

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-Eighth Annual General Meeting of the Company will be held on Monday, 28 August 2017 at 3.00 p.m. at 19 Lok Yang Way, Singapore 628635 for the purpose of transacting the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the financial year ended 30 April 2017. **Resolution 1**
2. To approve the Directors' fees of up to \$377,000 for the financial year ending 30 April 2018. **Resolution 2**
[See explanatory note (a)]
3. To declare the payment of a first and final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 30 April 2017. **Resolution 3**
4. To re-elect Mr Sam Chong Keen, who is retiring pursuant to Article 99 of the Company's Constitution, as a Director of the Company. **Resolution 4**
[See explanatory note (b)]
5. To re-elect Mr Goh Chee Wee, who is retiring pursuant to Article 99 of the Company's Constitution, as a Director of the Company. **Resolution 5**
[See explanatory note (c)]
6. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

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

7. Share Issue Mandate

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

- (a) (i) issue shares 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 Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (i) 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 and subsidiary holdings) 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 and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (2) below);
- (ii) (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 and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) 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 sub-paragraph issue of shares;

and, in sub-paragraph (i) above and this sub-paragraph (ii), "subsidiary holdings" has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited;

- (iii) 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
- (iv) (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 7

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 7 September 2017 at 5.00 p.m. for the purpose of determining shareholders' entitlement to the proposed first and final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 30 April 2017 (the "**Proposed Dividend**").

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 2017 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 7 September 2017 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the Twenty-Eighth Annual General Meeting of the Company to be held on 28 August 2017, will be paid on 18 September 2017.

By Order Of The Board

Lo Swee Oi
Company Secretary
4 August 2017
Singapore

Explanatory Notes:

- (a) 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 2018. The comparative amount for Directors' fees for the financial year ended 30 April 2017 is stated at \$377,000.
- (b) Mr Sam Chong Keen, if re-elected, will continue to serve as a member of the Audit Committee and Chairman of the Nominating and Remuneration Committees. He is considered by the Board of Directors as an Independent Director. For more information on Mr Sam, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2017.
- (c) Mr Goh Chee Wee is considered by the Board of Directors as an Independent Director. For more information on Mr Goh, please refer to the "Board of Directors" and "Corporate Governance" sections in the Annual Report 2017.
- (d) The proposed ordinary resolution 7 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:

- (1) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak, and vote at the Annual General Meeting.
- (2) 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.
- (3) 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 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 nominee 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.

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

- (5) 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 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

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.