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P5 CAPITAL HOLDINGS LTD.

**(Company Registration No.199806046G)
Incorporated in the Republic of Singapore**

This announcement has been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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P5 CAPITAL HOLDINGS LTD.

Full Year Unaudited Financial Statements for the Year Ended 31 March 2020

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

1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding year of the immediately preceding financial year.

Consolidated Statement of Profit or Loss	Group		% Increase/ (Decrease)
	31.03.2020 S\$'000	31.03.2019 S\$'000	
Revenue	7,707	10,331	(25)
Cost of sales	(4,344)	(6,236)	(30)
Gross profit	3,363	4,095	(18)
Other operating income	267	100	167
Distribution expenses	(1,198)	(1,541)	(22)
Administrative expenses	(4,116)	(3,698)	11
Other operating expenses	(203)	(243)	(16)
Impairment loss on trade receivables and contract assets	(22)	(53)	(58)
Results from operating activities	(1,909)	(1,340)	42
Net finance income/(costs)	1,145	(79)	N.M.
Loss before income tax	(764)	(1,419)	(46)
Tax expense	-	-	N.M.
Loss for the year	(764)	(1,419)	(46)
Loss per share			
Basic loss and diluted loss per share (cents)	(0.14)	(0.25)	
Consolidated statement of comprehensive income			
Loss for the year	(764)	(1,419)	(46)
Item that are or may be reclassified subsequently to profit or loss:			
Foreign currency translation differences	1	-	N.M.
Total comprehensive loss for the year	(763)	(1,419)	(46)

N.M.: Not meaningful

1(a)(ii) Loss for the year is arrived at after crediting/(charging) the following:

	31.03.2020	Group S\$'000 31.03.2019
Allowance for inventory obsolescence	(164)	(243)
Depreciation of property, plant and equipment	(172)	(192)
Depreciation of right-of-use assets	(811)	-
Foreign exchange gain/(loss)	178	(62)
Gain on bargain purchase	114	-
(Loss)/gain on sale of property, plant and equipment	(38)	2
Net fair value gain/(loss) on unquoted investment fund	923	(102)

1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding

	Note	Group S\$'000		Company S\$'000	
		31.3.2020	31.3.2019	31.3.2020	31.3.2019
Non-current assets					
Property, plant and equipment	1	2,823	625	-	-
Right-of-use assets	5	872	-	-	-
Intangible assets	2	665	77	-	-
Investment in unquoted investment fund	3	-	3,677	-	3,677
Investment in subsidiaries	4	-	-	5,695	2,863
Amount due from subsidiaries		-	-	881	2,833
		4,360	4,379	6,576	9,373
Current assets					
Inventories		2,195	1,952	-	-
Contract assets		73	81	-	-
Trade and other receivables		1,868	2,494	65	29
Cash and cash held with financial institutions		10,873	8,328	9,799	6,756
		15,009	12,855	9,864	6,785
Total assets		19,369	17,234	16,440	16,158
Equity					
Share capital		19,264	19,264	19,264	19,264
Reserves		(5,998)	(5,235)	(3,234)	(3,257)
Total equity		13,266	14,029	16,030	16,007
Non-current liabilities					
Deferred tax liabilities		100	-	-	-
Lease liabilities	5	233	114	-	-
		333	114	-	-
Current liabilities					
Trade and other payables		1,011	951	212	139
Amount due to affiliated companies		423	-	-	-
Amount due to subsidiaries		-	-	198	12
Amount due to director	1	2,371	-	-	-
Contract liabilities		1,205	2,116	-	-
Lease liabilities	4	760	24	-	-
		5,770	3,091	410	151
Total liabilities		6,103	3,205	410	151
Total equity and liabilities		19,369	17,234	16,440	16,158

1. The Company's wholly-owned subsidiary, Green Energy Investment Holding Private Limited ("GEI") is constructing a S\$2.3 million biodiesel production equipment demonstration system to produce green energy solutions which was paid by the Group's CEO and director, Mr Lim Shao-Lin. This amount due to him is interest-free and will be repaid subsequently.
2. The increase in intangible assets arises from the recognition of patents upon acquisition of GEI and Green Waste Recycling Company Pte Ltd ("GWRC") on 13 November 2019, which amounted to S\$588k.
3. The Company redeemed all its participating shares held in Quantedge Global Fund (Offshore) for a net sales proceeds of approximately S\$4.6 million on 12 August 2019.
4. The increase in investment in subsidiaries is mainly due to the increase in the issued and paid-up share capital of P5 Pte Ltd and P5 Luminaire Pte Ltd of S\$2.3 million and S\$0.5 million respectively, which relate to the capitalisation of intercompany loans as part of the restructuring exercise in February 2020.

