

NauticAWT Limited
(Company Registration No: 201108075C)

**UNAUDITED FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE FINANCIAL YEAR ENDED
31 DECEMBER ("FY") 2020**

*This announcement has been prepared by NauticAWT Limited (the "**Company**") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

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

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

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 immediately preceding financial year

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Group		
	Unaudited FY2020 US\$	Audited FY2019 US\$	Increase/ (Decrease) %
Continuing operations			
Revenue	5,930,181	6,168,542	(3.9)
Cost of sales	(3,511,284)	(3,833,007)	(8.4)
Gross profit	<u>2,418,897</u>	<u>2,335,535</u>	3.6
Distribution expenses	(196,554)	(438,995)	(55.2)
Administrative expenses	(2,205,991)	(3,783,841)	(41.7)
Other income	200,688	2,292,095	(91.2)
Finance costs	(275,865)	(561,553)	(50.9)
Share of associate result	(157,001)	-	N/M
Loss before tax	<u>(215,826)</u>	<u>(156,759)</u>	37.7
Income tax expense	-	-	-
Loss for the year from continuing operations	<u><u>(215,826)</u></u>	<u><u>(156,759)</u></u>	37.7
Discontinued operations			
Loss for the year from discontinued operations	-	(57,183)	N/M
Loss for the year	<u><u>(215,826)</u></u>	<u><u>(213,942)</u></u>	0.9
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations	(72,586)	98,366	(173.8)
Total other comprehensive income for the year	<u>(72,586)</u>	<u>98,366</u>	(173.8)
Total comprehensive loss for the year	<u><u>(288,412)</u></u>	<u><u>(115,576)</u></u>	149.5
Loss attributable to:			
Owners of the Company	(215,826)	(213,942)	0.9
Non-controlling interests	-	-	-
	<u>(215,826)</u>	<u>(213,942)</u>	0.9
Total comprehensive loss attributable to:			
Owners of the Company	(288,412)	(115,576)	149.5
Non-controlling interests	-	-	-
	<u>(288,412)</u>	<u>(115,576)</u>	149.5

N/M: Not meaningful

1(a)(ii) The total comprehensive income include the following charges (credits):

	Group		
	Unaudited FY2020 US\$	Audited FY2019 US\$	Increase/ (Decrease) %
Depreciation of property, plant and equipment	496,492	675,441	(26.5)
Depreciation of right-of-use assets	110,369	120,438	(8.4)
Amortisation of intangible assets	23,368	20,700	12.9
Over amortisation of intangible assets in prior years	-	(21,687)	N/M
Finance costs-Continuing operations	275,865	561,553	(50.9)
Finance costs-Discontinued operations	-	4,793	N/M
(Write back of) Allowance for doubtful debts	(31,566)	159,987	(119.7)
(Write back) Write off of obsolete inventories	(2,018)	127,928	(101.6)
(Gain) Loss on disposal of property, plant and equipment	(254)	63,872	(100.4)
Loss on Impairment property, plant and equipment	-	991,403	N/M
Net foreign exchange loss-Continuing operations	(13,216)	111,886	(111.8)
Net foreign exchange loss-Discontinued operations	-	31,982	N/M
Gain on restructuring shares issued	-	(1,954,416)	N/M
Gain on FV of non-current other payables	-	(91,023)	N/M
Gain on disposal of asset held for sale	-	(214,572)	N/M
Gain on acquisition of an associate	(46,488)	-	N/M
Loss on disposal of subsidiaries	266,783	-	N/M

N/M: Not meaningful

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.

