



A MEMBER OF THE TECITY GROUP

THE STRAITS TRADING COMPANY LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the letter to shareholders from the Board of Directors dated 30 September 2022 issued by the Company (the “Letter”).

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of The Straits Trading Company Limited (the “**Company**”) will be held at Orchard Rendezvous Hotel, Antica Ballroom, 1 Tanglin Road, Singapore 247905 on Friday, 28 April 2023 at 12.00 noon (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company convened on the same day and at the same place at 11.00 a.m.) for the following business:

ORDINARY RESOLUTION: PROPOSED RATIFICATION OF THE SPECIAL DIVIDEND VIA DISTRIBUTION IN SPECIE OF SHARES IN THE STRAITS TRADING COMPANY LIMITED OR ESR GROUP LIMITED

That the distribution *in specie* (the “**Proposed Distribution**”) of new ordinary shares of the Company (“**New Straits Shares**”), or at shareholders’ election, up to 62,758,837 ordinary shares (the “**ESR Distribution Shares**”) in the issued share capital of ESR Group Limited (“**ESR**”), valued at approximately S\$217.9 million or approximately S\$0.50 per ordinary share issued in the capital of the Company (“**Straits Shares**”) as at 12 August 2022, to shareholders of the Company (“**Shareholders**”) on the basis of 145 ESR shares for 1,000 Straits Shares held by Shareholders or on their behalf as at 27 September 2022, fractional entitlements to be disregarded, be and is hereby ratified, confirmed and approved.

By Order of the Board

Ngiam May Ling
Company Secretary

Singapore
6 April 2023

Explanatory Notes:

Please refer to the Letter and the announcements dated 14 August 2022, 15 September 2022, 19 September 2022, 30 September 2022, 1 October 2022, 28 October 2022 and 3 November 2022 as released by the Company which are available on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.straitstrading.com.sg> for more information about the Proposed Distribution.

In particular, Shareholders may wish to refer to the Letter for more information on, *inter alia*, method of distribution and distribution ratio of the Proposed Distribution, information on ESR, the rationale for and benefits of the Proposed Distribution, and financial information and financial effects of the Proposed Distribution. A copy of the Letter is available on the SGX website at https://links.sgx.com/FileOpen/The%20Straits%20%20Letter%20to%20Shareholders%20_Final.ashx?App=Announcement&FileID=732979 and the Company’s website.

Details of the aggregate number of New Straits Shares and ESR Distribution Shares distributed pursuant to the Proposed Distribution may be located within the announcement dated 3 November 2022 released by the Company (the “**3 November Announcement**”). A copy of the 3 November Announcement is available on the SGX website at <https://links.sgx.com/FileOpen/DIS%202nd%20Completion%20Announcement.ashx?App=Announcement&FileID=737450> <https://links.sgx.com/FileOpen/DIS%202nd%20Completion%20Announcement.ashx?App=Announcement&FileID=737450> and the Company’s website.

Notes:

General

1. The Extraordinary General Meeting (“EGM”) will be held in a wholly physical format at Orchard Rendezvous Hotel, Antica Ballroom, 1 Tanglin Road, Singapore 247905 on 28 April 2023 at 12.00 noon (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company convened on the same day and at the same place at 11.00 a.m.) for the purpose of considering and, if thought fit, passing the resolution set out in the Notice of EGM. **There will be no option to participate virtually.** This Notice will be sent to members by electronic means via publication on the Company’s website at <https://www.straitstrading.com.sg> and on the SGX website at <https://www.sgx.com/securities/company-announcements>, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. For convenience, printed copies of the Notice of EGM and Proxy Form will also be sent by post to members.

Register in person to attend the EGM

2. Members (including CPF and SRS investors) and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the EGM if the attendee’s identity cannot be verified accurately. Members are advised not to attend the EGM if they are feeling unwell.
3. Members holding shares through Relevant Intermediaries (other than CPF or SRS investors) who wish to participate the EGM in person should approach his or her Relevant Intermediary (as defined in Note 16 below) by **12.00 noon on 19 April 2023** to make the necessary arrangements.

Submission of questions

4. Members (including CPF and SRS investors) may submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM. To do so, their questions must be submitted in the following manner by **12.00 noon on 13 April 2023**:
 - (a) via electronic mail to ir@stc.com.sg; or
 - (b) via post to:

The Straits Trading Company Limited
1 Wallich Street #15-01, Guoco Tower
Singapore 078881
5. When submitting questions via email or by post, members should provide the Company with the following details to enable the Company to verify their status as members: (i) status: individual shareholder or corporate representative; (ii) full name/full company name (as per CDP/CPF/SRS/Scip-based records); (iii) NRIC/FIN/Passport No./UEN; and (iv) electronic mail address; and (v) contact number (optional).
6. The Company will address substantial and relevant questions related to the Ordinary Resolution to be tabled at the EGM for approval by publishing its responses to such questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://straitstrading.listedcompany.com/agm-egm.html> **after the close of market on 21 April 2023.**
7. Members (including CPF and SRS investors), and (where applicable) duly appointed proxies can ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.
8. Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received after 12.00 noon on 13 April 2023 which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, will be addressed at the EGM itself.
9. Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.
10. The Company will publish the minutes of the EGM on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://straitstrading.listedcompany.com/agm-egm.html> within one (1) month after the date of EGM.

Voting at the EGM

11. Members (including CPF and SRS investors) can vote at the EGM themselves or through duly appointed proxy(ies). A members who wishes to appoint a proxy(ies) must submit an instrument appointing the proxy(ies) in accordance with the instructions on the Proxy Form.
12. Upon registration at the EGM venue, members (including CPF and SRS investors) and (where applicable) duly appointed proxies, will be provided with a handheld device for electronic voting at the physical meeting.

13. If a member wishes to appoint a proxy(ies) to attend and vote on his or her behalf, he or she should submit the instrument appointing the proxy(ies) to the Company in the following manner:
- (a) if submitted by post, it should be deposited at the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically, it should be submitted via email to the Company's Polling Agent at srs.teamd@boardroomlimited.com,

in either case by **12.00 noon on 25 April 2023**, being not less than 72 hours before the time appointed for the holding of the EGM.

A member who wishes to submit an instrument appointing a proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the Company's website or the SGX website, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. A member who wishes to appoint a proxy(ies) for the EGM should refer to the instructions on the Proxy Form for more details.

14. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he or she so wishes. The appointment of a proxy(ies) for the EGM shall be deemed to be revoked if the member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the EGM.
15. CPF and SRS investors:
- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **12.00 noon on 19 April 2023**.
16. A "Relevant Intermediary" means:
- (i) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Important reminder

17. The Company may be required to change its arrangements for the EGM at short notice. Members are requested to check the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.straitstrading.com.sg> for the latest updates on the status of the EGM.

Personal Data Privacy:

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

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