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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in SingAsia Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**SINGASIA HOLDINGS LIMITED**

**星亞控股有限公司\***

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

**(Stock Code: 8293)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 1 September 2023 at 3:00 p.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is enclosed. Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed (i.e. Wednesday, 30 August 2023 at 3:00 p.m.) for the EGM or the adjourned meeting (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 circular 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 circular misleading.

*This circular will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at [www.singasia.com.sg](http://www.singasia.com.sg).*

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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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.

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“business day(s)”	any day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Company”	SingAsia Holdings Limited (星亞控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code : 8293)
“Consolidated Share(s)”	ordinary share(s) of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of the Company prior to the Share Consolidation becoming effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Share Option(s)”	the option(s) to subscribe for new Shares granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 14 June 2018
“Share Consolidation”	the proposed consolidation of every twenty-five (25) Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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*The expected timetable for implementation of the Share Consolidation is set out below:*

**2023**

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .	4:00 p.m. on Monday, 28 August
Closure of register of members for determining the entitlement to attend and vote at the EGM (both days inclusive) . . . . .	Tuesday, 29 August to Friday, 1 September
Latest date and time for lodging forms of proxy for the EGM . . . . .	3:00 p.m. on Wednesday, 30 August
Expected date and time of the EGM . . . . .	3:00 p.m. on Friday, 1 September
Announcement of voting results of the EGM . . . . .	Friday, 1 September
Effective date of the Share Consolidation . . . . .	Tuesday, 5 September
First day for free exchange of existing share certificates for new share certificates of the Consolidated Shares . . . . .	Tuesday, 5 September
Dealings in the Consolidated Shares commence . . . . .	9:00 a.m. on Tuesday, 5 September
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates in red colour) temporarily closes . . . . .	9:00 a.m. on Tuesday, 5 September
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates in red colour) opens . . . . .	9:00 a.m. on Tuesday, 5 September

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## EXPECTED TIMETABLE

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2023

Original counter for trading in the Consolidated Shares  
in board lots of 5,000 Consolidated Shares  
(in the form of new share certificates in blue colour)  
re-opens . . . . . 9:00 a.m. on  
Tuesday, 19 September

Parallel trading in the Consolidated Shares  
(in the form of new share certificates in blue colour  
and existing share certificates in red colour) commences . . . . . 9:00 a.m. on  
Tuesday, 19 September

Designated broker starts to stand in the market to provide  
matching services for the sale and purchase of  
odd lots of the Consolidated Shares . . . . . 9:00 a.m. on  
Tuesday, 19 September

Designated broker ceases to stand in the market to provide  
matching services for sale and purchase of  
odd lots of the Consolidated Shares . . . . . 4:00 p.m. on  
Tuesday, 10 October

Temporary counter for trading in the Consolidated Shares  
in board lots of 200 Consolidated Shares  
(in the form of existing share certificates in red colour)  
closes . . . . . 4:10 p.m. on  
Tuesday, 10 October

Parallel trading in Consolidated Shares  
(in the form of new share certificates in blue colour  
and existing share certificates in red colour) ends . . . . . 4:10 p.m. on  
Tuesday, 10 October

Last day for free exchange of existing share certificates  
for the new share certificates of the Consolidated Shares . . . . . 4:00 p.m. on  
Thursday, 12 October

The expected timetable set out above is indicative only and may be subject to change. All times and dates in this circular refer to Hong Kong local times and dates. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

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LETTER FROM THE BOARD

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**SINGASIA HOLDINGS LIMITED**

**星亞控股有限公司\***

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

**(Stock Code: 8293)**

*Executive Directors:*

Mr. Lam Chun Yip  
Mr. Xie Feng

*Independent non-executive Directors:*

Mr. Jong Voon Hoo  
Mr. Chai Ming Hui  
Mr. Lin Jian Feng

*Registered office:*

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Head Office and Principal Place  
of Business:*

60 Paya Lebar Road  
#12-29 Paya Lebar Square  
Singapore 409051

*Principal Place of Business  
in Hong Kong*

Unit 912  
9/F, Two Harbourfront  
22 Tak Fung Street  
Hunghom, Kowloon  
Hong Kong

16 August 2023

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 8 August 2023 in relation to, among other things, the Share Consolidation.

\* For identification purposes only



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## LETTER FROM THE BOARD

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The purpose of this circular is to provide the Shareholders, among other things, further information regarding (i) the proposed Share Consolidation; and (ii) the notice of the EGM.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every twenty-five (25) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon the following conditions being fulfilled:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Tuesday, 5 September 2023 subject to the fulfilment of the above conditions.

### **Effects of the Share Consolidation**

As at the date of this circular, the authorised share capital of the Company is HK\$50,000,000 divided into 25,000,000,000 Shares of par value of HK\$0.002 each, and there are 1,800,000,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the date of this circular up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 72,000,000 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$50,000,000 but will be divided into 1,000,000,000 Consolidated Shares of par value of HK\$0.05 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

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## LETTER FROM THE BOARD

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### **Listing Application**

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective and the Consolidated Shares which may be issued pursuant to the exercise of the Share Options which may be granted under the Share Option Scheme.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

Under the relevant terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of Shares falling to be issued, the method of exercise of the Share Options and the exercise price of the Share Options pursuant to the terms thereof. As at the date of this circular, there is no outstanding Share Option entitling the holders thereof to subscribe for any Existing Share under the Share Option Scheme.

