

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 61st Annual General Meeting of the Company (“AGM”) will be convened and held at Garden Ballroom, Level 1, PARKROYAL COLLECTION Marina Bay, 6 Raffles Boulevard, Singapore 039594 on Friday, 28 April 2023 at 10:30 a.m. to transact the following business:

As Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditor’s Report. **Resolution 1**
2. To declare a first and final tax-exempt (one-tier) dividend of 3.5 cents per ordinary share for the financial year ended 31 December 2022. **Resolution 2**
3. To approve Directors’ fees of \$641,000 for the financial year ended 31 December 2022. **Resolution 3**
4. To re-elect Mr Liam Wee Sin, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as Director of the Company. **Resolution 4**
5. To re-elect Ms Tan Khiaw Ngoh, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as Director of the Company. **Resolution 5**
6. To re-elect Mr Wee Ee Lim, who retires by rotation pursuant to Article 94 of the Company’s Constitution, as Director of the Company. **Resolution 6**
7. To re-elect Mr Eu Zai Jie, Jonathan, who retires pursuant to Article 100 of the Company’s Constitution, as Director of the Company. **Resolution 7**
8. To re-elect Mr Tan Tiong Cheng, who retires pursuant to Article 100 of the Company’s Constitution, as Director of the Company. **Resolution 8**
9. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**

As Special Business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

10. That authority be and is hereby given to the Directors of the Company to issue: **Resolution 10**
 - (i) shares of the Company (“Shares”);
 - (ii) convertible securities;
 - (iii) additional convertible securities issued pursuant to adjustments made in accordance with the listing manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) for the time being in force (the “Listing Manual”) (notwithstanding the authority conferred by this Resolution may have ceased to be in force, provided that the adjustment does not give the holder a benefit that a shareholder does not receive); or
 - (iv) Shares arising from the conversion of the securities in (ii) and (iii) above (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

(whether by way of rights, bonus, or otherwise or pursuant to any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require Shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit,

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provided that:

- (a) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), provided that the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury shares)(as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such other 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 (a) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
 - (1) any new Shares arising from the conversion or exercise of convertible securities;
 - (2) any new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;

such that adjustments in accordance with sub-paragraphs (1) and (2) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) in exercising the authority conferred by this Resolution, the Company complies with the Listing Manual (unless such compliance has been waived by the SGX-ST) and the Constitution of the time being of the Company; and
- (d) 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.

11. That the Directors be and are hereby authorised pursuant to Section 161 of the Companies Act 1967, to 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 Singapore Land Group Limited Share Option Scheme (the "Scheme"), provided that the aggregate number of Shares to be issued pursuant to the Scheme shall not exceed 5% of the total number of issued Shares (excluding treasury shares) from time to time.

Resolution 11

By Order of the Board

Teo Hwee Ping
Company Secretary
Singapore, 6 April 2023

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NOTES TO RESOLUTIONS

1. In relation to Resolution 4, Mr Liam Wee Sin will, upon re-election, continue as a Director and as a Member of the Nominating Committee and Remuneration Committee. He is considered a Non-Executive and Non-Independent Director. He is the Group Chief Executive Officer of UOL Group Limited, a substantial shareholder of the Company.
2. In relation to Resolution 5, Ms Tan Khiaw Ngoh will, upon re-election, continue as a Director and the Chairperson of the Audit & Risk Committee. She is considered a Non-Executive and Independent Director.
3. In relation to Resolution 6, Mr Wee Ee Lim will, upon re-election, continue as a Director and Chairman of the Company. He is considered a Non-Executive and Non-Independent Director. He is the Deputy Chairman of UOL Group Limited, uncle of Mr Eu Zai Jie, Jonathan, Chief Executive Officer of the Company, and the son of Dr Wee Cho Yaw, a substantial shareholder of the Company.
4. In relation to Resolution 7, Mr Eu Zai Jie, Jonathan is the Chief Executive Officer of the Company. Upon re-election, he will continue as a Director. He is considered an Executive and Non-Independent Director. He is the nephew of Mr Wee Ee Lim, Chairman of the Company, and grandson of Dr Wee Cho Yaw, a substantial shareholder of the Company.
5. In relation to Resolution 8, Mr Tan Tiong Cheng will, upon re-election, continue as a Director. He is considered a Non-Executive and Independent Director.

Please refer to the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2022 for information on the above Directors seeking re-election.