5. The Group's total assets and total liabilities as at 31 March 2020 included the recognition of right-of-use assets and lease liabilities with effect from 1 April 2019 in accordance with SFRS(I) 16 *Leases*.

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

Amount repayable in one year or less, or on demand

As at 31.3.2020		As at 31.3.2019	
Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
760	-	24	-

Amount repayable after one year

As at 31.3.2020		As at 31.3.2019	
Secured S\$'000	Unsecured S\$'000	Secured S\$'000	Unsecured S\$'000
233	-	114	-

Details of any collateral

The above are finance lease liabilities relating to hire purchase taken up for the purchase of vehicles and lease liabilities that arose due to the application of SFRS(I) 16, which are secured over the right-of-use assets.

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

	Note	Group 31.3.2020 S\$'000	31.3.2019 S\$'000
Cash flows from operating activities			
Loss for the year		(764)	(1,419)
Adjustments for:			
Depreciation of property, plant and equipment		172	192
Depreciation of right-of-use assets	5/pg5	811	-
Gain on bargain purchase	#	(114)	-
Loss/(gain) on disposal of property, plant and equipment		38	(2)
Interest expense		95	5
Interest income		(139)	(90)
Net change in fair value of other investments		(923)	102
		(824)	(1,212)
Change in inventories		(243)	206
Change in contract assets		8	28
Change in trade and other receivables		2,978	40
Change in contract liabilities		(911)	512
Change in trade and other payables		(39)	(111)
Cash generated from/(used in) operations		969	(537)
Income tax paid		-	-
Net cash from/(used in) operating activities		969	(537)
Cash flows from investing activities			
Acquisition of property, plant and equipment	1/pg4	(2,376)	(197)
Acquisition of subsidiaries, net of cash acquired	#	(17)	-
Proceeds from disposal of investment in unquoted investment fund	3/pg4	4,600	-
Proceeds from disposal of discontinued operation, net of cash disposed	*	-	1,862
Proceeds from disposal of property, plant and equipment		16	2
Interest received		139	90
Net cash generated from investing activities		2,362	1,757
Cash flows from financing activities			
Interest paid		(45)	(5)
Proceeds from loan from a director		86	-
Repayment of lease liabilities	5/pg5	(827)	(22)
Net cash used in financing activities		(786)	(27)
Net increase in cash and cash equivalents		2,545	1,193
Cash and cash equivalents at beginning of the year		8,328	7,135
Cash and cash equivalents at end of the year		10,873	8,328

Note

As announced on 31 October 2019 and 13 November 2019, the Company acquired the entire issued share capital of GEI and GWRC at a purchase consideration of S\$51k. The net fair value of identifiable assets acquired and liabilities assumed exceeded the aggregate of the fair value of consideration transferred, hence resulting in a gain on bargain purchase of S\$114k which is classified under "other operating income".

* The remaining purchase consideration of S\$1.862 million was received from the buyer of the Switchgear business on 21 May 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 capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Consolidated Statement of Changes in Equity

Group	Share capital S\$'000	Translation reserve S\$'000	Accumulated losses S\$'000	Total equity S\$'000
At 1 April 2018	19,264	-	(3,816)	15,448
Total comprehensive income for the year	-	-	(1,419)	(1,419)
Loss for the year	-	-	(1,419)	(1,419)
Total comprehensive income for the year	-	-	(1,419)	(1,419)
At 31 March 2019	19,264	-	(5,235)	14,029
At 1 April 2019	19,264	-	(5,235)	14,029
Total comprehensive income for the year	-	-	(764)	(764)
Loss for the year	-	-	(764)	(764)
Other comprehensive income	-	1	-	1
Foreign currency translation differences	-	1	-	1
Total comprehensive income for the year	-	1	(764)	(763)
At 31 March 2020	19,264	1	(5,999)	13,266
Company	Share capital S\$'000	Capital reserve S\$'000	Accumulated losses S\$'000	Total equity S\$'000
At 1 April 2018	19,264	1,216	(3,800)	16,680
Total comprehensive income for the year	-	-	(673)	(673)
Loss for the year	-	-	(673)	(673)
Total comprehensive income for the year	-	-	(673)	(673)
At 31 March 2019	19,264	1,216	(4,473)	16,007
At 1 April 2019	19,264	1,216	(4,473)	16,007
Total comprehensive income for the year	-	-	23	23
Profit for the year	-	-	23	23
Total comprehensive income for the year	-	-	23	23
At 31 March 2020	19,264	1,216	(4,450)	16,030

- 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.**

None.

