

**CIRCULAR DATED 6 APRIL 2026**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker or other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of The Straits Trading Company Limited (the "**Company**"), you should immediately forward this Circular together with the Notice of Annual General Meeting and the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

Please refer to section 6 of this Circular and the Notice of Annual General Meeting for further information, including the steps to be taken by Shareholders to participate at the Annual General Meeting. The Notice of Annual General Meeting may also be accessed on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at [https://straitstrading.listedcompany.com/sgx\\_announcements.html](https://straitstrading.listedcompany.com/sgx_announcements.html).

Shareholders should note that the Company may make further changes to its Annual General Meeting arrangements and are therefore advised to regularly check the Company's website and SGXNet for updates.



A MEMBER OF THE TECITY GROUP

**THE STRAITS TRADING COMPANY LIMITED**  
(Company Registration No.: 188700008D)  
(Incorporated in Singapore)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

Last date and time for lodgement of Proxy Form	:	25 April 2026 at 10.30 a.m.
Date and time of Annual General Meeting	:	28 April 2026 at 10.30 a.m.
Place of Annual General Meeting	:	Suntec Singapore Convention & Exhibition Centre Level 3, Meeting Rooms MR 334 – 336 1 Raffles Boulevard, Suntec City Singapore 039593

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## DEFINITIONS

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

- "AGM"** : The annual general meeting of the Company to be held on 28 April 2026 at 10.30 a.m.
- "Annual Report"** : The annual report of the Company for the financial year ended 31 December 2025.
- "Associate"** : (a) In relation to any director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- "Average Closing Price"** : Has the meaning ascribed to it in paragraph 2.3.4 of this Circular.
- "CDP"** : The Central Depository (Pte) Limited.
- "Circular"** : This circular to Shareholders dated 6 April 2026.
- "Companies Act"** : The Companies Act 1967, as amended, modified or supplemented from time to time.
- "Company"** : The Straits Trading Company Limited.
- "concert parties"** : Has the meaning ascribed to it in paragraph 2.9.2 of this Circular.
- "Constitution"** : The constitution of the Company, as amended, modified or supplemented from time to time.

<b>"Control"</b>	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company.
<b>"Controlling Shareholder"</b>	:	A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total voting rights in a company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or</li> <li>(b) in fact exercises Control over the Company.</li> </ul>
<b>"Court"</b>	:	The High Court of the Republic of Singapore or a judge thereof.
<b>"CPF Board"</b>	:	Central Provident Fund Board.
<b>"day of the making of the offer"</b>	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular.
<b>"Director"</b>	:	A director of the Company for the time being.
<b>"EPS"</b>	:	Earnings per Share.
<b>"Group"</b>	:	The Company and its subsidiaries.
<b>"Latest Practicable Date"</b>	:	28 February 2026, being the latest practicable date prior to the printing of this Circular.
<b>"Listing Manual"</b>	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time.
<b>"Market Day"</b>	:	A day on which the SGX-ST is open for trading in securities.
<b>"Market Purchases"</b>	:	Has the meaning ascribed to it in paragraph 2.3.3 of this Circular.
<b>"Maximum Price"</b>	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular.
<b>"Notice of AGM"</b>	:	The notice of AGM sent out by the Company to the Shareholders on 6 April 2026.
<b>"NTA"</b>	:	Net tangible assets.
<b>"Off-Market Purchases"</b>	:	Has the meaning ascribed to it in paragraph 2.3.3 of this Circular.
<b>"Proxy Form"</b>	:	The proxy form enclosed with the Notice of AGM.
<b>"Registrar"</b>	:	The Registrar of Companies.
<b>"related expenses"</b>	:	Has the meaning ascribed to it in paragraph 2.3.4 of this Circular.

