

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of The Straits Trading Company Limited (the "**Company**") will be held at the Straits Ballroom 1, Level 2, Rendezvous Grand Hotel Singapore, 9 Bras Basah Road, Singapore 189559 on Friday, 31 May 2013 at 2.30 p.m. for the following business:

1. To receive and adopt the Financial Statements for the year ended 31 December 2012, the Directors' Report and the Auditor's Report thereon
2. To re-elect the following Directors who are retiring by rotation in accordance with Article 99 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:

(a) Ms Chew Gek Khim

(b) Mr Tham Kui Seng

Note: Ms Chew Gek Khim, if re-elected, will continue as the Executive Chairman, member of the Nominating Committee and Chairman of the Finance Committee and will be considered as a non-independent executive Director. Mr Tham Kui Seng, if re-elected, will continue as the Chairman of the Nominating Committee and will be considered as an independent Director.

3. To re-elect Mr Gautam Banerjee who is retiring in accordance with Article 103 of the Company's Articles of Association and who, being eligible, offers himself for re-election.

Note: Mr Gautam Banerjee, if re-elected, will continue as the Chairman of the Audit Committee and will be considered as an independent Director.

4. To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company:

(a) Tan Sri Dato' Dr Lin See-Yan

(b) Mrs Elizabeth Sam

Note: Tan Sri Dato' Dr Lin See-Yan, if re-appointed, will continue as a member of the Audit, Nominating and Remuneration Committees and will be considered as an independent Director.

5. To approve the payment of Directors' fees of S\$617,000 for the year ended 31 December 2012 (2011: S\$645,000)

6. To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Board to fix their remuneration

7. As Special Business:

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital 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,

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 issued 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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued 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 the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time of the passing of this Resolution, 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 or subsisting at the time of the passing of this Resolution; and

B. any subsequent consolidation or subdivision of shares;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association 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 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."

8. To transact any other ordinary business of the Company

By Order of the Board

Sng Kiat Huang
Secretary

Singapore
14 May 2013

Notes:

A member of the Company is entitled to appoint a proxy to attend the meeting and vote in his stead. A proxy need not be a member of the Company. Proxy forms must be deposited at the Company's registered office not less than 48 hours before the time for holding the meeting or any adjournment thereof.

Additional information relating to Notice of Annual General Meeting:

The Ordinary Resolution in item 7 above, if passed, will renew the authority for the Directors, effective until the next Annual General Meeting, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to an amount not exceeding, in total, 50% of the issued shares in the capital of the Company, of which up to 20% may be issued other than on a *pro-rata* basis to shareholders. For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital will be calculated based on the number of issued shares in the capital of the Company at the time that this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed, and any subsequent consolidation or subdivision of shares.