



**SINGASIA**  
Holdings Limited

**星亞控股有限公司\***

Incorporated in the Cayman Islands with limited liability  
Stock Code: 8293

THIRD  
QUARTERLY  
REPORT **2017**

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*This report, for which the directors (the “Directors”) of SingAsia Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*

*The original report is prepared in the English language. This report is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.*

## HIGHLIGHTS

- The unaudited revenue of the Company and its subsidiaries (collectively the “Group”) amounted to approximately S\$14,282,000 for the nine months ended 30 April 2017, representing a decrease of approximately S\$3,740,000 or 20.8% as compared with the nine months ended 30 April 2016.
- The unaudited loss for the period of the Group was approximately S\$82,000 for the nine months ended 30 April 2017, representing a decrease of approximately S\$779,000 as compared to the profit for the nine months ended 30 April 2016.
- Basic and diluted loss per share was 0.032 Singapore cents for the nine months ended 30 April 2017 compared to basic and diluted earnings per share of 0.282 Singapore cents for the nine months ended 30 April 2016.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 30 April 2017.

### THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company hereby announces the unaudited condensed consolidated results of the Group for the nine months ended 30 April 2017, together with the unaudited comparative figures for the corresponding period in 2016, as follows:

#### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 30 April 2017

	Notes	Three months ended 30 April		Nine months ended 30 April	
		2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
<b>REVENUE</b>	4	<b>4,367,934</b>	5,772,345	<b>14,281,660</b>	18,021,461
Cost of services		<b>(2,972,413)</b>	(3,793,936)	<b>(9,768,647)</b>	(12,036,673)
Gross profit		<b>1,395,521</b>	1,978,409	<b>4,513,013</b>	5,984,788
Other income and gains	4	<b>23,216</b>	48,459	<b>212,676</b>	100,438
Administrative expenses		<b>(1,381,265)</b>	(1,386,328)	<b>(4,634,663)</b>	(3,873,613)
Other operating expenses		<b>(46,123)</b>	(285,378)	<b>(184,065)</b>	(1,646,131)
Finance costs		<b>—</b>	(6,211)	<b>(5,608)</b>	(38,733)
<b>(LOSS)/PROFIT BEFORE TAX</b>	5	<b>(8,651)</b>	348,951	<b>(98,647)</b>	526,749
Income tax credit	6	<b>16,793</b>	—	<b>16,178</b>	169,797
<b>PROFIT/(LOSS) FOR THE PERIOD</b>		<b>8,142</b>	348,951	<b>(82,469)</b>	696,546
<b>OTHER COMPREHENSIVE INCOME</b>					
Exchange difference on translation of foreign operation		<b>2,098</b>	—	<b>2,540</b>	—
<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>2,098</b>	—	<b>2,540</b>	—

	Notes	Three months ended 30 April		Nine months ended 30 April	
		2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD</b>		<b>10,240</b>	348,951	<b>(79,929)</b>	696,546
<b>Attributable to:</b>					
Owners of the Company		<b>10,240</b>	296,416	<b>(79,687)</b>	563,336
Non-controlling interests		—	52,535	<b>(242)</b>	133,210
		<b>10,240</b>	348,951	<b>(79,929)</b>	696,546
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>					
Basic and diluted (Singapore cents)	7	<b>0.004</b>	0.148	<b>(0.032)</b>	0.282

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 April 2017

	Attributable to owners of the Company						Total equity
	Share capital	Share premium	Merger reserve	Retained profits	Exchange fluctuation reserve	Non-controlling interests	
	S\$	S\$	S\$	S\$	S\$	S\$	S\$
<b>2017 (Unaudited)</b>							
At 1 August 2016	<b>433,000</b>	<b>12,079,017</b>	<b>(2,379,552)</b>	<b>734,796</b>	—	—	<b>10,867,261</b>
Acquisition of a subsidiary	—	—	—	—	—	<b>17,172</b>	<b>17,172</b>
Loss for the period	—	—	—	<b>(82,227)</b>	—	<b>(242)</b>	<b>(82,469)</b>
Acquisition of non-controlling interests without a change in control	—	—	—	—	—	<b>(16,930)</b>	<b>(16,930)</b>
Exchange difference on translation of foreign operation	—	—	—	—	<b>2,540</b>	—	<b>2,540</b>
At 30 April 2017 (Unaudited)	<b>433,000</b>	<b>12,079,017</b>	<b>(2,379,552)</b>	<b>652,569</b>	<b>2,540</b>	—	<b>10,787,574</b>
<b>2016 (Audited)</b>							
At 1 August 2015	—	—	977,295	1,851,231	—	254,726	3,083,252
Total comprehensive income for the period	—	—	—	563,336	—	133,210	696,546
At 30 April 2016 (Unaudited)	—	—	977,295	2,414,567	—	387,936	3,779,798