<b>"Relevant Intermediary"</b>	:	<ul style="list-style-type: none"> <li>(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;</li> <li>(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</li> <li>(iii) the 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.</li> </ul>
<b>"Relevant Period"</b>	:	The period commencing from the date on which the renewal of the Share Buyback Mandate is approved by the Shareholders and expiring on the date the next AGM is held or is required by law to be held, or the date the Share Buyback Mandate is revoked or varied by the Company in a general meeting, whichever is the earlier.
<b>"Securities Account"</b>	:	A securities account maintained by a depositor with CDP but not including a securities sub-account maintained with a depository agent.
<b>"SGX-ST"</b>	:	Singapore Exchange Securities Trading Limited.
<b>"Share Buyback Mandate"</b>	:	General and unconditional mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with the terms set out in Ordinary Resolution 7, as more particularly described in this Circular and in accordance with the rules and regulations set forth in the Companies Act and the Listing Manual.
<b>"Shareholders"</b>	:	Persons who are registered as holders of Shares in the Register of Members of the Company except that where the registered holder is CDP, the term " <b>Shareholders</b> " shall mean the depositors who have Shares credited to their securities accounts.
<b>"Shares"</b>	:	Ordinary shares in the capital of the Company.
<b>"subsidiary holdings"</b>	:	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.
<b>"Substantial Shareholder"</b>	:	A shareholder who has an interest or interests in one or more voting shares (excluding treasury shares) in a company, and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting

shares (excluding treasury shares) in the Company.

<b>"Take-over Code"</b>	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time.
<b>"\$" and "cents"</b>	:	Singapore dollars and cents, respectively.
<b>"%"</b>	:	Per centum or percentage.

The terms "**depositor**", "**depository agent**" and "**Depository Register**" shall have the meanings ascribed to them, respectively, in Section 81SF of the Securities and Futures Act 2001 or any statutory modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include individuals, firms and corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual, the Take-over Code or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Listing Manual, the Take-over Code or any modification thereof, as the case may be, unless otherwise provided.

Summaries of the provisions of any laws and regulations (including the Take-over Code and the Listing Manual) contained in this Circular are of such laws and regulations (including the Take-over Code and the Listing Manual) as at the Latest Practicable Date.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

**THE STRAITS TRADING COMPANY LIMITED**  
(A member of The Tecity Group)  
(Company Registration No.: 188700008D)  
(Incorporated in Singapore)

**Directors:**

Ms. Chew Gek Khim, PJG (Executive Chairman)  
Ms. Chew Gek Hiang (Non-Independent and Non-Executive Director)  
Mr. Goh Kay Yong David (Non-Independent and Non-Executive Director)  
Mr. Tan Chian Khong (Lead Independent Director)  
Mr. Chua Tian Chu (Independent and Non-Executive Director)  
Mr. Lau Cheng Soon (Independent and Non-Executive Director)  
Mr. Lee Chuan Seng (Independent and Non-Executive Director)  
Mr. Ho Tian Yee (Independent and Non-Executive Director)  
Ms. Lin Diaan Yi (Independent and Non-Executive Director)

**Registered Office:**

1 Wallich Street  
#15-01  
Guoco Tower  
Singapore 078881

6 April 2026

**To: The Shareholders of The Straits Trading Company Limited**

Dear Sir / Madam

**THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

**1. INTRODUCTION**

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval at the forthcoming AGM, for the proposed renewal of the Share Buyback Mandate as further explained in paragraph 2 below.

**2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

**2.1 The Proposed Renewal of the Share Buyback Mandate**

It is a requirement under the Companies Act that a company which wishes to purchase or otherwise acquire its own shares has to obtain the approval of its shareholders to do so at a general meeting of its shareholders. In this regard, the Share Buyback Mandate was last renewed at an annual general meeting of the Company held on 29 April 2025. The Company proposes to renew the Share Buyback Mandate, subject to Shareholders' approval at the AGM, to enable the Directors to continue to exercise all powers of the Company to purchase or otherwise acquire the Shares on the terms of the Share Buyback Mandate.

Unless renewed again, the Share Buyback Mandate will expire on the date of the AGM. In this regard, the Company proposes to renew the Share Buyback Mandate for the Company to make market and off-market buybacks of Shares from time to time of up to 10% of the total number of Shares (excluding treasury shares and subsidiary holdings) in accordance with the terms set out below.