The Company has no outstanding options, treasury shares or convertibles as at 31 March 2020 (31 March 2019: Nil).

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

The number of ordinary shares issued as at 31 March 2020 is 557,524,443 (31 March 2019: 557,524,443). The Company has no treasury shares as at 31 March 2020 (31 March 2019: Nil).

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

Not applicable.

- 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.

- 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.

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

This is not required for any audit issue that is a material uncertainty relating to going concern.

Not applicable. The Group's latest audited financial statements for the financial year ended 31 March 2019 were 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.

Except as disclosed in paragraph 5 below, the Group and the Company have applied the same accounting policies and methods of computation in the financial statements for the current financial year as compared with the audited financial statements for the year ended 31 March 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 applied Singapore Financial Reporting Standards (International) (SFRS(I)) 16 *Leases*, effective for the annual periods beginning on or after 1 January 2019.

SFRS(I) 16

SFRS(I) 16 introduces a single, on-balance sheet lease accounting model for lessee. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and lease liability representing its obligation to make lease payments. Lessor accounting remains similar to the current standard, i.e. lessors continue to classify leases as financial or operating leases.

The Group applied the modified retrospective approach with no restatement of comparative information and the practical expedient for recognition exemptions for short-term leases and leases for low-value items. On 1 April 2019, the Group recognised right-of-use assets and lease liabilities of approximately S\$481k.

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.

	Group	
	31.3.2020	31.3.2019
Net loss attributable to shareholders (S\$'000)	(764)	(1,419)
Weighted average number of ordinary shares in issue		
- basic & diluted	557,524,443	557,524,443
Basic and diluted loss per share (cents)	(0.14)	(0.25)

**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 period reported on; and
(b) immediately preceding financial year.**

	Group		Company	
	31.3.2020	31.3.2019	31.3.2020	31.3.2019
Net asset value per ordinary share based on 557,524,443 shares as at 31 March 2020 and 31 March 2019	2.38 cents	2.52 cents	2.88 cents	2.87 cents

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.

For the financial year ended 31 March 2020 ("FY2020"), the turnover of the Group decreased by approximately 25% compared to FY2019, from S\$10.3 million to S\$7.7 million. The decrease in revenue of the Group was mainly due to the decrease in revenue from bespoke carpentry and lower furniture sales, partially offset by higher revenue from lighting products.

P5 Studio Pte Ltd shifted its focus to supply mainly mid-range furniture instead of bespoke carpentry (which generally yielded lower profit margins). P5 Pte Ltd's high-end furniture sales saw a lower demand and was also partially affected by the relocation of its showroom from Mohamed Sultan Road to Killiney Road in April/May 2019. The high-end and the mid-range furniture business generated a combined operating loss of approximately S\$0.9 million for FY2020.

On 13 November 2019, the Company completed the acquisition of the entire issued share capital of GEI and GWRC and they became wholly-owned subsidiaries of the Company. As announced by the Company on 6 January 2020, GEI and GWRC incorporated PT. Gold Fifty One ("PTG51") in Indonesia on 2 January 2020. PTG51 is principally engaged in the holding of a biodiesel production equipment demonstration system to facilitate the synthesising of biomass waste to produce green energy solutions in Indonesia. This energy division is still at its infancy stage and the Group incurred some setup costs and capital expenditure. The Company will seek shareholders' approval for the diversification of this business in due course.

The Company redeemed all its participating shares held in Quantedge Global Fund (Offshore) (the "Fund") on 12 August 2019. The excess of the net proceeds over the book value of the Fund as at 31 March 2019 was approximately S\$0.9 million. This was offset by the administrative expenses incurred by the Company.

Overall, the Group's loss for FY2020 amounted to approximately S\$0.76 million.

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 has been previously disclosed.

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.**

Following the completion of acquisition of GEI and GWRC and incorporation of PTG51, P5 Group has embarked on its foray to diversify its business into the renewable and sustainable energy industry by investing into the production of advanced biodiesel and activated carbon, including the provision of plant maintenance services. To bolster its future earnings, it intends to provide alternative source of clean energy to meet rising energy consumption in the South East Asia markets, which registers an average 6% annual growth based on a 2019 report by the International Energy Agency. This calculated action is expected to gradually contribute significantly to the group's future earning potential but will inadvertently come with its risks and costs.

The existing P5 Lifestyle business is undergoing digitalisation, up-skilling, prudent capital management and strategic investments into new avenues of growth, giving greater emphasis to "sustainable" long term growth rather than short term profitability.

