AIQ LIMITED

(incorporated and registered under the Companies Law (as revised) of The Cayman Islands and registered number 327983.)

Annual Report and Consolidated Financial Statements

For the year ended 31 October 2020

Contents **Page Number**

Strategic Report – Chairman’s Statement	**3-4**
Strategic Report – Executive Director’s Statement	**5-9**
Directors’ Report	**10-13**
Corporate Governance Report	**14-20**
Statement of Directors’ Responsibilities	**21**
Independent Auditor’s Report	**22-27**
Consolidated Statement of Comprehensive Income	**28**
Consolidated Statement of Financial Position	**29**
Consolidated Statement of Changes in Equity	**30**
Consolidated Statement of Cash Flows	**31**
Notes to the Consolidated Financial Statements	**32-58**
Company Information	**59-60**

STRATEGIC REPORT – CHAIRMAN'S STATEMENT

On behalf of the Board, I present the annual report and financial statements of AIQ Limited for the year ended 31 October 2020.

We completed the acquisition of Alchemist Codes Sdn Bhd ("Alchemist Codes"), a Malaysian company providing IT consultancy services (including messenger app development) and an e-commerce solution, OctaPLUS, in March 2020. Alchemist Codes was at a relatively early stage of development, but with what was believed to be exciting technology and potential; we had a strategy in place to grow the business and, in particular, its offering for the e-commerce sector. However, the COVID-19 pandemic, which has prevailed throughout the period since the acquisition, had a profound impact on Alchemist Codes. Consequently, the performance of the business has been extremely disappointing.

Both the roll-out of OctaPLUS and Alchemist Codes' IT consultancy business were met with severe headwinds such that little progress could be made and revenues were significantly below the Board's expectations. The consumer trends emerging from the pandemic initially supported Alchemist Codes' e-commerce proposition and this was reflected in our interim results published in July 2020. However, the landscape subsequently deteriorated rapidly as retailers transitioned to focus their efforts on online sales and, accordingly, enhanced their direct-to-consumer sales & marketing channels, which was to the detriment of emerging online marketplaces such as OctaPLUS that are based on an affiliate commission model. In addition, the travel and tourism industry, which was expected to be one of the key sectors for OctaPLUS as it typically provides higher commission rates, was particularly badly impacted by the pandemic. This had a serious negative impact on OctaPLUS' pipeline.

For the IT consultancy business, the stringent restrictions imposed on travel and the social distancing measures introduced by the Malaysian government – with the country subject to lockdown measures throughout the period since the acquisition – prevented Alchemist Codes from meeting with customers and business partners; and the economic downturn and uncertainty impacted customers' budget availability and the willingness to commit resources to new projects.

Consequently, revenues from Alchemist Codes significantly underperformed against our expectations and, due to the low level of revenues, the business incurred substantial losses for the year.

Towards the end of calendar year 2020, and early in 2021, the Company had looked forward to the roll-out of COVID-19 vaccinations and progressive easing of lockdown restrictions in Malaysia. However, trading conditions have remained extremely challenging as Malaysia continues to be under government lockdown, causing a further reduction in demand and significant deterioration in revenue with negligible sales post year end.

Whilst the programme of vaccination roll-out is underway, the Board has noted the low registration rate for voluntary vaccination among Malaysia's senior citizens in March and April, which has been much lower than widely anticipated. This has pushed back our expectations for revenues and, combined with the continued uncertainty over the post-pandemic economic recovery and market outlook, highlighted the need for a fundamental strategic review.

As a result of these factors, the Directors believe that it is in the best interests of AIQ and of our shareholders to recognise an impairment charge against goodwill and intangibles of £2.4 million, reflecting the impact on the Group's business model.

The Board has initiated the strategic review to assess the viability of Alchemist Codes and to stem the losses of the business, whilst also seeking to evaluate its future. This review is the Board's highest priority and it has already begun taking action to reduce the cost base. Our cash position, which was £1.8 million at the year end and approximately £1.1 million at the date of this report, gives us sufficient headroom while we conduct this process. We will update the market on the outcome of this review at the earliest possible opportunity.

On behalf of the Board, I would like to thank our shareholders for their continued support during this difficult time.

Graham Duncan
Non-Executive Chairman

29 April 2021

STRATEGIC REPORT – EXECUTIVE DIRECTOR'S STATEMENT

On 26 March 2020 we completed the acquisition of Alchemist Codes Sdn Bhd ("Alchemist Codes"), a Malaysian incorporated information technology solutions developer focusing on the e-commerce sector. The acquisition was for a consideration of £2.3 million satisfied through the issue of Ordinary Shares in the Company. While the initial outlook for the business held promise, the prolonged and multifaceted impact of the COVID-19 pandemic, which was compounded by Alchemist Codes being at a relatively early stage of development, resulted in a very disappointing performance for the year to 31 October 2020 and the incurring of substantial losses. Since year end, trading conditions have deteriorated further and there has been negligible sales activity. As a result, and given the continued significant uncertainty of the post-pandemic market recovery, the Board has recognised an impairment of goodwill and intangibles of £2.4 million from the investment in acquiring Alchemist Codes and is undertaking a strategic review to determine the future of the business.

Operational Review

Alchemist Codes has two areas of activity: an e-commerce solution, OctaPLUS, which is an online shopping platform that was launched at the end of 2019, and an IT business that provides clients with customised software and web and app development, with its primary offering being messaging solutions. Alchemist Codes builds the messenger app for customers and receives a development fee (the majority on completion of delivery) and then a monthly maintenance fee for ongoing support. However, the performance of both OctaPLUS, which was anticipated to be the primary driver of growth, and the IT business has been significantly below the Board's expectations.

The revenue model for OctaPLUS is that Alchemist Codes receives, from retailers, a portion of the consumer spend on the retailers' products through the platform. In response to the pandemic, retailers have reduced the commission they are willing to pay for such affiliate referrals. With the closing of physical stores due to lockdown measures as well as a reduction in foot traffic due to public health concerns, retailers have also significantly enhanced their online direct-to-consumer marketing. This has significantly altered the competitive landscape for OctaPLUS as well as its ability to attract retailers to sell their products via the platform, which impacts OctaPLUS' offer to consumers. In addition, the travel and tourism industry, which was severely impacted by the pandemic, had been identified as a key target sector for OctaPLUS as it was expected to provide the highest commission rates.

As a result, the forecast growth in registered users and customer spend on the platform did not materialise and the rate of commission from retailers was materially below expectations.

In the IT business, which accounts for the vast majority of Alchemist Codes' revenue and which is primarily project-based, whilst some minor projects were delivered during the year, sales were significantly below management's expectations and lower than the prior year. Throughout the period following the acquisition of Alchemist Codes, Malaysia was subject to a series of strict government lockdowns – known as "movement control orders" ("MCO") – as a result of the pandemic, which restricted opportunities for management to meet physically with its customers, prospective customers and business partners. In addition, the economic downturn and uncertainty caused customers to delay purchasing decisions or reallocate resources. Consequently, Alchemist Codes did not secure the new IT projects that had been anticipated.

In the second half of the year, the Company took a number of measures designed to improve the outlook for the business, such as refocusing some of Alchemist Codes' R&D efforts. However, these have not been able to stem the decline in the Company's financial performance. In July 2020, an office was opened in Hong Kong with a view to leveraging the government grant schemes for IT solutions providers, but this office has not yet generated any significant revenues. Post period, the Company has made redundancies and other cost savings, including reductions to all of the Directors' fees.

The government lockdown has continued to be extended in Malaysia, which is still subject to MCO measures (either MCO, conditional MCO or recovery MCO depending on district). As a result, trading conditions remain extremely challenging and Alchemist Codes' sales activity has been negligible. In addition, pipeline revenues have suffered from the inability to secure IT projects during the year that would be completed post period.

As a consequence of the above, along with the considerable uncertainty over post-pandemic market conditions, the Board of AIQ has initiated a strategic review to assess the viability of Alchemist Codes and to stem the losses of the business, whilst also seeking to evaluate its future. The strategic review is the Board's immediate focus and highest priority.

Financial Review

The net loss for the year ended 31 October 2020 was £3.6 million (2019: £0.5 million loss). The increase in the loss compared with 2019 is primarily due to an impairment against goodwill and intangibles of £2.4 million, reflecting the impact of the pandemic on the Group's business model, operational losses of Alchemist Codes of £442,000, amortisation costs of £240,000 and transaction costs of £380,000 associated with the acquisition and re-admission. Management anticipate that the further extensions to COVID-19 lockdowns in Malaysia and the prolonged impact on international travel and tourism will limit revenue opportunities in the short to medium term. Updated forecasts prepared by the Company assume much lower revenue than anticipated when Alchemist Codes was acquired. As a consequence, these forecasts no longer support the carrying value of intangibles that were recognised on the acquisition in March 2020.

As a result of the increased net loss, the loss per share increased to 6.1 pence (2019: 1.0 pence loss per share).

The Group had cash of £1.8 million at 31 October 2020 (compared with £3.7 million at 31 October 2019) and approximately £1.1 million as of the date of this report.

Alchemist Codes

The acquisition of Alchemist Codes completed in March 2020, and therefore approximately seven months' activities have been included in these consolidated results.

In the six months ended 30 April 2020 (which covers a period largely prior to the acquisition by the Company), Alchemist Codes generated revenue of 1.26 million Malaysian Ringgit ("RM") (approximately £238,000). However, the period between April and October 2020 was badly affected by the pandemic and revenues for the seven-month period since acquisition were RM834,000 (approximately £155,000). The majority of revenue was based on software development and maintenance for Alchemist Codes' messenger apps customers.

Alchemist Codes' loss before tax for the seven months from the acquisition to year end was RM2,384,000 (approximately £442,000) compared with a profit before tax for the six-month period ended 30 April 2020 of RM110,000 (approximately £20,000).

As detailed above, since the year end, trading conditions have deteriorated further with negligible sales activity. As a result, Alchemist Codes has generated revenues from 1 November 2020 to date of only RM20,000 (£4,000).

Alcodes International Limited ("AIL")

AIL was incorporated in Hong Kong in July 2020. AIL did not contribute any revenues to the Group during the period to 31 October 2020 and incurred a net loss of £25,000. Approximately HK$73,000 (£7,000) in revenue has been received in the period since the year end, resulting in total group revenue since year end of approximately £11,000.

Key Performance Indicators

The Directors track the following as the Company's key performance indicators ('KPIs'):

- Revenues
  Reflects the element of billings generated and recognised during the period from all operations and measures the Group's overall performance at a sales level. Revenues, which totalled £155,000 in the period between the acquisition of Alchemist Codes and the year end, have been severely impacted by the COVID-19 pandemic, which has necessitated the need for a strategic review.

- OctaPLUS transactions
  The number of consumer purchases via the Company's e-commerce platform, which demonstrates usage and measures the extent to which the Company is succeeding in executing on its core strategy.

Transactions have been badly impacted by COVID-19 and the Board's review is assessing the viability of the OctaPLUS affiliate commission model.

- New and total registered users for OctaPLUS
  The number of consumers registered, and registering, to use the Company's e-commerce platform, which indicates the level of interest in the platform and the extent to which the Company is succeeding in executing on its core strategy. The forecast growth in registered users and customer spend on the platform did not materialise.

- Administrative expenses
  Indirect expenditure on running the business, which reflects cost effectiveness and cost management and which is of key importance while the Company is developing its revenue streams. Significant levels of expenditure, particularly in relation to marketing, staff and R&D, has been needed to develop the Group's business model. However, in response to the disappointing levels of revenue, the Company has made a number of redundancies, reducing headcount by a third since the year end. Further cost cuts are being implemented alongside the strategic review in order to preserve cash for future investment.

- Cash holdings
  The Company's cash balance provides a measure of the Group's financial strength and self-sufficiency to support operations while revenue streams are still in development. The Group's losses have resulted in a material reduction in cash balances of £1.9 million during the year. The Company has sought to develop revenue streams against the headwinds of a pandemic and the strategic review is focused on stemming these outflows and assessing the most viable revenue streams.

The Company's accounting systems track performance on a monthly basis, focusing in particular on revenue generation, development and marketing expenditure and working capital needs.

Going Concern

The financial statements are required to be prepared on the going concern basis unless it is inappropriate to do so.

The Group incurred losses of £3.6 million during the year and cash outflows of £1.9 million. As at 31 October 2020, the Group had net current assets of £1.5 million and cash of £1.8 million. The Group's cash position was approximately £1.1 million at the date of this report.

The Group meets its day-to-day working capital requirements through cash generated from the capital it raised on admission to the London Stock Exchange and, subsequent to the acquisition of Alchemist Codes, from the operations of its subsidiary.

COVID-19 has been identified as having a significant impact on the Group in the 2020 financial year due to the prolonged public lockdown in Malaysia. The Board has taken, and continues to take, a number of actions to protect operating cash flow in the short term. As a means of securing the Group's long-term future, the Board has initiated a strategic review to assess the viability of Alchemist Codes and to stem the losses of the business and reduce the cost base, whilst also seeking to evaluate its future. The Group's cash position gives sufficient headroom while the Board conducts this process, in which it will consider all options for the future of the business. The Group's assessment of the COVID-19 pandemic is detailed in the Operational Review section of the Strategic Report above.