**2.2 Rationale for the Proposed Renewal of the Share Buyback Mandate**

The approval of the renewal of the Share Buyback Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake Share purchases or

acquisitions up to the 10% limit described in paragraph 2.3.1 below at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) in managing the business of the Group, the management team strives to increase shareholder value by improving, *inter alia*, the return on equity of the Group. A Share purchase is one of the ways in which the return on equity of the Group may be enhanced;
- (b) Shares purchased or acquired under the Share Buyback Mandate can also be held by the Company as treasury shares to satisfy the Company's obligations to furnish Shares to participants in any share-based incentive schemes it may implement from time to time, thus giving the Company greater flexibility to select the method of providing Shares to employees that is most beneficial to the Company and its Shareholders;
- (c) the Share Buyback Mandate is an expedient, effective and cost-efficient way for the Company to return to Shareholders surplus cash/funds which is/are over and above its ordinary capital requirements and in excess of the financial and possible investment needs of the Group, if any. In addition, the Share Buyback Mandate will allow the Company to have greater flexibility over, *inter alia*, the Company's share capital structure; and
- (d) share buyback mandates help mitigate short-term market volatility, offset the effects of short-term speculation and bolster shareholder confidence.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the period referred to in paragraph 2.3.2 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect on the financial condition of the Company or the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Buyback Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

## **2.3 Authority and Limits on the Share Buyback Mandate**

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

### **2.3.1 Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Buyback Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares as at the date of the AGM (excluding treasury shares and subsidiary holdings) at which the renewal of the Share Buyback Mandate is approved, unless the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78C of the Companies Act, or the Court has, at any time during the Relevant Period, made an order under Section 78I of the Companies Act confirming the reduction of share capital of the Company, in which event the total number of issued Shares shall be taken to be the total

number of issued Shares as altered by the special resolution of the Company or the order of the Court, as the case may be. Any Shares which are held as treasury shares or subsidiary holdings will be disregarded for the purposes of computing the 10% limit.

**For illustrative purposes only**, based on the general rule in the foregoing paragraph, on the basis of 468,881,319 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, and that the Company does not reduce its share capital, not more than 46,888,131 Shares (representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate during the Relevant Period.

### **2.3.2 Duration of Authority**

Purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may be made, at any time and from time to time, on and from the date of the AGM, at which the renewal of the Share Buyback Mandate is approved, up to:

- (a) the date on which the next annual general meeting is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting; or
- (c) the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated,

whichever is the earliest.

The authority conferred on the Directors by the Share Buyback Mandate to purchase or acquire Shares may be renewed by the Shareholders in any general meeting of the Company, such as at the next annual general meeting or at an extraordinary general meeting to be convened immediately after the conclusion or adjournment of the next annual general meeting. When seeking the approval of the Shareholders for the renewal of the Share Buyback Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

### **2.3.3 Manner of Purchase or Acquisition**

Purchases or acquisitions of Shares may be made by way of:

- (a) on-market purchases ("**Market Purchases**"), transacted on 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, in accordance with Section 76E of the Companies Act; and/or
- (b) off-market purchases ("**Off-Market Purchases**") effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act.

The Directors may impose such terms and conditions which are not inconsistent with the

Share Buyback Mandate, the Listing Manual, the Companies Act and the Constitution, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements, differences in consideration attributable to the fact that offers may relate to Shares with different amounts remaining unpaid, and differences in offers introduced solely to ensure that each Shareholder is left with a whole number of Shares.

Pursuant to the Listing Manual, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document to all Shareholders containing at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed purchase or acquisition of Shares;
- (4) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (5) whether the purchases or acquisitions of Shares, if made, could have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any purchases or acquisitions of Shares made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions of Shares, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (7) whether the Shares purchased or acquired by the Company will be cancelled or kept as treasury shares.

#### **2.3.4 Maximum Price**

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses ("**related expenses**")) to be paid for a Share will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**"), in either case, excluding related expenses.

For the above purposes:

**"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, 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 during the relevant five Market Days and on which the purchases are made; 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, 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.

## **2.4 Status of Purchased or Acquired Shares**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. The total number of issued Shares will be diminished by the number of issued Shares purchased or acquired by the Company which are not held as treasury shares.

