

STARLAND HOLDINGS LIMITED
(Company Registration Number: 201131382E)
(Incorporated in the Republic of Singapore)

APPLICATION FOR EXTENSION OF TIME TO MEET FREE FLOAT REQUIREMENT

The Board of Directors (the "**Board**" or the "**Directors**") of Starland Holdings Limited (the "**Company**") and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 1 March 2016 relating to the suspension of the trading of the Company's shares on Catalist.

As mentioned in the aforesaid announcement, pursuant to Rule 724(2) of Section B: Rules of Catalist of the listing manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**"), the Company has a period of three months from 2 March 2016, or such longer period as the SGX-ST may agree, to restore the public float. In this connection, the shareholders of GRP Limited ("**GRP**"), being the ultimate holding company of the Company had, in an extraordinary general meeting held on 13 January 2016, approved the dividend in specie of the Company's shares held by GRP Chongqing Land Pte. Ltd. ("**GRP CHQ**"), a wholly-owned indirect subsidiary of GRP, to the shareholders of GRP which include one of the Vendors (as defined below) ("**Distribution**"). The purpose of the Distribution is to facilitate the fulfilment of the free float requirement by the Company. At the date of this announcement, GRP CHQ has acquired approximately 99.49% of the total issued shares of the Company.

As announced on 13 April 2016, the Company has entered into a non-binding memorandum of understanding ("**MOU**") with Ayondo Holding AG ("**Ayondo**") for the proposed acquisition of the equity interest in Ayondo by the Company ("**Proposed Acquisition**"). The Proposed Acquisition, if undertaken and completed, is expected to result in a reverse take-over of the Company and those shareholders of Ayondo (the "**Vendors**") and their concert parties who will acquire more than 30.0% of the voting rights in the Company would be required to make a general offer for the remaining shares in the Company not owned or controlled by the Vendors and their concert parties pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**"). This will be the case unless the Securities Industry Council ("**SIC**") grants the Vendors and their concert parties a waiver of their obligation to make a mandatory general offer under Rule 14 of the Code (the "**Whitewash Waiver**").

One of the pre-conditions for the grant of the Whitewash Waiver under Rule 2(d) of Appendix 1 of the Code is that the Vendors and their concert parties must not acquire any shares in the Company prior to the Proposed Acquisition. In view of the above, the Company is seeking clarification from the SIC that the Distribution will not be regarded as an acquisition of shares in the Company under Rule 2(d) of Appendix 1 of the Code, thereby precluding the grant of the Whitewash Waiver to the relevant Vendors, if required. Meanwhile, the Company has also applied to SGX-ST for an extension of time to meet the free float requirement in order to resume trading as the Whitewash Waiver is currently a condition precedent for the Proposed Acquisition under the terms of the MOU, being a customary condition precedent in typical reverse takeover transactions.

The Company will update shareholders of the Company on the outcome of the extension application in due course.

BY ORDER OF THE BOARD

Peng Peck Yen
Executive Director
25 May 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of

Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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