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INDIGO STAR HOLDINGS LIMITED

靛藍星控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8373)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023

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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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 Indigo Star Holdings Limited (the “Company”, and collectively with its subsidiaries, the “Group”) 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.

HIGHLIGHTS

The Group's revenue increased by approximately 33.6% to S\$31.1 million for the nine months period ended 30 September 2023 as compared with the corresponding period in 2022. For the nine months period ended 30 September 2023, the Group recorded a net profit of approximately S\$2.1 million as compared with a net profit of S\$0.6 million for the corresponding period in 2022.

THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the nine months period ended 30 September 2023 (the “**Reporting Period**”), together with the unaudited comparative figures for the corresponding period in 2022 (the “**Prior Period**”), as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023

		2023 <i>S\$'000</i> (Unaudited)	2022 <i>S\$'000</i> (Unaudited)
	<i>Notes</i>		
Revenue	5	31,065	23,259
Cost of sales		<u>(21,288)</u>	<u>(16,267)</u>
Gross profit		9,777	6,992
Other income	7	323	240
Administrative expenses		(7,746)	(6,540)
Finance costs	8	<u>(107)</u>	<u>(81)</u>
Profit before taxation	10	2,247	611
Income tax expense	9	<u>(196)</u>	<u>–</u>
Profit for the period		2,051	611
Other comprehensive expense for the period			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		<u>(162)</u>	<u>(69)</u>
Profit and other comprehensive income for the period		<u><u>1,889</u></u>	<u><u>542</u></u>
Earnings per share:			
— basic and diluted (Singapore cents)	12	<u><u>0.51</u></u>	<u><u>0.15</u></u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2023

	Share capital	Share premium <i>(note a)</i>	Merger reserve <i>(note b)</i>	Exchange reserve	Retained earnings	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 1 January 2022 (Audited)	695	8,060	3,100	11	1,231	13,097
Profit for the period	–	–	–	–	611	611
Other comprehensive expense for the period	–	–	–	(69)	–	(69)
As at 30 September 2022 (Unaudited)	<u>695</u>	<u>8,060</u>	<u>3,100</u>	<u>(58)</u>	<u>1,842</u>	<u>13,639</u>
As at 1 January 2023 (Audited)	695	8,060	3,100	105	1,523	13,483
Profit for the period	–	–	–	–	2,051	2,051
Other comprehensive expense for the period	–	–	–	(162)	–	(162)
As at 30 September 2023 (Unaudited)	<u>695</u>	<u>8,060</u>	<u>3,100</u>	<u>(57)</u>	<u>3,574</u>	<u>15,372</u>

Notes:

- Share premium represents the excess of share issue over the par value.
- Merger reserve represents the difference between the cost of acquisition pursuant to the Reorganisation and the total value of share capital of the entities acquired.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2023

1. GENERAL INFORMATION

Indigo Star Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 8 March 2017. The shares of the Company were listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 16 November 2017.

In the opinion of the directors of the Company, as at 30 September 2023, the Company’s immediate parent was Amber Capital Holdings Limited, a company incorporated in the British Virgin Islands (the “BVI”).

The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the head office and principal place of business of the Group is at 5, Upper Aljunied Link, #03-08 Quartz Industrial Building, Singapore 367903. The address of the principal place of business in Hong Kong is Units 1607-8, 16/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong.

The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are the provision of reinforced concrete works including steel reinforcement works, formwork erection, concrete works, trading in ceramic tiles and as contractors for building related to ceramic tiles.

The functional currency of the Company is Hong Kong dollars. The unaudited condensed consolidated financial statements are presented in Singapore dollars. The directors of the Company consider that choosing Singapore dollars as the presentation currency best suits the needs of the shareholders and investors as the principal place of operation of principal subsidiaries is Singapore.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”). In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The unaudited condensed consolidated financial statements for the Reporting Period have not been audited or reviewed by the Company’s independent auditors, but have been reviewed by the audit committee of the Company (the “Audit Committee”).

3. APPLICATION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current period, the Group has applied all new amendments to IFRS issued by the IASB that are mandatorily effective for the accounting period beginning on or after 1 January 2023.

The application of the new amendments to IFRS in the current period has had no material effect on the amounts reported in these unaudited condensed consolidated financial statements and/or disclosures set out in these unaudited condensed consolidated financial statements.

4. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the nine months period ended 30 September 2023 are the same as those followed in the preparation of the consolidated financial statements for the year ended 31 December 2022.

5. REVENUE

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)
General building projects	11,703	9,370
Civil engineering projects	7,892	2,585
Ceramic tiles sales	5,759	10,197
Labour supplies	5,711	858
Other services – cut and bend	–	249
	<u>31,065</u>	<u>23,259</u>

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)
Timing of revenue recognition:		
At a point in time	5,759	10,197
Over time	25,306	13,062
	<u>31,065</u>	<u>23,259</u>

6. SEGMENT INFORMATION

Revenue from major customers

Revenue from customers over 10% of the Group's total revenue is as follows:

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)
Customer A	10,499	3,488
Customer B	6,512	2,394
	<u>17,011</u>	<u>5,882</u>

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 non-current assets are all located in Singapore.

7. OTHER INCOME

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)
Government grants	183	38
Interest income	19	44
Rental income	16	71
Dividend income	14	23
Sundry income	91	64
	<u>323</u>	<u>240</u>

8. FINANCE COSTS

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)
Interest on:		
Bank borrowing wholly repayable on demand	39	51
Leased liabilities	68	30
	<u>107</u>	<u>81</u>

9. INCOME TAX EXPENSE

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

The Singapore Corporate Income Tax (“CTI”) rate was 17% during the nine months period ended 30 September 2023 and 2022. Income tax expense for the Group relates wholly to the profits of the subsidiaries, which were taxed at a statutory income tax rate of 17% in Singapore. Major components of income tax expense for the nine months period ended 30 September 2023 and 2022 are:

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$’000</i>	<i>S\$’000</i>
	(Unaudited)	(Unaudited)
Current tax		
— Singapore Corporate Income Tax (“CIT”)	<u>196</u>	<u>—</u>

10. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging:

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$’000</i>	<i>S\$’000</i>
	(Unaudited)	(Unaudited)
Materials used	952	554
Subcontracting charges	2,823	1,369
Depreciation expenses	499	534
Employee benefit expenses (including directors’ emoluments)		
Salaries and other employee benefits	16,142	10,105
Contributions to defined contribution retirement plan	<u>442</u>	<u>338</u>
Total employee benefit expenses (including directors’ emoluments)	<u>16,584</u>	<u>10,443</u>

11. DIVIDEND

The directors of the Company do not recommend the payment of any dividend for the nine months period ended 30 September 2023 (Nine months period ended 30 September 2022: Nil).

12. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit for the period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

	Nine months period ended	
	30 September	
	2023	2022
	<i>S\$'000</i>	<i>S\$'000</i>
	(Unaudited)	(Unaudited)
Profit for the period attributable to owners of the Company	<u>2,051</u>	<u>611</u>
	<i>'000</i>	<i>'000</i>
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<u>400,000</u>	<u>400,000</u>
Basic earnings per share (Singapore cents)	<u>0.51</u>	<u>0.15</u>

Diluted earnings per share is the same as the basic earnings per share because there were no potential dilutive ordinary shares outstanding during the nine months period ended 30 September 2023 and 2022.

13. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the presentation of the current period for the purpose of better representation of the Group's activities.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

We are an established subcontractor in Singapore specialising in providing reinforced concrete work, comprising steel reinforcement works, formwork erection and concrete works. We may provide such services either individually or as a total package comprising all three, depending on the requirements of our customers. We have also ventured into projects as a main contractor. Our projects can be categorised into general building projects and civil engineering projects.

General building works refer to general construction and major repair works, piling works, finishing works, installation of doors, windows, sanitary products, curtain walling/cladding works, structural works, other special trade construction such as scaffolding and sandblasting, and production of pre-cast components. Our general building works relate primarily to the construction of hotels, hospitals, mixed development and court buildings. During the nine months period ended 30 September 2023, we recorded revenue from general building projects of approximately S\$11.7 million (nine months period ended 30 September 2022: approximately S\$9.4 million), which accounted for approximately 37.7% of our total revenue for the same period (nine months period ended 30 September 2022: approximately 41.8%).

