



REVEZ CORPORATION LTD.

(Formerly known as Jason Holdings Limited)
(Incorporated in the Republic of Singapore)
(Company Registration No. 201119167Z)

UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 ("FY2019")

This announcement has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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Background

Revez Corporation Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”), formerly known as Jason Holdings Limited, was formed through a reverse takeover (“**RTO**”) by Revez International Pte. Ltd (formerly known as Revez Group Pte. Ltd.). (“**Revez**”, together with its subsidiaries, the “**Revez Group**”). On 23 May 2019, the Company completed the acquisition of the entire issued and paid-up capital of Revez (the “**Proposed Acquisition**”) and changed its name from “Jason Holdings Limited” to “Revez Corporation Ltd.”. Please refer to the Company’s circular to shareholders (the “**Circular**”) dated 29 March 2019 for further details of the RTO and the Proposed Acquisition.

The Revez Group is principally engaged in the business of developing and implementation of information technology solutions.

Group Level

Following the completion of the RTO, the Company’s legal subsidiary, Revez, is regarded as the accounting acquirer and the Company as the accounting acquiree, for accounting purpose. As such, the consolidated financial statements have been prepared and presented as a continuation of the Revez Group.

Accordingly, the consolidated financial statements comprising the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity and consolidated statement of cash flows for the half year period ended 31 December 2019 have been presented as a continuation of the Revez Group’s financial results and operations, in accordance with the following:

- 1) The assets and liabilities of the accounting acquirer, Revez Group, are recognized and measured in the consolidated statement of financial position at their pre-combination carrying amount;
- 2) The assets and liabilities of the accounting acquiree, the Company, are recognized and measured in accordance with SFRS(I) 3 *Business Combinations* (“**SFRS(I) 3**”);
- 3) The retained earnings and other equity balances recognized in the consolidated financial statements of the Group are the retained earnings and other equity balances of the Revez Group immediately before the RTO;
- 4) The amount recognized in the issued equity interest in the consolidated financial statements of the Group is computed by adding the issued equity of Revez Group immediately before the RTO to the fair value of the Company computed based on the share price of the Company at the acquisition date. However, the equity structure presented in the consolidated financial statements of the Group (i.e. the number and type of equity instruments issued) shall reflect the equity structure of the Company, including equity instruments issued by the Company to effect the combination; and
- 5) The comparative figures presented in these consolidated financial statements of the Group are those of consolidated financial statements of the Revez Group.

Following the completion of the RTO, the principal businesses of the Group are those of the Revez Group. The consolidated financial statements of the Group have been prepared using the reverse acquisition accounting as set out in SFRS(I) 3, but it does not result in the recognition of goodwill as the Company ceased to have any operating business and its activities are unable to generate cash to meet its obligations. Accordingly, the Company does not constitute a business as set out in SFRS(I) 3. Instead, such transactions fall within the scope of SFRS(I) 2 *Share-based Payment*, which requires the deemed shares issued by Revez to be recognised at fair value. Any difference in the fair value of the shares issued by Revez and the fair value of the Company’s identifiable net liabilities represents the value in exchange for the listing status which is recognised as an expense in profit or loss.

Company Level

Reverse acquisition accounting applies only to the consolidated financial statements at the Group level. As such, the investment in Revez Group recorded in the Company’s financial statements is accounted for at cost less accumulated impairment losses, if any.

Notes:

- A. The Group’s consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the full year period ended 31 December 2019 refer to the enlarged group which included the results of the Revez Group from 1 January 2019 to 31 December 2019 and the results of the Company from 24 May 2019 to 31 December 2019.
- B. The Group’s consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the full year period ended 31 December 2018 refers to the results

of Revez Group from 1 January 2018 to 31 December 2018.

- C. The Group's consolidated statement of financial position as at 31 December 2019 refers to the consolidated statement of financial position of the enlarged group comprising Revez Group and the Company as at 31 December 2019.
- D. The Group's consolidated statement of financial position as at 31 December 2018 refers to the consolidated statement of financial position of Revez Group.
- E. The Company's statement of financial position as at 31 December 2019 and 31 December 2018 refers to that of the Company.
- F. The Company's statement of changes in equity for the full year period ended 31 December 2019 and 31 December 2018 refers to that of the Company.

