

**STAMFORD TYRES CORPORATION LIMITED**Company Registration No: 198904416M  
(Incorporated in the Republic of Singapore)**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty-Sixth Annual General Meeting of the Company will be held on Friday, 28 August 2015 at 3.00 p.m. at 19 Lok Yang Way, Singapore 628635 to transact the following businesses:-

**ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 30 April 2015 and the Auditor's Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of up to \$377,000 for the financial year ending 30 April 2016. **Resolution 2**  
[See explanatory note (a)]
3. To declare and approve a first and final tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 30 April 2015. **Resolution 3**
4. To re-elect Mrs Dawn Wee Wai Ying, who is retiring pursuant to Article 99 of the Company's Articles of Association. **Resolution 4**
5. To re-elect Mr Tay Puan Siong, who is retiring pursuant to Article 99 of the Company's Articles of Association. **Resolution 5**  
See explanatory note (b)]
6. To re-appoint Mr Leslie Mah Kim Loong, who is retiring under Section 153(6) of the Companies Act, Chapter 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [See explanatory note (c)] **Resolution 6**
7. To re-appoint Ernst & Young LLP as Auditor for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**
8. To transact any other business of the Company which may properly be transacted at an Annual General Meeting.

**SPECIAL BUSINESS**

To consider and if thought fit to pass the following as an Ordinary Resolution:

**9. Share Issue Mandate**

That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including 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

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) 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 total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) 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 total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding at the time this Resolution is passed; and
  - (b) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited and the Articles of Association for the time being of the Company; and
- (4) (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. [See explanatory note (d)] **Resolution 8**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 10 September 2015 for the purpose of determining shareholders' entitlements to the first and final dividend for the year ended 30 April 2015 (the "Proposed Dividend"). Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to the close of business at 5.00 p.m. on 9 September 2015 will be registered, before shareholders' entitlement to the Proposed Dividend is determined.

Shareholders (being Depositors) whose securities accounts with the Central Depository (Pte) Limited ("CDP"), are credited with shares as at 5.00 p.m. on 9 September 2015, will rank for the Proposed Dividend.

The Proposed Dividend, if approved at the Annual General Meeting of the Company to be held on 28 August 2015, will be paid on 18 September 2015.

**By Order Of The Board**

Lo Swee Oi  
Company Secretary  
Dated: 12 August 2015

**Explanatory Notes:**

- (a) The Ordinary Resolution 2 proposed in item 2 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is, during the financial year ending 30 April 2016. The comparative amount for Directors' fees for the financial year ended 30 April 2015 was unchanged at S\$377,000.
- (b) Mr Tay Puan Siong, an Independent Director, if re-elected, will continue to serve as the Chairman of the Audit Committee and a member of the Nominating Committee. He is considered by the Board of Directors as an Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (c) Mr Leslie Mah Kim Loong, an Independent Director, if re-elected, will continue to serve as a member of the Audit Committee. Mr Mah is considered by the Board of Directors as an Independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (d) The proposed ordinary resolution 8 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 in the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests 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.

**Note:**

1. A member, entitled to attend and vote at this meeting, is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. If a proxy is to be appointed, the form must be deposited at the registered office of the Company, at 19 Lok Yang Way, Singapore 628635 not less than 48 hours before the meeting.
3. The form of proxy must be signed by the appointor or his attorney duly authorized in writing. In case of joint shareholders, all holders must sign the proxy form.

**Personal data privacy:**

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.