Consolidated Statement of Financial Position

	Group		Company	
	Unaudited 31-Dec-20 US\$	Audited 31-Dec-19 US\$	Unaudited 31-Dec-20 US\$	Audited 31-Dec-19 US\$
ASSETS				
Current assets				
Cash and bank balances	73,303	3,201,539	73,303	2,577,935
Trade receivables	-	750,019	-	-
Other receivables	143,576	1,764,506	143,576	749,063
Inventories	-	260,336	-	-
Contract assets	-	50,034	-	-
Total current assets	<u>216,879</u>	<u>6,026,434</u>	<u>216,879</u>	<u>3,326,998</u>
Non-current assets				
Property, plant and equipment	-	5,361,325	-	-
Right-of-use assets	-	117,345	-	-
Intangible assets	-	1,124,332	-	-
Investment in an associate *	2,235,700	-	2,274,470	-
Other receivables	-	-	-	-
Total non-current assets	<u>2,235,700</u>	<u>6,603,002</u>	<u>2,274,470</u>	<u>-</u>
Total assets	<u><u>2,452,579</u></u>	<u><u>12,629,436</u></u>	<u><u>2,491,349</u></u>	<u><u>3,326,998</u></u>
LIABILITIES AND EQUITY (CAPITAL DEFICIENCY)				
Current liabilities				
Trade payables	-	870,600	-	-
Other payables	384,219	4,346,261	384,219	850,142
Contract liabilities	-	69,871	-	-
Government grant received	-	355,130	-	-
Lease liabilities	-	119,109	-	-
Liabilities for trade bills discounted with recourse	-	26,055	-	-
Bank loan and advances	-	582,229	-	-
Loan from directors	-	-	-	-
Total current liabilities	<u>384,219</u>	<u>6,369,255</u>	<u>384,219</u>	<u>850,142</u>
Non-current liabilities				
Bank loans and advances	-	2,992,451	-	-
Lease liabilities	-	1,437	-	-
Loan from directors	-	-	-	-
Convertible notes and loans	-	-	-	-
Other payables	-	1,053,850	-	-
Total non-current liabilities	<u>-</u>	<u>4,047,738</u>	<u>-</u>	<u>-</u>
Total liabilities	<u><u>384,219</u></u>	<u><u>10,416,993</u></u>	<u><u>384,219</u></u>	<u><u>850,142</u></u>
Capital and reserves				
Share capital	12,075,892	12,075,892	12,075,892	12,075,892
Other capital reserve	2,275,020	2,275,020	2,275,020	2,275,020
Share options reserve	108,639	108,639	108,639	108,639
Foreign currency translation reserve	71,743	144,329	-	-
Accumulated losses	(12,462,934)	(12,391,437)	(12,352,421)	(11,982,695)
Equity attributable to owners of the Company	<u>2,068,360</u>	<u>2,212,443</u>	<u>2,107,130</u>	<u>2,476,856</u>
Non-controlling interests	-	-	-	-
Total equity (Capital deficiency)	<u><u>2,068,360</u></u>	<u><u>2,212,443</u></u>	<u><u>2,107,130</u></u>	<u><u>2,476,856</u></u>
Total liabilities and equity (net of capital deficiency)	<u><u>2,452,579</u></u>	<u><u>12,629,436</u></u>	<u><u>2,491,349</u></u>	<u><u>3,326,998</u></u>

* Recognised amount deemed to be fair value based on associate's audited financial statements for FY2019 and latest management account for FY2020 (unaudited). The Group is currently in process to complete the purchase price allocation exercise.

1(b)(ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year:

(A) the amount repayable in one year or less, or on demand;

Group		Group	
31-Dec-20		31-Dec-19	
Secured	Secured	Secured	Unsecured
US\$	US\$	US\$	US\$
-	-	608,284	189,440

(B) the amount repayable after one year;

Group		Group	
31-Dec-20		31-Dec-19	
Secured	Secured	Secured	Unsecured
US\$	US\$	US\$	US\$
-	-	2,992,451	-

Details of any collateral

Bank borrowings

As at 31 December 2019, the Group's bank borrowings are secured by the following:

- (a) Assignment of an insurance policy;
- (b) Fixed charge over all assets of two subsidiaries;
- (c) Fixed and floating charge over all assets of a subsidiary
- (d) A charge over the property of a subsidiary; and
- (e) A charge of US\$564,014 over a term deposit account of a subsidiary

Followed by the completion of the disposal of Nautec Group Pte Ltd on 11 December 2020, there is no bank borrowing or any collateral by the Group as at the end of FY2020.

