



**(FORMERLY KNOWN AS STRAITS INTER LOGISTICS BERHAD)**

Registration No.: 199601040053 (412406-T)

(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of Straits Energy Resources Berhad (formerly known as Straits Inter Logistics Berhad) ("**Straits**" or the "**Company**") which will be conducted on a fully virtual basis through live streaming and online meeting platform at TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") in Malaysia via Remote Participation and Electronic Voting ("**RPV**") facilities at <https://tiih.online> on Wednesday, 19 January 2022 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### **ORDINARY RESOLUTION 1**

**PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF STRAITS (EXCLUDING TREASURY SHARES) TO THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER ("PROPOSED PRIVATE PLACEMENT")**

**"THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to allot and issue up to 186,811,479 ordinary shares in Straits ("**Straits Share(s)**") ("**Placement Share(s)**"), representing up to 20% of the issued shares of Straits.

**THAT** approval be and is hereby given to the Board to determine the issue price for the Placement Shares at a later date based on not more than 10% discount to the five-day volume weighted average market price ("**VWAP**") of the Straits Shares immediately preceding the price-fixing date.

**THAT** the Placement Shares will, upon allotment and issuance, rank equally and carry the same rights with the current existing Straits Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

**THAT** the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 31 December 2021 ("**Circular**"), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deems fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities and the requirements under law and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") ("**Bursa Securities**").

**THAT** the Placement Shares shall be listed on the ACE Market of Bursa Securities.

**THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement.

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

## **ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION OF 270,000 ORDINARY SHARES IN SINAR MAJU LOGISTIK SDN BHD ("SINAR MAJU") ("SALE SHARE(S")), REPRESENTING 90% EQUITY INTEREST IN SINAR MAJU, FROM TAN SRI MOHD BAKRI BIN MOHD ZININ ("TAN SRI MOHD BAKRI" OR THE "VENDOR") FOR A PURCHASE CONSIDERATION OF RM16,380,000 ("PURCHASE CONSIDERATION") TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED ACQUISITION")**

"**THAT**, subject to the approvals of all relevant authorities and/ or parties being obtained and the fulfilment of all conditions precedent set out in the conditional share sale agreement dated 25 October 2021 ("**SSA**") entered into between Straits and Tan Sri Mohd Bakri Bin Mohd Zinin, approval be and is hereby given for Straits to acquire 90% equity interest in Sinar Maju for the purchase consideration of RM16,380,000 to be satisfied entirely by cash, in accordance with the terms and conditions of the SSA;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

## **ORDINARY RESOLUTION 3**

**PROPOSED GRANTING BY THE VENDOR TO STRAITS OF A CALL OPTION ("CALL OPTION") FOR STRAITS TO ACQUIRE ALL THE REMAINING ORDINARY SHARES IN SINAR MAJU ("SINAR MAJU SHARE(S)") TO BE HELD BY THE VENDOR AFTER THE COMPLETION OF THE PROPOSED ACQUISITION ("CALL OPTIONS SHARE(S")), REPRESENTING THE REMAINING 10% EQUITY INTEREST IN SINAR MAJU, FOR A PURCHASE CONSIDERATION OF RM1,820,000 ("CALL OPTION PRICE") TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED CALL OPTION")**

"**THAT**, subject to and conditional upon the passing of the Ordinary Resolution 2 and the approvals of all relevant authorities and/ or parties being obtained, approval be and is hereby given for Straits to exercise the Call Option and acquire the Call Option Shares from Tan Sri Mohd Bakri Bin Mohd Zinin in a single transaction, for the purchase consideration of RM1,820,000 to be satisfied entirely via cash pursuant to the terms and conditions of the SSA;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Call Option and for the exercise and completion of the Call Option with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Call Option."

**By Order of the Board**

**WAN HASLINDA BINTI WAN YUSOFF (MAICSA 7055478)  
SSM PC No. 202008002798**

**SANGAR NALLAPPAN (MACS 01413)  
SSM PC No. 202008002985  
Company Secretaries**

Port Klang  
31 December 2021

**Notes:-**

1. Only depositors whose names appear in the Record of Depositors as at 10 January 2022 shall be regarded as members and be entitled to attend, participate, speak and vote at the EGM.
2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. Any alterations in the Proxy Form must be initialed by the member.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrar office at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or you have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiah.online> or email to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com) not less than 48 hours before the time holding the EGM or at any adjournment thereof. Please refer to the procedures as set out in the Administrative Guide for the electronic lodgement of Proxy Form.
8. Pursuant to Paragraph 8.31A (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote by poll. For this purpose, the Company has appointed Tricor as poll administrator to conduct the poll voting electronically and Asia Securities Sdn Bhd as the scrutineers to verify the poll results.
9. A Shareholder who has appointed a proxy or attorney or authorised representative to attend, participate and vote at this EGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Guide to Shareholders.