

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 20-F/A
(Amendment No.1)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report:

Commission file number: 333-282016

Fitness Champs Holdings Limited

(Exact name of Registrant as Specified in its Charter)

Cayman Islands

(Jurisdiction of Incorporation or Organization)

7030 Ang Mo Kio

Avenue 5, #04-48

NorthStar@AMK

Singapore 569880

(Address of Principal Executive Offices)

Joyce Lee Jue Hui, Chief Executive Officer

+65 9061 4855

7030 Ang Mo Kio

Avenue 5, #04-48

NorthStar@AMK

Singapore 569880

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

None

(Title of Class)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

Ordinary shares, par value US\$0.00225 per share

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2025, after giving retrospective effect to the subsequent share re-designation and reverse share splits effected on January 23, 2026, February 12, 2026 and May 4, 2026, was 18,427.00 Class A ordinary shares and 19,350.78 Class B ordinary shares, each with a par value of US\$0.00225 per share, representing an aggregate of 37,777.78 ordinary shares outstanding.

Prior to the retrospective effect of the subsequent share re-designation and reverse share splits, the Company had 17,000,000 ordinary shares outstanding with a par value of US\$0.000005 per share as of December 31, 2025.

The number of outstanding shares of each of the issuer's classes of capital or common stock as of May 22, 2026, was 1,299,391 Class A ordinary shares and 19,351 Class B ordinary shares, each with a par value of US\$0.00225 per share, representing an aggregate of 1,318,742 ordinary shares outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

☒ U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☐ Other

Indicate by check mark whether the registrant has filed a report on and attestation to its management's of assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262 (b)) by the registered public accounting firm that prepared or issued its audit report.

Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15 (d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court:

Yes ☐ No ☐

EXPLANATORY NOTE

Fitness Champs Holdings Limited (the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 20-F originally filed with the Securities and Exchange Commission on 15 May 2026 (the “Original Filing”) to amend certain disclosures relating to the Company’s issued and outstanding share capital.

The Company is filing this Amendment No. 1 to restate in its entirety “Corporate Structure” under Item 4. “Information on the Company” and Item 6.E. “Share Ownership” solely to correct the disclosure under to disclose the number of shares issued as of the time of the filing instead of December 31, 2025.

Except as described above, no other changes have been made to the Original Filing. This Amendment No. 1 does not otherwise update, amend or modify any other information contained in the Original Filing. As required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended, the Company is also filing or furnishing the certifications required under Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002 as exhibits to this Amendment No. 1.

Item 4. Information on the Company

Corporate Structure

Our Company was incorporated in the Cayman Islands on February 15, 2024 under the Companies Act as an exempted company with limited liability. Our authorized share capital at such time was US\$500,000 divided into 500,000,000 Ordinary Shares, par value of US\$0.001 each. Following incorporation, one ordinary share was transferred to Ms. Lee for cash at par. Ms. Lee then transferred such one share to her wholly-owned company, Big Treasure, on June 19, 2024. On December 15, 2023, Fuji entered into an agreement with Ms. Lee to acquire 4.90% of the issued share capital of the proposed holding company of Fitness Champs and Fitness Aquatics for US\$470,000. On June 19, 2024, Big Treasure, Easy Builder, Creative Path, Fuji, Biostar, and True Height subscribed for approximately 64.72%, 19.09%, 4.90%, 4.90%, 4.44% and 1.95% of the issued share capital of our Company respectively. On June 19, 2024, Big Treasure and Fuji transferred their entire equity interest in Northern Star to us in consideration of our allotment and issue to each of them one Share credited as fully paid.

On October 2, 2024, for purposes of recapitalization in anticipation of the initial public offering, the Company effected a 1:200 forward stock split and changed authorized share capital to \$500,000 divided into 100,000,000,000 ordinary shares, par value of \$0.000005 each. Concurrently, Big Treasure surrendered 3,235,950 ordinary shares, Creative Path surrendered 245,000 ordinary shares, Easy Builder surrendered 954,500 ordinary shares, Biostar surrendered 222,000 ordinary shares, True Height surrendered 97,500 ordinary shares and Fuji surrendered 245,050 ordinary shares to the Company, respectively or 25.0% of their shareholdings each.

