



# The Straits Trading Company Limited

(Company No.: 188700008D)  
(Incorporated in Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of The Straits Trading Company Limited will be held at 65 Chulia Street, #33-01 OCBC Centre, Singapore 049513, on Thursday, 27 April 2006 at 11.30 a.m. for the following business :

- 1 To receive and consider the report of the Directors and the financial statements for the year ended 31 December 2005.
- 2 To declare a special dividend of one-tier tax exempt dividend of 20 cents per share for the year ended 31 December 2005, as recommended by the Directors.
- 3 To re-elect the following Directors :
  - (a) Tan Sri Dato' Dr Lin See-Yan who retires by rotation pursuant to Article 99 of the Articles of Association of the Company.
  - (b) Mr Bobby Chin Yoke Choong who retires pursuant to Article 103 of the Articles of Association of the Company.
- 4 To consider and, if thought fit, pass resolutions pursuant to Section 153(6) of the Companies Act, Cap.50, to re-appoint :
  - (a) Mr Howe Yoon Chong,
  - (b) Mr Tang I-Fang,
  - (c) Y.A.Bhg. Jen (B) Tun Ibrahim Bin Ismail,
  - (d) Mr Michael Wong Pakshong, and
  - (e) Professor Lim Chong Yah

as Directors of the Company to hold office until the next Annual General Meeting of the Company.

*Note (i) : Mr Tang I-Fang, if re-appointed, will continue as a member of the Audit Committee and will be considered an independent director.*

*Note (ii) : Y.A.Bhg. Jen (B) Tun Ibrahim Bin Ismail, if re-appointed, will continue as a member of the Audit Committee and will be considered an independent director.*

- 5 To approve the payment of Directors' fees of S\$469,000 for the year ended 31 December 2005 (2004 : S\$466,000).
- 6 To appoint auditors and to authorise the Board to fix the remuneration of the auditors.
- 7 As Special Business :

To consider and, if thought fit, pass 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 issued shares in the 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 shares in the 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 shares shall be based on the number of issued shares in the 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."

- 8 To transact any other ordinary business of the Company.

By Order of the Board

**Emily Teo (Ms)**  
**Secretary**

Singapore  
10 April 2006

### 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 7 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 an amount not exceeding, in total, 50% of the issued shares in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders. For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital will be calculated based on the number of issued shares in the capital of the Company at the time that 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 that this Resolution is passed, and any subsequent consolidation or subdivision of shares.*