization				
- Development expenditures	-	-	-	40,838
Loss on written off of development expenditures	-	-	-	255,304
Depreciation				
- Property, plant and equipment	5,411	6,500	19,819	25,867
Loss on written off of suspended project costs	-	-	9,466	-
Salaries and wages	164,997	200,291	581,141	792,781
Subcontractor costs	234,015	707,339	1,293,792	3,543,691
Software and hardware	37	9,908	279	43,230
Others	1,327	3,151	7,826	15,113
	405,787	927,189	1,912,323	4,716,824

For the three and twelve months ended December 31, 2019, cost of sales was $405,787 and $1,912,323 compared to $927,189 and $4,716,824 for three and twelve months ended December 31, 2018, respectively.

Messaging business segment

For the A2P messaging business, the subcontractor costs are the costs paid to mobile operators and gateway providers ("A2P Suppliers") for usage of their infrastructure to deliver A2P messages to mobile subscribers. The A2P Suppliers charged GIN a per-message cost for delivering the message. The cost per message differs depending on the country where the message was delivered and the volume commitment that GIN has made with the A2P suppliers. The higher the volume commitment, the lower the rates that GIN will be charged by the providers.

The decrease of 66.9% in the subcontractor costs in the quarter ended December 31, 2019 from the quarter ended December 31, 2018 was in line with the decrease in revenue in A2P messaging service in the same quarter.

The decrease of 16.6% in the subcontractor costs in the quarter ended December 31, 2019 from the preceding quarter ended September 30, 2019 was higher than the decrease of 1.6% in revenue in A2P messaging service in the same quarter and was mainly due to the fact that the Corporation managed to get better price from the A2P suppliers in view of the increase in traffic volume in the current quarter.

Software product and services segment

Revenues for the software products and services segment are not dependent on the amount of message volume. The cost of sales for the software products and services business is comprised of salaries and wages, amortization, depreciation and purchase of software and hardware.

There was decrease of 17.6% in salaries and wages in costs of sales for the quarter ended December 31, 2019 compared to the corresponding quarter ended December 31, 2018 despite increase of 6.9% in revenue mainly due to higher chargeable hour rates of staff for providing technical and support resources with effect from January 1, 2019.

There was increase of 12.6% in salaries and wages in costs of sales for the quarter ended December 31, 2019 compared to the preceding quarter ended September 30, 2019 mainly due to more staff were hired by IMSB and PTIN during the quarter ended December 31, 2019 as the Corporation provide more technical resources to Activate and other key customers on a time and material basis.

Gross Margin

Despite the fact that there was an decrease in overall revenue in the quarter ended December 31, 2019 compared to the quarter ended December 31, 2018, the overall gross margin of the Corporation improved to 36.0% in the three months ended December 31, 2019 from 14.6% in the quarter ended December 31, 2018. This was mainly due to improvement in gross margin in both A2P messaging business segment and software products and services segment.

Revenue from the contracts with Activate and other key customers contributed to the significant increase in gross margin of the software products and services segment in recent years. Revenue from broad-based professional services provided to Activate is based on a time and material costs. Activate is a government contractor that provides software products and services tailored to the needs of agencies and ministries of the Singapore government. Activate values the skills and expertise of Inphosoft and Inphosoft is able to command a premium for its service to Activate. Gross margin of 45.6% was earned from the services rendered to Activate for the twelve months ended December 31, 2019.

For the A2P messaging business, the gateway fee charged depends on how GIN negotiated the fees based on the estimated volume of messages to pass through the gateway. During the launching phase of the A2P messaging business, while no revenue was generated from this business, GIN had to charge lower fees to attract new customers. At the same time, the gateway would not provide better rate to GIN as a new player in the A2P messaging market. Consequently, the gross margin of the A2P messaging business was on average less than 10%. The gross margin was 1.7% in the quarter ended March 31, 2018 and increased to 16.7% in the quarter ended June 30, 2018. During the quarter ended March 31, 2018, the Corporation carried out reviews of the recoverability of development expenditures, having regard to the market conditions of the Corporation's messaging segment. These assets are mainly used in the Corporation's messaging service segment. The review led to the recognition of a loss on written off of development expenditures of $255,304 that has been recognised in profit or loss and reduced the gross margin to 1.7%. The gross margin excluding the loss on written off of development expenditures is 16.8% in the quarter ended March 31, 2018.

During the quarter ended June 30, 2018, gross margin improved to 16.7%. However, stiff competition resulted in the decline of gross margin to 9.9% during the quarter ended September 30, 2018 but increased to 11.1% during the quarter ended December 31, 2018 as the Corporation regained some messaging traffic in both the North Asia and the South East Asia regions. The Corporation increased the pricing of the messaging service which in turns boosted the gross margin to 13.3% during the quarter ended March 31, 2019 and 21.6% during the quarter ended June 30, 2019. However, the gross margin dipped to 14.1% during the quarter ended September 30, 2019 as the Corporation had lowered the pricing of one international route for a major customer in order to boost its traffic volume. The gross margin improved to 27.0% during the quarter ended December 31, 2019 as the same major customer reduced the usage of the international route that earned low gross margin.

For the software products and services segment, the revenue is mainly generated from the following two streams:

a) Professional services fees
Professional services revenue is generated by two methods:

- Charging a fixed fee to a customer for a project with a defined scope of work. This is mainly for developing be-spoke software solutions that meet the need of such customers.

- Charging a customer for the resources provided to this customer on a time and material basis. A fixed fee per resource per unit time (usually hour or day) is charged to the customer based on a negotiated fee for the said resource. An example is the time and materials contract with Activate.

The cost of sales incurred consists of the salary of employees working on these projects (tracked by the timesheets they fill). For the development of a be-spoke software solution based on a fixed fee, the gross margin can fluctuate depending on the fee that was negotiated and also the ability to deliver the project as per planned. Typically, the gross margin has been in the range of 10% to 20%. For time and material contracts, the gross margin is based on the mark-up for each resource, range from 30% to 50% for resources based in Malaysia and Indonesia after the Corporation had increased the man-hour charge out rates from January 1, 2019 to be in line with the market rates.

b) Support and maintenance fees
Inphosoft charges a fee to customers who have elected to purchase after sale support and maintenance services. The fee is usually charged on a yearly basis pre-paid in advance. Support and maintenance is provided round the clock seven days a week to customers who have purchased Inphosoft's products or bespoke software, or both, and the support and maintenance services. Cost of sales incurred is mainly the salary of the employees providing round the clock support services. The gross margin for the support and maintenance contracts is usually more than 20%.

Inphosoft research and develops its own software products for the telecommunication industry and these software products are sold by charging customers the license fees in return for the right-to-use the software. The license fee revenue has been decreasing because Inphosoft has not been creating new products and the old products did not achieve the sales volume initially expected. The revenue from license fees has now become insignificant.

The gross margin for the software products and services of 45.3% for the three months ended December 31, 2019 exceeded the management's long-term expectations of approximately 20% to 25% as the Corporation had increased the man-hour charge out rates from January 1, 2019 to be in line with the market rates. This margin could be adversely affected if there are cases of project cost overrun. Project cost overrun can occur during the delivery of a software solution to customers.