6. Resolution 10 is to authorise the Directors, from the date of this AGM until the date of the next Annual General Meeting is held or required by law to be held, whichever is earlier (unless such authority is revoked or varied at a general meeting), to issue Shares and to make or grant convertible securities, and to issue Shares in pursuance of such convertible securities, without seeking any further approval from shareholders at a general meeting, up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares) (calculated as described), provided that the total number of issued Shares and convertible securities which may be issued other than on a pro rata basis to shareholders does not exceed 20% of the total number of issued Shares (excluding treasury shares)(calculated as described). For the purpose of determining the aggregate number of issued Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated as described.
7. Resolution 11 is to authorise the Directors to issue shares pursuant to the exercise of share options granted under the Scheme, which expired on 17 May 2021. All share options not exercised within ten years from the date of grant will expire.

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IMPORTANT NOTES

Shareholders of the Company ("Members") should take note of the following AGM arrangements:

1. Attendance in Person: Members are invited to attend physically at the AGM. There will be no option for Members to participate virtually. AGM-related documents are available on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. In line with the Company's sustainability efforts, hard copies of the Annual Report 2022 will only be printed upon request. Members may request for printed copies of the Annual Report 2022 by completing and submitting the Request Form but are to note that physical copies printed upon request will only reach them after the AGM.

2. Appointment of Proxies:

A Member who is not a relevant intermediary is entitled to appoint one or two proxy/proxies to attend, speak and vote at the AGM. Where such Member's form of proxy ("Proxy Form") appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A proxy need not be a Member of the Company.

3. Submission of Proxy Forms: Duly completed Proxy Forms must be deposited (i) by post or at the office of Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 or (ii) by email by attaching and sending a clear scanned PDF copy of it to SingLand-AGM2023@boardroomlimited.com, in each case, by 10.30 a.m. on Tuesday, 25 April 2023 (being 72 hours before the time appointed for holding the AGM).

4. Voting by Relevant Intermediary Shareholders: CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM in order to allow sufficient time for their respective intermediaries to submit a proxy form to the Company no later than 10.30 a.m. on 25 April 2023 to appoint the Chairman of the AGM to vote on their behalf.

5. Submission of Questions: Authenticated Members may submit questions related to the resolutions to be tabled for approval at the AGM by 10.30 a.m. on 14 April 2023 either via:

(a) email to the Company Secretary at agm.slg@singaporeland.com; or

(b) by post to 50 Raffles Place #21-01/06 Singapore Land Tower, Singapore 048623 (Attention: The Company Secretary).

Shareholders submitting questions are required to state: (a) their full name; and (b) their identification/registration number, and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

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The Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from Members by the abovementioned deadline by publishing the answers on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements> on or before 10.30 a.m. on 21 April 2023.

Where there are substantially similar questions received, the Company reserves the right to consolidate such questions before responding. The Minutes of the AGM will be published on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements> within one month after the date of the AGM and will include all responses to substantial and relevant questions addressed.

- COVID-19:** Due to the constantly evolving COVID-19 outbreak, the Company may be required to change its AGM arrangements at short notice. Members are advised to check the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> regularly for updates on the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, Members (i) consent to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), and (ii) warrants that where Members disclose the personal data of their proxy(ies) and/or representative(s) to the Company (or its agents or service providers), that 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to indemnify the Company against any claim, cost (including legal cost), damage, demand, expense, liability, loss, penalty or proceeding arising from that Member's breach of warranty.

AGM DOCUMENTS

AGM-related documents are available on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at www.sgx.com/securities/company-announcements.

RECORD DATE AND DIVIDEND PAYMENT DATE

Subject to Members' approval being obtained for the proposed First and Final cash dividend (one-tier tax exempt) of 3.5 cents per ordinary share for the financial year ended 31 December 2022, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 p.m. on 5 May 2023 ("Record Date"), for the preparation of dividend warrants, and will be paid on 26 May 2023.

Duly completed transfers of shares received by the Company's Share Registrar, Messrs KCK CorpServe Pte Ltd at 1 Raffles Place, One Raffles Place (Tower 2) #04-63, Singapore 048616 up to 5.00 p.m. on the Record Date will be registered to determine Members' entitlements to the proposed dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the proposed dividend.

