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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8 DECEMBER 2023, RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular (the “Circular”) of SingAsia Holdings Limited (the “Company”) and the notice (the “Notice”) of the annual general meeting of the Company (the “AGM”) dated 31 October 2023. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

#### **RESULTS OF THE AGM**

At the AGM held on 8 December 2023, all proposed resolutions as set out in the Notice were taken by poll. The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM date, the total number of issued shares in the Company was 72,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. There was no Share entitling any Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) and no Shareholder was required under the GEM Listing Rules to abstain from voting at the AGM. There was no party who had stated his/her/its intention in the Circular to vote against the resolutions at the AGM or to abstain had done so at the AGM. All the Directors attended the AGM.

The poll results in respect of the resolutions proposed at the AGM were as follows: –

<b>ORDINARY RESOLUTIONS</b> <i>(Note)</i>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ <b>Directors</b> ”) and independent auditor of the Company for the year ended 31 July 2023.	7,507,640 (99.99%)	70 (0.01%)
2.	(a) To re-elect Mr. Xie Feng as an executive Director;	7,507,640 (99.99%)	70 (0.01%)
	(b) To re-elect Mr. Chai Ming Hui as an independent non-executive Director; and	7,507,640 (99.99%)	70 (0.01%)
	(c) To re-elect Mr. Lin Jian Feng as an independent non-executive Director.	7,507,640 (99.99%)	70 (0.01%)
3.	To authorise the board of Directors (the “ <b>Board</b> ”) to fix the Director’s remuneration.	7,507,640 (99.99%)	70 (0.01%)
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as the independent auditor of the Company and to authorise the board of Directors to fix their remuneration.	7,507,640 (99.99%)	70 (0.01%)
5.	To grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares at the date of passing this.	7,507,640 (99.99%)	70 (0.01%)
6.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares at the date of passing this.	7,507,640 (99.99%)	70 (0.01%)
7.	Conditional upon resolutions 5 and 6 being passed, to add the number of Shares repurchased by the Company to the general mandate granted to the Directors under resolution no. 5.	7,507,640 (99.99%)	70 (0.01%)
<b>SPECIAL RESOLUTION</b> <i>(Note)</i>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
8.	To approve the proposed amendments to the existing Memorandum and Articles of Association of the Company and to adopt the second amended and restated Memorandum and Articles of Association of the Company.	7,507,640 (99.99%)	70 (0.01%)

*Note:* The full text of each of the resolutions was set out in the Notice.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 7, the ordinary resolutions numbered 1 to 7 were duly passed at the AGM as ordinary resolutions.

As more than 75% of the votes were cast in favour of special resolution numbered 8, the special resolution numbered 8 was duly passed at the AGM as a special resolution.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Mr. Jong Voon Hoo (“**Mr. Jong**”) retired as an independent non-executive Director after the conclusion of the AGM and did not offer himself for re-election at the AGM due to his other commitments. Accordingly, Mr. Jong ceased to act as the chairman of the audit committee of the Company, a member of each of the remuneration committee of the Company and the nomination committee of the Company at the conclusion of the AGM (collectively, the “**Retirement**”).

Mr. Jong has confirmed that he did not have any disagreement with the Board and there was no matter in relation to the Retirement that needed to be brought to the attention of the Stock Exchange or the Shareholders.

Following the Retirement, the Company failed to meet the following requirements that:

- (i) a listed issuer shall have at least three independent non-executive directors, and at least one of them shall possess appropriate professional qualifications or accounting or related financial management expertise pursuant to the requirement under the Rules 5.05(1) and 5.05(2) of the GEM Listing Rules.
- (ii) the audit committee of the Company shall have at least three members, at least one of whom shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise, and must be chaired by an independent non-executive director pursuant to the requirement under the Rule 5.28 of the GEM Listing Rules.

In view of the above, the Company will make its best endeavors to identify a suitable candidate to act as an independent non-executive Director and the chairman of the Audit Committee to meet the requirements set out in Rules 5.05(1), 5.05(2) and 5.28 of the GEM Listing Rules as soon as practicable, and in any event within three months as required under Rule 5.06 of the GEM Listing Rules, and will make further announcement as and when appropriate.

The Board would like to express its sincere gratitude to Mr. Jong for his valuable contributions to the Company during his tenure of office.

By order of the Board  
**SingAsia Holdings Limited**  
**Xie Feng**  
*Executive Director*

Hong Kong, 8 December 2023

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

*This announcement, 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 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.*

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