

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of **STARLAND HOLDINGS LIMITED** (the “**Company**”) will be held by way of electronic means on Friday, 5 June 2020 at 10.30 a.m. and at any adjournment thereof for the following purposes:

(A) ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2019 and the Auditors’ Report thereon.

(Resolution 1)

2. To declare a final tax exempt (1-tier) dividend of S\$0.03 per share for the financial year ended 31 December 2019.

(Resolution 2)

3. To re-elect Lim See Yong, who is retiring pursuant to Article 88 of the Company’s Constitution and who, being eligible, offer himself for re-election as Director of the Company.
[See Explanatory Note 1]

(Resolution 3)

4. To re-elect the following directors, who will be retiring by rotation under Article 89 of the Company’s Constitution and who, being eligible, offer themselves for re-election as Directors of the Company:
 - a. Mr Foong Daw Ching *[See Explanatory Note 2]*

(Resolution 4)
 - b. Mr Kwan Chee Seng *[See Explanatory Note 3]*

(Resolution 5)

5. To approve the payment of Directors’ fees amounting to S\$114,000 for the financial year ending 31 December 2020 payable half yearly in arrears.

(Resolution 6)

6. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

(Resolution 7)

(B) SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions be as Ordinary Resolutions:

7. Authority to Allot and Issue Shares

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 Catalyst) 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 of the Company 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 (2) 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 (2) 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 (1) 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 exercising share options or vesting of share awards, provided the options or awards 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;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (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 AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

[See Explanatory Note 4]

(Resolution 8)

8. Authority to allot and issue shares pursuant to the Starland Performance Share Plan (the "Plan")

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.

[See Explanatory Note 5]

(Resolution 9)

(C) TO TRANSACT ANY OTHER ORDINARY BUSINESS WHICH MAY BE PROPERLY TRANSACTED AT AN ANNUAL GENERAL MEETING

By Order of the Board

Peng Peck Yen
Executive Director
Singapore
15 May 2020

Explanatory Notes:

1. Resolution 3

Mr Lim See Yong will, upon re-election continue to hold office as Independent Director of the Company and remains as the Chairman of Risk Management Committee; and member of the Audit, Nomination and Remuneration Committees respectively. The Board of Directors has considered him to be independent for the purpose of Rule 704(7) of Catalist Rules. He has no relationships including immediate family relationship with each of the other Directors of the Company, the Company or its 5% shareholders. Detailed information of Mr Lim can be found under “Board of Directors”, “Corporate Information” and “Report on Corporate Governance” in the Company’s Annual Report 2019.

2. Resolution 4

Mr Foong Daw Ching will, upon re-election continue to hold office as Non-Executive Independent Chairman of the Company and remains as the Chairman of the Audit Committee; and member of the Nominating, Remuneration and Risk Management Committees respectively. The Board of Directors has considered him to be independent for the purpose of Rule 704(7) of Catalist Rules. He has no relationships including immediate family relationship with each of the other Directors of the Company, the Company or its 5% shareholders. Detailed information of Mr Foong can be found under “Board of Directors”, “Corporate Information” and “Report on Corporate Governance” in the Company’s Annual Report 2019.

3. Resolution 5

Mr Kwan Chee Seng will, upon re-election continue to hold office as Non-Executive Director of the Company and member of Nominating Committee. Detailed information of Mr Kwan can be found under “Board of Directors”, “Corporate Information” and “Report on Corporate Governance” in the Company’s Annual Report 2019.

4. Resolution 8

This is to empower the Directors of the Company, effective until conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this Resolution) other than on a pro-rata basis to all shareholders shall not exceed 50% of the total issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution.

This Resolution excludes offer and grant options in accordance with the provisions of the Plan.

5. Resolution 9

This is to authorise the Directors to allot and issue Shares under the Plan up to an amount not exceeding 15% of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) on the date preceding the date of the relevant grant.

Notes:

- I. The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of Annual General Meeting will not be sent to shareholders. Instead, the Notice of Annual General Meeting will be sent to shareholders by electronic means via publication on the Company's website at the URL www.starland.cc. The Notice of Annual General Meeting is also available on the SGX website at the URL <https://www2.sgx.com/securities/equities/5UA#Company%20Announcements>

- II. **Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the Annual General Meeting in person.** Instead, alternative arrangements have been put in place to allow shareholders to participate at the AGM by:
 1. watching the AGM proceedings via "live" webcast or listening to the AGM proceedings via "live" audio feed,
 2. submitting questions in advance of the AGM, and/or
 3. voting by proxy at the AGM.
 1. Pre-Registration for live webcast
 - (a) Shareholders who wish to watch the "live" webcast of the AGM or listen to the "live" audio feed of the AGM proceedings will need to register at <https://meetings.vision/starland-agm-registration> with their full name (as per CDP/CPF/SRS/Script-based records. If the shares are held under Joint Shareholders, please fill in both shareholders' names as per in the records. However, only one NRIC/Passport/FIN number and email address is required.), identification number (e.g. NRIC/Passport/FIN number), email address, shareholding type(s) (e.g. CDP/CPF/SRS/Script-based) and contact number **from 10.30 a.m. on 15 May 2020 till 10.30 a.m. 29 May 2020** to enable the Company to verify their status.
 - (b) Following verification, authenticated shareholders will receive a confirmation email **by 10.30.a.m. on 4 June 2020** with access link and the password details to access the audio-visual or audio-only stream.
 - (c) Shareholders must not forward the above-mentioned link to other persons who are not shareholders of the Company and who are not entitled to attend the AGM.
 - (d) Should Shareholders who have registered **by 10.30 a.m. on 29 May 2020** deadline and have not been informed of an unsuccessful registration but have not received the confirmation email **by 10.30.a.m. on 4 June 2020**, please contact us at email starlandshareholderqueries@grp.com.sg.
 2. Submit Question in advance
 - (a) Shareholders may submit any questions related to the resolutions to be tabled for approval at the AGM and the Company will endeavour to address all substantial and relevant questions during the AGM proceedings.
 - (b) Please submit questions in advance **before 10.30 a.m. on 29 May 2020** via the pre-registration form at <https://meetings.vision/starland-agm-registration> or via email starlandshareholderqueries@grp.com.sg. The Company will publish the Company's responses to substantial and relevant questions from shareholders on SGX website at the URL <https://www2.sgx.com/securities/equities/5UA#Company%20Announcements> and the Company's website at the URL www.starland.cc.

Please note that shareholders will not be able to ask questions at the AGM "live" during the webcast and audio feed, and therefore shareholders should pre-register their participation in order to submit their questions in advance of the AGM.

 3. Proxy Voting
 - (a) A shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.
 - (b) This proxy form may be accessed at the Company's website at the URL www.starland.cc, and on the SGX website at the URL <https://www2.sgx.com/securities/equities/5UA#Company%20Announcements>
 - (c) Where a shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

- (d) CPF or SRS Investors (as defined in the Proxy Form) who wish to appoint the chairman of the AGM as their proxy should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM.
- (e) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (f) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (i) If submitted by post or by hand, be lodged with the Company's Share Registrar address, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898; or
 - (ii) If submitted electronically, be submitted via email to the Company starlandproxyformsubmission@grp.com.sg

in either case, at least 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- III. The Annual Report 2019 may be accessed at the Company's website at www.starland.cc and on the SGX website at the URL <https://www2.sgx.com/securities/equities/5UA#Company%20Announcements>.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.