

## MANDATORY UNCONDITIONAL CASH OFFER

by

**UOB Kay Hian**

**UOB KAY HIAN PRIVATE LIMITED**  
(Company Registration Number 197000447W)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**GRP CHONGQING LAND PTE. LTD.**  
(Company Registration Number 201535286N)  
(Incorporated in the Republic of Singapore)

a wholly-owned indirect subsidiary of



**GRP LIMITED**  
(Company Registration Number 197701449C)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

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

other than those already owned, controlled or agreed to be acquired by  
GRP Chongqing Land Pte. Ltd. and parties acting in concert with it

### DESPATCH OF OFFER DOCUMENT

*Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings ascribed to them in the Offer Document (as defined below).*

#### 1. INTRODUCTION

UOB Kay Hian Private Limited (“**UOBKH**”) refers to the announcement dated 13 January 2016 in relation to the mandatory unconditional general cash offer (the “**Offer**”) by GRP Chongqing Land Pte. Ltd. (the “**Offeror**”), to acquire all the issued and paid-up ordinary shares in the capital of Starland Holdings Limited (the “**Company**”) that are not already owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with it (the “**Offer Shares**”).

## 2. DESPATCH OF OFFER DOCUMENT AND ACCEPTANCE FORMS

UOBKH wishes to announce, for and on behalf of the Offeror, that the Offer Document dated 2 February 2016 (the "**Offer Document**") together with the Form of Acceptance and Authorisation ("**FAA**") and/or the Form of Acceptance and Transfer ("**FAT**"), as the case may be (collectively, the FAA and the FAT shall be referred to as the "**Acceptance Forms**") containing, *inter alia*, the details of the Offer have been despatched to shareholders of the Company (the "**Shareholders**") today.

Electronic copies of the Offer Document and the Acceptance Forms are available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

## 3. REQUEST FOR OFFER DOCUMENT AND ACCEPTANCE FORMS

Shareholders who do not receive the Offer Document and the Acceptance Forms within a week from the date hereof should contact The Central Depository (Pte) Limited ("**CDP**") (in the case of Shareholders who are depositors) or Tricor Barbinder Share Registration Services (in the case of Shareholders who are not depositors), as the case may be, without delay at the following respective addresses:

### **For Shareholders who are depositors:**

The Central Depository (Pte) Limited  
9 North Buona Vista Drive  
#01-19/20 The Metropolis  
Singapore 138588

### **For Shareholders who are not depositors:**

Tricor Barbinder Share Registration Services  
80 Robinson Road  
#11-02  
Singapore 068898

Copies of the Offer Document and FAA may be obtained by Shareholders who are depositors from CDP during normal business hours and up to 5.30 p.m. on the Closing Date (as defined in paragraph 6 below), upon production of satisfactory evidence that their securities accounts with CDP are or will be credited with Offer Shares

Copies of the Offer Document and FAT may be obtained by Shareholders who are not depositors from Tricor Barbinder Share Registration Services during normal business hours and up to 5.30 p.m. on the Closing Date upon production of satisfactory evidence of title to Offer Shares.

## 4. OVERSEAS SHAREHOLDERS AND OVERSEAS JURISDICTION

The availability and making of the Offer to Shareholders whose addresses are outside Singapore, as shown on the register of members of the Company or, as the case may be, in the records of CDP ("**Overseas Shareholders**") as well as the ability of Overseas Shareholders to accept the Offer may be affected by the laws of the relevant overseas jurisdictions. It is currently not intended that the Offer will be made in, and the Offer is not capable of acceptance in or from any jurisdiction in or from which the making of the Offer is prohibited or affected by the laws of that jurisdiction. Accordingly, the Overseas Shareholders should inform themselves of, and observe any applicable legal requirements.

It is the responsibility of Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, UOBKH, CDP and any persons acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, UOBKH, CDP and any persons acting on their behalf may be required to pay. **Any Overseas**

**Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.** In accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and UOBKH that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

The Offer Document and the Acceptance Forms have not been and will not be sent to any Overseas Shareholder due to potential restrictions on sending such documents to the relevant overseas jurisdictions. For the avoidance of doubt, the Offer is made to all Shareholders, including those to whom the Offer Document and the Acceptance Forms have not been, or may not be, sent. Overseas Shareholders may, nonetheless, obtain copies of the Offer Document, the Acceptance Forms and any related documents, during normal business hours and up to 5.30 p.m. on the Closing Date, from the Offeror through Tricor Barbinder Share Registration Services (in the case of Shareholders who are not depositors) or CDP (in the case of Shareholders who are depositors). Alternatively, an Overseas Shareholder may write to Tricor Barbinder Share Registration Services (in the case of Shareholders who are not depositors) or CDP (in the case of Shareholders who are depositors) to request for the Offer Document, the Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post, up to five (5) Market Days prior to the Closing Date, at his own risk.

It is the responsibility of Overseas Shareholders who wish to request for the Offer Document, the Acceptance Forms and any related documents to satisfy themselves as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Offer Document, the Acceptance Forms and any related documents, each of the Overseas Shareholders represents and warrants to the Offeror and UOBKH that each of them is in full observance of the laws of the relevant jurisdiction in that connection, and that each of them is in full compliance with all necessary formalities or legal requirements.

Overseas Shareholders are advised to read Section 11 entitled “Overseas Jurisdictions” and Section 12 entitled “Overseas Shareholders” of the Offer Document in their entirety.

## **5. PROCEDURES FOR ACCEPTANCE**

Full details of the procedures for acceptance of the Offer are set out in Appendix 2 of the Offer Document and in the FAA and FAT.

## **6. CLOSING DATE**

The Offer will close at **5.30 p.m. on 1 March 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (“Closing Date”)**.

## **7. RESPONSIBILITY STATEMENT**

The directors of the Offeror and GRP (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including, without limitation, information relating to the Company), the sole responsibility of the directors of the Offeror and GRP has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources and/or reflected or reproduced in this announcement in its proper form and context.

The directors of the Offeror and GRP accept full responsibility accordingly.

Issued by  
UOB Kay Hian Private Limited

For and on behalf of  
GRP Chongqing Land Pte. Ltd.

2 February 2016

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Any enquiries relating to this announcement or the Offer should be directed to:

UOB Kay Hian Private Limited

Mr Ding Hock Chai  
Senior Director  
Tel: (65) 6590 6881

Mr Alvin Soh Eng San  
Senior Vice President  
Tel: (65) 6590 6881