Historically, our Group was comprised of Fitness Champs and Fitness Aquatics. We have undertaken a reorganization whereby the entire share capital of Northern Star was transferred to us resulting in our holding of the entire issued share capital of Northern Star directly and indirectly in Fitness Champs and Fitness Aquatics.

On January 23, 2026, at an extraordinary general meeting, our shareholders approved (i) a reverse share split of at least 2 shares to 1 and up to 50 shares to 1; and (ii) on a pre-reverse share split basis, a reclassification of shares whereby authorized share capital of the Company was re-classified and re-designated such that the share capital of the Company is US\$500,000 divided into (a) 80,000,000,000 Class A Ordinary Shares of a nominal or par value of US\$0.000005 each, (b) 10,000,000,000 Class B Ordinary Shares of a nominal or par value of US\$0.000005 each, and (c) 10,000,000,000 preferred shares of a nominal or par value of US\$0.000005. On February 12, 2026, our board of directors approved a 15:1 reverse share split of our issued and authorized shares, such that the share capital of the Company will be US\$500,000 divided into (a) 5,333,333,333.33 Class A Ordinary Shares of a nominal or par value of US\$0.000075 each, (b) 666,666,666.66 Class B Ordinary Shares of a nominal or par value of US\$0.000075 each, and (c) 666,666,666.66 preferred shares of a nominal or par value of US\$0.000075.

On March 20, 2026, at an extraordinary general meeting, our shareholders approved a share consolidation in a range of 2 to 1 to not more than 250 to 1, with the exact ratio set at 30 to 1 by our board of directors, which share consolidation went into effect on May 4, 2026.

Unless otherwise indicated, all share and per share information in this annual report supplement reflect this reverse share split.

On March 24, 2026, our board of directors approved a 30:1 reverse share split of our issued and unissued shares, to be effective on a date to be further determined by our board of directors, such that upon the reverse share split becoming effective, the share capital of our Company will become US\$500,000 divided into (a) 177,777,777.78^o class A ordinary shares of a nominal or par value of US\$0.00225 each; (b) 22,222,222.22^o class B ordinary shares of a nominal or par value of US\$0.00225 each; and (c) 22,222,222.22^o preferred shares of a nominal or par value of US\$0.00225 each. On April 29, 2026, our board of directors have further resolved that the reverse share split will take effect on May 4, 2026.

As of December 31, 2025, the currently issued 37,777.78 shares of a nominal or par value of US\$0.00225 each in the Company were re-designated and re-classified such that the ordinary shares previously held by Big Treasure were re-designated and re-classified as 19,350.78 Class B Ordinary Shares each with 50 votes per share and the 18,427 shares held by the remaining shareholders were re-designated and re-classified as Class A Ordinary Shares each with 1 vote per share.

As of May 22, 2026, the Company had a total of 1,318,742 issued ordinary shares with a nominal or par value of US\$0.00225 each, comprising 19,351 Class B Ordinary Shares each with 50 votes per share and the 1,299,391 Class A Ordinary Shares each with 1 vote per share.

6.E. Share Ownership

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding beneficial ownership of our share capital by:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our shares;
- each of our named Executive Officers;
- each of our Directors and Director nominees; and
- all of our current Executive Officers, Directors and Director nominees as a group.

Applicable percentage ownership is based on 1,318,742 Ordinary Shares issued and outstanding as at May 22, 2026.

