



SINGASIA
Holdings Limited

星亞控股有限公司*

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

2023

**THIRD QUARTERLY
REPORT**



* For identification purpose only.

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 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 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.

This report will remain on the “Latest Listed Company Announcements” page of the website of the Stock Exchange at www.hkexnews.hk 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.

HIGHLIGHTS

- The unaudited revenue of the Company and its subsidiaries (collectively the “**Group**”) amounted to approximately S\$14,231,000 for the nine months ended 30 April 2023, representing an increase of approximately S\$7,836,000 as compared with the nine months ended 30 April 2022.
- The unaudited loss for the period of the Group was approximately S\$140,000 for the nine months ended 30 April 2023, as compared with the loss of approximately S\$1,344,000 for the nine months ended 30 April 2022.
- The Board does not recommend the payment of a dividend for the nine months ended 30 April 2023.

THIRD QUARTERLY RESULTS

The board (the “**Board**”) of Directors hereby announces the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 April 2023, together with the unaudited comparative figures for the corresponding periods in 2022, as follows:

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

For the three months and nine months ended 30 April 2023

	Notes	Three months ended 30 April		Nine months ended 30 April	
		2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
REVENUE	5	4,051,654	2,139,046	14,230,515	6,395,395
Cost of services		(2,975,268)	(1,666,817)	(10,936,642)	(4,950,316)
Gross profit		1,076,386	472,229	3,293,873	1,445,079
Other income	6	559,834	151,436	745,405	218,156
Allowance for expected credit loss in respect of trade receivables, contract assets, deposits and other receivables, net		(4,492)	(196)	(10,485)	(616)
Administrative expenses		(1,670,209)	(931,809)	(3,891,428)	(2,811,635)
Other operating expenses		8,823	(81,306)	(79,136)	(144,126)
Finance costs	7	(25,607)	(15,880)	(71,708)	(51,299)
Share of result of an associate		14,397	-	(28,792)	-
LOSS BEFORE TAX	8	(40,868)	(405,526)	(42,271)	(1,344,441)
Income tax (expense)/credit	9	(67,224)	-	(97,381)	278
LOSS FOR THE PERIOD		(108,092)	(405,526)	(139,652)	(1,344,163)
OTHER COMPREHENSIVE LOSS <i>Items that may be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of foreign operations		(2,268)	(657)	(80,588)	(658)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(110,360)	(406,183)	(220,240)	(1,344,821)

	Notes	Three months ended 30 April		Nine months ended 30 April	
		2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
LOSS FOR THE PERIOD					
ATTRIBUTABLE TO:					
Owners of the Company		(108,092)	(405,526)	(139,652)	(1,343,118)
Non-controlling interests		-	-	-	(1,045)
		(108,092)	(405,526)	(139,652)	(1,344,163)
TOTAL COMPREHENSIVE LOSS					
FOR THE PERIOD					
ATTRIBUTABLE TO:					
Owners of the Company		(110,360)	(406,183)	(220,240)	(1,343,776)
Non-controlling interests		-	-	-	(1,045)
		(110,360)	(406,183)	(220,240)	(1,344,821)
LOSS PER SHARE ATTRIBUTABLE					
TO OWNERS OF THE COMPANY					
Basic and diluted (Singapore cents)	10	(0.006)	(0.027)	(0.008)	(0.090)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 April 2023

	Attributable to owners of the Company					Total	Non-controlling interests	Total equity
	Share capital	Share premium	Merger reserve	Exchange reserve	Accumulated losses			
	S\$	S\$	S\$	S\$	S\$	S\$	S\$	
2023								
At 1 August 2022 (audited)	626,240	16,138,803	(2,379,552)	(21,332)	(11,090,750)	3,273,409	(198)	3,273,211
Loss for the period	-	-	-	-	(139,652)	(139,652)	-	(139,652)
Other comprehensive loss for the period:								
- Exchange differences on translation of foreign operations	-	-	-	(80,588)	-	(80,588)	-	(80,588)
Total comprehensive loss for the period	-	-	-	(80,588)	(139,652)	(220,240)	-	(220,240)
At 30 April 2023 (unaudited)	626,240	16,138,803	(2,379,552)	(101,920)	(11,230,402)	3,053,169	(198)	(3,052,971)
2022								
At 1 August 2021 (audited)	519,800	14,228,837	(2,379,552)	47	(9,374,303)	2,994,829	-	2,994,829
Loss for the period	-	-	-	-	(1,343,118)	(1,343,118)	(1,045)	(1,344,163)
Other comprehensive loss for the period:								
- Exchange differences on translation of foreign operations	-	-	-	(658)	-	(658)	-	(658)
Total comprehensive loss for the period	-	-	-	(658)	(1,343,118)	(1,343,776)	(1,045)	(1,344,821)
Non-controlling interests arising from the acquisition of a subsidiary	-	-	-	-	-	-	847	847
At 30 April 2022 (unaudited)	519,800	14,228,837	(2,379,552)	(611)	(10,717,421)	1,651,053	(198)	1,650,855

