

PLATO CAPITAL LIMITED

(Company Registration No. 199907443M)

Unaudited Financial Statements And Dividend Announcement For The Financial Year Ended 31 December 2020**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3) HALF-YEAR AND FULL YEAR RESULTS**

1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year

	Group for the financial year ended 31-Dec-20	Group for the financial year ended 31-Dec-19	Increase / (Decrease)
	S\$'000	S\$'000	%
	(Unaudited)	(Audited)	
Revenue ⁽¹⁾	1,168	968	20.7
Other income ⁽²⁾	521	95	NM
	1,689	1,063	58.9
Other items of income/(expense)			
Purchase of software and services	(287)	(353)	(18.7)
Employee benefits expenses	(909)	(975)	(6.8)
Depreciation of property, plant and equipment	(56)	(56)	-
Foreign exchange (loss)/gain, net	(533)	232	NM
Loss on disposal of investment securities	-	(25)	(100.0)
Gain on disposal of shares in an associate	-	4,832	(100.0)
Loss on liquidation of a subsidiary	(258)	-	-
Other operating expenses	(1,087)	(3,310)	(67.2)
Bank charges	(5)	(7)	(28.6)
Finance costs	(627)	(662)	(5.3)
Share based payments expense	-	(57)	(100.0)
Share of loss from joint ventures	(1,010)	(195)	NM
Share of profit/(loss) from associates	1,621	(2,900)	NM
Loss before tax	(1,462)	(2,413)	(39.4)
Income tax credit	67	62	8.1
Loss for the year	(1,395)	(2,351)	(40.7)
Attributable to:			
Owners of the Company	(1,789)	(730)	NM
Non-controlling interests	394	(1,621)	NM
	(1,395)	(2,351)	(40.7)

NM – not meaningful

1(a)(i) An income statement and statement of comprehensive income, or a statement of comprehensive income for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year (cont'd)

Notes:

- 1 Revenue comprises of the following items:

	Group for the financial year ended 31-Dec-20	Group for the financial year ended 31-Dec-19	Increase /(Decrease)
	S\$'000	S\$'000	%
	(Unaudited)	(Audited)	
Revenue from:			
- Hardware revenue	18	3	NM
- License fees and services	212	395	(46.3)
- Service maintenance	428	462	(7.4)
Interest income from provision of credit facilities	510	108	NM
Total	1,168	968	20.7

- 2 Other income comprises of the following items:

	Group for the financial year ended 31-Dec-20	Group for the financial year ended 31-Dec-19	Increase /(Decrease)
	S\$'000	S\$'000	%
	(Unaudited)	(Audited)	
Interest income from bank deposits	11	42	(73.8)
Miscellaneous income	510	53	NM
Total	521	95	NM

NM – not meaningful

1(a)(ii) Notes to the consolidated statement of comprehensive income

	Group for the financial year ended 31-Dec-20	Group for the financial year ended 31-Dec-19	Increase /(Decrease)
	S\$'000 (Unaudited)	S\$'000 (Audited)	%
Loss for the year	(1,395)	(2,351)	(40.7)
Other comprehensive income/(loss):			
Item that will not be reclassified to profit or loss:			
Fair value loss on quoted equity investment at fair value through other comprehensive income	(743)	(204)	NM
Items that may be reclassified subsequently to profit or loss:			
Share of foreign currency translation reserve of joint ventures	733	(236)	NM
Share of foreign currency translation reserve of associates	(592)	216	NM
Reclassification to profit or loss for liquidation of a subsidiary	258	-	-
Foreign currency translation	1,283	(742)	NM
Reclassification to profit or loss upon partial disposal of an associate	-	834	(100.0)
Other comprehensive income/(loss) for the year, net of tax	939	(132)	NM
Total comprehensive loss for the year	(456)	(2,483)	(81.6)
Total comprehensive (loss)/income attributable to:			
Owners of the Company	(1,012)	(804)	25.9
Non-controlling interests	556	(1,679)	NM
	(456)	(2,483)	(81.6)

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

	Group		Company	
	As at	As at	As at	As at
	31-Dec-20	31-Dec-19	31-Dec-20	31-Dec-19
	S\$'000	S\$'000	S\$'000	S\$'000
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Non-current assets				
Property, plant and equipment	13,313	11,973	-	-
Right-of-use assets	75	108	-	-
Intangible assets	309	314	-	-
Investment in subsidiaries	-	-	33,651	33,154
Investment in joint ventures	16,894	17,171	-	-
Investment in associates	14,413	13,352	-	-
Financial asset and investment securities at fair value through other comprehensive income	4,290	5,033	-	-
Financial asset and investment securities at fair value through profit or loss	167	-	-	-
Trade receivables	8,543	8,501	-	-
	58,004	56,452	33,651	33,154

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 (cont'd.)

