

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-Fourth Annual General Meeting of the shareholders of the Company will be held on Wednesday, 28 August 2013 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 2013 together with the Auditor's Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of \$45,832 for the financial year ended 30 April 2013. [See explanatory note (a)] **Resolution 2**
3. To approve the payment of Directors' fees of up to \$377,000 for the financial year ending 30 April 2014 to be paid quarterly in arrears. [See explanatory note (b)] **Resolution 3**
4. 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 2013. **Resolution 4**
5. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:

• Mrs Dawn Wee Wai Ying (Article 99)	Resolution 5
• Dr Wee Li Ann (Article 99) [See explanatory note (c)]	Resolution 6
• Mr Leslie Mah Kim Loong (Article 103) [See explanatory note (d)]	Resolution 7
• Mr Kazumichi Mandai (Article 103)	Resolution 8
6. To re-appoint Ernst & Young LLP as Auditor for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 9**
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 ("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) new shares arising from the conversion or 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, 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 10**

Notice is hereby given that the Transfer Books and Register of Members of the Company will be closed on 10 September 2013 for the purpose of determining shareholders' entitlements to the first and final dividend for the year ended 30 April 2013.

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 9 September 2013 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 9 September 2013, will rank for the proposed dividend.

The proposed dividend, if approved will be paid on 18 September 2013.

By Order Of The Board

Lo Swee Oi
Company Secretary
12 August 2013

Explanatory Notes:

- (a) The Ordinary Resolution 2 proposed in item 2 above, is in relation to the Directors' fees attributable to the Directors appointed on 1 December 2012, as well as fees to relevant Directors following the reconstitution of the Audit and Remuneration Committees during the financial year ended 30 April 2013.
- (b) (i) The Ordinary Resolution 3 proposed in item 3 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 2014. The amount of the Directors' fees is computed based on the anticipated number of Board meetings for the financial year ending 30 April 2014, 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.
(ii) The comparative amount for Directors fees attributable to the financial year ended 30 April 2013 will be S\$332,832. This amount includes S\$287,000 which was approved by shareholders at the last Annual General Meeting on 23 August 2012 plus the additional amount of S\$45,832 proposed in Ordinary Resolution 2 and explained in explanatory note (a) above.
- (c) Dr Wee Li Ann, if re-elected, will continue to serve as a member of the Remuneration and Audit Committee. Dr Wee is considered by the Board of Directors to be a Non-independent Director pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (d) Mr Leslie Mah Kim Loong, an Independent Director, if re-elected, 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.
- (e) The proposed ordinary resolution 10 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.