

NOTICE OF EXTRAORDINARY GENERAL MEETING

**Stamford Land Corporation Ltd**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 197701615H)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Stamford Land Corporation Ltd (the "Company") will be held at Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 30 July 2015 at 2.45 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Circular dated 14 July 2015 to the Shareholders (the "Circular"), unless otherwise defined herein or where the context otherwise requires.**

**ORDINARY RESOLUTIONS**

**1. THE PROPOSED ADOPTION OF THE STAMFORD LAND CORPORATION LTD SHARE OPTION PLAN 2015**

THAT:

- (a) the share incentive scheme to be named the "Stamford Land Corporation Ltd Share Option Plan 2015" (the "SLCL Share Option Plan 2015"), details of which are set out in the Circular be and is hereby approved and adopted; and
- (b) the Directors of the Company (the "Directors") be and are hereby authorised:
  - (i) to establish and administer the SLCL Share Option Plan 2015;
  - (ii) to modify and/or amend the SLCL Share Option Plan 2015 from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the SLCL Share Option Plan 2015 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the SLCL Share Option Plan 2015;
  - (iii) to grant options (the "Options") in accordance with the rules of the SLCL Share Option Plan 2015 and to allot and issue or deliver from time to time such number of Shares required pursuant to the exercise of the Options under the SLCL Share Option Plan 2015; and
  - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company. **(Resolution 1)**

**2. THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE STAMFORD LAND CORPORATION LTD SHARE OPTION PLAN 2015**

THAT subject to and contingent upon the passing of Resolution 1, the Directors be and are hereby authorised to grant Options in accordance with the rules of the SLCL Share Option Plan 2015 with exercise prices set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited. **(Resolution 2)**

**3. THE PROPOSED PARTICIPATION BY MR OW YEW HENG IN THE SLCL SHARE OPTION PLAN 2015**

THAT subject to and contingent upon the passing of Resolution 1, the participation by Mr Ow Yew Heng, an Associate of Mr Ow Chio Kiat, a Controlling Shareholder of the Company, in the SLCL Share Option Plan 2015 be and is hereby approved. **(Resolution 3)**

**4. THE PROPOSED PARTICIPATION BY MS KIERSTEN OW YILING IN THE SLCL SHARE OPTION PLAN 2015**

THAT subject to and contingent upon the passing of Resolution 1, the participation by Ms Kiersten Ow Yiling, an Associate of Mr Ow Chio Kiat, a Controlling Shareholder of the Company, in the SLCL Share Option Plan 2015 be and is hereby approved. **(Resolution 4)**

**5. THE PROPOSED GRANT OF OPTIONS UNDER THE SLCL SHARE OPTION PLAN 2015 TO MR OW YEW HENG**

THAT subject to and contingent upon the passing of Resolutions 1, 2 and 3, the proposed offer and grant to Mr Ow Yew Heng, an Associate of Mr Ow Chio Kiat, a Controlling Shareholder of the Company, of Options pursuant to and in accordance with the rules of the SLCL Share Option Plan 2015 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue or deliver from time to time such number of Shares upon the exercise of such Options:

- (a) Proposed Date of Grant : Within 120 days from the date of the EGM
- (b) Number of Shares comprised in the proposed Options : Up to 250,000 Shares (representing approximately 0.03% of the total issued Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : 20% discount to the Market Price
- (d) Exercise Period of Options : The period from the day after the second anniversary of the Date of Grant to the day falling before the tenth anniversary of the Date of Grant **(Resolution 5)**

**6. THE PROPOSED GRANT OF OPTIONS UNDER THE SLCL SHARE OPTION PLAN 2015 TO MS KIERSTEN OW YILING**

THAT subject to and contingent upon the passing of Resolutions 1, 2 and 4, the proposed offer and grant to Ms Kiersten Ow Yiling, an Associate of Mr Ow Chio Kiat, a Controlling Shareholder of the Company, of Options pursuant to and in accordance with the rules of the SLCL Share Option Plan 2015 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue or deliver from time to time such number of Shares upon the exercise of such Options:

- (a) Proposed Date of Grant : Within 120 days from the date of the EGM
- (b) Number of Shares comprised in the proposed Options : Up to 50,000 Shares (representing approximately 0.006% of the total issued Shares as at the Latest Practicable Date)
- (c) Exercise Price per Share : 20% discount to the Market Price
- (d) Exercise Period of Options : The period from the day after the second anniversary of the Date of Grant to the day falling before the tenth anniversary of the Date of Grant **(Resolution 6)**

**7. THE PROPOSED ADOPTION OF THE STAMFORD LAND CORPORATION LTD PERFORMANCE SHARE PLAN 2015**

THAT:

- (a) the share incentive scheme to be named the "Stamford Land Corporation Ltd Performance Share Plan 2015" (the "SLCL PSP 2015"), details of which are set out in the Circular, be and is hereby approved and adopted; and
- (b) the Directors be and are hereby authorised:
  - (i) to establish and administer the SLCL PSP 2015;
  - (ii) to modify and/or amend the SLCL PSP 2015 from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the SLCL PSP 2015 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the SLCL PSP 2015;
  - (iii) to grant awards (the "Awards") in accordance with the rules of the SLCL PSP 2015 and to allot and issue or deliver from time to time such number of Shares required pursuant to the vesting of the Awards under the SLCL PSP 2015; and
  - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company. **(Resolution 7)**

BY ORDER OF THE BOARD

**TEO LAY ENG**  
COMPANY SECRETARY

Singapore  
14 July 2015

**Notes:**

1. A member entitled to attend and vote at the Extraordinary General Meeting of the Company is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two (2) or more shares may appoint not more than two (2) proxies to attend on the same occasion, with the exception of The Central Depository (Pte) Limited, who may appoint more than two (2) proxies. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at 200 Cantonment Road, #09-01 Southpoint, Singapore 089763 not later than 48 hours before the time appointed for the Extraordinary General Meeting.

**PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) 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 proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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 (collectively, the "Purposes"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.