	Group		Company	
	As at	As at	As at	As at
	31-Dec-20	31-Dec-19	31-Dec-20	31-Dec-19
	S\$'000	S\$'000	S\$'000	S\$'000
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Current assets				
Trade receivables	231	295	-	-
Other receivables and deposits	62	231	-	-
Prepaid operating expenses	77	43	13	12
Deferred maintenance cost	140	222	-	-
Tax recoverable	18	16	-	-
Amounts due from subsidiaries	-	-	3,522	3,974
Amount due from a joint venture	94	-	-	-
Cash and cash equivalents	2,064	3,758	275	1,928
	2,686	4,565	3,810	5,914
Total assets	60,690	61,017	37,461	39,068
Current liabilities				
Trade payables	96	127	-	-
Other payables and accruals	1,440	2,031	190	204
Lease liabilities	52	42	-	-
Deferred revenue	278	370	-	-
Amounts due to subsidiaries	-	-	3,999	4,025
Amount due to joint ventures	976	629	-	-
Loans and borrowings	3,948	4,275	-	-
Redeemable convertible unsecured loan stocks ("RCULS") – liability component	6,184	-	6,184	-
	12,974	7,474	10,373	4,229
Net current (liabilities)/assets	(10,288)	(2,909)	(6,563)	1,685
Non-current liabilities				
Deferred tax liabilities	3	69	3	69
Lease liabilities	27	68	-	-
Redeemable convertible unsecured loan stocks ("RCULS") – liability component	-	5,793	-	5,793
Amounts due to a related party	2,369	2,367	-	-
	2,399	8,297	3	5,862
Total liabilities	15,373	15,771	10,376	10,091
Net assets	45,317	45,246	27,085	28,977
Equity				
Share capital	40,875	40,875	40,875	40,875
Fair value and other reserves	(315)	428	2,260	2,260
Foreign currency translation reserve	(6,650)	(8,170)	-	-
Retained earnings/(accumulated losses)	4,988	6,777	(16,050)	(14,158)
Equity attributable to owners of the Company	38,898	39,910	27,085	28,977
Non-controlling interests	6,419	5,336	-	-
Total equity	45,317	45,246	27,085	28,977
Total equity and liabilities	60,690	61,017	37,461	39,068

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

Amount repayable in one year or less, or on demand

	Group			
	As at 31 December 2020		As at 31 December 2019	
	(Unaudited)		(Audited)	
	Secured	Unsecured	Secured	Unsecured
	S\$'000	S\$'000	S\$'000	S\$'000
Loans and borrowing	-	3,948	-	4,275
RCULS - liability component	-	6,184	-	-

Amount repayable after one year

	Group			
	As at 31 December 2020		As at 31 December 2019	
	(Unaudited)		(Audited)	
	Secured	Unsecured	Secured	Unsecured
	S\$'000	S\$'000	S\$'000	S\$'000
RCULS - liability component	-	-	-	5,793

Details of any collateral

The bank borrowings obtained by two of the subsidiaries are guaranteed by the Company and by personal guarantee of Mr Lim Kian Onn ("Mr LKO"), the Chairman/Non-Independent/Non-Executive Director and controlling shareholder of the Company.

Others – Contingent liabilities

The Company has provided proportionate corporate guarantee of 28.74% of the outstanding amount under a term loan facility of RM100 million granted by a licensed bank to Epsom College Malaysia Sdn Bhd, a subsidiary of an associate company, Educ8 Group Sdn Bhd ("Educ8").