Operating Expenses and Finance Costs

	Three-month period ended December 31, 2019 (Unaudited) $	Three-month period ended December 31, 2018 (Unaudited) $	**Twelve-month period ended December 31, 2019 (Audited) $**	Twelve-month period ended December 31, 2018 (Audited) $
Salaries and wages	**175,992**	193,450	**485,726**	695,457
Directors' fees	**40,000**	40,000	**40,000**	40,000
Professional fees	**58,081**	75,453	**273,470**	330,142
Foreign currency exchange (gain)/loss	**(25,332)**	27,426	**(68,688)**	189,073
Other general & administrative expenses	**37,729**	47,155	**202,911**	236,779
Allowance for doubtful debts	**-**	26,104	**6,131**	26,104
Written back of allowance for doubtful accounts	**-**	-	**(12,959)**	-
Depreciation				
- Property, plant and equipment	**1,550**	144	**2,732**	1,026
- Right-of-use assets	**3,749**	-	**15,017**	-
Interest expenses	**23,275**	134,289	**91,081**	427,812
Gain on disposal of development expenditures	**-**	(108,971)	**-**	(108,971)
Loss on written-off of property, plant and equipment	**-**	4,098	**-**	4,098
Lease interest on right-of-use assets	**1,573**	-	**6,531**	-
	316,617	439,148	**1,041,952**	1,841,520

Operating expenses and finance costs amounted to $316,617 for the three months ended December 31, 2019, were lower than the operating expenses and finance costs for the three months ended December 31, 2018.

This was mainly due to reduction of salaries and wages and interest expenses. The reduction of salaries and wages was due to transfer of some staff from the Corporation to Activate. Also, Mr. Chin had agreed to convert the interest-bearing loans to interest-free with effect from January 1, 2019, hence no interest was charged on loans from him in the current quarter. The Corporation also enjoyed foreign currency exchange gain with the strengthening of Singapore Dollars and Canadian Dollar against United States Dollars, as compared to the foreign currency exchange loss in the quarter ended December 31, 2018.

Net loss

The net loss for the three and twelve months ended December 31, 2019 amounted to $87,334 and $315,311 compared to a net loss of $281,084 and $1,203,132 for the three and twelve months ended December 31, 2018, respectively.

The lower net loss for the three and twelve months ended December 31, 2019 are mainly due to higher gross profit, lower foreign currency exchange loss, lower salaries and wages and lower interest expenses.

Selected Balance Sheet Information

The figures reported below are based on the unaudited consolidated financial statements of the Corporation which have been prepared in accordance with IFRS.

	December 31, 2019 (Audited) $	December 31, 2018 (Audited) $
Current Assets		
Accounts receivable	**360,885**	664,031
Other receivables, prepayments and deposits	**82,133**	98,760
Bank and cash balances	**194,411**	267,951
	637,429	1,030,742
Non-Current Assets		
Right-of-use assets	**120,385**	-
Property, plant and equipment	**50,859**	35,486
TOTAL ASSETS	**808,673**	1,066,228
Current Liabilities		
Accounts payable and accrued liabilities	**670,400**	1,210,856
Advances from related parties	**887,512**	398,659
Loan from related parties	**4,168,840**	348,009
Lease liabilities	**40,071**	-
Promissory note payable	**580,000**	532,000
Current tax liabilities	**590**	588
	6,347,413	2,490,112
Non-Current Liabilities		
Loans from related parties	**824,628**	4,624,623
Lease liabilities	**76,777**	-
Deferred tax liability	**-**	1,188
TOTAL LIABILITIES	**7,248,818**	7,115,923
Equity		
Share capital	**11,415,709**	11,415,709
Deficit	**(18,032,088)**	(17,717,269)
Accumulated other comprehensive income	**189,253**	264,252
Total deficiency attributable to equity shareholders	**(6,427,126)**	(6,037,308)
Non-controlling interest	**(13,019)**	(12,387)
TOTAL DEFICIENCY	**(6,440,145)**	(6,049,695)
TOTAL LIABILITIES & EQUITY	**808,673**	1,066,228

Total assets of GINSMS including cash, accounts receivable, other receivables, prepayment and deposits, property, plant and equipment and right-of-use assets as at December 31, 2019 amounted to $808,673 compared to December 31, 2018 amounted to $1,066,228. Bank and cash balances amounted to $194,411 as at December 31, 2019 a decrease of 27.4% compared to $267,951 as at December 31, 2018. This decrease was mainly due to cash flow used in the operation of the Corporation. The cash flow generated from financing activities is $469,503 for the twelve months ended December 31, 2019 against the cash flow used in financing activities of $86,159 for the twelve months ended December 31, 2018.

Accounts receivable

	December 31, 2019 (Audited) $	December 31, 2018 (Audited) $
Trade receivables (third parties)	**135,177**	423,050
Less: Allowance for doubtful debts (third parties)	**(25,872)**	(44,067)
Receivable from related parties	**251,580**	236,562
Contract assets	**-**	48,486
	360,885	664,031

Included in accounts receivable at December 31 2019 are receivables of $176,634 due from Activate, which is currently 42% beneficially owned by the Chief Executive Officer of the Corporation and 43% owned by Xinhua Mobile, and receivable of $60,522 due from Actxa, which is 85% beneficially owned by the Chief Executive Officer of the Corporation. In addition, there are receivables of $12,679 and $1,745 due from Beat Chain Pte. Ltd. ("Beat Chain") and Xinhua Mobile HK, which are 100% owned by Xinhua Mobile.

Decrease in trade receivables (third parties) are in line with the decrease in revenue in the quarter ended December 31, 2019.

Accounts payable and accrued liabilities

	December 31, 2019 (Audited) $	December 31, 2018 (Audited) $
Trade payables (third parties)	**31,636**	43,855
Trade payables from related parties	**3,322**	31,213
Contract liabilities	**55,657**	55,525
Deferred income	**1,942**	903
Accrued liabilities and receipt in advance	**577,843**	1,079,360
	670,400	1,210,856

a) Decrease in trade payables as at December 31, 2019 compared to December 31, 2018 was due to decrease in cost of sales in the quarter ended December 31, 2019.

   Included in accounts payables at December 31, 2019 are payables of $3,322 due to Actxa.

b) Contract assets / contract liabilities are related to the professional fees revenue of the software products and services segment. For the professional fees revenue, the subsidiaries will issue invoice to the customers based on the timeframe specified in the contracts but the project manager will assess the progress of the project work and determine the percentage of completion based on actual work performed by the staff at the end of the month. When the revenue computed using the percentage of completion is more than the invoiced amount for the month, the understated revenue is considered contract assets. When the revenue computed using the percentage of completion is less than the invoiced amount for the month, the overstated revenue is considered contract liabilities.

c) Deferred income is related to the support and maintenance revenue of the software products and services segment. For support and maintenance revenue, the subsidiaries will usually invoice the customers in advance for the support and maintenance services to be provided in the coming year. Deferred income is computed for the number of months of unutilized support and maintenance service paid in advance by the customers.

d) Decrease in accrued liabilities and receipt in advance as at December 31, 2019 compared with December 31, 2018 was mainly due to less accrual of messaging service fees that were incurred but not invoiced by the mobile operators and gateway providers in line with lower cost of sales for the quarter ended December 31, 2019.

Loans from Related Parties

		December 31, 2019 (Audited) $	December 31, 2018 (Audited) $
Loans from the director and Chief Executive Officer of the Corporation	(a)	**3,794,150**	3,801,960
Loan from IPL	(b)	**824,628**	822,663
Loan from the immediate parent	(c)	**374,690**	348,009
		4,993,468	4,972,632

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

(a) The loans are from the Corporation's director, Mr. Joel Siang Hui Chin, and bear interest at Nil (2018: 12%) per annum (compounded daily based on a 365-day year). On January 1, 2019, these loans were converted to interest free loans and repayable on demand. Subsequently to the end of the reporting periods, Mr. Joel Siang Hui Chin confirmed to the Corporation that he will not demand settlement of the loans until the Corporation is in sound financial position to repay to him.

