

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of The Straits Trading Company Limited ("**Company**") will be held at Meeting Rooms 303 and 304, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 27 April 2017 at 11.00 a.m. for the following business:

1. To receive and adopt the Financial Statements for the year ended 31 December 2016, the Directors' Statement and the Independent 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 Constitution and who, being eligible, offer themselves for re-election:

- (a) Ms Chew Gek Hiang
- (b) Mr Yap Chee Keong
- (c) Dr Gary Hilton Weiss

*Note: Ms Chew Gek Hiang, if re-elected, will continue as a member of the Audit and Risk Committee and Remuneration Committee and will be considered as a non-independent and non-executive Director. Mr Yap Chee Keong, if re-elected, will continue as a member of the Audit and Risk Committee and will be considered as a non-independent and non-executive Director. Dr Gary Hilton Weiss, if re-elected, will continue as chairman of the Audit and Risk Committee and will be considered as an independent Director.*

3. To approve the payment of Directors' fees of S\$814,889 for the year ended 31 December 2016 (2015: S\$908,179)
4. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Board to fix their remuneration
5. As Special Business:

To consider and, if thought fit, to pass, with or without modifications, 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:

- (1) 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 (as calculated in accordance with sub-paragraph (2) 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) shall not exceed 20% of the total number of issued shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares at the time this Resolution is passed, after adjusting for:
  - (i) 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 this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) 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
- (4) (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."

6. To transact any other ordinary business of the Company

By Order of the Board

Aldric Tan Jee Wei  
Secretary

Singapore  
10 April 2017

**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 5 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 a limit of 50% of the total number of issued shares in the capital of the Company, of which up to 20% for issues other than on a *pro-rata* basis, calculated as described in the Resolution.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) 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 proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.