

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting of the Company will be held by way of electronic means on Wednesday, 31 August 2022 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 2022. **Resolution 1**
2. To approve the Directors' fees of up to S\$301,799 for the financial year ending 30 April 2023. **Resolution 2**
[See explanatory note (a)]
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 2022. **Resolution 3**
4. To re-elect Dr Wee Li Ann, who is retiring as a Director pursuant to Article 111 of the Company's Constitution. **Resolution 4**
[See explanatory note (b)]
5. To re-elect Mr Kazumichi Mandai, who is retiring as a Director pursuant to Article 111 of the Company's Constitution. **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 resolutions as ordinary resolutions:

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 Instrument made or granted by the Directors while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

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 Annual General Meeting ("**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 (d)]

Resolution 7

8. **Payment to former President and Managing Director**

That pursuant to Section 168 of the Companies Act 1967 of Singapore, a lump sum payment of S\$300,000 payable to Mr Wee Kok Wah, the former President and Managing Director of the Company who retired on 1 November 2021, be and is hereby approved.

[See explanatory note (e)]

Resolution 8

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 14 September 2022 at 5.00 p.m. for the purpose of determining shareholders' entitlement to the proposed first and final tax exempt (one-tier) dividend of 1.50 cents per ordinary share for the financial year ended 30 April 2022 (the "**Proposed Dividend**").

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 14 September 2022 (the "**Record Date**") 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 the Record Date will rank for the Proposed Dividend.

The Proposed Dividend, if approved at the Thirty-Third Annual General Meeting of the Company to be held on 31 August 2022, will be paid on 23 September 2022.

By Order Of The Board

Heng Michelle Fiona
Company Secretary
5 August 2022
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 2023. The Directors' fees paid for the financial year ended 30 April 2022 was S\$210,296.
- (b) Detailed information pursuant to Rule 720(6) of the Listing Manual on Dr Wee Li Ann can be found in the "**Additional Information on Directors Seeking Re-Election**" section of the Company's Annual Report.
- (c) Detailed information pursuant to Rule 720(6) of the Listing Manual of SGX-ST on Mr Kazumichi Mandai can be found under the section entitled "**Additional Information on Directors Seeking Re-election**" of Company's Annual Report. Mr Kazumichi Mandai, if re-elected, will remain as a member of the Audit and Remuneration Committees. Mr Kazumichi Mandai is considered an independent director for purposes of Rule 704(8) of the Listing Manual of SGX-ST.
- (d) Ordinary Resolution 7, 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.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

- (e) In accordance with Section 168 of the Companies Act 1967 of Singapore, the Company is seeking shareholders' approval for the proposed one-time lump sum payment of S\$300,000 to Mr Wee Kok Wah, the previous President and Managing Director of the Company who stepped down on 1 November 2021. Mr Wee Kok Wah continues to be involved in the Company on a non-executive basis as Founder and Senior Advisor. The proposed lump sum payment is in recognition of Mr Wee Kok Wah's decades of service to the Company, his invaluable contributions and the leadership, oversight and guidance provided to the Group over these years. Mr Wee Kok Wah has helmed and guided the Group to success and is instrumental in its growth and expansion. The executive directors of the Company, Mrs Dawn Wee Wai Ying and Dr Wee Li Ann, who are Mr Wee Kok Wah's spouse and daughter respectively, have abstained from voting on the decision of the board of directors of the Company on this proposal.

Notes:

1. The AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended) (the "**Order**"). The AGM will be conducted in accordance with the checklist set out in the guidance on the conduct of general meetings amid evolving COVID-19 situation issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation, which was most recently updated on 4 February 2022. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the 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>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at, or prior to, the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 5 August 2022. This announcement may be accessed at the Company's corporate website at the 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. **The Company is not providing for physical attendance by members at the AGM as the COVID-19 situation in Singapore continues to evolve. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM.** Please note that a member may not vote at the AGM otherwise than by way of appointing the Chairman of the Meeting as the member's proxy. The accompanying proxy form for the AGM may be accessed at the Company's corporate website at the 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>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by 5.00 p.m. on 19 August 2022 to submit their votes.

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Persons who hold the Company's shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (other than CPF/SRS Investors) who wish to vote should approach his/her relevant intermediary as soon as possible to specify voting instructions.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company 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 28 August 2022, being 72 hours before the time for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, 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.

Members are strongly encouraged to submit completed proxy forms electronically via email.

7. The Company's Annual Report 2022 has been published on the Company's corporate website and may be accessed at the URL: <http://www.stamfordtyres.listedcompany.com/agm.html> by clicking on the hyperlink for "Annual Report 2022". The Annual Report 2022 will also be made available on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
8. Any reference to a time of day is made by reference to Singapore time.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting to vote at the AGM and / or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy 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.