

CIRCULAR DATED 10 OCTOBER 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Starland Holdings Limited (the “**Company**”) held through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as CDP will arrange for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company (“**Shares**”) which are not deposited with CDP, you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached proxy form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer of Shares was effected for onward transmission to the purchaser or the transferee.

Your attention is drawn to the section entitled “Risk Factors Relating to the Proposed Diversification” of this Circular, which you should review carefully.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Circular.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.



STARLAND HOLDINGS LIMITED

(Company Registration No. 201131382E)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED DIVERSIFICATION OF THE GROUP’S BUSINESS
INTO FINANCIAL SOLUTIONS BUSINESS**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	22 October 2019 at 2.00 p.m
Date and time of Extraordinary General Meeting	:	25 October 2019 at 2.00 p.m
Place of Extraordinary General Meeting	:	Esplanade Room 1 and 2, Level 3 of Singapore Recreation Club, B Connaught Drive, Singapore 179682

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

- “Act”* : The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
- “Associate”* : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:–
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board”* : The board of directors of the Company as at the date of this Circular
- “Catalist Rules”* : The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
- “CDP”* : The Central Depository (Pte) Limited
- “Circular”* : This circular to Shareholders dated 10 October 2019 in relation to the Proposed Diversification
- “Company”* : Starland Holdings Limited
- “Constitution”* : The constitution of the Company, as amended or modified from time to time
- “Control”* : The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company

DEFINITIONS

<i>“Controlling Shareholder”</i>	:	A person (including a corporation) who: (a) holds directly or indirectly 15% or more of the total number of Shares in the Company; or (b) in fact exercises Control over the Company
<i>“CPF”</i>	:	The Central Provident Fund
<i>“CPF Approved Nominees”</i>	:	Agent banks included under the CPFIS
<i>“CPFIS”</i>	:	Central Provident Fund Investment Scheme
<i>“Directors”</i>	:	The directors of the Company as at the date of this Circular
<i>“EGM”</i>	:	The extraordinary general meeting of the Company, the notice of which is set out on pages 22 and 23 of this Circular
<i>“Existing Business”</i>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<i>“Financial Solutions Business”</i>	:	The business of the providing financial solutions as more particularly described in Section 2.2 of this Circular
<i>“FY”</i>	:	Financial year of the Company ended or ending 31 December (as the case may be)
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“Latest Practicable Date”</i>	:	The latest practicable date prior to the printing of this Circular, being 1 October 2019
<i>“PRC”</i>	:	The People’s Republic of China
<i>“Proposed Diversification”</i>	:	The diversification of the Group’s business to include the Financial Solutions Business
<i>“Securities Account”</i>	:	The securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
<i>“SFA”</i>	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Share(s)”</i>	:	Ordinary share(s) in the share capital of the Company

DEFINITIONS

“Shareholders”	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“SRS”	:	Supplementary Retirement Scheme
“Substantial Shareholder”	:	A person (including a corporation) who holds directly or indirectly 5% or more of the total number of Shares in the Company

Currencies, Units and Others

“RM”	:	Ringgit Malaysia, lawful currency of Malaysia
“S\$”	:	Singapore dollar
“%” or “per cent”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them, respectively, in Section 81SF of the SFA. The term “**subsidiary**” shall have the same meaning ascribed to it in Section 5 of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Act, the SFA, the Catalist Rules or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

This Circular may contain forward-looking statements regarding future events or future financial performance of countries, markets, or companies. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of known and unknown risks, uncertainties and assumptions. Examples of these include, without limitation, changes in the Singapore economy generally. These forward-looking statements are based on the Company's current view of future events and should be considered in totality with the other information provided in this Circular. No reliance should be placed on these forward-looking statements and Shareholders should make their own assessment on the future performance and outcomes of the matters set out herein.

LETTER TO SHAREHOLDERS

STARLAND HOLDINGS LIMITED

(Company Registration No. 201131382E)
(Incorporated in the Republic of Singapore)

Board of Directors

Foong Daw Ching (*Non-Executive Independent Chairman*)
Kwan Chee Seng (*Non-Executive Director*)
Tan Chade Phang (*Independent Director*)
Lim See Yong (*Independent Director*)
Peng Peck Yen (*Executive Director*)

Registered Office

80 Robinson Road
#02-00
Singapore 068898

10 October 2019

To: The Shareholders of Starland Holdings Limited

Dear Sir/Madam

PROPOSED DIVERSIFICATION OF THE BUSINESS OF THE GROUP INTO THE FINANCIAL SOLUTIONS BUSINESS

1. INTRODUCTION

The Group is proposing to convene the EGM to seek the approval of the Shareholders for the Proposed Diversification into the Financial Solutions Business as further described in Section 2.2 of this Circular.

The purpose of this Circular is to provide Shareholders with information relating to, and explain the rationale for, and to seek the Shareholders' approval for the Proposed Diversification.

Shareholders are advised to read the "Risk Factors" set out in Section 3 of this Circular carefully in relation to the risks involved pursuant to the Proposed Diversification.

2. PROPOSED DIVERSIFICATION OF BUSINESS

2.1 Existing business of the Group

The Group is primarily involved in the business of property development in the PRC, and is engaged in developing integrated residential and commercial properties in Chongqing, PRC (the "**Existing Business**"). With established expertise in key aspects of property development and management, the Group continues to build a strong presence and brand name for premium integrated residential and commercial properties development in Chongqing and other second and third tier cities in the PRC, focusing on large scale middle to high end and multi-phased projects.