## **NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

*For the nine months ended 30 April 2017*

### **1. GENERAL**

The Company is an exempted company with limited liability incorporated in the Cayman Islands. The Company's registered office address is Clifton House, 75 Fort Road, PO Box 1350, Grand Cayman KY1-1108 Cayman Islands. The Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "Companies Ordinance") on 22 December 2015 and the principal place of business in Hong Kong registered is 19th Floor, Prosperity Tower, 39 Queen's Road Central, Central, Hong Kong. The head office and principal place of business of the Group is at 27 New Bridge Road, Singapore 059391. The shares of the Company were listed on GEM on 15 July 2016.

The Company is a subsidiary of Centrex Treasure Holdings Limited ("Centrex Treasure"), incorporated in the British Virgin Islands, which is also the Company's ultimate holding company.

The Company is an investment holding company. The Group is involved in the following principal activities:

- manpower outsourcing
- manpower recruitment
- manpower training

### **2. REORGANISATION AND BASIS OF PREPARATION**

Prior to the Reorganisation (as defined below), all the entities comprising the Group were under the common control of Mr. Sim Hak Chor ("Mr. Sim" or the "Controlling Shareholder") and held by him directly or indirectly. In preparation for the listing of the Company's shares on GEM of the Stock Exchange, the entities now comprising the Group underwent a group reorganisation (the "Reorganisation") to enable the Company to become the holding company of the Group. Details of the Reorganisation are set out in the section headed "History, Reorganisation and Group Structure" in the listing prospectus of the Company dated 5 July 2016.

The companies now comprising the Group were under the common control of the Controlling Shareholder before and after the Reorganisation. The Group resulting from the Reorganisation is regarded as a continuing entity. Accordingly, the condensed consolidated financial statements for the nine months ended 30 April 2016 have been prepared to include the results of the companies now comprising the Group as if the group structure upon the completion of the Reorganisation had been in existence throughout the period, or since the date when the subsidiaries first came under the common control of the Controlling Shareholder, or since their respective dates of incorporation, where this is a shorter period.

Equity interests in subsidiaries held by parties other than the Controlling Shareholder prior to the Reorganisation are presented as non-controlling interests in equity in the condensed financial statements for the nine months ended 30 April 2016.

The condensed consolidated financial statements should be read in conjunction with the audited financial statements for the year ended 31 July 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRSs") which include International Accounting Standards ("IASs") and Interpretations promulgated by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. The accounting policies and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the annual financial statements for the year ended 31 July 2016.

All IFRSs effective for the accounting period commencing from 1 August 2016, together with the relevant transitional provisions, have been adopted by the Group in preparation of these condensed consolidated financial statements. The adoption of these new/revised IFRSs does not result in changes to the Group's accounting policies and has no material effect on the amounts reported for the current or prior period.

The condensed consolidated financial statements have been prepared under the historical cost convention. The condensed consolidated financial statements are presented in Singapore dollars ("S\$" or "\$") except when otherwise indicated.



### 3. SEGMENT INFORMATION

The Group is principally engaged in the provision of manpower services. Information reported to the Group's management for the purpose of resources allocation and performance assessment presents the operating results of the Group as a whole since the Group's resources are integrated and no discrete operating segment is available. Accordingly, no operating segment information is presented.

During the nine months ended 30 April 2017, revenue, operating expenses, assets and liabilities are mainly derived from the Group's operations in Singapore.

At the end of each reporting period, the Group's non-current assets were mainly located in Singapore.

### 4. REVENUE, OTHER INCOME AND GAINS

	Three months ended 30 April		Nine months ended 30 April	
	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
<b>Revenue</b>				
Manpower outsourcing	<b>4,091,199</b>	5,452,223	<b>13,049,309</b>	16,490,624
Manpower recruitment	<b>139,312</b>	234,371	<b>520,036</b>	748,913
Manpower training	<b>137,423</b>	85,751	<b>712,315</b>	781,924
	<b>4,367,934</b>	5,772,345	<b>14,281,660</b>	18,021,461
<b>Other income and gains</b>				
Government grants	<b>1,110</b>	9,060	<b>20,985</b>	25,438
Sundry income	<b>15,924</b>	24,378	<b>47,659</b>	51,814
Foreign exchange gain	<b>(23,090)</b>	15,021	<b>30,215</b>	23,186
Forfeiture income	<b>22,195</b>	—	<b>67,945</b>	—
Sale of merchandise	<b>7,043</b>	—	<b>45,746</b>	—
Interest income	<b>34</b>	—	<b>126</b>	—
	<b>23,216</b>	48,459	<b>212,676</b>	100,438

