

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **SINGASIA HOLDINGS LIMITED**

**星亞控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8293)**

### **THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 APRIL 2020**

#### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, 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 announcement, 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 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 announcement 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 announcement misleading.*

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

*This announcement will remain on the "Latest Listed Company Information" 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 announcement will also be published on the Company's website at [www.singasia.com.sg](http://www.singasia.com.sg).*

\* For identification purposes only

## HIGHLIGHTS

- The unaudited revenue of the Group amounted to approximately S\$12,946,000 for the nine months ended 30 April 2020, representing a decrease of approximately S\$4,763,000 or 26.9% as compared with the nine months ended 30 April 2019.
- The unaudited other income of the Group was approximately S\$1,532,000 for the nine months ended 30 April 2020, representing an increase of approximately S\$1,393,000 as compared with approximately S\$139,000 for the nine months ended 30 April 2019. It was mainly due to the cash grant received from Jobs Support Scheme introduced by the Singapore Government.
- The unaudited administrative expenses of the Group was approximately S\$5,232,000 for the nine months ended 30 April 2020, representing a decrease of approximately S\$2,032,000 or 28.0% as compared with the nine months ended 30 April 2019. The decrease was mainly due to lower administrative expenses following the closure of the Hong Kong office and cost-savings measures undertaken by the Singapore operation.
- The unaudited loss for the period of the Group was approximately S\$835,000 for the nine months ended 30 April 2020, as compared with the loss of approximately S\$2,774,000 for the nine months ended 30 April 2019.
- Basic and diluted loss per share was S\$0.00059 for the nine months ended 30 April 2020 compared with basic and diluted loss per share of S\$0.00222 for the nine months ended 30 April 2019.
- The Board does not recommend the payment of an interim dividend for the nine months ended 30 April 2020.

### THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the three months and nine months ended 30 April 2020, together with the unaudited comparative figures for the corresponding periods in 2019, as follows:

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

For the three months and nine months ended 30 April 2020

	Notes	Three months ended 30 April		Nine months ended 30 April	
		2020 S\$ (Unaudited)	2019 S\$ (Unaudited)	2020 S\$ (Unaudited)	2019 S\$ (Unaudited)
<b>REVENUE</b>	5	<b>1,292,003</b>	5,504,569	<b>12,945,671</b>	17,708,803
Cost of services		<b>(855,748)</b>	(3,833,815)	<b>(9,710,401)</b>	(12,956,370)
Gross profit		<b>436,255</b>	1,670,754	<b>3,235,270</b>	4,752,433
Other income	6	<b>1,393,500</b>	32,319	<b>1,532,415</b>	139,147
Administrative expenses		<b>(892,600)</b>	(2,227,871)	<b>(5,231,506)</b>	(7,263,770)
Other operating expenses		<b>(132,984)</b>	(61,490)	<b>(313,680)</b>	(326,812)
Finance costs	7	<b>(12,902)</b>	(11,503)	<b>(50,354)</b>	(19,794)
<b>PROFIT/(LOSS) BEFORE TAX</b>	8	<b>791,269</b>	(597,791)	<b>(827,855)</b>	(2,718,796)
Income tax credit/(expense)	9	<b>23,213</b>	(38,966)	<b>(7,480)</b>	(55,619)
<b>PROFIT/(LOSS) FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		<b>814,482</b>	(636,757)	<b>(835,335)</b>	(2,774,415)
<b>OTHER COMPREHENSIVE LOSS</b>					
Items that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations		<b>(962)</b>	(2,486)	<b>(705)</b>	(2,608)
<b>TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		<b>813,520</b>	(639,243)	<b>(836,040)</b>	(2,777,023)
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>					
Basic and diluted	10	<b>0.00054</b>	(0.00051)	<b>(0.00059)</b>	(0.00222)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 April 2020