1(c) A statement of cashflows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

	Group for the financial year ended 31-Dec-20	Group for the financial year ended 31-Dec-19
	S\$'000	S\$'000
	(Unaudited)	(Audited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(1,462)	(2,413)
Adjustments for:		
Interest income from bank deposits	(11)	(42)
Interest income from provision of credit facilities	(510)	(108)
Interest expenses	627	662
Depreciation of property, plant and equipment	56	56
Gain on disposal of shares in an associate	-	(4,832)
Loss on disposal of investment securities	-	25
Loss on liquidation of a subsidiary	258	-
Share based payments expense	-	57
Share of loss from joint ventures	1,010	195
Share of (profit)/loss from associates	(1,621)	2,900
Unrealised foreign exchange loss/(gain), net	419	(264)
Operating loss before working capital changes	(1,234)	(3,764)
Receivables	(521)	(321)
Payables	579	347
Cash flows used in operations	(1,176)	(3,738)
Interest income from provision of credit facilities	510	96
Income tax (paid)/refunded	(22)	26
Net cash flows used in operating activities	(688)	(3,616)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(425)	(3,269)
Trademark related expenses paid	-	(4)
Dividend received from an associate	354	-
Investment in associates	(386)	(507)
Purchase of financial assets	(167)	-
Proceeds from disposal of investment securities	-	283
Net cash used in investing activities	(624)	(3,497)
CASH FLOWS FROM FINANCING ACTIVITIES		
Interest paid	(230)	(309)
Interest received from bank deposits	11	42
Capital contribution from non-controlling interest of a subsidiary	332	1,743
Repayment of lease liabilities	(55)	(47)
Repayment of bank borrowings	(329)	(654)
Net cash (used in)/generated from financing activities	(271)	775
Net decrease in cash and cash equivalents	(1,583)	(6,338)
Effect of exchange rate changes on cash and cash equivalents	(111)	(161)
Cash and cash equivalents at 1 January	3,758	10,257
Cash and cash equivalents at 31 December	2,064	3,758
Cash at bank and on hand	1,271	1,215
Short-term deposits	793	2,543
Cash and cash equivalents	2,064	3,758

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 capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

	<----- Attributable to owners of the Company ----->								Non-controlling interests	Total
	Share Capital	RCULS – equity component	Share-based payments reserve	Fair value reserve	Capital reserve	Foreign currency translation reserve	Retained earnings	Equity attributable to equity owners of the Company		
GROUP (Unaudited)	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance as at 1 January 2020	40,875	1,164	1,097	(1,876)	43	(8,170)	6,777	39,910	5,336	45,246
(Loss)/income for the year	-	-	-	-	-	-	(1,789)	(1,789)	394	(1,395)
Other comprehensive (loss)/income:										
Fair value loss on financial assets at fair value through other comprehensive income	-	-	-	(743)	-	-	-	(743)	-	(743)
Share of foreign currency translation reserve of joint ventures	-	-	-	-	-	733	-	733	-	733
Share of foreign currency translation reserve of associates	-	-	-	-	-	(414)	-	(414)	(178)	(592)
Reclassification to profit or loss for liquidation of a subsidiary	-	-	-	-	-	258	-	258	-	258
Foreign currency translation	-	-	-	-	-	943	-	943	340	1,283
Other comprehensive (loss)/income for the year, net of tax	-	-	-	(743)	-	1,520	-	777	162	939
Total comprehensive (loss)/income for the year	-	-	-	(743)	-	1,520	(1,789)	(1,012)	556	(456)
Others										
Capitalisation of advances from non-controlling interests	-	-	-	-	-	-	-	-	527	527
Balance as at 31 December 2020	40,875	1,164	1,097	(2,619)	43	(6,650)	4,988	38,898	6,419	45,317

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 capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year (cont'd)

	<----- Attributable to owners of the Company ----->									Total
	Share Capital	RCULS – equity component	Share-based payments reserve	Fair value reserve	Capital reserve	Foreign currency translation reserve	Retained earnings	Equity attributable to equity owners of the Company	Non-controlling interests	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
GROUP (Audited)										
Balance as at 1 January 2019	40,875	1,164	1,040	(1,672)	43	(8,300)	7,507	40,657	2,469	43,126
Loss for the year	-	-	-	-	-	-	(730)	(730)	(1,621)	(2,351)
Other comprehensive income/(loss):										
Fair value loss on financial assets at fair value through other comprehensive income ("FVOCI")	-	-	-	(204)	-	-	-	(204)	-	(204)
Share of foreign currency translation reserve of joint ventures	-	-	-	-	-	(236)	-	(236)	-	(236)
Share of foreign currency translation reserve of associates	-	-	-	-	-	143	-	143	73	216
Reclassification to profit or loss upon partial disposal of an associate	-	-	-	-	-	834	-	834	-	834
Foreign currency translation	-	-	-	-	-	(611)	-	(611)	(131)	(742)
Other comprehensive (loss)/income for the year, net of tax	-	-	-	(204)	-	130	-	(74)	(58)	(132)
Total comprehensive (loss)/income for the year	-	-	-	(204)	-	130	(730)	(804)	(1,679)	(2,483)
Transaction with owners										
Effects of share options and share awards	-	-	57	-	-	-	-	57	-	57
Others										
Capitalisation of advances from non-controlling interests	-	-	-	-	-	-	-	-	4,546	4,546
Balance as at 31 December 2019	40,875	1,164	1,097	(1,876)	43	(8,170)	6,777	39,910	5,336	45,246

