

---

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

---

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

**If you have sold or transferred** all your shares in **Indigo Star Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the 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.

This circular is for information purposes only and is being provided to you solely for the purposes of considering the resolution to be voted upon at the EGM to be held on Thursday, 28 November 2024. This circular does not constitute an offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for securities referred to in this circular.

---

## **INDIGO STAR HOLDINGS LIMITED**

### **靛藍星控股有限公司**

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

**(Stock Code: 8373)**

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

---

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “DEFINITIONS” in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 6 to 14 of this circular. A notice convening the EGM of the Company to be held at Room 1704, 17/F., Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Thursday, 28 November 2024 at 11:00 a.m. is set out on pages 15 to 17 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish, in such event, the relevant form of proxy shall be deemed to be revoked.

8 November 2024

---

## CHARACTERISTICS OF GEM

---

The GEM has been positioned as a market designed to accommodate small and midsized 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## TABLE OF CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	6
<b>NOTICE OF EGM</b> .....	15

---

## DEFINITIONS

---

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

“Announcement”	the announcement of the Company dated 10 October 2024 in relation to, among others, the Share Consolidation
“Board”	the board of Directors
“Business Day(s)”	a day on which banks are open in the Hong Kong, other than Saturday, Sunday or public holiday in the Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“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 from time to time
“Company”	Indigo Star Holdings Limited (stock code: 8373), a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on the Stock Exchange
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.10 each in the issued share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation
“Existing Share(s)”	existing ordinary share(s) in the Company of HK\$0.01 each
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules governing the Listing of Securities on GEM of the Stock Exchange

---

## DEFINITIONS

---

“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“GEM Listing Committee”	has the same meaning ascribed to it under the GEM Listing Rules
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value HK\$0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

\* For identification purposes only

---

## EXPECTED TIMETABLE

---

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

<b>Event(s)</b>	<b>Time and Date</b>
Latest date and time for lodging transfer document of the Existing Shares in order to qualify for attending and voting at the EGM .....	4:30 p.m. on Friday, 22 November 2024
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both days inclusive) .....	Monday, 25 November 2024 to Thursday, 28 November 2024
Latest date and time for lodging proxy forms for the EGM (not less than 48 hours prior to the time of the EGM) .....	11:00 a.m. on Tuesday, 26 November 2024
Record date for determining attendance and voting at the EGM .....	Thursday, 28 November 2024
Date and time of the EGM to approve the Share Consolidation .....	11:00 a.m. on Thursday, 28 November 2024
Announcement of poll results of the EGM .....	Thursday, 28 November 2024
Register of members of the Company re-opens .....	Friday, 29 November 2024

---

## EXPECTED TIMETABLE

---

**The following events are conditional upon the results of the EGM and therefore the dates are tentative only.**

<b>Event(s)</b>	<b>Time and Date</b>
Effective date of the Share Consolidation . . . . .	Monday, 2 December 2024
First day of free exchange of existing share certificates into new share certificates for the Consolidated Shares . . . . .	Monday, 2 December 2024
Dealing in the Consolidated Shares commences . . . . .	9:00 a.m. on Monday, 2 December 2024
Original counter for trading in the Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Monday, 2 December 2024
Temporary counter for trading in Consolidated Shares in temporary board lots of 500 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Monday, 2 December 2024
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens. . . . .	9:00 a.m. on Monday, 16 December 2024
Parallel trading in the Shares and Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . .	9:00 a.m. on Monday, 16 December 2024
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares. . . . .	9:00 a.m. on Monday, 16 December 2024

---

## EXPECTED TIMETABLE

---

Event(s)	Time and Date
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 Wednesday, 8 January 2025
Temporary counter for trading in the Consolidated Shares in temporary board lot of 500 Consolidated Shares (in the form of existing share certificates) closes .....	4:10 p.m. on Wednesday, 8 January 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for Consolidated Shares and existing share certificates) ends .....	4:10 p.m. on Wednesday, 8 January 2025
Last day for free exchange of existing share certificates into new share certificates for the Consolidated Shares .....	Friday, 10 January 2025



---

## LETTER FROM THE BOARD

---

### INDIGO STAR HOLDINGS LIMITED

### 靛藍星控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8373)

*Executive Directors:*

Mr. Chan Ming (*Chairman*)

Mr. Goh Cheng Seng

Ms. Tan Soh Kuan

*Independent non-executive Directors:*

Dato' Koh Yee Keng

Mr. Chan Francis Ping Kuen

Mr. Clay Huen

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters:*

5, Upper Aljunied Link, #03-08

Quartz Industrial Building

Singapore 367903

*Principal place of business*

*in Hong Kong:*

Room 1, 1/F,

Yee Fai Building,

423-433 Chatham Road, Hung Hom

Kowloon, Hong Kong

8 November 2024

*To the Shareholders,*

Dear Sir/Madam,

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

#### INTRODUCTION

Reference is made to the Announcement in relation to the Share Consolidation.

