

**CIRCULAR DATED 7 JULY 2008**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares (“**Shares**”) in the capital of Stamford Land Corporation Ltd (the “**Company**”), you should hand this Circular together with the Notice of the Thirtieth Annual General Meeting and the attached Proxy Form to the purchaser or to the stockbroker or to the bank or to the agent through whom you have effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



**STAMFORD**  
LAND CORPORATION LTD

**STAMFORD LAND CORPORATION LTD**

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

**CIRCULAR TO SHAREHOLDERS**

in relation to:

**THE PROPOSED SHARE PURCHASE MANDATE**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form : 28 July 2008 at 3.00 p.m.

Date and time of the Thirtieth Annual General Meeting : 30 July 2008 at 3.00 p.m.

The resolution in respect of the above proposal will be tabled at the Thirtieth Annual General Meeting of the Company to 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. Shareholders are advised to refer to the Notice of the Thirtieth Annual General Meeting and the Proxy Form which are set out in the Company’s Annual Report 2007/2008.

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## DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise stated:

“AGM”	Annual General Meeting of the Company to be held on 30 July 2008
“Approval Date”	The date of the AGM at which the Share Purchase Mandate is approved
“Articles”	The articles of association of the Company
“Board”	The board of directors of the Company
“CDP”	Central Depository (Pte) Limited
“Companies Act”	The Companies Act, Chapter 50 of Singapore
“Company”	Stamford Land Corporation Ltd
“Controlling Shareholder”	A person who (a) holds directly or indirectly fifteen per cent. (15%) or more of the nominal amount of all voting Shares in the Company (unless the SGX-ST determines that such a person is not a controlling shareholder of the Company); or (b) in fact exercises control over the Company
“Director”	A director of the Company for the time being
“Group”	The Company and its subsidiaries
“Latest Practicable Date”	2 July 2008, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	The listing manual of the SGX-ST
“Listing Rules”	Such rules and guidelines of the SGX-ST as may for the time being be applicable to a company whose shares are listed and quoted on the SGX-ST
“Market Day”	A day on which the SGX-ST is open for securities trading
“NTA”	Net tangible assets
“On-Market Purchase”	A Share Purchase by the Company effected on the SGX-ST through one or more duly licensed stockbrokers appointed by the Company for the purpose
“SGX-ST”	Singapore Exchange Securities Trading Limited
“SIC”	Securities Industry Council
“Share Purchase”	Purchase of Shares by the Company pursuant to the Share Purchase Mandate
“Share Purchase Mandate”	The proposed mandate of the Shareholders to allow the Company to purchase Shares in accordance with the terms set out in this Circular

“Share Options”	Outstanding share options granted pursuant to the Stamford Land Corporation Ltd Share Option Plan or the Stamford Land Corporation Ltd Performance Share Plan
“Shareholders”	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the Depositors whose securities accounts maintained with CDP are credited with the Shares
“Shares”	Ordinary shares in the capital of the Company
“Substantial Shareholder”	A person who has an interest in not less than five per cent. (5%) of the issued voting shares of the Company
“Take-Over Code”	The Singapore Code on Take-Overs and Mergers
“\$” and “cents”	Singapore dollars and cents respectively
“%” or “per cent.”	Percentage or per centum

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in the Circular to any enactment is a reference to that enactment as for the time being amended or reenacted. Any word defined under the Companies Act or any statutory modification thereof or the Listing Manual and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act or the Listing Manual, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

# STAMFORD LAND CORPORATION LTD

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

## Directors:

Mr Ow Chio Kiat (Executive Chairman)  
Mr Ow Cheo Guan (Executive Deputy Chairman)  
Mr Wong Hung Khim  
Dr Tan Chin Nam  
Mr Mak Lye Mun

## Registered Office:

200 Cantonment Road  
#09-01 Southpoint  
Singapore 089763

7 July 2008

To: **The Shareholders of Stamford Land Corporation Ltd**

Dear Sir/Madam,

## THE PROPOSED SHARE PURCHASE MANDATE

### 1. INTRODUCTION

The Directors of the Company are proposing to seek Shareholders' approval for the proposed Share Purchase Mandate at the AGM.

The purpose of this Circular is to provide Shareholders with information pertaining to the aforesaid proposal, and to seek Shareholders' approval in respect of the same at the AGM to 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. The notice of AGM is set out in the Annual Report 2007/2008.

### 2. THE SHARE PURCHASE MANDATE

#### 2.1 Background

The Companies Act allows a company to purchase or otherwise acquire its issued shares, stocks and preference shares if the buyback is permitted under the Company's articles of association. As required under the Companies Act, Article 10(B) of the Articles of the Company expressly permits the Company to purchase or otherwise acquire shares issued by it. Any purchase of Shares by the Company will also have to be made in accordance with, and in the manner prescribed by, the Companies Act and such other laws and regulations as may from time to time be applicable, including Rules 881 to 886 of the Listing Manual, which relate to the purchase or acquisition of issued shares in the capital of a company which is listed on the SGX-ST.

Approval is being sought from the Shareholders by way of an ordinary resolution at the AGM for the adoption of a general and unconditional mandate for the purchase by the Company of its issued Shares in accordance with the terms of this Circular (the "**Share Purchase Mandate**"). If the Share Purchase Mandate is granted, the authority conferred under the Share Purchase Mandate will continue in force until the date on which the next annual general meeting of the Company or such date as the next annual general meeting may be required by law or by the Articles of the Company to be held, unless prior thereto. Share buybacks are carried out to the full extent mandated or the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting. The Share Purchase Mandate may be put to Shareholders for renewal at each subsequent annual general meeting of the Company.

If and when circumstances permit, the Directors will decide whether to effect the Share Purchase via market purchases, after taking into account the amount of surplus cash available and the prevailing market conditions. The Directors do not propose to carry out off-market purchases or share purchases to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

## 2.2 Rationale and Benefit

The Share Purchase Mandate will give the Company the flexibility to undertake purchases of its Shares up to the ten per cent. (10%) described in paragraph 2.3.1 below at any time, subject to market conditions and funding arrangements, during the period when the Share Purchase Mandate is in force. The Share Purchase Mandate will enable the Company to undertake purchases of Shares and provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner.

The Share Purchase Mandate will also allow the Directors greater flexibility over the Company's Share capital structure and dividend policy with a view to enhancing the earnings and/or the NTA per Share. The Directors further believe that Share Purchases by the Company will help mitigate short-term market volatility in the Company's Share price, offset the effects of short-term speculation and bolster Shareholders' confidence.

## 2.3 Terms of the Share Purchase Mandate

The limitations placed on the Share Purchases by the Company under the proposed Share Purchase Mandate are summarised below:

### 2.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased by the Company.

The total number of Shares that may be purchased is limited to that number of Shares representing not more than ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the AGM at which the Share Purchase Mandate is approved (the "**Approval Date**"). Any Shares which are held as treasury shares will be disregarded for purposes of computing the ten per cent. (10%) limit.

For illustrative purposes only, on the basis of 863,833,482 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, not more than 86,383,348 Shares (representing ten per cent. (10%) of the issued Shares of the Company as at that date) may be purchased by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in paragraph 2.3.2 below.

### 2.3.2 Duration of authority

Share Purchases may be made, at any time and from time to time, from the Approval Date up to the earlier of:

- (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred under the Share Purchase Mandate is varied or revoked in a general meeting; or
- (c) the date on which the Share Purchases are carried out to the full extent mandated.

### 2.3.3 Manner of purchase

The Share purchases shall be made by way of on-market purchases (“**Market Purchase**”), transacted on the SGX-ST through the SGX-ST’s Central Limit Order Book (CLOB) trading system or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

### 2.3.4 Maximum purchase price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share as determined by the Directors must not exceed 105% of the Average Closing Price (as defined hereinafter) in the case of a Market Purchase (the “**Maximum Price**”), excluding related expenses of the purchase.

For the above purpose, “**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded on the SGX-ST before the day on which the Share Purchase was made and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days.

## 2.4 **Status of Purchased Shares**

Any Share which is purchased by the Company is deemed cancelled immediately on purchase (and all rights and privileges attached to that Share expire on cancellation), unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

## 2.5 **Treasury Shares**

Under the Companies Act, as amended by the Companies (Amendment) Act 2005, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act, as amended by the Companies (Amendment) Act 2005, are summarised below:

### 2.5.1 Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares.

### 2.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company’s assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.



### 2.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employee's share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

## 2.6 Source of Funds

Previously, any payment of shares made by a company in consideration of a share purchase could only be made out of the company's distributable profits. However the Companies (Amendment) Act 2005 now permits the Company to also purchase its own Shares out of capital, as well as from its distributable profits, provided that:

- (a) the Company is able to pay its debts in full at the time it purchases the Shares and will be able to pay its debts as they fall due in the normal course of business in the twelve (12) months immediately following the purchase; and
- (b) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of Shares become less than the value of its liabilities.

