



**NOTICE OF ANNUAL GENERAL MEETING AND BOOKS CLOSURE**

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

**NOTICE IS HEREBY GIVEN** that the 37th Annual 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 Thursday, 30 July 2015 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 2015 and the Directors' Report and Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend (one-tier tax exempt) of 2 cents per ordinary share and a special dividend (one-tier tax exempt) of 1 cent per ordinary share for the financial year ended 31 March 2015. **(Resolution 2)**
- To approve the payment of Directors' Fees of \$270,000 for the financial year ended 31 March 2015. **(Resolution 3)**
- To re-elect Mark Anthony James Vaile, who is retiring in accordance with Article 91 of the Articles of Association of the Company, as a Director.

*Note: Mark Anthony James Vaile will, upon his re-election as Director, remain as Chairman of the Nominating Committee, and member of the Audit and Risk Management and Remuneration Committees. 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 note that Dr Tan Chin Nam, who is retiring in accordance with Article 91 of the Articles of Association of the Company, will not be offering himself for re-election.

*Note: Dr Tan Chin Nam will retire as Director of the Company at the conclusion of the Annual General Meeting. Upon Dr Tan's retirement, he will cease to be Chairman of the Remuneration Committee, and member of the Audit and Risk Management Committee.*

- To re-appoint Ow Chio Kiat as a Director retiring pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office until the next Annual General Meeting of the Company.

*Note: Ow Chio Kiat will, upon his re-appointment as Director, remain as Chairman of the Board and Executive Committee, and member of the Nominating Committee.* **(Resolution 5)**

- 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 resolution as ordinary resolution:

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

**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 12 August 2015 for the preparation of dividend warrants. Duly completed registrable transfers received by the Company's Registrars, M & C Services Private Limited of 112 Robinson Road, #05-01, Singapore 068902, up to the close of business at 5:00 p.m. on 11 August 2015 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 21 August 2015.

BY ORDER OF THE BOARD

**TEO LAY ENG**  
COMPANY SECRETARY

Singapore  
14 July 2015

**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.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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"), (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, and (iii) 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.