The purpose of this circular is to provide the Shareholders with the information, among other things, (i) further details of the Share Consolidation; (ii) a notice of the EGM; and (iii) other information required under the GEM Listing Rules.

---

## LETTER FROM THE BOARD

---

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.01 each be consolidated into one (1) Consolidated Share of HK\$0.10 each.

#### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Existing Shares with par value of HK\$0.01 each, of which 400,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that there are no changes on the authorized share capital of the Company from the Latest Practicable Date until the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$10,000,000 divided into 100,000,000 Consolidated Shares with par value of HK\$0.10 each, of which 40,000,000 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled. The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and are in the interests of the Company and Shareholders as a whole.

As at the Latest Practicable Date, the Company does not have any outstanding derivatives, options, warrants, other securities in issue or conversion rights or other similar right which are convertible or exchangeable into, the Shares.

#### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

---

## LETTER FROM THE BOARD

---

- (ii) the GEM Listing Committee of the Stock Exchange granting 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.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 2 December 2024.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

### **NO CHANGE IN BOARD LOT SIZE**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 5,000 Consolidated Shares per board lot.

Based on the closing price of HK\$0.067 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value per board lot of 5,000 Existing Shares is HK\$335; and (ii) the estimated value of each board lot of 5,000 Consolidated Shares would be HK\$3,350 assuming that the Share Consolidation becomes effective.

### **Application for listing of the Consolidated Shares**

An application will be made by the Company to 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.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, 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.

---

## LETTER FROM THE BOARD

---

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 equity or debt securities of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming 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.

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

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but 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.

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

As at the Latest Practicable Date, there are no outstanding options granted under the share scheme(s) of the Company. The Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as at the Latest Practicable Date.

As at the Latest Practicable Date, the total number of Shares available for further grant under the Share Option Scheme of the Company is 40,000,000 Existing Shares. Immediately upon the Share Consolidation becoming effective, the total number of Shares available for further grant under the Share Option Scheme of the Company is 4,000,000 Consolidated Shares.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed a securities firm as an agent to provide matching services, on a best effort basis, to those 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.

---

## LETTER FROM THE BOARD

---

Shareholders who wish to take advantage of this facility should contact Ms. Cora Lau of Global Mastermind Securities Limited at Unit 1201-02, West Tower, Shun Talk Centre, 168-200 Connaught Road Central, Hong Kong or at telephone number (852) 2763 3928 during office hours (9:00 a.m. to 6:00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from Monday, 16 December 2024 to Wednesday, 8 January 2025 (both days inclusive).

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.

**Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 2 December 2024, the second Business Day after the date of the EGM, the Shareholders may during the specific period submit existing share certificates for the Existing Shares (in the colour of blue) to the Registrar, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of red) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher.

After 4:10 p.m. on Wednesday, 8 January 2025, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

---

## LETTER FROM THE BOARD

---

### 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, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Moreover, pursuant to 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, it stated that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) the expected value per board lot should be greater than HK\$2,000 after taking into account the minimum transaction costs for a securities trade.

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous six months up to and including the Latest Practicable Date were as follows:

	<b>Highest traded prices</b> <i>HK\$</i>	<b>Lowest traded prices</b> <i>HK\$</i>
<b>2024</b>		
April	0.105	0.082
May	0.102	0.074
June	0.084	0.070
July	0.081	0.066
August	0.066	0.056
September	0.062	0.054
October (up to the Latest Practicable Date)	0.080	0.061

For the past six months, the Share has been trading at or below HK\$0.105, ranging from HK\$0.054 to HK\$0.105 (the board lot value of which ranges from HK\$270 to HK\$525) up to and including the Latest Practicable Date which is less than HK\$2,000.

