

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused this Circular in respect of the Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature ("Proposals") on a limited review basis pursuant to the provisions of Guidance Note 22 of Bursa Securities ACE Market Listing Requirements before its issuance.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Shareholders should rely on their own evaluation to assess the merits and risks of the Proposals as set out herein.



STRAITS INTER LOGISTICS BERHAD
(Company No: 199601040053 / 412406-T)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

This document gives notice of an additional resolution under Special Business at the Twenty-Third (23rd) Annual General Meeting ("AGM") of the Company which will be conducted through live streaming from the Broadcast Venue at Tricor Boardroom, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on **Monday, 22 June 2020 at 10.30 a.m.**

This notice of additional resolution is supplementary to the Notice of 23rd AGM dated 21 May 2020, which was announced recently. Shareholders will find enclosed an additional Proxy Form for the said AGM.

Please note that your proxy will be authorized to vote on this Resolution even if the attached Proxy Form is not deposited at the office of the Share Registrar of the Company i.e 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 the Customer Service Centre at Unit G-3, Ground Floor, Vertical podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or lodge electronically via TIIH Online at <https://tiih.online> or email to is.enquiry@my.tricorglobal.com not less than 48 hours before the time holding the AGM.

Your proxy is deemed to have discretionary vote even if the attached Proxy Form is not deposited or submitted electronically.

Last date and time for lodging the Proxy Form : Saturday, 20 June 2020 at 10.30 a.m.

Date and time of the AGM : Monday, 22 June 2020 at 10.30 a.m.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular and the accompanying appendix:

“Act”	:	Companies Act, 2016, as amended from time to time and any re-enactment thereof
“ACE Market”	:	ACE Market of Bursa Securities
“AGM”	:	Annual General Meeting
“Black Hummer”	:	Black Hummer Security Sdn Bhd
“Board”	:	Board of Directors of the Company
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd
“Bursa Securities” or “Exchange”	:	Bursa Malaysia Securities Berhad
“Circular”	:	This Circular to Shareholders of Straits dated 9 June 2020 in relation to the Proposed New Shareholders’ Mandate
“CMSA”	:	Capital Markets and Services Act, 2007, as amended from time to time and any re-enactment thereof
“Director”	:	Director has the meaning given in section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon – (i) a director of the listed corporation, its subsidiary or holding company; or (ii) a chief executive of the listed corporation, its subsidiary or holding company
“Fajar Maritime”	:	Fajar Maritime and Logistics Sdn Bhd
“FYE”	:	Financial year ended / ending
“Listing Requirements”	:	ACE Market Listing Requirements of Bursa Securities, including any Guidance Note(s) issued in relation thereto
“LPD”	:	12 May 2020, being the latest practicable date of this Circular
“Major Shareholder”	:	Any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed corporation as defined under Rule 1.01 or any other corporation which is its subsidiary or holding company
“Market Day”	:	A day on which Bursa Securities is open for trading in securities

- “Person Connected” : In relation to any person (referred to as “said Person”) means such person who falls under any one (1) of the following categories:
- (i) a family member of the said Person. Family in relation to a person means such person who falls within any one of the following categories:
 - a) spouse;
 - b) parent;
 - c) child including an adopted child and step-child;
 - d) brother or sister; and
 - e) spouse of the person referred to in subparagraphs (c) and (d) above.
 - (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;
 - (iii) a partner of the said Person. Partner in relation to the said Person, means such person who fall within any one of the following categories:
 - (a) a person with whom the said Person, is in or proposes to enter into partnership with.
“Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
 - (b) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.
 - (iv) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (v) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (vi) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (vii) a body corporate which is a related corporation of the said Person;

DEFINITIONS (CONT'D)

“Record of Depositors”	:	A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
“Recurrent Related Party Transaction(s)” or “RRPT”	:	Related Party Transaction(s) involving recurrent transactions of a revenue or trading nature that are necessary for the day-to-day operations and are in the ordinary course of business of the Group
“Related Party(ies)”	:	A Director, Major Shareholder or Person Connected to such Director or Major Shareholder
“Related Party Transaction(s)”	:	Transaction(s) entered into by Straits Group which involve(s) the interest, direct or indirect, of the Related Party(ies)
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Rules of Bursa Depository”	:	Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991
“Sinar Maju”	:	Sinar Maju Logistik Sdn Bhd
“Straits” or “Company”	:	Straits Inter Logistics Berhad
“Straits Group” or “Group”	:	The Company and its subsidiaries
“Straits Share(s)” or “Share(s)”	:	Ordinary shares in the Company
“Substantial Shareholder”	:	A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company.
“SMF”	:	Straits Marine Fuels & Energy Sdn Bhd
“SMF Group”	:	SMF and its Subsidiaries
“SMS”	:	Straits Marine Services Pte Ltd
“TMD”	:	Tumpuan Megah Development Sdn Bhd
“TMD Group”	:	TMD and its Subsidiaries
“TMD Subsidiaries”	:	Cavalla Asia Ltd, Dolphin Asia Ltd, Escolar Asia Ltd, Phoenix Asia Ltd (formerly known as Omura Asia Ltd), Oscar Asia Ltd, S3 Asia Ltd and Beluga Asia Ltd
“USD” or “US cents”	:	United States Dollar and cents respectively