## **2.5 Treasury Shares**

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

### **2.5.1 Maximum Holdings**

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

### **2.5.2 Voting and Other Rights**

The Company cannot exercise any rights in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets (whether in cash or otherwise) may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully-paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

### **2.5.3 Disposal and Cancellation**

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of, or pursuant to, any share scheme, whether for employees, Directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

## **2.6 Reporting Requirements**

Within 30 days of the passing of a Shareholders' resolution to approve the purchase or acquisition of Shares by the Company, the Directors shall lodge a copy of such resolution with the Registrar.

The Directors shall notify the Registrar within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase or acquisition including the date of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled and the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase or acquisition, the amount of consideration paid by the Company for the purchase or acquisition, and such other information as required by the Companies Act.

The Listing Manual specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9:00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

The notification of such purchases or acquisitions of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

The Company, upon undertaking any sale, transfer, cancellation and/or use of treasury shares, will comply with Rule 704(28) of the Listing Manual, which provides that an issuer must make an immediate announcement thereof, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

## **2.7 Source of Funds**

The Company may only apply funds for the purchase or acquisition of Shares as provided in the Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

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 Directors do not propose to exercise the Share Buyback Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group.

## **2.8 Financial Effects**

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buyback Mandate on the NTA per Share and EPS as the resultant effect would 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.

The Company's total number of issued Shares will be diminished by the total number of Shares purchased by the Company and which are not held as treasury shares. The NTA of the Group will be reduced by the aggregate purchase price (including any expenses such as brokerage and commission) paid by the Company for the Shares.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

The purchase or acquisition of Shares will only be effected by the Company after the Directors have considered relevant factors such as the working capital requirements, the availability of financial resources and the expansion and investment plans of the Group, and the prevailing market conditions.

**For illustrative purposes only**, the financial effects of the Share Buyback Mandate on the Company and the Group, based on the audited financial statements of the Group for the financial year ended 31 December 2025 are based on the assumptions set out below:

- (a) based on 468,881,319 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued and no reduction of share capital of the Company takes place, not more than 46,888,131 Shares (representing 10% of the total number of issued Shares as at the date of the AGM (excluding treasury shares and subsidiary holdings)) may be purchased by the Company pursuant to the Share Buyback Mandate (if renewed).

As at the Latest Practicable Date, the Company holds 3,346,495 treasury shares.

- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 46,888,131 Shares at the Maximum Price of S\$1.85 for one Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 46,888,131 Shares (excluding related expenses) is approximately S\$86.7 million; and
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 46,888,131 Shares at the Maximum Price of S\$2.11 for one Share (being the price equivalent to 20% above the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 46,888,131 Shares (excluding related expenses) is approximately S\$98.9 million.

**For illustrative purposes only**, and based on the assumptions set out in sub-paragraphs (a), (b) and (c) above and assuming that:

- (i) such purchase or acquisition of Shares is made entirely out of capital and financed solely by internal sources of funds;
- (ii) the Share Buyback Mandate had been effective on 1 January 2025;
- (iii) the Company had purchased or acquired 46,888,131 Shares on 1 January 2025; and
- (iv) related expenses incurred directly in the purchases or acquisitions by the Company of the Shares at the relevant time are not taken into account,

the financial effects of the purchase or acquisition of 46,888,131 Shares by the Company in a Market Purchase or Off-Market Purchase on the audited financial statements of the Group and the Company for the financial year ended 31 December 2025 pursuant to the Share Buyback Mandate, are summarised in the following table:

As at 31 December 2025 (As audited)	Group			The Company		
	Before Share Purchase \$'000	After Market Purchase \$'000	After Off- Market Purchase \$'000	Before Share Purchase \$'000	After Market Purchase \$'000	After Off- Market Purchase \$'000
Total equity	1,436,903	1,350,160	1,337,969	836,371	749,628	737,437
NTA <sup>(1)</sup>	1,185,951	1,099,208	1,087,017	836,371	749,628	737,437
Current assets	860,508	773,765	761,574	1,376,293	1,289,550	1,277,359
Current liabilities	798,888	798,888	798,888	561,472	561,472	561,472
Working capital	61,620	(25,123)	(37,314)	814,821	728,078	715,887
Net borrowings	888,403	975,146	987,337	256,655	343,398	355,589
(Loss)/Profit after tax and non-controlling interests	(249,133)	(249,133)	(249,133)	39,825	39,825	39,825
Number of Shares (excluding treasury shares) ('000) <sup>(2)</sup>	468,881	421,993	421,993	468,881	421,993	421,993
<b>Financial ratios</b>						
NTA per Share (\$)	2.53	2.60	2.58	1.78	1.78	1.75
EPS (cents)	(54.1)	(59.0)	(59.0)	8.7	9.4	9.4
Current ratio (times) <sup>(3)</sup>	1.08	0.97	0.95	2.45	2.30	2.28
Net gearing ratio (times) <sup>(4)</sup>	0.62	0.72	0.74	0.31	0.46	0.48

**Notes:**

- (1) NTA as disclosed above excludes non-controlling interests, goodwill and other intangible assets.
- (2) Based on the number of Shares in issue as at the Latest Practicable Date and adjusted for the effect of the Share purchase.
- (3) Current ratio equals current assets divided by current liabilities.
- (4) Net gearing ratio equals net borrowings divided by total equity.

**Shareholders should note that the financial effects set out above are purely for illustrative purposes only and based on the abovementioned assumptions. In particular, it is important to note that the above pro-forma financial analysis is based on the audited historical numbers for the financial year ended 31 December 2025 and is not necessarily representative of future financial performance.**

Although the Share Buyback Mandate (if renewed) would authorise the Company to purchase up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as determined in accordance with the applicable provisions of the Companies Act, the Company may not necessarily purchase or be able to purchase the entire 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the purchased Shares or hold all or part of the purchased Shares in treasury.

**Shareholders who are in doubt as to their tax positions or any tax implications in their respective jurisdictions should consult their own professional tax advisers.**

## 2.9 Take-over Implications

Appendix 2 to the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

### 2.9.1 Obligation to Make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of the Shares, the percentage of voting rights in the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

### 2.9.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert ("**concert parties**") comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of the company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (a) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of the individual, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and their concert parties respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 to the Take-over Code.

### **2.9.3 Effect of Rule 14 of and Appendix 2 to the Take-over Code**

In general terms, the effect of Rule 14 of and Appendix 2 to the Take-over Code is that, unless exempted, Directors and their concert parties will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months.

Under Appendix 2 to the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate unless so required under the Companies Act.

Based on the information in the Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, as set out in paragraph 3 below, none of the Substantial Shareholders would become obliged to make a mandatory offer for the Company under Rule 14 of the Take-over Code as a result of the purchase or acquisition by the Company of the maximum limit of 10% of its issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

**Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the Securities Industry Council of Singapore and/or their professional advisers at the earliest opportunity.**

### **2.10 Listing Manual**

While the Listing Manual does not expressly prohibit purchases or acquisitions of shares by a listed company during any particular time or times, the Company, in line with Rule 1207(19)(c) of the Listing Manual, will not purchase or acquire any Shares through Market Purchases during the period of one month immediately preceding the announcement of the Company's half year and full year financial statements.

The Company's decision to purchase or acquire Shares would only be made with an arrangement that could reasonably be expected to ensure that information that is not generally available would not be communicated or informed to the person within the Company who makes the decision to transact.

The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of its listed securities (excluding treasury shares, preference shares and convertible equity securities) are in the hands of the public. The "public", as defined in the Listing Manual, are persons other than the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company or its subsidiaries, as well as the Associates of such persons.

As at the Latest Practicable Date, 148,471,316 Shares, representing approximately 31.67% of the total number of issued Shares (excluding treasury shares), are held in the hands of the public. Accordingly, the Company is of the view that there is a sufficient number of Shares held in the hands of the public which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate (if renewed) without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

In undertaking any purchases or acquisitions of Shares through Market Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases, a sufficient float in the hands of the public will be maintained so that the purchases or acquisitions of Shares will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

### 2.11 Previous Share Buybacks

The Company has not purchased any Shares during the 12-month period immediately preceding the Latest Practicable Date.