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ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Pursuant to Rule 720(6) of the Listing Manual, the information relating to Mr Liam Wee Sin, Ms Tan Khiaw Ngoh, Mr Wee Ee Lim, Mr Eu Zai Jie, Jonathan and Mr Tan Tiong Cheng all of whom are seeking re-election as Directors at the 61st Annual General Meeting of the Company, is set out below and is to be read in conjunction with their respective biographies on pages 168 to 173 of this report:

Director	Liam Wee Sin	Tan Khiaw Ngoh	Wee Ee Lim	Eu Zai Jie, Jonathan	Tan Tiong Cheng
Date of appointment	10.6.2019	27.2.2020	28.5.1999	1.7.2022	1.7.2022
Date of last re-appointment (if applicable)	10.6.2020	10.6.2020	23.4.2021	–	–
Age	64	65	61	41	72
Country of principal residence	Singapore	Singapore	Singapore	Singapore	Singapore
The Board's comments on this re-election	Mr Liam Wee Sin has the requisite experience and capability to be re-elected as Director.	Ms Tan Khiaw Ngoh has the requisite experience and capability to be re-elected as Director.	Mr Wee Ee Lim has the requisite experience and capability to be re-elected as Director.	Mr Eu Zai Jie, Jonathan has the requisite experience and capability to be re-elected as Director.	Mr Tan Tiong Cheng has the requisite experience and capability to be re-elected as Director.
Whether appointment is executive and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive	Executive	Non-Executive
Job Title	Non-Executive and Non-Independent Director; Member of Nominating Committee and Member of Remuneration Committee	Non-Executive and Independent Director; Chairperson of Audit & Risk Committee	Chairman, Non-Executive and Non-Independent Director	Executive and Non-Independent Director	Non-Executive and Independent Director

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Director	Liam Wee Sin	Tan Khiaw Ngoh	Wee Ee Lim	Eu Zai Jie, Jonathan	Tan Tiong Cheng
Professional qualifications	Please refer to page 170 of the Annual Report.	Please refer to page 171 of the Annual Report.	Please refer to page 170 of the Annual Report.	Please refer to page 169 of the Annual Report.	Please refer to page 173 of the Annual Report.
Working experience and occupation(s) during the past 10 years	Please refer to page 170 of the Annual Report.	Please refer to page 171 of the Annual Report.	Please refer to page 170 of the Annual Report.	Please refer to page 169 of the Annual Report.	Please refer to page 173 of the Annual Report.
Shareholding interest in the Company and its subsidiaries	NIL	NIL	NIL	NIL	NIL
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the Company and/or substantial shareholder of the Company or any of its principal subsidiaries	No	No	Mr Wee Ee Lim is the son of Dr Wee Cho Yaw, a substantial shareholder of the Company, and uncle to Mr Eu Zai Jie, Jonathan, the Chief Executive Officer of the Company.	Mr Eu Zai Jie, Jonathan is the nephew of Mr Wee Ee Lim, a Director and Chairman of the Company, and grandson of Dr Wee Cho Yaw, a substantial shareholder of the Company.	No
Conflict of interest (including any competing business)	No	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the Company	Yes	Yes	Yes	Yes	Yes
Other Principal Commitments including Directorship	Please refer to page 170 of the Annual Report.	Please refer to page 171 of the Annual Report.	Please refer to page 170 of the Annual Report.	Please refer to page 169 of the Annual Report.	Please refer to page 173 of the Annual Report.

Each of Mr Liam Wee Sin, Ms Tan Khiaw Ngoh, Mr Wee Ee Lim, Mr Eu Zai Jie, Jonathan and Mr Tan Tiong Cheng has confirmed that his or her answer to each of the questions set out under the section titled "Information Required" in Appendix 7.4.1 of the Listing Manual is in the negative.

- (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or her or against a partnership of which he or she was a partner at the time when he or she was a partner or any time within 2 years from the date he or she ceased to be a partner?

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- (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he or she was a director or an equivalent person or a key executive, at the time when he or she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he or she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?
- (c) Whether there is any unsatisfied judgement against him or her?
- (d) Whether he or she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he or she is aware) for such purpose?
- (e) Whether he or she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he or she is aware) for such breach?
- (f) Whether at any time during the last 10 years, judgement has been entered against him or her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his or her part, or he or she has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his or her part?
- (g) Whether he or she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?
- (h) Whether he or she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?
- (i) Whether he or she has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body permanently or temporarily enjoining him or her from engaging in any type of business practice or activity?
- (j) Whether he or she has ever, to his knowledge been concerned with the management of conduct, in Singapore or elsewhere, of the affairs of:-
 - (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or
 - (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or
 - (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trust in Singapore or elsewhere; or
 - (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he or she was so concerned with the entity or business trust?
- (k) Whether he or she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?