2.2 Information regarding the Financial Solutions Business

Subject to the approval of Shareholders being obtained at the EGM, the Company proposes to expand its existing business to include financial solutions related businesses, which involve:—

- (a) trade financing and financing solutions such as consumer lending services and financial solutions for affordable housing;

LETTER TO SHAREHOLDERS

- (b) corporate finance advisory services; and
 - (c) asset management and fund management services,
- (collectively, the “**Financial Solutions Business**”).

Since the Global Financial Crisis (“**GFC**”) between 2007 and 2009, the banking systems around the world have undergone significant structural changes, particularly central banks globally have imposed increasingly onerous capital and liquidity standards on banks, and have also significantly tightened its supervision on banks so as to increase resilience to macro-economic shocks¹. These measures are intended to reduce the probability of default for large internationally active banks, and to significantly improve the banking systems’ capacity to absorb any shock in the event of a failure of any large financial institution. Thereafter, banks have been re-strategising as they grapple with significantly higher capital requirements and higher compliance and operating costs².

As a result, Small and Medium Enterprises (“**SMEs**”) are facing challenges as their financial requirements are too large for micro-financing and yet too small to be effectively served by corporate banking models. The lack of financing is often cited by SMEs as one of the main barriers for their growth³. As such, the Company views that the Financial Solutions Business will have opportunities to fill this gap as non-bank finance and non-bank financial institutions have gained a greater role in financing economic activity in the aftermath of the GFC.

Based on the foregoing, the Financial Solutions Business aims to provide solutions to SMEs, notably the underserved clients. There is no intention to restrict the Financial Solutions Business to any particular business or industry or geographical market. The Group will remain prudent by taking into account the financial condition and cash flow requirements of the Group in deciding the amount involved and to ensure that the financial exposure of the Group is managed. There will be regulatory requirements for the Financial Solutions Business in each jurisdiction and/or particular business or industry. If the Group decides to enter into any jurisdiction or any particular business or industry to carry out the Financial Solutions Business either by way of acquisition or by way of direct establishment by the Group in such jurisdiction, the Group will consult legal and other professionals in such jurisdiction on the compliance with the regulatory requirements in such jurisdiction or such particular business or industry.

In the initial stage of the Financial Solutions Business, the Group is likely to focus on the Malaysia market through the potential exercise of the Option (as defined below), with a view to expand into the other jurisdictions.

For the avoidance of doubt, the Group remains committed in the continuance of its Existing Business for so long as its Existing Business remains viable.

¹ “*Structural Changes in Banking After The Crisis*” prepared by a Working Group established by the Bank of International Settlements’ Committee on the Global Financial System in January 2018 which can be found at <https://www.bis.org/publ/cgfs60.pdf>

² “*Structural Changes in Banking After The Crisis*” prepared by a Working Group established by the Bank of International Settlements’ Committee on the Global Financial System in January 2018 which can be found at <https://www.bis.org/publ/cgfs60.pdf>

³ “*Digital banking for small and medium-sized enterprises – Improving access to finance for the underserved*”, a report prepared by Deloitte Southeast Asia Ltd. in 2015 <https://www2.deloitte.com/content/dam/Deloitte/sg/Documents/financial-services/sea-fsi-digital-banking-small-medium-enterprises-noexp.pdf>

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Trade Financing and Financial Solutions

The Group envisions that the trade financing and financial solutions will include (a) providing revolving credit invoicing facilities or invoice factoring, (b) providing capital and liquidity solutions, (c) secured lending, and (d) consumer lending. Such solutions may include working capital loans, term loans, project financing and receivables financing which are likely to be provided to SMEs, trade credit insured suppliers and vendors, and in Malaysia, the citizen group whose median monthly household income is RM3,000 or below ("**B40 Group**"). In respect of financial solutions for affordable housing, the Group envisages that in Malaysia, structure financing solutions will be provided to the B40 Group to acquire and own property developed in the affordable housing range through the asset management business.

The revenue for the trade financing and financial solutions will be substantially derived from the income generated by the financial services provided and the interest from loans.

Corporate Finance Advisory

The Group envisages the corporate finance advisory services to include providing financial advisory to companies particularly SMEs on various aspects of corporate finance which may include private equity, business incubation, corporate development, mergers and acquisitions, trade sales, restructuring, fundraising, and pre-initial public offering fundraising. The revenue is expected to be substantially derived from consultancy fees received by the Group's clients.

It is anticipated that advising on corporate finance will be regulated activities in most, if not all, jurisdictions. If the Group decides to enter into any jurisdiction to carry out such corporate finance advisory activities, the Group will consult legal and other professionals in such jurisdiction on the compliance with the regulatory requirements in such jurisdiction.

Fund Management Services

It is envisaged that the Group will establish a fund management arm to provide asset management and fund management activities including managing and maintaining the investment portfolio of the Group's clients, conducting investments and executing transactions for the funds managed by the Group, market research and analysis, and formulation and implementation of investment strategies and solutions. The Group will not restrict itself to any particular business sector, industry or country that presents growth opportunities for the Group. The Group will obtain the requisite licences or permits to carry out the fund management services in the respective countries. The revenue for the fund management services is expected to be substantially derived from management fees charged and the performance fees as profit sharing of the profits achieved by the funds under management. The Group may earn additional investment income from investing its own capital alongside that of the Group's fund investors and from the carried interest the Group receives from the funds.

It is anticipated that advising on fund management will be regulated activities in most, if not all, jurisdictions. If the Group decides to enter into any jurisdiction to carry out such fund management activities, the Group will consult legal and other professionals in such jurisdiction on the compliance with the regulatory requirements in such jurisdiction.

LETTER TO SHAREHOLDERS

2.3 Information regarding Luminor Malaysia

On 22 July 2019, the Company announced that the Company's wholly-owned subsidiary, Starland Axis Pte. Ltd. ("**Axis**") had entered into a convertible loan agreement ("**CLA**") with Luminor Capital (Malaysia) Sdn. Bhd. ("**Luminor Malaysia**"). Under the CLA, Axis shall provide a S\$2,333,333 (approximately RM7,000,000 at an agreed exchange rate of S\$1: RM3) loan to Luminor Malaysia. The loan is to be repaid within 12 months from the date of drawdown. The purpose of the loan is to facilitate Luminor Malaysia's business growth and investment. Axis has the option to convert S\$1,333,333 (approximately RM4,000,000 at an agreed exchange rate of S\$1: RM3) of the principal amount for 51% interest in the enlarged share capital of Luminor Malaysia ("**Option**"). The right to exercise the Option shall commence at any time from date of drawdown to the date of full repayment of the loan. Drawdown date was 24 July 2019. Following the Proposed Diversification, the Group may decide to exercise the Option.

Pursuant to the CLA, Luminor Malaysia will pay the Company a total sum of RM350,000 in cash as fee for co-ordinating and facilitating the documentation process, drawdown and disbursement of the loan ("**Fee**"). In the event Axis exercises its right to convert S\$1,333,333 (approximately RM4,000,000 at an agreed exchange rate of S\$1: RM3) of the loan into 51% interest in the enlarged share capital of Luminor Malaysia, the Fee shall be reduced to RM150,000 only. As at the Latest Practicable Date, the Company has received S\$25,000 (approximately RM75,000 at an agreed exchange rate of S\$1:RM3) as part of the Fee.

Luminor Malaysia is a financial services holding company incorporated in Malaysia on 23 July 2018. On 22 February 2019, Luminor Malaysia acquired 80% interest in Venture Credit Sdn. Bhd. ("**Venture**") and on 6 March 2019, Luminor Malaysia has entered into an agreement to acquire 49% interest in Fiscalab Capital Markets Sdn. Bhd. ("**Fiscalab**"). Luminor Malaysia is 19.99% owned by Luminor Capital Pte Ltd ("**LCPL**") and 80.01% owned by Meridian Salute Sdn. Bhd. ("**Meridian**"). Meridian is 62.5% owned by Mr Wisun Soon and 37.5% owned by Mr Lim Aik Teong, both of whom are directors of Meridian and Luminor Malaysia and are not related to the Company, the Directors or controlling shareholders of the Company, and their respective associates.

Venture is licensed under the Malaysia Moneylenders Act 1951 by Malaysia Ministry of Housing and Local Government to provide moneylending services to borrowers. Fiscalab is licensed under the Malaysia Capital Market and Services Act 2007 by the Securities Commission Malaysia to undertake corporate finance advisory services.

Following the Proposed Diversification, the Group intends to establish a fund management arm and to apply to Securities Commission Malaysia for a fund management license with the view to grow its invoice financing and secured finance business at a lower cost.

Accordingly, the Company has decided to convene the EGM to seek the approval of the Shareholders for the Proposed Diversification.

2.4 Rationale for the Proposed Diversification

The Group has continued to search for new business opportunities as the Group's projects in the PRC are towards its tail end. As mentioned in Section 2.2 above, the Group is of the view that there are opportunities for the growth of Financial Solutions Business in the region.

LETTER TO SHAREHOLDERS

Notwithstanding the risks associated with the Financial Solutions Business as set out in Section 3 of this Circular, the Board believes that the Financial Solutions Business will provide the following benefits to the Group:

(i) **Additional and recurrent revenue streams**

The Group is of the view that the Financial Solutions Business is expected to provide additional and recurrent revenue streams for the Group which will include advisory fees, invoice factoring fees and secured financing fees. The Group will venture into the Financial Solutions Business prudently, with a view of enhancing shareholder value over the long-term and achieving long-term growth.

(ii) **Enhance Shareholders' value**

The Proposed Diversification is part of the corporate strategy of the Group to provide Shareholders with diversified returns and long-term growth. It may provide the Group with additional funds, which can be channelled towards the enhancement of shareholder value over the long-term. Additionally, the Board believes that the Proposed Diversification can offer new business opportunities, provide the Group with new revenue streams and improve its prospects, so as to enhance Shareholders' value for the Company.

In light of the above, the Board is of the view that the Financial Solutions Business is in the best interests of the Company and Shareholders.

2.5 Future Plans

As announced on 22 July 2019, the Group's property development projects in the PRC are reaching their final stage and the Group has continued to be in the lookout for new business opportunities. The Group will be focusing on leveraging on opportunities in the financial advisory industry which may include (but not limited to) the proposed acquisition of Luminor Malaysia via the exercise of Option. The Board believes that the Financial Solutions Business would allow the Group to have better prospects of profitability as, subject to obtaining approval from Shareholders for the Proposed Diversification, the Board envisages that the Financial Solutions Business is likely to generate revenue for the Group. The Proposed Diversification will aid in ensuring long term growth by enabling the Group to have access to new business opportunities which in turn could potentially enhance the return on the Group's assets and improve Shareholders' value in the long run.

The Group does not intend to restrict the Financial Solutions Business to any particular business or industry or geographical market. Before the Group decides to enter into any jurisdiction or any particular business or industry to carry out the Financial Solutions Business, the Group will consult legal and other professionals in such jurisdiction on the compliance with the regulatory requirements in such jurisdiction or such particular business or industry. As such, the Group may, in future, consider applying to the relevant government authority(ies) for the requisite capital markets services licence or other licences to carry out the Financial Solutions Business in Singapore or in such other jurisdictions into which the Group may venture. In the initial stage of the Financial Solutions Business, the Group is likely to focus on the Malaysia market, with a view to expand into the other regions.

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2.6 Organisation of the Financial Solutions Business

The Group intends to undertake the Financial Solutions Business independently or in joint venture or collaboration with third parties who have the relevant expertise and resources. The decision on whether a project should be undertaken by the Group on its own or in collaboration with third parties will be made by the Board after taking into consideration various factors, such as the nature and scale of the project, amount of investment required and risks associated with such an investment, nature of expertise required, the period of time that is required to complete the project and conditions in the property market, taking into account the opportunities available.

Before undertaking any major project in the Financial Solutions Business, the management of the Company will prepare a feasibility study containing financial forecasts, risk analysis, market study, funding needs, growth potential and projected returns of the project concerned (where applicable) to decide on the nature and extent of the Group's investment in such project. In addition, the Risk Committee of the Company will oversee the risk management activities, and ensure the adequacy and effectiveness of risk management activities, and with the Board will regularly review the risk exposure of the Solutions Business, at intervals of no less than six months and/or at such shorter intervals as the Board may consider appropriate in the circumstances.

2.7 Management and Manpower of the Financial Solutions Business

The Board recognises that the Financial Solutions Business is different from the current core business of the Group. However, the Group notes that the relevant experience and expertise required can be acquired and developed by the Group over time as it progresses in the Financial Solutions Business.

As the Group intends to engage in the Financial Solutions Business incrementally, it will monitor developments and progress in the Financial Solutions Business and take the necessary steps to appoint suitable candidate(s) both from within the Group as well as externally to manage the Financial Solutions Business to take it forward as and when required and will update the Shareholders and make the necessary announcements as and when appropriate. Meanwhile, the Financial Solutions Business will be overseen and managed by the Board who has the relevant experience in financial advisory industry and will provide the strategic vision and policy on the Financial Solutions Business.

In addition, the Group will evaluate the manpower and expertise required for the Financial Solutions Business and will as and when required hire suitably qualified personnel, external consultants, external industry experts and professionals for Financial Solutions Business. The Board will continue to evaluate the manpower and expertise required for the Financial Solutions Business in order to consider hiring additional staff and expertise as and when required as it implements the Financial Solutions Business.

2.8 Funding of the Financial Solutions Business

The Company may fund the Financial Solutions Business through a combination of internal sources of funds, retained earnings generated from the Group's business operations and borrowings from financial institutions. The Board will determine the optimal mix of internal funding and external funding, taking into account the cash flow of the Group and the prevailing financing costs. As and when necessary and deemed appropriate, the Group may

LETTER TO SHAREHOLDERS

explore secondary fund raising exercises by tapping the capital markets including but not limited to rights issues, share placements and/or issuance of debt instruments.

3. RISK FACTORS RELATING TO THE PROPOSED DIVERSIFICATION

To the best of the Directors' knowledge and belief, as at the Latest Practicable Date, all the risk factors that are material to Shareholders in making an informed judgement on the Proposed Diversification into the Financial Solutions Business are set out below. The Proposed Diversification involves a number of risks which relate to the Financial Solutions Business which the Group may operate as well as those which may generally arise from, *inter alia*, economic, business, market, political, liquidity, operational, legal and regulatory factors. These risks could materially change the risk profile of the Company.

Any of the risks described below or additional risks and uncertainties not presently known to the Company or the Group or that the Company or the Group currently deem immaterial may also impair the Company's or the Group's business, financial condition, operations and prospects. The risks and uncertainties described below are not intended to be exhaustive and are not the only risks and uncertainties that the Group may face.

Shareholders should evaluate carefully the following considerations and the other information in this Circular before deciding on how to cast their votes at the EGM. The risks set out below are the material risks which the Group faces following the Proposed Diversification. If any of the following considerations, risks or uncertainties develops into actual events, the business, financial condition, results of operations, cash flow and prospects of the Group may be materially and adversely affected.

Shareholders should consider the risk factors in light of your own investment objectives and financial circumstances and should seek professional advice from your accountant, stock brokers, bank managers, solicitors or other professional advisers if you have any doubt about the actions you should take.

3.1 **The Group will be subject to regulatory risks associated with the Financial Solutions Business and may be adversely affected if the Group is unable to obtain and/or maintain the existing licences, registrations, permits and approvals**

As mentioned in Section 2.3 of this Circular, Venture and Fiscalab, subsidiaries of Luminor Malaysia, are licensed to provide money lending and corporate finance advisory services respectively in Malaysia. In addition, the Group intends to apply for a fund management licence from the Securities Commission Malaysia for its fund management activities. Accordingly, the Financial Solutions Business will be subject to several laws and regulations in Malaysia, including the Moneylenders Act 1951 and Capital Markets and Services Act 2007. The Group may, in future, consider applying to the relevant government authority(ies) for the requisite capital markets services licence or other requisite licences to carry out the Financial Solutions Business in Singapore or in such other jurisdictions into which the Group may venture.

The withdrawal, revocation or suspension of the existing licences could require the Group to cease or modify a significant part of the Financial Solutions Business or any failure to obtain, maintain and/or renew the fund management and/or other requisite licences, permits, approvals and/or exemptions may impede or hinder operations for the Group's Financial Solutions Business, and may adversely affect its prospects and business plans.

LETTER TO SHAREHOLDERS

In addition, if there are any changes in legislation, regulations or policies governing the Financial Solutions Business, such that more restrictions and/or additional compliance requirements are imposed by the regulatory authorities in Malaysia or such other jurisdictions into which the Group may venture on the Group which would restrict the conduct of the Financial Solutions Business and/or result in higher costs for the Group, the Group's financial performance may be adversely affected. In the event that it would not be viable to build in such increased costs in the prices, the Group will have to absorb these cost increments and this would affect the Group's profitability.

3.2 The Group will be exposed to credit risks

The principal risk, to which the Financial Solutions Business is exposed, is credit risk in connection with its lending and financing activities. Given the nature of the Financial Solutions Business could be short-term credit without collateral securities, the credit risk arises from the quality of trade receivables and customers. Any failure to recover the loan could expose the Group to potential loss and thereby affecting its financial performance.

The Group will establish and maintain appropriate credit management controls by setting criteria and establishing procedures for auditing both customers and trade accounts receivables before onboarding the customers. In addition, the Group will review for employment of relevant supervisory and management personnel and/or provide additional training to personnel in order to establish a robust risk management system.

3.3 The Group will be exposed to foreign currency risks and interest rate risks

The Group will incur foreign currency risk on investments, loans, advances and factoring receivable and short-term borrowings that are denominated in a currency other than the Group's reporting currency of Renminbi. In addition, in carrying out its lending activities, the Group may be required to meet customers' demands for products with various interest rate structures and maturities. Sensitivity to interest rate movements arises from mismatches in the repricing dates, cash flows and other characteristics of the assets and their corresponding liability funding. As interest rates and yield curves change over time, the size and nature of these mismatches may adversely affect the Group's financial performance.

3.4 High-risk profile of clients for the consumer lending and trade financing

The Group envisages extending financing and lending to entrepreneurs and SMEs that may not have access to typical banking facilities or financial services. The entrepreneurs and SMEs often lack adequate track records or collaterals to obtain loan facilities from conventional banks and financial institutions. The high-risk profile of these potential clients might necessitate the writing off of bad debt or the allowance for doubtful debts. Such write-off of bad debt and allowance for doubtful debts may materially affect the Group's business, financial performance, financial condition, results of operations and prospects.

3.5 The Group has no prior track record and operating history in the Financial Solutions Business

The Group does not have a prior track record in carrying out or the implementation of the Financial Solutions Business. Hence, there is no assurance that the Group's foray into the Financial Solutions Business will be commercially successful and that the Group will be able to derive sufficient revenue to offset the capital and start-up costs as well as operating costs arising from the Financial Solutions Business. The Financial Solutions Business may

LETTER TO SHAREHOLDERS

require high capital commitments and may expose the Group to unforeseen liabilities or risks associated with its entry into new markets or new businesses.

The Group's future plans with regard to the Financial Solutions Business may not be profitable nor achieve profitability that justify the investments made and may take a long period of time before the Group can realise any return. Further, such future plans and new initiatives could result in potentially dilutive issuances of equity securities, the incurrence of capital commitments, debts and contingent liabilities as well as increased operating expenses, all of which may materially and adversely affect the financial performance of the Group.

The Financial Solutions Business also involves business risks including the financial costs of setting up new operations, capital investment and maintaining working capital requirements. If the Group does not derive sufficient revenue from or does not manage the costs of the Financial Solutions Business effectively, the overall financial position and profitability of the Group may be adversely affected.

3.6 The Financial Solutions Business are heavily dependent on the quality of the professionals the Group manages to attract and there is no guarantee that the Group will be successful in attracting qualified professionals

The success of the Financial Solutions Business will depend heavily upon attracting and retaining the continuing services of the existing and future professionals. There is no guarantee that the Group will be successful in attracting and/or retaining qualified professionals due to the strong competition in the market for such personnel. In the event that the Group is unable to attract or retain them, the Financial Solutions Business may be disrupted which may adversely affect the Group's financial position and results of operations.

3.7 The Group may not have the ability or sufficient expertise to execute the Financial Solutions Business

The Group's ability to successfully diversify into the Financial Solutions Business is dependent upon its ability to adapt its existing knowledge and expertise and to understand and navigate the Financial Solutions Business. There is no assurance that the Group will be able to hire and subsequently retain employees with the relevant experience and knowledge as the Group may have to depend on the expertise of certain individuals to provide guidance and/or its investment partners to undertake the projects coming within the Financial Solutions Business. The Group may also appoint third party professionals and/or foster partnerships with various third parties to assist in undertaking the Financial Solutions Business more effectively and efficiently. However, there is no assurance that these third parties will be able to deliver and/or that these partnerships will be successful. Accordingly, the Group may not be able to successfully implement the Financial Solutions Business and this may adversely affect the Group's financial performance and profitability.

3.8 The Group is exposed to risks associated with acquisitions, joint ventures or strategic alliances

Depending on available opportunities, feasibility and market conditions, the Group may participate in joint ventures, strategic alliances, acquisitions or other investment opportunities involving numerous risks, including the possible diversion of management attention from existing business operations and loss of capital or other investments

LETTER TO SHAREHOLDERS

deployed in such joint ventures, strategic alliances, acquisitions or opportunities. Furthermore, the Group is expected to rely on its joint venture partners at the initial stage of its foray into the Financial Solutions Business and there is a risk that if any of its joint venture partners is unable to deliver its obligations or commitments under the joint venture (such as failure to perform according to the expertise expected of the joint venture partner or meet the financial obligations), it may result in additional costs to the Group. In such events, the Group's financial performance may be adversely affected.

3.9 The Financial Solutions Business is dependent on the Group's reputation and any adverse publicity could have an adverse effect on the Group's business and financial performance

The Financial Solutions Business relies to a large extent on market perception on how successful the Group has been in the conduct of its core business as the Group will be operating in an industry where the Group's integrity (and the perception thereof) as well as, the trust and confidence of the clients are of critical importance. Negative publicity (whether or not justified) associated with the Group or any of its officers or employees may adversely impact the Group's reputation and result in a loss of clients. Accordingly, any perception of, or alleged mismanagement, fraud or failure to discharge legal, contractual, regulatory or fiduciary duties, responsibilities, liabilities or obligations may have an adverse effect on the Group's growth prospects, business operations and financial performance.