Further, for the purposes of determining the value of a contingent liability, the Directors or managers of the Company may take into account the following:

- (a) the likelihood of the contingency occurring; and
- (b) any claim the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company may use internal resources or external borrowings or a combination of both to finance purchases of Shares pursuant to the Share Purchase Mandate.

## 2.7 Financial Effects

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 March 2008, are based on the following principal assumptions:

- (a) the acquisition of Shares pursuant to the Share Purchase Mandate had taken place on 1 April 2007 for the purpose of computing the financial effects on the earnings per share ("EPS") of the Group and the Company;

- (b) the acquisition of Shares pursuant to the Share Purchase Mandate had taken place on 1 April 2007 for the purpose of computing the financial effects on the shareholders' equity, NTA per share and gearing of the Group and the Company; and
- (c) transaction costs incurred for the acquisition of Shares pursuant to the Share Purchase Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects;

#### 2.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, as amended by the Companies (Amendment) Act 2005, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by the value of the Shares purchased. Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of the Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

#### 2.7.2 Information as at the Latest Practicable Date

As at the Latest Practicable Date, the issued and paid-up Share capital of the Company comprised 863,833,482 Shares. Assuming that no Share Options are exercised and issued and no Shares are held by the Company as treasury shares on or prior to the AGM, the purchase by the Company of ten per cent. (10%) of its issued Shares according to the Share Purchase Mandate would result in the purchase of up to 86,383,348 Shares.

#### 2.7.3 Pro Forma Financial Effects

For illustration purposes only, and on the basis of the assumptions set out below, the financial effects of the:

- (a) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made out of capital and held as treasury shares; and
- (b) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made out of capital and cancelled;

based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2008 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Purchase Mandate by way of purchases made out of capital are set out in this Circular.

### 2.7.3.1 Purchases made entirely out of capital and held as treasury shares

For illustrative purposes only, in a Market Purchase, assuming that the Maximum Price is 66 cents, which is five per cent. (5%) above the Average Closing Price of the Shares, the maximum amount of funds required for the purchase of up to 86,383,348 Shares (representing ten per cent. (10%) of the total issued Share capital of the Company) as at the Latest Practicable Date is approximately \$57,013,000. On this assumption, the impact of the Share Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Group's and the Company's audited financial statements for the financial year ended 31 March 2008 is as follows:

	Group		Company	
	Before Share Purchase \$'000	After Share Purchase \$'000	Before Share Purchase \$'000	After Share Purchase \$'000
<b>As at 31 March 2008</b>				
Issued Capital and Reserves	438,637	438,637	241,077	241,077
Treasury Shares	—	(57,013)	—	(57,013)
Net Tangible Assets (NTA)	438,637	381,624	241,077	184,064
Current Assets	106,023	49,010	1,252	0
Current Liabilities	168,144	168,144	1,979	57,740
Working Capital	(62,121)	(119,134)	(727)	(57,740)

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
Total Liabilities (\$'000)	367,020	367,020	66,805	122,566
Numbers of Shares ('000)	863,833	777,450	863,833	777,450
<b>Financial Ratios</b>				
NTA Per Share (cents)	50.8	49.1	27.9	23.7
Earnings Per Share (cents)	5.0	5.5	1.3	1.5
Gearing ratio (times)	0.6	0.8	0	0.3
Current ratio (times)	0.6	0.3	0.6	0

### 2.7.3.2 Purchases made entirely out of capital and cancelled

For illustrative purposes only, in a Market Purchase, assuming that the Maximum Price is 66 cents, which is five per cent. (5%) above the Average Closing Price of the Shares, the maximum amount of funds required for the purchase of up to 86,383,348 Shares (representing ten per cent. (10%) of the total issued Share capital of the Company) as at the Latest Practicable Date is approximately \$57,013,000. On this assumption, the impact of the Share Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Group's and the Company's audited financial statements for the financial year ended 31 March 2008 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	\$'000	\$'000	\$'000	\$'000
<b>As at 31 March 2008</b>				
Issued Capital and Reserves	438,637	381,624	241,077	184,064
Net Tangible Assets (NTA)	438,637	381,624	241,077	184,064
Current Assets	106,023	49,010	1,252	0
Current Liabilities	168,144	168,144	1,979	57,740
Working Capital	(62,121)	(119,134)	(727)	(57,740)