Civil engineering works refer to non-building construction such as the construction of roads, bridges, tunnels, railways, viaducts, water and gas pipelines, sewers, communications and power lines, marine construction as well as site-preparation and construction-related landscaping works. Our civil engineering works relate primarily to the construction of MRT stations. During the nine months period ended 30 September 2023, we recorded revenue from civil engineering projects of approximately S\$7.9 million (nine months period ended 30 September 2022: approximately S\$2.6 million), which accounted for approximately 25.4% of our total revenue for the same period (nine months period ended 30 September 2022: approximately 11.5%).

As at 30 September 2023, we had 6 ongoing contracts with an aggregate outstanding contract value of approximately S\$80.0 million.

Apart from general building projects and civil engineering projects, we also engage in other related business such as sales of ceramic tiles and labour supplies. During the nine months period ended 30 September 2023, we recorded revenue from sales of ceramic tiles of approximately S\$5.8 million (nine months period ended 30 September 2022: S\$10.2 million).

During the nine months period ended 30 September 2023, we recorded revenue from labour supplies approximately S\$5.7 million (nine months ended 30 September 2022: S\$0.9 million).

INDUSTRY OVERVIEW AND PROSPECTS

During the Reporting Period, the Group was recovering from the COVID-19 pandemic. The Group has made efforts to seek business opportunities and new projects to secure its financial performance.

Singapore's economy has continued to recover from the COVID-19 pandemic in 2023. According to the advance estimate of GDP released by Singapore's Ministry of Trade and Industry (MTI), the Singapore economy grew by 0.7% on a year-on-year basis in the third quarter of 2023, extending the 0.5% growth in the previous quarter. In particular, the construction sector grew by 6.0% compared with the corresponding period of last year.

The Building and Construction Authority forecasted that construction demand in 2023, would be in the range between \$27 billion and \$32 billion. This comes on the back of strong support by the public sector, with master-planned projects across transport, residential, mixed-use and tourism, providing a strong project pipeline for the industry. Additionally, healthcare development and transport infrastructure projects such as the Cross Island Line Phase one (CRL1) project are expected to further support the industry's growth this year.

Meanwhile, to make robust development, the Group deals with risks such as credit risk and liquidity risk arising from its operations through internal risks reports which analyse exposure by degree and magnitude of risk. For credit risk management, the Group has adopted the policy to deal only with high credit quality and good history counterparties to minimise credit risk. For the liquidity risk management, the Group carefully monitors and maintains sufficient reserves of cash for expected liquidity requirements.

Going forward, the Group will continue to identify main contractor works and subcontracting works to capture more potential business opportunities in Singapore. Moreover, the Group is continuing its efforts to upgrade its licence from C1 Grade to B2 Grade to enable the Group to tender for a wider scope of projects.

The funds raised from the Listing have laid a solid foundation for the future development of the Group. Looking ahead, the Group will endeavor to strengthen the development of its existing businesses and to provide steady return as well as growth prospects for the Company's shareholders.

FINANCIAL REVIEW

Revenue

For the nine months period ended 30 September 2023, our Group recorded revenue of approximately S\$31.1 million (nine months period ended 30 September 2022: S\$23.3 million), representing an increase of approximately 33.6% as compared with the corresponding period in 2022. The increase was mainly attributable to increase in labour supplies of S\$5.7 million (2022: S\$0.9 million).

Direct costs

For the nine months period ended 30 September 2023, our Group recorded direct costs of approximately S\$21.2 million (nine months period ended 30 September 2022: S\$16.3 million), representing an increase of approximately 30.9% as compared with the corresponding period in 2022, which was mainly attributable to the increase in labour and subcontracting costs incurred for projects and labour supplies.

Gross profit and gross profit margin

For each of the nine months period ended 30 September 2022 and 2023, our Group recorded gross profits of approximately S\$6.1 million and S\$9.8 million, respectively, while our gross profit margin increased from approximately 27.4% for the nine months period ended 30 September 2022 to approximately 31.5% for the nine months period ended 30 September 2023. The increase of gross margin mainly attributed by labour supplies revenue.

Other income

Other income for the nine months period ended 30 September 2023 was approximately S\$0.3 million (nine months period ended 30 September 2022: S\$0.2 million). The increase was mainly due to increase of government grants.

Administrative expenses

Administrative expenses increased to approximately S\$7.7 million for the nine months period ended 30 September 2023 (nine months period ended 30 September 2022: S\$6.5 million), which was mainly due to the increase in operating costs in line with increase of revenue.