- 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 capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year (cont'd)

	Share capital	RCULS – equity component	Share-based payments reserve	Accumulated losses	Total equity
COMPANY	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
(Unaudited)					
As at 1 January 2020	40,875	1,164	1,096	(14,158)	28,977
Loss for the year, representing total comprehensive loss for the year	-	-	-	(1,892)	(1,892)
At 31 December 2020	40,875	1,164	1,096	(16,050)	27,085
(Audited)					
As at 1 January 2019	40,875	1,164	1,039	(11,968)	31,110
Loss for the year, representing total comprehensive loss for the year	-	-	-	(2,190)	(2,190)
Effects of share options and share awards	-	-	57	-	57
At 31 December 2019	40,875	1,164	1,096	(14,158)	28,977

- 1(d)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, subdivision, consolidation, 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

Share Capital

There has been no change in the Company's share capital from 30 June 2020 to 31 December 2020. The Company's share capital as at 30 June 2020 and 31 December 2020 remained at S\$40,875,023.

As at 30 June 2020, the Company's share capital comprised 194,701,333 ordinary shares ("Pre-consolidated Issued Share Capital"). The Company had on 22 July 2020 announced that it has completed a share consolidation of every twenty (20) then existing ordinary shares into one (1) ordinary share ("Consolidated Shares") ("Share Consolidation Exercise"). Accordingly the number of ordinary shares of the Company has been consolidated to 9,735,025 Consolidated Shares ("Consolidated Issued Share Capital") as of 22 July 2020. The Company's share capital remains unchanged at S\$40,875,023.

Convertibles

Redeemable Convertible Unsecured Loan Stocks ("RCULS")

The Company had on 27 May 2016 issued 100 RCULS due in 2021, each with a principal value of S\$100,000 amounting in aggregate to a principal amount of S\$10,000,000 to Mr LKO.

On 15 July 2016, Mr LKO had converted 38 RCULS valued at S\$3,800,000 and accrued interest of S\$2,499 into 29,249,989 then existing ordinary shares of the Company ("**Shares**") based on conversion price of S\$0.13 each.

Had there been no Share Consolidation Exercise, as at 31 December 2020, the 62 RCULS outstanding were convertible into 47,692,307 Shares (31 December 2019: 47,692,307 Shares and accrued interest of S\$142,704 (31 December 2019: S\$111,704) were convertible into 1,097,723 Shares (31 December 2019: 859,262 Shares). The aggregate number of Shares that may be issued on conversion of the outstanding RCULS and accrued interest would have been 48,790,030 Shares (31 December 2019: 48,551,569 Shares).

Resulting from the completion of the Share Consolidation Exercise, the conversion price has been revised from S\$0.13 to S\$2.60, hence the 62 RCULS outstanding are convertible into 2,384,615 Consolidated Shares and accrued interest of S\$142,704 are convertible into 54,886 Consolidated Shares.

Accordingly, as at 31 December 2020, the aggregate number of Consolidated Shares that may be issued on conversion of the RCULS and accrued interest is 2,439,501 Consolidated Shares.

Employee Share Option Scheme ("Plato ESOS 2016")

Under the Plato ESOS 2016, the Company had on 17 June 2016 granted 10,478,584 share options ("**Share Options**"), exercisable into 10,478,584 Shares to directors and employees of the Company. No Share Options have been exercised since they were granted.

Prior to the Share Consolidation Exercise, a total of 1,240,885 Share Options had been forfeited and the remaining of Share Options outstanding was convertible into 9,237,699 Shares (31 December 2019: 9,237,699 Shares), representing 4.7% of the Pre-Consolidation Issued Share Capital.

