

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-Third Annual General Meeting of the shareholders of the Company will be held on Thursday, 23 August 2012 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 2012 together with the Auditors' Report thereon. **Resolution 1**
2. To approve the proposed Directors' fees of \$287,000 for the financial year ending 30 April 2013 to be paid quarterly in arrears. (2012 : \$222,000) (See explanatory note a) **Resolution 2**
3. To declare and approve a final tax exempt (one-tier) dividend of 1.5 cents per ordinary share for the financial year ended 30 April 2012. **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 Tay Puan Siong (Article 99) (See explanatory note c) **Resolution 5**
5. To record the retirement of Mr Chua Kim Yeow who is retiring pursuant to Section 153(6) of the Companies Act, Cap 50.
6. To re-appoint Ernst & Young LLP as auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**
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 Resolutions:

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, the Directors be and are hereby authorized 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 does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares, if any, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company does not exceed 20% of the total number of issued shares in the capital of the Company, excluding treasury shares, if any;
- (ii) for the purpose of determining the aggregate number of shares that may be issued under (i) above, the total number of issued shares, excluding treasury shares is based on the total number of issued shares in the capital of the Company, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
 - (a) new shares arising from the exercise of any convertible securities or employee share options that are outstanding when 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, such 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 Transfer Books and Register of Members of the Company will be closed on 4 September 2012 for the preparation of dividend warrants.

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 3 September 2012 will be registered to determine shareholders' entitlement to the proposed dividend. The dividend if approved, will be paid on 18 September 2012 to shareholders registered in the books of the Company on 3 September 2012.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("CDP"), the said dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to holders of shares in accordance with its practice.

By Order Of The Board

Lo Swee Oi
Company Secretary
7 August 2012

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 FY2012/13. The amount of the Directors' fees is computed based on the anticipated number of Board meetings for FY2012/2013, 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.
- (b) Mr Sam Chong Keen, an independent director, if re-elected, will continue to serve as the Chairman of the Nominating Committee and a member of the Remuneration Committee and the Audit Committee. He is considered an independent director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (c) Mr Tay Puan Siong, an independent director, if re-elected, will continue to serve as the Chairman of the Audit Committee and a member of the Nominating Committee. He is considered an independent director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (d) The proposed ordinary resolution 7 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.

Notes:

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 form of proxy.