

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of members of The Straits Trading Company Limited (the "**Company**") will be held at Suntec Singapore International Convention & Exhibition Centre, Level 3, Meeting Rooms 303 – 304, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 26 April 2019 at 2.00 p.m. for the following business:

As Ordinary Business:

- To receive and adopt the Audited Financial Statements for the year ended 31 December 2018, the Directors' Statement and the Independent Auditor's Report thereon
- 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:
 - Mr Goh Kay Yong David
(Note: Mr Goh Kay Yong David, if re-elected, will remain as a member of the Remuneration Committee.)
 - Mr Tan Tiong Cheng
(Note: Mr Tan Tiong Cheng, if re-elected, will remain as a member of the Remuneration Committee and is considered an independent Director.)
 - Dr Gary Hilton Weiss
(Note: Dr Gary Hilton Weiss, if re-elected, will remain as the chairman of the Remuneration Committee and is considered an independent Director.)
- To approve the payment of Directors' fees of S\$744,346 for the year ended 31 December 2018 (2017: S\$742,000)
- To re-appoint Ernst & Young LLP as the Independent Auditor of the Company and to authorise the Board to fix their remuneration

As Special Business:

- To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"That pursuant to section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

 - issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
 - 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
 - (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:
 - 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 (excluding treasury shares and subsidiary holdings) (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 (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation as may be prescribed by 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 (excluding treasury shares and subsidiary holdings) at the time 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 this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act and 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
 - (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."
- To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"That:

 - for the purposes of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**"), the authority conferred on the directors of the Company ("**Directors**") to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - off-market purchase(s) (each an "**Off-Market Purchase**") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby approved generally and unconditionally (the "**Share Buyback Mandate**");
 - unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - the date on which the next Annual General Meeting ("**AGM**") is held or required by law to be held; and
 - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
 - in this Resolution:

"**Maximum Limit**" means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as defined below), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings); and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:
 - in the case of a Market Purchase, 105% of the Average Closing Price; and
 - in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,where:

"**Relevant Period**" means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"**Average Closing Price**" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five Market Days (a "**Market Day**" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five Market Days; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

- To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

- "That:
- a new share incentive scheme to be known as the "STC Performance Share Plan" (the "**Performance Share Plan**"), under which awards ("**Awards**") of fully-paid Shares, their equivalent cash value or combinations thereof, will be granted, free of charge, to eligible participants under the Performance Share Plan, summary details of which are set out in the Circular to Shareholders dated 10 April 2019 issued together with this Notice, be and is hereby approved and adopted with effect from the date of the passing of this Resolution;
 - the Directors be and are hereby authorised:
 - to establish and administer the Performance Share Plan; and
 - to modify and/or alter the Performance Share Plan at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the Performance Share Plan, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Plan; and
 - the Directors be and are hereby authorised to grant Awards in accordance with the provisions of the Performance Share Plan and to issue and/or transfer from time to time such number of fully paid-up Shares as may be required to be issued and/or transferred pursuant to the vesting of Awards under the Performance Share Plan, provided that the total number of Shares which may be allotted and issued and/or delivered pursuant to Awards granted under the Performance Share Plan on any date, when added to:
 - the total number of new Shares allotted and issued and/or to be allotted and issued, and issued Shares delivered and/or to be delivered, pursuant to Awards granted under the Performance Share Plan; and
 - all Shares, options or awards granted under any other share option or share scheme of the Company then in force (if any),shall not exceed 5% (or such other lower limits as the SGX-ST may determine from time to time) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the date preceding the date of the relevant Award."

- To transact any other ordinary business of the Company

By Order of the Board

Aldric Tan Jee Wei
Company SecretarySingapore
10 April 2019**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 office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

Explanatory Notes:**Resolution 5:**

Resolution 5, 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 (excluding treasury shares and subsidiary holdings), of which up to 20% for issues other than on a pro-rata basis, calculated as described in the Resolution.

Resolution 6:

Resolution 6, if passed, will empower the Directors to purchase or otherwise acquire Shares on the terms of the Share Buyback Mandate as set out in Resolution 6 and the Circular to Shareholders dated 10 April 2019. Please refer to the said Circular to Shareholders for more details. The Company may use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. The amount of financing required and the impact of the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchase or acquisition and whether the Shares purchased or acquired are cancelled or held as treasury shares. Illustrative financial effects of the Share Buyback Mandate are set out in paragraph 2.8 of the said Circular to Shareholders.

Resolution 7:

Resolution 7, if passed, will adopt the proposed Performance Share Plan in the manner as set out in the Circular to Shareholders dated 10 April 2019 issued together with this Notice ("**Circular**"). The Company wishes to adopt the Performance Share Plan, subject to, and upon, approval of shareholders being obtained for the Performance Share Plan at this AGM. The rationale for the adoption of the Performance Share Plan, details of and a summary of the principal rules of the Performance Share Plan are set out in the said Circular.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.