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

Consolidated Statement of Cash Flows

	Group	
	Unaudited FY2020 US\$	Audited FY2019 US\$
Operating activities		
Loss before income tax	(215,826)	(213,942)
Adjustments for:		
Depreciation of property, plant and equipment	496,492	675,441
Depreciation of right-of-use assets	110,369	120,438
Amortisation of intangible assets	23,368	(987)
Gain on disposal of asset held for sales	-	(214,572)
Loss on disposal of subsidiaries	266,783	-
Gain on acquisition of an associate	(46,488)	-
Share of loss of an associate	157,001	-
Impairment loss of property, plant and equipment	-	991,403
(Gain) Loss on disposal of property, plant and equipment	(254)	63,872
Gain on debt restructuring to share issued	-	(1,954,416)
Gain on fair value of other payables	-	(91,023)
Finance costs	275,865	566,346
Operating cash flows before movements in working capital	1,067,310	(57,440)
Trade receivables	(6,197,152)	780,823
Contract assets	(7,316)	429,721
Other receivables	153,620	(856,548)
Inventories	(129,555)	295,792
Trade payables	6,298,890	72,149
Other payables	(1,509,047)	374,642
Contract liabilities	-	69,871
Trade bills discounted with recourse	(121,953)	(15,012)
Cash (used in) generated from operations	(445,203)	1,093,998
Income tax (paid) refund	(11,216)	(3,799)
Interest paid	(144,008)	(314,571)
Net cash (used in) generated from operating activities	(600,427)	775,628
Investing activities		
Purchase of property, plant and equipment	(120,644)	(2,127)
Addition of intangible assets	(979)	(7,519)
Proceeds from disposal of property, plant and equipment	1,420	6,709
Proceeds from disposal of subsidiaries	214,345	-
Investment in an associate	(1,592,129)	-
Net cash used in investing activities	(1,497,987)	(2,937)
Financing activities		
Loan from director		131,121
Repayments of loan from directors		(102,674)
(Placement) Release of restricted cash		(564,014)
Repayment of advances to bank		-
Receipts of loan from third parties		100,105
Repayments of loan from third parties		(282,166)
Repayments of bank loans	(70,816)	(293,161)
Repayment of lease liabilities	(116,155)	(126,859)
Issuance of convertible loans		-
Issuance of ordinary shares		2,970,099
Net cash (used in) generated from financing activities	(186,971)	1,832,451

	Group	
	Unaudited FY2020 US\$	Audited FY2019 US\$
Net (decrease) increase in cash and cash equivalents	(2,285,385)	2,605,142
Cash and cash equivalents at beginning of year	2,288,089	(323,831)
Effects of exchange rate changes on balances of cash held in foreign currencies	70,599	6,778
Cash and cash equivalents at end of year	<u>73,303</u>	<u>2,288,089</u>

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following at the end of the financial year:

	Group	
	Unaudited FY2020 US\$	Audited FY2019 US\$
Cash and bank balances	73,303	3,201,539
Less: Bank overdrafts	-	(349,436)
Less: Restricted cash	-	(564,014)
Cash and cash equivalents	<u>73,303</u>	<u>2,288,089</u>

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 comparative statement for the corresponding period of the immediately preceding financial year.

