



## SINGAPORE LAND LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 196300170C)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 42nd Annual General Meeting of Singapore Land Limited will be held at 80 Raffles Place, 61st Storey, UOB Plaza 1, Singapore 048624 on 28 April 2006 at 4.00 p.m. to transact the following business:

#### As Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2005.
2. To declare a First and Final Dividend of 20% (20 cents per share) less income tax at 20% for the year ended 31 December 2005. (2004: 15% (15 cents per share)).
3. To approve Directors' fees of \$294,500 for the year ended 31 December 2005 (2004: \$294,500).
4. To re-elect the following Directors retiring by rotation in accordance with Article 109 of the Company's Articles of Association:
  - (a) Mr Gn Hiang Meng
  - (b) Mr Perry L. Pe
  - (c) Mr Wee Ee Lim
5. To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act, Cap. 50:
  - (a) Mr Wee Cho Yaw
  - (b) Mr John Gokongwei, Jr.
  - (c) Mr Tan Boon Teik (See Explanatory Note 1)
  - (d) Mr Hwang Soo Jin
  - (e) Mr Gabriel C. Singson, Alternate Director to Mr Perry L. Pe
6. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. (See Explanatory Note 2)

#### As Special Business

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 161 of the Companies Act, Cap. 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST Listing Manual"), the Directors of the Company be and are hereby authorised to issue shares (including the issue of shares pursuant to offers, agreements or options made or granted by the Company) and convertible securities (including the making and granting of offers, agreements or options which would or which might require shares to be issued or allotted) at any time, whether during the continuance of such authority or thereafter, to such persons upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that:

- a. the aggregate number of shares and convertible securities to be issued pursuant to this Ordinary Resolution to shareholders on a pro rata basis shall not exceed 50% of the issued share capital of the Company, and provided further that if any such shares and convertible securities are to be issued under circumstances where members of the Company are not given an opportunity to participate in such an issue, offer, agreement or option referred to above, then the shares and convertible securities to be issued under such circumstances shall not exceed 20% of the issued share capital of the Company;
- b. for the purpose of determining the aggregate number of shares that may be issued under (a) above, the percentage of issued share capital is based on the issued share capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
  - i. new shares arising from the conversion or exercise of convertible securities;
  - ii. new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Ordinary Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - iii. any subsequent consolidation or subdivision of the Company's shares; and
- c. such authority shall, unless revoked or varied by the Company at a general meeting, continue to be 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." (See Explanatory Note 3)

8. To transact any other business.

#### Closure of Books

**NOTICE IS ALSO HEREBY GIVEN** that subject to shareholders' approval being obtained for the proposed First and Final Dividend of 20% (20 cents per share) less income tax at 20% for the financial year ended 31 December 2005, the Share Transfer Books and Register of Members of the Company will be closed from 15 May 2006 to 16 May 2006, both dates inclusive, for the preparation of dividend warrants. Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 8 Cross Street #11-00, PWC Building, Singapore 048424 up to 5.00 p.m. on 11 May 2006 will be registered before entitlements to the proposed dividend are determined. In respect of shares registered in securities accounts with the Central Depository (Pte) Limited ("CDP"), the dividend will be paid by the Company to CDP for distribution to the respective members. The dividend, if approved, will be payable on 24 May 2006.

By Order of the Board

#### Susie Koh

Company Secretary

Singapore, 12 April 2006

#### NOTE

A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 5 Shenton Way, #02-14 Podium Block, UIC Building, Singapore 068808 by 4.00 p.m. on 26 April 2006.

#### EXPLANATORY NOTES

1. Mr Tan Boon Teik, if re-appointed, will remain as the Audit Committee Chairman and will be considered an Independent Director pursuant to Rule 704(8) of the SGX-ST Listing Manual.
2. The Audit Committee undertook a review of the fees and expenses of the audit and non-audit services provided by the external auditor, PricewaterhouseCoopers. It assessed whether the nature and extent of the non-audit services might prejudice the independence and objectivity of the auditor before confirming its re-nomination. It was satisfied that such services did not affect the independence of the external auditor.
3. The Ordinary Resolution proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to the limit as specified in the Ordinary Resolution for such purposes as they consider would be in the interest of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting.