

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

WAIVER FROM STRICT COMPLIANCE WITH RULE 1015(4)(A) OF THE LISTING MANUAL SECTION B: RULES OF CATALIST ("CATALIST RULES") OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED READ WITH RULE 407 OF THE CATALIST RULES AND PARTS II TO XI OF THE FIFTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

1. INTRODUCTION

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 announcements dated 20 June 2016 and 21 October 2016 (the "**Announcements**") in relation to the proposed acquisition of the equity interest of ayondo Holding AG (the "**Proposed Acquisition**").

All capitalised terms used in this announcement shall, unless otherwise defined herein, have the same meanings as used in the Announcements.

2. DISCLOSURE REQUIREMENTS

Under Rule 1015(4)(a) of the Catalist Rules, the Company is required to disclose the information required by Rules 407, 416, 1010, 1011, 1012, 1013 and Part XII of Chapter 4 of the Catalist Rules, where applicable.

Rule 407 of the Catalist Rules requires compliance with Parts II and XI of the Fifth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 (the "**Fifth Schedule**"). Under the Fifth Schedule, pro forma financial statements are required for the most recently completed financial year and the period covered by interim financial statements, if any, where the Company has, during such period:

- (a) acquired or disposed of any assets or any entity, business or business trust (other than a common control entity, common control business or common control business trust); or
- (b) entered into any agreement to acquire or dispose of any asset or any entity, business or business trust (whether or not that entity, business or business trust is a common control entity, common control business or common control business trust),

and the net book value or absolute amount of profit or loss before tax of such asset, entity, business or business trust exceeds the prescribed thresholds under the Fifth Schedule.

3. APPLICATION FOR WAIVER

The Company applied to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for a waiver from Rule 1015(4)(a) of the Catalist Rules in respect of disclosure of proforma financial information of the enlarged group after the completion of the Proposed Acquisition (the "**Enlarged Group**") with the reasons as set out below.

- (a) It is a condition precedent to the completion of the Proposed Acquisition that the Company is required to complete the disposal of all its assets to its holding company, such that upon the completion of the Proposed Acquisition, the Company's business will be wholly those of the ayondo Holding AG and its subsidiaries (the "**Target Group**"). As such, the operations and financial position of the Group in the past are not relevant to, and will not form part of, the operations and financial position of the Enlarged Group after the Proposed Acquisition. Upon completion of the Proposed

Acquisition, the Company's business and assets are envisaged to comprise only the business and assets of the Target Group.

The Company believes that it would be reasonable for its shareholders to be interested only in the business of the Target Group moving forward (and not the Group) since that will be the new business of the Company and its subsidiaries after the Proposed Acquisition is completed. In view of the foregoing, it would not be meaningful to the shareholders of the Company, in arriving at their decision on whether or not to approve the Proposed Acquisition, to consider the proforma financial information of the Enlarged Group which is assumed to include the Group.

- (b) The circular to shareholders will contain the audited consolidated financial statements of the Target Group for the financial years ended 31 December 2013, 2014 and 2015 and the audited consolidated financial statements of the Target Group for the six-month period ended 30 June 2016. The aforesaid financial information would adequately reflect the economic substance of the Target Group and allow shareholders of the Company to make an informed assessment of the Target Group.
- (c) Shareholders of the Company would already be familiar with the historical financial performance and position of the Group and could refer to the Company's annual reports and periodic financial results announcements. In addition, the audited consolidated financial statements of the Target Group for the financial years ended 31 December 2013, 2014 and 2015 and the audited consolidated financial statements of the Target Group for the six-month period ended 30 June 2016 would be included in the circular to shareholders. Combining the financial information of the Group with the financial information of the Target Group to arrive at the proforma financial information of the Enlarged Group will be purely illustrative in nature and will not be reflective of the economic substance of the Company's business upon completion of the Proposed Acquisition.

4. GRANT OF WAIVER

The Company has been informed by the SGX-ST, on 7 November 2016, that the SGX-ST has no objection to granting the Company a waiver from strict compliance with Rule 1015(4)(a) of the Catalist Rule with respect to the disclosure of proforma financial information of the Enlarged Group ("**Waiver**"), subject to:

- (a) the Company making an immediate announcement of the Waiver granted, the reasons for seeking the Waiver and the conditions as required under Rule 106 of the Catalist Rules;
- (b) the Company submitting a written confirmation that the Waiver does not contravene any laws and regulations governing the Company and the constitution of the Company; and
- (c) the Company submitting a written confirmation that the Company and/or its Board are not aware of any other material information (including but not limited to financial information) with respect to the Group that was not formerly disclosed to the investors.

5. Further Information

The Company and its Board are of the view that the Waiver does not contravene any laws and regulations governing the Company and the constitution of the Company.

The Company and its Board are not aware of any other material information (including but not limited to financial information) with respect to the Group that was not formerly disclosed to the shareholders and investors of the Company.

The Company will make the necessary follow-up announcements as and when required and/or as and when material developments arise in respect of the Proposed Acquisition.

6. TRADING CAUTION

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company as the Proposed Acquisition is subject to certain conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed.

The Company will make the necessary announcements when there are further developments on the Proposed Acquisition. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt, Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

Peng Peck Yen
Executive Director
7 November 2016

This announcement 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**"). The Sponsor has not independently 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.

The contact persons for the Sponsor are Mr Alvin Soh, Head of Catalist Operations, Senior Vice President, and Mr Augustine Cheong, Assistant Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.