PART 1 – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(a)(i) - A statement of comprehensive income, for a group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	(Unaudited)	(Unaudited) Restated	
	Group	Group ⁽¹⁾	Increase/ (Decrease)
	FY2019	FY2018	
	S\$'000	S\$'000	%
Revenue	5,614	5,410	3.8
Other income	269	281	(4.3)
	5,883	5,691	
Less: Operating expenses			
Material costs and changes in inventories	(2,057)	(1,068)	92.6
Salaries and employees' benefits	(2,639)	(2,030)	30.0
Depreciation of plant, property and equipment and investment property	(131)	(130)	0.8
Depreciation on right-of-use assets	(97)	-	N.M.
Other operating expenses	(322)	(366)	(12.0)
Net impairment losses on trade and other receivables and contract assets	(18)	(157)	(88.5)
Finance costs	(23)	(38)	(39.5)
	(5,287)	(3,789)	
Profit from operation	596	1,902	
Less: Non-operating expenses			
Loss on reverse acquisition	(10,977)	-	N.M.
Acquisition-related costs	(1,727)	-	N.M.
	(12,704)	-	
Profit/(loss) before income tax	(12,108)	1,902	N.M.
Income tax expense	(72)	(266)	(72.9)
Profit/(loss) for the financial period	(12,180)	1,636	N.M.
Other comprehensive income, net of income tax	-	-	-
Total comprehensive income/(loss) for the financial period	(12,180)	1,636	N.M.
Profit/(Loss) for the financial period attributable to:			
Owners of the Company	(12,251)	1,653	
Non-controlling interests	71	(17)	
	(12,180)	1,636	
Total comprehensive income/ (loss) for the financial period attributable to:			
Owners of the Company	(12,251)	1,653	
Non-controlling interests	71	(17)	
	(12,180)	1,636	

N.M. - Denotes not meaningful

(1) FY2018 of the Group is prepared on a combined basis as the restructuring exercise of the Revez Group completed only in October 2018.

1(a)(ii) – Notes to Consolidated Statement of Comprehensive Income

Profit/(loss) before income tax is arrived after charging the following:

	(Unaudited)	(Unaudited)	
	Group	Restated	
	FY2019	Group	Increase/
	S\$'000	FY2018	(Decrease)
		S\$'000	%
Other income			
Government grants	166	187	(11.2)
Rental income	35	17	105.9
Interest income	57	-*	N.M.
Gain on disposal on property, plant and equipment	-	77	N.M.
Miscellaneous income	11	-	N.M.
Other operating expenses			
Office rental [#]	-	109	N.M.
Travelling and transport	79	77	2.6
Entertainment and refreshment	19	12	58.3
Advertisement	18	44	(59.1)
Professional fees	135	21	542.9
Exchange loss	2	-*	N.M.
Loss on disposal on property, plant and equipment	-*	-	N.M.
Others	69	103	(33.0)

* Less than S\$1,000

[#] The Group and Company have applied a modified retrospective approach that does not restate FY2018, but recognises the cumulative effect of initially applying SFRS(I) 16 *Leases* as an adjustment to the opening balance of retained earnings/(accumulated losses) on 1 January 2019.

1(b)(i) - A statement of financial position (for the Issuer and Group), together with a comparative statement as at the end of the immediately preceding financial year.

	(Unaudited)	(Unaudited) (restated)	(Unaudited)	(Audited)
	Group As at 31/12/2019 S\$'000	Group As at 31/12/2018 S\$'000	Company As at 31/12/2019 S\$'000	Company As at 31/12/2018 S\$'000
Non-current assets				
Property, plant and equipment	295	343	-	-
Investment property	674	703	-	-
Right-of-use assets	61	-	-	-
Investment in subsidiaries	-	-	42,660	-
Total non-current assets	1,030	1,046	42,660	-
Current assets				
Contract assets	805	802	-	-
Trade and other receivables	1,520	1,028	138	7
Tax recoverable	22	-	-	-
Fixed deposit	4,900	-	-	-
Cash and cash equivalents	2,095	1,488	6,363	-
Total current assets	9,342	3,318	6,501	7
Less:				
Current liabilities				
Trade and other payables	(822)	(187)	(342)	(1,014)
Contract liabilities	(65)	-	-	-
Lease liabilities	(65)	-	-	-
Dividend payable	(950)	(1,650)	-	-
Loans and borrowings	(34)	(97)	-	-
Amount due to subsidiaries	-	-	(207)	-
Provision for income tax	-	(271)	-	-
Total current liabilities	(1,936)	(2,205)	(549)	(1,014)
Net current assets/ (liabilities)	7,406	1,113	5,952	(1,007)
Non-current liability				
Loans and borrowings	(679)	(926)	-	-
Total non-current liability	(679)	(926)	-	-
Net assets/(liabilities)	7,757	1,233	48,612	(1,007)
Equity				
Share capital	18,712	-*	62,030	10,658
Merger reserve	138	138	-	-
(Accumulated losses)/Retained earnings	(11,327)	932	(13,418)	(11,665)
Equity attributable to equity owners of the Company	7,523	1,070	48,612	(1,007)
Non-controlling interests	234	163	-	-
Total Equity	7,757	1,233	48,612	(1,007)

* Less than S\$1,000

1(b)(ii) - Aggregate amount of group's borrowings and debt securities

(a) Amount repayable in one year or less, or on demand;

As at 31 December 2019		As at 31 December 2018	
Secured (S\$'000)	Unsecured (S\$'000)	Secured (S\$'000)	Unsecured (S\$'000)
34	-	97	-

(b) Amount repayable after one year; and

As at 31 December 2019		As at 31 December 2018	
Secured (S\$'000)	Unsecured (S\$'000)	Secured (S\$'000)	Unsecured (S\$'000)
679	-	926	-

The working capital loan of approximately \$267,000 from a local bank was fully repaid in February 2019.

(c) Details of any collateral

The Group's loans and borrowings comprised finance lease liability, property loan and working capital loan. Finance lease liability is secured by the lessor's title to the leased motor vehicle; Property loan is secured by a first legal mortgage over the Group's investment property; and working capital loan was fully repaid in February 2019.

1(c) - A statement of cash flow (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	(Unaudited) Group FY2019 S\$'000	(Unaudited) (restated) Group ⁽¹⁾ FY2018 S\$'000
Cash flows from operating activities		
Profit/(Loss) before income tax	(12,108)	1,902
Adjustments for:		
Acquisition-related costs	790	-
Net impairment losses on trade and other receivables and contract assets	18	157
Depreciation of property, plant and equipment and investment property and right-of-use assets	228	130
(Loss)/gain on disposal of plant and equipment	-*	(77)
Interest expense	23	38
Interest income	(57)	-*
Loss on reverse acquisition	10,977	-
Operating cash flows before working capital changes	(129)	2,150
Movement in working capital changes:		
Contract assets	3	(777)
Trade and other receivables	(489)	(180)
Contract liabilities	65	(269)
Trade and other payables	(369)	55
Cash (used in) generated from operations	(919)	979
Interest received	57	-*
Tax paid	(365)	(2)
Net cash (used in)/generated from operating activities	(1,227)	977
Cash Flows from Investing Activities		
Purchase of property, plant and equipment	(54)	(146)
Placement of fixed deposit	(4,900)	-
Proceeds from disposal of property, plant and equipment	-	186
Net cash (used in)/generated from investing activities	(4,954)	40
Cash Flows from Financing Activities		
Net proceeds from compliance placement	7,922	-
Dividend paid	(700)	-
Proceeds from bank borrowings	-	300
Repayment of finance lease liability	(12)	(12)
Repayment of lease liabilities	(101)	-
Repayment of bank borrowings	(298)	(63)
Interest paid	(23)	(38)
Net cash generated from financing activities	6,788	187
Net increase in cash and cash equivalents	607	1,204
Cash and cash equivalents at beginning of the financial period/year	1,488	284
Cash and cash equivalents at end of the financial period/year	2,095	1,488

* Less than S\$1,000

(1) FY2018 of the Group is prepared on a combined basis as the restructuring exercise of the Revez Group completed only in October 2018.

1(d)(i) - A statement (for the Issuer and Group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Share capital	Retained earnings/ (Accumulated losses)	Non-controlling interests	Merger reserve	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group (Unaudited)					
Balance at 1 January 2019	-#	932	163	138	1,233
Adjustment on initial application of SFRS(I) 16 Leases		(8)	-	-	(8)
Adjusted balance at 1 January 2019	-#	924	163	138	1,225
Total comprehensive (loss)/income for the year	-	(12,251)	71	-	(12,180)
Issuance of shares pursuant to the Proposed Acquisition	10,000	-	-	-	10,000
Issuance of shares pursuant to the Introducer fee	790	-	-	-	790
Issuance of shares pursuant to compliance placement	7,922	-	-	-	7,922
Balance at 31 December 2019	18,712	(11,327)	234	138	7,757
Balance at 1 January 2018	-#	929	172	146	1,247
Total comprehensive income/(loss) for the year	-	1,653	(17)	-	1,636
Dividend declared*		(1,650)			(1,650)
Incorporation of a subsidiary	-	-	8	-	8
Business combination under common control	-	-	-	(8)	(8)
Balance at 31 December 2018 (restated)	-#	932	163	138	1,233

Note:-

* dividend declared by Revez Group in September 2018 amounting to S\$1.65 million.

