

## VOLUNTARY CONDITIONAL CASH OFFER

by

### STANDARD CHARTERED BANK

for and on behalf of

#### THE CAIRNS PTE. LTD.

(Company Registration No.:200502854M)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up 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, controlled or agreed to be acquired by the Offeror

### CONVERSION OF VOLUNTARY CONDITIONAL OFFER TO MANDATORY CONDITIONAL OFFER

#### 1. INTRODUCTION

Standard Chartered Bank ("**SCB**") refers to the offer document ("**Offer Document**") dated 25 January 2008 in respect of the voluntary conditional cash offer (the "**Offer**") by SCB, for and on behalf of The Cairns Pte. Ltd. ("**Offeror**"), for all the issued ordinary shares ("**Shares**") in the capital of The Straits Trading Company Limited ("**STC**" or the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror ("**Offer Shares**").

Unless otherwise defined, capitalised terms used in this Announcement shall have the same meanings as defined in the Offer Document.

#### 2. DEALINGS

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers, SCB wishes to announce, for and on behalf of the Offeror, that the following dealings in the Shares were made on 3 March 2008 by or on behalf of the Offeror:

|    |  |             |
|----|--|-------------|
| 1. | Total number of Shares acquired by the Offeror by way of open market purchases   | 15,987,985  |
| 2. | Percentage of issued share capital of STC  | 4.91%       |
| 3. | Price paid per Share (excluding brokerage commission, clearing fees and Goods and Services Tax)  | S\$6.70     |
| 4. | Resultant total number of Shares directly owned or controlled or agreed to be acquired by the Offeror and parties acting in concert with it (excluding valid | 100,886,843 |

acceptances of the Offer)

- |    |   |        |
|----|---|--------|
| 5. | Resultant total percentage of issued capital of STC directly owned or controlled or agreed to be acquired by the Offeror and parties acting in concert with it (excluding valid acceptances of the Offer) | 30.96% |
|----|---|--------|

### **3. CONVERSION OF VOLUNTARY OFFER TO MANDATORY OFFER**

SCB wishes to announce, for and on behalf of STC, that pursuant to Rule 14.1 of the Code, in particular Note 8 on Rule 14.1, **a mandatory conditional offer has been triggered as a result of the above acquisition.**

SCB wishes to remind Shareholders, for and on behalf of the Offeror, that the only condition of the Offer remains **the minimum acceptance condition** (i.e. the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, together with the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it either before or during the Offer and pursuant to the Offer or otherwise, will result in the Offeror and the parties acting in concert with it holding such number of Shares carrying more than 50% of the voting rights of the Company).

The Offer Price (as revised) remains at S\$6.70 in cash for each Offer Share, being the highest price offered for the Shares by the Offeror and parties acting in concert with it during the six-month period immediately preceding the date of this Announcement.

Shareholders should note that:

1. The Offeror does not intend to further revise the Offer Price of S\$6.70 in cash per Offer Share.
2. As a mandatory conditional offer has been triggered as a result of the above acquisition, the Closing Date of the Offer will now be extended to **5.30 p.m. on 20 March 2008**, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

### **4. LEVEL OF ACCEPTANCE**

- (a) **Acceptances of the Offer.** As at 5.00 p.m. on 3 March 2008, the Offeror has received valid acceptances amounting to 33,084,797 Offer Shares, representing approximately 10.15% of issued Shares.
- (b) **Shares held before the Offer Announcement Date.** Prior to the Offer Announcement Date, the Offeror and parties acting in concert with it own, control or have agreed to acquire an aggregate of 73,204,543 Shares, representing approximately 22.46% of the issued share capital of the Company.
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. on 3 March 2008 (other than pursuant to valid acceptances of the Offer).** Between the Offer Announcement Date and 5.00 p.m. on 3 March 2008, the Offeror has in aggregate acquired (other than pursuant to valid acceptances of the Offer) 27,682,300 Shares, representing approximately 8.49% of the issued share capital of STC, through market purchases.

Accordingly, as at 5.00 p.m. on 3 March 2008, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it, and (b) valid acceptances of the Offer, amount to an aggregate of 133,971,640 Shares, representing approximately 41.11% of all the issued Shares.

**5. RESPONSIBILITY STATEMENT**

The Directors of the Offeror (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.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Directors of the Offeror has been to ensure through reasonable enquires that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The Directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by

**STANDARD CHARTERED BANK**

For and on behalf of

**THE CAIRNS PTE. LTD.**

3 March 2008

**If you have any queries or require clarification, please call  
our information helpline at 65-6530-3092.**