Profit for the period

As a result of the foregoing, our profit for the Reporting Period was approximately S\$2.1 million (nine months ended 30 September 2022: S\$0.6 million).

CAPITAL STRUCTURE

The shares of the Company were successfully listed on the GEM on 16 November 2017. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares. As at 30 September 2023, the Company's issued share capital was HK\$4.0 million (31 December 2022: HK\$4.0 million) and the number of ordinary shares issued was 400,000,000 of HK\$0.01 each.

COMMITMENTS

As at 30 September 2023, the Group did not have any significant capital commitments.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the nine months period ended 30 September 2023, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies.

SIGNIFICANT INVESTMENTS

As at 30 September 2023, the Group did not hold any significant investments, save for certain listed equity securities in Hong Kong, Singapore and USA amounted to approximately S\$0.7 million.

CONTINGENT LIABILITIES AND LITIGATIONS

As at 30 September 2023, the Group did not have any material contingent liabilities.

FOREIGN EXCHANGE EXPOSURE

The Group's principal place of business is in Singapore, hence transactions arising from its operations were generally settled in Singapore Dollars, which is the functional currency of the Group. Apart from a portion of the cash and cash equivalents of the Group arising from the global offering is denominated in Hong Kong Dollars, the Group was not exposed to any significant foreign currency risk nor had employed any financial instrument for hedging.

TREASURY POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk. The major classes of financial assets of the Group are cash and cash equivalents, trade and retention sum receivables, amounts due from directors, amounts due from related companies and other receivables.

The credit risk on liquid funds is limited because the Group adopts the policy of dealing only with high credit quality counterparties. Other than concentration of credit risk on liquid funds which are deposited with a bank with a high credit rating, the Group does not have any other significant concentration of credit risk.

To ensure sufficient liquidity to meet the liabilities when fall due, the Group's policy is to monitor current and expected liquidity requirements to maintain sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet short and long term liquidity requirements. In particular, the Group monitors and maintains a level of cash and cash equivalents assessed as adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on internally generated funding and borrowings as significant sources of liquidity.

CHARGE OF GROUP'S ASSETS AND SECURITIES FOR BANKING FACILITIES

Save for the Group's leasehold property, investment property and pledged bank deposits of approximately S\$5.2 million, S\$0.2 million and S\$0.2 million respectively which have been pledged to secure bank borrowings granted to the Group, the Group did not have any charge of assets as at 30 September 2023.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2023, the Group employed a total of 869 full-time staff, of which (i) 867 were in Singapore, including approximately 14% Singapore citizens and residents and approximately 86% foreigners; and (ii) 2 were in Hong Kong. Remuneration of the employees is determined with reference to market terms and the performance, qualification and experience of individual employees. In addition to a basic salary, year-end discretionary bonuses are offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group.

DISCLOSURE OF INTERESTS

Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its associated Corporations

As at 30 September 2023, the interests or short positions of the Directors 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, Chapter 571 of the Laws of Hong Kong (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 in which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long Position in Shares

Name of Directors	Capacity	Number of Shares	Percentage of the Company's issued share capital
Mr. Goh Cheng Seng ("Mr. Goh")	Interest in controlled corporation ^(Note 1) Interest of spouse ^(Note 2)	204,800,000	51.20%
Ms. Tan Soh Kuan ("Ms. Tan")	Interest in controlled corporation ^(Note 1) Interest of spouse ^(Note 2)	204,800,000	51.20%

Notes:

1. Amber Capital Holdings Limited ("Amber Capital") holds 204,800,000 Shares, representing 51.20% of the Company's issued share capital. Mr. Goh and Ms. Tan hold 96.77% and 3.23% of the entire issued share capital of Amber Capital, respectively. Therefore, pursuant to the SFO, Mr. Goh and Ms. Tan are deemed to be interested in the Shares held by Amber Capital.
2. Each of Mr. Goh and Ms. Tan is spouse to each other. Therefore, pursuant to the SFO, Mr. Goh is deemed to be interested in the Shares held by Ms. Tan, and vice versa.

