

**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 Thirtieth Annual General Meeting of the Company will be held on Friday, 30 August 2019 at 3.30 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 2019. **Resolution 1**
- To approve the Directors' fees of up to S\$359,870 for the financial year ending 30 April 2020. **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 2019. **Resolution 3**
- To re-elect Dr Wee Li Ann, who is retiring pursuant to Article 111 of the Company's Constitution, as a Director of the Company. **Resolution 4**  
[See explanatory note (b)]
- To re-elect Mr Leslie Mah Kim Loong, who is retiring pursuant to Article 111 of the Company's Constitution as a Director of the Company. **Resolution 5**  
[See explanatory note (c)]
- To re-elect Mr Kazumichi Mandai, who is retiring pursuant to Article 111 of the Company's Constitution 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 resolutions as ordinary resolutions:

**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, bonuses or otherwise; and/or
  - make or grant offers, agreements or options (collectively, "Instruments") which may 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 and subsidiary holdings) 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 (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 (ii) below);
- (subject to such aggregate 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 (i) 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:
  - 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
  - any subsequent bonus 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;
- 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**

**9. The Proposed Renewal of the Share Buy-Back Mandate**

That:

- 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 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:
  - 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");
- 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
- this resolution:
 

"Average Closing Market Price" means (i) the average of the closing market prices of the Shares over the five (5) 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 (ii) 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 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 of the Shares; and
  - in the case of Off-Market Buy-Back, 20% above the Average Closing Market Price of the Shares; and
- 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.  
[See explanatory note (f)] **Resolution 9**

**NOTICE IS HEREBY GIVEN** that the Share Transfer Books and Register of Members of the Company will be closed on 10 September 2019 at 5.00 p.m. for the purpose of determining shareholders' entitlement to the proposed first and final tax exempt (one-tier) dividend of 1.0 cent per ordinary share for the financial year ended 30 April 2019 (the "Proposed Dividend").

Duly completed registrable transfers received by the Company's Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd. of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, up to 5.00 p.m. on 10 September 2019 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 10 September 2019 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the Thirtieth Annual General Meeting of the Company to be held on 30 August 2019, will be paid on 20 September 2019.

**By Order Of The Board**Heng Michelle Fiona  
Company Secretary  
5 August 2019  
Singapore**Explanatory Notes:**

- The proposed Ordinary Resolution 2, 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 2020. The comparative amount for Directors' fees for the financial year ended 30 April 2019 has been revised to S\$371,000.
- Dr Wee Li Ann, if re-elected, will continue to serve as an Executive Director. Detailed information pursuant to Rule 720(6) of the Listing Manual on Dr Wee can be found under the section entitled "Additional Information on Directors Seeking Re-election" in the Annual Report.
- Mr Leslie Mah Kim Loong, if re-elected, will continue to serve as a member of the Audit Committee and Remuneration Committee. Mr Mah is a Non-Executive and Independent Director. Detailed information pursuant to Rule 720(6) of the Listing Manual on Mr Mah can be found under the section entitled "Additional Information on Directors Seeking Re-election" in the Annual Report.
- Mr Kazumichi Mandai is a Non-Executive and Independent Director. Detailed information pursuant to Rule 720(6) of the Listing Manual on Mr Mandai can be found under the section entitled "Additional Information on Directors Seeking Re-election" in the Annual Report.
- Ordinary Resolution 8, 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.
- Ordinary Resolution 9, if passed, will empower the Directors to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of up to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, at the price up to but not exceeding the Maximum Price. The rationale for the Share Buy-back Mandate, the source of funds to be used for the Share Buy-back Mandate, the impact of the Share Buy-back Mandate on the Company's financial position, the implications arising as a result of the Share Buy-back Mandate under The Singapore Code on Take-overs and Mergers and on the listing of the Company's Shares on the SGX-ST are set out in the Appendix to Notice of Annual General Meeting dated 5 August 2019.

**Notes:**

- 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 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 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" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50 of Singapore.
- 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 Annual General Meeting or any adjournment thereof.
- The instrument of proxy must be signed by the appointer or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the instrument of proxy.

**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.