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 April 2023

1. CORPORATE INFORMATION

SingAsia Holdings Limited (the “**Company**”) is an exempted company with limited liability incorporated in the Cayman Islands and its shares were listed on GEM of the Stock Exchange on 15 July 2016. The Company’s registered office address is Windward 3, Regatta Office Park, 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 Unit 912, 9/F, Two Harbourfront, 22 Tak Fung Street, Hunghom, Kowloon, Hong Kong. The head office and principal place of business of the Group in Singapore is 60 Paya Lebar Road, #12–29 Paya Lebar Square, Singapore 409051.

The Company is an investment holding company. The Group is principally involved in the provision of manpower outsourcing and manpower recruitment services.

2. BASIS OF PREPARATION

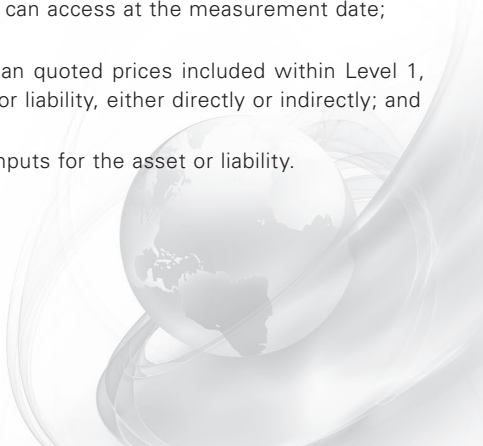
These unaudited condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”), which collective term includes all applicable IFRSs, International Accounting Standards (“**IASs**”) and Interpretations promulgated by the International Accounting Standards Board and the applicable disclosure requirements of the Companies Ordinance. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

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\$**”), which is the functional currency of the Company, except when otherwise indicated. The unaudited condensed financial statements should be read in conjunction with the audited consolidated financial statements for the year ended 31 July 2022.

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 unaudited condensed 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 accounted for in accordance with IFRS 16, 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 or liability, either directly or indirectly; and
 - Level 3 inputs are unobservable inputs for the asset or liability.
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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 2022, 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 2023, the Group has adopted all the new and revised 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 2022. The adoption of these new and revised IFRSs did not have any significant effect on the unaudited condensed consolidated financial statements.

4. SEGMENT INFORMATION

Segment information

Information reported internally to the Group’s management for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group is principally engaged in provision of manpower outsourcing and manpower recruitment services.

Accordingly, the Group does not present separately segment information. No analysis of the Group’s results by type of works nor assets and liabilities is regularly provided to the Group’s management for review. In addition, all of the Group’s revenue is generated in Singapore and the Group’s assets and liabilities are mainly located in Singapore. Accordingly, no business or geographical segment information is presented.

Geographical information

The Group principally operates in Singapore, also the place of domicile. All revenue are derived from Singapore based on the location of services delivered and the Group's property, plant and equipment are all located in Singapore.

Information about major customers

For the nine months ended 30 April 2023, revenue of S\$5,321,260 (2022: S\$4,039,000) was derived from the provision of manpower services to our customers who individually contributed over 10% of the Group's total revenue.