	Attributable to owners of the Company						Total equity S\$
	Share capital S\$	Share premium S\$	Merger reserve S\$	Other reserve S\$	Exchange reserve S\$	Accumulated losses S\$	
<b>2020</b>							
At 1 August 2019 (audited)	433,000	12,079,017	(2,379,552)	(4,958)	(1,263)	(7,089,761)	3,036,483
Loss for the period	—	—	—	—	—	(835,335)	(835,335)
Other comprehensive loss for the period:							
Exchange differences on translation of foreign operations	—	—	—	—	(705)	—	(705)
Total comprehensive loss for the period	—	—	—	—	(705)	(835,335)	(836,040)
Issue of ordinary shares	86,800	2,170,000	—	—	—	—	2,256,800
Transaction costs attributable to issue of ordinary shares	—	(20,179)	—	—	—	—	(20,179)
At 30 April 2020 (unaudited)	<u>519,800</u>	<u>14,228,838</u>	<u>(2,379,552)</u>	<u>(4,958)</u>	<u>(1,968)</u>	<u>(7,925,096)</u>	<u>4,437,064</u>
<b>2019</b>							
At 1 August 2018 (audited)	433,000	12,079,017	(2,379,552)	(4,958)	1,096	(2,967,520)	7,161,083
Loss for the period	—	—	—	—	—	(2,774,415)	(2,774,415)
Other comprehensive loss for the period:							
Exchange differences on translation of foreign operations	—	—	—	—	(2,608)	—	(2,608)
Total comprehensive loss for the period	—	—	—	—	(2,608)	(2,774,415)	(2,777,023)
At 30 April 2019 (unaudited)	<u>433,000</u>	<u>12,079,017</u>	<u>(2,379,552)</u>	<u>(4,958)</u>	<u>(1,512)</u>	<u>(5,741,935)</u>	<u>4,384,060</u>

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

*For the nine months ended 30 April 2020*

### **1. CORPORATE INFORMATION**

SingAsia Holdings Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands and its shares are listed on GEM of the Stock Exchange on 15 July 2016. The Company’s registered office address is Clifton House, 75 Fort Street, P.O. 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 registered in Hong Kong is Rooms 911-912, 9/F, Wing On Centre, 111 Connaught Road, Central, Hong Kong. The head office and principal place of business of the Group is 211 New Bridge Road, #03-01 Lucky Chinatown, Singapore 059432.

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

- manpower outsourcing
- manpower recruitment
- manpower training

### **2. BASIS OF PREPARATION**

#### **Statement of compliance**

These unaudited condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable IFRSs, International Accounting Standards (“IASs”) and Interpretations promulgated by the International Accounting Standards Board and the applicable disclosure requirements of the Companies Ordinance. These unaudited condensed consolidated financial statements also comply with the applicable disclosure requirements of the GEM Listing Rules.

## **Basis of preparation**

These unaudited condensed consolidated financial statements have been prepared under the historical cost convention. These unaudited condensed consolidated financial statements are presented in Singapore dollars (“S\$”) except when otherwise indicated. The unaudited condensed financial statements should be read in conjunction with the audited consolidated financial statement for the year ended 31 July 2019.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 input are inputs, other than quoted prices included within Level 1, that are observable for the asset and liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the consolidated financial statements for the year ended 31 July 2019, except for the adoption of the new/revised IFRSs that are relevant to the Group and effective from the current accounting period.

### 3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

During the nine months ended 30 April 2020, the Group has applied, for the first time, the following new and amendments to the IFRSs issued by the International Accounting Standards Board (the “IASB”), which are effective for the Group’s financial period beginning on or after 1 August 2019 for the preparation of the Group’s unaudited condensed consolidated financial statements:

IAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
IAS 28 (Amendments)	Long-term interests in Associates and Joint Ventures
IFRS (Amendments)	Annual Improvements to IFRSs 2015–2017 Cycle
IFRS 9 (Amendments)	Prepayment Features with Negative Compensation
IFRS 16	Leases
IFRIC-Int 23	Uncertainty over Income Tax Treatments

Except as described below, the application of the new and amendments to IFRSs in the current period has no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

#### **IFRS 16 Leases**

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 Leases and the related interpretations. IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets. Prior to adoption of IFRS 16, the commitments under operating leases for future periods were not recognised by the Group as liabilities. Operating leases expenses were recognised in the consolidated statement of comprehensive income over the lease period on a straight-line basis. Upon adoption of IFRS 16, the Group recognised and measured a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use assets for these leases. The interest expense on the lease liability and depreciation on the right-of-use assets will be recognised in profit or loss. The Group elected the retrospective approach with the cumulative effect recognised at the date of initial application, 1 August 2019.