(b) The loan is from IPL, a shareholder of the Corporation, and is interest-free. On September 24, 2015, IPL converted its convertible debentures of the Corporation and became a shareholder of the Corporation. A director of the Corporation, Mr. Joel Siang Hui Chin, two directors of the Corporation's subsidiaries, Mr. Wang Xianxiang and Mr. Xu Hongwei, each has significant influence over IPL. IPL confirmed to the Corporation that it will not demand payment of the loan on or before December 31, 2020.

(c) The loan is from Xinhua Mobile, the immediate parent of the Corporation, and bears interest at 12% (2018: 12%) per annum (compounded daily based on a 365-day year) and due on March 31, 2020. Subsequent to the end of the reporting period, Xinhua Mobile agreed to extend the due date of the loan to March 31, 2021.

In addition to the above loans, Mr. Chin, Activate, and IPL have also provided interest-free advances of $293,552, $546,574 and $47,386 to the Corporation, respectively. The loans and advance are used to finance the operations of the Corporation.

Promissory note payable

For part of the acquisition of Inphosoft Group on September 28, 2012, the Corporation issued a $400,000 non-interest bearing promissory note, due on the first anniversary date of the closing date. The note had an initial present value of $366,523 with accretion recorded at an annual interest rate of 6%. During the reporting period, the Corporation negotiated with the note holder, IPL, to extend the due date on the note payable and IPL has agreed to extend the due date of the $400,000 promissory note payable to March 31, 2021. The $400,000 promissory note now bears an interest of 12% per annum which has accrued since April 1, 2016.

4. SUMMARY OF QUARTERLY RESULTS

The quarterly information set forth below has been presented on the same basis as the unaudited consolidated financial statements, and all necessary adjustments have been included in the amounts stated below to present fairly the unaudited quarterly results when read in conjunction with the unaudited consolidated financial statements and the notes thereto.

	Jan-Mar18	Apr-Jun18	Jul-Sep18	Oct-Dec18	Jan-Mar19	Apr-Jun19	Jul-Sep19	Oct-Dec19
Revenue								
A2P Messaging Service	1,681,505	1,045,159	622,327	793,221	455,817	486,229	326,582	**321,329**
Software Products & Services	310,219	301,986	308,014	292,517	198,999	222,596	314,543	**312,622**
	1,991,724	1,347,145	930,341	1,085,738	654,816	708,825	641,125	**633,951**
Cost of Sales								
A2P Messaging Service	1,653,736	870,498	560,670	705,448	395,326	381,377	280,653	**234,705**
Software Products & Services	248,886	221,599	234,246	221,741	153,731	150,363	145,086	**171,082**
	1,902,622	1,092,097	794,916	927,189	549,057	531,740	425,739	**405,787**
Operating Expenses(1)	281,951	461,503	365,395	383,628	157,816	262,515	239,068	**288,020**
Net Loss Before Income Taxes	(336,221)	(226,659)	(359,917)	(280,599)	(74,191)	(101,264)	(51,650)	**(88,453)**
Income Taxes expense (recovery)	(26)	(21)	(702)	485	67	98	707	**(1,119)**
Net Loss	(336,195)	(226,638)	(359,215)	(281,084)	(74,258)	(101,362)	(52,357)	**(87,334)**
Net Loss (per share)								
Basic (in Canadian cents)	(0.22)	(0.15)	(0.24)	(0.19)	(0.05)	(0.07)	(0.04)	**(0.06)**
Diluted	N/A	N/A	N/A	N/A	N/A	N/A	N/A	**N/A**

(1) Represent the sum of selling, general and administrative expense. For comparative purpose, interest expenses, allowance for doubtful debts, reversal of allowance for doubtful debts, and non-recurring expenditure and income were excluded from the Operating Expenses calculation.

The A2P messaging service generated revenue declined due to the stiff competition faced by the Corporation especially in both the North Asia and South East Asia regions. The Corporation lost one key customer in the quarter ended March 31, 2018 and revenue declined in the quarters ended June 30, 2018 and September 30, 2018. During the quarter ended December 31, 2018, the Corporation managed to regain some messaging traffic in both the North Asia and the South East Asia regions which improved its revenue. However, revenue dipped for the quarter ended March 31, 2019 as the Corporation increased pricing to improve the gross margin. During the quarters ended June 30, 2019 to December 31, 2019, the messaging traffic and revenue fluctuates from quarter to quarter. Management has set a goal to steer the A2P messaging business to more growth in the coming quarters. The Corporation intends to continue focus on increasing the revenue from existing markets in the North Asia and South East Asia regions.

The revenue from software products and services segment still fluctuates from the quarter ended March 31, 2018 to the quarter ended December 31, 2018. From the quarter ended March 31, 2019 to the quarter ended September 30, 2019, the revenue has been increasing as the Corporation increased the man-hour charge out rates and chargeable hours since the beginning of year 2019. Revenue remained fairly stable during the quarter ended December 31, 2019. Moving forward, the

Corporation believes that the business environment in the software products and services will remain challenging. The Corporation believes it needs to focus its efforts on other areas in order to create new revenue streams.

5. LIQUIDITY AND CAPITAL RESOURCES

Financial Highlights	**Three-month period ended December 31, 2019 (Unaudited) $**	Three-month period ended December 31, 2018 (Unaudited) $	**Twelve-month period ended December 31, 2019 (Audited) $**	Twelve-month period ended December 31, 2018 (Audited) $
Cash, beginning of period/year	**159,798**	245,855	**267,951**	340,765
Operating activities				
Net loss for the period/year	**(87,334)**	(281,084)	**(315,311)**	(1,203,132)
Deferred income tax (credit)/expense	**(1,119)**	(244)	**(1,034)**	120
Current income tax expense/(credit)	**-**	-	**787**	(384)
Interest expenses on other borrowings	**23,275**	134,289	**91,081**	427,812
Interest expenses on lease liabilities	**1,573**	-	**6,531**	-
Foreign currency exchange (gain)/loss	**(25,332)**	27,425	**(68,688)**	189,073
Allowance for doubtful debts	**-**	26,104	**6,131**	26,104
Written back of allowance for doubtful accounts	**-**	-	**(12,959)**	-
Loss on written off of suspended project costs	**-**	-	**9,466**	-
Loss on written off of property, plant and equipment	**-**	4,098	**-**	4,098
Gain on disposal of development expenditures		(108,971)		(108,971)
Loss on written off of development expenditures	**-**	-	**-**	255,304
Depreciation of property, plant and equipment	**6,961**	6,644	**22,551**	67,731
Depreciation of right-of-use assets	**3,749**	-	**15,017**	-
Changes in working capital items	**(51,331)**	128,198	**(223,887)**	270,825
Interest expenses on lease liabilities	**(6,531)**	-	**(6,531)**	-
Income tax refund/(paid)	**-**	-	**(787)**	384
Net cash used in operating activities	**(136,089)**	(63,541)	**(477,633)**	(71,036)
Financing activities				
Advances from related parties	**220,628**	1,403	**570,806**	110,058
Repayment of advance from a related party	**(26,929)**	(9,002)	**(82,758)**	(196,217)
Principal elements of lease payments	**(4,314)**	-	**(18,545)**	-
Net cash generated from/(used in) financing activities	**189,385**	(7,599)	**469,503**	(86,159)
Investing activities				
Development expenditures	**-**	-	**-**	(5,232)
Proceed from disposal of development expenditures	**-**	114,200	**-**	114,200
Purchase of property, plant and equipment	**(6,012)**	(9,392)	**(37,579)**	(29,282)
Net cash (used in)/generated from investing activities	**(6,012)**	104,808	**(37,579)**	79,686
Effect of exchange rate changes on cash held in foreign currencies	**(12,671)**	(11,572)	**(27,831)**	4,695

Financial Highlights	**Three-month period ended December 31, 2019 (Unaudited) $**	Three-month period ended December 31, 2018 (Unaudited) $	**Twelve-month period ended December 31, 2019 (Audited) $**	Twelve-month period ended December 31, 2018 (Audited) $
Increase/(Decrease) in cash	**34,613**	22,096	**(73,540)**	(72,814)
Cash, end of period/year	**194,411**	267,951	**194,411**	267,951

The capital resources of the Corporation are comprised mainly of the equity of the Corporation. The debts of the Corporation are comprised mainly of a promissory note payable, loans and advances from related parties.

