

# STAMFORD LAND CORPORATION LTD

(Incorporated in the Republic of Singapore)  
(Company Registration Number 197701615H)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 20 December 2022 issued by Stamford Land Corporation Ltd (the "**Circular**").

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING ("**EGM**") of Stamford Land Corporation Ltd (the "**Company**") will be held by electronic means on 4 January 2023 at 11.30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

### **ORDINARY RESOLUTION:**

**RATIFICATION OF (A) THE DISPOSAL OF THE PROPERTY KNOWN AS STAMFORD PLAZA AUCKLAND, 22 – 26 ALBERT STREET, AUCKLAND CENTRAL 1010, NEW ZEALAND TO ALBERT STREET HOTEL LIMITED FOR THE CONSIDERATION OF NO LESS NZ\$152.0 MILLION; AND (B) THE DISPOSAL OF BUSINESS AND BUSINESS ASSETS OF SPAK (1996) LIMITED TO ALBERT STREET OPERATIONS LIMITED FOR THE CONSIDERATION OF APPROXIMATELY NZ\$18.0 MILLION**

That:

- (a) the (i) disposal of the Property to Albert Street Hotel Limited (the "**Property Purchaser**") in accordance with the terms and conditions of the sale and purchase agreement entered into on 10 October 2022 between Stamford Auckland (1996) Limited (the "**Property Seller**"), a wholly-owned subsidiary of the Company, and the Property Purchaser; and (ii) disposal of the Business and the Business Assets to Albert Street Operations Limited (the "**Business Purchaser**") in accordance with the terms and conditions of the business sale agreement entered into on 10 October 2022 between SPAK (1996) Limited (the "**Business Seller**"), a wholly-owned subsidiary of the Company, and the Business Purchaser (collectively, the "**Disposals**"), collectively a "major transaction" under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited, be and is hereby approved and ratified;
- (b) the Directors of the Company and each of them be and are hereby authorized to complete and do all acts and things as they and/or each of them may consider desirable, necessary or expedient for the purposes of or in connection with the Disposals and to give effect to the matters contemplated and/or authorized by this ordinary resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- (c) any and all actions taken by any Director or the Company in respect of the Disposals and the matters considered in this resolution be and are hereby approved and ratified.

BY ORDER OF THE BOARD

Ow Yew Heng  
Director

20 December 2022

## Notes:

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020, the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of the COVID-19 (Temporary Measures) Act 2020 (Act 14 of 2020) and the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated from time to time) which included a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place (the “Regulations”), the following steps will be taken for the EGM of the Company to help minimise the risk of community spread of the virus. The EGM is being convened, and will be held, by way of electronic means. Shareholders will not be allowed to attend the EGM in person and no Shareholders or their corporate representatives will be admitted.

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by way of 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 this Notice of EGM, the Circular and the Proxy Form will not be sent to members. Instead, this Notice of EGM, the Circular and the Proxy Form will be sent to members by electronic means via publication on the Company’s website at the URL [www.stamfordland.com](http://www.stamfordland.com) and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of comments, queries and/or questions to the Chairman of the Meeting in advance of, or live at, the EGM, addressing of substantial and relevant comments, queries and/or questions in advance of, or live at, the EGM and voting live at the EGM by the Shareholders themselves or their duly appointed proxies (other than the Chairman of the EGM) via electronic means or by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, are set out in the Appendix of the Circular.
3. The proceedings of the EGM will be broadcasted “live” through an audio-and-video webcast and an audio only feed. Members and investors holding shares in the Company through the Central Provident Fund (“CPF”) or Supplementary Retirement Scheme (“SRS”) (“CPF/SRS investors”) who wish to follow the proceedings through a Live Webcast via their smart phones, tablets or laptops/computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at the URL <https://registration.ryt-poll.com/home/index/slc-egm> no later than 11.30 a.m. on 1 January 2023 (“Registration Cut-Off Time”). Following verification, an email containing a unique link and password to access the Live Webcast as well as a toll-free telephone number to access the Live Audio Stream of the proceedings of the EGM will be sent to authenticated members and CPF/SRS investors by 12.00 p.m. on 3 January 2023. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 3 January 2023, but have registered by the Registration Cut-Off Time, should contact Complete Corporate Services Pte Ltd at +65 6329 2745 on 3 January 2023 during office hours or between 9.00 a.m. and 11.00 a.m. on 4 January 2023 or via email to [slc-egm@ryt-poll.com](mailto:slc-egm@ryt-poll.com) for assistance.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (“Investors”) (other than CPF/SRS investors) will not be able to pre-register at the URL <https://registration.ryt-poll.com/home/index/slc-egm> for the “live” broadcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the “live” broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) via email to the Company’s Polling Agent at [slc-egm@ryt-poll.com](mailto:slc-egm@ryt-poll.com) no later than 11.30 a.m. on 1 January 2023.

4. The Company has decided that the forthcoming EGM will be held by way of electronic means and a member will not be able to attend the EGM physically.
5. Shareholders who wish to exercise their voting rights at the EGM may vote live at the EGM by themselves or by their duly appointed proxies (other than the Chairman of the EGM) via electronic means, or appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM. The Proxy Form may be accessed at the Company’s website at the URL [www.stamfordland.com](http://www.stamfordland.com) and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the EGM 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 Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. A proxy, needs not be a member of the Company.
7. The proxy form is not valid for use by Investors (including and CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor (other than CPF/SRS investors) who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF/SRS investors: (a) may vote live at the EGM via electronic means if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their voting instructions by 5.00 p.m. on 21 December 2022, being 7 working days before the EGM.
8. The proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Polling Agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
  - (b) if submitted electronically, be submitted via email to the Company's Polling Agent at [slc-egm@ryt-poll.com](mailto:slc-egm@ryt-poll.com),

in either case, not less than seventy-two (72) hours before the time appointed for holding the EGM.

A member who wishes to submit the proxy form 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.

**Members are strongly encouraged to submit completed proxy forms electronically via email.**

9. The proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.
10. Where the proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.
11. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the depositor to be entitled to attend, speak and vote at the EGM.
12. All documents (including this Notice of EGM, the Circular and the proxy form) or information relating to the business of the EGM have been, or will be, published on the Company's website and the SGX website. Printed copies of the documents will not be despatched to members. Members and Investors are advised to check the Company's website or SGX website regularly for updates.
13. Any reference to a time of day is made by reference to Singapore time.

**Important Notice on COVID-19:**

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the EGM, including any precautionary measures as may be required or recommended by government agencies or the Singapore Exchange Regulation from time to time, at short notice. Shareholders are advised to regularly check the Company's website or announcement released on SGXNet for updates on the EGM.

Shareholders are reminded not to congregate to watch the "live" webcast or listen to the EGM proceedings and ensure that safe distancing measures are practised and the Regulations and all government advisories are adhered to. The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.

**Personal data privacy:** By (a) submitting a proxy form appointing the proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, (b) submitting any questions prior to the EGM, or (c) submitting the pre-registration form in accordance with this Notice, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the proxy(ies) and/or representative(s) for the EGM (including any adjournment thereof); processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Live Audio Stream and providing viewers with any technical assistance, when necessary; addressing substantial and relevant questions from members received in advance of, or live at, the EGM; 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.