Less than S\$1,000

	Share capital S\$'000	Accumulated losses S\$'000	Total S\$'000
Company (Unaudited)			
Balance as at 1 January 2019	10,658	(11,665)	(1,007)
Total comprehensive loss for the year	-	(1,753)	(1,753)
Issuance of shares pursuant to the Proposed Acquisition	42,660	-	42,660
Issuance of shares pursuant to Introducer fee	790	-	790
Issuance of shares pursuant to compliance placement	7,922	-	7,922
Balance as at 31 December 2019	62,030	(13,418)	48,612
Balance as at 1 January 2018	10,658	(11,244)	(586)
Total comprehensive loss for the year	-	(421)	(421)
Balance as at 31 December 2018	10,658	(11,665)	(1,007)

- 1(d)(ii) - Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

	Number of issued shares	Issued and paid- up share capital S\$'000
Balance as at 31 December 2018	2,729,253,595	10,658
Issuance of shares pursuant to the Proposed Acquisition	11,642,995,836	42,660
Issuance of shares pursuant to the Introducer fee	215,583,741	790
Share consolidation	(14,441,954,856)	-
Issuance of new shares pursuant to compliance placement	21,621,621	7,922
Balance as at 31 December 2019	167,499,937	62,030

The Company undertook a share consolidation in May 2019 where every one hundred shares were consolidated into one share.

The Company did not have any outstanding options, convertibles or treasury shares as at 31 December 2019 and 31 December 2018.

- 1(d)(iii) - To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

	As at 31 December 2019	As at 31 December 2018
Total number of issued shares, excluding treasury shares	167,499,937	27,292,536

The number of issued shares as at 31 December 2018 shown above has been adjusted for the effect of the share consolidation that was completed in May 2019. The number of issued shares as at 31 December 2018, on an unadjusted basis, was 2,729,253,595.

There were no treasury shares as at 31 December 2019 and 31 December 2018.

- 1(d)(iv) - A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

The Company did not have any treasury shares during and as at the end of the current financial period reported on.

- 1(d)(v) - A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

The Company did not have any subsidiary holdings during and as at the end of the current financial period reported on.

- 2 - Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the auditors.

- 3 - Whether the figures have been audited or reviewed, the auditor's report (including any qualifications or emphasis of a matter).

The figures have not been audited or reviewed by the auditors.

- 3A. - Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:—

- (a) Updates on the efforts taken to resolve each outstanding audit issue.
(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable.

- 4 - Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Save as disclosed in section 5 below, the Company has adopted the same accounting and methods of computation in the presentation of the unaudited financial statements for the financial period ended 31 December 2019 as compared with the unaudited financial statements for the financial year ended 31 December 2018.

- 5 - If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reason for, and the effect of, the change.

The Group and the Company have adopted the following new SFRS(I)s, amendments to and interpretations of SFRS(I) that are effective for the financial periods beginning on 1 January 2019:-

Description	Effective for annual periods beginning on or after
SFRS(I) 16 <i>Leases</i>	1 January 2019

The adoption of the new and revised standards did not have any material financial impact on the financial statements of the Group and the Company for the year ended 31 December 2019.

- 6 - Earnings per ordinary share of the group for the current financial period reported on and the immediately preceding financial period, after deducting any provision for preference dividends.

	(Unaudited) Group FY2019	(Unaudited) <i>restated</i> Group FY2018
(Loss)/profit attributable to owners of the Company (S\$'000)	(12,251)	1,653
Weighted average number of ordinary shares outstanding	157,532,790	143,722,494
Basic and diluted (loss)/earnings per share (cents)	(7.78)	1.15

For comparison, the (loss)/earnings per share for the corresponding period of the immediately preceding financial year was recomputed based on the weighted average number of issued shares adjusted for the share consolidation which was completed in May 2019 and assuming the issued shares for Revez Group of 116,429,958 for reverse acquisition were accounted from the beginning period together with 27,292,536 of the existing shares.

For the current financial period, the loss per share was computed based on weighted average number of shares (determined based on 143,722,494 shares up to 23 May 2019 (assuming issued shares for Revez Group of 116,429,958 for reverse acquisition were accounted from the beginning period together with 27,292,536 of existing shares) and 2,155,837 shares from 24 May 2019 to 31 December 2019 and 21,621,621 shares from 3 June 2019 to 31 December 2019).

As there are no dilutive potential ordinary shares that were outstanding during the respective financial periods, the diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share.

- 7 - **Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the:**
(a) current financial year reported on; and
(b) immediately preceding financial year.