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	\$'000	\$'000	\$'000	\$'000
Total Liabilities (\$'000)	367,020	367,020	66,805	122,566
Numbers of Shares ('000)	863,833	777,450	863,833	777,450

#### Financial Ratios

NTA Per Share (cents)	50.8	49.1	27.9	23.7
Earnings Per Share (cents)	5.0	5.5	1.3	1.5
Gearing ratio (times)	0.6	0.8	0	0.3
Current ratio (times)	0.6	0.3	0.6	0

**Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical audited FY2008 numbers, and is not necessarily representative of future financial performance. In addition, the actual impact will depend on the actual number and price of Shares to be purchased by the Company.**

**Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to ten per cent. (10%) of the issued and fully paid-up Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent. (10%) of the issued and fully paid-up Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.**

## 2.8 Tax Implications Arising from Share Purchases

Shareholders who are in doubt as to their respective tax positions or the tax implications of Share Purchases by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

## 2.9 Reporting Requirement under the Companies Act

Within thirty (30) days of the passing of a shareholders' resolution to approve the purchase of Shares by the Company, the company shall lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority ("ACRA").

The Company shall notify ACRA within thirty (30) days of a purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase, including the date of purchase, the number of Shares purchased by the Company, the number of shares cancelled, the number of shares held as treasury shares, the Company's issued Share capital before and after the purchase of Shares, the amount of consideration paid by the Company for the purchase, and whether the Shares are purchased out of the profits or the capital of the Company.

## 2.10 Listing Rules

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m., in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares. Such announcement currently requires the inclusion of details of the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable.

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company would not purchase or acquire any Shares during the period of two weeks and one month immediately preceding the announcement of the Company's interim results and the annual (full-year) results respectively.

The Listing Manual requires a listed company to ensure that at least ten per cent. (10%) of any class of its listed securities are held by public shareholders. As at the Latest Practicable Date, approximately 57.26% of the issued Shares are held by public Shareholders. As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the maximum ten per cent. (10%) of its issued and fully paid-up Shares permitted under the Share Purchase Mandate, approximately 52.52% of the issued Shares will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the maximum ten per cent. (10%) permitted under the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

## 2.11 Take-Over Code Implications Arising from Share Purchases

- 2.11.1 The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Take-Over Code ("**Rule 14**"). Consequently, depending on the number of Shares purchased by the Company and the Company's issued share capital at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make an offer under Rule 14.
- 2.11.2 Under the Take-Over Code, persons acting in concert or concert parties comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of the company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert, namely, (i) a company with any of its directors (together with their close relatives, related

trusts as well as companies controlled by any of the directors, their close relatives and related trusts) and (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with one another. For this purpose, ownership or control of at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of a company will be regarded as the test of associated company status.

- 2.11.3 The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-Over Code.
- 2.11.4 In general terms, the effect of Rule 14 and Appendix 2 of the Take-Over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or, if the voting rights of such Directors and their concert parties are between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months.
- 2.11.5 Under Appendix 2 of the Take-Over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the proposed Share Purchase Mandate.

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (i) the Company purchases the maximum amount of ten per cent. (10%) of the issued ordinary share capital of the Company, and (ii) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in, and (iii) none of the outstanding Share Options are exercised, will be as follows:

	Before Share Purchases			After Share Purchases		
	Direct Interest	Deemed Interest	Total Interest	Direct Interest	Deemed Interest	Total Interest
	%	%	%	%	%	%
<b>Directors</b>						
Ow Chio Kiat	23.79	15.23	39.02	26.43	16.92	43.35
Ow Cheo Guan	0.43	3.06	3.49	0.48	3.40	3.88
Wong Hung Khim	nil	nil	nil	nil	nil	nil
Tan Chin Nam	nil	nil	nil	nil	nil	nil
Mak Lye Mun	nil	nil	nil	nil	nil	nil
<b>Substantial Shareholder</b>						
Ow Chio Kiat	23.79	15.23	39.02	26.43	16.92	43.35

**Note:**

Deemed interests refer to interests in shares as defined pursuant to Section 7 of the Companies Act.