We believe that market consolidation will provide opportunities in both talent and brand acquisition, including an accelerated shift towards collaborative retail with manufacturers as

borderless eCommerce goes mainstream on emerging 5G networks. These new market norms support and aligns with our investment perspective in building a more IT-savvy workforce with deep eCommerce capabilities.

11. If a decision regarding dividend has been made:

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

Nil

(b)(i) Amount per share cents

Nil

(b)(ii) Previous corresponding period Cents

Nil

(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 5.00 pm) 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 reason(s) for the decision.

No dividend had been declared as the Group has incurred a loss for the financial year ended 31 March 2020.

13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 921(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company has not obtained a general mandate from shareholders for interested person transactions.

As mentioned in paragraph 10, the value of the acquisition of GEI and GWRC constitutes an IPT with Mr Lim Shao-Lin amounting to S\$51,381.30, which falls below the threshold of S\$100,000. Save for this, there were no other interested person transactions entered into with Mr Lim or any other interested persons during the financial year under review.

14. Confirmation that the issuer has procured undertakings from all its directors and executive directors (in the format set out in Appendix 7H) under Rule 720(1).

Pursuant to amended Listing Rule 720(1) and in the form set out at Appendix 7H, the Company had procured its directors and relevant executive officers' undertakings.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

15. **Segmented revenue and results for business or geographical 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.**

(a) Business Segment

	Energy		High-end Furniture		Lighting		Mid-range Furniture		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Revenue and Expenses										
External revenue	-	-	3,647	4,861	2,254	1,458	1,806	4,012	7,707	10,331
Depreciation and amortisation	(4)	-	(633)	(73)	(250)	(46)	(96)	(73)	(983)	(192)
Reportable segment profit/(loss) before tax	(116)	-	(492)	99	217	(774)	(362)	(71)	(753)	(746)
Other material non-cash items										
Allowance for inventory obsolescence	-	-	42	23	119	220	3	-	164	243
Impairment loss on receivables	-	-	-	-	15	53	8	-	23	53
Capital expenditure	2,260	-	98	164	9	16	8	104	2,375	284
Reportable segment assets	3,658	-	3,587	3,289	1,323	1,685	905	1,797	9,473	6,771
Reportable segment liabilities	3,052	-	1,820	1,407	529	932	470	727	5,871	3,066

Reconciliations of reportable segment revenues, profit or loss, assets and liabilities and other material items

Revenue	2020	2019
	S\$'000	S\$'000
Total revenue for reportable segments	7,707	10,331

Loss before income tax

Total loss for reportable segments	(753)	(746)
Other corporate expenses	(1,187)	(661)
Gain on bargain purchase	114	-
Net Interest income	139	90
Net fair value gain/(loss)on unquoted investment	923	(102)
Consolidated loss before tax	(764)	(1,419)

Assets

Total assets for reportable segments	9,473	6,771
Investment in unquoted investment fund	-	3,677
Other unallocated amounts	9,896	6,786
Consolidated total assets	19,369	17,234

Liabilities

Total liabilities for reportable segments	5,871	3,066
Other unallocated amounts	232	139
Consolidated total liabilities	6,103	3,205

Geographical information

	<u>External revenues</u>		<u>Non-current assets</u>	
	2020	2019	2020	2019
	S\$'000	S\$'000	S\$'000	S\$'000
Singapore	7,707	10,331	4,360	4,379

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		%
	31.3.2020 S\$'000	31.3.2019 S\$'000	Increase/ (Decrease)
Sales reported for first half year	4,101	4,658	(12)
Operating profit/(loss) after tax reported for first half year	257	(1,040)	N.M.
Sales reported for second half year	3,606	5,673	(36)
Operating loss after tax reported for second half year	(1,021)	(379)	N.M.

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

- (a) Ordinary – Nil
- (b) Preference – Nil
- (c) Total - Nil

19. Disclosure of persons occupying managerial positions in the issuer or any of its principal subsidiaries who are relatives of a director, chief executive officer or substantial shareholder of the Company pursuant to Rule 704(10). If there are no such persons, the issuer must make an appropriate negative statement.

No.	Name	Family relationship with any director and/or substantial shareholder	Current position and duties and the year the position was held	Details of changes in duties and position held if any, during the year
1.	Lim Shao-Lin, aged 51	Husband of Leow Sau Wan	Chief Executive Officer. Strategic direction and Business Development (since 2019)	N.A.
2.	Leow Sau Wan, aged 49	Wife of Lim Shao-Lin	Finance Manager (Energy), oversee finance function of the energy division (since 2019)	N.A.

Except as disclosed above, there is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company during the financial year ended 31 March 2020

BY ORDER OF THE BOARD

Ong Bee Hoon
Company Secretary
24/07/2020