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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 2019**

#### **Characteristics of the GEM (“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”) 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.*

### THIRD QUARTERLY RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the nine months ended 30 September 2019 (the “Reporting Period”), together with the unaudited comparative figures for the corresponding period in 2018 (the “Prior Period”), as follows:

#### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2019

	<i>Notes</i>	<b>2019</b> <i>S\$'000</i> <b>(Unaudited)</b>	2018 <i>S\$'000</i> (Unaudited)
Revenue	5	<b>13,137</b>	34,295
Direct cost		<b>(10,815)</b>	(28,139)
Gross profit		<b>2,322</b>	6,156
Other income, net	7	<b>321</b>	509
Administrative expenses		<b>(2,905)</b>	(3,125)
Finance costs	8	<b>(2)</b>	(39)
<b>(Loss)/profit before taxation</b>	<i>10</i>	<b>(264)</b>	3,501
Income tax expense	9	<b>(28)</b>	(664)
(Loss)/profit for the period		<b>(292)</b>	2,837
<b>Other comprehensive loss for the period, net of income tax</b>			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising from translation of foreign operations		<b>(16)</b>	(8)
<b>(Loss)/profit and other comprehensive (loss)/income for the period</b>		<b>(308)</b>	2,829
<b>(Loss)/earnings per share:</b>			
— basic and diluted (Singapore cents)	<i>12</i>	<b>(0.07)</b>	0.71

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

*FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2019*

	<b>Share capital</b>	<b>Share premium</b>	<b>Merger reserves</b>	<b>Exchange reserves</b>	<b>Retained earnings</b>	<b>Total</b>
	<i>S\$'000</i>	<i>(note a)</i> <i>S\$'000</i>	<i>(note b)</i> <i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
As at 1 January 2018 (Audited)	695	8,060	3,100	(11)	4,809	16,653
Total comprehensive income for the period	<u>–</u>	<u>–</u>	<u>–</u>	<u>(8)</u>	<u>2,837</u>	<u>2,829</u>
As at 30 September 2018 (Unaudited)	<u>695</u>	<u>8,060</u>	<u>3,100</u>	<u>(19)</u>	<u>7,646</u>	<u>19,482</u>
As at 1 January 2019 (Audited)	<b>695</b>	<b>8,060</b>	<b>3,100</b>	<b>(20)</b>	<b>6,858</b>	<b>18,693</b>
Total comprehensive loss for the period	<u>–</u>	<u>–</u>	<u>–</u>	<u>(16)</u>	<u>(292)</u>	<u>(308)</u>
As at 30 September 2019 (Unaudited)	<u><b>695</b></u>	<u><b>8,060</b></u>	<u><b>3,100</b></u>	<u><b>(36)</b></u>	<u><b>6,566</b></u>	<u><b>18,385</b></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 ENDED 30 SEPTEMBER 2019*

## **1. GENERAL INFORMATION**

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability on 8 March 2017. The Company's immediate and ultimate holding company is Amber Capital Holding Limited ("Amber Capital"), a company incorporated in the British Virgin Islands ("BVI") with limited liability. The Company's shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 November 2017.

The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The head office and principal place of business of the Group is at #03-08 Quartz Industrial Building, 5 Upper Aljunied Link, Singapore 367903.

The Company is an investment holding company and the Company's subsidiaries are principally engaged in provision of structural reinforced and concrete works in buildings and civil engineering works. The consolidated financial statements are presented in Singapore dollars ("S\$"), which is the functional currency of its principal subsidiaries. All values are rounded to the nearest thousand ("S\$'000"), except when otherwise indicated.

## **2. BASIS OF PREPARATION**

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 have been prepared by the Directors in accordance with International Financial Reporting Standards ("IFRS") 34 "interim financial reporting" issued by the International Accounting Standard Board (the "IASB") and the applicable disclosure requirements of the GEM Listing Rules. Intra-group balances and transactions, if any, have been fully and properly eliminated. The accounting policies and basis of preparation adopted in the preparation of the financial statements for nine months ended 30 September 2019 (the "Reporting Period") are consistent with those adopted in the Group's consolidated financial statements for the year ended 31 December 2018.

