

STAMFORD TYRES CORPORATION LIMITED

Company Registration No.: 198904416M
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Stamford Tyres Corporation Limited (the "Company") will be convened at 19 Lok Yang Way, Singapore 628635 on 30 August 2018 at 3.30 p.m. (or such time immediately following the conclusion or adjournment of the annual general meeting, with or without amendments, the following resolutions as ordinary resolutions:)

ORDINARY RESOLUTION 1: THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

That:

- (a) for the purposes of the Companies Act (Chapter 50 of Singapore) (the "Companies Act"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("Share Buy-Backs") in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- on-market purchases ("Market Buy-Backs") transacted on the SGX-ST through the SGX-ST's trading system, through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - off-market purchases ("Off-Market Buy-Backs"), otherwise than on a securities exchange, effected pursuant to an equal access scheme, as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all conditions prescribed by the Listing Manual and the Companies Act,
- and otherwise in accordance with the applicable provisions of the Companies Act and the Listing Manual, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back 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 date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held;
 - the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in general meeting, whichever is the earliest; and
- (c) in this resolution:
- "Average Closing Market Price" means the average of the last dealt prices of the Shares over the five market days on which the Shares were transacted on the SGX-ST immediately preceding the date of the Market Buy-Back by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Buy-Back, and deemed to be adjusted in accordance with the Listing Manual for any corporate action which occurs after the relevant five-day period;
- "date of the making of the offer" means the date on which the Company announces its intention to make an offer for an Off-Market Buy-Back, 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 Buy-Back;
- "Prescribed Limit" means 10% of the total number of Shares of the Company (excluding Treasury Shares and Subsidiary Holdings) as at the date of 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 issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding Treasury Shares and Subsidiary Holdings);
- "Relevant Period" means the period commencing from the date on which the last AGM was held and expiring on the date of the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this resolution; and
- "Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share, which shall not exceed:
- in the case of a Market Buy-Back, 5% above the Average Closing Market Price (as defined below) of the Shares; and
 - in the case of Off-Market Buy-Back, 20% of the Average Closing Market Price of the Shares; and
- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable, or expedient to give effect to the transactions contemplated by this resolution.

ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION BY MR WEE KOK WAH IN THE STAMFORD TYRES PERFORMANCE SHARE PLAN 2017

That participation in the PSP 2017 by Mr Wee Kok Wah, the President and an Executive Director of the Group and a Controlling Shareholder of the Company, pursuant to Rule 853 of the Listing Manual, be and is hereby approved.

ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION BY MRS DAWN WEE WAI YING IN THE STAMFORD TYRES PERFORMANCE SHARE PLAN 2017

That participation in the PSP 2017 by Mrs Dawn Wee Wai Ying, an Executive Director of the Group and a Controlling Shareholder of the Company, pursuant to Rule 853 of the Listing Manual, be and is hereby approved.

ORDINARY RESOLUTION 4: THE PROPOSED GRANT OF AN AWARD UNDER THE STAMFORD TYRES PERFORMANCE SHARE PLAN 2017 TO MR WEE KOK WAH

That, subject to and contingent upon passing of Ordinary Resolution 2, the proposed grant to Mr Wee Kok Wah, who is the President and an Executive Director of the Group and a Controlling Shareholder of the Company, of the WKW Award pursuant to and in accordance with the rules of the PSP 2017 on the following terms, be and is hereby approved:-

- Proposed date of grant of WKW Award : Any time within three (3) months from the date of the 2018 EGM
- Number of Shares comprised in the WKW Award : 900,000 Shares, which shall be divided into three equal tranches of 300,000 each, representing approximately 2.55% of the Shares available under the PSP 2017
- Vesting Period of the WKW Award :
 - The first tranche shall vest on the date of grant of the WKW Award;
 - The second tranche shall vest on the first anniversary of the date of grant of the WKW Award; and
 - The third tranche shall vest on the second anniversary of the date of grant of the WKW Award.

ORDINARY RESOLUTION 5: THE PROPOSED GRANT OF AN AWARD UNDER THE STAMFORD TYRES PERFORMANCE SHARE PLAN 2017 TO MRS DAWN WEE WAI YING

That, subject to and contingent upon passing of Ordinary Resolution 3, the proposed grant to Ms Dawn Wee Wai Ying, who is an Executive Director of the Group and a Controlling Shareholder of the Company, of the DW Award pursuant to and in accordance with the rules of the PSP 2017 on the following terms, be and is hereby approved:-

- Proposed date of grant of DW Award : Any time within three (3) months from the date of the 2018 EGM
- Number of Shares comprised in the DW Award : 900,000 Shares, which shall be divided into three equal tranches of 300,000 each, representing approximately 2.55% of the Shares available under the PSP 2017
- Vesting Period of the DW Award :
 - The first tranche shall vest on the date of grant of the DW Award;
 - The second tranche shall vest on the first anniversary of the date of grant of the DW Award; and
 - The third tranche shall vest on the second anniversary of the date of grant of the DW Award.

By Order of the Board

Heng Michelle Fiona
Company Secretary
15 August 2018
Singapore

Notes:

- A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak, and vote at the Meeting.
- Where such member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
- A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak, and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to different Share(s) held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed. "relevant intermediary" means:
 - a banking corporation licensed under the Banking Act (Cap 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of banking services and who holds shares in that capacity;
 - a person holding a capital markets services licence to provide custodial services to securities under the Securities and Futures Act (Cap 289) of Singapore and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act (Cap 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant or in accordance with that subsidiary legislation.
- 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 located at 19 Lok Yang Way, Singapore 628635 not less than 72 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Shareholders of the Company who are full-time employees of the Company or any of its subsidiaries or who are eligible to participate in the PSP 2017 must abstain from voting on Resolution 1 and decline to accept any appointment as proxy for any Shareholder to vote in respect of Resolution 1 unless the Shareholder concerned has given instructions in his proxy form as to the manner in which his votes are to be cast.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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.