

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

APPLICATION FOR EXTENSION OF TIME TO MEET FREE FLOAT REQUIREMENT

1. GRANT OF EXTENSION OF TIME

The Board of Directors (the "**Board**") of Starland Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 25 May 2016 and 3 June 2016 relating to the application to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for an extension of time to meet the free float requirement in order to comply with Rule 723 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").

The Board wishes to announce that the SGX-ST had on 15 June 2016 informed that based on the information provided to the SGX-ST, it has no objection to granting an extension till 23 June 2017 for the Company to meet the free float requirement, subject to the Company making an immediate announcement of the extension granted, disclosing the reasons for seeking the extension, and that the Company and/or any of its Board of Directors are not aware of any other material information (including but not limited to financial information) with respect to the Group that was not formally disclosed to the investors.

In the event that the Company fails to complete the Proposed Acquisition (as defined below) by 23 June 2017, GRP Limited ("**GRP**") will proceed with the Distribution (as defined below) for the purpose of restoring the free float of the Company.

2. REASONS FOR SEEKING THE EXTENSION OF TIME

As stated in the Company's announcement dated 25 May 2016, the Company had sought an extension of time to meet the free float requirement in order to comply with Rule 723 of the Catalist Rules due to the following:

- (i) The shareholders of GRP, being the ultimate holding company of the Company had, in an extraordinary general meeting held on 13 January 2016, approved the dividend in specie of the Company's shares held by GRP Chongqing Land Pte. Ltd. ("**GRP CHQ**"), a wholly-owned indirect subsidiary of GRP, to the shareholders of GRP which include one of the Vendors (as defined below) ("**Distribution**"). The purpose of the Distribution is to facilitate the fulfilment of the free float requirement by the Company.
- (ii) As announced on 13 April 2016, the Company has entered into a non-binding memorandum of understanding with Ayondo Holding AG ("**Ayondo**") for the proposed acquisition of the equity interest in Ayondo by the Company ("**Proposed Acquisition**"). The Proposed Acquisition, if undertaken and completed, is expected to result in a reverse take-over of the Company and those shareholders of Ayondo (the "**Vendors**") and their concert parties who will acquire more than 30.0% of the voting rights in the Company would be required to make a general offer for the remaining shares in the Company not owned or controlled by the Vendors and their concert parties pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**"). This will be the case unless the Securities Industry Council ("**SIC**") grants the Vendors and their concert parties a waiver of their obligation to make a mandatory general offer under Rule 14 of the Code (the "**Whitewash Waiver**").
- (iii) One of the pre-conditions for the grant of the Whitewash Waiver under Rule 2(d) of Appendix 1 of the Code is that the Vendors and their concert parties must not acquire any shares in the Company prior to the Proposed Acquisition. In view of the above, the Company had obtained clarification from the SIC that the Distribution will be regarded as an acquisition of shares in the Company under Rule 2(d) of Appendix 1 of the Code,

thereby precluding the grant of the Whitewash Waiver to the relevant Vendors, if required.

3. CONFIRMATION BY THE COMPANY AND/OR THE BOARD

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

BY ORDER OF THE BOARD

Peng Peck Yen
Executive Director
16 June 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**") for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not 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 person for the Sponsor is Mr. Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.