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 2019.

The application of the new amendments to IFRS in the current period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these 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 ended 30 September 2019 are the same as those followed in the preparation of the financial statements for the year ended 31 December 2018.

## 5. REVENUE

	<b>Nine months ended 30 September</b>	
	<b>2019</b>	2018
	<b>S\$'000</b>	S\$'000
	<b>(Unaudited)</b>	(Unaudited)
General building projects	<b>10,876</b>	17,785
Civil engineering projects	<b>2,261</b>	16,510
	<b>13,137</b>	34,295

	<b>Nine months ended 30 September</b>	
	<b>2019</b>	2018
	<b>S\$'000</b>	S\$'000
	<b>(Unaudited)</b>	(Unaudited)
Timing of revenue recognition: Over time	<b>13,137</b>	34,295

## 6. SEGMENT INFORMATION

The Group operates in one operating segment which is the provision of structural reinforced and concrete works in general building and civil engineering works. A single management team reports to the Directors (being the chief operating decision-maker (“CODM”)) who comprehensively manage the entire business. The CODM reviews revenue by nature of contracts, i.e. “General Building Projects” and “Civil Engineering Projects” and profit for the period as a whole. Accordingly, the Group does not present separately segment information. No analysis of the Group’s results by type of works nor assets and liabilities is regularly provided to the CODM for review. In addition, all of the Group’s revenue is generated in Singapore and all of the Group’s assets and liabilities are located in Singapore. Accordingly, no business or geographical segment information is presented.

### Revenue from major customers

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

	<b>Nine months ended 30 September</b>	
	<b>2019</b>	2018
	<b>S\$'000</b>	S\$'000
	<b>(Unaudited)</b>	(Unaudited)
Customer A	<b>5,182</b>	6,289
Customer B	<b>2,260</b>	13,454
Customer C	<b>1,951</b>	8,507
Customer D	<b>1,756</b>	3,056
	<b>11,149</b>	31,306

### Geographical information

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

## 7. OTHER INCOME, NET

	Nine months ended 30 September	
	2019	2018
	S\$'000	S\$'000
	(Unaudited)	(Unaudited)
Government grants	78	62
Interest income	79	31
Sundry income	164	416
	<u>321</u>	<u>509</u>

## 8. FINANCE COSTS

	Nine months ended 30 September	
	2019	2018
	S\$'000	S\$'000
	(Unaudited)	(Unaudited)
Interest on:		
Obligations under finance lease	2	6
Bank borrowing wholly repayable on demand	—	33
	<u>2</u>	<u>39</u>

## 9. INCOME TAX EXPENSE

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

The Singapore Corporate Income Tax rate was 17% during the nine months ended 30 September 2019 and 2018. 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 ended 30 September 2019 and 2018 are:

	Nine months ended 30 September	
	2019	2018
	S\$'000	S\$'000
	(Unaudited)	(Unaudited)
Current tax		
— Singapore Corporate Income Tax (“CIT”)	28	664
	<u>28</u>	<u>664</u>

## 10. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived at after charging:

	Nine months ended	
	30 September	
	2019	2018
	S\$'000	S\$'000
	(Unaudited)	(Unaudited)
Materials used	1,258	4,789
Subcontracting charges	1,282	9,086
Depreciation expense	148	195
Employee benefit expenses (including directors' emoluments)		
Salaries and other employee benefits	9,351	14,393
Contributions to defined contribution retirement plan	191	186
	<u>9,542</u>	<u>14,579</u>
Total employee benefit expenses (including directors' emoluments)	<u>9,542</u>	<u>14,579</u>

## 11. DIVIDEND

The directors of the Company do not recommend the payment of any dividend for the nine months ended 30 September 2019 (Nine months ended 30 September 2018: Nil).