The Directors have prepared forecasts and projections for a period of at least 12 months from the date of approval of these financial statements, and have specifically performed a detailed review of those forecasts for the 15 months to July 2022. These reflect the expected trading performance of the Group on the basis of best estimates of management using current knowledge and expectations of trading performance. These forecasts and projections have also been stress tested to consider what the Directors believe to be a 'worst plausible case scenario'.

The Directors report that they have re-assessed the principal risks, reviewed current performance and forecasts, combined with expenditure commitments, including capital expenditure. The Group's forecasts demonstrate it will have sufficient cash reserves to enable it to meet its obligations as they fall due, for a period of at least 12 months from the date of signing of these financial statements.

These ‘worst plausible case scenario’ conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. This, in turn, has led Group management to undertake a strategic review of the Group’s activities going forwards, which is due to be reported shortly. The unknown outcome of the strategic review, coupled with uncertainty of future trading, give rise to a material uncertainty over the going concern status of the Group. The Directors consider the Group to be a going concern but have identified a material uncertainty in this regard.

Principal Risks and Uncertainties

The Directors consider the principal risks and uncertainties facing the Company and a summary of the key measures taken to mitigate those risks are as follows:

Financial risks

The key financial risk is that of funding the continued development of the business with the current cash reserves whilst protecting shareholder value. Redundancies have been made and further cuts to operating costs have been actioned along with reductions to Directors’ fees.

The strategic review that is currently being performed is urgently addressing this position and assessing the immediate actions that need to be taken. This is wide-ranging in scope and addressing all options to ensure the Group’s long-term future.

COVID-19

The COVID-19 pandemic has had a profound impact on Alchemist Codes and the Group as a whole. As detailed further in the Operational Review, this resulted in a low level of revenue generation and, consequently, the incurring of substantial losses.

The continued market uncertainty and the prolonged nature of the COVID-19 pandemic across the region poses a significant risk to Alchemist Codes’ business, which is at an early stage of its development. To address this risk, the Board has initiated a strategic review as described above.

Since the outbreak of the pandemic in March 2020, we have followed WHO and government guidance to protect the safety of our workers, customers and partners. We implemented a work-from-home policy with effect for all staff, putting in place a number of measures to enable remote working.

Operational risks

The success of the Company’s business strategy has been dependent on growing the Alchemist Codes business in Malaysia, Hong Kong and further afield as well as the Company’s ability to complete further acquisition opportunities.

Alchemist Codes’ success, which is the current operating entity of the Group, is dependent on its ability to secure and deliver projects in its IT consultancy business and to increase income from transactions conducted on its OctaPLUS platform. The key risk to these activities is competition from IT service providers and, for OctaPLUS, other e-commerce platforms, including retailers conducting direct marketing, with greater resources and market presence.

The operations of Alchemist Codes and, since its establishment, Alcodes International have been monitored and regularly reported to the Board. Whilst the hope and expectation of the Board has been that actions taken in response to the impact of the pandemic would result in tangible improvement, this has not been the case. The length and severity of lockdown restrictions, as well as the uncertainty over the post-pandemic market recovery, has meant significant changes to the business model. We have prepared revised business plans that anticipate a much more severe long-term impact on our markets. We have implemented a strategic review that is addressing all of the Group’s operations. The scope of this review includes the operational cost model, the opportunity for alternative revenue streams and overall operational structures.

Li Chun Chung, Executive Director

29 April 2021

DIRECTORS' REPORT

The Directors present their report on the Group, together with the audited consolidated financial statements of the Group, for the year ended 31 October 2020.

Principal activities

The Company was formed to undertake acquisitions in the e-commerce sector. In March 2020, the Company completed the acquisition of Alchemist Codes.

Alchemist Codes is an information technology software designer and developer focused on the e-commerce sector. It provides clients with customised software, web and app development and white labelled messaging solutions that employ Alchemist Codes' proprietary ready-made chat application. Alongside this, Alchemist Codes has developed its own e-commerce web and mobile application called OctaPLUS – a cashback solution that leverages big data analytics, data mining and artificial intelligence.

Results and dividends

The results of the Group are set out in detail in the financial statements.

The Directors do not propose to recommend a dividend for the year ended 31 October 2020. Given the losses incurred to date, it is unlikely that the Board will recommend a dividend in the near-term.

Business review and future developments

Details of the business activities and developments made during the period can be found in the Strategic Report.

Financial instruments and risk management

Disclosures regarding financial instruments are provided within the Strategic Report and Note 23 to the financial statements.

Capital structure and issue of shares

Details of the Company's share capital are set out in Note 20 to the financial statements. The Company has one class of ordinary shares which carry no right to fixed income.

Post balance sheet events

On 9 April 2021, Alcodes International Limited entered into an agreement to provide website development services to Ever Billions International Limited, a company fully owned by Li Chun Chung (an Executive Director of the Company) and of which he is the Managing Director. The value of the six-month contract is HK$47,000 (approximately £4,500).

There are no other events subsequent to the year end that require disclosure in these financial statements.

Directors

The Directors of the Company who have served during the period and at the date of this report are:

Director	Role	Date of appointment	Board Committee
Graham Duncan	Independent Non-Executive Chairman	09/01/2018	N/A/R
Harry Chathli	Independent Non-Executive Director	09/01/2018	N/A/R
Soon Beng Gee*	Non-Executive Director	11/11/2017	
Lee Chong Liang*	Executive Director	11/10/2017	
Charles Yong Kai Yee	Executive Director	26/03/2020	
Li Chun Chung	Executive Director	30/12/2020	

** Resigned 30 December 2020*

Board Committee abbreviations: N = Nomination Committee; A = Audit Committee; R = Remuneration Committee

The Board comprises two executive and two non-executive directors.

Graham Duncan, Independent Non-Executive Chairman.

Graham Duncan is a UK-based chartered accountant with more than 20 years' capital markets experience. He also holds the Corporate Finance Diploma issued by the Institute of Chartered Accountants in England and Wales.

He has specialised in advising quoted companies since 2000 with regard to financial reporting, transaction support and regulatory compliance. Since 2013, Graham has run a consultancy business providing advice to growing private and public companies in the UK and internationally. Until 2013, Graham was a capital markets director with Mazars LLP in London. Graham has worked closely with Asian companies and previously worked for an international firm of chartered accountants in Asia and was based in Hong Kong between 1993 and 1996. He resides in the UK.

Li Chun Chung, Executive Director

Mr Li has over 20 years' experience in assisting companies with their strategic growth. As a HKSFC licensed investment consultant and Certified Financial Planner, he began his career working for several financial planning and wealth management consultancies based in Hong Kong. Since 2016, Mr Li has provided business advisory and mentorship services to companies across a range of industries related to e-commerce and digital business primarily in Australia and China. This includes helping companies prepare for the public market; overseeing development such as through business model construction and optimisation, company reorganisation and recruitment; fundraising; and assisting with establishing a digital business presence.

Charles Yong Kai Yee, Executive Director

Charles Yong Kai Yee is Chief Executive Officer and Founder of Alchemist Codes. He founded Alchemist Codes in 2018 and his initial efforts were focused around the development of an enterprise messaging applications for corporate users. Prior to founding Alchemist Codes, Charles was the lead developer of MM Intelligence Technology Sdn Bhd where he headed a CMS system project and was responsible for managing and leading a team of mobile and backend developers and performing Research & Development on related new technologies. In 2012, Charles was the Senior Design Engineer at Itrimech Technology (M) Sdn Bhd where he was actively involved in leading and delivering large scale Internet of Things applications for multiple institutions and corporations in Malaysia, including Taylor University and Sunway Group. Charles obtained a Bachelor's degree in Engineering with First Class Honours in Electrical Engineering from the University of Bradford, UK.

Harry Chathli, Independent Non-Executive Director

Harry is an experienced capital markets specialist with over 25 years' experience in advising global companies, organisations and government agencies. Currently he is a director of Luther Pendragon, an independent communications consultancy, and a director of a capital markets advisory consultancy, Access Capital Markets. He is also Chairman of Lokcom Networks Ltd, an internet-of-things technology start-up company, and a Non-executive Director of BiON plc, a Malaysian AIM-quoted renewable energy company.

Over the past 19 years he has advised public companies listed on the London Stock Exchange's main market and quoted on AIM, as well as on NASDAQ and other international bourses.

Harry's experience includes advising on international M&A deals, IPOs, MBOs, crisis communications as well as financial PR starting in 1998 at Brunswick Group, a global partnership advising on business critical issues to companies in 14 countries. Prior to that, Harry worked for Adam Smith International, a global advisory and consulting business, with his particular focus being Vietnam. In 2004, he established a financial PR company, Corfin, which was then acquired by Luther Pendragon in 2011. He resides in the UK.

Directors' interests in shares

Directors' interests in the shares of the Company at the date of this report are disclosed below. There are no requirements for Directors to hold shares in the Company.

Director	Ordinary Shares held	% held
Graham Duncan	-	-
Charles Yong Kai Yee	1,679,755	2.59
Li Chun Chung	1,425,500	2.20
Harry Chathli	-	-

Substantial interests

- Soon Beng Gee holds 11,766,650 (18.17%) shares in the Company through GBS Infinity Holding Ltd, a BVI company whose issued share capital is wholly and beneficially owned by him.
- Lee Ching Liang holds 11,766,650 (18.17%) shares in the Company through ML Infinity Holding Ltd, a BVI company whose issued share capital is wholly and beneficially owned by him.
- Teong Tiek Wah holds 8,786,516 (13.57%) shares in the Company of which 8,398,876 (12.97%) are held through Soctech Capital Fund, a Cayman island company whose issued share capital is wholly and beneficially owned by him.
- JIM Nominees Ltd holds 6,421,402 (9.92%) shares in the Company.
- Securities Services Nominees Ltd holds 6,310,817 (9.74%) shares in the Company.

Except as referred to above, the Directors are not aware of any person who, as at the date of this report, was interested in 3% or more of the issued share capital of the Company or could directly or indirectly, jointly or severally, exercise control.

Donations

No political or charitable donations have been made in the period.

Provision of information to auditors

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that Director is aware, there is no information relevant to the audit of which the Company's auditors are unaware; and
- each Director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

Independent auditors

Haysmacintyre LLP were appointed in November 2020 to replace BDO LLP. A resolution for the re-appointment of Haysmacintyre LLP as auditor of the Company is to be proposed at the next Annual General Meeting.

Duty to promote the success of the Company

The likely consequences of any decisions in the long-term

In making its decisions, the Board considers its priority of making the Group profitable alongside the interests of our staff and the need to keep pace with market initiatives and technological changes so the business is appropriately positioned to take best advantage of market conditions and remain viable for the long-term.

Engagement with employees

The Group's policy is to consult and engage with employees, by way of meetings and through personal contact by Executive Directors and other senior executives, on matters likely to affect employees' interests. Information on matters of concern to employees is given in meetings, handouts, letters and reports, which seek to achieve a common awareness on the part of all employees on the financial and economic factors affecting the Group's performance. We maintain oversight of their performance through a development review process. We value our employees' thoughts and ideas and two-way communication is actively sought and encouraged.

Business relationships with customers, suppliers and others

Our customers, suppliers and business partners are key to the long-term success of our business. We seek to maintain and grow our relationships with all parties through regular dialogue as a means of enhancing our reputation and to help us achieve our growth ambitions. We set out our relationship with our business partners in terms of business or service level agreements. We maintain oversight of these arrangements as well as making sure our customers receive appropriate levels of feedback.

The impact of the Company's operations on the community and environment

AIQ seeks to be a responsible member of its community and take its environmental impact into account.

The desirability of the Company maintaining a reputation for high standards of business conduct

We communicate with shareholders through financial results on a yearly and half-yearly basis. We also provide the required press releases to ensure compliance with the listing rules.

Annual General Meeting

The Annual General Meeting (AGM) of the Company will be held in May 2021.

Signed by order of the Board

Harry Chathli, Non-Executive Director
29 April 2021

CORPORATE GOVERNANCE REPORT

The Board of AIQ Limited considers sound governance as a critical component of the Company's success. The Board has based its corporate governance principles on fundamental core values to build and maintain strong relationships with all of its stakeholders – shareholders, suppliers, regulators, society, and others. This means having the right people working together and doing the right things to deliver a sustainable business model capable of delivering growth over the long-term. This is a key responsibility of the Company and it is the Board's job to ensure that through good decision-making, the Company is managed for the long-term benefit of all its stakeholders.

The Board meets regularly throughout the year (either in person or by video conference call) and all necessary information is supplied to the Board on a timely basis to enable it to discharge its duties effectively. Additionally, special meetings will take place or other arrangements will be made when Board decisions are required in advance of regular meetings.