The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the SEC and is not necessarily indicative of ownership for any other purpose. Under these rules, a person is deemed to be a “beneficial owner” of a security if that person has or shares the power to vote or direct the voting of the security or the power to dispose or direct the disposition of the security. A person is deemed to own beneficially any security as to which such person has the right to acquire sole or shared voting or investment power within 60 days through the conversion or exercise of any convertible security, warrant, option or other right. More than 1 person may be deemed to be a beneficial owner of the same securities. The percentage of beneficial ownership by any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date, plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, we believe that the beneficial owners of our shares listed below have sole voting and investment power with respect to the shares shown.

Unless otherwise noted below, the address of each person listed on the table is 7030 Ang Mo Kio, Avenue 5, #04-48, NorthStar@AMK, Singapore 569880.

None of our Named Executive Directors, Executive Officers or Independent Directors hold Class A Ordinary Shares and we are not aware of any 5% of greater shareholders who hold Class A Ordinary Shares.

Name of Beneficial Owners	Class A Ordinary Shares Beneficially Owned		Class B Shares Beneficially Owned	
	Number	Percentage %	Number	Percentage %
<u>Named Executive Directors and Executive Officers:</u>				
Ms. Joyce Lee Jue Hui ⁽¹⁾	-	-	19,351	42.68
Mr. Koh Yong Mong	-	-	-	-
Ms. Chia Nyoke Yee	-	-	-	-
Ms. Lian Lai Hong, Jerrica	-	-	-	-
Mr. Yao Peikang	-	-	-	-
<u>Independent Director Nominees:</u>				
Mr. Lay Shi Wei	-	-	-	-
Mr. Liu Junting Jason	-	-	-	-
Mr. Tang Poh Lu	-	-	-	-
Total held by Named Executive Directors and Executive Officers and Independent Directors:	-	-	19,351	42.68
<u>5% or Greater Shareholders:</u>				
Big Treasure ⁽²⁾	-	-	19,351	42.68
Total held by 5% of Greater Shareholders:	-	-	19,351	42.68

⁽¹⁾ Ms. Lee’s holdings are entirely through her holding of shares held by Big Treasure. Ms. Lee does not hold any Shares individually.

⁽²⁾ Big Treasure is wholly-owned by Ms. Lee and reflects all shares held by Ms. Lee as she holds no Ordinary Shares individually. The total number of shares controlled by Ms. Lee through Big Treasure is reflected above under “Named Executive Directors and Executive Officers” as all of the Ordinary Shares she holds are held indirectly through her control of Big Treasure (19,351 shares).

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F, as amended by Amendment No.1 thereto, and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Fitness Champs Holdings Limited

By: /s/ Joyce Lee Jue Hui

Name: Joyce Lee Jue Hui

Title: Chief Executive Officer

By: /s/ Chia Nyoke Yee

Name: Chia Nyoke Yee

Title: Financial Controller

Dated: May 22, 2026

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joyce Lee Jue Hui, certify that:

1. I have reviewed this annual report on Form 20-F, as amended by Amendment No.1 thereto, of Fitness Champs Holdings Limited (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 22, 2026

By: /s/ Joyce Lee Jue Hui
Name: Joyce Lee Jue Hui
Title: Chief Executive Officer

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Chia Nyoke Yee, certify that:

1. I have reviewed this annual report on Form 20-F, as amended by Amendment No.1 thereto, of Fitness Champs Holdings Limited (the “Company”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

Date: May 22, 2026

By: /s/ Chia Nyoke Yee

Name: Chia Nyoke Yee

Title: Financial Controller

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is being submitted in connection with the special report of Fitness Champs Holdings Limited on Form 20-F, as amended by Amendment No.1 thereto, and as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the United States Securities Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Joyce Lee Jue Hui, Chief Executive Officer, and Chia Nyoke Yee, Financial Controller of Fitness Champs Holdings Limited, each certifies that, to the best of her knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Fitness Champs Holdings Limited

Date: May 22, 2026

By: /s/ Joyce Lee Jue Hui

Name: Joyce Lee Jue Hui

Title: Chief Executive Officer

By: /s/ Chia Nyoke Yee

Name: Chia Nyoke Yee

Title: Financial Controller