2.11.6 **Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the proposed Share Purchase Mandate are advised to consult their professional advisers and/or the SIC before they acquire any Shares in the Company during the period when the proposed Share Purchase Mandate is in force.**

2.11.7 For the purpose of the Take-Over Code, Mr Ow Chio Kiat, his close relatives (including Mr Ow Cheo Guan) and companies controlled by Mr Ow Chio Kiat and his close relatives (including Mr Ow Cheo Guan), all of whom are named in sub-paragraph (2.11.10) below, are deemed to be acting in concert with the Company. Mr Ow Chio Kiat and these persons held an aggregate interest of 42.74% in the capital of the Company as at the Latest Practicable Date. Upon the Company purchasing the maximum amount of ten per cent. (10%) of the issued Share capital of the Company and if neither Mr Ow Chio Kiat or any of the aforescribed persons sell any of their Shares, their resulting aggregated interest in the capital of the Company would have increased from 42.74% to 47.48%.

2.11.8 The SIC has on 24 June 2008 exempted Mr Ow Chio Kiat and all of the aforescribed persons from having to make an offer under Rule 14 of the Take-Over Code for the Shares by reason only of an increase in their voting rights as a result of the Company purchasing or acquiring up to 86,383,348 Shares pursuant to the Share Purchase Mandate, subject to the following conditions:

- (a) This Circular contains advice to the effect that by voting to approve the Share Purchase Mandate, Shareholders are waiving their rights to a general offer at the required price from Mr Ow Chio Kiat and his concert parties (named in sub-paragraph (2.11.10) below); and the names and voting rights of Mr Ow Chio Kiat and his concert parties at the time of the AGM and after the Share Purchase Mandate are disclosed in this Circular;
- (b) The resolution to approve the Share Purchase Mandate is approved by a majority of those Shareholders present and voting at the AGM on a poll who could not become obliged to make a takeover offer for the Company as a result of the Share Purchase;
- (c) Mr Ow Chio Kiat and his concert parties abstain from voting for, and recommending Shareholders to vote in favour of, the resolution to approve the Share Purchase Mandate;
- (d) Mr Ow Chio Kiat and his concert parties have not acquired and will not acquire Shares between the date on which they know that the announcement of the Share Purchase Mandate is imminent and the earlier of:
  - (i) the date on which the authority of the Share Purchase Mandate expires; and
  - (ii) the date the Company announces it has bought back such number of Shares as authorised by the Share Purchase Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Shares repurchased by the Company under the Share Purchase Mandate, would cause their aggregate voting rights in the Company to increase by more than one per cent. (1%) in any preceding period of six (6) months;

If the Company ceases to buy back its Shares and the increase in the aggregate voting rights held by Mr Ow Chio Kiat and his concert parties are less than one per cent. (1%), Mr Ow Chio Kiat and his concert parties may acquire further voting rights in the Company. However, any increase in their percentage voting rights in



the Company as a result of the Company repurchasing its Shares will be taken into account together with any voting rights acquired by Mr Ow Chio Kiat and his concert parties (by whatever means) in determining whether they have increased their voting rights by more than one per cent. (1%) in any six (6) month period.

- 2.11.9 Shareholders are advised that by voting in favour of the resolution to authorise the Share Purchase Mandate, they are waiving their rights to a general offer at the required price from Mr Ow Chio Kiat and his concert parties who, in aggregate, hold Shares representing 42.74% of the Company's voting rights, and as a result of the Share Purchases, would increase their aggregate holding of the Shares by more than one per cent. (1%) in any six (6) month period; and
- 2.11.10 Mr Ow Chio Kiat and his concert parties are named below together with the number of Shares held by them as at the Latest Practicable Date:

Name of Directors	No. of Shares	% Voting Rights	Name of related persons/Relationship	No. of Shares	% Voting Rights
<b>Ow Chio Kiat</b> ("OCK")	205,471,000	23.79	<b>Lim Siew Feng</b> (Madam) Wife of OCK	30,000	0.003
			<b>Ow Yew Heng</b> Son of OCK	10,000,000	1.16
			<b>Ow Yi Ling</b> Daughter of OCK	9,341,000	1.08
			<b>Aw Chio Liong</b> Sibling of OCK and OCG	791,000	0.09
			<b>Aw Cheok Huat</b> Sibling of OCK and OCG	424,000	0.05
			<b>Aw Chew Hua</b> Sibling of OCK and OCG	802,000	0.09
			<b>Ow Cheo Guan</b> Sibling of OCK	3,730,000	0.43
			<b>OCG Nominee Companies</b> , controlled by OCG	26,400,000	3.06
			<b>OCK Nominee Companies</b> , controlled by OCK	22,176,000	2.57
			<b>OCK Nominee</b>	90,000,000	10.42
			<b>Sub-total</b>	<b>163,694,000</b>	<b>18.95</b>
			<b>Grand Total:</b> <b>OCK &amp; his related parties</b>	<b>369,165,000</b>	<b>42.74</b>
			<b>Ow Cheo Guan</b> ("OCG")	3,730,000	0.43
<b>Ow Yew Heng</b> Nephew of OCG	10,000,000	1.16			
<b>Ow Yi Ling</b> Niece of OCG	9,341,000	1.08			
<b>Aw Chio Liong</b> Sibling of OCK and OCG	791,000	0.09			
<b>Aw Cheok Huat</b> Sibling of OCK and OCG	424,000	0.05			
<b>Aw Chew Hua</b> Sibling of OCK and OCG	802,000	0.09			