#### 4. 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 2020 and 2019, revenue is mainly derived from the Group's operations in Singapore.

#### 5. REVENUE

	Three months ended		Nine months ended	
	30 April		30 April	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Revenue from contract with customers recognised at a point in time</b>				
Manpower outsourcing	<b>1,272,411</b>	5,303,408	<b>12,676,592</b>	17,107,991
Manpower recruitment	<b>11,377</b>	156,492	<b>204,245</b>	385,968
Manpower training	<b>8,215</b>	44,669	<b>64,834</b>	214,844
	<b><u>1,292,003</u></b>	<u>5,504,569</u>	<b><u>12,945,671</u></b>	<u>17,708,803</u>

#### 6. OTHER INCOME

	Three months ended		Nine months ended	
	30 April		30 April	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Government grants	<b>1,376,067</b>	14,070	<b>1,379,427</b>	16,860
Sundry income	<b>4,194</b>	14,068	<b>37,645</b>	39,367
Foreign exchange gain (loss), net	<b>7,445</b>	(13,722)	<b>17,822</b>	10,808
Forfeiture income	<b>5,200</b>	12,725	<b>32,200</b>	43,400
Sale of merchandise	<b>594</b>	5,177	<b>14,386</b>	28,694
Interest income	<b>—</b>	1	<b>50,935</b>	18
	<b><u>1,393,500</u></b>	<u>32,319</u>	<b><u>1,532,415</u></b>	<u>139,147</u>



## 7. FINANCE COSTS

	Three months ended		Nine months ended	
	30 April		30 April	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Interest expense on:				
— bank borrowings	5,415	—	10,616	—
— other loans	2,561	11,503	23,310	19,794
— lease liabilities	4,926	—	16,428	—
	<u>12,902</u>	<u>11,503</u>	<u>50,354</u>	<u>19,794</u>

## 8. PROFIT/(LOSS) BEFORE TAX

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

	Three months ended		Nine months ended	
	30 April		30 April	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Cost of services	855,748	3,833,815	9,710,401	12,956,370
Depreciation	168,019	124,561	512,662	430,367
Employee benefit expenses (excluding directors' remuneration):				
— Salaries and bonuses	1,097,568	4,100,139	9,973,173	14,101,690
— Contributions to defined contribution plans	122,571	380,804	1,081,667	1,367,903
— Foreign Worker Levy	(11,298)	358,961	629,635	976,257
— Other short-term benefits	10,865	41,726	65,481	110,506
Reversal of provision for impairment of trade receivables	—	—	—	(835)
	<u>—</u>	<u>—</u>	<u>—</u>	<u>(835)</u>

For the nine months ended 30 April 2020, cost of services includes S\$8,187,309 (2019: S\$10,894,088) related to salaries and bonuses, S\$877,955 (2019: S\$1,075,548) related to contributions to defined contribution plans and S\$565,693 (2019: S\$849,691) related to foreign worker levy, which amounts are also included in the respective total amounts disclosed separately above.

For the three months ended 30 April 2020, cost of services includes S\$768,771 (2019: S\$3,194,405) related to salaries and bonuses, S\$64,690 (2019: S\$282,021) related to contributions to defined contribution plans and S\$nil (2019: S\$316,920) related to foreign worker levy, which amounts are also included in the respective total amounts disclosed separately above.

## 9. INCOME TAX (CREDIT)/EXPENSE

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.

No Hong Kong Profits Tax has been provided since no assessable profit arose in Hong Kong for the periods ended 30 April 2020 and 2019.

Singapore Corporate Income Tax has been provided at the rate of 17% (2019: 17%) on the chargeable income arising in Singapore during the period after offsetting any tax losses brought forward.