## 5. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging:

	Three months ended 30 April		Nine months ended 30 April	
	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
Cost of services	<b>2,972,413</b>	3,793,936	<b>9,768,647</b>	12,036,673
Depreciation	<b>103,834</b>	70,395	<b>294,856</b>	213,024
Auditors' remuneration	<b>(6,385)</b>	—	<b>113,118</b>	24,750
Employee benefit expense (excluding Directors' remuneration):				
— Salaries and bonuses(1)	<b>3,070,337</b>	3,999,728	<b>10,205,119</b>	11,837,080
— Central Provident Fund contributions(2)	<b>319,172</b>	329,467	<b>1,104,607</b>	1,177,309
— Foreign Worker Levy(3)	<b>320,828</b>	331,104	<b>863,028</b>	916,046
— Short-term benefits	<b>25,682</b>	19,524	<b>72,804</b>	61,108
Listing expenses	—	236,595	—	1,522,561

- (1) Salaries and bonuses included casual labour costs of S\$7,931,452 (2016: S\$10,005,020) for the nine months ended 30 April 2017. These amounts have been included in the cost of services.
- (2) Central Provident Fund contributions included casual labour costs of S\$848,945 (2016: S\$947,025) for the nine months ended 30 April 2017. These amounts have been included in the cost of services.
- (3) Foreign Worker Levy included casual labour costs of S\$714,938 (2016: S\$776,459) for the nine months ended 30 April 2017. These amounts have been included in the cost of services.

## 6. INCOME TAX CREDIT

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Singapore corporate tax has been provided at the rate of 17% (2016: 17%) on the chargeable income arising in Singapore during the period after offsetting any tax losses brought forward.

For the subsidiary operating in Republic of Korea, corporate tax has been provided at the rate of 10% (2016: Nil) on the estimated assessable profit for the period.

### Major components of income tax credit

The major components of income tax credit for the nine months ended 30 April 2017 and 2016 are:

	Three months ended 30 April		Nine months ended 30 April	
	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
Current income tax:				
Charge for the period	<b>6,702</b>	33,592	<b>20,404</b>	152,840
Over provision in respect of prior periods	<b>(8,041)</b>	—	<b>(8,041)</b>	(5,458)
Deferred income tax:				
Credit for the period	<b>(15,454)</b>	(33,592)	<b>(28,541)</b>	(317,179)
Total tax credit for the period	<b>(16,793)</b>	—	<b>(16,178)</b>	(169,797)

### Relationship between income tax credit and accounting (loss)/profit

A reconciliation between income tax credit and the product of accounting (loss)/profit multiplied by the applicable corporate tax rates for the nine months ended 30 April 2017 and 2016 are as follows:

	Three months ended 30 April		Nine months ended 30 April	
	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
(Loss)/profit before tax	<b>(8,651)</b>	348,951	<b>(98,647)</b>	526,749
Tax calculated at the domestic rates applicable to profits in the countries where the Group operates	<b>(724)</b>	59,321	<b>(24,746)</b>	89,547
Adjustments in respect of prior periods: — Current tax	<b>(8,041)</b>	—	<b>(8,041)</b>	(5,458)
Adjustments in respect of deferred tax of prior periods	—	(40,202)	—	(325,081)
Income not subject to tax	—	(2,554)	—	(3,942)
Expenses not deductible for tax	<b>17,153</b>	40,047	<b>72,453</b>	259,494
Effect of partial tax exemption	<b>(15,756)</b>	(6,164)	<b>(20,644)</b>	(43,392)
Tax rebate	<b>(8,431)</b>	(3,082)	<b>(10,449)</b>	(28,308)
Enhanced allowances and deductions	<b>(13,708)</b>	(31,161)	<b>(44,924)</b>	(40,679)
Tax losses not recognised	<b>7,224</b>	—	<b>18,390</b>	—
Tax losses and capital allowances utilised from prior periods	—	4,702	—	(38,450)
Others	<b>5,490</b>	(20,907)	<b>1,783</b>	(33,528)
Income tax credit	<b>(16,793)</b>	—	<b>(16,178)</b>	(169,797)