Long Position in the ordinary shares of associated corporation

Name of Directors	Name of associated corporation	Capacity	Number of Shares	Approximate Percentage of Shareholding
Mr. Goh	Amber Capital ^(Note 1)	Beneficial owner	9,677	96.77%
Ms. Tan	Amber Capital	Beneficial owner	323	3.23%

Note:

1. Amber Capital holds more than 50% of the issued share capital of the Company. Therefore, Amber Capital is the holding company and an associated corporation of the Company.

Saved as disclosed above, as at 30 September 2023, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its associated corporations

As at 30 September 2023, so far as it is known to the Directors, the following person, not being a Director or chief executive of the Company, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which was required pursuant to section 336 of the SFO to be recorded in the register of the Company or, who was interested, directly or indirectly, in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Long Position in Shares

Name of Shareholders	Capacity	Number of Shares	Percentage of the Company's issued share capital
Amber Capital	Beneficial owner	204,800,000	51.20%
Chan Wai Kin	Beneficial owner	39,200,000	9.80%

Save as disclosed above, as at 30 September 2023, the Directors are not aware of any interests and short positions owned by any parties (other than a Director) in the shares and underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which was required pursuant to section 336 of the SFO to be recorded in the register of the Company or, who was interested, directly or indirectly, in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

COMPETING INTEREST

As at the date of this announcement, the Directors are not aware of any controlling shareholders of the Company (the “Controlling Shareholders”) or Directors or any of their respective close associates (as defined under the GEM Listing Rules) are engaged in any business that competes or may compete, directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group nor are they aware of any other conflicts of interest which any such person has or may have with the Group.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY’S LISTED SHARES

Neither the Company, nor any of its subsidiaries, purchased, redeemed or sold any of the Company’s listed securities during the Reporting Period.

CORPORATE GOVERNANCE CODE

During the Reporting Period, the Company has complied with the applicable code provisions of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules except for the following deviation:

Code Provision C.2.1

Code provision C.2.1 of the Corporate Governance Code provides that the responsibilities between the chairman and the chief executive officer of an issuer should be segregated and should not be performed by the same individual.

However, the Company does not have a separate chairman and chief executive officer and Mr. Goh currently performs these two roles. The Directors believe that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient strategic planning for the overall development for the Group. The Directors also consider that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Group to make and implement effective and expedient decisions. The Company will continue to review and consider splitting the roles of chairman and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors (the “Code of Conduct”) on terms no less than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Directors had made specific enquiries with all Directors and all of them confirmed their compliance with the Code of Conduct during the Reporting Period.

DIVIDENDS

The Board did not recommend any payment of dividend for the Reporting Period.

SHARE OPTION SCHEME

The Group has adopted a share option scheme pursuant to which the Company may grant options to individuals including employees, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company and any subsidiary to acquire shares of the Company. No share option has been granted since the adoption of the scheme and there was no share option outstanding as at 30 September 2023.

SUFFICIENCY OF PUBLIC FLOAT

Based on the public information available to the Company and within the best knowledge of Directors as the date of this announcement, the Company has maintained the public float of not less than 25% of the Company issued shares as required under GEM Listing Rules since 1 January 2023.

AUDIT COMMITTEE

The Company established the Audit Committee on 24 October 2017 with written terms of reference in compliance with the GEM Listing Rules which are available on the websites of the Stock Exchange and the Company. The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Ma Yiu Ho Peter, Mr. Yip Ki Chi Luke and Mr. Khu Chee Hua. The chairman of the Audit Committee is Mr. Ma Yiu Ho Peter, who has appropriate professional qualifications and experience in accounting matters. The Audit Committee of the Company has discussed and reviewed with management, the unaudited condensed consolidated financial statements of the Group for the nine months period ended 30 September 2023, and is of the opinion that such statements complied with the applicable accounting standards and requirements, and that adequate disclosures have been made.

For and on behalf of the Board

Indigo Star Holdings Limited

Goh Cheng Seng

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 10 November 2023

As at the date of this announcement, the chairman and the executive director of the Company is Mr. Goh Cheng Seng, the executive directors of the Company are Ms. Tan Soh Kuan, Mr. Ng Sai Cheong and Mr. Wang Jianye; and the independent non-executive directors of the Company are Mr. Ma Yiu Ho Peter, Mr. Yip Ki Chi Luke and Mr. Khu Chee Hua.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and the Company’s website at www.indigostar.sg.