

NOTICE OF ANNUAL GENERAL MEETING AND BOOKS CLOSURE



STAMFORD
LAND CORPORATION LTD

STAMFORD LAND CORPORATION LTD
(Company Registration No. 197701615H)
Incorporated in the Republic of Singapore)

To: All Shareholders

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of Stamford Land Corporation Ltd (the "Company") will be held at 6 Shenton Way, DBS Building Tower 1, DBS Auditorium, Level 3, Singapore 068809 on Wednesday, 30 July 2008 at 3:00 p.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2008 and the Directors' Report and Auditors' Report thereon. (Resolution 1)
- To declare a Final Dividend of 1.5 cents per ordinary shares and Special Dividend of 1.0 cent per ordinary share for the financial year ended 31 March 2008. (Resolution 2)
- To approve the payment of Directors' Fees of \$190,000 for the financial year ended 31 March 2008. (Resolution 3)
- To re-elect the following Directors retiring pursuant to the Articles of Association of the Company:
Article 91
(a) Mr Ow Cheo Guan (Resolution 4)
Article 97
(a) Dr Tan Chin Nam (Resolution 5)
(b) Mr Mak Lye Mun (Resolution 6)
Dr Tan Chin Nam and Mr Mak Lye Mun will, upon re-election as directors of the Company, remain as members of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To re-appoint Messrs RSM Chio Lim as auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 7)

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Resolutions as ORDINARY RESOLUTIONS:

- That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Wong Hung Khim be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting. (Resolution 8)

Mr Wong Hung Khim will, upon re-appointment as a director of the Company, remain as Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Note: This Resolution, if passed, will authorise Mr Wong Hung Khim, who is over the age of 70, to continue in office as a Director of the Company until the next Annual General Meeting of the Company.

- That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:-
 - the aggregate number of shares to be issued pursuant to this Resolution does not exceed fifty (50) per cent. of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) 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 does not exceed twenty (20) per cent. of the issued share capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital is based on the issuer's share capital at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent consolidation or subdivision of shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company;
 - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Note: This Resolution, if passed, will empower the Directors to issue shares in the capital of the Company up to an amount not exceeding in total 50 per cent. of the issued share capital of the Company, with a sub-limit of 20 per cent. for shares issued other than on a pro rata basis to the existing shareholders of the Company.

(Resolution 9)

- That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the Stamford Land Corporation Ltd Share Option Plan (the "Share Option Plan") and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options under the Share Option Plan, provided that the aggregate number of shares to be issued pursuant to the Share Option Plan and the Performance Share Plan (as defined below) shall not exceed fifteen (15) per cent. of the total issued share capital of the Company from time to time. (Resolution 10)

- That the Directors of the Company be and are hereby authorised to grant awards ("Awards") of fully paid-up shares in accordance with the provisions of the "Stamford Land Corporation Ltd Performance Share Plan" (the "Performance Share Plan") and to allot and issue from time to time such number of fully paid-up shares as may be required to be issued pursuant to the vesting of Awards under the Performance Share Plan, provided that the aggregate number of shares to be issued pursuant to the Share Option Plan and the Performance Share Plan shall not exceed fifteen (15) per cent. of the total issued share capital of the Company from time to time. (Resolution 11)

- Proposed Share Purchase Mandate.

"THAT:

- for the purposes of the Companies Act, Cap. 50, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST") (the "Share Purchase Mandate");
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held;
 - the date on which the purchases or acquisition of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Shareholders in a general meeting;
- in this Ordinary Resolution:

"**Prescribed Limit**" means that number of issued Shares representing ten (10) per cent. of the issued ordinary shares of the Company as at the date of the passing of this Ordinary Resolution or the date of the last AGM, whichever is the higher, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Ordinary Resolution; and

"**Maximum Price**" in relation to a fully-paid ordinary share in the capital of the Company (a "Share") to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding one hundred and five (105) per cent. of the Average Closing Price in the case of a Market Purchase.

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five market days, on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company, and deemed to be adjusted in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant 5-day period;

"**Day of the Making of the Offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share; and

- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or any of them may consider expedient, necessary, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution". (Resolution 12)

ANY OTHER BUSINESS

- To transact any other business that may be transacted at an Annual General Meeting of the Company.

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books, Register of Members of the Company will be closed on 8 August 2008 for the preparation of dividend warrants. Duly completed registrable transfers received by the Company's Registrars, M & C Services Private Limited of 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906, up to the close of business at 5:00 p.m. on 7 August 2008 will be registered to determine the shareholders' entitlement to the proposed dividend. In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the said dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

The proposed dividend if approved by the members at the Annual General Meeting to be held on 30 July 2008 will be paid on 25 August 2008.

BY ORDER OF THE BOARD

TEO LAY ENG
CLAIRE NAZAR
COMPANY SECRETARIES

Singapore
14 July 2008

Notes:

A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.

The instrument appointing a proxy must be deposited at the registered office of the Company at 200 Cantonment Road, #09-01, Southpoint, Singapore 089763 not less than 48 hours before the time appointed for holding the meeting.