DEFINITIONS (CONT'D)

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any references to “the Company” and “Straits” in this Circular are made to Straits, and all references to “the Group” and “Straits Group” are made to the Company and its subsidiary companies. All references to “we”, “us” and “our” are made to the Company, save and where the context otherwise requires, shall include its subsidiaries.

All references to “you” in this Circular are to the shareholders of Straits.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, the actual figures and the totals thereof are due to rounding.

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APPENDIX 1**NOTICE OF ADDITIONAL RESOLUTION UNDER SPECIAL BUSINESS AT THE 23RD AGM****ENCLOSED PROXY FORM FOR ADDITIONAL RESOLUTION****[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

STRAITS INTER LOGISTICS BERHAD
(Company No: 199601040053 / 412406-T)
(Incorporated in Malaysia)

Registered Office:
No. 149A, 149B, 151B
Persiaran Raja Muda Musa
42000 Port Klang
Selangor Darul Ehsan

9 June 2020

Board of Directors:

1. YAM Dato' Seri Tengku Baharuddin Ibni Sultan Mahmud
(Non-Independent & Non-Executive Chairman)
2. Dato' Sri Ho Kam Choy (Group Managing Director)
3. Tan Sri Mohd Bakri Bin Mohd Zinin (Non-Independent & Non-Executive Director)
4. Captain Tony Tan Han (Chen Han) (Executive Director)
5. Ho Fook Meng (Independent & Non-Executive Director)
6. Leong Fook Heng (Independent & Non-Executive Director)
7. Harison Binti Yusoff (Non-Independent & Non-Executive Director)
8. Ho Hung Ming (Alternate Director to Tan Sri Mohd Bakri Bin Mohd Zinin)

To: Our Shareholders

Dear Sir/Madam,

STRAITS INTER LOGISTICS BERHAD

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

1. INTRODUCTION

On 5 June 2020, the Board of Straits announced that the Company proposes to seek the approval from its shareholders for a Proposed New Shareholders' Mandate in relation to recurrent related party transaction of a revenue or trading nature ("Proposed New Shareholders' Mandate") with the Related Party(ies) in the ordinary course of business which are necessary for the Group's day-to-day operations.

The purpose of this Circular is to provide you with the relevant information on the Proposed New Shareholders' Mandate as well as to seek your approval for the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming AGM.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE COMPANY'S FORTHCOMING AGM ON 22 JUNE 2020.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

- (i) Pursuant to Paragraph 10.09(2) of Chapter 10 of the Listing Requirement, a listed issuer may seek shareholders' mandate in respect of RRPT subject to the following:
 - (a) the transactions are in the ordinary course of business and are on the terms not more favourable to the related party than those generally available to the public;
 - (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital of more than RM60 million:-
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
 - (ii) any one of the percentage ratios of such RRPT is 1% or more,whichever is the higher;
 - (c) the listed issuer to issue circular to shareholders in relation to the shareholders' mandate and it must include information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting to Bursa Securities;
 - (d) in a meeting to obtain Shareholders' Mandate, an interested Related Party must not vote on the resolution in approving the transactions and must ensure that Person Connected with them abstain from voting on the resolution to approve the RRPT; and
 - (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by ten percent (10%) or more and it must include the information as may be prescribed by Bursa Securities in its announcement
- (ii) Transactions entered into between a listed issuer (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiary are excluded from the requirements of Part E of Chapter 10 of the Listing Requirement.

Where the Company has procured its Shareholders' Mandate pursuant to the Listing Requirement, the provisions of Rule 10.08, Part E of Chapter 10 of the Listing Requirements shall not apply to the RRPT which are comprised in the Shareholders' Mandate during the period of validity of the Shareholders' Mandate.

2.2 Validity of the Proposed New Shareholders' Mandate

It is envisaged that in the normal course of the Group's operations, transactions of revenue or trading nature between companies in the Straits Group and the Related Parties are likely to occur, and which are necessary for its day-to-day operations. In this respect, the Company is seeking approval from the shareholders for the Proposed New Shareholders' Mandate which will allow the Group, in their ordinary course of business, to enter into the category of Recurrent Related Party Transactions disclosed in Section 3 of this Circular with the Related Parties, provided such transactions are made at arms' length, on the Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Proposed New Shareholders' Mandate, if approved by our shareholders at the forthcoming AGM, shall take effect from the date of passing of the resolution proposed at the forthcoming AGM and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the mandate will lapse, unless the mandate is renewed by a resolution passed at that meeting;
 - (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier.