GINSMS has a slightly deteriorated liquidity position for the twelve months ended December 31, 2019 compared to the twelve months ended December 31, 2018 primarily due to the fact that the Corporation relied more on the revenue generated from the A2P messaging and software product and software product business and there is a decline in revenue.

Nevertheless, GINSMS is facing a higher liquidity risks as it has a working capital deficiency of $5,709,984 as at December 31, 2019 as compared to $1,459,370 as at December 31, 2018. The Corporation's liabilities now include an interest-bearing promissory note payable, advance from related parties and the loans from related parties.

The operation of the Corporation is partially financed by the loans from related parties and the advances from related parties amounting to $4,993,468 and $887,512 respectively as at December 31, 2019. The terms and conditions of the loans are described above under *Section 3 – Loans from Related Parties*.

The Corporation has adopted IFRS 16 Leases from 1 January 2019. During the quarter ended September 30, 2019, the Corporation entered into a new lease agreement for use of office building for three years. The Corporation makes fixed payments and additional variable payments depending on the usage of the asset during the contract period. On lease commencement, the Corporation recognised $135,152 of right-of-use asset and lease liability.

Mr. Chin confirmed that he will not demand settlement of the loans until the Corporation is in sound financial position to repay to him and IPL has also advised that they will not recall the loans on and before December 31, 2020. Moreover, during the quarter ended March 31, 2019, Xinhua Mobile and IPL have agreed to further extend the maturity date of the loan and the promissory note to March 31, 2021.

6. OFF BALANCE SHEET ARRANGEMENTS

GINSMS does not have off-balance sheet arrangements.

7. TRANSACTIONS WITH RELATED PARTIES

The Corporation was a party to the following related party transactions that have been recorded at their exchange amounts for the three and twelve months ended December 31, 2019 and December 31, 2018:

	Three-month period ended December 31, 2019 (Unaudited) $	Three-month period ended December 31, 2018 (Unaudited) $	**Twelve-month period ended December 31, 2019 (Audited) $**	Twelve-month period ended December 31, 2018 (Audited) $
Software products and services revenue from companies controlled by immediate parent [1]	**233,385**	230,405	**836,322**	894,287
Software products and services revenue from companies controlled by a director [2]	**34,184**	-	**44,289**	344
Accounting fee revenue from a fellow subsidiary[3]	**-**	5,746	**-**	24,467
Cost of hardware paid to a company controlled by a director [4]	**-**	201	**159**	2,065
Accounting fee paid to an officer[5]	**11,570**	16,992	**51,212**	71,043
Rent charged by a fellow subsidiary[3]	**-**	8,614	**-**	43,282
Gain on disposal of development expenditures to a company controlled by immediate parent[7]	**-**	108,971	**-**	108,971
Interest charged on loans from a director	**-**	112,129	**-**	419,458
Reversal of interest charged on loan from a shareholder[6]	**-**	-	**-**	(77,173)
Interest charged on loan from immediate parent	**11,275**	10,159	**43,081**	37,527
Interest charged on promissory note payable to a shareholder [6]	**12,000**	12,000	**48,000**	48,000

Notes:
1. Software products and services revenue earned from Activate, Beat Chain and Xinhua Mobile HK, companies controlled by Xinhua Mobile, for the professional services rendered by Inphosoft Subsidiaries on a time and material basis.
2. Software products and services revenue earned from Actxa, a company controlled by Mr. Chin, for the professional services rendered by Inphosoft Subsidiaries on a time and material basis.
3. Accounting fee income earned from Activate and rent charged by Activate in prior year only.
4. Cost of hardware purchased from Actxa, a company controlled by Mr. Chin.
5. Accounting fee paid to the Interim Chief Financial Officer, Ms. Shum Chee Ming, in relation to her role as finance manager preparing management reports of the Corporation.
6. IPL is a shareholder of the Corporation.
7. Beat Chain Pte. Ltd. is a company controlled by Xinhua Mobile.

As of December 31, 2019, the Corporation has non-trade loans from related parties of $4,993,468 (Section 3 – *Loans from Related Parties*) and advance of $887,512 (December 31, 2018 - $4,972,632 and $398,659). The loans and advances are used to finance the operations of the Corporation.

Included in accounts payables and accrued liabilities are amounts of $90,694 (December 31, 2018 - $121,532) owed to related parties. Included in accounts receivable are trade receivables of $251,580 (December 31, 2018 - $236,562) owed by related parties.

The T&M Agreements, entered into by IMSB and PTIN with Activate allow the customers to use resources from IMSB and PTIN on a time and material basis. Activate generates revenue by providing software products and services, primarily in the area of mobile applications and games to its customers that include various agencies and ministries of the Singapore government. Activate can subcontract parts of its projects to IMSB and PTIN which possess software development skill sets and utilize the staff of such IMSB and PTIN to perform certain pre-sales roles, on a time and material basis. The professional services provided by IMSB and PTIN are broad-based ranging from account management, pre-sales support, design and development of software programs, project management, testing, deployment and support and maintenance of software programs.

The non-exclusive T&M Agreements were initially entered into for a period of one year and have been subsequently automatically renewed on a yearly basis. These T&M Agreements can be terminated at any time upon one party giving to the other a 30-day termination notice. Under these T&M Agreements, Activate will settle invoices within 14 days, any late payment is subject to a 1% late interest charge. The IMSB and PTIN and Activate are bound by the terms and conditions of a non-disclosure agreement concluded between them.

IMSB and PTIN agreed to provide intellectual property indemnity to Activate and its customers in the event of any suit or proceeding being brought against Activate and its customers for a violation of intellectual property rights by IMSB and PTIN. All rights, title and interest to any copyrights and other intellectual property rights produced by IMSB and PTIN solely in the course of services provided to Activate are the sole and exclusive properties of Activate, once the services provided by IMSB and PTIN have been paid in full. Activate has the right to assign to its customers any and all such intellectual property rights, without limitation.

Gross margin of IMSB and PTIN from work performed for Activate is higher because the invoicing to Activate is in SGD and a higher margin is built-in to cater for currency risk as revenue is charged in SGD. During the arm’s-length negotiation in April 2016, Activate was willing to pay IMSB and PTIN the rates quoted as they are still a lot cheaper than paying for similar resources in Singapore.

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

8. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CHANGES) AND BASIS OF PRESENTATION AND ADOPTION OF IFRS

The significant accounting policies used in the preparation of the Corporation’s audited consolidated financial statements are described in Note 4 of the audited consolidated financial statements for the twelve-month financial year ended December 31, 2019. There have been no changes to our accounting policies since December 31, 2018.

9. FINANCIAL INSTRUMENTS

Financial instruments of the Corporation consist of cash, accounts receivable, accounts payable, accrued liabilities, interest-free advance from related parties, interest-free/interest-bearing loans of related parties and a promissory note payable. GINSMS limits exposure to credit loss by placing its cash with high credit quality financial institutions.