During the year ended 31 October 2020, a total of six Board meetings were held. All Directors were in attendance at these meetings, either in person or by video conference call.

The Board has established financial controls and reporting procedures that are considered appropriate given the size, early stage and structure of the Group. It is the intention of the Board that these controls will be reviewed regularly and adjusted as required in light of the performance of the Company.

Corporate Governance Code

The Company is not required to adopt the UK Corporate Governance Code, as a company with a standard listing.

The corporate governance structures and practices will be kept under review and communicated to shareholders as changes are required and made.

The Directors consider each of Graham Duncan and Harry Chathli to be independent upon appointment and throughout their tenure. Whilst the business has been at early stage, it has not been considered appropriate to appoint a full-time FD/CFO. Accordingly, Graham Duncan Limited, a company controlled by Graham Duncan, was appointed to provide support to the Group's finance team in this area as a means of controlling costs. This appointment was approved by the Board independently of Graham Duncan, and the Board continues to consider Graham Duncan as independent in character and judgement.

The Board has an audit committee, remuneration committee and nomination committee with formally delegated duties and responsibilities, as described below.

Board of Directors

The Board is responsible for formulating, reviewing and approving the Company's strategy, budgets and corporate actions.

In accordance with the early stage of the Company's development, the Board conducts an informal evaluation of its performance, which includes identifying the Board's ability to assess the operating environment, think strategically and adapt as necessary. As the Company develops and its operations expand, the Board intends to adopt a more comprehensive and formal performance evaluation process.

It is the responsibility of the Chairman and the Company Secretary to ensure that Board members receive sufficient and timely information regarding corporate and business issues to enable them to discharge their duties.

The Board considers that there is an appropriate balance between the Executive and Non-Executive Directors and that no individual or small group dominates the Board's decision making. The Board's members have a wide range of expertise.

The Company requires each Director to devote as much time to their duties and responsibilities as is necessary to conduct those duties and responsibilities on behalf of the Company. The Executive Directors are full-time whilst the Non-Executive Directors provide their services on a part-time basis.

Ensuring that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Directors also expect to receive technical updates, compliance and governance training as needed by attending courses and relevant events to stay up to date in terms of regulatory changes and technological developments.

The Directors receive and review operational and financial performance data for discussion at the regular Board meetings.

The Board is satisfied that, between the Directors, it has an appropriate balance of up-to-date skills and experience for the Company's stage of development. Additional experience will be added as and when it is considered necessary. Biographical details of the Directors are included in the Directors' Report above.

Appointment, removal and re-election of Directors

The Board makes decisions regarding the appointment and removal of Directors, and there is a formal, rigorous and transparent procedure for appointments.

In accordance with the Company's Articles of Association, there is no requirement for Directors to retire from office by rotation.

There is a minimum requirement of two Directors who have the power to fill a vacancy on the Board, or to add another Board member.

The Executive Directors were appointed for a minimum period of twenty-four months, after which the service agreement may be terminated by either party giving not less than three months' prior written notice. The Non-Executive Directors have signed service agreements that contain notice periods of three months. There are no financial provisions for termination.

All Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense. In addition, the Directors have direct access to the advice and services of the Company Secretary.

Directors' responsibilities

The Board comprises two executive and two non-executive directors. All Directors bring a wide range of skills and international experience to the Board. The Non-Executive Directors may hold meetings without the Executive Directors present. The Non-Executive Chairman is primarily responsible for the working of the Board of the Company and oversight of Corporate Governance. The Executive Directors are primarily responsible for the running of the business and implementation of the Board's strategy and policy.

High-level strategic decisions are discussed and taken by the full Board. Investment decisions are taken by the full Board. Operational decisions are taken by the Executive Directors within the framework approved in the annual financial plan and within a framework of Board-approved authorisation levels.

The Board regulations define a framework of high-level authorities that maps the structure of delegation below Board level, as well as specifying issues that remain the Board's preserve. Following the completion of the acquisition of Alchemist Codes, the Board typically expects to meet at least monthly (either in person or by conference call), with the Company Secretary, in attendance to consider a formal schedule of matters including the operating performance of the business and to review the Company's financial plan and business model.

It is the responsibility of the Chairman and the Company Secretary to ensure that Board members receive sufficient and timely information regarding corporate and business issues to enable them to discharge their duties.

Strategy and business model

Following completion of the acquisition of Alchemist Codes, the Directors developed a strategic growth plan and business model that looked to develop the business within Malaysia and with an international presence. As noted above, the COVID-19 pandemic – and associated economic impacts and travel and social distancing measures – inhibited the execution of this strategy. The Board has initiated a strategic review to assess the viability of Alchemist Codes and to stem the losses of the business and reduce the cost base, whilst also seeking to evaluate its future. This review is the Board's highest priority and it has already begun to take action to reduce the cost base.

Meeting shareholders' needs and expectations

The Directors seek to build on a mutual understanding of objectives between the Company and its shareholders by meeting to discuss long-term issues and receive feedback, and issuing updates as appropriate. The Board also seeks to use the Annual General Meeting to communicate with its shareholders, who are encouraged to attend, and to meet and ask questions of Directors and to discuss the development of the business.

The Company operates a website at www.aiqhub.com. The website contains details of the Company and its activities; regulatory announcements; interim financial statements, preliminary statements and Annual Reports.

Shareholder relations are managed primarily by the Chairman with the support of Luther Pendragon. The Board is also kept informed of shareholder views and concerns through its Financial Adviser and Broker, VSA Capital Limited.

Each of the Directors is available to meet with shareholders (in person or via video conference) if required to discuss issues of importance or concern.

Our stakeholders

Our stakeholders include shareholders, suppliers, regulators, and creditors. The principal ways in which their feedback is gathered are via one-to-one meetings and conversations with stakeholders with an open dialogue.

Feedback from all stakeholders is reviewed at meetings of the Board as a means of making sure we keep to our stated commitments. In particular, shareholders may communicate directly with the Chairman and the Directors. In all cases, the Company's ethos is to act on feedback and to respond in a timely manner.

The Board does not support discrimination of any form, positive or negative, and all appointments are based solely on merit.

Risk management – Internal controls

In applying the principle that the Board should maintain a sound system of internal control to safeguard shareholders' investment and the Company's assets, the Directors recognise that they have overall responsibility for ensuring that the Company maintains systems to provide them with reasonable assurance regarding effective and efficient operations, internal control and compliance with laws and regulations and for reviewing the effectiveness of those systems. However, there are inherent limitations in any system of control and accordingly even the most effective system can provide only reasonable and not absolute assurance against material misstatement or loss, and that the system is designed to manage rather than eliminate the risk of failure to achieve the business objectives.

The Company has an established documented framework of financial and non-financial procedures. The key features of the internal control system are described below:

- *Financial controls*

The Board takes responsibility for reviewing and approving all financial budgets and business plans. These are reviewed regularly and updated where necessary to reflect changes in the business environment or internal strategy changes including evaluating acquisition targets.

The Company has implemented control procedures designed to ensure complete and accurate accounting for financial transactions and to limit the exposure to loss of assets and fraud. Measures taken include segregation of duties and reviews by management.

This process, which operates in accordance with the FRC guidance, has remained in place up to the date of this report and is expected to continue on an ongoing basis.

The Board is supported by the Audit Committee in respect of its responsibilities to prepare financial reports to shareholders. This includes an assessment of the appropriateness of key accounting policies, internal control and regulatory compliance.

- *Non-financial controls*

Non-financial controls are considered as important as financial controls and these encompass risk management and fraud, IT and business continuity, regulatory compliance, health and safety and corporate social responsibility.

The key elements of these non-financial controls are set out below:

- Control environment: the Company is committed to high standards of business conduct and there are also policies in place for the reporting and resolution of suspected fraudulent activities.
- Risk identification: Management is responsible for the identification and evaluation of key risks applicable to their areas of business. These risks are assessed on a continual basis and may be associated with a variety of internal and external sources, including investment risk and regulatory requirements.

The Board considers the internal control system to be adequate for the Company. The Audit Committee reviews the scope and scale of any non-audit services undertaken by the auditors in order to ensure that their independence and objectivity is safeguarded.

Market Abuse Regulations

The Board recognises the importance of complying with the Market Abuse Regulations ("MAR'') relating to the disclosure of inside information and disclosure of deals by persons discharging managerial responsibilities ("PDMR") and persons closely associated ("PCA"). The Company has adopted an appropriate share dealing policy.

Anti-Corruption and Bribery Policy

The Board recognises the importance of having and operating effective anti-corruption and bribery practices and safeguards. All Directors are bound by a code of conduct which covers anti-corruption and bribery.

The Company's internal control processes are reviewed at least annually as a means of ensuring they remain fit for purpose as the business evolves.

Relations with shareholders

The Directors seek to build on a mutual understanding of objectives between the Company and its shareholders by being available to meet to discuss long-term issues and receive feedback. The Board also seeks to use the Annual General Meeting to communicate with its shareholders.

Fair, balanced and understandable assessment of position and prospects

The Board is committed to presenting fair, balanced and comprehensible assessments of the Company's position and prospects. The Board has applied the principles of good governance relating to Directors' remuneration as described below. The Board has determined that there are no specific issues that need to be brought to the attention of shareholders.

Board Committees

The Board maintains three standing committees, being the Audit, Remuneration and Nomination Committees. The minutes of all sub-committees are circulated for review and consideration by all relevant Directors, supplemented by oral reports from the Committee Chairmen at Board meetings.

Audit Committee

The Audit Committee comprises Graham Duncan, who chairs the Committee, and Harry Chathli. The Committee held two meetings during the year ended 31 October 2020, which were held to approve the annual report for the period ended 31 October 2019 and interim report for the six months ended 30 April 2020. Further details on the Audit Committee are provided below in the Report of the Audit Committee.

Remuneration Committee

The Remuneration Committee comprises Harry Chathli, who chairs the committee, and Graham Duncan. One meeting was held during the financial year. Further details on the Remuneration Committee are provided below in the Report of the Remuneration Committee.

Nomination Committee

The Nomination Committee comprises Harry Chathli, who chairs the Committee, and Graham Duncan. No meetings were held during the financial year. Further details on the Nomination Committee are provided below in the Report of the Nomination Committee.

Report of the Audit Committee

The Audit Committee has written terms of reference and provides a mechanism through which the Board can maintain the integrity of the financial statements of the Company and any formal announcements relating to its financial performance; to review the Company's internal financial controls and its internal control and risk management systems; and to make recommendations to the Board in relation to the appointment of the external auditor, their remuneration both for audit and non-audit work, the nature, scope and results of the audit and the cost effectiveness, independence and objectivity of the auditors. Provision is made by the Audit Committee to meet the auditors at least twice a year.

The Group is still at an early stage of its development and is reliant on the Audit Committee to perform various reporting requirements particularly with regards the preparation of financial statements.

The Audit Committee has reviewed, considered and agreed the scope and methodology of the audit work to be undertaken by the external auditors, their appointment and fees and agreed the terms of engagement for the audit of the financial statements for the year ended 31 October 2020.

Significant matters considered by the Audit Committee during the year included the auditor's scope and methodology for the audit of the financial statements, in particular determining the areas at greatest risk of material misstatement (whether or not due to fraud or poor internal controls). This included consideration of risks that might impact results for the period, impairment reviews, the going concern assessment, net assets at the end of the period and the disclosures in the financial statements.

Following the Audit Committee's recommendation, the Board considers the internal control system to be adequate for the Company. The Audit Committee reviews the scope and scale of the non-audit services undertaken by the auditors in order to ensure that their independence and objectivity is safeguarded. The Directors recognise the business will increase in complexity as it grows and they will review the internal control system to ensure it responds to any change.

Report of the Remuneration Committee

The Remuneration Committee monitors the remuneration policies of the Company to ensure that they are consistent with its business objectives. Its terms of reference include the recommendation and execution of policy on Director and executive management remuneration and for reporting decisions made to the Board. The Committee determines the individual remuneration package of the executive management of the Board. During the year, the Company was engaged in executing its first acquisition and implementing its growth strategy and the Directors' remuneration packages reflect this.

The duties of the Committee are to:

- determine and agree with the Board the framework or broad policy for the remuneration of the Chairman, Executive Directors, Non-Executive Directors and any employees that the Board delegates to it;
- within the terms of the agreed policy, determine individual remuneration packages including bonuses, incentive payments, share options, pension arrangements and any other benefits;
- determine the contractual terms on termination and individual termination payments, ensuring that the duty of the individual to mitigate loss is fully recognised;
- in determining individual packages and arrangements, give due regard to the comments and recommendations of the Listing Rules;
- be told of and be given the chance to advise on any major changes in employee benefit structures in the Company; and
- recommend and monitor the level and structure of remuneration for senior managers below Board level as determined.

The Committee is authorised by the Board to:

- seek any information it requires from any employee of the Company in order to perform its duties;
- be responsible for establishing the selection criteria and then for selecting, appointing and setting the terms of reference for any remuneration consultants providing advice to the Committee, at the Company's expense; and
- obtain, at the Company's expense, outside legal or other professional advice where necessary in the course of its activities.