5. REVENUE

	Three months ended 30 April		Nine months ended 30 April	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Revenue from contract with customers				
Manpower outsourcing	4,024,544	2,091,715	14,128,136	6,329,224
Manpower recruitment	27,110	47,331	102,379	66,171
	4,051,654	2,139,046	14,230,515	6,395,395

6. OTHER INCOME

	Three months ended 30 April		Nine months ended 30 April	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Government grants (Note)	525,814	130,585	629,760	178,457
Sundry income	24,067	13,307	88,460	28,426
Forfeiture income	5,375	4,200	22,525	7,700
Sale of merchandise	4,578	3,344	4,660	3,573
	559,834	151,436	745,405	218,156

Note: The government grants recognised during the period mainly represent Jobs Growth Incentive and other wage support programs from the Singapore government.

7. FINANCE COSTS

	Three months ended 30 April		Nine months ended 30 April	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Interest expense on:				
– bank borrowings	20,985	12,047	54,158	40,429
– lease liabilities	4,622	3,833	17,550	10,870
	25,607	15,880	71,708	51,299

8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	Three months ended 30 April		Nine months ended 30 April	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Cost of services	2,975,268	1,666,817	10,936,642	4,950,316
Depreciation of property, plant and equipment	9,576	41,507	38,607	140,466
Depreciation of right-of-use assets	98,767	104,750	310,299	358,652
Net allowance for expected credit losses in respect of trade receivables, contract assets, deposits and other receivables	4,492	196	10,485	616
Employee benefit expenses (excluding directors' remuneration):				
– Salaries and bonuses	3,814,170	1,741,869	12,136,940	5,277,258
– Contributions to defined contribution plans	188,579	164,182	583,653	598,377
– Foreign Worker Levy	128,132	56,740	357,899	165,142
– Other short-term benefits	14,206	8,211	32,446	24,070

For the nine months ended 30 April 2023, cost of services includes S\$10,209,675 (2022: S\$4,321,002) related to salaries and bonuses, S\$408,336 (2022: S\$481,280) related to contributions to defined contribution plans and S\$315,849 (2022: S\$144,972) 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 entities of the Group are domiciled and operated.

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

The Group considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. No Hong Kong Profits Tax has been provided since no assessable profit arose in Hong Kong for the nine months ended 30 April 2023 and 2022.

Singapore Corporate Income Tax has been provided at the rate of 17% (2022: 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	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Current income tax:				
Over provision in respect of prior periods	-	-	-	(278)
Tax expenses for the period	67,224	-	97,381	-
Total tax expense/(credit) for the period	67,224	-	97,381	(278)

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

	Three months ended 30 April		Nine months ended 30 April	
	2023 (Unaudited)	2022 (Unaudited)	2023 (Unaudited)	2022 (Unaudited)
Loss attributable to owners of the Company (S\$)	(108,092)	(405,526)	(139,652)	(1,343,118)
Weighted average number of shares in issue	1,800,000,000	1,500,000,000	1,800,000,000	1,500,000,000
Basic and diluted loss per share (Singapore cents)	(0.006)	(0.027)	(0.008)	(0.090)

The diluted loss per share is the same as the basic loss per share as the Group had no potentially dilutive ordinary shares in issue during the nine months and three months ended 30 April 2023 and 2022.

11. DIVIDENDS

The Board does not recommend the payment of a dividend for the nine months ended 30 April 2023 (2022: Nil).



12. RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

(a) Transaction with related parties and connected party

	Three months ended 30 April		Nine months ended 30 April	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Manpower outsourcing services income from				
– The Dim Sum Place Pte. Ltd. (“ Dim Sum Place ”)	9,720	–	13,696	–
– G7 Sin Ma Live Seafood Restaurant Pte. Ltd (“ G7 ”)	–	–	–	606

Note: Dim Sum Place and G7 were ultimately owned by Mr. Sim Hak Chor who was an executive director of the Company until 28 December 2022. As a result, these companies became connected persons to the Company under Chapter 20 of the GEM Listing Rules. These transactions constituted connected transactions but were exempt from the reporting and announcement requirements under Chapter 20 of the GEM Listing Rules as de minimis transactions.