The carrying amounts of cash, accounts receivable and other accounts payable, accrued liabilities, interest-free advance from related parties and interest-free/interest-bearing loans of related parties approximate their values due to the short-term nature of these instruments. The functional currency of Global Edge Technology Limited and GIN is the HKD. In the case of Inphosoft Group, the functional currency is principally that of the SGD but also the IDR and the MYR. In accordance with Canadian GAAP, the consolidated financial statements of the Corporation, which are prepared using the functional currencies, have been translated into Canadian dollars. Assets and liabilities are translated at exchange rates applicable at the balance sheet dates; revenues and expenses are translated at the average exchange rates applicable during the period covered by the financial statements; and capital and statutory capital reserves are translated at historical exchange rates.

10. SHAREHOLDERS' EQUITY & DISCLOSURE OF OUTSTANDING SHARE DATA

Shareholders' equity

	December 31, 2019 (Audited) $	December 31, 2018 (Audited) $
Share capital	**11,415,709**	11,415,709
Deficit	**(18,032,088)**	(17,717,269)
Accumulated other comprehensive income	**189,253**	264,252
Non-controlling interest	**(13,019)**	(12,387)
	(6,440,145)	(6,049,695)

Shareholders' equity as at December 31, 2019, showed a deficit of $6,440,145, is deteriorating from a deficit of $6,049,695 as at December 31, 2018. The deterioration in shareholders' equity is due to the net loss of $315,311.

To address the going concern issue, the Corporation has instituted the following plan:

(a) The Corporation intends to focus on increasing its gross profit margin in both its A2P messaging business and its software products and services business by scrutinizing existing and new business contracts to ensure that they generate satisfactory gross profit margins. The management has seen significant improvement in both gross profit margin and adjusted EBITDA due to these measures and believes that the Corporation will have the ability to continue its operations for the next twelve months.

(b) Despite of the Corporation's liabilities which include a promissory note payable, the interest-free advance from related parties and the interest-free/interest-bearing loans from the related parties, the liquidity risk is addressed and mitigated as mentioned in Section 5 of this MD&A.

Authorized share capital

The authorised share capital of the Corporation consists of an unlimited number of common shares and an unlimited number of preferred shares.

The holders of the common shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per share at meetings of the shareholders and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of common shares.

The holders of the preferred shares are entitled to preference over the holders of common shares with respect to the payment of dividends, dissolution or winding-up or any other return of capital or distribution of assets for the purpose of winding up the Corporation's affairs. As at the date thereof, there are no preferred shares issued and outstanding.

The table below summarizes the issued and outstanding shares of the Corporation for the twelve months ended December 31, 2019 versus the twelve months ended December 31, 2018.

Issued	**December 31, 2019 (Audited)**		December 31, 2018 (Audited)	
	Shares	**Amount ($)**	Shares	Amount ($)
Balance, beginning and end of period/year	**149,793,861**	**11,415,709**	149,793,861	11,415,709

Information on the Corporation's capital, including the numbers of common shares issued and outstanding is contained in the Corporation's unaudited consolidated financial statements which are available at www.sedar.com.

11.SEGMENTED INFORMATION

a) Revenue by customers

	Three-month period ended December 31, 2019 (Unaudited)		Three-month period ended December 31, 2018 (Unaudited)	
	$	**% of total revenue**	$	% of total revenue
Customer A	**105,232**	**16.6**	230,405	21.2
Next five top customers				
Customer B	**112,129**	**17.7**	302,290	27.8
Customer C	**34,245**	**5.4**	217,571	20.0
Customer D	**71,884**	**11.3**	57,279	5.3
Customer E	**33,394**	**5.3**	23,642	2.2
Customer F	**16,609**	**2.6**	25,318	2.3
All other customers	**260,458**	**41.1**	229,233	21.2
Total	**633,951**	**100.0**	1,085,738	100.0

	Twelve-month period ended December 31, 2019 (Audited)		Twelve-month period ended December 31, 2018 (Audited)	
	$	**% of total revenue**	$	% of total revenue
Customer A	**715,735**	**27.1**	894,287	16.7
Next five top customers				
Customer B	**508,608**	**19.3**	676,709	12.6
Customer C	**306,676**	**11.6**	386,821	7.2
Customer D	**301,059**	**11.4**	326,912	6.1
Customer E	**146,265**	**5.5**	95,922	1.8
Customer F	**134,064**	**5.2**	71,295	1.3
All other customers	**526,310**	**19.9**	2,903,002	54.3
Total	**2,638,717**	**100.0**	5,354,948	100.0

b) Revenue by geographical location (by location of operations)

	Three-month period ended December 31, 2019 (Unaudited)		Three-month period ended December 31, 2018 (Unaudited)	
	$	**% of total revenue**	$	% of total revenue
Singapore	**159,600**	**25.2**	349,831	32.2
Indonesia	**203,855**	**32.2**	57,279	5.3
Other Asia countries	**60,431**	**9.5**	71,639	6.6
Europe	**45,971**	**7.3**	60,247	5.5
United States	**146,377**	**23.1**	520,112	47.9
Other regions	**17,717**	**2.7**	26,630	2.5
Total	**633,951**	**100.0**	1,085,738	100.0

	Twelve-month period ended December 31, 2019 (Audited)		Twelve-month period ended December 31, 2018 (Audited)	
	$	**% of total revenue**	$	% of total revenue
Singapore	**778,854**	**29.5**	3,071,615	57.4
Indonesia	**441,679**	**16.7**	326,912	6.1
Other Asia countries	**289,087**	**11.0**	491,337	9.2
Europe	**234,651**	**8.9**	323,578	6.0
United States	**815,840**	**30.9**	1,064,223	19.9
Other regions	**78,606**	**3.0**	77,283	1.4
Total	**2,638,717**	**100.0**	5,354,948	100.0

c) Total assets by geographical location

	As at December 31, 2019 (Audited)		As at December 31, 2018 (Audited)	
	$	**% of total assets**	$	% of total assets
Singapore	**83,739**	**10.4**	236,281	22.2
Indonesia	**435,139**	**53.8**	188,260	17.7
Other Asia countries	**205,461**	**25.4**	338,389	31.7
Europe	**11,512**	**1.4**	39,714	3.7
United States	**51,005**	**6.3**	239,946	22.5
Other regions	**21,817**	**2.7**	23,638	2.2
Total	**808,673**	**100.0**	1,066,228	100.0

d) Financial information by business segments

	Messaging	**Software products and services**	**Unallocated**	**Total**
	$	**$**	**$**	**$**
Twelve-month period ended December 31, 2019 (Audited)				
Revenue	1,589,957	1,048,760	-	2,638,717
Intersegment revenue	-	364,701	-	364,701
Amortization and depreciation	-	37,568	-	37,568
Interest income	119	267	-	386
Interest and finance expenses	-	6,531	91,081	97,612
Income tax credit	-	247	-	247
Segment profits/(losses)	583,856	(104,342)	(794,825)	(315,311)
Additions to segment non-current assets	-	37,579	-	37,579
At December 31, 2019 (Audited)				
Segment assets	171,894	636,021	758	808,673
Segment liabilities	(3,119,501)	(2,971,487)	(1,157,830)	(7,248,818)