3.10 The Group's performance following the Financial Solutions Business will be subject to exposure to macro-economic risks

The markets in which the Group will operate the Financial Solutions Business are affected by many factors which are beyond the Group's control. Any of the following factors may cause fluctuations and/or declines in the markets in which the Group operates or invests:

- (i) legal and regulatory changes;
- (ii) economic and political conditions;
- (iii) the level and volatility of liquidity and risk aversion;
- (iv) concerns about natural disasters, terrorism and war;
- (v) the level and volatility of equity, debt, property, commodity and other financial markets;
- (vi) the level and volatility of interest rates and foreign currency exchange rates;
- (vii) concerns over inflation; and
- (viii) changes in investor confidence levels.

Any of the above-mentioned factors could adversely impact the performance of the Financial Solutions Business, which in turn may affect the Group's income, results of operations and/or financial condition.

LETTER TO SHAREHOLDERS

3.11 Any misconduct of the Group's employees and/or the professionals it engages will affect the Group

The Group is subject to the risk of employee misconduct or fraud, including situations where material omissions, or false or misleading statements may be made to clients, or where there is improper use or disclosure of confidential information by the Group's employees. While the Group intends to ensure a tight system of internal control, including the appropriate checks and balances, to prevent or to minimise such risks, these precautions may not be effective in all cases and it may not always be possible to detect such instances of employee misconduct or fraud. Employee misconduct and negligence may result in legal liability, regulatory sanctions and unquantifiable damage to the Group's reputation, and may materially and adversely affect the Group's business operations and financial performance.

Furthermore, the laws, rules and regulations applicable to the professionals engaged by the Group may also impose restrictions and/or penalties on the Group in the event such laws, rules or regulations are breached, or alleged to be breached by the professionals, and the Group's competitiveness and financial performance may consequently be materially and adversely affected.

3.12 The Financial Solutions Business is subject to competition risks

The success of the Financial Solutions Business will depend to a large extent on the Group's ability to establish itself in the financial solution markets, and build its clientele on an economically viable scale and in line with the Group's business objectives. The Group will have to compete with other financial solution service providers including the large financial institutions, some of which may be larger, better capitalised, offer a wider range of services, have access to greater human resources, and have both a stronger presence as well as a longer operating history in these markets.

There can be no assurance that the Group's plan to penetrate these markets will be commercially successful. Furthermore, the competitive market environment may increase pressure on the Group's income margins for the Financial Solutions Business, consequently compromising the Group's income and financial performance.

If the Group fails to compete effectively in this environment, the Group may lose clients, and the opportunity to gain new clients. The Group will need to increase its marketing activities to develop market awareness and relationships with potential clients. Such activities will increase the Group's expenses, and such expenditure without a corresponding increase in revenue may have an adverse impact on the Group's growth prospects and financial performance.

3.13 The Financial Solutions Business is subject to litigation risks

The Financial Solutions Business will be subject to a complex legal and regulatory environment. Any litigation brought against the Group by the clients of the Financial Solutions Business could have a material adverse effect on the Group's reputation, business, growth prospects, income, results of operations and/or financial condition.

LETTER TO SHAREHOLDERS

3.14 The Group's investments in unlisted companies may potentially be illiquid

The Group may, invest in unlisted companies, as part of its fund management activities. The Group could incur greater investment realisation risks than investments in listed securities, as there may be limited methods available to the Group for the sale of such investments, such as by way of an initial public offering (“**IPO**”). However, there can be no assurance that such investee companies would be able to comply with or meet the requirement(s) for an IPO. Even if the investee companies are able to undertake an IPO, the securities held by the Group may be subject to certain restrictions, including the requirement to retain a certain level of shareholding in the investee company for a certain period of time. There can be no assurance that the Group will be able to successfully realise its investments in unlisted companies by way of an IPO or otherwise.

3.15 The Group cannot guarantee the performance of the funds it manages

The success of the fund management activities depends on factors such as the Group's ability to accurately predict market conditions and developments, to perform the relevant research analysis of market trends, and to correctly interpret such market trends and other data or information.

The Group cannot guarantee that the Group's investment strategies will be successful under all or any market conditions. In the event that the funds do not perform as envisioned, there may be a material adverse effect on the Group's reputation, fee income, business operations and financial performance.

4. REQUIREMENTS UNDER THE CATALIST RULES

Pursuant to Practice Note 10A of the Catalist Rules, Shareholders' approval is not required if a transaction will result in an expansion of an issuer's existing core business, unless such transaction changes the issuer's risk profile.

As the Financial Solutions Business will involve a new business area which is substantially different from the Group's existing core business, it is envisaged that the Financial Solutions Business will change the existing risk profile of the Group. Accordingly, the EGM will be convened by the Company to seek Shareholders' approval for the Proposed Diversification.

Pursuant to Rule 1014 of the Catalist Rules, a major transaction is a transaction where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds (i) for an acquisition, 75% but less than 100%, or (ii) for a disposal, 50% (“**Major Transaction**”). A Major Transaction must be made conditional upon approval by Shareholders. For further details on Rules 1006 and 1014, please refer to the Catalist Rules.