Resulting from the Share Consolidation Exercise, the number of Share Options has been adjusted accordingly from 9,237,699 to 461,884 at a revised exercise price of S\$2.00 per Consolidated Share, representing approximately 4.7% of the Consolidated Issued Share Capital as at 31 December 2020.

Performance Share Plan ("Plato PSP 2016")

Under the Plato PSP 2016, the Company had on 17 June 2016 granted awards comprising 5,239,296 Shares ("**Share Awards**") to directors and employees of the Company. No Share Awards have been released and vested since its grant.

Prior to the Share Consolidated Exercise, a total of 620,443 Share Awards had been forfeited and the remaining balance of Shares issuable under the Share Awards were 4,618,853 Shares (31 December 2019: 4,618,853 Shares), representing 2.4% (31 December 2019: 2.4%) of the Pre-Consolidation Issued Share Capital.

Pursuant to the Share Consolidation Exercise, the number of Share Awards, has been adjusted from 4,618,853 to 230,942, representing approximately 2.4% of the Consolidated Issued Share Capital.

Save as disclosed, the Company did not have any other outstanding convertibles as at 31 December 2020 and 31 December 2019.

Treasury shares and subsidiary holdings

The Company did not have any treasury shares or subsidiary holdings as at 31 December 2020 and 31 December 2019.

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.

	Group		Company	
	As at	As at	As at	As at
	31-Dec-20	31-Dec-19	31-Dec-20	31-Dec-19
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Total number of issued shares (excluding treasury shares)	9,735,025	194,701,333	9,735,025	194,701,333

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

Not applicable. 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

Not applicable. 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 Company's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any modifications or emphasis of a matter)

Not applicable.

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.

Not applicable. The Group's latest financial statements are not subject to an adverse opinion, qualified opinion or disclaimer of opinion.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable. The Group's latest financial statements are not subject to an adverse opinion, qualified opinion or disclaimer of opinion.

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 Paragraph 5 below, the Group has applied the same accounting policies and methods of computation for the current financial year reported on as in the most recently audited annual financial statements for the financial year ended 31 December 2019.

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 reasons for, and the effect of, the change**

The Group has adopted all the new and revised Singapore Financial Reporting Standards (International) ("SFRS(I)") and Interpretations of SFRS(I) ("INT-FRS(I)") that are effective from 1 January 2020.

The adoption of the new and revised SFRS(I) and INT-SFRS(I) did not result in material changes to the Group's accounting policies and has no material effect on the financial results reported for the current or prior reporting periods.

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

Loss per Share ("LPS")	Group	
	For the year ended 31-Dec-20	For the year ended 31-Dec-19
	(Unaudited)	(Audited)
<u>Basic</u>		
Based on weighted average number of ordinary shares in issue (Singapore cents)	(18.39) ⁽¹⁾	(0.37) ⁽²⁾
<u>Diluted</u>		
On a fully diluted basis (Singapore cents)	(18.39) ⁽³⁾	(0.37) ⁽³⁾

Notes:-

- (1) Computed based on the loss attributable to owners of the Company of S\$1.79 million divided by the weighted average number of ordinary shares in issue of 9,735,025 for the financial year ended 31 December 2020 ("FY2020").
- (2) Computed based on the loss attributable to owners of the Company of S\$0.73 million divided by the weighted average number of ordinary shares in issue of 194,701,333 for the financial year ended 31 December 2019 ("FY2019").
- (3) RCULS, Plato ESOS 2016 and Plato PSP 2016 have not been included in the calculation of diluted loss per share because they are anti-dilutive.

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current period reported on and (b) immediately preceding financial year**

	Group		Company	
	As at	As at	As at	As at
	31-Dec-20	31-Dec-19	31-Dec-20	31-Dec-19
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Net asset value ("NAV") per ordinary share (Singapore cents)	399.56	20.50	278.22	14.88
Number of ordinary shares in issue (excluding treasury shares)	9,735,025	194,701,333	9,735,025	194,701,333

The Group's and the Company's NAV per ordinary share as at 31 December 2020 and 31 December 2019 were calculated based on the net assets attributable to owners of the Company for the Group and the Company over the number of ordinary shares in issue at the respective balance sheet dates.