The Company has no derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this circular.

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## LETTER FROM THE BOARD

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### **Board lot size**

Currently, the Shares are traded on the Stock Exchange in the board lot size of 5,000 Shares. Upon the Share Consolidation becoming effective, there will be no change in board lot size and the board lot size for trading in the Consolidated Shares will remain as 5,000 Consolidated Shares. Based on the closing price of HK\$0.02 per Share (equivalent to the theoretical closing price of HK\$0.5 per Consolidated Share) as at the date of this circular, the value of each board lot of the Shares is HK\$100 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$2,500.

### **REASONS FOR THE SHARE CONSOLIDATION**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the securities at a level less than HK\$0.1 will be considered as approaching the extremities of HK\$0.01 as referred to Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Existing Shares have been trading below HK\$0.10 and the board lot value of the Existing Shares has been traded below HK\$2,000. As at the date of this circular, the closing price of the Existing Shares was HK\$0.02, with a board lot size of 5,000, and the existing board lot value was only HK\$100, which was less than HK\$2,000. Upon the Share Consolidation becoming effective, based on the closing price of HK\$0.02 per Existing Share, the share price of the Company would be adjusted to HK\$0.5 per Consolidated Share. With a board lot size of 5,000, the estimated theoretical value of each new board lot would be HK\$2,500. The Share Consolidation would thus enable the Company to comply with the trading requirements under the GEM Listing Rules.

Furthermore, it is expected that the Share Consolidation will bring about a corresponding increase in the trading price of the Consolidated Shares on the Stock Exchange which could reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value for each board lot. In light of the above reasons, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any other plan, arrangement, understanding or intention on any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

#### **Matching services for odd lot trading**

To facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed Gransing Securities Co., Limited as its designated broker to provide matching services, on a best effort basis regarding the sale and purchase of odd lots of the Consolidated Shares from 9:00 a.m. on Tuesday, 19 September 2023 to 4:00 p.m. on Tuesday, 10 October 2023 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares should contact Gransing Securities Co., Limited at Unit 2508, 25/F, Cosco Tower, 183 Queen's Road Central, Central, Hong Kong (telephone number: (852) 3162 6888) during the office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 5 September 2023, Shareholders may on or after Tuesday, 5 September 2023 and until Thursday, 12 October 2023 (both days inclusive), submit their existing share certificates of the Existing Shares in red colour to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for exchange of new share certificates for the Consolidated Shares in blue colour at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of new share certificates.

After 4:10 p.m. on Tuesday, 10 October 2023, trading will only be in the Consolidated Shares which share certificates will be issued in blue colour. Share certificates in red colour for the Existing Shares will cease to be valid for trading and settlement purpose but will remain valid and effective as documents of title.

### **EGM**

The EGM will be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 1 September 2023 at 3:00 p.m. for the Shareholders to consider and, if thought fit, approve the Share Consolidation. The resolution approving the Share Consolidation will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best of the knowledge, belief and information of the Directors having made all reasonable enquiries, none of the Shareholders has a material interest in the Share Consolidation and accordingly, no Shareholder would be required to abstain from voting at the EGM.

The notice convening the EGM is set out on pages 12 to 14 of this circular.

The register of members of the Company will be closed from Tuesday, 29 August 2023 to Friday, 1 September 2023 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

All transfer of shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 28 August 2023.

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## LETTER FROM THE BOARD

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A form of proxy for the EGM is enclosed herewith. Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed (i.e. Wednesday, 30 August 2023 at 3:00 p.m.) for the EGM or the adjourned meeting (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

**Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed "Conditions of the Share Consolidation" above. Accordingly, the Share Consolidation may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares. If they are in doubt, they should consult their professional advisers.**

### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

### RECOMMENDATION

The Board considers that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

### MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese version of this Circular, the English version shall prevail.

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SINGASIA HOLDINGS LIMITED

星亞控股有限公司 \*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8293)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of SingAsia Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 1 September 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the granting of the approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange:

- (a) every twenty-five (25) issued and unissued existing ordinary shares of par value of HK\$0.002 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.05 each (each a “**Consolidated Share**”) and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

\* For identification purposes only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, deem necessary, desirable or expedient to complete, implement and give effect to the Share Consolidation.”

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

Hong Kong, 16 August 2023

*Registered office:*

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Head Office and Principal Place  
of Business:*

60 Paya Lebar Road  
#12-29 Paya Lebar Square  
Singapore 409051

*Principal Place of Business  
in Hong Kong:*

Unit 912  
9/F, Two Harbourfront  
22 Tak Fung Street  
Hunghom, Kowloon  
Hong Kong

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll.
- (6) For determining the entitlement to attend and vote at the meeting, the transfer books and register of members of the Company will be closed from Tuesday, 29 August 2023 to Friday, 1 September 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the meeting, the non-registered shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 28 August 2023.
- (7) If typhoon signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.singasia.com.sg](http://www.singasia.com.sg) to notify Shareholders of the date, time and place of the rescheduled meeting.
- (8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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, (i) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This notice will also be published on the Company's website at [www.singasia.com.sg](http://www.singasia.com.sg).*