A Major Transaction does not include an acquisition or disposal which is, or in connection with, the ordinary course of an issuer's business or of a revenue nature. In addition, pursuant to Practice Note 10A of the Catalist Rules, save where the acquisition changes the risk profile of the issuer, shareholders' approval is not required for a Major Transaction if the acquisition will result in an expansion of the issuer's existing core business. Practice Note 10A of the Catalist Rules further states that the SGX-ST takes the view that it should not in normal circumstances require an issuer to seek shareholders' approval if the expansion is

LETTER TO SHAREHOLDERS

by way of an acquisition of a similar business, when other means to expand its business that are open to the issuer would not require shareholders' approval.

Thus, upon approval by Shareholders for the Proposed Diversification, any acquisition or disposal which is in, or in connection with, the Financial Solutions Business, may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules. Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the Financial Solutions Business without the need for further shareholders' approval even though such transaction constitutes a Major Transaction, unless such transaction changes the risk profile of the Group and/or falls within the Catalist Rules as set out below. This will reduce substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Company.

For the avoidance of doubt, notwithstanding that Shareholders' approval of the Proposed Diversification has been obtained,

- (i) Where the Group enters into the first major transaction (the "**First Major Transaction**") involving the Financial Solutions Business, or where any of the Rule 1006 figures in respect of several transactions aggregated (the "**Aggregated Transactions**") over the course of a financial year exceeds 75%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon shareholders' approval unless waived by the SGX-ST;
- (ii) where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds 100% or results in a change in control of the issuer, Rule 1015 of the Catalist Rules will still apply to such transactions and such transactions must be, among others, made conditional upon approval by shareholders in general meeting;
- (iii) which result in a change of risk profile in the Company (other than as detailed in this Circular); and
- (iv) which constitute an "interested person transaction" as defined under the Catalist Rules, Chapter 9 of the Catalist Rules will apply to such transaction and the Company will comply with the provisions of Chapter 9 of the Catalist Rules.

The Company will be required to comply with any applicable and prevailing Catalist Rules as amended or modified from time to time.

LETTER TO SHAREHOLDERS

5. INTERESTS OF DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the capital of the Company as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
Directors				
Foong Daw Ching	–	–	–	–
Kwan Chee Seng	6,921,713	4.78	120,376,155 ⁽¹⁾	83.17
Tan Chade Phang	–	–	–	–
Lim See Yong	466,304	0.32	65 ⁽²⁾	n.m.
Peng Peck Yen	2,040	n.m.	–	–

n.m. – not meaningful

Substantial Shareholders

GRP Chongqing Land Pte. Ltd.	120,376,155	83.17	–	–
GRP Land Pte. Ltd.	–	–	120,376,155 ⁽³⁾	83.17
GRP Limited	–	–	120,376,155 ⁽⁴⁾	83.17

Notes:

- (1) Kwan Chee Seng has a shareholding interest of approximately 33.39% in GRP Limited. By virtue of Section 7 of the Companies Act, Cap. 50, he is deemed interested in the Shares held by GRP Chongqing Land Pte. Ltd. (“**GRP CHQ**”).
- (2) Lim See Yong is deemed interested in 65 Shares held by his spouse.
- (3) By virtue of Section 7 of the Companies Act, Cap. 50, GRP Land Pte. Ltd. is deemed interested in 120,376,155 Shares held through GRP CHQ, a wholly owned subsidiary of GRP Land Pte. Ltd..
- (4) By virtue of Section 7 of the Companies Act, Cap. 50, GRP Limited is deemed interested in 120,376,155 Shares held through GRP Land Pte. Ltd., a wholly owned subsidiary of GRP Limited.

Luminor Malaysia is 19.99% owned by LCPL. LCPL is 30% owned by Mr Kwan Chee Seng (“**KCS**”), 20% owned by Ms Kwan Yu Wen (“**KYW**”) and 50% owned by Dr Foo Fatt Kah (“**Dr Foo**”). Dr Foo is not related to the Company, the Directors or Controlling Shareholders of the Company and their respective associates.

KCS is the Non-Executive Director and substantial shareholder of the Company. KYW is the daughter of KCS. Both KCS and KYW are executive directors of GRP Limited, the ultimate substantial shareholder of the Company. KYW is one of the directors in Venture but does not have any shareholding interest in Venture as at the Latest Practicable Date.

Save as disclosed above, none of the Directors, Substantial Shareholders, or their Associates has any interest, direct or indirect, in the Proposed Diversification other than through their respective shareholdings in the Company.

LETTER TO SHAREHOLDERS

6. DIRECTORS' RECOMMENDATIONS

Having considered, *inter alia*, the rationale for the Proposed Diversification, the Directors are of the opinion that the Proposed Diversification is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Proposed Diversification to be proposed at the EGM.

7. SERVICE CONTRACTS

No person will be appointed to the Board, and no service contract will be entered into by the Company, in connection with the Proposed Diversification.

8. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 22 and 23 of this Circular, will be held at Esplanade Room 1 and 2, Level 3 of Singapore Recreation Club, B Connaught Drive, Singapore 179682 on 25 October 2019 at 2 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out in the notice of EGM.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find a proxy form attached to this Circular which they should complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company not less than 48 hours before the time fixed for the EGM. The completion and lodgement of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy if he finds that he is able to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM to speak and vote thereat unless his name appears in the Depository Register, as certified by CDP as at 72 hours before the EGM.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Diversification, the Company and its subsidiary, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by Shareholders at the registered office of the Company at 80 Robinson Road, #02-00 Singapore 068898, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the constitution of the Company; and
- (b) the annual report of the Company for FY2018.

Yours faithfully

For and on behalf of the Board of Directors of
STARLAND HOLDINGS LIMITED

PENG PECK YEN
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

STARLAND HOLDINGS LIMITED

(Company Registration No. 201131382E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Starland Holdings Limited (the “**Company**”) will be held at Esplanade Room 1 and 2, Level 3 of Singapore Recreation Club, B Connaught Drive, Singapore 179682 on 25 October 2019 at 2 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution:

All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 10 October 2019.