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of Directors and Substantial Shareholders of the Company as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders, respectively, are as follows:

Director	Direct Interests		Deemed Interests	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
Ms. Chew Gek Khim	830,635	0.177	0	0
Ms. Chew Gek Hiang	23,000	0.005	0	0
Mr. Goh Kay Yong, David	156,500	0.033	0	0
Mr. Tan Chian Khong	0	0	0	0
Mr. Chua Tian Chu	63,640	0.014	10,620	0.002
Mr. Lau Cheng Soon	0	0	0	0
Mr. Lee Chuan Seng	0	0	0	0
Mr. Ho Tian Yee	0	0	0	0
Ms. Lin Diaan Yi	0	0	0	0

  

Substantial Shareholder	Direct Interests		Deemed Interests	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
The Cairns Pte. Ltd.	301,081,598	64.21	0	0.00
Tan Chin Tuan Pte. Ltd. <sup>(2)</sup>	0	0	317,103,348	67.63
Raffles Investments Private Limited <sup>(2)</sup>	0	0	301,081,598	64.21
Tecity Pte. Ltd. <sup>(2)</sup>	0	0	317,103,348	67.63
Aequitas Pte. Ltd. <sup>(2)</sup>	0	0	301,081,598	64.21
Dr. Tan Kheng Lian <sup>(2)</sup>	1,485,886	0.32	317,103,348	67.63

#### Notes:

- (1) Based on the total number of 468,881,319 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date. The Company holds 3,346,495 treasury shares and has no subsidiary holdings as at the Latest Practicable Date.
- (2) The Cairns Pte. Ltd. ("**Cairns**") holds more than 50% of the voting rights of the Company. Each of Raffles Investments Private Limited ("**Raffles**"), Tecity Pte. Ltd. ("**Tecity**") and Tan Chin Tuan Pte. Ltd. ("**TCT**") holds not less than 20% of the voting rights of Cairns. Aequitas Pte. Ltd. ("**Aequitas**") holds more than 50% of the

voting shares of Raffles. Dr. Tan Kheng Lian holds more than 50% of the voting shares of TCT. By virtue of this, each of Raffles, Tecity, TCT, Aequitas and Dr. Tan Kheng Lian has a deemed interest in the 301,081,598 shares in the Company which Cairns is interested in. Mellford Pte. Ltd. has a direct interest in 16,021,750 shares of the Company. Each of Tecity and TCT holds not less than 20% of the voting rights of Mellford Pte. Ltd.. Dr. Tan Kheng Lian holds more than 50% of the voting rights of TCT. By virtue of the foregoing, each of Tecity, TCT and Dr. Tan Kheng Lian also holds a deemed interest in the 16,021,750 shares held by Mellford Pte. Ltd. in the Company. Together with the deemed interest held through Cairns and Mellford Pte. Ltd., Tecity, TCT and Dr. Tan Kheng Lian hold an aggregate deemed interest in 317,103,348 shares of the Company.

#### **4. DIRECTORS' RECOMMENDATION**

The Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of Ordinary Resolution 7 as set out in the Notice of AGM in respect of the renewal of the Share Buyback Mandate to be proposed at the AGM.

#### **5. ANNUAL GENERAL MEETING**

The AGM will be held in a wholly physical format at **Suntec Singapore Convention & Exhibition Centre, Level 3, Meeting Rooms MR 334 – 336, 1 Raffles Boulevard, Suntec City, Singapore 039593** on **28 April 2026** at **10.30 a.m.** for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice of AGM. **There will be no option to participate virtually.**

The Notice of AGM, Proxy Form and this Circular, will be made available to Shareholders by electronic means via publication on the Company's website at [https://straitstrading.listedcompany.com/sgx\\_announcements.html](https://straitstrading.listedcompany.com/sgx_announcements.html) and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Printed copies of the Notice of AGM and Proxy Form will be dispatched to Shareholders by post.