Group	Share capital	Other capital reserve	Share options reserve	Foreign currency translation reserve	Accumulated losses	Total
	US\$	US\$	US\$	US\$	US\$	US\$
Balance at 1 January 2020	12,075,892	2,275,020	108,639	144,329	(12,391,437)	2,212,443
<i>Total comprehensive (loss) income for the year</i>						
Loss for the year	-	-	-	-	(215,826)	(215,826)
Other comprehensive income for the year	-	-	-	71,743	-	71,743
Total	-	-	-	71,743	(215,826)	(144,083)
<i>Transactions with owners recognised directly in equity</i>						
Transfer for disposal of subsidiaries	-	-	-	(144,329)	144,329	-
Total	-	-	-	(144,329)	144,329	-
Balance at 31 December 2020 (unaudited)	12,075,892	2,275,020	108,639	71,743	(12,462,934)	2,068,360
Balance at 1 January 2019	7,733,885	1,166,251	108,639	45,963	(12,177,495)	(3,122,757)
<i>Total comprehensive (loss) income for the year</i>						
Loss for the year	-	-	-	-	(213,942)	(213,942)
Other comprehensive income for the year	-	-	-	98,366	-	98,366
Total	-	-	-	98,366	(213,942)	(115,576)
<i>Transactions with owners recognised directly in equity</i>						
Issuance of Settlement Shares pursuant to Debt Restructuring	1,371,908	1,556,773	-	-	-	2,928,681
Issuance of Subscription Shares pursuant to 2019 Placement	3,249,097	-	-	-	-	3,249,097
Share issuance expenses	(278,998)	-	-	-	-	(278,998)
Settlement of convertible notes and loans	-	(448,004)	-	-	-	(448,004)
Total	4,342,007	1,108,769	-	-	-	5,450,776
Balance at 31 December 2019 (audited)	12,075,892	2,275,020	108,639	144,329	(12,391,437)	2,212,443

Company	Share capital	Other capital reserve	Share options reserve	Accumulated losses	Total
	US\$	US\$	US\$	US\$	US\$
Balance at 1 January 2020	12,075,892	2,275,020	108,639	(11,982,695)	2,476,856
<i>Total comprehensive income for the year</i>					
Loss for the year	-	-	-	(369,726)	(369,726)
Total	-	-	-	(369,726)	(369,726)
Balance at 31 December 2020 (unaudited)	12,075,892	2,275,020	108,639	(12,352,421)	2,107,130
Balance at 1 January 2019	7,733,885	1,166,251	108,639	(13,965,866)	(4,957,091)
<i>Total comprehensive income for the year</i>					
Profit for the year	-	-	-	1,983,171	1,983,171
Total	-	-	-	1,983,171	1,983,171
<i>Transactions with owners recognised directly in equity</i>					
Issuance of Settlement Shares pursuant to Debt Restructuring	1,371,908	1,556,773	-	-	2,928,681
Issuance of Subscription Shares pursuant to 2019 Placement	3,249,097	-	-	-	3,249,097
Share issuance expenses	(278,998)	-	-	-	(278,998)
Settlement of convertible notes and loans	-	(448,004)	-	-	(448,004)
Total	4,342,007	1,108,769	-	-	5,450,776
Balance at 31 December 2019 (audited)	12,075,892	2,275,020	108,639	(11,982,695)	2,476,856

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.

Ordinary Shares

	Number of Shares	(US\$)
As at 30 June 2020 and 31 December 2020	794,186,046	12,075,892

The Company did not have any outstanding convertibles, treasury shares and 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.

	31-Dec-20	31-Dec-19
Total number of shares (excluding treasury shares)	794,186,046	794,186,046

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

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.

Not applicable as the Company did not have any treasury shares as at 31 December 2020.

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 as the Company did not have any subsidiary holdings as at 31 December 2020.

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.

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

Except as disclosed in paragraph 5 below, the Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with the audited financial statements for the 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 applied the recognition and measurement principles of a number of new standards and amendments to standards for the financial period beginning 1 January 2020.

The adoption of these amendments did not have any material impact on the current or prior period.

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.

	FY2020	FY2019
Loss per share (US cents) from continuing and discontinued operations based on:		
a. weighted average number of shares on issue	(0.03)	(0.09)
b. a fully diluted basis	(0.03) ⁽¹⁾	(0.09) ⁽¹⁾
Weighted average shares for calculation of:		
a. weighted average number of shares on issue	794,186,046	242,621,738
b. a fully diluted basis	794,186,046 ⁽¹⁾	242,621,738 ⁽¹⁾

Note:

⁽¹⁾ There is no change between basic and diluted loss per share as the Group does not have any convertible securities.