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

## 7. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

	Three months ended 30 April		Nine months ended 30 April	
	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)	2017 S\$ (Unaudited)	2016 S\$ (Unaudited)
Profit/(loss) attributable to owners of the Company (S\$)	<b>10,240</b>	296,416	<b>(79,687)</b>	563,336
Weighted average number of shares in issue	<b>250,000,000</b>	200,000,000	<b>250,000,000</b>	200,000,000
Basic and diluted earnings/(loss) per share (S\$ cents)	<b>0.004</b>	0.148	<b>(0.032)</b>	0.282

The calculation of the basic earnings/(loss) per share is based on the (loss)/profit for the period attributable to owners of the Company and the weighted average number of shares in issue. The number of shares for the purpose of basic earnings per share for the nine months ended 30 April 2016 is based on the assumption that 200,000,000 ordinary shares of the Company are in issue and issuable, comprising an aggregate of 10,000 ordinary shares and 199,990,000 ordinary shares issuable upon capitalisation of share premium, as if the Reorganisation was effective on 1 August 2015.

The diluted earnings/(loss) per share is the same as the basic earnings/(loss) per share as the Group had no potentially dilutive ordinary shares in issue during the nine month ended 30 April 2017 and 2016.

## 8. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the nine months ended 30 April 2017 (2016: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

#### Revenue

The Group's overall unaudited revenue amounted to approximately S\$14,282,000 for the nine months ended 30 April 2017, representing a decrease of approximately S\$3,740,000 or 20.8% as compared with the nine months ended 30 April 2016.

We provide manpower outsourcing services, manpower recruitment services and manpower training services. The decrease in revenue for the nine months ended 30 April 2017 was mainly attributable to decrease in revenue from manpower outsourcing services.

Revenue from manpower outsourcing services is mainly derived from the hotel and resort, food and beverage ("F&B") and retail sectors. The hospitality sector in Singapore has been lackluster, with corporate demand expected to remain soft and leisure demand expected to remain muted. In addition, a few major hotel customers have been undergoing refurbishment since the end of year 2016 and the renovation will take several months to complete. Hence, there was reduced demand for our manpower outsourcing services from the hotel and resort sector.

The store-based retail sector in Singapore had been experiencing tough times. Store-based retailers are facing stiff competition from internet retailers. In addition, domestic spending is weakened by deteriorating market conditions, recent electricity tariff hikes and a general weak consumer sentiment. As a result of these factors, there was lower demand for our services from our customers in the retail and F&B sectors.

Overall, due to uncertain economic conditions, hotel renovation and increased business competition, we have seen a slowdown in the business and hence, lower revenue for the nine months ended 30 April 2017 as compared to the corresponding period in 2016.

#### Gross Profit

As a result of decrease in sales, the Group's gross profit decreased by approximately S\$1,472,000 or 24.6% from approximately S\$5,985,000 for the nine months ended 30 April 2016 to S\$4,513,000 for the nine months ended 30 April 2017.

The overall gross profit margin decreased slightly from approximately 33.2% for the nine months ended 30 April 2016 to approximately 31.6% for the nine months ended 30 April 2017. The gross profit margin for manpower outsourcing services was lower for the nine months ended 30 April 2017 as we had to charge more competitive prices as a result of tougher competitive conditions and challenging economic environment. However, the

lower gross profit margin for manpower outsourcing services was offset by better gross profit margin from manpower training services due to projects with better charge rates for training courses during the period.

### **Other Income and Gains**

Other income and gains increased by approximately S\$112,000 from approximately S\$100,000 for the nine months ended 30 April 2016 to approximately S\$212,000 for the nine months ended 30 April 2017 due to unrealised foreign exchange gain on bank balances denominated in Hong Kong dollars, forfeiture income and income from sale of merchandise.

### **Administrative Expenses**

Administrative expenses increased by approximately S\$761,000 or 19.6% from approximately S\$3,874,000 for the nine months ended 30 April 2016 to approximately S\$4,635,000 for the nine months ended 30 April 2017. The increase was mainly attributable to (i) increase in professional fees of approximately S\$293,000 to ensure ongoing compliance with relevant rules and regulations after listing; (ii) increase in staff costs of approximately S\$296,000 from expansion of manpower outsourcing operations and manpower training teams and slight salary increment to retain key staff in management and the main operational departments; and (iii) depreciation expenses and rental expenses collectively increased approximately S\$151,000 for the nine months ended 30 April 2017.

