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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 JUNE 2023 AND CHANGE OF DIRECTORS**

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Indigo Star Holdings Limited (the “**Company**”) issued to the shareholders of the Company (“**Shareholders**”) both dated 19 May 2023. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular and the AGM Notice.

As at the date of the annual general meeting of the Company held on 20 June 2023 (the “**AGM**”), the total number of ordinary shares of the Company in issue (“**Shares**”) was 400,000,000, being all the Shares which entitled the Shareholders to attend and vote for or against the proposed resolutions as set out in the AGM Notice (the “**Proposed Resolutions**”) at the AGM. None of the shareholders were required to abstain from voting on the Proposed Resolutions at the AGM under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). In addition, there were no Shares entitling the holders to attend and abstain from voting in favour of the Proposed Resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated in the Circular of the Company dated 19 May 2023 his intention to vote against or to abstain from voting on any of the Proposed Resolution at the AGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed and acted as the scrutineer for the purpose of the vote-taking at the AGM.

The poll results in respect of all the Proposed Resolutions put to vote at the AGM are set out as follows:

Ordinary Resolutions <i>(Note i)</i>		Number of Votes (%) <i>(Note ii)</i>		Total Votes
		For	Against	
1	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ <b>Directors</b> ”) and the auditor (the “ <b>Auditor</b> ”) of the Company for the year ended 31 December 2022.	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 1 was duly passed as an ordinary resolution.				
2	A. To re-elect Ms. Tan Soh Kuan as an executive Director;	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 2A was duly passed as an ordinary resolution.				
	B. To re-elect Mr. Wang Jianje as an executive Director; and	2,450,000 (1.18%)	204,800,000 (98.82%)	207,250,000
The resolution 2B was not passed				
	C. To re-elect Mr. Zhou Guangguo as an independent non-executive Director.	2,450,000 (1.18%)	204,800,000 (98.82%)	207,250,000
The resolution 2C was not passed				
3	To authorise the board of Directors (the “ <b>Board</b> ”) to fix the Directors’ remuneration.	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 3 was duly passed as an ordinary resolution.				
4	To consider the re-appointment of Prism Hong Kong and Shanghai Limited as the Auditor and to authorize the Board to fix its remuneration.	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 4 was duly passed as an ordinary resolution.				

5	To grant to the Directors a general and unconditional mandate to allot, issue or deal with shares of the Company up to 20% of the aggregate number of shares in issue as at the date of passing this resolution (the “ <b>Issue Mandate</b> ”).	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 5 was duly passed as an ordinary resolution.				
6	To grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued shares of the Company up to 10% of the aggregate number of shares as at the date of passing this resolution (the “ <b>Repurchase Mandate</b> ”).	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 6 was duly passed as an ordinary resolution.				
7	To grant to the Directors a general and unconditional mandate to extend the Issue Mandate to the effect that any shares repurchased under the Repurchase Mandate will be added to the total number of shares which may be allotted, issued and dealt with under the Issue Mandate.	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 7 was duly passed as an ordinary resolution.				
<b>Special Resolution</b> <i>(Note i)</i>		<b>Number of Votes (%)</b> <i>(Note ii)</i>		<b>Total Votes</b>
		<b>For</b>	<b>Against</b>	
8	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the amended and restated memorandum and articles of association of the Company.	207,250,000 (100.00%)	0 (0.00%)	207,250,000
The resolution 8 was duly passed as a special resolution. The amendments to the existing memorandum and articles of association of the Company has taken effect on the same day.				

*Notes:*

- i. The above table only provides a summary of the Proposed Resolutions. The full text of these Proposed Resolutions is set out in the AGM Notice.
- ii. The number of votes and approximated percentage of the voting Shares as stated above are based on the total number of Shares held by the Shareholders voted at the AGM in person, by authorised corporate representative(s) or by proxies.

## **NON-COMPLIANCE WITH RULES 5.05(1), 5.28, 5.34 AND 5.36A OF THE GEM LISTING RULES**

As less than 50% of the votes were cast in favour of ordinary resolution numbered 2C, the Company will only have two independent non-executive Directors (“**INED**”) after Mr. Zhou Guangguo step down as INED and the Chairman of nomination committee as well as remuneration committee of the Company. The number and composition of INEDs fail to meet the requirements under (i) Rule 5.05(1) of the GEM Listing Rules which requires the Board must include at least three INEDs; (ii) Rule 5.28 of the GEM Listing Rules which requires the audit committee to comprise a minimum of three members; (iii) Rule 5.34 of the GEM Listing Rules which requires the remuneration committee to be chaired by an INED and comprising a majority of INEDs; and (iv) Rule 5.36A of the GEM Listing Rules which requires the nomination committee to be chaired by the chairman of the Board or an INED and comprising a majority of INEDs. The Company will use its best endeavors to ensure a suitable candidate is appointed as soon as practicable and, in any event, within 3 months pursuant to Rules 5.06, 5.28, and 5.33 of the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

Mr. Goh Cheng Seng, Ms. Tan Soh Kuan, Mr. Ng Sai Cheong, Mr. Wang Jianye, Mr. Ma Yiu Ho Peter, Mr. Yip Ki Chi Luke and Mr. Zhou Guangguo attended the 2023 AGM.

By Order of the Board  
**Indigo Star Holdings Limited**  
**Goh Cheng Seng**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 20 June 2023

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information which regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the Stock Exchange website at [www.hkgem.com](http://www.hkgem.com), on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement will also be published on the Company’s website at [www.indigostar.sg](http://www.indigostar.sg).*