7. Net asset value (for the issuer and group) per ordinary share based on total number of issued shares excluding treasury shares of the issuer at the end of the:

- (a) current financial period reported on; and
(b) immediately preceding financial year.

	Group		Company	
	31-Dec-20	31-Dec-19	31-Dec-20	31-Dec-19
Net asset value per share (US cents)	0.26	0.28	0.27	0.31
Number of issued shares	794,186,046	794,186,046	794,186,046	794,186,046

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 results of continuing operations

Overall

The Company disposed entire issued and paid up ordinary shares in the capital of Nautec Group Pte Ltd and its subsidiaries on 11 December 2020 which resulted the current year result for the disposal subsidiaries consisted only from 1 January 2020 to 11 December 2020, whereas the comparative results are for full year of FY2019.

Revenue

The Group's revenue for FY2019 decreased by 3.9% or US\$0.2 million to US\$5.9 million, from US\$6.2 million for FY2019. This was mainly due to the decrease in revenue contribution by the Ports and Offshore segment of US\$1.6 million. However, the decrease was partially offset by the increase in revenue contribution by the Renewables segment of US\$1.2 million and new segment in Civil Construction of US\$0.2 million.

Gross profit and gross profit margin

In line with the decreased revenue, the Group's cost of sales for FY2020 decreased by 8.4% or US\$0.3 million to US\$3.5 million, from US\$3.8 million for FY2019. The overall decrease in cost of sales was mainly due to the higher margin of Renewables segment.

As a result, the gross profit for FY2020 increased by 3.6% or US\$0.1 million to US\$2.4 million, from US\$2.3 million in FY2019. The Group's gross profit margin for FY2020 increased by 2.9 percentage points to 40.8% as compared to 37.9% for FY2019.

Distribution expenses

The Group's distribution expenses decreased by US\$0.2 million or 55.2%, from US\$0.4 million in FY2019 to US\$0.2 million in FY2020. The decrease was mainly due to decrease in sales and marketing staff costs and other business development costs.

Administrative expenses

The Group's administrative expenses decreased by US\$1.6 million or 41.7%, from US\$3.8 million in FY2019 to US\$2.2 million in FY2020 primarily due to the following:

- i. reduction in allowance for doubtful debts of US\$0.2 million due to improved/recovered customer collection;
- ii. reduction in employee costs of US\$0.4 million;
- iii. reduction in professional fee, office and admin costs of US\$0.3 million; and
- iv. absence of loss on impairment of property, plant and equipment of US\$1.0 million recognised in FY2019.

This decrease was partially offset by the loss on disposal of subsidiaries of US\$0.3 million.

Other income

The Group recorded other income of US\$0.2 million and US\$2.3 million in FY2020 and FY2019 respectively. The US\$2.1 million decrease in FY2020 was primarily due to absence of gain on restructuring share issued of US\$2.0 million and gain on disposal of asset held for sales of US\$0.2 million recognised in FY2019, partially offset by the government subsidy especially the Jobs Support Scheme of US\$0.1 million.

Finance costs

The Group's finance costs reduce to US\$0.3 million in FY2020 as compared to US\$0.6 million in FY2019. The reduction were primarily due to absence of interest from convertible notes and loans in FY2020.

Income tax expense

The Group recorded income tax expenses of US\$ Nil for both FY2020 and FY2019 due to losses for the period.

Loss after tax

As a result of the above, the Group suffered a loss for the year for continuing operations of US\$0.2 million in both FY2020 and FY2019.

Review of Consolidated Statement of Financial Position

Overall

The Group's financial position changed significantly in FY2020 as compared to FY2019 due to the disposal of the major subsidiaries during the year. As such, the Group has ceased consolidated financial position of the subsidiaries and the Group's financial position consist of the investment in an associate only as at 31 December 2020.