ORDINARY RESOLUTION – THE PROPOSED DIVERSIFICATION OF THE GROUP’S BUSINESS INTO FINANCIAL SOLUTIONS BUSINESS

That:

- (a) approval be and is hereby given for the diversification by the Group of its core business to include the business of provision of financial solutions as described in Section 2.2 of the Company’s circular to the Shareholders dated 10 October 2019 (the “**Financial Solutions Business**”), and any other activities related to the Financial Solutions Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Financial Solutions Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

By Order of the Board
STARLAND HOLDINGS LIMITED

SELENA LEONG
Company Secretary
10 October 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) (a) Except for a shareholder who is a Relevant Intermediary, a shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a shareholder appoints more than one (1) proxy, the proportion of his shareholding to be represented by each proxy shall be specified in the proxy form.
- (b) Pursuant to Section 181(1C) of the Act, a shareholder who is Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50.

- (2) The resolution to be put to the vote of shareholders at the EGM (and at any adjournment thereof) will be voted on by way of a poll.
- (3) A proxy need not be a shareholder of the Company.
- (4) The instrument appointing a proxy must under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- (5) The instrument appointing a proxy or proxies must be deposited at the Company’s Share Registrar, Tricor Barbinder Share Registration Services, either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post to 80 Robinson Road, #02-00 Singapore 068898 not less than 48 hours before the time set for the EGM.
- (6) A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.
- (7) A shareholder should insert the total number of shares held. If the shareholder has shares entered against his name in the Depository Register as defined under the Securities and Futures Act, Chapter 289 of Singapore, he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If shareholder has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the shareholder of the Company.
- (8) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shareholders in the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such shareholders are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the EGM as certified by the Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By attending, speaking, proposing, seconding and/or voting at the EGM and/or by a member of the Company submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and/or vote at the EGM and/or any adjournment thereof, the person/member (i) understands and accepts that photographs, images, audio and/or video recordings and transcripts of the EGM may be taken and/or made by the Company (and/or its agents and service providers), (ii) consents to the collection, use and disclosure of the person’s/member’s and its proxy(ies)’s or representative(s)’s personal data by the Company (and/or its agents and service providers) for legal, regulatory, compliance, corporate policies, procedures and administration, corporate actions, corporate communications and investor relations purposes and for the purposes of the processing, administration and record keeping by the Company (and/or its agents and service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation, compilation, recording, keeping of the attendance lists, transcripts, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (and/or its agents and service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and for publication and/or use in the Company’s Annual Report, corporate brochures, newsletters, publications, materials and/or corporate website by the Company (and/or its agents and service providers) (collectively, the “**Purposes**”), (iii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (and/or its agents and service providers), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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PROXY FORM

STARLAND HOLDINGS LIMITED

(Company Registration No. 201131382E)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this form)

IMPORTANT:

1. A relevant intermediary as defined in Section 181(6) of the Companies Act, Cap. 50 may appoint more than two proxies to attend, speak and vote at the EGM.
2. For CPF/SRS investors who have used their CPF monies to buy Starland Holdings Limited shares, this form of proxy is not valid for us and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contract their respective Agent Banks if they have any queries regarding appointment of their proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), a shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM.

I/We* _____ (Name) NRIC/Passport number* _____ of
_____ (Address)

being a member/members* of Starland Holdings Limited (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

and/or* (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "EGM") of the Company to be held at Esplanade Room 1 and 2, Level 3 of Singapore Recreation Club, B Connaught Drive, Singapore 179682 on 25 October 2019 at 2.00 p.m. and at any adjournment thereof. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

The resolution put to the vote at the EGM shall be decided by way of poll.

Ordinary Resolution	Number of Votes For	Number of Votes Against
To approve the proposed diversification of the business of the Group into Financial Solutions Business		

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM.)

Dated this _____ day of _____ 2019.

Total number of Shares in	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore (the “**Act**”), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the shares held by you.
2. (a) Except for a shareholder who is a Relevant Intermediary, a shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a shareholder appoints more than one (1) proxy, the proportion of his shareholding to be represented by each proxy shall be specified in the proxy form.

(b) Pursuant to Section 181(1C) of the Act, a shareholder who is Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181(6) of the Companies Act, Chapter 50.
3. Each of the resolutions to be put to the vote of shareholders at the EGM (and at any adjournment thereof) will be voted on by way of a poll.
4. A proxy need not be a shareholder of the Company.
5. Where a member appoints two proxies, the member must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
6. The instrument appointing a proxy must under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. The instrument appointing a proxy or proxies must be deposited at the Company’s Share Registrar, Tricor Barbinder Share Registration Services, either by hand at 80 Robinson Road, #11-02 Singapore 068898 or by post to 80 Robinson Road, #02-00 Singapore 068898 not less than 48 hours before the time set for the EGM.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shareholders in the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such shareholders are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the EGM as certified by the Central Depository (Pte) Limited to the Company.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Act.
10. Completion and return of this instrument appointing a proxy or proxies shall not preclude a shareholder from attending and voting at the meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a shareholder attends the meeting person, and in such event, the Company reserves the right to admit any person or persons appointed under the instrument of proxy, to the meeting.
11. Investor who buys shares in the Company using CPF monies and/or SRS monies (as may be applicable) (“**CPF/SRS investor**”) may attend and cast his vote(s) at the EGM in person. CPF/SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

Personal Data Privacy:

By submitting this instrument appointing a proxy(ies) and/or representative(s), the member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of EGM of the Company dated 10 October 2019.