

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-Fifth Annual General Meeting of the shareholders of the Company will be held on Friday, 29 August 2014 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 2014 together with 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 2015.
[See explanatory note (a)] **Resolution 2**
3. To declare and approve a first and final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 30 April 2014. **Resolution 3**
4. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
 - Mr Sam Chong Keen (Article 99) [See explanatory note (b)] **Resolution 4**
 - Mr Goh Chee Wee (Article 99) **Resolution 5**
5. To re-appoint Mr Leslie Mah Kim Loong who is retiring under Section 153(6) of the Companies Act, Cap 50 to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [See explanatory note (c)] **Resolution 6**
6. To re-appoint Ernst & Young LLP as Auditor for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**
7. 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 Ordinary Resolution:

8. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be given to the Directors of the Company to issue shares in the capital of the Company (whether by way of bonus issue, rights issue or otherwise) 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 provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution shall 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 (ii) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall 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 (ii) below);
- (ii) [subject to such manner of calculation as may be prescribed by SGX-ST] for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued 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) when shares arising from the conversion or exercise of any convertible securities or employee share options that are outstanding new this Resolution is passed, and
 - (b) any subsequent bonus issue, consolidation or subdivision of shares; and
- (iii) 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 Transfer Books and Register of Members of the Company will be closed on 9 September 2014 for the purpose of determining shareholders' entitlements to the first and final dividend for the year ended 30 April 2014.

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 8 September 2014 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 8 September 2014, will rank for the proposed dividend.

The proposed dividend, if approved at the Annual General Meeting of the Company to be held on 29 August 2014, will be paid on 18 September 2014.

By Order Of The Board

Lo Swee Oi
Company Secretary
Dated: 13 August 2014

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 2015. The amount of the Directors' fees is computed based on the anticipated number of Board meetings for the financial year ending 30 April 2015, assuming full attendance by all Directors. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting for payments to meet the shortfall. The comparative amount for Directors' fees for the financial year ended 30 April 2014 was unchanged at S\$377,000.
- (b) Mr Sam Chong Keen, if re-elected, will continue to serve as Chairman of the Board, Nominating and Remuneration Committees and a member of the Audit Committee. Mr Sam is considered by the Board of Directors to be 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-appointed, will continue to serve as a member of the Audit Committee. Mr Mah is considered 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 from the date of the Annual General Meeting until the date of the next Annual General Meeting, to issue further shares in the capital of the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum set out in the resolution.

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.