Non-current asset

An investment in an associate for an acquisition of 35% equity interest in Chokdee Dimsum Corporate Company Limited (Formerly known as Rich Restaurant Company Limited) ("RRCL"), within the food & beverage business that was completed on 10 January 2020.

Current assets

Consists of cash and bank balances of US\$0.07 million and other receivables and prepayment of US\$0.1 million as at 31 December 2020.

Current liabilities

Other payables consist of other payables from 3rd parties and accrued expenses as at 31 December 2020.

Working capital and going concern assessment

The Group reported a negative working capital of US\$0.2 million as at 31 December 2020. As at the date of this announcement, the Board is of the opinion that the continuing use of the going concern assumption in the preparation of the financial information is appropriate as the controlling shareholder, Dr Chirasak Chiyachantana undertake to provide an interest-free advance of up to S\$1 million to the Company for working capital purpose. The Company expects that such advance would be sufficient for the Company to meet the existing liabilities and projected corporate expenses within the next 12 months.

Review of cash flows

Operating activities

Net cash used in operating activities in FY2020 amounted to US\$0.6 million taking into account the loss before tax of US\$0.2 million, adjusted for non-cash items of US\$1.3 million and working capital outflows of US\$1.5 million. The working capital outflows was mainly due to increase in trade receivables of US\$6.2 million, increase in inventories of US\$0.1 million, decrease in other payables of US\$1.5 million and decrease in trade bills discounted with recourse of US\$0.1 million. Partially offset by decrease in other receivables of US\$0.1 million and increase in trade payables of US\$6.3 million. During FY2020, the Group paid income tax of approximately US\$11,000 and interest of US\$0.1 million.

Investing activities

Net cash used in investing activities in FY2020 amounted to US\$1.5 million mainly due to acquisition of 35% interest in the associate, RRCL of US\$1.6 million, purchase of plant and equipment of US\$0.1 million, partially offset by proceeds from disposal of subsidiaries of US\$0.2 million.

Financing activities

Net cash used in financing activities in FY2020 amounted to US\$0.2 million mainly due to the repayment of bank loan and lease liabilities of US\$0.1 million each.

As a result of the above, the Group's cash and cash equivalents decreased by US\$2.3 million, from a surplus of US\$2.3 million as of 31 December 2019 to US\$0.1 million as at 31 December 2020.

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

No specific forecast or prospect statement were made previously and the Group's performance for the period under review is in line with expectation disclosed in the prior announcements.

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 the disposal of Nautec Group Pte Ltd, the Company's key remaining business is its investment of 35% interest in RRCL. The Group plans to diversify and change its core business to the education industry and had identified a potential education business in Thailand as an acquisition target. The Group will make further announcements if there are any material developments.

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.

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

No dividend has been declared or recommended for FY2020 as the Group is in a loss-making position for FY2020.

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). If no IPT mandate has been obtained, a statement to that effect.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920(1)(a)(ii). There was no interested person transaction of more than S\$100,000 under Rule 920(1)(a)(ii) for 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 confirms that all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from all its directors and executive officers in the format set out in Appendix 7H of the Catalist Rules.

15. Disclosure of acquisition (including incorporations) and sale of shares under Catalist Rule 706A.

On 11 December 2020, the Company has completed the disposal of the entire issued and paid up share capital of Nautec Group Pte Ltd ("NGPL") for a consideration of US\$0.2 million and NGPL has therefore ceased to be a subsidiary of the Company. For further details, please refer to the circular to shareholders dated 23 November 2020.

Followed by the completion of disposal of NGPL, the Company has received a notification from the Singapore Exchange Securities Trading Limited ("SGX-ST") via its Sponsor advising that the Company has been designated a Cash Company with effect from 11 December 2020 as the Company no longer has any revenue generating business. For more details, please refer to the announcement on 14 December 2020.

16. Use of placement proceeds

The proceeds from the 2019 Placement has been disbursed in accordance to the intended purposes as announced on 10 July 2019.

