

NOTICE OF ANNUAL GENERAL MEETING AND BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the 34th Annual General Meeting of Stamford Land Corporation Ltd (the "Company") will be held at Klapsons, The Boutique Hotel – eighteen. 1 & 2 at Level 18, 15 Hoe Chiang Road, Tower Fifteen, Singapore 089316 on Thursday, 26 July 2012 at 2:30 p.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2012 and the Directors' Report and Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend (one-tier tax exempt) of 2.0 cents per ordinary share and a special dividend (one-tier tax exempt) of 2.0 cents per ordinary share for the financial year ended 31 March 2012. **(Resolution 2)**
- To approve the payment of Directors' Fees of \$240,000 for the financial year ended 31 March 2012. **(Resolution 3)**

- To re-elect Dr Tan Chin Nam, who is retiring in accordance with Article 91 of the Articles of Association of the Company, as a Director.

Note: Dr Tan Chin Nam will, upon his re-election as Director, remain as Chairman of the Remuneration Committee and member of the Audit Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). **(Resolution 4)**

- To re-elect Mr Mark Anthony James Vaile, who is retiring in accordance with Article 91 of the Articles of Association of the Company, as a Director.

Note: Mr Mark Anthony James Vaile will, upon his re-election as Director, remain as Chairman of the Nominating Committee, and member of the Audit and Remuneration Committees. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. **(Resolution 5)**

- To note the retirement of Mr Wong Hung Khim. Mr Wong, who was previously appointed pursuant to Section 153(6) of the Companies Act, Cap. 50 has decided not to seek re-appointment.

Note: Mr Wong Hung Khim, will retire as a Director of the Company at the conclusion of the Annual General Meeting. Upon Mr Wong's retirement, he will cease to be Chairman of the Audit Committee, and member of the Executive, Remuneration and Nominating Committees. The appointment of his replacement for each Committee will be announced in due course.

- To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as ordinary resolutions:

- That authority be and is hereby given to the Directors to:

(a) (i) issue new shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, 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; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), does not exceed 50% of the issued shares in the 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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the 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 shares shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, and adjusting for: (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and (2) any subsequent bonus issue, consolidation or subdivision of shares;

(iii) 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; and

(iv) (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, authorises the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares in the capital of the Company, with a sub-limit of 20% for issues other than on a pro rata basis to shareholders. **(Resolution 7)**

- 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 15% of the total issued share capital of the Company from time to time. **(Resolution 8)**

- 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 15% of the total issued share capital of the Company from time to time. **(Resolution 9)**

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 3 August 2012 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 2 August 2012 will be registered to determine the shareholders' entitlement to the proposed dividends. In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the said dividends 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.

If approved, the proposed dividends will be paid on 23 August 2012.

By Order of the Board

Teo Lay Eng
Company Secretary

Singapore
11 July 2012

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.