### **Other Operating Expenses**

The Group's other operating expenses for the nine months ended 30 April 2017 decreased by approximately S\$1,462,000 or 88.8% from approximately S\$1,646,000 for the nine months ended 30 April 2016 to approximately S\$184,000 for the nine months ended 30 April 2017. The decrease was primarily due to listing expenses of approximately S\$1,523,000 incurred during the nine months ended 30 April 2016. Excluding the one-off listing expenses, other operating expenses increased by approximately S\$60,000 for the nine months ended 30 April 2017 which mainly driven by higher transport and travelling as well as entertainment expenses.

### **Finance Costs**

Finance costs decreased by approximately S\$33,000 from approximately S\$39,000 for the nine months ended 30 April 2016 to approximately S\$6,000 for the nine months ended 30 April 2017 due to repayment of banking facilities from the proceeds received from the listing.

**Income Tax Credit**

The Group recorded a tax credit of approximately S\$16,000 for the nine months ended 30 April 2017 mainly due to recognition of deferred tax assets which arose from the excess of tax values over net book values of the plant and equipment and unutilised tax losses from prior periods in certain subsidiaries of our Group.

**Loss for the Period**

Due to the combined effect of the aforesaid factors, we recorded unaudited loss for the period of approximately S\$82,000 for the nine months ended 30 April 2017, representing a decrease of approximately S\$779,000 as compared to the unaudited profit for the nine months ended 30 April 2016.

**Employee Information**

As at 30 April 2017, the Group had an aggregate of 247 employees (2016: 246), comprising of 2 executive Directors (2016: 2), 95 support staff (2016: 100) and 150 full-time deployment staff (2016: 144).

Our Group's remuneration policies are in line with the prevailing market practices and formulated on the basis of job scope and responsibilities. Our employees are also entitled to discretionary bonus which is rewarded on a performance related basis.

Total staff costs, excluding Directors' remuneration, amounted to approximately S\$12,246,000 for the nine months ended 30 April 2017 (2016: S\$13,992,000). Total staff costs included casual labour costs of approximately S\$9,495,000 for the nine months ended 30 April 2017 (2016: S\$11,630,000) which are also included in the cost of services.

**Acquisition of a subsidiary**

On 19 September 2016, the Company acquired 80% of TCC Korea Inc, a private limited liability company incorporated in Republic of Korea which is engaged in the provision of manpower recruitment services, for a cash consideration of S\$87,840.

On 23 November 2016, the Company acquired the remaining 20% of TCC Korea Inc, for a cash consideration of S\$21,888. Following this transaction, TCC Korea Inc becomes a wholly-owned subsidiary.



## BUSINESS REVIEW AND OUTLOOK

2017 will continue be a challenging and difficult year for the Singapore economy. We will continue to see a slowdown of growth and businesses have stagnated. The sluggish economy conditions affect customers' spending and are expected to have an adverse effect on the Group's revenue. In view of onset aggressive price competition for our services, customers' demand would be more elastic and we will have minimal power to increase price. Our profitability may be adversely affected by charging lower price in order to stay competitive. Nonetheless, our Group has always evolved to stay distinctive and relevant, moving with the times and adapting to the change of economic conditions in order to defend our market position and maintain our competitive edge.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 April 2017, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange, were as follows:

#### Long Positions in Ordinary Shares of the Company

Name of Director	Note	Number of shares held, capacity and nature of interest			Percentage of the issued share capital
		Directly beneficially owned	Through controlled corporation	Total	
Mr. Sim Hak Chor	(1)	—	80,000,000	80,000,000	32%

Note:

- (1) Centrex Treasure Holdings Limited is beneficially owned as to approximately 94.89% by Mr. Sim Hak Chor. Under the SFO, Mr. Sim Hak Chor is deemed to be interested in all the shares held by Centrex Treasure Holdings Limited. Details of the interest in the Company held by Centrex Treasure Holdings Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company" below.

### Long Positions in Ordinary Shares of Associated Corporation

<b>Name of Associated Corporation</b>	<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of shares held</b>	<b>Approximate percentage of issued share capital</b>
Centrex Treasure Holdings Limited (Note 1)	Mr. Sim Hak Chor	Beneficial owner	4,826	94.89%
Centrex Treasure Holdings Limited (Note 1)	Ms. Serene Tan	Beneficial owner	109	2.14%

Note:

- 1 Centrex Treasure Holdings Limited is beneficially owned as to approximately 94.89% and 2.14% by Mr. Sim Hak Chor and Ms. Serene Tan respectively.