	Three months ended 30 April		Nine months ended 30 April	
	2020	2019	2020	2019
	S\$	S\$	S\$	S\$
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current income tax:				
(Credit)/charge for the period	<b>(4,314)</b>	59,226	<b>10,381</b>	105,710
Over provision in respect of prior periods	<b>(18,899)</b>	—	<b>(2,901)</b>	(3,102)
Deferred income tax:				
Credit for the period	—	(20,260)	—	(46,989)
Total tax (credit)/expense for the period	<b><u>(23,213)</u></b>	<u>38,966</u>	<b><u>7,480</u></b>	<u>55,619</u>

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

	Three months ended 30 April		Nine months ended 30 April	
	2020 (Unaudited)	2019 (Unaudited)	2020 (Unaudited)	2019 (Unaudited)
Profit/(loss) attributable to owners of the Company (\$)	<b>814,482</b>	(636,757)	<b>(835,335)</b>	(2,774,415)
Weighted average number of shares in issue	<u><b>1,500,000,000</b></u>	<u>1,250,000,000</u>	<u><b>1,422,445,256</b></u>	<u>1,250,000,000</u>
Basic and diluted earnings/(loss) per share (\$)	<u><b>0.00054</b></u>	<u>(0.00051)</u>	<u><b>(0.00059)</b></u>	<u>(0.00222)</u>

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 months and three months ended 30 April 2020 and 2019.

## 11. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the nine months ended 30 April 2020 (2019: Nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FINANCIAL REVIEW**

#### **REVENUE**

The Group's revenue comprised of revenue from our manpower outsourcing, manpower recruitment and manpower training services in Singapore. The Group's revenue decreased from approximately S\$17,709,000 for the nine months ended 30 April 2019 to approximately S\$12,946,000 for the nine months ended 30 April 2020.

The Group's revenue from all three business segments decreased during the nine months ended 30 April 2020. The Group's revenue decreased by approximately S\$4,763,000 or 26.9% for the nine months ended 30 April 2020. The revenue from manpower outsourcing services decreased significantly from approximately S\$17,108,000 for the nine months ended 30 April 2019 to approximately S\$12,677,000 for the nine months ended 30 April 2020. Our clients from manpower outsourcing services are mostly from hospitality sector which is one of the industries that is most affected by the COVID-19 pandemic.

#### **Gross profit**

The Group's overall gross profit decreased by approximately S\$1,517,000 from approximately S\$4,752,000 for the nine months ended 30 April 2019 to approximately S\$3,235,000 for the nine months ended 30 April 2020, in line with decrease in revenue from all three business segments. The decrease in gross profit is also attributable to increased labour costs and lower prices in order to stay competitive for our manpower outsourcing services.

#### **Other income**

Other income was approximately S\$1,532,000 for the nine months ended 30 April 2020 as compared to approximately S\$139,000 for the nine months ended 30 April 2019. It was mainly due to cash grant received under Jobs Support Scheme introduced by the Singapore Government to help businesses to retain their local employees and to provide cash flow support due to the impact of COVID-19 pandemic.

#### **Administrative expenses**

Administrative expenses decreased from approximately S\$7,264,000 for the nine months ended 30 April 2019 to approximately S\$5,232,000 for the nine months ended 30 April 2020. The decrease was mainly due to (i) decrease in administrative expenses of approximately S\$2,719,000 following the closure of the Hong Kong office, (ii) decrease in staff costs of approximately S\$582,000 as the Singapore operations embarked on cost-savings measures in response to the outbreak of the COVID-19 virus, and (iii) offsetted by increase of approximately S\$1,336,000 in professional fees and early termination penalties arising from the closure of the Hong Kong office.

## **Other operating expenses**

Other operating expenses decreased by approximately S\$13,000 from approximately S\$327,000 for the nine months ended 30 April 2019 to approximately S\$314,000 for the nine months ended 30 April 2020. The decrease was mainly due to lower business development expenses following the closure of the Hong Kong office.

## **Finance costs**

Finance costs increased from approximately S\$20,000 for the nine months ended 30 April 2019 to approximately S\$50,000 for the nine months ended 30 April 2020. The increase was mainly due to interest incurred on factoring loans and lease liabilities upon adoption of IFRS 16.

## **Loss for the period**

Due to the combined effect of the aforesaid factors, the Group recorded a loss of approximately S\$835,000 for the nine months ended 30 April 2020.

## **Employee information**

As at 30 April 2020, the Group had an aggregate of 107 employees (2019: 310), comprising of 2 executive Directors (2019: 4), 56 support staff (2019: 111) and 49 full time deployment staff (2019: 195). Our employees are remunerated according to their job scope and responsibilities. The Group offered attractive remuneration package in order to attract and retain high quality staff. Our employees are also entitled to discretionary bonus depending on their respective performance. Our foreign workers are employed on contractual basis and are remunerated according to their work skills.

