



THE STRAITS TRADING COMPANY LIMITED

(A member of the Tecity Group)
(Company Registration No.: 188700008D)
(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of The Straits Trading Company Limited (the "**Company**") will be held at Meeting Room 334, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Wednesday, 8 January 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modification(s), the following ordinary resolutions:

RESOLUTION 1

THE ACQUISITION

RESOLVED THAT:

- (a) the acquisition ("**Acquisition**") by the Company or its nominee(s) of:
- (i) 118,930,000 shares in ARA Asset Management Limited ("**ARA Shares**"), representing approximately 14.07% of the issued ARA Shares, from JL Investment Group Limited ("**JL**"); and
- (ii) 50,970,000 ARA Shares, representing approximately 6.03% of the issued ARA Shares, from Cheung Kong Investment Company Limited ("**Cheung Kong**"), amounting in aggregate to 169,900,000 ARA Shares, representing approximately 20.10% of the issued ARA Shares, for an aggregate consideration comprising S\$244,371,040 in cash and the allotment and issuance of 13,698,000 new shares in the Company to JL or a nominee as may be designated by JL, upon the terms and conditions of the sale and purchase agreements ("**SPAs**") dated 28 October 2013 entered into between, on the one hand, the Company and on the other hand, each of JL and Cheung Kong, be and is hereby approved, confirmed and ratified;
- (b) the directors of the Company ("**Directors**") and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents including, without limitation, the SPAs, as may be required), as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Acquisition, the SPAs and this Resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the Acquisition, the SPAs and this Resolution be and are hereby approved, confirmed and ratified.

RESOLUTION 2

THE REAL ESTATE CO-INVESTMENT

RESOLVED THAT:

- (a) the entry into by STC Capital Pte. Ltd., a subsidiary of the Company, of a real estate co-investment agreement dated 28 October 2013 ("**Real Estate Co-Investment Agreement**") with each of JL Investment Holding (2012) Ltd and JL Equity II Limited in relation to the incorporation of one or more real estate co-investment vehicle(s) which shall carry on the business of a real estate operating company to invest in real estate and real estate related investments across specific geographical locations ("**Real Estate Co-Investment**"), be and is hereby approved, confirmed and ratified;
- (b) the Directors and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents including, without limitation, the Real Estate Co-Investment Agreement, as may be required), as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Real Estate Co-Investment, the Real Estate Co-Investment Agreement and this Resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the Real Estate Co-Investment, the Real Estate Co-Investment Agreement and this Resolution be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Aldric Tan Jee Wei
Company Secretary
23 December 2013

Notes:

1. A member of the Company entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the registered office of the Company at 9 Battery Road, #28-01, Straits Trading Building, Singapore 049910 not less than 48 hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Form will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.