	Messaging	Software products and services	Unallocated	Total
	$	$	$	$
Twelve-month period ended December 31, 2018 (Audited)				
Revenue	4,142,212	1,212,736	-	5,354,948
Intersegment revenue	-	618,445	-	618,445
Amortization and depreciation	-	67,731	-	67,731
Interest income	199	188	-	387
Interest and finance expenses	291,099	51,186	85,527	427,812
Income tax credit	-	264	-	264
Segment profits/(losses)	611,957	(1,407,755)	(407,334)	(1,203,132)
Additions to segment non-current assets	-	34,514	-	34,514
At December 31, 2018 (Audited)				
Segment assets	537,395	526,617	2,216	1,066,228
Segment liabilities	(3,574,336)	(2,349,687)	(1,191,900)	(7,115,923)

12. FOREIGN CURRENCY RISK

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

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

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

13. EVENTS AFTER THE REPORTING PERIOD

Uncertainty of the Coronavirus (COVID-19) Outbreak

The extent that the coronavirus (COVID-19) outbreak will spread widely and its impact on our result will depend on future developments, which are highly uncertain and unpredictable. Although uncertain at this time, the outbreak could impede our ability to sell, grow and attract new customers. A number of our employees travel frequently to establish and maintain relationships with our customers. Although we continue to monitor the situation and may adjust our current policies as more information and guidance become available, suspending travel, not doing business in-person, and employees government imposed quarantined or sanitary public health authority imposed closures could negatively impact our operations and marketing efforts and also challenge our ability to enter into new customer contracts in a timely manner, which in turn could harm our business performance.

Due to the COVID-19 outbreak, the Corporation may have to switched its Annual Shareholder Meeting to a "virtual" meeting and may have to adopt other means of distribution for its proxy material.

For additional details, refer to our risk factors included under "Risks and Uncertainties" below in Section 14 - OTHER MD&A REQUIREMENTS.

14. OTHER MD&A REQUIREMENTS

The Company announced its financial forecasts for the twelve months ending December 31, 2019 on February 13, 2019 and reforecast for the third and fourth quarter of 2019 on August 12, 2019. The table below shows an analysis of the difference between the actual and reforecast financial highlights for the three months ended December 31, 2019.

Financial Outlook

Financial Highlights	Actual ($)	Reforecast ($)	Variance ($)	Variance (%)
	Oct-Dec 2019	Oct-Dec 2019	Oct-Dec 2019	Oct-Dec 2019
Revenues $				
A2P Messaging Service	321,329	300,161	21,168	7.1%
Software Product & Services	312,622	207,180	105,442	50.9%
	633,951	507,341	126,610	25.0%
Cost of sales $				
A2P Messaging Service	234,705	276,507	(41,802)	(15.1)%
Software Product & Services	171,082	124,113	46,969	37.8%
	405,787	400,620	5,167	1.3%
Gross profit (loss) $				
A2P Messaging Service	86,624	23,654	62,970	266.2%
Software Product & Services	141,540	83,067	58,473	70.4%
	228,164	106,721	121,443	113.8%
Gross margin %				
A2P Messaging Service	27.0%	7.9%	19.1%	242.1%
Software Product & Services	45.3%	40.1%	5.2%	12.9%
	36.0%	21.0%	15.0%	71.1%
Selling, general and administrative expenses	(317,221)	(272,662)	(44,559)	16.3%
Operating loss	(89,057)	(165,941)	76,884	(46.3)%
Non-operating income	25,452	-	25,452	-
Non-operating expenses	(24,848)	(23,290)	(1,558)	6.7%
Ordinary loss	(88,453)	(189,231)	100,778	(53.3)%
Extraordinary gains	-	-	-	-
Extraordinary losses	-	-	-	-
Loss before tax and non-controlling interest	(88,453)	(189,231)	100,778	(53.3)%
Income taxes	1,119	-	1,119	-
Non-controlling interest	632	-	632	-
Net loss attributable to shareholders	(86,702)	(189,231)	102,529	(54.2)%
Adjusted EBITDA	(56,041)	(162,699)	106,658	(65.6)%

Notes:

(1) Adjusted EBITDA is a non-GAAP measure related to cash earnings and is defined for these purposes as earnings before income taxes, depreciation & amortization (in both cost of sales and general and administration expenses), interest expenses and also excludes certain non-recurring or non-cash expenditure and income.

(2) Non-operating income included interest income and other non-operating income. Non-operating expenses included loss on foreign exchange and interest expense.

For the three months ended December 31, 2019,

- Revenue for the A2P messaging service segment was $21,168 higher than reforecast primarily because the Corporation managed to get slightly higher than expected number of messages delivered and hence the slightly better revenue than forecast.

- The actual gross margin of 27.0% for the A2P messaging service segment was higher than reforecast because the Corporation increased pricing of its messaging service since the beginning of 2019 and lower cost of sales with the improvement of traffic volume.

- Revenue for the software product and services segment was $105,442 higher than reforecast mainly because there were more hours charged to projects than reforecast and correspondingly, more billings to the customers.

- The actual gross margin of 45.3% for the software product and services segment was higher than reforecast because the Corporation increased pricing of its software product and service.

- Selling, general and administrative expenses were $44,559 higher than reforecast primarily increase of staff costs charged to general and administrative expenses that were related to accrual of employee benefit expense and utilisation of annual leave, public holidays and training of the additional staff hired that are not reforecast for. The increase was also due to the addition of depreciation on right-of-use assets and accrual of director fee not reforecast for. The increase was partially offset by the written back of both provision for unutilised leave and provision for doubtful debts accrued for the prior year ended December 31, 2018. The increase was also partially offset by lower accounting and audit fee incurred than reforecast for.

- Net loss attributable to shareholders was $86,702, which was $102,529 lower than reforecast primarily due to higher gross margin than reforecast together with lower selling, general and administrative expense than reforecast, partly offset by lease interest not reforecast for.

The table below shows an analysis of the difference between the actual and reforecast financial highlights for the twelve months ended December 31, 2019.

Financial Outlook

Financial Highlights	Actual ($)	Reforecast ($)	Variance ($)	Variance (%)
	Jan-Dec 2019	Jan-Dec 2019	Jan-Dec 2019	Jan-Dec 2019
Revenues $				
A2P Messaging Service	1,589,957	1,904,493	(314,536)	(16.5)%
Software Product & Services	1,048,760	1,101,498	(52,738)	(4.8)%
	2,638,717	3,005,991	(367,274)	(12.2)%
Cost of sales $				
A2P Messaging Service	1,292,061	1,766,459	(474,398)	(26.9)%
Software Product & Services	620,262	620,753	(491)	(0.1)%
	1,912,323	2,387,212	(474,889)	(19.9)%
Gross profit (loss) $				
A2P Messaging Service	297,896	138,034	159,862	115.8%
Software Product & Services	428,498	480,745	(52,247)	(10.9)%
	726,394	618,779	107,615	17.4%
Gross margin %				
A2P Messaging Service	18.7%	7.2%	11.5%	158.5%
Software Product & Services	40.9%	43.6%	(2.8)%	(6.4)%

Financial Highlights	Actual ($)	Reforecast ($)	Variance ($)	Variance (%)
	Jan-Dec 2019	Jan-Dec 2019	Jan-Dec 2019	Jan-Dec 2019
	27.5%	20.6%	6.9%	33.7%
Selling, general and administrative expenses	(1,013,414)	(1,115,659)	102,245	(9.2)%
Operating profit / (loss)	(287,020)	(496,880)	209,860	(42.2)%
Non-operating income	69,074	-	69,074	-
Non-operating expenses	(97,612)	(322,858)	225,246	(69.8)%
Ordinary loss	(315,558)	(819,738)	504,180	(61.5)%
Extraordinary gains	-	-	-	-
Extraordinary losses	-	-	-	-
Loss before tax and non-controlling interest	(315,558)	(819,738)	504,180	(61.5)%
Income taxes expense	247	-	247	-
Non-controlling interest	492	-	492	-
Net loss attributable to shareholders	(314,819)	(819,738)	504,919	(61.6)%
Adjusted EBITDA	(183,524)	(483,906)	300,382	(62.1)%

(1) Adjusted EBITDA is a non-IFRS measure which does not have any standardized meaning under IFRS. Adjusted EBITDA is related to cash earnings and is defined for these purposes as earnings before income taxes, depreciation and amortization (in both cost of sales and general and administration expenses), interest expenses and also excludes certain non-recurring or non-cash expenditure and income. This non-IFRS measure is not recognized under IFRS and accordingly, shareholders are cautioned that this measure should not be construed as an alternative to net income determined in accordance with IFRS. The non-IFRS measure presented is unlikely to be comparable to similar measure presented by other issuers. The Corporation believes that Adjusted EBITDA is a meaningful financial metric as it measures cash generated from operations which the Corporation can use to fund working capital requirements, service interest and principal debt repayment and fund future growth initiatives.

