

ComfortDelGro Corporation Limited

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 200300002K)

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting* of the Company will be held on Thursday, 26 April 2018 at 10.00 a.m. at:

**AUDITORIUM
SINGAPORE CHINESE CULTURAL CENTRE
1 STRAITS BOULEVARD
SINGAPORE 018906**

The Annual General Meeting ("AGM") is for the purpose of transacting the following business:

Ordinary Business:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the Financial Year ended 31 December 2017 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 6.05 cents per ordinary share in respect of the Financial Year ended 31 December 2017. **(Resolution 2)**
3. To approve the payment of Directors' fees of \$768,118 for the Financial Year ended 31 December 2017. (FY2016: \$729,334) **(Resolution 3)**
4. To re-elect Mr Ong Ah Heng, a Director retiring pursuant to Article 91 of the Company's Articles of Association comprising part of the Constitution of the Company. **(Resolution 4)**
5. To note that Mr Oo Soon Hee will be retiring pursuant to Article 91 of the Company's Articles of Association comprising part of the Constitution of the Company and he will not be seeking re-election at this AGM.
6. To re-elect Mr Yang Ban Seng, a Director retiring pursuant to Article 97 of the Company's Articles of Association comprising part of the Constitution of the Company. **(Resolution 5)**
7. To re-elect Mr Lee Khai Fatt, Kyle, a Director retiring pursuant to Article 97 of the Company's Articles of Association comprising part of the Constitution of the Company. **(Resolution 6)**
8. To re-elect Ms Tham Ee Mern, Lilian, a Director retiring pursuant to Article 97 of the Company's Articles of Association comprising part of the Constitution of the Company. **(Resolution 7)**
9. To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their remuneration. **(Resolution 8)**

*LIGHT REFRESHMENTS WILL BE SERVED AFTER THE ANNUAL GENERAL MEETING

Special Business:

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 9 and 10 will be proposed as Ordinary Resolutions and Resolutions 11 and 12 will be proposed as Special Resolutions:

Ordinary Resolutions

10. That:

(Resolution 9)

(a) for the purposes of the Companies Act (Chapter 50 of Singapore) (the “Companies Act”), the authority conferred on the directors of the Company (“Directors”) to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company (the “Shares”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchase(s) (each a “Market Purchase”) on the Singapore Exchange Securities Trading Limited (the “SGX-ST”), or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) (each an “Off-Market Purchase”) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual of the SGX-ST (“Listing Manual”) as may for the time being be applicable, be and is hereby approved generally and unconditionally (the “Share Buyback Mandate”);

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM is held or required by law to be held; and
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“Maximum Limit” means that number of Shares representing not more than ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); and

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price,

where:

“Relevant Period” means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“Average Closing Price” means the average of the closing market prices of a Share traded on the SGX-ST over the last five (5) Market Days (a “Market Day” being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five-day period; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

11. That:

(Resolution 10)

- (a) a new share award scheme to be known as the “ComfortDelGro Executive Share Award Scheme” (the “Scheme”), under which awards (“Awards”) of fully-paid Shares will be granted, free of charge, to eligible participants under the Scheme, the rules and summary details of which are set out in Appendix B of the Appendices to this Notice (“Appendix B”), be and is hereby approved and adopted with effect from the date of the passing of this Resolution;
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the Scheme; and
 - (ii) to modify and/or alter the Scheme at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the Scheme, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Scheme; and