	Group		Company	
	as at 31/12/2019	as at 31/12/2018 (restated)	as at 31/12/2019	as at 31/12/2018
Net assets/(liabilities) value (S\$'000)	7,757	1,233	48,612	(1,007)
Number of issued ordinary shares	167,499,937	143,722,494	167,499,937	143,722,494
Net assets/(liabilities) value per share (cents)	4.63	0.86	29.02	(0.70)

The net asset value per share as at 31 December 2018 was computed based on 167,499,937 issued shares (excluding treasury shares) subsequent to the completion of the share consolidation. The number of issued shares used for the calculation of those for the comparatives has been adjusted for the effect of the share consolidation that was completed in May 2019 and assuming issued shares for Revez Group of 116,429,958 for reverse acquisition were accounted from the beginning period together with 27,292,536 of existing shares.

- 8 - **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:**
(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

REVIEW OF GROUP'S PERFORMANCE FINANCIAL YEAR ENDED 31 DECEMBER 2019 ("FY2019") AS COMPARED TO THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 ("FY2018")

Revenue

Revenue increased by approximately \$204,000 or 3.8% for FY2019 from \$5.4 million in FY2018 to \$5.6 million in FY2019 with IT product & solutions revenue increases by 4.5% while MICE support revenue decreases by 3.3% as compared to FY2018. The outstanding sales contracts remain relatively stable for the comparative periods.

Other income

Other income decreased by approximately \$12,000 or 4.3% for FY2019 from approximately \$281,000 in FY2018 to approximately \$269,000 in FY2019 due mainly to one-off gain on disposal on property, plant and equipment of approximately \$77,000 in FY2018 and offset by an increase in interest income by approximately \$57,000 in FY2019 from fixed deposit placement and a higher rental income generated from investment property by approximately \$18,000 or 105.9% from approximately \$17,000 in FY2018 to approximately \$35,000 in FY2019.

Costs and profitability

Material costs and change in inventories

Material costs and change in inventories increased by approximately \$989,000 or 92.6% for FY2019 from approximately \$1.1 million in FY2018 to approximately \$2.1 million in FY2019 due mainly to increase in outsourcing activities and procurement of materials to support more sophisticated IT solutions projects.

Salaries and employees' benefits

Salaries and employees' benefits increased by approximately \$609,000 or 30.0% for FY2019 from approximately \$2.0 million in FY2018 to approximately \$2.6 million in FY2019 due mainly to increase in employees' salaries and benefits of the Group as a result of increase of 5 employees from 40 employees as at 31 December 2018 to 45 employees as at 31 December 2019 mainly to support IT solutions and increase in finance and administrative staff as the Group expands.

Depreciation of plant, property and equipment and investment property

Depreciation for FY2019 remains comparable to FY2018 mainly due to some of the Group's assets being fully depreciated and offset with additional depreciation incurred for the new purchases of approximately \$54,000 in FY2019 to cater for Group's expansion in headcount.

Depreciation of right-of-use assets

Depreciation of right-of-use assets increased by approximately \$97,000 for FY2019 mainly due to the adoption of SFRS(I) 16 *Leases* with effect from 1 January 2019. The Group has adopted the simplified transition approach and will not restate the comparative amount for the year prior to first adoption and has no restated amount comparatives for the financial year ended 31 December 2018 as permitted under the specific transition provision in the standard.

Other operating expenses

Other operating expenses decreased by approximately \$44,000 or 12.0% for FY2019 from approximately \$366,000 in FY2018 to approximately \$322,000 in FY2019 due mainly to the adoption of SFRS(I) 16 *Leases* whereby office rental is recognized as depreciation as right-of-use assets. Otherwise, the other operating expenses increased by approximately \$53,000 due mainly to higher professional fees recognised in FY2019.

Impairment losses on trade and other receivables

Impairment losses on trade receivables decreased by approximately of \$139,000 or 88.5% for FY2019 from approximately \$157,000 in FY2018 to approximately \$18,000 in FY2019 with lower provision for trade and other receivables outstanding for more than 1 year in FY2019. Despite the impairment, the Group is still actively monitoring and discussing with trade debtors to recover the long outstanding receivables.

Finance costs

Finance costs decreased by approximately \$15,000 or 39.5% for FY2019 from approximately \$38,000 in FY2018 to approximately \$23,000 in FY2019 due mainly to the Group's working capital loan from a local bank being fully redeemed in 1H2019 and partly offset by approximately \$6,000 increase in lease interest expense mainly due to the adoption of SFRS(I) 16 *Leases* with effect from 1 January 2019.

