# MANDATORY CONDITIONAL CASH OFFER

by

## CREDIT SUISSE (SINGAPORE) LIMITED

(Company Registration No. 197702363D) (Incorporated in the Republic of Singapore)

#### and

#### OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Company Registration No. 193200032W) (Incorporated in the Republic of Singapore)

for and on behalf of

### KNOWLEDGE TWO INVESTMENT PTE LTD

(Company Registration No. 200008798M) (Incorporated in the Republic of Singapore)

a wholly-owned subsidiary of

### LEE LATEX (PTE) LIMITED

(Company Registration No. 194700088K) (Incorporated in the Republic of Singapore)

to acquire all the issued ordinary shares in the capital of

#### THE STRAITS TRADING COMPANY LIMITED

(Company Registration No. 188700008D) (Incorporated in the Republic of Singapore)

other than those already owned or agreed to be acquired by the Offeror and the Lee Family Companies

### (1) APPOINTMENT OF FINANCIAL ADVISER

### (2) DESPATCH OF OFFER DOCUMENT

### 1. APPOINTMENT OF FINANCIAL ADVISER

Oversea-Chinese Banking Corporation Limited ("OCBC Bank") wishes to announce, for and on behalf of Knowledge Two Investment Pte Ltd (the "Offeror"), that in addition to OCBC Bank, Credit Suisse (Singapore) Limited ("Credit Suisse") has been appointed financial adviser to the Offeror in connection with the mandatory conditional cash offer (the "Offer") by the Offeror to acquire all the issued ordinary shares in the capital of The Straits Trading Company Limited ("STC") other than those already owned or agreed to be acquired by the Offeror and the Lee Family Companies (as defined below).

## 2. DESPATCH OF OFFER DOCUMENT

Credit Suisse and OCBC Bank (together, the "**FAs**") wish to announce, for and on behalf of the Offeror, that the Offeror has on 14 February 2008 despatched the offer document dated 12 February 2008 (the "**Offer Document**"), which contains details of the Offer. The Offeror is a wholly-owned subsidiary of Lee Latex (Pte) Limited ("**Lee Latex**"). Messrs Lee Seng Gee, Lee Seng Tee and Lee Seng Wee and their immediate family members (collectively, the "**Lee Family**") through direct and indirect shareholdings, including holdings held through intermediate companies (the "**Lee Family Companies**"), have interests in Lee Latex.

An electronic copy of the Offer Document will be available on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at <u>www.sgx.com</u>.

All capitalised terms not defined herein shall have the same meaning as used in the Offer Document.

## 3. OFFER DOCUMENT

- **3.1** Form(s) of Acceptance. The Offer Document has been despatched together with the following documents:
  - (a) in the case of Shareholders whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), a Form of Acceptance and Authorisation ("**FAA**"); and
  - (b) in the case of Shareholders whose Offer Shares are not deposited with CDP, a Form of Acceptance and Transfer ("**FAT**").

### 3.2. Request for Offer Document and Related Documents

**3.2.1** For Depositors. Shareholders whose Offer Shares are deposited with CDP ("Depositors") may obtain copies of the Offer Document and the FAA during normal business hours up to the Closing Date (as stated in paragraph 4 below) from CDP at the following address:

## The Central Depository (Pte) Limited 4 Shenton Way #02-01 SGX Centre 2 Singapore 068807

Copies of the FAA may be obtained by Depositors from CDP upon production of satisfactory evidence that their securities accounts with CDP are or will be credited with the Offer Shares.

**3.2.2** For Non-Depositors. Shareholders who hold Offer Shares which are not deposited with CDP ("Non-Depositors") may obtain copies of the Offer Document and the FAT during normal business hours up to the Closing Date from Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) ("Tricor Barbinder") at the following address:

Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) 8 Cross Street #11-00 PWC Building Singapore 048424

Copies of the FAT may be obtained by Non-Depositors from Tricor Barbinder upon production of satisfactory evidence of title to the Offer Shares.

**3.3. Overseas Shareholders.** The Offer is made pursuant to the Offer Document and the form(s) of acceptance accompanying the Offer Document. The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register of Members of STC or in the records of CDP (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements.

It is the responsibility of Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments, the FAs, CDP and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, the FAs, CDP and/or any person acting on their behalf may be required to pay. In accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and the FAs that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

## If you are in doubt about your position, you should consult your professional adviser in the relevant jurisdiction.

Each of the Offeror and the FAs reserves the right not to treat an acceptance or purported acceptance of the Offer in or from any overseas jurisdiction and/or in respect of an Overseas Shareholder as valid. Overseas Shareholders accepting the Offer should note that if they have, in the FAT, provided addresses in overseas jurisdictions for the receipt of remittances of payment by the Offeror, such acceptances may be rejected.

Where there are potential restrictions on sending the Offer Document, the FAA and the FAT to any overseas jurisdiction, the Offeror and the FAS each reserves the right not to send the Offer Document, the FAA and the FAT to any overseas jurisdiction. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain copies of the Offer Document, the FAA or the FAT, as the case may be, and any related documents during normal business hours and up to the Closing Date, from the Offeror c/o Tricor Barbinder at 8 Cross Street, #11-00, PWC Building, Singapore 048424 or CDP at 4 Shenton Way, #02-01, SGX Centre 2, Singapore 068807, as the case may be. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to Tricor Barbinder at the above-stated address to request that the Offer Document, the FAA or the FAT, as the case may be, and any related documents be sent to an address in Singapore by ordinary post at his own risk (up to three (3) Market Days prior to the Closing Date). For the avoidance of doubt, the Offer is made to all Shareholders (for all Offer Shares) including those to whom the Offer Document may not be despatched.

The Offeror and the FAs each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

**3.4 Procedures for Acceptance.** Details of the procedures for acceptance of the Offer are set out in Appendix 1 to the Offer Document, and in the FAA and the FAT.

# 4. CLOSING DATE

The Offer will be open for acceptance until 5.30 p.m. on 13 March 2008 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").

## 5. **RESPONSIBILITY STATEMENT**

The directors of the Offeror and the directors of Lee Latex (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted from published or otherwise publicly available sources (including, without limitation, information relating to STC and its subsidiaries), the sole responsibility of the directors of the Offeror and the directors of Lee Latex has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by CREDIT SUISSE (SINGAPORE) LIMITED and OVERSEA-CHINESE BANKING COPORATION LIMITED

For and on behalf of **KNOWLEDGE TWO INVESTMENT PTE LTD** 14 February 2008