

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 (the “EGM”) of **Starland Holdings Limited** (the “**Company**”) will be held by way of electronic means on Friday, 24 July 2020 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

*All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 7 July 2020 (the “**Circular**”) in relation to the Proposed Appointment of New Auditors.*

ORDINARY RESOLUTION: THE PROPOSED APPOINTMENT OF NEW AUDITORS

That:

- (i) the appointment of Baker Tilly TFW LLP (“**Baker Tilly**”) as auditors of the Company, with effect from the date of Shareholders’ approval of this ordinary resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Baker Tilly be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of New Auditors and/or the transactions authorised by this ordinary resolution.

Notes to the Ordinary Resolution

In accordance with Rule 712(3) of the Catalist Rules:

- (1) EY has confirmed to Baker Tilly, via its professional clearance letter dated 6 July 2020 (the “Professional Clearance Letter”), that save as mentioned in the Basis for Qualified Opinion section of its audit report dated 15 April 2020 which stated that EY was unable to obtain sufficient audit evidence to conclude whether the fund transfers aggregating RMB68.0 million made by certain subsidiaries of the Company in the People’s Republic of China (“PRC”) to unrelated third-party PRC entities and the fund transfers of S\$12.9 million received by a Singapore subsidiary of the Company from a Singapore licensed remittance agent during the financial year ended 31 December 2019 are in compliance with applicable law and regulations in the PRC and Singapore. It is not aware of any other professional reasons why Baker Tilly should not accept the appointment as auditors of the Company;
- (2) The Company confirms that there were no disagreements with EY on accounting treatments within the last 12 months up to the Latest Practicable Date;
- (3) The Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of New Auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
- (4) The specific reasons for the Proposed Appointment of New Auditors are disclosed in Section 2.1 of the Circular. EY retired at the last AGM held on 5 June 2020 and were not re-appointed by the shareholders of the Company as auditors; and
- (5) The Company confirms that it complies with Rules 712, 715 and 716 of the Catalist Rules in relation to the appointment of Baker Tilly as its new auditors.

On Behalf of the Board

Peng Peck Yen
Executive Director
Singapore
7 July 2020

Notes:

Participation in the EGM via Webinar

- I. The EGM 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 EGM will not be sent to shareholders. Instead, the Notice of EGM will be sent to shareholders by electronic means via publication on the Company's website at the URL www.starland.cc. The Notice of EGM is also available on the SGX website at the URL <https://www2.sgx.com/securities/equities/5UA#Company%20Announcements>.
- II. As the EGM will be held by way of electronic means, Shareholders will NOT be able to attend the EGM in person.

Instead, alternative arrangements have been put in place to allow shareholders to participate at the EGM by:

1. watching the EGM proceedings via "live" webcast or listening to the EGM proceedings via "live" audio feed,
2. submitting questions in advance of the EGM, and/or
3. voting by proxy at the EGM.

1. Pre-Registration for live webcast

- (a) Shareholders who wish to watch the "live" webcast of the EGM or listen to the "live" audio feed of the EGM proceedings will need to register at <https://globalmeeting.bigbangdesign.co/starland-egm/> 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 **by 11.00 a.m. 20 July 2020** to enable the Company to verify their status.
- (b) Following verification, authenticated shareholders will receive a confirmation email **by 11.00 a.m. on 21 July 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 EGM.
- (d) Should Shareholders who have registered **by 11.00 a.m. on 20 July 2020** deadline and have not been informed of an unsuccessful registration but have not received the confirmation email **by 11.00 a.m. on 21 July 2020**, please contact us at email starlandshareholderqueries@grp.com.sg.

2. Submit Question in advance

- (a) Shareholders will not be able to ask questions at the EGM "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 EGM.
- (b) Shareholders may submit any questions related to the ordinary resolution to be tabled for approval at the EGM, in advance **before 11.00 a.m. on 20 July 2020** via the pre-registration form at or via email starlandshareholderqueries@grp.com.sg. The Company will endeavour to address substantial and relevant questions from shareholders relating to the Proposed Appointment of New Auditors prior to or during the EGM and the responses will be published 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.
- (c) The Company will publish the minutes and the responses to the questions of the EGM on the SGXNet and on the Company's corporate website within one month after the EGM.

3. Proxy Voting

- (a) Shareholders may only exercise their voting rights at the EGM via proxy voting.
- (b) Shareholder (whether individual or corporate) who wish to vote on the resolution at the EGM must appoint the Chairman of the EGM as his/her/its proxy to do so on their behalf.
- (c) The 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>
- (d) 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.

- (e) CPF or SRS Investors (as defined in the Proxy Form) who wish to appoint the chairman of the EGM as their proxy should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the EGM.
- (f) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (g) 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 EGM.

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 Circular may be assessed on 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>. Printed copies will NOT be sent to Shareholders.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.