



# THE STRAITS TRADING COMPANY LIMITED

(Incorporated in Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an EXTRAORDINARY GENERAL MEETING of members of The Straits Trading Company Limited will be held at 9 Battery Road #03-05, Straits Trading Building, Singapore 049910 on Wednesday, 28 April 2004 at 12 noon (or as soon thereafter as the Annual General Meeting of the Company to be held at 11.30 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing Resolution 1 below which will be proposed as a Special Resolution, and Resolution 2 below which will be proposed as an Ordinary Resolution:

### SPECIAL RESOLUTION

#### Resolution 1: Alterations to the Company's Articles of Association

That Articles 7, 18(2), 18(3), 48(3), 51, 90(4), 93, 94, 95, 96, 97, 99, 104(2), 110, 111, 113, 114, 123, 124, 138, 139, 145, 161, 162, 163 and 164 of the Articles of Association of the Company, together with the headings appearing above Article 93 and Article 164 respectively, be and are hereby altered in the manner and to the extent set out in the Appendix to the Company's Circular to Shareholders dated 5 April 2004.

### ORDINARY RESOLUTION

#### Resolution 2: Share Issue Mandate

That, subject to and contingent upon the passing of Resolution 1 above, 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 issued share capital of the Company (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) does not exceed 20% of the issued share capital of the Company (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) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued share capital shall be based on the issued share 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;
- (3) 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
- (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.

By Order of the Board

Emily Teo (Ms)  
Secretary

Singapore  
5 April 2004

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. An instrument appointing a proxy must be deposited at the registered office of the Company at 9 Battery Road #21-00, Straits Trading Building, Singapore 049910, not less than 48 hours before the time for holding the Extraordinary General Meeting.