



## 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-Seventh Annual General Meeting of the Company will be held on Tuesday, 30 August 2016 at 3.00 p.m. at 19 Lok Yang Way, Singapore 628635 for the purpose of transacting the following business:-

#### ORDINARY BUSINESS

- To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the financial year ended 30 April 2016. **Resolution 1**
- To approve the Directors' fees of up to \$377,000 for the financial year ending 30 April 2017. **Resolution 2**  
[See explanatory note (a)]
- To declare the payment of a first and final tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 30 April 2016. **Resolution 3**
- To re-elect Dr Wee Li Ann, who is retiring pursuant to Article 99 of the Company's Constitution, as a Director of the Company. **Resolution 4**  
[See explanatory note (b)]
- To re-elect Mr Kazumichi Mandai, who is retiring pursuant to Article 99 of the Company's Constitution as a Director of the Company. **Resolution 5**  
[See explanatory note (c)]
- To re-appoint Mr Leslie Mah Kim Loong, who will retire under the Companies Act, Chapter 50 of Singapore (which was then in force), as a Director of the Company. **Resolution 6**  
[See explanatory note (d)]
- To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **Resolution 7**

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

##### 8. Share Issue Mandate

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

- issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- 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

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

- 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) 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) of the Company (as calculated in accordance with sub-paragraph (2) below);

- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) the number of shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this Resolution is passed, after adjusting for:

- new shares arising from the time this Resolution 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
- any subsequent bonus issue, consolidation or subdivision of shares;

- 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 Constitution for the time being of the Company; and

- (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 (e)]

**Resolution 8**

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders to the first and final tax exempt (one-tier) dividend of 1 cent per ordinary share for the financial year ended 30 April 2016 (the "Proposed Dividend") at the Twenty-Seventh Annual General Meeting of Stamford Tyres Corporation Limited to be held on 30 August 2016, the Share Transfer Books and Register of Members of the Company will be closed from 5.00 p.m. on 7 September 2016 for the purpose of determining shareholders' entitlement to the Proposed Dividend, and will re-open at 9.00 a.m. on 9 September 2016.

Duly completed registrable 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 5.00 p.m. on 7 September 2016 will be registered to determine shareholders' entitlement to the Proposed Dividend.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares as at 5.00 p.m. on 7 September 2016 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the Twenty-Seventh Annual General Meeting of the Company to be held on 30 August 2016, will be paid on 19 September 2016.

#### By Order Of The Board

Lo Swee Oi  
Company Secretary  
12 August 2016  
Singapore

#### Explanatory Notes:

- The proposed ordinary Resolution 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 2017. The comparative amount for Directors' fees for the financial year ended 30 April 2016 is unchanged at S\$377,000.

- Dr Wee Li Ann, if re-elected, will continue to serve as a member of the Audit Committee and Remuneration Committee. She is considered by the Board of Directors as a Non-Independent Director. For more information on Dr Wee Li Ann, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2016.

- Mr Kazumichi Mandai is considered by the Board of Directors as an Independent Director. For more information on Mr Kazumichi Mandai, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2016.

- This is to approve and authorise the continuation of Mr Leslie Mah Kim Loong in office, as a Director of the Company, from the date of this Annual General Meeting onwards without limitation in tenure save for prevailing applicable laws, listing rules and/or regulations, including the Company's Constitution. This is consequent upon the repeal of Section 153 of the Companies Act, Chapter 50 of Singapore, with effect from 3 January 2016. The resolution passed pursuant to Section 153(6) of the Companies Act at last year's Annual General Meeting (as Section 153 was then still in force) could only permit the re-appointment of Mr Leslie Mah Kim Loong, being over 70 years of age, to hold office as a Director of the Company, until this Annual General Meeting.

Mr Leslie Mah Kim Loong, if re-elected, will continue to serve as a member of the Audit Committee. He is considered by the Board of Directors as an Independent Director. For more information on Mr Leslie Mah Kim Loong, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2016.

- The proposed ordinary resolution 8 above, if passed, will empower the Directors of the Company from the date of this 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.

#### Notes:

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, 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 form of proxy 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 form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- (ii) A proxy need not be a member of the Company.

- (iii) If a proxy is to be appointed, the instrument of proxy must be deposited at the registered office of the Company at 19 Lok Yang Way, Singapore 628635 not less than 48 hours before the time appointed for holding the Annual General Meeting.

- (iv) The instrument of proxy must be signed by the appointor or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the instrument of proxy.

- (v) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

#### 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 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 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 or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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.