The Company's Remuneration Policy is designed to provide remuneration packages to motivate and retain high-calibre executives and to attract new talent as required. The Committee takes into account the principles of sound risk management when setting pay and takes action to ensure that the remuneration structure at AIQ Limited does not encourage undue risk. The Remuneration Policy is unaudited.

Executive Directors' fees

Purpose – a core element of remuneration, used to attract and retain executive directors of the calibre required to develop and deliver our business strategy.

Operation and opportunity – Fees for executive directors are reviewed annually, although an out-of-cycle review may be conducted if the Remuneration Committee determines it appropriate. A review may not necessarily lead to an increase in fees.

Performance measures or basis of payment – Whilst there are no formal performance measures to determine fee levels, general individual and business performance are taken into account. For the executive directors, changes to fees may be made under certain circumstances such as increase in the scope or responsibility of an individual's role.

As noted above, post year end, each of the Executive Directors agreed to a reduction in their remuneration as part of the reduction in Group costs.

Non-Executive Directors' fees

Purpose – Core element of remuneration paid for fulfilling the relevant role.

Operation – Non-executive directors receive a basic fee, paid quarterly in arrears, in respect of their board duties. Further fees may be paid for chairmanship or membership of board committees. Additional fees may be paid for travelling regularly from overseas to board and committee meetings. Non-executive directors are not eligible for annual bonus or other benefits. Expenses incurred directly in performance of non-executive duties for the Company may be reimbursed or paid directly on their behalf.

Opportunity – Current fee levels can be found below in the remuneration report. Fees are set at a level which is considered appropriate to attract or retain non-executive directors of the calibre required by the Company. Fee levels are normally set by reference to amounts paid to non-executive directors serving on the boards of similar sized UK-listed companies, taking into account the size, responsibility and time commitment of the role.

As noted above, post year end, each of the Non-Executive Directors agreed to a reduction in their remuneration as part of the reduction in Group costs.

Termination

The Executive Directors were appointed for a minimum period of twenty-four months, after which the service agreement may be terminated by either party giving not less than three months' prior written notice to the other party.

Each of the Non-Executive Directors were appointed with effect from Admission for a minimum period of twelve months, after which the service agreement may be terminated by either party giving not less than three months' prior written notice to the other party.

There are no additional financial provisions for termination.

Annual remuneration

The remuneration of the Directors for the year ended 31 October 2020 was as follows:

	Year ended 31 October 2020 £	Year ended 31 October 2019 £
Executive Directors		
Soon Beng Gee*	43,575	42,000
Lee Chong Liang	43,575	42,000
Charles Yong Kai Yee	21,000	-
Non-executive Directors		
Graham Duncan	31,125	30,000
Harry Chathli	25,938	25,000
	165,213	139,000

* Soon Beng Gee served as an executive director up until March 2020 and as a non-executive subsequently.

All of the above amounts comprised fees paid in accordance with each Director's service agreement. No pension contributions or other allowances were paid. None of the above remuneration was performance related. There are no additional financial provisions for termination.

None of the Directors were entitled to any other cash or non-cash benefits or pension entitlements.

Details of Directors' shareholdings are disclosed in the Directors' Report.

In addition to the remuneration above, other costs incurred in relation to services provided by Directors were as follows:

- A total of £42,000 (2019: £21,000) was paid during the year to Luther Pendragon for financial PR services, a company in which Harry Chathli is a director and shareholder.
- A total of £24,000 (2019: £nil) was paid during the year to Graham Duncan Limited for accounting services in preparation of financial statements, a company in which Graham Duncan is a director and shareholder.

Report of the Nomination Committee

The function of the Nomination Committee is to provide a formal, rigorous and transparent procedure for the appointment of new directors to the Board. There were no meetings held during the financial year. In carrying out its duties, the Nomination Committee is primarily responsible for:

- identifying and nominating candidates to fill Board vacancies;
- evaluating the structure and composition of the Board with regard to the balance of skills, knowledge and experience and making recommendations accordingly;
- reviewing the time requirements of Non-Executive Directors;
- giving full consideration to succession planning; and
- reviewing the leadership of the Company.

Signed by order of the Board

Harry Chathli, Non-Executive Director
29 April 2021

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the annual report and the consolidated financial statements in accordance with applicable law and regulations.

The Directors of the Company are responsible for preparing the financial information in accordance with International Financial Reporting Standards ("IFRS").

The Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' responsibilities pursuant to DTR4

The Directors confirm to the best of their knowledge:

- the financial statements have been prepared in accordance with IFRSs and Article 4 of the IAS regulation and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and
- the management report includes a fair review of the development and performance of the business and the financial position of the Group, together with a description of the principal risks and uncertainties that they face.

Independent auditor's report to the directors of AIQ Limited

Opinion

We have audited the financial statements of AIQ Limited and its subsidiary undertakings (together "the Group") for the year ended 31 December 2019, which comprise:

- the Consolidated Statement of Financial Position;
- the Consolidated Statement of Comprehensive Income;
- the Consolidated Statements of Changes in Equity;
- the Consolidated Statements of Cash Flows; and
- the notes to the Consolidated Financial Statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards ("IFRSs") as adopted by the European Union ("EU").

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 October 2020 and of the Group's loss for the year then ended; and
- have been properly prepared in accordance with IFRSs as adopted by the EU.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (FRC) Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 3 in the financial statements, which indicates that the performance of the trading subsidiary has fallen significantly below expectations during the year and there is uncertainty over its future trading performance. This, in turn, has led Group management to undertake a strategic review of the Group's activities going forwards which is due to report shortly. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter: Going concern

There is a risk that the Group may not be a going concern. The losses incurred in the year, alongside the reduction in cash during the year and post year-end, are potential indicators of risk that the Group is not a going concern.

COVID-19 was declared a pandemic by the World Health Organisation and has prevailed throughout the period since acquisition as detailed in note 27 and in the Strategic Report, this is having a significant impact on the Group's ability to operate, giving rise to a further indicator of risk that the Group may not be a going concern.

How the matter was addressed in the audit
Our audit work included, but was not restricted to:

- reviewing the Group's cash flow forecasts and budgets for a minimum period of 15 months post signing the financial statements;
- challenging the reasonableness of assumptions applied to the cash flow forecasts;
- reviewing post-period end management financial information;
- performing sensitivity analysis on the forecasts;
- scrutinising the appropriateness and feasibility of mitigations detailed within the sensitised forecasts; and
- discussing future plans, future revenue streams and pipeline projects with management.

Key observations
Without qualifying our opinion, we draw attention to notes 3c and 27 to the financial statements relating to the going concern of the Group. The Directors are of the opinion that the Group remains a going concern and we concur, however as noted above we have identified the presence of a material uncertainty in relation to this.

Key audit matter: Acquisition accounting, valuation of goodwill and intangibles arising on acquisition
There is a risk that the accounting in relation to the acquisition of Alchemist Codes Sdn. Bhd. may have been performed incorrectly, specifically in relation to the nature of the transaction and calculation of intangible assets including goodwill.

How the matter was addressed in the audit
Our audit work included, but was not restricted to:

- reviewing acquisition accounting in line with IFRS 3 Business Combinations and focusing particularly on whether AIQ Limited met the stated definition of a business;
- assessing the criteria giving rise to an acquisition or reverse takeover;
- reviewing the acquisition accounting board paper;
- reviewing subsidiary results included on consolidation to ensure the appropriate post acquisition results were included;
- reviewing the sale of shares agreement to ensure appropriate recognition of the cost of acquisition, completion accounts and fair value assumptions and calculations;
- reviewing goodwill and other separately identifiable intangible calculations;
- reviewing, challenging and scrutinising cashflow forecasts against identified intangibles on consolidation for evidence of impairment;

- recalculating management's impairment reviews, specifically in relation to the net present value calculations performed on goodwill and other separately identifiable intangible assets, whilst scrutinising assumptions included within the calculations; and
- discussing impairment reviews with management and reviewing the board's impairment paper.

Key observations
As detailed in note 12, management have assessed the nature of the transaction to be that of an acquisition of Alchemist Codes Sdn. Bhd, and have accounted for the acquisition under IFRS 3 Business Combinations. The goodwill and separately identifiable intangible assets arising on acquisition, were subsequently impaired in full, due to managements' assessment of the valuation of such assets, showing the assets to have no value. An impairment charge of £1,907,931 has been recognised. We agreed that impairment was appropriate given the post-acquisition performance of the subsidiary and thus did not identify any material misstatements in relation to this impairment charge.

Overview of our audit approach

Materiality

The scope and focus of our audit was influenced by our assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the readers and the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole at the planning stage to be £100,000, based on 6.1% of the Group's draft consolidated loss before tax for the year. The principal focus of stakeholders is considered to be profit focused as a result of the acquisition of trading subsidiaries; our planning materiality equates to 2.8% of final loss before tax which remains within the appropriate benchmark range and we therefore maintained our planning materiality throughout audit testing and completion.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on 75% of audit materiality, being £75,000.

We agreed with the Audit Committee to report to it all identified errors in excess of £5,000. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Group and its environment, including internal control, and assessing the risks of material misstatement.

The Group includes the listed parent company, AIQ Limited, and its trading subsidiaries, Alchemist Codes Sdn. Bhd ("Alchemist Codes") and Alcodes International Limited ("Alcodes"). Alchemist Codes was audited by a component auditor locally in Malaysia. Alcodes was not considered significant, and hence was not subject to full scope audit, with us instead performing a review. The parent company was not audited as an audit is not required under Cayman Law, however we performed a level of review on the company, equivalent to that of an audit, to provide sufficient comfort over the inputs into the consolidation and disclosures.

The component audit of Alchemist Codes was directed and overseen by us. We directed the audit strategy and dictated component materiality of £80,000, being 80% of group materiality. Component materiality was based on our assessment of aggregation risk with the majority of trade being in this one company. We reviewed the component audit files, attended planning and completion meetings, and held a meeting involving all key audit partners to discuss identified areas of judgement. The main trading entity is the focus of our audit, as this comprises all the Group revenue, but we also substantively tested the consolidation and challenged the directors' view on group intangible assets.

The Group's accounting function is outsourced to a third-party accountancy firm. We included the outsourcer in our planning discussions with management and established a dedicated portal where the outsourcer could share the accounting records and supporting documentation with us. We discussed with management events that had taken place during the year in order to obtain an understanding of any changes in the Group's environment that might impact our audit. Our tests included discussions with the outsourcer as well as the Group's management.

We did not identify any key audit matters relating to irregularities, including fraud. We also introduced variability into our audit tests and assessed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias from the directors, that represented a risk of material misstatements arising due to fraud.

Based on our understanding of the Group, our audit was focused on the key risks as described above.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 the Directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 21, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Extent to which the audit was considered capable of detecting irregularities, including fraud

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Identifying and assessing potential risks related to irregularities
In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;

- results of our enquiries of management and the audit committee about their own identification and assessment of the risks of irregularities;

- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
- identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
- detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
- the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;

- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas: valuation of goodwill and intangibles, revenue recognition, acquisition accounting and the capitalisation of software development costs. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. We also obtained an understanding of the legal and regulatory frameworks that the group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the London Stock Exchange rules, Disclosure Guidance & Transparency rules, Cayman Islands Company law and tax regulations, Malaysian tax regulations, and General Data Protection Regulations.

Audit response to risks identified
As a result of performing the above, we identified the following key audit matters: capitalisation of development costs and acquisition accounting, including valuation of goodwill and intangibles arising on acquisition as key audit matters related to the potential risk of fraud. The key audit matters section of our report explains the

matters in more detail and also describes the specific procedures we performed in response to those key audit matters. In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management and the audit committee concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Other matters we are required to address

We were appointed by the Directors to audit the financial statements for the year ending 31 October 2020. As this was our first year as auditors, our total uninterrupted period of engagement is one year.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with our engagement letter dated 25 November 2020. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jon Dawson

Jon Dawson (Senior Statutory Auditor)
for and on behalf of
Haysmacintyre LLP
Statutory Auditor
10 Queen Street Place
London
EC4R 1AG

29 April 2021

Haysmacintyre LLP is a limited liability partnership, registered in England and Wales with registered number: OC423459.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 OCTOBER 2020

	Note	Year ended 31 October 2020	Year ended 31 October 2019
		£	**£**
Revenue	5	154,649	-
Cost of sales		(143,268)	-
Gross profit		11,381	-
Administrative expenses	7	(1,367,162)	(487,791)
Transaction costs	12	(380,495)	-
Impairment of intangible assets	13	(2,400,931)	-
Losses on foreign exchange (net)		(2,926)	(35,630)
Operating loss		(4,140,133)	(523,421)
Finance income		13,852	19,813
Finance costs		(4,306)	-
Loss before taxation		(4,130,587)	(503,608)
Taxation	9	493,000	-
Loss attributable to equity holders of the Company		**(3,637,587)**	**(503,608)**
Other comprehensive income (as may be reclassified to profit and loss in subsequent periods, net of taxes):			
Exchange difference on translating foreign operations		(7,619)	-
Comprehensive income attributable to equity holders of the Company		**(3,645,206)**	**(503,608)**
Loss per share basic and diluted (£)	10	(0.061)	(0.010)

Current and prior year amounts are all derived from continuing operations.

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 OCTOBER 2020

	Note	31 Oct 2020 £	31 Oct 2019 £
Assets			
Non-current assets			
Property, plant and equipment	11	204,684	-
Right of use assets	14	270,727	-
Intangible assets	13	-	-
Rental deposits		31,453	-
		506,864	-
Current assets			
Trade receivables	15	7,799	-
Prepayments and other receivables		61,660	12,300
Tax receivable	9	24,764	-
Cash and cash equivalents	16	1,827,379	3,703,592
Total current assets		1,921,602	3,715,892
Total assets		**2,428,466**	**3,715,892**
Equity and liabilities			
Capital and reserves			
Ordinary shares	20	647,607	518,394
Share premium		6,019,207	3,848,420
Foreign currency translation reserve	21	(7,619)	-
Accumulated losses		(4,795,471)	(1,157,884)
Total equity		1,863,724	3,208,930
Liabilities			
Current liabilities			
Trade payables	17	155,468	-
Accruals and other payables	18	136,573	218,151
Lease liabilities	14	94,012	-
Amounts due to directors	19	-	288,811
Total current liabilities		386,053	506,962
Non-current liabilities			
Lease liabilities	14	178,689	-
Total non-current liabilities		178,689	-
Total equity and liabilities		**2,428,466**	**3,715,892**

The accompanying notes form an integral part of these consolidated financial statements. The financial statements were approved and authorised for issue by the Board of Directors on 29 April 2021 and signed on its behalf by:

Li Chun Chung, Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 OCTOBER 2020

	Share capital	Share premium	Foreign currency translation reserve	Accumulated losses	Total equity
	£	£	£	£	£
Balance as at 31 October 2018	518,394	3,848,420	-	(654,276)	3,712,538
Total comprehensive loss for the year	-	-	-	(503,608)	(503,608)
Balance at 31 October 2019	518,394	3,848,420	-	(1,157,884)	3,208,930
Total comprehensive loss for the year	-	-	(7,619)	(3,637,587)	(3,645,206)
Issue of shares (Note 20)	129,213	2,170,787	-	-	2,300,000
Balance at 31 October 2020	**647,607**	**6,019,207**	**(7,619)**	**(4,795,471)**	**1,863,724**

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

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 OCTOBER 2020

	Year ended 31 October 2020 £	Year ended 31 October 2019 £
Cash flows from operating activities		
Loss before taxation	(4,130,587)	(503,608)
Adjustment for:-		
Depreciation charges	31,031	-
Amortisation charges	239,765	-
Impairment of intangible assets	2,400,931	-
Interest income	(13,852)	(19,813)
Loss on foreign exchange	16,623	35,630
Operating loss before working capital changes	(1,456,090)	(487,791)
(Increase)/decrease in receivables	(33,544)	3,408
Increase in payables	19,579	99,864
Decrease in amount owing to directors	(290,317)	-
Tax paid	(18,184)	-
Cash used in operations	(1,778,556)	(384,519)
Interest received	13,852	19,813
Net cash used in operating activities	(1,764,704)	(364,706)
Cash flows from investing activities		
Cash acquired on purchase of subsidiary (Note 12)	111,073	-
Acquisition of plant and equipment	(194,244)	
Net cash used in investing activities	(83,171)	-
Cash flows from financing activities		
Repayment of lease liabilities	(22,637)	-
Net cash used in financing activities	(22,637)	-
Net decrease in cash and cash equivalents	(1,870,512)	(364,706)
Cash and cash equivalents at beginning of the year	3,703,592	4,103,928
Effect of exchange rates on cash and cash equivalents	(5,701)	(35,630)
Cash and cash equivalents at end of the year	1,827,379	3,703,592

Material non-cash transactions:
The Company's acquisition of Alchemist Codes was a non-cash transaction satisfied wholly by the issue of shares in the Company, as described in Note 12 below.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

AIQ Limited ("The Company") was incorporated and registered in The Cayman Islands as a public limited company on 11 October 2017 under the Companies Law (as revised) of The Cayman Islands, with the name AIQ Limited, and registered number 327983.

The Company's registered office is located at 5th Floor Genesis Building, Genesis Close, PO Box 446, Cayman Islands, KY1-1106.

On 20 March 2020, the Company completed the acquisition of the entire issued share capital of Alchemist Codes Sdn Bhd ("Alchemist Codes"), (together, the "Group"), a Malaysian incorporated information technology solutions developer focusing on the e-commerce sector.

The Company has a standard listing on the London Stock Exchange.

The consolidated financial statements include the financial statements of the Company and its controlled subsidiaries (the "Group") as follows:

Name	Place of incorporation	Registered address	Principal activity	Effective interest	
				31.10.2020	31.10.2019
Alchemist Codes Sdn Bhd	Malaysia	2-9, Jalan Puteri 4/8, Bandar Puteri, 47100 Puchong, Selangor Darul Ehsan Malaysia	Design and development of software	100%	-
Alcodes International Limited*	Hong Kong	20/F One Pacific Centre, 414 Kwun Tong Road Kwun Tong, Hong Kong	Software and app development	100%	-

* Held by Alchemist Codes Sdn Bhd.

2. PRINCIPAL ACTIVITIES

The principal activity of the Company is to seek acquisition opportunities and to act as a holding company for a group of subsidiaries that are involved in the e-commerce sector.

The Company completed the acquisition of Alchemist Codes, as noted above and more fully described in Note 12 below, during the year. Alchemist Codes' principal activities comprise designing and developing information technology solutions for clients and the development of its own e-commerce solution.

3. ACCOUNTING POLICIES

a) Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS") issued by the International Accounting Standards Board ("IASB"), including related interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

As permitted by Companies Law (as revised) of The Cayman Islands only the consolidated financial statements are presented.

The financial statements are presented in Pound Sterling ("GBP") which is the presentational currency of the Company. All values are rounded to the nearest pound, except where otherwise indicated.

The results for 31 October 2020 are prepared for a 12-month period and include the subsidiaries from acquisition and or incorporation. Therefore, the comparative information which relates to the Company only is not entirely comparable.

New interpretations and revised standards effective for the year ended 31 October 2020
The accounting policies adopted are consistent with those of the previous financial year except for the following new and amended standards and interpretations during the year that are applicable to the Group.

Other Standards
The Group has adopted the following new standards and interpretations in accordance with the relevant transitional provisions which became effective on 1 January 2019:

- IFRS 16 'Leases'.
- IFRIC 23 'Uncertainty over income tax treatments'.

With the exception of IFRS 16 the adoption of these standards has not had a material impact on the financial statements.

IFRS 16 Leases
IFRS 16 is effective from 1 November 2019 and supersedes IAS 17 Leases. The standard eliminates the classification of leases as either operating or finance leases and introduces a single accounting model for all leases, except for short-term leases and leases of low value assets. Lessees are required to recognise a right-of-use asset and related lease liability for their operating leases and show depreciation of leased assets and interest on lease liabilities separately in the statement of comprehensive income. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise substantially all leases on the statement of financial position.

The Group adopted IFRS 16 effective 1 November 2019 using the modified retrospective method of adoption. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application as an adjustment to the opening balance of retained earnings. Accordingly, prior year financial information has not been restated and will continue to be reported under IAS 17 Leases. The right-of-use asset and lease liability have initially been measured at the present value of remaining lease payments, with the right-of-use asset being subject to certain adjustments.

Impact of adoption

The adoption of the standard has impacted on the Group in relation to a lease which was entered into in August 2020. Prior to this date, the Group had no long-term leases and accordingly, no adjustments have been recognised in the Statement of Financial Position at 1 November 2019.

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

All leases are accounted for by recognising a right of use asset and a lease liability except for:

- leases of low value assets; and
- leases with a duration of 12 months or less.

Identifying leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- there is an identified asset;
- the Group obtains substantially all the economic benefits from use of the asset; and

- the Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits that arise from use of the asset, the Group considers only the economic benefits that arise from use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Directors consider whether the Group directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Directors consider whether the Group was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16 “Leases”.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group’s incremental borrowing rate on commencement of the lease is used, which the Directors have assessed to be 6%.

Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

Practical expedients have been applied for leases whose term ends within 12 months of the date of initial application. Such leases have been accounted for in the same way as short-term leases (i.e. expensed through profit or loss on a straight line basis).

If this expedient is applied, such leases would be accounted for in the same way as short-term leases (i.e. usually expensed through profit or loss on a straight line basis). This transitional expedient is independent of the short term lease recognition exemption. The recognition exemption must be applied consistently to leases of underlying assets in the same class whereas the transitional expedient can be applied on a lease-by-lease basis.

Standards and interpretations in issue but not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early. The most significant of these are as follows:

- IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment – Definition of Material);
- Revised Conceptual Framework for Financial Reporting
- Amendments to IFRS 3 Definition of a Business
- Amendments to IFRS 9, IAS 39 and IFRS 7 Interest Rate Benchmark Reform
- Amendments to IFRS 16 COVID-19-Related Rent Concessions
- Amendments to IAS 37 Onerous Contracts – Cost of Fulfilling a Contract
- Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use
- Amendments to IFRS 3 Business Combinations (Amendment – Definition of Business); and Revised Conceptual Framework for Financial Reporting

The Directors does not anticipate the adoption of any of these standards issued by IASB, but not yet effective, to have a material impact on the financial statements of the Group.

b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to the end of the reporting period. Subsidiaries are entities over which the Group has control. The Group controls an investee if the Group has power over the investee, exposure to variable returns from the investee, and the ability to use its power to affect those variable returns.

The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Inter-company balances and transactions between Group companies are therefore eliminated in full. The financial information of subsidiaries is included in the Group's financial statements from the date that control commences until the date that control ceases.

On 20 March 2020, the Company completed a conditional share purchase agreement (the "SPA") with Alchemist Codes Sdn. Bhd ("Alchemist Codes'') for the acquisition by the Company of 100% of the issued share capital of Alchemist Codes (the "Transaction") which is more fully described in Note 12.

The acquisition of Alchemist Codes Sdn Bhd by the Company does not meet the definition of a reverse acquisition under IFRS 3 due to:

- a greater proportion of share capital in the Group being held by shareholders of AIQ Limited, rather than pre-acquisition shareholders of Alchemist Codes;
- AIQ Limited's shareholders have the ability to appoint or remove a majority of the members of the Board;
- greater Board representation in the Group of the AIQ Limited Board of directors rather than pre-acquisition members of the Alchemist Codes' Board; and
- the composition of the senior management of the Group consists mostly of AIQ Limited management.

The acquisition of Alchemist Codes has therefore been accounted for under the acquisition method.

Under the acquisition method, the results of Alchemist Codes are included from the date of acquisition. At the date of acquisition, the fair values of the net assets of Alchemist Codes have been determined and these values are reflected in the Consolidated Financial Statements. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. Any excess of the purchase consideration of the business combination over the fair value of the identifiable assets and liabilities acquired is recognised as goodwill. Goodwill, if any, is not amortised but reviewed for impairment at least annually. If the consideration is less than the fair value of assets and liabilities acquired, the difference is recognised directly in the statement of comprehensive income.

Acquisition-related costs are expensed as incurred.

In July 2020, the Company established a wholly-owned Hong Kong subsidiary, Alcodes International Limited.

c) Going concern

The financial statements are required to be prepared on the going concern basis unless it is inappropriate to do so.

The Group incurred losses of £3.6 million during the year and cash outflows of £1.9 million. As at 31 October 2020, the Group had net current assets of £1.5 million and cash of £1.8 million. The Group’s cash position was approximately £1.1 million at the date of this report.

The Group meets its day-to-day working capital requirements through cash generated from the capital it raised on admission to the London Stock Exchange and, subsequent to the acquisition of Alchemist Codes, from the operations of its subsidiary.

COVID-19 has been identified as having a significant impact on the Group in the 2020 financial year due to the prolonged public lockdown in Malaysia. The Board has taken, and continues to take, a number of actions to protect operating cash flow in the short term. As a means of securing the Group’s long-term future, the Board has initiated a strategic review to assess the viability of Alchemist Codes and to stem the losses of the business and reduce the cost base, whilst also seeking to evaluate its future. The Group’s cash position gives sufficient headroom while the Board conducts this process, in which it will consider all options for the future of the business. The Group’s assessment of the COVID-19 pandemic is detailed in the Operational Review section of the Strategic Report above.

The Directors have prepared forecasts and projections for a period of at least 12 months from the date of approval of these financial statements, and have specifically performed a detailed review of those forecasts for the 15 months to July 2022. These reflect the expected trading performance of the Group on the basis of best estimates of management using current knowledge and expectations of trading performance. These forecasts and projections have also been stress tested to consider what the Directors believe to be a ‘worst plausible case scenario’.