(2) Non-operating income included interest income and other non-operating income. Non-operating expenses included loss on foreign exchange and interest expense.

Risks and Uncertainties

Through its operations, the Corporation is exposed to various business risks and uncertainties which could have an impact on its capacity to achieve its growth objectives. Consequently, the following factors should be taken into account when evaluating the Corporation's future prospects:

Dependence on Required Licenses

The A2P messaging business in Hong Kong is a highly regulated business activity and requires licenses from the Hong Kong Telecommunications Authority ("TA"), without which GIN would be unable to operate. GIN is subject to the rules and regulations of the TA, which regulates the telecom industry in Hong Kong, and the Hong Kong Office of Communications Authority ("HOCA"), which assists the TA in enforcing and administering the *Telecommunications Ordinance*. The TA's authority includes regulating and licensing telecom facilities and managing the radio frequency spectrum. If the TA determines that GIN has violated Hong Kong's telecom laws or regulations or the conditions of its licenses, the TA may suspend or cancel GIN's licenses or take other action detrimental to GIN. GIN is also subject to various other rules, laws and ordinances applicable to companies operating in Hong Kong, including, for example, laws relating to obscenity and privacy. If GIN is found to be in violation of these laws, it may face judgments or consequences detrimental to its business. In addition, the Public Non-exclusive Telecommunications Service (PNETS) licence granted by HOCA to GIN is normally valid for one year, subject to renewal at the discretion of HOCA and compliance of all terms and conditions of the licenses. In the event that HOCA refuses to renew any of the existing licenses of GIN, GIN's ability to offer its services will be adversely affected. The Chief Executive in council of the HOCA may also cancel or suspend licenses if it considers that it is in the public's interest to do so. Moreover, if the TA changes its existing regulations or policies such as those governing interconnection or competition, including the requirement on GIN to obtain separate or further licenses for its existing operations or services, or to obtain licenses in respect of its future operations or services based on new communication technologies, the Corporation's results of operations, financial condition, business and prospects could be adversely affected. GIN may also incur extra costs in order to comply with technical specifications or other conditions resulting from any enacted or proposed changes in the applicable laws and regulations. As a result, the Corporation's financial condition, results of operations and/or prospects may be adversely affected. The business of the Corporation's customers is also subject to regulations. As a result, such regulations could indirectly affect the Corporation's business. As communications technologies and the telecom industry continue to evolve, the regulations governing the telecom industry may change. If this were to occur, the demand for the Corporation's services could change in ways that GIN cannot easily predict and may result in a decline in the Corporation's revenue.

Dependence on Major Customers

The Corporation depends on major customers for a significant portion of its business and the loss of any of such customers could materially and adversely affect the Corporation, and hence the Corporation's business and financial position. A significant portion of the Corporation's revenue has been and is expected to continue to be, derived from a limited number of customers. Most of these customers are major operators of telecom services in the Asia Pacific region. There can be no assurance that its major customers will continue to use its services. In the event that any of these customers cease to use the services of the Corporation and the Corporation fails to replace such customer(s), the Corporation's business and financial position may be materially and adversely affected.

System Failures, Delays and Other Problems

System failures, delays and other problems could harm the Corporation's reputation and business, cause it to lose customers and expose GINSMS to customer liability. GIN's system architecture is contingent on its ability to process a high volume of transactions in a timely and effective manner. GIN may experience failures or interruptions of its systems and services, or other problems in connection with its operations as a result of, amongst others things:

- damage to or failure of its computer software or hardware or its infrastructure and connections;
- data processing errors by its systems;
- computer viruses or software defects;
- physical or electronic break-ins, sabotage, intentional acts of vandalism and similar events; and
- failure of GIN to adapt to rapid technological changes in the telecom industry.

If GIN cannot adequately ensure that its network services perform consistently at a high level or otherwise fails to meet its customers' expectations:

- it may experience damage to its reputation, which may adversely affect its ability to attract or retain customers for its existing services, and may also make it more difficult for GIN to market its existing or future services;

- it may suffer significant damage or expose itself to customer liability claims, under its contracts or otherwise, including the requirement to pay penalties relating to service level requirements in its contracts;
- its operating expenses or capital expenditures may increase as a result of corrective actions that GIN must perform;
- GIN's customers may reduce their use of GIN's services; or
- one or more of its significant contracts may be terminated early, or may not be renewed.

These or other consequences would adversely affect the Corporation's revenue and performance.

Security and Privacy Breaches

Security or privacy breaches may result in an interruption of service or a reduced quality of service, which could increase GIN's costs or result in a reduction in the use of GIN's services by its customers. GIN's systems may be vulnerable to physical break-ins, computer viruses, attacks by computer hackers or similar disruptive problems. If unauthorized users gain access to GIN's databases, they may be able to steal, publish, delete or modify sensitive information that is stored or transmitted on GIN's networks and which GIN is required by its contracts to keep confidential. A security or privacy breach could result in an interruption of service or a reduced quality of service. Confidential information internal to GIN may also be disclosed to unauthorized personnel who may use such information in a manner adverse to the interests of GIN. Hackers may attempt to "flood" the network, thereby preventing legitimate network traffic or to disrupt the connection between two machines, thereby preventing access to a service or preventing a particular individual from accessing a service. The Corporation may therefore be required to make significant expenditures in connection with corresponding corrective or preventive measures. In addition, a security or privacy breach may harm GIN's reputation and cause its customers to reduce their use of GIN's services, which could harm the Corporation's revenue and business prospects. In addition, GIN's revenue may be adversely affected by un-captured usage, in the event that GIN's system is "hacked" into, resulting in transmissions that may not be detected by its billing system. Further, the increase in traffic as a result of such unauthorized "hacking" may slow or overload GIN's transmission network, thereby adversely affecting the overall quality of services which GIN provides to its paying customers. GIN's exposure to telecom security concerns is heightened as Hong Kong and Chinese laws relating to liability under such circumstances are relatively new. In addition, GIN does not carry "errors and omissions" or other insurance covering losses or liabilities caused by computer viruses or security breaches, which under such circumstances could mitigate damages that GIN may suffer. If GIN incurs any such losses or liabilities, the Corporation's operating results, financial condition, business and prospects may be adversely affected.