(b) Compensation of Key Management Personnel

	Three months ended 30 April		Nine months ended 30 April	
	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)	2023 S\$ (Unaudited)	2022 S\$ (Unaudited)
Salaries and bonuses	198,669	279,177	837,690	777,673
Contributions to defined contribution plans	14,986	17,558	49,833	53,081
	213,655	296,735	887,523	830,754

The remuneration of executive directors and key executives of the Group is determined by having regard to the performance of individuals of the Group and market trends.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group's revenue for the nine months ended 30 April 2023 was mainly generated from manpower outsourcing and manpower recruitment services. The Group's revenue increased by approximately S\$7,836,000 from approximately S\$6,395,000 for the nine months ended 30 April 2022 to approximately S\$14,231,000 for the nine months ended 30 April 2023. It was mainly attributable to increase in Group's revenue from manpower outsourcing services.

The revenue from manpower outsourcing services increased by approximately S\$7,799,000 or 123.2% from approximately S\$6,329,000 for the nine months ended 30 April 2022 to approximately S\$14,128,000 for the nine months ended 30 April 2023. It was mainly due to increase in demand from our existing and new customers.

Gross profit

The Group's overall gross profit increased from approximately S\$1,445,000 for the nine months ended 30 April 2022 to approximately S\$3,294,000 for the nine months ended 30 April 2023. The increase was in line with the increase in Group's revenue.

Other income

Other income increased by approximately S\$527,000 from approximately S\$218,000 for the nine months ended 30 April 2022 to approximately S\$745,000 for the nine months ended 30 April 2023. It was mainly due to higher grants from Jobs Growth Incentive and other wage support programs received during the nine months ended 30 April 2023.

Administrative expenses

Administrative expenses increased by approximately S\$1,079,000 from approximately S\$2,812,000 for the nine months ended 30 April 2022 to approximately S\$3,891,000 for the nine months ended 30 April 2023. It was mainly due to increase in staff costs during the nine months ended 30 April 2023.

Other operating expenses

Other operating expenses decreased by approximately S\$65,000 from approximately S\$144,000 for the nine months ended 30 April 2022 to approximately S\$79,000 for the nine months ended 30 April 2023. It was mainly due to a drop in relocation expenses during the nine months ended 30 April 2023.

Loss for the period

Due to the combined effect of the aforesaid factors, the Group recorded an unaudited loss of approximately S\$140,000 for the nine months ended 30 April 2023.

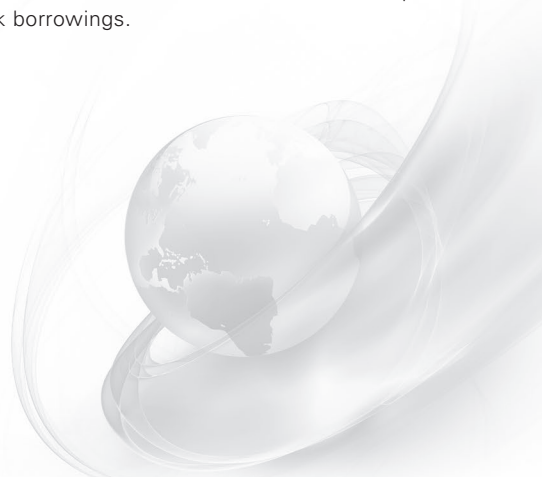
Employee information

As at 30 April 2023, the Group had an aggregate of 124 employees (2022: 103), comprising of 1 executive Director (2022: 3), 24 support staff (2022: 27), and 99 full-time deployment staff (2022: 73).

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.

Liquidity and financial resources

As at 30 April 2023, the Group had cash and cash equivalents of approximately S\$2,232,000 (31 July 2022: approximately S\$271,000) which were placed with major banks in Singapore. For the nine months ended 30 April 2023, cash and cash equivalents increased by approximately S\$1,961,000 as compared to the balance at 31 July 2022. The increase is mainly due to the net effect of (i) net cash inflows from the Group's operating activities; and (ii) proceed from bank borrowings.



Capital structure

As at 30 April 2023, the Company's issued share capital was HK\$3,600,000 (equivalent to S\$626,240) and the number of its issued ordinary shares was 1,800,000,000 of HK\$0.002 each.

BUSINESS REVIEW AND OUTLOOK

The Group is a one-stop workforce solutions provider for companies and organisations looking to streamline their operations in the hotel and resort, retail, food and beverage (“**F&B**”) sectors and other sectors outside the hospitality industry.