Loss on reverse acquisition

The loss on reverse acquisition of approximately \$11.0 million was due to the difference in purchase consideration of the listed entity and its net book value at the point of execution of reverse acquisition. This is a one-off transaction and would not be recurring in the subsequent financial year.

Acquisition-related costs

Acquisition related expenses of approximately \$1.7 million was due mainly to professional fees for the execution of the reverse acquisition; included therein was the introducer fee of approximately \$790,000 paid via share issuance, a non-cash transaction with no cash outflow. This is a one-off transaction and would not be recurring in the subsequent financial year.

(Loss)/profit before tax

The Group has incurred loss before tax of approximately \$12.1 million in FY2019 compared to profit before tax of approximately \$1.9 million in FY2018 due mainly to incurring non-operating expenses of approximately \$12.7 million relating to acquisition-related costs and loss on reverse acquisition in FY2019. The Group has achieved approximately \$596,000 profit from operation in FY2019 despite higher material-related cost and changes in inventories and salaries and employee's benefits.

Taxation

Taxation decreased by approximately \$194,000 or 72.9% for FY2019 from approximately \$266,000 in FY2018 to approximately \$72,000 in FY2019 mainly due to lower profit before tax in FY2019 as compared to FY2018.

REVIEW OF FINANCIAL POSITION**AS AT 31 DECEMBER 2019****Non-current assets**

The Group's non-current assets as at 31 December 2019 comprised the Group's net asset value of property, plant and equipment of approximately \$295,000, and investment property of approximately \$674,000 and right-of-use assets of approximately \$61,000.

The commercial property which was previously classified as property, plant and equipment as at 31 December 2017, was subsequently reclassified as investment property on 1 January 2018 as the Group has shifted its operation from 18 Howard Road Novelty Bizcentre, #09-05 to its current premise at 25 Kallang Avenue 2, #02-02 in December 2017. This property was rented out to a third-party tenant since 1H2018.

The decrease in non-current assets as at 31 December 2019 of approximately \$16,000 from approximately \$1,046,000 as at 31 December 2018 to approximately \$1,030,000 due mainly to depreciation of property, plant and equipment and investment property of approximately \$66,000 with some property, plant and equipment fully depreciated during the year. This is partly offset by an increase in right-of-use assets of approximately \$61,000 in FY2019 due to the adoption of SFRS(I) 16 *Leases* with effect from 1 January 2019.

Current assets

The Group's current assets as at 31 December 2019 comprised contract assets of approximately \$805,000, trade and other receivables of approximately \$1,520,000, tax recoverable of approximately \$22,000 and fixed deposit of approximately \$4,900,000 cash and cash equivalents of approximately \$2,095,000.

The increase in current assets as at 31 December 2019 of approximately \$6,024,000 from \$3,318,000 as at 31 December 2018 to \$9,342,000 as at 31 December 2019 was due mainly to increase in cash and cash equivalents of approximately \$607,000, increase of fixed deposit of approximately \$4,900,000 and an increase in trade and other receivables of approximately \$493,000 and offset by a decrease in contract assets of approximately \$2,000. The net increase in cash and cash equivalents and fixed deposit was mainly due to receipt of approximately \$7,922,000 proceeds from compliance placement pursuant to the reverse acquisition, partially offset by a payment of the repayment of debts owing by the Company before RTO and repayment for RTO and compliance placement expenses totaling \$2.07 million. The increase in trade and other receivables was due mainly to projects completion and billing only in Q42019. The amount due from holding company of approximately \$1,000 are non-trade related, interest-free and repayable in demand. Tax recoverable of approximately \$22,000 was due to over payment of income tax as a result of lower profit in restated FY2018 after offsetting the tax provision for profit before tax in FY2019.

Current liabilities

Current liabilities as at 31 December 2019 comprised trade and other payables of approximately \$822,000, contract liabilities approximately \$65,000, dividend payable of \$950,000 to the executive directors, current portion of loans and borrowings of approximately \$34,000 and lease liabilities of approximately \$65,000.

The decrease in current liabilities as at 31 December 2019 of approximately \$269,000 from approximately \$2,205,000 as at 31 December 2018 to approximately \$1,936,000 was due mainly to increase in trade and other payables of approximately \$635,000 partially offset by \$700,000 decrease in dividend payable as partial repayment of dividend due to the executive directors, decrease in current tax liabilities of approximately \$271,000 due to over payment of income tax as FY2018 profit was lower after restatement; and decrease in loans and borrowings of approximately \$63,000 due mainly to full redemption of a working capital loan from a local bank in 1H2019. The increase in trade and other payables was due mainly to the payables owing by the Company prior to reverse acquisition, professional fees incurred for the execution of the reverse acquisition and amount due to vendors for projects completed in late Q42019. Lease liabilities of approximately \$65,000 due to the adoption of SFRS(I) 16 *Leases* with effect from 1 January 2019.