Name of Directors	No. of Shares	% Voting Rights	Name of related persons/Relationship	No. of Shares	% Voting Rights
			<b>Ow Chio Kiat</b> Sibling of OCG	205,471,000	23.79
			<b>OCK Nominee Companies</b> , controlled by OCK	22,176,000	2.57
			<b>OCG Nominee Companies</b> , controlled by OCG	26,400,000	3.06
			<b>OCK Nominee</b>	90,000,000	10.42
			<b>Sub-total</b>	<b>365,435,000</b>	<b>42.30</b>
			<b>Grand Total: OCG &amp; his related parties</b>	<b>369,165,000</b>	<b>42.74</b>

Total number of Shares held by OCK and his related persons: 369,165,000

Total percentage of Voting Rights before Share Purchase held by OCK and his related persons: 42.74%

Total percentage of Voting Rights after Share Purchase held by OCK and his related persons: 47.48%

Total percentage increase in Voting Rights after Share Purchase held by OCK and his related persons: 4.74%

Name	Place of Incorporation	No. of Shares
<b><u>OCK Nominee Companies</u></b>		
Hai Sun Hup Group Pte Ltd	Singapore	12,400,000
Maritime Properties Pte Ltd	Singapore	9,776,000
	<b>Total</b>	<b>22,176,000</b>
<b><u>OCG Nominee Companies</u></b>		
Tan Gim Tee Holdings Pte Ltd	Singapore	26,400,000

## 2.12 Shares Purchased During the Previous Twelve (12) Months

The Company has not purchased any Shares within the twelve (12) months preceding the Latest Practicable Date.

## 3. DIRECTORS' RECOMMENDATION

The Directors (other than Mr Ow Chio Kiat and Mr Ow Cheo Guan) are of the opinion that the Share Purchase Mandate for the purchase by the Company of Shares in its issued Share capital is in the best interests of the Company. The Directors (other than Mr Ow Chio Kiat and Mr Ow Cheo Guan) accordingly recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Share Purchase Mandate to be proposed at the AGM.

Mr Ow Chio Kiat and Mr Ow Cheo Guan shall abstain from voting on the Share Purchase Mandate and making any recommendations to the Shareholders in respect of the Share Purchase Mandate.

#### **4. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the AGM are requested to complete and sign the proxy form which is set out in the Annual Report 2007/2008 in accordance with the instructions printed thereon and return it to the Company's registered office at 200 Cantonment Road, #09-01 Southpoint, Singapore 089763 as soon as possible and in any event so as to arrive at the Company's registered office not less than forty-eight (48) hours before the time fixed for the holding of the AGM. The completion and return of the proxy form by a member will not preclude him from attending the AGM and voting in person in place of his proxy should he subsequently wish to do so.

#### **5. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors who collectively and individually accept full responsibility for the accuracy of information contained in this Circular and confirm that, to the best of their knowledge and belief, the facts stated and opinion expressed in this Circular are accurate and fair and that there are no other material facts, the omission of which would make any statement in this Circular misleading.

#### **6. DOCUMENTS FOR INSPECTION**

The following documents may be inspected at the registered office of the Company during normal business hours from the date hereof up to and including the date of the AGM:

- (a) the memorandum and articles of association of the Company; and
- (b) the audited accounts of the Company and the Group for the financial year ended 31 March 2008.

Yours faithfully  
For and on behalf of the Board of Directors  
**STAMFORD LAND CORPORATION LTD**

**Ow Chio Kiat**  
Executive Chairman

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