The Directors report that they have re-assessed the principal risks, reviewed current performance and forecasts, combined with expenditure commitments, including capital expenditure. The Group’s forecasts demonstrate it will have sufficient cash reserves to enable it to meet its obligations as they fall due, for a period of at least 12 months from the date of signing of these financial statements.

These ‘worst plausible case scenario’ conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. This, in turn, has led Group management to undertake a strategic review of the Group’s activities going forwards, which is due to be reported shortly. The unknown outcome of the strategic review, coupled with the uncertainty of future trading performance, give rise to a material uncertainty over the going concern status of the Group. The Directors consider the Group to be a going concern but have identified a material uncertainty in this regard.

d) Revenue

Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer net of sales taxes and discounts. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(i) Revenue from software sales
Revenue from sales of software application is recognised progressively over time based on milestones and customers' acceptance by using the output method.

(ii) Revenue from maintenance and support contracts
The Group enters into annual fixed price support and maintenance services and managed services contracts with its customers. Revenues are recognised on a straight-line basis over the term of the contract. This method best depicts the transfer of services to the customer as there is no reliable prediction that can be made as to if and when any individual customer will require the service.

(iii) Revenue from merchant contracts
The Group earns commissions from merchants when transactions are completed on the OctaPLUS e-commerce platform. The commissions are generally determined as a percentage based on the value of merchandise being sold by the merchants. The variable consideration is estimated at contract inception and updated at the end of each reporting period if additional information becomes available. Revenue related to commissions is recognised based on the expected value when the performance obligation is satisfied.

e) Foreign currency transactions and translation

Functional and presentational currencies

The presentational currency of AIQ Limited is Pounds Sterling. The functional currency of the Company is also Pound Sterling. This is based on the principal currency of expenditure and the Company's equity raise, all being in Sterling.

The functional currency of Alchemist Codes Sdn Bhd is Malaysian Ringgit, being the currency in which the majority of the company's transactions are denominated.

The functional currency of Alcodes International Limited is the Hong Kong dollar.
In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction.

At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

In order to satisfy the requirements of IAS 21 with respect to presentation currency, the consolidated financial statements have been translated into Pounds Sterling using the procedures outlined below:

- Assets and liabilities where the functional currency is other than Pounds were translated into Pounds at the relevant closing rates of exchange;
- non-Sterling trading results were translated into Pounds at the relevant average rates of exchange; and
- differences arising from the retranslation of the opening net assets and the results for the period are recognised in other comprehensive income and taken to the foreign currency translation reserve.

f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Computers	5 years
Furniture and fittings	10 years
Office equipment	10 years
Renovations	10 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

g) Intangible assets

With the exception of goodwill, intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

Goodwill
Goodwill represents the amount by which the fair value of the cost of a business combination exceeds the fair value of the net assets acquired. Goodwill is not amortised and is stated at cost less any accumulated impairment losses.

The recoverable amount of goodwill is tested for impairment annually or when events or changes in circumstance indicate that it might be impaired. Impairment charges are deducted from the carrying value and recognised immediately in the income statement. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units expected to benefit from the synergies of the combination. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Acquisition-related intangible assets
Net assets acquired as part of a business combination includes an assessment of the fair value of separately identifiable acquisition-related intangible assets, in addition to other assets, liabilities and contingent liabilities purchased. These are amortised on a straight-line basis over their useful lives which are individually assessed. Useful lives are regularly reviewed.

The estimated useful lives of the Group's intangible assets are as follows:

- OctaPLUS Platform 3 years
- Messenger App 3 years
- Software 3 years

As more fully described in Note 13, each of these intangible assets were fully impaired.

h) Research and development expenditure

Research expenditure is recognised as an expense when it is incurred.

Development expenditure is recognised as an expense except that costs incurred on development projects are capitalised as long-term assets to the extent that such expenditure is expected to generate future economic benefits. Development expenditure is capitalised if, and only if an entity can demonstrate all of the following:-

(i) its ability to measure reliably the expenditure attributable to the asset under development;
(ii) the product or process is technically and commercially feasible;
(iii) its future economic benefits are probable;
(iv) its ability to use or sell the developed asset; and
(v) the availability of adequate technical, financial and other resources to complete the asset under development.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses, if any. Development expenditure initially recognised as an expense is not recognised as assets in subsequent periods.

i) Impairment of financial assets

IFRS 9 "Financial Instruments" requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39 "Financial Instruments: Recognition and Measurement". The expected credit loss (ECL) model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. The credit event does not have to occur before credit losses are recognised. IFRS 9 "Financial Instruments" allows for a simplified approach for measuring the loss allowance at an amount equal to lifetime expected credit losses for trade receivables and contract assets.

The Group has one type of financial asset subject to the expected credit loss model: trade receivables. The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The expected credit losses are estimated using a provision based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

As the Group is at an early stage, it does not have significant amounts of historic information on credit losses. Accordingly, only specific provisions have been made.

The Group considers a financial asset in default when contractual payments are between 30 to 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

j) Impairment of non-financial assets

At each reporting date, the Directors assess whether indications exist that an asset may be impaired. If indications do exist, or when annual impairment testing for an asset is required, the Directors estimate the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value-in-use, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the Directors consider the asset impaired and write the subject asset down to its recoverable amount. In assessing value-in-use, the Directors discount the estimated future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, the Directors consider recent market transactions, if available. If no such transactions can be identified, the Directors utilise an appropriate valuation model.

When applicable, the Group recognises impairment losses of continuing operations in the "Statements of Profit or Loss and Other Comprehensive Income" in those expense categories consistent with the function of the impaired asset.

k) Right of use assets

A right of use asset is recognised at the commencement date of a lease. The right of use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right of use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Right of use assets are subject to impairment or adjusted for any re-measurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

l) Leases

The Group has adopted IFRS 16 which became effective on 1 January 2019. The standard replaces IAS 17 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right of use assets and corresponding lease liabilities are recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs).

m) Financial instruments

Financial assets and financial liabilities are recognised in the Consolidated Statement of Financial Position when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

n) Financial assets

(i) Initial recognition and measurement

The Company classifies its existing financial assets as financial assets carried at amortised cost. The classification depends on the nature of the assets and the purpose for which the assets were acquired.

Management determines the classification of its financial assets at initial recognition and this designation at every reporting date.

Financial assets carried at amortised cost

Financial assets carried at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those expected to be realised later than twelve months after the reporting date which are classified as non-current assets. They include cash and bank balances, and a rental deposit.

Subsequent to initial recognition, these assets are measured at amortised cost using the effective interest rate method, less impairment.

Impairment of financial assets is considered using a forward-looking expected credit loss (ECL) review.

(ii) De-recognition

Financial assets are de-recognised when the contractual rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

o) Financial liabilities

The Company's financial liabilities include trade and other payables and accruals. Financial liabilities are recognised when the Company becomes a party to the contractual provision of the instrument. All financial liabilities are recognised initially at their fair value, net of transaction costs, 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.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

p) Share capital

Proceeds from issuance of ordinary shares are classified as equity. Amounts in excess of the nominal value of the shares issued are recognised as share premium.

Transaction costs that are directly attributable to the issue of share capital are deducted from share premium.

q) Taxation

Current tax
Current tax is the expected amount of income taxes payable in respect of the taxable profit for the reporting period and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax
Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Group’s Financial Statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and expected to apply when the related deferred tax is realised or the deferred liability is settled.

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

r) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

s) Finance income and expense

Finance income comprises interest receivable on funds invested.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method.

t) Employee benefits

Short-term benefits
Short-term employee benefit obligations; wages, salaries, paid annual leave, sick leave, bonuses and non-monetary benefits, are measured on an undiscounted basis and are expensed in the profit or loss as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Long-term benefits
Defined contribution plans
The income statement expense for the defined contribution pension plans operated represents the contributions payable for the year. As required by law, companies in Malaysia make contributions to the state pension scheme, the Employees Provident Fund ("EPF") which is charged to profit or loss in the year to which they relate. Once the contributions have been paid, the Group has no further liabilities in respect of the defined contribution plans.

u) Earnings per share

Basic earnings per share is computed using the weighted average number of shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of shares during the period plus the dilutive effect of dilutive potential ordinary shares outstanding during the period.

4. ACCOUNTING ESTIMATES AND JUDGEMENTS

Preparation of financial information in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. In particular:

<u>Key judgments</u>

Acquisition of Alchemist Codes
The Directors judged that under IFRS 3 Business Combinations, the accounting acquirer is considered to be AIQ Limited as described above in the note describing the basis of consolidation. The acquisition of Alchemist Codes has therefore been accounted for under the acquisition method.

Going concern
As more fully described above, the Directors have prepared forecasts and projections for the Group for the purposes of assessing the Company's going concern assumptions.

The Directors have concluded that it is appropriate to adopt the going concern basis of accounting in preparing the Annual Report but have identified a material uncertainty in this regard. Having undertaken a detailed review of forecasts to July 2022, considering the impact on the Group's cash position and the unknown outcome of the pending strategic review, the Directors consider there to be a material uncertainty over the going concern status of the Group.

Key estimates

Valuation of Intangible Assets
The determination of the fair value of assets and liabilities including goodwill arising on the acquisition of Alchemist Codes in March 2020, and development expenditure which is expected to generate future economic benefits, is based to a considerable extent on management's judgement.

The fair value of these assets was determined by discounting estimated future net cash flows generated by the asset. The assets are bespoke and cannot be benchmarked against a market transaction price. The use of different assumptions for the expectations of future cash flows and the discount rate would change the valuation of the intangible assets.

Allocation of the purchase price affects the results of the Group as finite life intangible assets are amortised, whereas indefinite lived intangible assets, including goodwill, are not amortised and could result in differing amortisation charges based on the allocation to indefinite lived and finite lived intangible assets.

The useful life used to amortise intangible assets relates to the expected future performance of the assets acquired and management's estimate of the period over which economic benefit will be derived from the asset.

The estimated useful life principally reflects management's view of the average economic life of each asset and is assessed by reference to historical data and future expectations. Any reduction in the estimated useful life would lead to an increase in the amortisation charge.

The fair value of intangibles acquired in the acquisition of Alchemist Codes has been based on a discounted cash flow income approach. The fair value of the OctaPLUS Platform and Messenger App acquired with Alchemist Codes during the year ended 31 October 2020 was determined using a discount factor of 22.4%.

The fair values of intangible assets acquired through the business combination has been based on the Multi-Period Excess Earnings Method ("MEEM") which is within the income approach. The multi-period excess earnings method estimated value is based on expected future earnings attributable to the assets which have been discounted to a net present value using a discount rate of 22.4%, based on the Group's weighted average cost of capital. If the estimation of the cost of capital was reduced by 1%, the valuation of acquired intangible assets would have increased by approximately £162,000.

The useful life used to amortise intangible assets relates to the expected future performance of the assets acquired and management's estimate of the period over which economic benefit will be derived from the asset.

The estimated useful life principally reflects management's view of the average economic life of each asset and is assessed by reference to historical data and future expectations. Any reduction in the estimated useful life would lead to an increase in the amortisation charge. The average economic life of the intangible assets has been estimated at 3 years. If the estimation of economic life was reduced by one year, the amortisation charge would have increased by approximately £123,000.

Impairment reviews
IFRS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of:

- growth in EBITDA, calculated as adjusted operating profit before depreciation and amortisation;
- long-term growth rates; and
- the selection of discount rates to reflect the risks involved.

The Group prepares and approves a detailed annual budget and longer-term strategic plan for its operations, which are used in the fair value calculations.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Group's impairment evaluation and hence results.

Goodwill of £546,874 relating to the acquisition of Alchemist Codes was allocated to the Alchemist Codes business and represents a Cash Generating Unit ("CGU") and tested for impairment as of the reporting date. The goodwill and other intangible assets were tested for impairment on the basis of value in use, including a discount rate of 22.4% based on the rate that would be used by a market participant. As described in Note 13 below, these impairment tests indicated an impairment loss is required and this loss has resulted in the full write-down of goodwill and intangibles arising from the acquisition of Alchemist Codes.

5. REVENUE

	Year ended 31 October 2020 £	Year ended 31 October 2019 £
Sale of software products	99,596	-
Maintenance income	41,725	-
Cashback income	13,043	
Other	285	-
Total	154,649	-

All revenues were generated in Malaysia.

During the year ended 31 October 2020, one customer accounted for 55.16% of the Group's revenues. No other customers accounted for more than 10%.

6. SEGMENT REPORTING

IFRS 8 defines operating segments as those activities of an entity about which separate financial information is available and which are evaluated by the Board of Directors to assess performance and determine the allocation of resources. The Board of Directors is of the opinion that under IFRS 8 the Group has only one operating segment. The Board of Directors assesses the performance of the operating segment using financial information that is measured and presented in a manner consistent with that in the Financial Statements. Segmental reporting will be reviewed and considered in light of the development of the Group's business over the next reporting period.