Printed copies of this Circular will not be despatched to the Shareholders unless requested. Any Shareholder who wishes to receive a printed copy of the Circular should submit a written request via electronic mail to [cosec@stc.com.sg](mailto:cosec@stc.com.sg) by no later than **5.00 p.m. on 21 April 2026** with the following information:

- (a) your CDP Securities Account Number. If your Shares are under/through your CPF Investment Scheme Account or physical scrip(s), please indicate as such;
- (b) your full name; and
- (c) your mailing address.

#### **6. ACTION TO BE TAKEN BY SHAREHOLDERS**

##### **6.1 Register in Person to Attend the AGM**

Shareholders (including CPF and SRS investors) and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM 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 AGM if the attendee's identity cannot be verified accurately. Shareholders are advised not to attend the AGM if they are feeling unwell.

Shareholders holding Shares through Relevant Intermediaries (other than CPF or SRS investors) who wish to participate in the AGM in person should approach his or her Relevant Intermediary by **10.30 a.m. on 17 April 2026** to make the necessary arrangements.

## 6.2 Submission of Questions

Shareholders (including CPF and SRS investors) may submit questions related to the resolutions to be tabled for approval at the AGM, including Ordinary Resolution 7, to the Chairman of the Meeting, in advance of the AGM. To do so, their questions must be submitted in the following manner by **10.30 a.m. on 13 April 2026**:

(a) via email to [ir@stc.com.sg](mailto:ir@stc.com.sg); or

(b) via post to:

The Straits Trading Company Limited  
1 Wallich Street #15-01, Guoco Tower  
Singapore 078881

When submitting questions via email or by post, Shareholders should provide the Company with the following details to enable the Company to verify their status as Shareholders: (i) status: individual shareholder or corporate representative; (ii) full name/full company name (as per CDP/CPF/SRS/Scrip-based records); (iii) NRIC/FIN/Passport No./UEN; and (iv) electronic mail address; and (v) contact number (optional).

The Company will address substantial and relevant questions related to the resolutions to be tabled at the AGM for approval, including Ordinary Resolution 7, 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/sgx\\_announcements.html](https://straitstrading.listedcompany.com/sgx_announcements.html) **after the close of market on 22 April 2026**.

Shareholders (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 AGM, at the AGM itself.

Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after **10.30 a.m. on 13 April 2026** which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, will be addressed at the AGM itself.

Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at [https://straitstrading.listedcompany.com/sgx\\_announcements.html](https://straitstrading.listedcompany.com/sgx_announcements.html) within one month after the date of AGM.

## 6.3 Voting at the AGM

Shareholders (including CPF and SRS investors) can vote at the AGM themselves or through duly appointed proxy(ies). A Shareholder who wishes to appoint a proxy(ies) must submit an instrument appointing the proxy(ies) in accordance with the instructions on the Proxy Form.

Upon registration at the AGM venue, Shareholders (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.

If a Shareholder 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, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07, International Plaza, Singapore 079903; or
- (b) if submitted electronically, it should be submitted via email to the Company's Polling Agent at [stc-agm@complete-corp.com](mailto:stc-agm@complete-corp.com),

in either case by **10.30 a.m. on 25 April 2026**, being not less than 72 hours before the time appointed for the holding of the AGM.

A Shareholder 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 Shareholder who wishes to appoint a proxy(ies) for the AGM should refer to the instructions on the Proxy Form for more details.

Completion and submission of the instrument appointing a proxy(ies) by a Shareholder will not prevent him/her from attending, speaking and voting at the AGM if he or she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the Shareholder attends the AGM 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 AGM.

CPF and SRS investors:

- (a) may vote at the AGM 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 AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10.30 a.m. on 17 April 2026**.

#### **6.4 When Depositor regarded as Shareholder**

A depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless he is shown to have Shares entered against his name on the Depository Register at least 72 hours before the time appointed for holding the AGM, as certified by CDP to the Company.

#### **7. INSPECTION OF DOCUMENTS**

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the AGM:

- (a) the Annual Report; and
- (b) the Constitution.

## 8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully,  
For and on behalf of the Board of Directors of  
**THE STRAITS TRADING COMPANY LIMITED**

Chew Gek Khim  
Executive Chairman