Save as disclosed above, as at 30 April 2017, none of the Directors and chief executive had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 April 2017, the following interests and short positions of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Name	Number of shares held, capacity and nature of interest			Total	Percentage of the issued share capital
	Directly beneficially owned	Interest of spouse	Through controlled corporation		
Centrex Treasure Holdings Limited	80,000,000	—	—	80,000,000	32%
Mr. Yeung Chun Wai, Anthony	1,000,000 <i>(Note 1)</i>	7,820,000	50,000,000	58,820,000	23.53%
Ms. Lui Lai Yan	7,820,000 <i>(Note 1)</i>	51,000,000	—	58,820,000	23.53%
Rising Elite Global Limited	50,000,000 <i>(Note 2)</i>	—	—	50,000,000	20.00%
Mr. Li Haifeng	50,000,000	—	—	50,000,000	20.00%

Note:

- Ms. Lui Lai Yan is the spouse of Mr. Yeung Chun Wai, Anthony. Ms. Lui Lai Yan is deemed to be interested in all the shares of the Company in which Mr. Yeung Chun Wai, Anthony is interested under Part XV of the SFO.
- Rising Elite Global Limited is beneficially wholly-owned by Mr. Yeung Chun Wai, Anthony. Under the SFO, Mr. Yeung Chun Wai, Anthony is deemed to be interested in all the shares of the Company held by Rising Elite Global Limited.

Save as disclosed above, as at 30 April 2017, the Directors were not aware of any person (other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company or its associated corporations" above) who had an interest or short position in the shares or underlying shares of the Company that was required to be entered in the register of the Company pursuant to section 336 of the SFO.

## **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS**

During the period under review, none of the Directors or the controlling shareholders or their respective associates (as defined in the GEM Listing Rules) of the Company had any interests in any businesses which competed with or might compete with the business of the Group.

## **INTEREST OF THE COMPLIANCE ADVISER**

As notified by the compliance adviser of the Company, Grand Vinco Capital Limited, as at 30 April 2017, save for the compliance adviser agreement dated 4 July 2016 entered into between the Company and Grand Vinco Capital Limited, neither Grand Vinco Capital Limited, its directors, employees and associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period under review.

## **COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

The Board believes that good corporate governance is essential for efficient and effective management of our business to safeguard the interest of our stakeholders and achieve the highest return for our shareholders. The Company's corporate governance practices are based on the principles and code provisions as set out in the Code of Corporate Governance Practices (the "CG Code") in Appendix 15 of the GEM Listing Rules. In the opinion of the Board, the Company has complied with the CG Code during the period under review, except for Code Provision A.2.1 of the CG Code — segregation of the roles of chairman and chief executive officer.

Mr. Sim currently assumes the roles of both chairman and chief executive officer of the Company. The Board believes that the vesting of the roles of chairman and chief executive officer in Mr. Sim is beneficial to the business operations and management of the Group. The Board will review the need of appointing a suitable candidate to assume the role of chief executive officer when necessary.

## **CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings regarding securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). The Company had made specific enquiries with all the Directors and the Company was not aware of any non-compliance with the Required Standard of Dealings during the nine months ended 30 April 2017.

## **DIVIDENDS**

The Directors do not recommend the payment of an interim dividend for the nine months ended 30 April 2017.

## **AUDIT COMMITTEE**

The Group established an audit committee (the "Audit Committee") on 20 June 2016 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph C.3 of the CG Code. The Audit Committee consists of three independent non-executive Directors namely Mr. Tan Eng Ann, Mr. Lim Cheng Hock, Lawrence and Mr. Jong Voon Hoo. Mr. Tan Eng Ann, our Director with the appropriate professional qualifications, serves as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the Group's financial reporting process, internal control and risk management systems, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed the unaudited results for the nine months ended 30 April 2017 and has provided advice and comments thereon.

By order of the Board  
**SingAsia Holdings Limited**  
**Sim Hak Chor**  
*Chairman*

Hong Kong, 14 June 2017

*As at the date of this report, the executive Directors are Mr. Sim Hak Chor, Ms. Serene Tan, Mr. Yeung Chun Sing Standly and Ms. Wang Chunyang; and the independent non-executive Directors are Mr. Tan Eng Ann, Mr. Lim Cheng Hock, Lawrence and Mr. Jong Voon Hoo.*

*This report will remain on the "Latest Company Report" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its publication. This report will also be published on the Company's website at [www.singasia.com.sg](http://www.singasia.com.sg).*