## 12. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share is calculated by dividing the (loss)/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 ended	
	30 September	
	2019	2018
	S\$'000	S\$'000
	(Unaudited)	(Unaudited)
(Loss)/profit for the period attributable to owners of the Company	<u>(292)</u>	<u>2,837</u>
	'000	'000
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<u>400,000</u>	<u>400,000</u>
Basic (loss)/earnings per share (Singapore cents)	<u>(0.07)</u>	<u>0.71</u>

Diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share because there were no potential dilutive ordinary shares outstanding during the nine months ended 30 September 2019 and 2018.

## **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, curtail 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 ended 30 September 2019, we recorded revenue from general building projects of approximately S\$10.9 million (nine months ended 30 September 2018: approximately S\$17.8 million), which accounted for approximately 82.8% of our total revenue for the same period (nine months ended 30 September 2018: approximately 51.9%).

As at 30 September 2019, we had six ongoing general building contracts with an aggregate outstanding contract value of approximately S\$13.9 million.

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 ended 30 September 2019, we recorded revenue from civil engineering projects of approximately S\$2.3 million (nine months ended 30 September 2018: approximately S\$16.5 million), which accounted for approximately 17.2% of our total revenue for the same period (nine months ended 30 September 2018: approximately 48.1%).

As at 30 September 2019, we had one ongoing civil engineering works contract with an outstanding contract value of approximately S\$4.1 million.

## **INDUSTRY OVERVIEW**

With the growing construction demand in Singapore, the Directors consider that the construction industry remains to be optimistic in 2019. The Building and Construction Authority (“BCA”) of Singapore estimated the total construction demand, being the value of construction contracts to be awarded, in 2019 to range between S\$27 billion and S\$32 billion, comparable to the S\$30.5 billion awarded in 2018.

The Ministry of Trade and Industry of Singapore expects gross domestic product (GDP) growth to be 0.0 to 1.0 per cent in 2019 while the construction output has been continuously supported by public sector construction works. Accordingly, the recovery in the construction sector is also expected to be sustained.

The Group will continue to tender for construction projects in the public and private sectors to capture more business opportunities. Furthermore, the Group will continue to put effort to upgrade its licence from C1 Grade to B2 Grade to enable the Group to tender larger public sector projects.

## **FUTURE PROSPECTS**

Directors considered that the construction demand in 2019 is expected to continue to increase and the outlook for the construction industry in Singapore remains optimistic. Going forward, the Group will continue to identify main contractor works and subcontracting works to capture more potential business opportunities in Singapore.

## **FINANCIAL REVIEW**

### **Revenue**

For the nine months ended 30 September 2019 (the “Reporting Period”), our Group recorded revenue of approximately S\$13.1 million (nine months ended 30 September 2018: approximately S\$34.3 million), representing a decrease of approximately 61.7% compared with the same period of the previous financial year. The decrease was mainly due to the completion of contracts in hand in prior year resulting in a decrease in outstanding contracts brought forward from the beginning of the Reporting Period to approximately S\$9.5 million.

### **Direct costs**

For the nine months ended 30 September 2019, our Group recorded direct costs of approximately S\$10.8 million (nine months ended 30 September 2018: approximately S\$28.1 million), representing a decrease of approximately 61.6% compared with the same period of the previous financial year. Such decrease was in line with the decrease in revenue for the same period.

## **Gross profit and gross profit margins**

For each of the nine months ended 30 September 2018 and 2019, our Group recorded gross profits were approximately S\$6.2 million and S\$2.3 million, respectively, while our gross profit margin decreased from approximately 18.0% for the nine months ended 30 September 2018 to approximately 17.7% for the nine months ended 30 September 2019. The decrease in gross profit was mainly due to decrease in revenue for the Reporting Period. The decrease in gross profit margin was primarily attributable to lower gross profit margin of Project Orchard Station and lower budgeted margins for new contracts awarded for the nine months ended 30 September 2019 compared with the same period of the previous financial year mainly resulting from the increase in salaries of labour.

