



STAMFORD
LAND CORPORATION LTD

Company Registration No. 197701615H
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING AND BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the 38th 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, 28 July 2016 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 2016 and the Directors' Statement and Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend (one-tier tax exempt) of 0.5 Singapore cents per ordinary share for the financial year ended 31 March 2016. **(Resolution 2)**
- To approve the payment of Directors' Fees of S\$280,000 for the financial year ended 31 March 2016. **(Resolution 3)**
- To re-elect Ow Yew Heng, who is retiring in accordance with Article 91 of the Articles of Association comprising part of the Constitution of the Company (each an "Article"), as a Director.

Note: Ow Yew Heng will, upon his re-election, remain as Executive Director and Chief Executive Officer. **(Resolution 4)**

- To re-elect Stanley Lai Tze Chang, who is retiring in accordance with Article 97, as a Director.
Note: Stanley Lai Tze Chang will, upon his re-election, 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 5)**

- To re-appoint Ow Chio Kiat, whose appointment as Director expires at the forthcoming Annual General Meeting.
Note: Ow Chio Kiat was, at the last annual general meeting of the Company held on 30 July 2015, appointed to hold office until the forthcoming Annual General Meeting of the Company pursuant to the then Section 153(6) of the Companies Act, Cap 50. (the "Companies Act"), which has since been repealed. Ow Chio Kiat will, upon his re-appointment as Director, remain as Chairman of the Board, and member of the Nominating Committee. **(Resolution 6)**

SPECIAL BUSINESS

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

- That:
 - Ernst & Young LLP be and is hereby appointed as auditors of the Company in place of KPMG LLP and to hold office until the conclusion of the next annual general meeting of the Company and the Directors be authorised to fix the terms of their remuneration (the "Proposed Change of Auditors"); and
 - the Directors and each of them be and are hereby authorised and empowered to complete and to do all such acts and things (including without limitation, executing all such documents as may be required) as they may consider necessary, desirable or expedient in the interests of the Company in connection with or for the purpose of giving full effect to the Proposed Change of Auditors.
Note: This Resolution, if passed, is to approve the appointment of Ernst & Young LLP as the auditors of the Company in place of KPMG LLP, and to authorise the Directors to fix the terms of their remuneration. Please refer to the Appendix to the Notice of Annual General Meeting dated 12 July 2016 for more details. **(Resolution 7)**

- 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
 - making or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, include 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
 - (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:
 - 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);
 - (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;
 - 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), all applicable requirements under the Companies Act and the Constitution for the time being of the Company; and
 - (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 8)**

- 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 2015 and/or grant awards in accordance with the provisions of the Stamford Land Corporation Ltd Performance Share Plan 2015 (together the "Share Plans"); and
 - allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the Stamford Land Corporation Ltd Share Option Plan 2015 and/or such number of fully paid Shares as may be required to be issued pursuant to the vesting of awards under the Stamford Land Corporation Ltd Performance Share Plan 2015,
provided always that the aggregate number of Shares to be issued pursuant to the Share Plans shall not exceed 15 per cent of the total number of issued Shares (excluding treasury shares) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
Note: This Resolution, if passed, will empower the Directors, from the date of this Annual General Meeting until the next annual general meeting, or the date by which the next annual general meeting is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant options and/or awards, and to issue new Shares, pursuant to the Share Plans, provided that the aggregate number of Shares to be issued pursuant to the Share Plans shall not exceed 15 per cent of the total number of issued Shares (excluding treasury shares) from time to time. **(Resolution 9)**

OTHER BUSINESS

To consider 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 and Register of Members of the Company will be closed on 12 August 2016 for the preparation of dividend warrants. Duly completed registrable transfers received by the Company's Registrars, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, up to the close of business at 5:00 p.m. on 12 August 2016 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 22 August 2016.

BY ORDER OF THE BOARD

OW YEW HENG

DIRECTOR

Singapore

12 July 2016

Notes:

A member of the Company who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different class of Share or Shares held by such member. A member of the Company entitled to attend and vote at the Annual General Meeting and who is not a Relevant Intermediary, is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company. Where a member who is not a Relevant Intermediary appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

The instrument appointing a proxy must be deposited at the office of the Company's share registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the Annual General Meeting. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Protection Terms:

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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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"); (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.