---

## LETTER FROM THE BOARD

---

Based on the closing price of HK\$0.067 per Existing Share as at the Latest Practicable Date, and the board lot size of 5,000 Existing Share, the board lot value of Existing Shares is HK\$335, which is lower than HK\$2,000. After the Share Consolidation becoming effective, the estimated board lot value of the Consolidated Shares will be HK\$3,350. The Board considers that general investors tend to associate low share price with business non-performance, higher volatility and higher investment risk and believes that such an upward adjustment and maintaining the value of each board lot of Consolidated Shares at a reasonable price will make investing in the Consolidated Shares more appealing to investors. Furthermore, the Board is of the view that the proposed Share Consolidation ratio is suitable in the sense that it can avoid the nominal value of the Consolidated Shares becoming a fractional number (as compared to adopting other alternative ratios), which may raise investors' unnecessary concern and thus defeat the purpose of enhancing the attractiveness of the Shares. As such, the Share Consolidation will enable the Company to comply with the trading requirements under the GEM Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction costs for each securities trade. In addition, the Board considers that the corresponding upward adjustment in the trading price per Consolidated Share as a result of the Share Consolidation will make investing in the shares of the Company more attractive to a broader range of investors, and thus further broaden the shareholder base of the Company.

In view of the above reasons, the Company considers the proposed Share Consolidation is justifiable notwithstanding of the potential costs and impact arising from creation of odd lots to Shareholders. Accordingly, 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.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. As at the Latest Practicable Date, the Company has no present intention to conduct any equity fundraising activities. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or 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.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

---

## LETTER FROM THE BOARD

---

### EGM

The EGM will be held at Room 1704, 17/F., Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Thursday, 28 November 2024 to consider and, if thought fit, pass the resolution to approve the Share Consolidation. The notice convening the EGM is set out on pages 15 to 17 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. If you are not able to attend and/or vote at the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders have any material interest in the Share Consolidation, and accordingly, none of the Shareholders will be required to abstain from voting on the resolution in relation to the Share Consolidation at the EGM.

### VOTING BY POLL AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the EGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATIONS

Taking into consideration of the reasons set out in the paragraph headed "REASONS FOR THE SHARE CONSOLIDATION" above, the Directors believe that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.



---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

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.

### MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

### WARNING

**Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of their respective conditions. Therefore, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully  
By order of the Board of  
**Indigo Star Holdings Limited**  
**Chan Ming**  
*Chairman and Executive Director*

---

## NOTICE OF EGM

---

# INDIGO STAR HOLDINGS LIMITED

## 靛藍星控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8373)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Indigo Star Holdings Limited (the “**Company**”) will be held at Room 1704, 17/F., Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong on Thursday, 28 November 2024 at 11:00 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as ordinary resolutions of the Company:

#### ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the Letter from the Board under the heading “Condition of the Share Consolidation” in this circular, with effect to the second business day immediately following the date on which this resolution is passed:
  - (a) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the existing share capital of the Company to be consolidated into one (1) ordinary share with a par value of HK\$0.10 each (each a “**Consolidated Share**”) and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions 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 allocated to the shareholder(s) of the Company, 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 “**Directors**”) may think fit; and
  - (c) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board of  
**Indigo Star Holdings Limited**  
**Chan Ming**  
*Chairman and Executive Director*

Hong Kong, 8 November 2024

---

## NOTICE OF EGM

---

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business*

*in Hong Kong:*  
Room 1, 1/F,  
Yee Fai Building,  
423-433 Chatham Road,  
Hung Hom, Kowloon  
Hong Kong

*Notes:*

- (a) In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 25 November 2024 to Thursday, 28 November 2024 (both days inclusive), during which period no transfer of any share(s) of the Company (“Shares”) can be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 November 2024.
- (b) A member entitled to attend and vote at the EGM convened by the above notice (or at any adjournment thereof) is entitled to appoint a proxy to attend and vote on his/her behalf at the meeting. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company.
- (c) To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the appointed time for the holding of the EGM or any adjournment thereof (as the case may be).
- (d) Completion and delivery of the form of proxy shall not preclude any shareholder of the Company (“Shareholder(s)”) from attending and voting in person at the EGM convened or any adjournment thereof (as the case may be), if the Shareholders so desires and in such event, the form of proxy shall be deemed to be revoked.
- (e) In case of joint registered holders of Shares, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, 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 of the Company in respect of the joint holding.

---

## NOTICE OF EGM

---

- (f) The above resolution will be put to vote by way of a poll at the EGM.

If a tropical cyclone warning signal No. 8 or above is hoisted or a “black” rainstorm warning signal is in force in Hong Kong at or at any time after 6:00 a.m. on the date of the EGM, the EGM will be automatically adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the websites of the Company at [www.indigostar.sg](http://www.indigostar.sg) and The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting, respectively.

*As at the date of this notice, the Chairman and executive director of the Company is Mr. Chan Ming, the executive directors of the Company are Mr. Goh Cheng Seng and Ms. Tan Soh Kuan; and the independent non-executive directors of the Company are Dato' Koh Yee Keng, Mr. Chan Francis Ping Kuen and Mr. Clay Huen.*