7. OPERATING LOSS BEFORE TAXATION

Loss from operations has been arrived at after charging:

	Year ended 31 October 2020	Year ended 31 October 2019
	£	£
Auditor's remuneration:		
- Audit of the financial statements*	58,000	33,000
- Reporting accountant and transaction services	-	35,875
- Other services	-	3,000

* Additionally, £107,033 for services were performed in the year to 31 October 2020 by the previous auditor.

	Year ended 31 October 2020	Year ended 31 October 2019
Cost of sales:	**£**	**£**
Wages and salaries	135,350	-
Cashback expenses	7,860	-
Other	58	-
	143,268	-

	Year ended 31 October 2020	Year ended 31 October 2019
Administrative expenses:	**£**	**£**
Directors' remuneration	165,212	139,000
Wages and salaries	158,293	-
Marketing expenses	296,398	-
Consultancy fees	84,322	115,727
Outsourcing fees	90,000	-
Amortisation of intangibles	239,765	-
Depreciation of tangible fixed assets	6,483	-
Depreciation of right of use assets	24,548	-
Office rental	13,051	30,104
Professional fees	18,982	41,583
Regulatory fees	14,802	20,227
Secretarial fees	33,143	28,849
Audit fees	61,281	33,000
Bookkeeping costs	6,000	24,000
Share service fees	12,390	15,221
Vetting fees	35,000	-
Other costs	107,492	40,080
	1,367,162	487,791

8. STAFF COSTS AND KEY MANAGEMENT EMOLUMENTS

	Year ended 31 October 2020	Year ended 31 October 2019
Staff costs:	**£**	**£**
Wages and salaries (including directors)	433,931	139,000
Social security costs	2,397	-
Post-employment benefits	22,527	-
	458,855	139,000

Key management personnel are considered to be the directors and one senior member of staff. Their remuneration was as follows:

	Year ended 31 October 2020	Year ended 31 October 2019
Key management personnel:	**£**	**£**
Wages and salaries (including directors)	224,445	139,000
Social security costs	100	-
Post-employment benefits	2,287	
	226,832	139,000

Included within accruals is £23,196 (2019: £154,000), which relates to Directors' remuneration yet to be paid.

The average monthly number of employees during the year ended 31 October 2020 was as follows:

	Year ended 31 October 2020 No.	Year ended 31 October 2019 No.
Management	2	-
Administrative	2	-
Operations	25	-
	29	-

The Company did not have any employees during the year ended 31 October 2019, other than the Directors.

9. TAXATION

The Company is incorporated in the Cayman Islands, and its activities are subject to taxation at a rate of 0%.

In Malaysia, Alchemist Codes has applied for MSC Pioneer Status which, if granted, would result in the company becoming income tax exempt. Although the application has been submitted there is no certainty as to whether Alchemist Codes will be successful in obtaining MSC Pioneer Status. Alchemist Codes continues to account for tax and makes scheduled tax payments, which are recoverable if the Pioneer status is granted. A total of RM133,200 has been paid on account in this regard (equivalent to £24,764). The income tax rate in Malaysia is calculated at the Malaysian statutory tax rate of 24% of the chargeable income for the year, except for companies with paid-up capital of RM2.5million (approximately £470,000) and below at the beginning of the basis period and gross income from source of business not exceeding RM50million (approximately £9.4 million), the first RM600,000 (approximately £110,000) of chargeable income is subject to tax at a rate of 17%.

A reconciliation of income tax applicable to the loss before taxation at the statutory tax rate to the income tax at the effective tax rate of Alchemist Codes is as follows:

	Year ended 31 October 2020	Year ended 31 October 2019
	£	£
Loss before taxation	(4,130,587)	(503,608)
Tax calculated at the standard rate of tax applicable to Alchemist Codes of 24% (2019: at 0%)	(991,340)	-
Tax effects of:		
Non-deductible expenditure	25,827	-
Effect of different tax rates in foreign jurisdictions	87,030	-
Deferred tax assets on temporary differences not recognised	385,483	-
Tax credit	(493,000)	-

The deferred tax recognised on the business combination was recognised at the rate of 24%, being the rate of tax prevailing in Malaysia. Following the impairment charge to fully write-down the goodwill and identifiable assets recognised on the acquisition of Alchemist Codes, the deferred tax provision was released accordingly.

10. LOSS PER SHARE

The Company presents basic and diluted loss per share information for its ordinary shares. Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the reporting period. Diluted earnings per share are determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

There is no difference between the basic and diluted earnings per share, as the Company has no potential ordinary shares.

	Year ended 31 October 2020	Year ended 31 October 2019
Loss attributable to ordinary shareholders (£)	(3,637,587)	(503,608)
Weighted average number of shares	59,818,130	51,839,375
Loss per share (expressed as £ per share)	(0.061)	(0.010)

11. PROPERTY PLANT AND EQUIPMENT

	Fixtures and fittings	Office equipment	Computer equipment	Renovations	Total
	£	£	£	£	£
Cost					
At 1 November 2018 and 2019	-		-	-	-
Additions through business combinations	393	3,023	13,195	427	17,038
Other additions	74,487	6,827	15,557	97,373	194,244
Currency translation differences	176	(119)	(560)	233	(270)
As at 31 October 2020	75,056	9,731	28,192	98,033	211,012
Accumulated depreciation					
At 1 November 2018 and 2019	-	-	-	-	-
Depreciation for the year	1,247	381	3,202	1,653	6,483
Currency translation differences	-	(13)	(143)	1	(155)
As at 31 October 2020	1,247	368	3,059	1,654	6,328
Carrying amounts					
At 31 October 2020	**73,809**	**9,363**	**25,133**	**96,379**	**204,684**
At 31 October 2019	-	-	-	-	-

12. ACQUISITION OF ALCHEMIST CODES SDN BHD

On 20 March 2020, the Company completed a conditional share purchase agreement (the "SPA") with Alchemist Codes Sdn. Bhd ("Alchemist Codes'') for the acquisition by the Company of 100% of the issued share capital of Alchemist Codes (the "Transaction"), and, on 26 March 2020 readmission of the enlarged share capital to trading on the Main Market of the London Stock Exchange. Alchemist Codes is a Malaysian incorporated information technology solutions developer focusing on the e-commerce sector. Under the terms of the SPA, the consideration was £2.3 million which was settled through the allotment and issue of 12,921,346 ordinary shares of 1 pence each in the capital of AIQ (the "Consideration Shares") at 17.8 pence per share.

The following table summarises the consideration paid for Alchemist Codes, the fair value of assets acquired, and liabilities assumed at the acquisition date.

	Book value	Fair value adjustments	Fair value
Consideration	**£**	**£**	**£**
Consideration shares			2,300,000
Total consideration			**2,300,000**
Recognised amounts of identifiable assets acquired and liabilities assumed			
Cash and cash equivalents	111,073	-	111,073
Property, plant and equipment	17,038	-	17,038
Software	38,676	-	38,676
Trade and other receivables	80,011	-	80,011
Trade and other payables	(55,818)	-	(55,818)
OctaPLUS platform	-	1,328,996	1,328,996
Messenger App	-	726,150	726,150
Deferred tax		(493,000)	(493,000)
Total identifiable net assets	**190,980**	**1,562,146**	**1,753,126**
Goodwill			**546,874**
Total			**2,300,000**

The goodwill arising is attributable to the acquired workforce, anticipated future profit from expansion opportunities and synergies of the business. Fair value adjustments were deemed necessary in respect of the OctaPLUS platform and the Messenger App, both of which have been recognised within intangible fixed assets.

Deferred tax on the fair value adjustments has been recognised at 24%, being the rate of tax prevailing in Malaysia.

Alchemist Codes contributed £154,649 of revenue for the period between the date of acquisition and the balance sheet date and £442,175 loss before tax. If the acquisition of Alchemist Codes had been completed on the first day of the financial year, Group revenues would have been approximately £210,000 higher and Group loss attributable to equity holders of the parent would have been approximately £38,000 lower.

Transaction costs of £380,495 were expensed in the year ended 31 October 2020 relating to the acquisition of Alchemist Codes and re-admission to the Official List of the London Stock Exchange. No amounts were directly attributable to issuing new shares which would otherwise be deducted from equity.

13. INTANGIBLE ASSETS

	Goodwill	Software	OctaPLUS Platform	Messenger App	Total
	£	£	£	£	£
Cost					
At 1 November 2019	-		-	-	-
Additions through business combinations	-	38,676	-	-	38,676
Arising on acquisition	546,874	-	1,328,996	726,150	2,602,020
As at 31 October 2020	546,874	38,676	1,328,996	726,150	2,640,696
Accumulated amortisation and impairment					
At 1 November 2019	-	-	-	-	-
Amortisation for the year	-	-	155,050	84,715	239,765
Impairment provision	546,874	38,676	1,173,946	641,435	2,400,931
As at 31 October 2020	546,874	38,676	1,328,996	726,150	2,640,696
Carrying amounts					
At 31 October 2020	**-**	**-**	**-**	**-**	**-**
At 31 October 2019	-		-	-	-

Goodwill and acquisition related intangible assets recognised have arisen from the acquisition of Alchemist Codes in March 2020 and purchase price allocation as described in Note 12. The OctaPLUS Platform and Messenger App are being amortised over their estimated useful economic life of three years.

Goodwill
The Group tests goodwill annually for impairment or more frequently if there are indications that these assets might be impaired. The recoverable amounts of the CGU are determined from value in use. The value of the goodwill comes from using the assets as they are (i.e. there is no expansionary capex assumed).

The key assumptions for the value in use approach are those regarding growth in revenues and associated earnings and a discount rate. The Group monitors its pre-tax Weighted Average Cost of Capital and those of its competitors using market data. In considering the discount rate applying to the CGU, the Directors have considered the relative sizes, risks and the inter-dependencies of its CGUs. The Group prepares cash flow forecasts derived from the most recent financial plan approved by the Board and extrapolates revenues, net margins and cash flows for the following five years based on a forecast monthly growth rate of 15% in active users of the CGU. Cash flows beyond this period have been ignored in assessing the need for any impairment provisions. A discount rate of 22.4% has been assumed. The directors consider these assumptions are consistent with that which a market participant would use in determining fair value. As a result of the COVID-19 pandemic, the anticipated growth has not materialised, and the impairment testing has considered the significant uncertainties as to future activity with no growth assumed.

The Company has tested goodwill for impairment and determined that the recoverable amount relating to the acquisition of Alchemist Codes is lower than its carrying amount and is therefore impaired. An impairment loss of £546,874 has therefore been recognised to write off the goodwill which arose on the acquisition.

OctaPLUS platform and messenger app
The OctaPLUS platform and messenger app relate to the valuation of the technology developed by Alchemist Codes at the time of acquisition in March 2020.

The fair value of these assets on acquisition was determined by discounting estimated future net cash flows generated by the assets where no active market for the assets exists.

The fair values of intangible assets acquired through the business combination has been based on the Multi-Period Excess Earnings Method ("MEEM") which is within the income approach.

The Multi-Period Excess Earnings Method ("MEEM") which is within the income approach was adopted as being the most appropriate methodology. The multi-period excess earnings method estimated value is based on expected future earnings attributable to the assets which have been discounted to a net present value using a discount rate of 22.4%, based on the Group's weighted average cost of capital.

Under this method the following were key inputs:

- The number of internet users in Malaysia
- Monthly active user growth
- Average spend per user of RM83-95 per month
- Advertising spend of RM1.50 per user per month
- App software maintenance fee of RM75,000 per customer per annum
- OctaPLUS sales commission of 7% from merchants
- OctaPLUS cash back spend of 71% of sales commission
- Software development licence income of RM416,000 per licence sale
- Taxation at the rate of 24%

The Group tests intangible assets for impairment only if there are indications that these assets might be impaired. An impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows which is highly sensitive to the expected revenue.

Both the rollout of OctaPLUS and Alchemist Codes' IT consultancy business met with severe headwinds during the year. The competitive landscape for the Group's e-commerce solution evolved as retailers transitioned to focus their efforts on online sales. Accordingly, retailers enhanced their direct-to-consumer sales & marketing, which was to the detriment of emerging online marketplaces such as OctaPLUS that are based on a commission model. In addition, the travel and tourism industry, which was expected to be one of the key sectors for OctaPLUS as it typically provides higher commission rates, was particularly badly impacted by the pandemic.

For the IT consultancy business, the stringent restrictions imposed on travel and the social distancing measures introduced by the Malaysian government – with the country subject to lockdown measures throughout the period – prevented Alchemist Codes from meeting with customers and business partners; and the economic downturn and uncertainty impacted customers' budget availability and the willingness to commit resources to new projects.

Revised business plans have assumed much lower levels of activity and a significant reduction in long-term potential. Since year end, trading conditions have remained very challenging as Malaysia continues to be under government lockdown, causing a further reduction in demand, and there is continued uncertainty over the post-pandemic economic recovery and market outlook. As a result, the Board has initiated a strategic review to stem the losses of the business and reduce the cost base, whilst also seeking to evaluate its future.