Non-current liabilities

Non-current liabilities as at 31 December 2019 comprised non-current portion of loans and borrowings of approximately \$679,000 mortgage term loan of the commercial property at 18 Howard Road, Novelty BizCentre, #09-05.

The decrease in non-current liabilities as at 31 December 2019 of approximately \$247,000 was due mainly to full redemption of a working capital loan from a local bank and repayment of mortgage term loan in FY2019.

Total Equity

Total equity as at 31 December 2019 of approximately \$7,757,000 comprised share capital of approximately \$18,712,000, merger reserve of approximately \$138,000 arising from merging of entities of the Group before the execution of reverse acquisition, and non-controlling interests of approximately \$234,000 offset by accumulated losses of approximately \$11,327,000.

The increase in total equity of the Group as at 31 December 2019 of approximately \$6,524,000 from \$1,233,000 as at 31 December 2018 to \$7,757,000 as at 31 December 2019 was due mainly to the execution of reverse acquisition and proceeds from compliance placement.

Liquidity and capital resources

As at 31 December 2019, the Group had cash and cash equivalents of approximately \$6,994,000 and net current assets of approximately \$7,406,000. The Group's equity attributable to equity owners of the Company amounted to approximately \$7,523,000, and total liabilities amounted to approximately \$2,615,000.

REVIEW OF STATEMENT OF CASH FLOWS**FY2019**

The Group had net cash used in operating activities of approximately \$1,227,000 for FY2019. The decrease in net cash generated from operating activities from FY2018 to FY2019 of approximately \$2,204,000 was due mainly to operating cash outflows before changes in the working capital of approximately \$129,000 and net working capital outflow of approximately \$790,000 and income tax payment of approximately \$365,000, offset by interest income received of approximately \$57,000.

The Group had net cash used in investing activities of approximately \$4,954,000 for FY2019. The decrease in net cash used in investing activities from FY2018 to FY2019 of approximately \$4,994,000 was mainly due to lower equipment purchase of approximately \$92,000 from \$146,000 as at 31 December 2018 to \$54,000 as at 31 December 2019, offset by an absence of an one-time sales proceeds of approximately \$186,000 recognised from the disposal of computer

equipment in FY2018 and fixed deposit placement of approximately \$4,900,000 with maturity of more than 3 months to generate interest income.

The Group had net cash generated from financing activities of approximately \$6,788,000 for FY2019. This was due mainly to proceeds received from compliance placement of approximately \$7,922,000 partially offset by partial payment of dividend to the Group's executive directors amounting to \$700,000, repayments of finance lease creditor and bank borrowings of approximately \$12,000 and \$298,000 respectively, and interest payment of approximately \$23,000. The repayment of lease liabilities of \$101,000 is due to the adoption of SFRS(I) 16 *Leases* with effect from 1 January 2019.

9 - Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

No forecast or prospect statement was previously disclosed to shareholders.

10 - A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The current 2019 Novel Coronavirus (COVID-19) outbreak may affect business of the Group in general. It was reported by Channel News Asia⁽¹⁾ on 10 February 2020 that many major events had been cancelled or postponed. Notwithstanding the current epidemic, our operations continue to operate as per normal with Business Continuity Plan in place. While we focus and develop on our IT solutions from government related projects, we will continue to closely monitor the current COVID-19.

The Company has incorporated a new company in February 2020 which provides IT automation system in relation to manufacturing activities as part of global industrialization 4.0 which was announced on 19 February 2020. This is also part of the Smart Nation initiative by the Singapore government to provide support for companies planning for automation that require big data collection, data analytics and artificial intelligence.

Despite the weaker economic outlook and current COVID-19 epidemic, the Company continues to strengthen its in-house technological capabilities in readiness for new opportunities.

⁽¹⁾ <https://www.channelnewsasia.com/news/singapore/novel-coronavirus-singapore-major-events-cancelled-12417726>

11 - If a decision regarding dividend has been made

(a) Whether an interim (final) ordinary dividend has been declared (recommended).

None

(b) (i) Amount per share

Not applicable

(ii) Previous corresponding period

Not applicable

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated)

Not applicable

(d) The date the dividend is payable

Not applicable

(e) The date on which Registrable Transfers received by the company (up to 5.00 p.m.) will be registered before entitlements to the dividend are determined.