## **Capital structure**

The shares of the Company are listed on GEM of the Stock Exchange. The Company's share capital comprises of ordinary shares. As at 30 April 2020, the Company's issued share capital was HK\$3,000,000 (equivalent to S\$519,800) and the number of its issued ordinary shares was 1,500,000,000 shares of HK\$0.002 each.

## **BUSINESS REVIEW AND OUTLOOK**

As at 30 April 2020, the Group recorded a net loss of approximately S\$835,000. It is mainly attributable to lower revenue and partially offset by higher other income and lower operating expenses.

Our clients are mainly in the hospitality sector which is one of the most affected industries resulting from COVID-19 pandemic. We foresee the global economic slowdown from the COVID-19 pandemic to adversely affect our business. We expect the Group's revenue to continue to decline in the next few quarters due to lockdowns and travel restrictions imposed as part of COVID-19 measures. The Group will continue to manage its expenditures and look for other business opportunities to cope with the current unfavorable market conditions in a cautious and prudent manner.

## CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 30 April 2020, 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 (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors referred to in Rule 5.48 to Rule 5.67 of the GEM Listing Rules, were as follows:

#### Long positions in ordinary shares of the Company

Name of Director	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 ( <i>Note</i> )	—	399,990,000	399,990,000	26.67%

*Note:* 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

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

*Note:* 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 2020, 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 that was 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 or short positions which they were taken or deemed to have under such provisions of the SFO); or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors referred to in Rule 5.48 to Rule 5.67 of the GEM Listing Rules.

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

As at 30 April 2020, the following interests and short positions of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

<b>Name</b>	<b>Number of shares directly beneficially owned</b>	<b>Percentage of issued share capital</b>
Centrex Treasure Holdings Limited	399,990,000	26.67%
Eden Publishing Pte. Ltd.	250,000,000	16.67%

Save as disclosed above, as at 30 April 2020, the Directors are not aware of any other person, other than the Directors and chief executive of the Company, whose interests are set out in the section headed “Directors’ and chief executive’s interests and short positions in shares and underlying shares and debentures of the Company or its associated corporations” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO, or to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO.

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

During the period under review, as far as the Directors are aware of, 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.

## **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.

## **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 each of them had confirmed his/her compliance with the Required Standard of Dealings during the nine months ended 30 April 2020.

## **CORPORATE GOVERNANCE CODE**

The Company has complied with the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 15 of the GEM Listing Rules except the following:

Code Provision A.2.1 of the CG Code states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Sim Hak Chor (“Mr. Sim”) is the chairman of the Board. Mr. Sim is also the executive Director who is responsible for managing the businesses of the Group, implementing major strategies and making day-to-day decisions for business operations, and is therefore the chief executive officer of the Company for the purpose of the GEM Listing Rules.



In view of Mr. Sim being the founder of the Group and that he has been responsible for the overall management, strategic planning and business development of the Group since 2004, the Board believes that it is in the best interest of the Group to have Mr. Sim taking up both roles for effective management and business development. The Board considers that the balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and qualified individuals, with three of them being independent non-executive Directors. Accordingly, the Company has not segregated the roles of its chairman and chief executive officer as required by Code Provision A.2.1.

## **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS**

Neither a Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, the holding company of the Company, or any of the Company's subsidiaries was a party at any time during or at the end of the period under review.

## **DIVIDENDS**

The Board does not recommend the payment of an interim dividend for the nine months ended 30 April 2020.

## **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 to 5.23 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. Lim Cheng Hock, Lawrence, Mr. Jong Voon Hoo and Mr. Lim Wee Pin. Mr. Lim Wee Pin, the 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 system, risk management and internal control systems, to oversee the audit process, to review the Group's financial reports and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the nine months ended 30 April 2020 and has provided advice and comments thereon.

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

Hong Kong, 12 June 2020

*As at the date of this announcement, the executive Directors are Mr. Sim Hak Chor and Ms. Serene Tan; and the independent non-executive Directors are Mr. Lim Cheng Hock, Lawrence, Mr. Jong Voon Hoo and Mr. Lim Wee Pin.*