The Group's revenue improved significantly from approximately S\$6,395,000 for the nine months ended 30 April 2022 to approximately S\$14,231,000 for the nine months ended 30 April 2023. The increase was mainly attributed from the revenue from manpower outsourcing services due to a stronger demand for our manpower outsourcing services.

Looking ahead, the Group will continue to deepen its relationships with existing customers and seek new business opportunities with new customers. The Group will also proactively seek opportunities to expand our market share and implement new business strategies to remain competitive in the market to enhance value to our shareholders.

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 2023, none of the Directors nor chief executives of the Company has registered the interests and short positions 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 5.46 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 2023, 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.

Long positions in the Shares and Underlying Shares

Name	Number of shares held, capacity and nature of interest			Approximate percentage of the issued share capital
	Directly beneficially owned	Through controlled corporation	Total	
Irregular Consulting Limited	228,665,000 (Note)	–	228,665,000	12.70%
Wee Yu-Chih	–	228,665,000 (Note)	228,665,000	12.70%

Note: Irregular Consulting Limited is beneficially wholly-owned by Wee Yu-Chih. Under the SFO, Wee Yu-Chih is deemed to be interested in all the shares of the Company held by Irregular Consulting Limited.

Save as disclosed above, as at 30 April 2023, 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, 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.



COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders (as defined in the GEM Listing Rules) of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that competed or may compete, either directly or indirectly, with the business of the Group, or of any other conflicts of interest which any such person has or may have with the Group during the period under review.

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.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings regarding securities transactions by the Directors as set out in Rules 5.46 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 period under review.

CORPORATE GOVERNANCE CODE

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (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 the following:

Code Provision C.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. Lam Chun Yip (“**Mr. Lam**”) is the chairman of the Board (the “**Chairman**”) and the chief executive of the Company (the “**CEO**”). Mr. Lam is also the executive Director who is primarily responsible for providing leadership to the Board, directing the Group's business development strategies and supervising the overall operation of the Group. The Board believes that with the support of the management and the Board, vesting the roles of both the Chairman and the CEO in Mr. Lam, who has extensive experience in system technology, specializing in management, financial R&D and human resources management, can facilitate the execution of the Group's business strategies and enhance operational effectiveness and efficiency. In addition, the Board is also supervised by sufficient independent non-executive Directors. The Board considers that the present structure adequately ensures the balance of power and authority between the Board and the management of the Group, as the Board assumes collective responsibility on the decision-making process of the Company's business strategies and operation. Accordingly, the Company has not segregated the roles of the Chairman and the CEO as required by Code Provision C.2.1.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save for disclosed elsewhere in this third quarterly result, no transaction, arrangement or contract of significance to which the Company, or any of the Company's subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at any time during or at the end of the period under review.

SHARE OPTION SCHEME

A share option scheme (the “**Share Option Scheme**”) was adopted at the extraordinary general meeting of the Company on 14 June 2018. No share option was granted, lapsed, exercised or cancelled by the Company under the Share Option Scheme during the nine months ended 30 April 2023 and there was no outstanding share option as at the date of this report.

DIVIDENDS

The Board does not recommend the payment of a dividend for the nine months ended 30 April 2023.



EVENTS AFTER THE REPORTING PERIOD

There was no significant event after the nine months ended 30 April 2023 and up to the date of this report.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENT

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 5.33 of the GEM Listing Rules and Code Provision D.3.3 of the CG Code. The Audit Committee consists of three independent non-executive Directors namely Mr. Jong Voon Hoo, Mr. Chai Ming Hui and Mr. Lin Jian Feng. Mr. Jong Voon Hoo, who has appropriate professional qualifications, serves as the chairman of the Audit Committee.

The primary duties of the Audit Committee are, among others, 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 2023 and has provided advice and comments thereon.

By order of the Board
SingAsia Holdings Limited
Lam Chun Yip
Chairman

Hong Kong, 12 June 2023

As at the date of this report, the executive Director is Mr. Lam Chun Yip; and the independent non-executive Directors are Mr. Jong Voon Hoo, Mr. Chai Ming Hui and Mr. Lin Jian Feng.