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss 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**

Unaudited FY2020 vs audited FY2019

Income Statement

Overall the net loss attributable to owners of the Company for FY2020 increased to S\$1.79 million from a net loss of S\$0.73 million for FY2019.

Revenue increased by 20.7% in FY2020 largely due to increase in interest income from S\$0.11 million to S\$0.51 million from provision of credit facilities generated by Plato Capital Sdn Bhd, a wholly-owned subsidiary ("PCSB"). Revenue from IT Division's license fees and services, hardware revenue and service maintenance fell 23.5% due to lower demand from customers.

Other income was higher compared to FY2019, this was mainly due to a receipt of insurance claim payout of S\$0.49 million being an agreed reimbursement on the professional fees incurred from development and construction works at 7/13 Ormond Quay, Dublin 1 ("Ormond Hotel in Dublin), a property owned by Monteco Holdings Limited ("Monteco"), a subsidiary company.

Decrease in purchase of software and services cost by 18.7% was in line with the decrease in revenue from the Group's IT Division.

Employee benefits expenses reduced by 6.8% on cost rationalisation measures across the Group to improve productivity and cost efficiency.

Foreign exchange net loss of S\$0.53 million in FY2020 was generally due to the weakening of Malaysian Ringgit and Australian Dollar against the reporting currency of Singapore Dollar.

In FY2019, the Group reported a gain on partial disposal of shares in an associate of S\$4.83 million (18.25% partial disposal of equity interest in Educ8 in October 2019) Such a disposal was once-off and did not occur during FY2020.

Loss on liquidation of a subsidiary resulted from reclassification of foreign currency translation reserve to profit or loss upon liquidation of a subsidiary.

Other operating expenses reduced by 67.2% to S\$1.09 million in FY2020 from S\$3.31 million in FY2019 mainly due to lower legal cost and professional fees incurred by Monteco on the development of the Ormond Hotel in Dublin. The costs incurred in FY2019 were mostly one-off in nature in defending court actions initiated by neighbors (being the owners and tenant of the property adjoining to the development site of Ormond Hotel in Dublin) to prevent Monteco from carrying on with the demolition and redevelopment of the Ormond Hotel in Dublin.

The trial of Section 160 Planning and Development Act 2000 had been heard and Monteco was successful in its defence of these proceedings brought by the tenant. Monteco was also successful in obtaining a court order for 40% of its costs which has not been reflected to date as the matter is now under appeal by the tenant.

As for the nuisance claim initiated by the tenant, the claim is still pending in court and on prudence grounds an appropriate amount has been provided for under other payables and accruals in the Group's financial statements since the previous financial year.

There are no share based payment expenses incurred in FY2020 as compared to FY2019 of S\$0.06 million which was related to the amortization of share options and awards granted in 2016 pursuant to the Plato ESOS 2016 and Plato PSP 2016 scheme.

The Group recorded a higher loss from joint ventures of S\$1.01 million in FY2020 compared to a share of loss of S\$0.20 million in FY2019. The increase was mainly due to higher share of losses in OHG Services Sdn Bhd, a 50% owned joint venture company that operates the Tune Hotel KLIA 2. The financial performance of Tune Hotel KLIA 2 was affected by the effect of Covid-19 pandemic where demands for travel and hotel stay were negatively impacted in light of the suspension of air services and the closure of national borders regionally, and the Government of Malaysia mandated restriction of movement.

The Group recorded a share of profit from associates of S\$1.62 million from a share of loss of S\$2.90 million mainly due to improvement in the financial performance of an associate company, TYKC Capital Sdn Bhd ("TYKC") and a gain reported by Educ8 on reversal of over provision made previously on royalty fees.

On other comprehensive income, the Group recorded a fair value loss on quoted equity investment of S\$0.74 million on lower market price of ECM Libra Group Berhad shares.

Statement of Financial Position

Property, plant and equipment increased from S\$11.97 million to S\$13.31 million mainly due to capital expenditure incurred on the development of Ormond Hotel in Dublin.

Investment in joint ventures decreased from S\$17.17 million to S\$16.89 million mainly due to share of losses attributed from Tune Hotel KLIA 2 (OHG Services Sdn Bhd) offset by the effect of a net gain from foreign currency translations.

Investment in associates increased from S\$13.35 million to S\$14.41 million on subscription of Educ8's rights issue of S\$0.39 million and share of profit from associates in FY2020.