The revised business plans have been used in the testing for impairment of the Alchemist Codes CGU (the Group's only CGU) and the tests indicate that the recoverable amount of the CGU has been reduced to nil. The carrying amount of the intangible asset has therefore been fully impaired by recognising an impairment loss of £1,815,381.

Software
The software acquired in the business combination has also been fully impaired by recognising a loss

of £38,676. Updated forecasts prepared by the Company assume much lower revenue than anticipated when Alchemist Codes was acquired. Accordingly, these forecasts no longer support the carrying value.

14. RIGHT OF USE ASSETS AND LEASE LIABILITIES

	Land and buildings	Total
	£	£
Cost		
At 1 November 2019	-	-
Additions	295,338	295,338
As at 31 October 2020	295,338	295,338
Accumulated amortisation		
At 1 November 2019	-	-
Depreciation for the year	24,548	24,548
Currency translation differences	63	63
As at 31 October 2020	24,611	24,611
Carrying amounts		
At 31 October 2020	**270,727**	**270,727**
At 31 October 2019	-	-

Future minimum lease payments associated with these leases were as follows:

	As at 31 Oct 2020	As at 31 Oct 2019
	£	£
Not later than one year	107,817	-
Later than one year and not later than five years	188,680	-
Total minimum lease payments	296,497	-
Less future finance charges	(23,796)	-
Present value of minimum lease payments	272,701	-
Current liability	94,012	-
Non-current liability	178,689	-
	272,701	-

The lease may be extended at the end of its two year term for a further two years, at a new rental rate to be based on the prevailing market rate provided, that in the event that there is any increase in rental, such increase shall not exceed 15% of the preceding's rental rate. No option to extend has been assumed in the above calculations. In previous years, the Company's lease commitments related to operating leases which expired in the year ended 31 October 2019.

Impact of IFRS 16 "Leases" on the statement of comprehensive income

The following table summarises the effect of IFRS 16 "Leases" on the Group's loss before tax:

	Year ended 31 October 2020	Year ended 31 October 2019
	£	£
Loss before tax excluding lease charges	(3,595,682)	(473,504)
Lease payments under short-term and low-value assets	(13,051)	(30,104)
Depreciation of right-of use assets	(24,548)	-
Lease finance expense	(4,306)	-
Loss before tax after lease charges	**(3,637,587)**	**(503,608)**

15. TRADE RECEIVABLES

	As at 31 October 2020	As at 31 October 2019
	£	£
Trade receivables	**7,799**	-
Provision for expected credit losses	**-**	-
Total trade receivables	**7,799**	-

All balances are reviewed specifically due to the limited number of receivables and limited history of average rates of default losses to rely on.

16. CASH AND CASH EQUIVALENTS

	As at 31 October 2020	As at 31 October 2019
	£	£
Cash at bank	1,816,583	3,703,592
Cash in hand	10,796	-
	1,827,379	3,703,592

Cash at bank earns interest at floating rates based on daily bank deposit rates.

17. TRADE PAYABLES

	As at 31 October 2020	As at 31 October 2019
	£	£
Redeemable cash back credit	123,100	-
Other trade payables	32,368	-
	155,468	-

18. ACCRUALS AND OTHER PAYABLES

	As at 31 October 2020 £	As at 31 October 2019 £
Accruals	123,998	218,151
Deferred revenue	1,464	-
Taxes and social security	11,111	-
	136,573	218,151

19. AMOUNTS DUE TO A DIRECTOR

	31 October 2020 £	31 October 2019 £
Amounts due to a director	-	288,811

The amounts due to a director were unsecured, interest free and repayable on demand. The balance arose from administrative expenses and transaction costs settled by the director on behalf of the Company in the period ended 31 October 2018, prior to the Company's bank account being opened. All amounts were repaid in the year ended 31 October 2020.

20. SHARE CAPITAL

	Number	Nominal value £
Authorised		
Ordinary shares of £0.01 each	**800,000,000**	**8,000,000**
As at 1 November 2019	**51,839,375**	**518,394**
Issue of shares in the year	**12,921,346**	**129,213**
At 31 October 2020	**64,760,721**	**647,607**

	Year ended 31 Oct 2020 £	Year ended 31 Oct 2019 £
As at beginning of year	518,394	518,394
Issued during the year	129,213	-
As at end of year	647,607	518,394

During the year ended 31 October 2020, the Company allotted and issued a total of 12,921,346 Ordinary Shares of 1 pence each at 17.8 pence each for a total consideration of £2,300,000 in connection with the acquisition of Alchemist Codes (the "Consideration Shares") as described in Note 12 above.

Readmission of the enlarged share capital of 64,760,721 Ordinary Shares to listing on the Standard Listing Segment of the Official List of the FCA and to trading on the Main Market of the London Stock Exchange (together, the "Readmission") occurred on 26 March 2020. The holders of Ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

21. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents cumulative foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries and is not distributable by way of dividends.

22. FINANCIAL RISK MANAGEMENT

a) Categories of financial instruments

The carrying amounts and fair value of the Group's financial assets and liabilities as at the end of the reporting period are as follows:

Financial assets:

	As at 31 October 2020 £	As at 31 October 2019 £
Trade receivables	7,799	-
Tax recoverable	24,764	-
Deposits and other receivables	45,008	12,300
Cash and cash equivalents	1,827,379	3,703,592
	1,904,950	3,715,892

Financial liabilities at amortised cost:

	As at 31 October 2020 £	As at 31 October 2019 £
Trade payables	155,468	-
Accruals and other payables	136,573	218,151
Amounts due to directors	-	288,811
Finance leases	272,701	-
	564,742	506,962

The financial assets and financial liabilities maturing within the next 12 months approximate their fair values due to the relatively short-term maturity of the financial instruments.

b) Financial risk management objectives and policies

The Group is exposed to a variety of financial risks: market risk (including interest rate risk and currency risk), credit risk and liquidity risk. The risk management policies employed by the Company to manage these risks are discussed below. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risk stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures to minimise operational and legal risks.

i) Interest rate risks

Certain cash holdings and cash equivalents are held in accounts with variable rates. If interest rates were to increase or decrease by 1%, the effect would not be material.

ii) Currency risks

The Group is exposed to exchange rate fluctuations as certain transactions are denominated in foreign currencies.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to its financing activities (when cash balances are denominated other than in a company's functional currency).

Most of the Group's transactions are carried out in Pounds and Malaysian Ringgit ('RM'). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

The Group maintains a natural hedge whenever possible, by matching the cash inflows (revenue stream) and cash outflows used for purposes such as capital and operational expenditure in the respective currencies. The Group's net exposure to foreign exchange risk was as follows:

As at 31 October 2020	US$ £'000	Total £'000
Financial assets denominated in £	894	894
Financial liabilities denominated in £	-	-
Net foreign currency exposure	894	894

As at 31 October 2019	US$ £'000	Total £'000
Financial assets denominated in £	3,037	3,037
Financial liabilities denominated in £	-	-
Net foreign currency exposure	3,037	3,037

Foreign currency sensitivity analysis:

The following tables demonstrate the sensitivity to a reasonably possible change in foreign currency exchange rates, with all other variables held constant.

The impact on the Group's loss before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

A 10 per cent. movement in US Dollar ($) would increase/(decrease) net assets by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

As at 31 October 2020	US$ £'000
Effect on net assets:	
Strengthened by 10%	89
Weakened by 10%	(89)

As at 31 October 2019	US$ £'000
Effect on net assets:	
Strengthened by 10%	304
Weakened by 10%	(304)

At 31 October 2020 the Company had £893,965 (2019: £3,036,744) of cash and cash equivalents in United States Dollar accounts. At 31 October 2020, had the exchange rate between the Pound Sterling and United States Dollar increased/decreased by 10%, the effect on the result in the period would be a gain of £89,396 (2019: £303,674) / loss of £89,396 (2019: £303,674).

At 31 October 2020 the Company had £894,587 (2019: £nil) of cash and cash equivalents in Malaysian Ringgit accounts. At 31 October 2020, had the exchange rate between the Pound Sterling and Malaysian Ringgit increased/decreased by 10%, the effect on the result in the period would be a gain of £89,459 (2019: £nil) / loss of £89,459 (2019: £nil).

iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit allowances are made for estimated losses that have been incurred by the reporting date. No such amounts have been made to date.

Concentrations of credit risk exist to the extent that the equivalent of £885,082 of the Group's cash balances were held with RHB Bank Berhad in Singapore and the equivalent of £900,012 was held with Hong Leong Bank in Malaysia.

S&P Global Ratings affirmed on 31 October 2020 the issuer credit ratings of RHB Bank Bhd at BBB+/Stable/A-2, while their ASEAN regional scale ratings were affirmed at "axA+"/"axA-1."
In February 2020, Moody’s Investors Services Ltd upgraded the Hong Leong Bank’s baseline credit assessment to a3 and reaffirmed its long-term rating at A3 and short-term rating at P2, with a stable outlook.

Accordingly, the Company considers that the credit risk in relation to its cash holding to be small.

iv) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Group's financial liabilities are primarily trade and other payables. The amounts are unsecured, interest-free and repayable on demand.

23. CAPITAL MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the balance between debt and equity.

The capital structure of the Group as at 31 October 2020 consisted of Ordinary Shares and equity attributable to the shareholders of the Company, totalling £1,863,724 (2019: £3,208,930) (disclosed in the statement of changes in equity).

The capital structure is reviewed on an on-going basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital.

24. RELATED PARTY TRANSACTIONS

The remuneration of the Directors and the key management personnel of the Company is set out in the Report of the Remuneration Committee.

A total of £42,000 (2019: £21,000) was paid during the year to Luther Pendragon for financial PR services, a company in which Harry Chathli is a director and shareholder.

As at 31 October 2019, there was a balance due to a director of £288,811 which was repaid during the year ended 31 October 2020 (see Note 19).

Included within accruals is £23,196 (2019: £154,000), which relates to Directors' remuneration outstanding.

A total of £24,000 (2019: £nil) was paid during the year to Graham Duncan Limited for accounting services, a company in which Graham Duncan is a director and shareholder.

The related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

25. MATERIAL SUBSEQUENT EVENTS

There are no events subsequent to the year-end that require disclosure in these financial statements.

26. ULTIMATE CONTROLLING PARTY

As at 31 October 2020, no one entity owns greater than 50% of the issued share capital. Therefore, the Company does not have an ultimate controlling party.

27. COVID-19

The outbreak of SARS-CoV-2 ("COVID-19") severely impacted the Group's revenues and results for the year. The stringent lockdown measures introduced by the Malaysian government – known as "movement control orders" (MCO), which were in effect throughout the period following the acquisition – prevented Alchemist Codes from meeting with customers and business partners; and the economic downturn and uncertainty impacted customers' budget availability and the willingness to commit resources to new projects. The pandemic also severely impacted the rollout of the Group's e-commerce solution, OctaPLUS, due to retailers significantly enhancing their direct-to-consumer marketing and reducing the commission they are prepared to pay for affiliate referrals. The impact of the pandemic on the Group was particularly pronounced due to Alchemist Codes being at an early stage of development.

The pandemic continues to have a profound impact on the Group's operations, with MCO measures in Malaysia being extended in Malaysia into April.

As a consequence of the above, along with the considerable uncertainty over post-pandemic market conditions, the Board of AIQ has initiated a strategic review to stem the losses of the business and reduce the cost base, whilst also seeking to evaluate its future.

Management has needed to revise its assumptions as to going concern, and has made provision for impairment to the carrying value of goodwill and other intangibles assets as described in Note 13 above.

COMPANY INFORMATION

Directors	Graham Duncan, Independent Non-Executive Chairman Harry Chathli, Independent Non-Executive Director Charles Yong Kai Yee, Executive Director Li Chun Chung, Executive Director
Company Secretary	MSP Secretaries Limited 27/28 Eastcastle Street London W1W 8DH United Kingdom
Registered office of the Company	Genesis Building, 5th Floor Genesis Close, PO Box 446 Cayman Islands, KY1-1106
Financial Adviser and Broker	VSA Capital Limited New Liverpool House 15-17 Eldon Street London EC2M 7LD
English Legal Advisers to the Company	Stephenson Harwood LLP 18/F United Centre 95 Queensway Hong Kong
Cayman Islands Legal Adviser to the Company	Conyers Dill & Pearman Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Auditors	Haysmacintyre LLP 10 Queen Street Place, London EC4R 1AG
Registrars	Computershare Investor Services (Cayman) Limited The R&H Trust Co. Ltd. Winward 1, Regatta Office Park West Bay Road Grand Cayman KY1-1103 Cayman Island
Principal Bankers	RHB Bank Berhad IOI Boulevard, Jalan kenari 5, Bandar Puchong Jaya, 47100 Puchong Selangor Malaysia Hong Leong Bank, No. 2, Jalan Puteri 2/4, Bandar Puteri, 47100 Puchong,

	Selangor Malaysia
Financial PR	Luther Pendragon 48 Gracechurch Street London EC3V 0EJ
Company Website	www.aiqhub.com