As at the date of this announcement, the proceeds have been fully utilised as follows:

Intended Purposes	Allocated Amount S\$ million	Utilised Amount S\$ million	Unutilised Amount S\$ million
Repayment of the Balance Liabilities	0.5	0.5	-
Working capital funding and investment via business diversification and acquisitions	3.8	3.8	-
Total	4.3	4.3	-

Working capital funding and investment via business diversification and acquisitions purposes has been utilised for the following:

- a) Purchase consideration for acquisition of Rich Restaurant Company Limited-S\$3.1 million
- b) Legal costs-S\$0.15 million
- c) Professional fee-S\$0.48 million
- d) Advertisement costs-S\$0.01 million
- e) Corporate expenses-S\$0.06 million

PART II ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

17. 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.

(a) Results by business segments

	<u>Ports and Offshore</u>		<u>Renewables</u>		<u>Civil Construction</u>		<u>Energy and Mining</u>		<u>Total</u>	
	<u>FY2020</u>	<u>FY2019</u>	<u>FY2020</u>	<u>FY2019</u>	<u>FY2020</u>	<u>FY2019</u>	<u>FY2020</u>	<u>FY2019</u>	<u>FY2020</u>	<u>FY2019</u>
	<u>Unaudited</u>	<u>Audited</u>	<u>Unaudited</u>	<u>Audited</u>	<u>Unaudited</u>	<u>Audited</u>	<u>Unaudited</u>	<u>Audited</u>	<u>Unaudited</u>	<u>Audited</u>
	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>	<u>US\$</u>
Total Revenue	1,590,234	3,217,266	4,113,222	2,905,140	161,407	-	65,318	46,136	5,930,181	6,168,542
Segment results	95,602	1,240,216	2,202,153	1,167,071	85,601	-	35,541	(71,752)	2,418,897	2,335,535
Depreciation of property, plant and equipment (excluding machinery and factory)									(95,393)	(114,574)
Depreciation of right-of-use assets									(110,369)	(120,438)
Amortisation of intangible assets									(23,368)	987
Loss on impairment of property, plant and equipment									-	(991,403)
Gain on restructuring share issued										1,954,416
Loss on disposal of property, plant and equipment (excluding machinery and factory)									-	(63,872)
Reversal of (Allowance for) doubtful debts									31,566	(159,987)
Gain on disposal of asset held for sale										214,572
Gain on acquisition of an associate									46,488	-
Loss on disposal of subsidiaries									(266,783)	-
Finance costs									(275,865)	(561,553)
Other unallocated expenses									(1,940,999)	(2,650,442)
Loss before tax									(215,826)	(156,759)
Income tax expense									-	-
Loss for the year from continuing operations									(215,826)	(156,759)

(b) Revenue by geographical segments

	FY2020		FY2019	
	US\$	%	US\$	%
Asia (exclude Middle East and India)	1,185,342	20.0	2,598,448	42.1
Brunei	129,074	2.2	945,134	15.3
Malaysia	36,419	0.6	1,052,707	17.1
Vietnam	96,958	1.6	10,570	0.2
Singapore	64,767	1.1	7,690	0.1
China	784,561	13.3	462,477	7.5
Russia	73,563	1.2	119,870	1.9
Australasia	627,781	10.6	666,972	10.8
Australia	627,781	10.6	666,972	10.8
India	154,799	2.6	-	-
India	64,300	1.1	-	-
Sri Lanka	90,499	1.5	-	-
Middle East and Africa	96,640	1.6	43,096	0.7
United Arab Emirates	91,740	1.5	8,171	0.1
Turkmenistan	-	-	34,925	0.6
Qatar	4,900	0.1	-	-
Americas	1,400,548	23.6	1,110,677	18.0
Mexico	1,344,341	22.7	644,599	10.4
Brazil	56,207	0.9	466,078	7.6
Europe	2,465,071	41.6	1,749,349	28.4
Denmark	2,465,071	41.6	1,685,907	27.4
Netherland	-	-	21,508	0.3
Ukraine	-	-	41,934	0.7
	5,930,181	100.0	6,168,542	100.0