Not applicable

12 - If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision

No dividend has been declared/recommended for the current financial period as the Company has just completed its reverse acquisition exercise in May 2019 and resumed trading in June 2019.

13 - If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii) of the Catalyst Rules. If no IPT mandate has been obtained, a statement to that effect.

The Company does not have a general mandate from shareholders for interested person transactions.

There were no interested person transactions exceeding S\$100,000 entered into between the Group and any other interested person in FY2019.

14 - Update on use of Compliance Placement Proceeds

	Compliance Placement Proceeds Allocation (S\$'000)	Utilisation up to 25 February 2020 (S\$'000)
Repayment of debts owing by the Company before RTO	1,422	892 ⁽¹⁾
To fund general corporate activities including, but not limited to, acquisitions, joint ventures and/or strategic alliances, establishing overseas companies and branch offices	4,000	800 ⁽²⁾
General working capital ⁽¹⁾	1,360	44 ⁽³⁾
Net Proceeds / Utilisation	6,782	1,736
Professional fees and expenses ⁽⁴⁾	960	960
Miscellaneous expenses	180	180
Gross Proceeds / Utilisation	7,922	2,876

⁽¹⁾ All debts owing by the Company before RTO have been repaid by the Company. The balance of approximately S\$530,000 shall be reallocated as general working capital. The old debts repayment was less than budgeted due mainly to reduction of debts owing to several creditors after negotiation by the management

⁽²⁾ The Company has committed an issued share capital of S\$800,250, payable in cash for AIAC Pte. Ltd., incorporated on 19 February 2020.

⁽³⁾ Approximately S\$44,000 of the working capital from the Placement proceeds were used to pay for the RTO and Placement related expenses.

⁽⁴⁾ This includes fees payable to professionals including sponsor, legal advisers, tax advisers, auditors, valuers and public relations consultants in connection with the RTO.

The use of the Net Proceeds and Gross Proceeds as disclosed above is in accordance with the stated use in the Circular to Shareholders dated 29 March 2019.

PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

- 15 - Segmented revenue and results for operating segments (of the Group) in the form presented in the issuer's most recently audited annual financial statements with comparative information for the immediately preceding year.**

15A - Business segments revenue and results

	IT Product & Solutions		MICE Support		Corporate & Others		Total	
	restated		restated		restated		restated	
	FY2019 \$'000	FY2018 \$'000	FY2019 \$'000	FY2018 \$'000	FY2019 \$'000	FY2018 \$'000	FY2019 \$'000	FY2018 \$'000
Revenue by segment								
External	5,109	4,888	505	522	-	-	5,614	5,410
Inter-segment sales & services	342	227	201	42			-	-
Total revenue	5,451	5,115	706	522	-	-	5,614	5,410
Segment results before EBITDA	641	1,883	265	190	(12,591)	-	(11,914)	2,070
Interest income (in other income)							57	-
Depreciation of property, plant and equipment and investment property							(131)	(130)
Depreciation on right-of-use assets							(97)	-
Finance cost							(23)	(38)
(Loss)/Profit before income tax							(12,108)	1,902
Income tax							(72)	(266)
(Loss)/Profit for the year							(12,180)	1,636

Note: Inter-segment sales and services are eliminated on consolidation.

15B - Geographical information

As the business activities of the Group are conducted in Singapore, the reporting format by geographical segment is not presented.

- 16 - In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments.**

Please refer to section 8 of this announcement for the review of the performance of the Group.

17 - Breakdown of sales

		GROUP		
		FY2019 S\$ '000	FY2018 S\$ '000	Increase/ (decrease) %
(a)	Revenue reported for the first half year	2,524	3,031	-16.7%
(b)	Operating (loss)/profit after tax reported for first half year	(13,170)	1,330	N.M.
(c)	Revenue reported for the second half year	3,090	2,379	29.9%
(d)	Operating profit after tax reported for second half year	990	306	223.5%

- 18 - Breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.**

Not applicable. There is no annual dividend paid nor declared for FY2019 by Revez Corporation Ltd. and FY2018 by Jason Holdings Limited.

- 19 - **Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704 (10) of the Catalist Rules in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

The Company confirms that there is no such person occupying a managerial position in the Company and its subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company during FY2019.

- 20 - **Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules**

We hereby confirm that we have procured all the required undertakings from all the Directors and Executive Officer of the Company (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules.

ON BEHALF OF THE BOARD OF DIRECTORS

Neo Wee Han, Victor
Executive Director, Chief Executive Officer, Deputy Board Chairman

28 February 2020