

**STARLAND HOLDINGS LIMITED**  
(the “Company”)  
(Company Registration No. 201131382E)  
(Incorporated in the Republic of Singapore)

**Minutes of the Annual General Meeting of the Company (“AGM”) (the “Meeting”)**

**Date** : Friday, 5 June 2020

**Time** : 10:30 a.m.

**Place** : Conducted wholly-electronically

**Present** : As per attendance sheets maintained by the Company

**Chairman** : Foong Daw Ching (the “Chairman”)

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**QUORUM**

With the presence of the requisite quorum, the Chairman called the AGM to order and introduced the board of directors. He informed that pursuant the COVID19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the AGM will be conducted wholly-electronically.

**NOTICE OF MEETING**

The Chairman informed the members, the notice convening the AGM to be taken as read.

**PRESENTATION**

The Chairman then invited Kwan Chee Seng (“KCS”) to provide updates to the members on the Group’s (the Company and subsidiary companies) business updates. KCS proceeded to provide updates detailed in Appendix I. The same was released on the SGXNet on 4 June 2020.

**DEMAND FOR POLL**

It was noted that pursuant to Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”), all proposed resolutions at the AGM to be voted by poll.

Pursuant to Article 58 of the Company’s Constitution, the Chairman demanded that all proposed resolutions at the AGM to be voted by poll.

**POLLING PROCESS**

It was noted that all Shareholders (whether Individual or Corporate) who wish to vote at the Meeting have appointed the Chairman to act as their proxy and they have directed their vote accordingly prior

to this Meeting.

All the proxy forms received by the Share Registrar, Tricor Barbinder Share Registration Services via post and email by the cut-off date have been verified by the scrutineer, Intertrust Singapore Corporate Secretarial Services Pte. Ltd. The voting results, which have been verified by the Scrutineer were displayed on the screen in the respective agenda items.

#### QUESTION

Shareholders have also submitted their queries prior to the AGM and the Company had on 3 June 2020 announced the responses to the substantial queries on SGXNET and the Company's website.

#### MEETING AGENDA

##### RESOLUTION 1

##### **Directors' Statement and Audited Financial Statements for the Financial Year Ended 31 December 2019 and the Auditors' Report thereon**

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 and the Auditors' Report thereon.

The vote results were as follows:

No. of shares voted "For"	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted "Against"	As a percentage of total no. of votes for and against the resolution (%)
129,067,272	100.00	680	0.00

and it was duly carried and approved:

*"That the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 and the Auditors' Report thereon be and are hereby received and adopted."*

##### RESOLUTION 2

##### **Final Tax Exempt (1-Tier) Dividend of S\$0.03 per share for the Financial Year Ended 31 December 2019**

It was noted that the directors had recommended the payment of a final tax exempt (1-tier) dividend of S\$0.03 per share for the financial year ended 31 December 2019.

The vote results were as follows:

No. of shares voted "For"	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted "Against"	As a percentage of total no. of votes for and against the resolution (%)
129,067,272	100.00	680	0.00

and it was duly carried and approved:

*“That the declaration of a final tax exempt (1-tier) dividend of S\$0.03 per share for the financial year ended 31 December 2019 be and is hereby approved.”*

### **RESOLUTION 3**

#### **Re-election of Lim See Yong**

The vote results were as follows:

<b>No. of shares voted “For”</b>	<b>As a percentage of total no. of votes for and against the resolution (%)</b>	<b>No. of shares voted “Against”</b>	<b>As a percentage of total no. of votes for and against the resolution (%)</b>
129,067,272	100.00	680	0.00

and it was duly carried and approved:

*“That Mr Lim See Yong, who retires under Article 88 of the Company’s Constitution, be and is hereby re-elected as Director of the Company and will continue in office as the Independent Director of the Company and remains as Chairman of the Risk Management Committee; and member of the Audit, Nominating and Remuneration Committees, and be considered independent for the purpose of Rule 704(7) of the Rules of Catalist.”*

### **RESOLUTION 4**

#### **Re-election of Mr Foong Daw Ching**

As this agenda item dealt with the reappointment of the Chairman, he accordingly pass the chair to KCS.

The vote results were as follows:

<b>No. of shares voted “For”</b>	<b>As a percentage of total no. of votes for and against the resolution (%)</b>	<b>No. of shares voted “Against”</b>	<b>As a percentage of total no. of votes for and against the resolution (%)</b>
129,067,272	100.00	680	0.00

and it was duly carried and approved:

*“That Mr Foong Daw Ching, who retires under Article 89 of the Company’s Constitution, be and is hereby re-elected as Director of the Company and will continue in office as the Non-Executive Independent Chairman of the Company and remains as Chairman of the Audit Committee; and member of the Nominating, Remuneration and Risk Management Committees, and be considered independent for the purpose of Rule 704(7) of the Rules of Catalist.”*

Thereafter, KCS handed the chair back to the Chairman to continue with the proceedings of the Meeting.

## RESOLUTION 5

### Re-election of Mr Kwan Chee Seng

The vote results were as follows:

No. of shares voted "For"	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted "Against"	As a percentage of total no. of votes for and against the resolution (%)
122,145,559	100.00	680	0.00

and it was duly carried and approved:

*"That Mr Kwan Chee Seng, who retires under Article 89 of the Company's Constitution, be and is hereby re-elected as Director of the Company and will continue in office as the Non-Executive Director of the Company and remains as member of the Nominating Committee."*

## RESOLUTION 6

### Payment of directors' fees of S\$114,000/- for the financial year ending 31 December 2020

The vote results were as follows:

No. of shares voted "For"	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted "Against"	As a percentage of total no. of votes for and against the resolution (%)
129,067,272	100.00	680	0.00

and it was duly carried and approved:

*"That the directors' fees amounting to S\$114,000/- for the financial year ending 31 December 2020 payable half yearly in arrears, be and are hereby approved for payment."*

## RESOLUTION 7

### Re-appointment of Ernst & Young LLP as auditors of the Company

The vote results were as follows:

No. of shares voted "For"	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted "Against"	As a percentage of total no. of votes for and against the resolution (%)
0	0.00	1,770,084	100.00

and it was not carried.

The Chairman informed the Meeting that the Company will convene an Extraordinary General Meeting as soon as possible to appoint new independent auditors of the Company.

## RESOLUTION 8

### Authority to allot and issue shares

The vote results were as follows:

No. of shares voted "For"	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted "Against"	As a percentage of total no. of votes for and against the resolution (%)
129,067,272	100.00	680	0.00

and it was duly carried and approved:

*"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:*

- a) *(i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or*  
*(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and*
- b) *(notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any instrument made or granted by the Directors of the Company while this Resolution was in force,*

*provided that:*

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);*
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of the issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:*

- (i) new Shares arising from the conversion or exercise of any convertible securities;
- (ii) new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company;
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier.”

## RESOLUTION 9

### Authority to allot and issue shares pursuant to the Starland Performance Share Plan (the “Plan”)

The vote results were as follows:

No. of shares voted “For”	As a percentage of total no. of votes for and against the resolution (%)	No. of shares voted “Against”	As a percentage of total no. of votes for and against the resolution (%)
129,067,272	100.00	680	0.00

and it was duly carried and approved:

“That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of the Awards granted under the Plan, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Plan, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the date preceding the date of the relevant grant.”

**CLOSING**

There being no other business, the Chairman declared the Meeting closed at 11:15 a.m. and thanked all members who attended the Meeting.

Signed as a true records of the proceedings



**FOONG DAW CHING**  
Non-Executive Independent Chairman

Dated: 10 June 2020