Recent Measures Taken Due to the Outbreak of COVID-19

In light of the uncertain and rapidly evolving situation relating to the spread of the coronavirus (COVID-19), the Corporation has taken temporary precautionary measures intended to help minimize the risk of the virus to our employees which could negatively impact our business. We are temporarily requiring all employees to work remotely, have suspended all non-essential travel worldwide for our employees, and are discouraging employee attendance at industry events and in-person work-related meetings. While we have a distributed workforce and our employees are accustomed to working remotely or working with other remote employees, our workforce is not fully remote. Our employees travel frequently to establish and maintain relationships with one another and with our customers and some of our business processes assume that employees can review and sign documents in person. Although we continue to monitor the situation and may adjust our current policies as more information and guidance become available, temporarily suspending travel and doing business in-person could negatively impact our marketing efforts, challenge our ability to enter into customer contracts in a timely manner, slow down our recruiting efforts, or create operational or other challenges as we adjust to a fully-remote workforce, any of which could harm our business. The extent to which the coronavirus (COVID-19) and our precautionary measure may impact our business will depend on future developments, which are highly uncertain and cannot be predicted at this time.

Adequacy of Network Resilience, Network Diversity and Backup Systems

Inadequate network resilience, network diversity and backup systems may result in service disruptions. Any failure of GIN's backup systems or any insufficiency in GIN's redundancy capacity may disrupt GIN's operations. GIN regularly reviews its network and assesses its vulnerability to such outside factors. However, there can be no assurance that GIN's existing alternative routes and cable diversity will provide adequate backup for all types of service interruptions that may occur. Moreover, even with these contingency measures, service disruptions could last for a considerable period of time before complete service can be restored. This may cause customers to reduce their use of GIN's services, which could harm the Corporation's revenue and business prospects.

Loss of Significant Information

Loss of significant information may adversely affect the Corporation's business. In cases of a failure of GIN's data storage system, GIN may lose critical network or billing data, source code, proprietary production system designs or important email correspondence with its customers and suppliers.

Failure to Develop, Enhance or Introduce New Value-Added Services ("VAS")

If the Corporation fails to develop or introduce on a timely basis new VAS, its business will suffer. Rapid change in technology, short product life cycles, changes in customer requirements and evolving industry standards characterize the markets for the Corporation's products. The success of the Corporation depends on the Corporation's ability to timely develop and introduce innovative new VAS that gain market acceptance. The Corporation may not be successful in forecasting future customer requirements or in selecting, developing and marketing new products or enhancing the Corporation's existing products on a timely or cost-effective basis. Moreover, the Corporation may encounter technical problems in connection with its product development that could result in delayed introduction or its inability to introduce new products or product enhancements. Such cancellations or delays could result in a decrease in sales or a loss of customers, or both. The Corporation may also focus on technologies that do not function as expected or are not widely adopted. In addition, products or technologies developed by others may render the Corporation's products non-competitive or obsolete and result in a significant reduction in traffic volume from the Corporation's customers and the loss of existing and prospective customers.

Competition

The market for communications services is extremely competitive and rapidly changing. The Corporation faces competition from other providers of connectivity and value-added services, some of which are larger and may be better funded than the Corporation. A number of the Corporation's current and potential competitors may have greater name recognition and/or more extensive customer bases than GIN. Increasing competition could result in reduced revenue, reduced sales margins and loss of market share, any one of which could harm the business of the Corporation.

Dependence on Third-Party Software and Equipment

The failure of third-party software and equipment that GIN uses in its systems may cause interruptions or failures of its systems. In addition to the use of the internet and certain telecom networks maintained by broker carriers and other third parties for the transmission of data traffic, GIN also incorporates hardware, software and equipment developed by third parties into its systems. As a result, GIN's ability to provide interoperability services depends in part on the continued performance and support of these third-party products. If these products experience failures or contain defects, and the third parties supplying these products fail to provide adequate remedial support, this may result in the interruption or unsatisfactory performance of GIN's systems or services.

Market Acceptance at Desired Pricing Levels

The Corporation's failure to achieve or sustain market acceptance at desired pricing levels may impact its ability to maintain profitability or positive cash flow. The Corporation's competitors and customers may cause the Corporation to reduce the prices it charges for its services which in turn could adversely affect the Corporation's profitability and cash flow. The primary sources of pricing pressure include:

- competitors offering competing services at reduced prices, or bundling and pricing services in a manner which makes it difficult for the Corporation to compete; and
- customers with a significant volume of transactions may have enhanced leverage in pricing negotiations with the Corporation;

GINSMS may not be able to offset the effects of all or any price reductions.

Key Members of the Management Team

The loss of any key members of the management team may impair the Corporation's ability to identify and secure new contracts with customers or otherwise manage its business effectively. The Corporation's success depends, in part, on the continued contributions of its senior management. Most of them are well experienced in the telecom industry and have in depth knowledge of various aspects of the development of a telecom business.

Credit Risk of Accounts Receivable

The Corporation is subject to credit risk in respect of its accounts receivable. GINSMS provides credit periods to its customers, which are calculated from the dates the invoices are issued by GINSMS to the dates of payment by the customers. Although GINSMS implements credit control policies and measures, GINSMS cannot assure that these measures are adequate in protecting GINSMS against material credit risks. GINSMS may provide services to customers who do not provide sufficient deposits, advance payments or bank guarantees for GINSMS' services. Moreover, should GINSMS' customers be unable to pay in full for any reason, the Corporation's profit and cash flow will be adversely affected. Any delay in the payment by customers may also adversely affect the Corporation's operations and financial position. The Corporation may have to sustain legal costs in pursuing unsettled invoices, a process which is time-consuming and may be affected by a variety of factors including any counterclaim from such non-paying customers. Even if the Corporation obtains favourable judgments, enforcement of such judgments may take time and may not always be successful.

Conflicts of Interest

Certain directors and officers of the Corporation are also directors, officers, or shareholders of other companies that may operate in the same sectors as the Corporation. Such associations may give rise to conflicts of interest from time to time. The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required under the *Canada Business Corporations Act* to disclose his interest and to abstain from voting on such matter.

Inability to Satisfy Customer Demand for Performance, Price or Terms

The market in which Inphosoft operates is highly competitive, and Inphosoft expects that the level of competition on pricing and product offering will continue to be intense. Additionally, certain emerging markets, such as countries in the Middle-East, Africa, South America and Southeast Asia, are particularly sensitive to pricing as a key differentiator. Where price is a primary decision driver, Inphosoft may not be able to effectively compete or it may chose not to compete due to unacceptable margins. If Inphosoft is not able or chooses not to compete against its current and future competitors, its current and potential customers may choose to purchase similar products offered by Inphosoft's competitors, which would negatively affect its revenues or profitability, or both. The markets for Inphosoft's products are subject to rapid technological changes, evolving industry standards and regulatory developments, and its operating results depend to a significant extent on its ability to adapt to these changes. Inphosoft competes principally on the basis of: (i) product performance and functionality; (ii) product quality and reliability; (iii) customer service and support; and (iv) price. Many of Inphosoft competitors have substantially broader product portfolios and financial and technological resources, product development, marketing, distribution and support capabilities, name recognition and established relationships with telecommunications service providers than it has. Certain competitors of Inphosoft may price their products at unsustainably low levels in an effort to acquire market share or delay or avoid business failures. Inphosoft may not be able to compete effectively against existing or future competitors or to maintain or capture meaningful market share, and Inphosoft's business could be harmed if its competitors' products and services provide higher performance, offer additional features and functionality or are more reliable or less expensive than its products. Increased competition could force Inphosoft to lower its prices or take other actions to differentiate its products, which could adversely affect its business.

International Risks

GINSMS's international operations are significant and it intends to continue to expand these international operations, particularly in Asia. Foreign operations face additional specific local risks, which may adversely affect GINSMS, including but not limited to, change in legal and regulatory requirements and less favourable intellectual property laws, change in local tax rates and other potentially adverse tax consequences (including the cost of repatriation of earnings), collectability of accounts in foreign jurisdictions, and burdens of complying with a wide variety of foreign laws, including changing import and export regulations.