## **Administrative expenses**

Administrative expenses remained relatively stable at approximately S\$2.9 million for the nine months ended 30 September 2019 (nine months ended 30 September 2018: approximately S\$3.1 million).

## **(Loss)/profit for the period**

As a result of the foregoing, our loss for the period amounted to approximately S\$0.3 million (nine months ended 30 September 2018: approximately S\$2.8 million profit).

## **CAPITAL COMMITMENTS**

Referring to the announcement of the Company dated 17 May 2019, Interno Engineering (1996) Pte. Ltd (the “Purchaser”), an indirect wholly owned subsidiary of the Company, and NK Ceramic Pte. Ltd. (the “Vendor”) entered into a sale and purchase agreement, pursuant to which the Vendor agreed to sell to the Purchaser, and the Purchaser agreed to purchase from the Vendor a target property located at 8 Senoko Loop Singapore 758147, at a total consideration of S\$5.0 million, which will be satisfied in cash (the “Acquisition”). The Purchaser has paid to the Vendor a refundable deposit of S\$1.0 million in cash. The completion of the Acquisition shall be conditional upon satisfaction or waiver (if applicable) of some conditions precedent, which are being actively handled by the Purchaser and the Vendor.

Save for the aforesaid, the Group did not have any significant capital commitments as at 30 September 2019 (30 September 2018: Nil).

## CONTINGENT LIABILITIES AND LITIGATIONS

As at 30 September 2019, the Group was involved in certain litigation cases, details of which are set out below. Save for the disclosed, the Group did not have any material contingent liabilities.

As at 30 September 2019, the Group had three common law claims, which had been brought before the relevant courts in Singapore, in relation to work-related injury. The claim amount of these work-related common law claims has not been finalised. It is expected that the claim amount will be fully covered by insurance.

## 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.

## DISCLOSURE OF INTERESTS

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

As at 30 September 2019, 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 <sup>(Note 1)</sup> Interest of spouse <sup>(Note 2)</sup>	244,000,000	61%
Ms. Tan Soh Kuan ("Ms. Tan")	Interest in controlled corporation <sup>(Note 1)</sup> Interest of spouse <sup>(Note 2)</sup>	244,000,000	61%

*Notes:*

1. As at 30 September 2019, Amber Capital Holdings Limited (“Amber Capital”) holds 244,000,000 Shares, representing 61% 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**

<b>Name of Directors</b>	<b>Name of associated corporation</b>	<b>Capacity</b>	<b>Number of Shares</b>	<b>Approximate Percentage of Shareholding</b>
Mr. Goh	Amber Capital <sup>(Note 1)</sup>	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 2019, 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 2019, 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 10% 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**

<b>Name of Shareholders</b>	<b>Capacity</b>	<b>Number of Shares</b>	<b>Percentage of the Company's issued share capital</b>
Amber Capital	Beneficial owner	244,000,000	61%
Zhang He	Beneficial owner	37,000,000	9.25%

Save as disclosed above, as at 30 September 2019, 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 10% 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.

### **INTEREST OF THE COMPLIANCE ADVISER**

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Guotai Junan Capital Limited ("Guotai Junan") to be its compliance adviser. As informed by Guotai Junan, neither Guotai Junan nor any of its directors or employees or associates, has or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Guotai Junan.

## **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 A.2.1**

Code provision A.2.1 of the CG 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 2019.

## 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. Zhou Guangguo. 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 ended 30 September 2019, 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 and Chief Executive Officer*

Hong Kong, 11 November 2019

*As at the date of this announcement, the chairman and the executive Director 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 are Mr. Ma Yiu Ho Peter, Mr. Yip Ki Chi Luke, Mr. Zhou Guangguo.*

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