Financial asset at fair value through other comprehensive income dropped from S\$5.03 million to S\$4.29 million as a result of lower market price of quoted equity investment.

As at 31 December 2020, the Group subscribed preference shares of S\$0.17 million issued by Educ8 which is classified as financial asset at fair value through profit or loss.

Trade receivables under non-current assets amounting to S\$8.54 million as at 31 December 2020 related to provision of credit facilities by PCSB.

Trade receivables under current assets decreased from S\$0.30 million to S\$0.23 million due largely to more collections received at year end.

Decrease in other receivables and deposits is due to lower demand from the IT division in terms of services and maintenance.

Trade payables decreased from S\$0.13 million to S\$0.10 million due to payment made during FY2020.

The decrease in other payables and accruals from S\$2.03 million to S\$1.44 million was due to timing of payment at year end.

The increase in amount due to joint ventures from S\$0.63 million to S\$0.98 million was mainly due to unrealized loss on foreign exchange translation of liabilities originated in Australian Dollar.

Loans and borrowings decreased by S\$0.33 million from S\$4.28 million to S\$3.95 million mainly due to repayment during the year.

On the outstanding RCULS, the Company has approached Mr LKO and it is optimistic that Mr LKO would be exercising his right to convert the outstanding RCULS into ordinary shares instead of cash redemption. The classification of the RCULS from non-current liabilities to current liabilities is because the RCULS is due in 2021.

The decrease in fair value and other reserves from reserve of S\$0.43 million to deficit of S\$0.32 million resulted from lower market price of quoted equity investment.

The Group was in net current liabilities position of S\$10.29 million as at end of FY2020, of which S\$6.18 million related to the RCULS that is expected to be converted into Consolidated Shares. Excluding this, the Group's net current liabilities would be S\$4.11 million.

The Directors are of the view that the Group will have continued access to banking facilities made available to the Group. Mr LKO has committed to the Group not to withdraw his personal guarantees to the Group's current banking facilities so as to enable the Group to have continuous access to these banking facilities. Further to that, the Directors are of the view that the Group will be able to secure additional borrowings if necessary by securing its long term assets which are currently unencumbered.

Notwithstanding the negative working capital position, the Directors confirm that the Group is able to meet its short term debt obligations as and when they fall due for the reasons set out above.

Cash Flows Statement

The decrease in cash and cash equivalents was attributed largely to cash used for operating and financing activities.

Net cash used in operating activities amounting to S\$0.69 million was mainly due to loss incurred for the year and projects-related expenses on the development of Ormond Hotel in Dublin and offset with interest received from provision of credit facilities by PCSB of S\$0.51 million.

Net cash used in investing activities amounting to S\$0.62 million was mainly towards the subscription to Educ8's rights issue and capital expenditure incurred on the development of Ormond Hotel in Dublin, offset by dividend received from TYKC.

The net cash flows used in financing activities amounting S\$0.27 million, attributed mainly to cash inflow from capital contribution from non-controlling interest of Monteco of S\$0.33 million offset by cash used for repayment of bank borrowings of S\$0.33 million and interest paid of S\$0.23 million.

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

Not applicable. No forecast or prospect statement has been 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 COVID-19 pandemic continues to impact the Group's hospitality and education portfolio. As the Group's operations are primarily located in Malaysia, the country's continued closure of borders and repeated movement control orders have prevented a sustained recovery in hotel occupancies and student marketing activities in the core markets of North Asia. Whilst the Group continues to focus on realising cost and

operational efficiencies, most of these have been realised over the course of the past year and the near to medium-term outlook remains challenging.

11. If a decision regarding dividend has been made:

(a) Whether an interim (final) ordinary dividend has been declared/ (recommended); and

None

(b) (i) Amount per share (cents):

Not applicable.

(ii) Previous corresponding period (cents):

None

(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 the 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 5.00pm) 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 or recommended during the current financial year reported on as the Group intends to conserve cash for future investments.

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

The Group does not have a general mandate for recurrent interested person transactions.

There were no interested person transactions of S\$100,000 or more entered into during FY2020.

14. 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)

The Company has procured undertakings from all its Directors and Executive Officers (in the format set out in Appendix 7H) under Rule 720(1) of the Listing Manual.

