



## 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 Thirty-Fifth Annual General Meeting (“AGM”) of the Company will be held at 19 Lok Yang Way, Singapore 628635 on Friday, 30 August 2024 at 3.00 p.m. (Singapore time) 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 2024. **Resolution 1**
2. To approve the Directors’ fees of up to S\$229,334 for the financial year ending 30 April 2025. *[See explanatory note (a)]* **Resolution 2**
3. To declare the payment of a first and final tax exempt (one-tier) dividend of 1.5 cent per ordinary share for the financial year ended 30 April 2024. **Resolution 3**
4. To declare the payment of a special tax exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 30 April 2024. **Resolution 4**
5. To record the retirement of Mr Kazumichi Mandai as Director pursuant to Regulation 111 of the Company’s Constitution at the conclusion of the AGM. *[See explanatory note (b)]*
6. To re-elect Mrs Dawn Wee Wai Ying, a Director retiring pursuant to Regulation 111 of the Company’s Constitution. *[See explanatory note (c)]* **Resolution 5**
7. To re-elect Mr Ho Fook Meng, a Director retiring pursuant to Regulation 115 of the Company’s Constitution. *[See explanatory note (d)]* **Resolution 6**
8. 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:

#### 9. **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 Instrument 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 (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) the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**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 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 subsequent bonus issue, consolidation or subdivision 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 SGX-ST;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.
- [See explanatory note (e)]*

**Resolution 8**

## NOTICE OF RECORD DATE

**NOTICE IS HEREBY GIVEN** that the Transfer Books and Register of Members of the Company will be closed on 13 September 2024 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 cent per ordinary share and the special tax exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 30 April 2024 (the **"Proposed Dividends"**).

Duly completed registrable transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632, up to 5.00 p.m. on 13 September 2024 (the **"Record Date"**) will be registered to determine shareholders' entitlement to the Proposed Dividends.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited (**"CDP"**) are credited with shares as at 5.00 p.m. on the Record Date will be entitled for the Proposed Dividends.

The Proposed Dividends, if approved at the Thirty-Fifth Annual General Meeting of the Company to be held on 30 August 2024, will be paid on 24 September 2024.

### By Order Of The Board

Michelle Heng  
Company Secretary  
8 August 2024  
Singapore

### Explanatory Notes:

- (a) 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 2025. In the event that the proposed amount is insufficient to cover the Directors' fees, approval will be sought at the next AGM for additional payments to cover the shortfall. The Directors' fees paid for the financial year ended 30 April 2024 was S\$232,477.
- (b) Mr Kazumichi Mandai, who retires under Regulation 111 of the Constitution of the Company, although eligible, has expressed his intention to retire at the AGM and will not be seeking for re-election. Mr Mandai will retire from the Board of Directors at the conclusion of the AGM and will concurrently cease to be a member of the Audit Committee and Remuneration Committee.
- (c) Mrs Dawn Wee Wai Ying, if re-elected, will continue to serve as Executive Director. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mrs Wee can be found in the **"Additional Information on Directors Seeking Re-Election"** section of the Company's Annual Report.

- (d) Mr Ho Fook Meng, if re-elected, will continue to serve as Non-Executive Independent Director. Mr Ho is considered an independent director for the purposes of Rule 704(8) of the Listing Manual of SGX-ST. Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr Ho can be found in the “**Additional Information on Directors Seeking Re-election**” section of Company’s Annual Report.
- (e) Ordinary Resolution No. 8, if passed, will empower the Directors of the Company from the date of this AGM 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 AGM of the Company, unless previously revoked or varied at a general meeting.

**Notes:**

1. The AGM will be held, in a wholly physical format, at the venue, date and time stated above. There will be no option for members to participate virtually.
2. Printed copies of this Notice of AGM and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company’s corporate website at URL: <http://www.stamfordtyres.listedcompany.com/agm.html>, and will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
3. Authenticated members, including CPF and SRS investors, and proxy(ies) will be able to ask questions and vote at the AGM by attending the AGM in person. Arrangements have also been put in place to permit members to submit their questions ahead of the AGM. Please refer to Notes 11 and 12 below for further details.
4. (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 AGM. 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 AGM, 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 1967.

**Voting by Proxy**

5. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
6. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.

7. The proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.
8. In the case of a member whose shares are entered against his/her name in the depository register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any Proxy Form lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, or illegible (such as in the case where the appointor submits more than one Proxy Form).
9. The instrument appointing a proxy(ies) must be submitted to the Company's Share Registrar in the following manner:
  - (a) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com; or
  - (b) if submitted by post, to be sent to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632.

in either case, by no later than 3.00 p.m. on 27 August 2024, being 72 hours before the time for holding the AGM.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above or submitting it by post to the address provided above.

10. CPF/SRS investors who hold the Company's shares:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 16 August 2024 to submit their votes.

#### **Submission of Written Questions prior to the AGM**

11. Members, including CPF and SRS investors, may submit substantial and relevant questions relating to the business of the AGM in advance and in any case, not later than 3.00 p.m. on 16 August 2024 through any of the following means:
  - (a) if submitted by email, to be received by the Company at agm@stamfordtyres.com; or
  - (b) if submitted by post, to be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632.

When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's address; and (iii) the manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.

12. The Company will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from members either before the AGM on the Company's corporate website at URL: <http://www.stamfordtyres.listedcompany.com/agm.html> and SGX website at URL: <https://www.sgx.com/securities/company-announcements> or during the AGM. Should there be subsequent clarification sought or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the AGM through publication on SGXNet, or at the AGM.
13. The Company's Annual Report 2024 has been published on the Company's corporate website and may be accessed at URL: <http://www.stamfordtyres.listedcompany.com/agm.html> by clicking on the hyperlink for "Annual Report 2024". The Annual Report 2024 will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
14. Members may request for printed copies of the Company's Annual Report 2024 by sending a request via email to the Company at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com) no later than 16 August 2024.

#### **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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/or representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.