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

Review of performance by business segmentsPorts and Offshore Business Segment

Revenue from Ports and Offshore business segment for FY2020 decreased by 50.6% to US\$1.6 million, from US\$3.2 million for FY2019. Segment result decreased by US\$1.1 million to US\$0.1 million, from US\$1.2 million for FY2019. This was mainly due to decreased activities in Malaysia and Brunei as a result of the prevailing market condition, which was partially offset by the increased project activities in Americas. The gross profit margin for this business segment substantially decreased by 32.5 percentage points to 6.0% in FY2020 as compared to 38.5% in FY2019 as certain support costs is required despite lower revenue in the current year.

Renewables Business Segment

Revenue from Renewables business segment for FY2020 increased by 41.6% or US\$1.2 million to US\$4.1 million, from US\$2.9 million for FY2019. As a result, segment result increased by US\$1 million to US\$2.2 million for FY2020. The gross profit margin for this business segment increased by 13.4 percentage points to 53.5% in FY2020 as compared to 40.2% in FY2019.

Civil Construction Business Segment

The group has recorded US\$0.16 million revenue from Civil Construction business segment in FY2020, a new business segment. The segment result is US\$0.09 million at a gross profit margin of 53.0%.

Energy and Mining Business Segment

The revenue for FY2020 increased by 41.6% or US\$19,000 to US\$65,000, from US\$46,000 for FY2019. The increase in revenue due to more activity in FY2020 as compared to FY2019. This segment result contributed US\$35,000 in FY2020 as compared to a loss of US\$72,000 in FY2019 as the costs has regularized in the current financial year. The gross profit margin for this business segment was 54.4% in FY2020.

Review of revenue by geographical segments

Revenue from Asia (exclude Middle East and India) for FY2020 significantly decreased by US\$1.4 million to US\$1.2 million, from US\$2.6 million for FY2019. This was mainly due to the decrease in Ports and Offshore projects of US\$1.8 million which was partially offset by the increased revenue from Renewables segment of US\$0.3 million.

Revenue from Australasia for FY2020 decreased by 5.9% or US\$0.1 million to US\$0.6 million, from US\$0.7 million for FY2019.

Revenue from India increased to US\$0.2 million in FY2020 from Nil revenue in FY2019 primarily due to revenue from renewables segment of US\$0.09 million as well as US\$0.06 million from Ports and Offshore projects.

Revenue from Middle East and Africa for FY2020 increased by US\$53,000 to US\$96,000, from US\$43,000 for FY2019. This increased revenue was mainly derived from Civil Construction projects in this region.

The revenue contribution from Americas for FY2020 increased by 26.1% from US\$1.1 million in FY2019 to US\$1.4 million in FY2020. This was mainly due to the increased of Ports and Offshore projects in Mexico during FY2020.

Revenue from Europe for FY2020 increased by 40.9% or US\$0.7 million to US\$2.5 million. The revenue was derived from the Renewables business segment.

19. A breakdown of sales as follows:

	Group		Increase/ (Decrease) %
	FY2020 US\$	FY2019 US\$	
1H			
- Revenue	2,779,565	3,545,979	(21.6)
- Operating loss after tax before deducting non-controlling interests reported for first half year from continuing operations	(166,869)	(385,305)	(56.7)
2H			
- Revenue	3,150,616	2,622,563	20.1
- Operating (loss) profit after tax before deducting non-controlling interests reported for second half year from continuing operations	(48,957)	228,546	(121.4)

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

Not applicable.

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

The Company confirms that there is no person occupying a managerial position in the Company and its subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company pursuant to Rule 704(10) of the Catalist Rules.

On behalf of the Board of Directors

Dr Chirasak Chiyachantana
Non-Independent Non-Executive Chairman

26 February 2021