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

Business segments

Group	IT operations	Investment activities	Corporate and others	Total	Eliminations and adjustments	Consolidated
As at 31 December 2020						
(Unaudited)	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Revenue						
Sales to external customers and total revenue	658	510	-	1,168	-	1,168
Results						
Interest income from bank deposits	1	8	2	11	-	11
Finance costs	-	(627)	-	(627)	-	(627)
Depreciation of property, plant and equipment	(5)	(51)	-	(56)	-	(56)
Share of results from associates and joint ventures, net	-	611	-	611	-	611
Segment loss before tax	(147)	(524)	(1,299)	(1,970)	508	(1,462)
Assets						
Additions to non-current assets	2	423	-	425	-	425
Investment in associates and joint ventures	-	31,307	-	31,307	-	31,307
Segment assets	397	42,695	17,580	60,672	-	60,672
Segment liabilities	3,813	10,557	1,000	15,370	-	15,370

Group	IT operations	Investment activities	Corporate and others	Total	Eliminations and adjustments	Consolidated
As at 31 December 2019						
(Audited)	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Revenue						
Sales to external customers and total revenue	860	108	-	968	-	968
Results						
Interest income from bank deposits	1	36	5	42	-	42
Finance costs	-	(662)	-	(662)	-	(662)
Depreciation of property, plant and equipment	(12)	(44)	-	(56)	-	(56)
Share of results from associates and joint ventures, net	-	(3,095)	-	(3,095)	-	(3,095)
Segment profit/(loss) before tax	174	(1,667)	(920)	(2,413)	-	(2,413)
Assets						
Additions to non-current assets	-	1,757	-	1,757	-	1,757
Investment in associates and joint ventures	-	30,523	-	30,523	-	30,523
Segment assets	695	53,344	6,962	61,001	-	61,001
Segment liabilities	782	14,696	224	15,702	-	15,702

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 (cont'd)**

Geographic segments

Revenue from external customers

	Malaysia	Asia and others	Consolidated
	S\$'000	S\$'000	S\$'000
31 December 2020 (Unaudited)			
Sales to external customers and total revenue	1,146	22	1,168
31 December 2019 (Audited)			
Sales to external customers and total revenue	968	-	968

The revenue information above is based on the location of the customers. There are revenues of S\$4k derived from Singapore, the country domicile of the Company.

Location of property, plant and equipment

	Malaysia	Ireland	Consolidated
	S\$'000	S\$'000	S\$'000
31 December 2020 (Unaudited)	4	13,309	13,313
31 December 2019 (Audited)	8	11,965	11,973

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 Paragraph 8.

17. **A breakdown of sales as follows:**

	Group		
	Financial year ended 31-Dec-20	Financial year ended 31-Dec-19	Increase / (Decrease)
	S\$'000	S\$'000	
	(Unaudited)	(Audited)	%
(a) Sales reported for the first half year	599	429	39.6
(b) Loss after tax before deducting non-controlling interests reported for the first half year	(2,106)	(3,529)	(40.3)
(c) Sales reported for the second half year	569	539	5.6
(d) Profit after tax before deducting non-controlling interests reported for the second half year	711	1,178	(39.6)

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

Not applicable. No dividends have been declared during the financial years ended 31 December 2020 and 31 December 2019.

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) in the format below. If there are no such persons, the issuer must make an appropriate negative statement

Name	Age	Family relationship with any director, CEO and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Gareth Lim Tze Xiang	38	Son of Mr LKO	Alternate Director to Mr LKO since 2009 Chief Executive Officer since 2010 Duties include overseeing the investments & development of the Group's businesses; provide insight & strategic direction to the Group's business entities.	No change in duties and position held during the year.
Lim Kian Fah	54	Sister of Mr LKO	Director of Legal since 2017. Duties include overseeing all legal and regulatory compliance matters pertaining to the Group.	No change in duties and position held during the year.

20. Disclosure of acquisition (including incorporations) and sale of shares (including striking-off) under Catalist Rule 706A.

The Company had voluntarily dissolved the following dormant and indirect wholly owned subsidiary during FY2020:

S/N	Name of Associate	Date of Announcement
1	TP Services (Edinburgh) Limited	21 August 2020

BY ORDER OF THE BOARD

Lim Kian Onn

Director
26 February 2021

Navinderjeet Singh A/L Naranjan Singh

Director

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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.

The contact person for the Sponsor is Ms Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and sponsorship@ppcf.com.sg.