2.3 Disclosure in annual report

Disclosure will be made in the Company's annual report in accordance with Paragraph 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires a breakdown of the aggregate value of the Recurrent Related Party Transactions made during the financial year pursuant to the Proposed New Shareholders' Mandate based on the following information:

- (a) type of Recurrent Related Party Transactions made; and
- (b) names of the Related Parties involved in each type of the Recurrent Related Party Transaction made and their relationship with the Company.

2.4 Classes of Related Parties

The Proposed New Shareholders' Mandate will apply to the following classes of Related Parties:

- (a) Directors;
- (b) Major Shareholders; and
- (c) Persons Connected with the Directors and/or Major Shareholders.

2.5 Straits Group

The Group is principally engaged in oil trading and oil bunkering services and land transportation and logistics services.

The Group will obtain Shareholder's approval to further expand its existing business to include Port Management and Related Business Activities in the forthcoming 23rd AGM to be held on 22 June 2020.

The Company is principally engaged in investment holding activities and the provision of management services and the principal activities of the Subsidiaries/Associates are as follows:-

Companies	% held	Principal activities
<u>Subsidiaries</u>		
Quest Technology Sdn Bhd	100.0	Provision of oil trading.
Raya Consumable Sdn Bhd	100.0	Provision of oil trading.
Quest System & Engineering Sdn Bhd	100.0	The Company is dormant
Quest Equipment & Services Sdn Bhd	100.0	The Company is dormant
Selatan Bunker (M) Sdn Bhd	51.0	Provision of oil trading and bunkering services for marine fuel and petroleum based products.
Pan Management Services Ltd (formerly known as Pan Logistics Ltd) (incorporated in Labuan)	100.0	Provision of management services
TMD Straits Ltd (incorporated in Labuan)	100.0	Provision of vessel chartering services.
TMD Sturgeon Ltd (incorporated in Labuan)	100.0	Provision of vessel chartering services.
Straits Alliance Transport Sdn Bhd ("SAT")	70.0	Land transportation and logistics business.
Straits Alliance Tech Sdn Bhd (formerly known as Envair Energy Sdn Bhd)	100.0 owned by SAT	Sales of trucks and automotive spare parts and servicing of trucks
Straits Port Management Sdn Bhd ("SPM")	100.0	Investment Holding

Companies	% held	Principal activities
Subsidiaries		
Megah Port Management Sdn Bhd (“MPM”)	51.0 owned by SPM	Port operation and management
Straits Marine Services Pte Ltd (“SMS”) (incorporated in Singapore)	51.0	Providing Ship Management services.
SMF	67.0	Providing bunkering services for marine fuel, marine gas oil and lubricants etc, traders and suppliers of oil related products.
SMF Begonia Ltd (incorporated in Labuan)	100.0 owned by SMF	General trading, investment holding activities and all kind of commercial trading.
SMF Ixora Ltd (incorporated in Labuan)	100.0 owned by SMF	General trading, investment holding activities and all kind of commercial trading.
SMF Omura Ltd (incorporated in Labuan)	100.0 owned by SMF	Investment holding.
TMD	55.0	Principally engaged in the oil bunkering services which include ship-to-ship bunkering
Cavalla Asia Ltd (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.
Dolphin Asia Ltd (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.
Escolar Asia Ltd (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.
Phoenix Asia Ltd (formerly known as Omura Asia Ltd) (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.
Oscar Asia Ltd (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.
S3 Asia Ltd (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.
Beluga Asia Ltd (incorporated in Labuan)	100.0 owned by TMD	Offshore trading & investment holding.

Companies	% held	Principal activities
<u>Associate Companies</u>		
Fajar Maritime	49.0	The Company is dormant
Banle Energy International Limited ("Banle") <i>(incorporated in Hong Kong)</i>	38.0	Trading of Bunker oil and provision of marketing services.
Reliance (China) Limited <i>(incorporated in Hong Kong)</i>	100.0 owned by Banle	Providing management services.

It is anticipated that Straits Group would in the normal course of business will enter into transactions with the Related Parties, details of which are set out in Section 3 of this Circular.

It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek the Shareholders' approval for the Proposed New Shareholders' Mandate for the Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 of this Circular, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

Such mandate will enable the Group to enter into RRPTs without necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its Shareholders. The RRPT will also be subject to the review procedures set out in Section 4 of this Circular.

3. DETAILS OF THE NEW RRPT AND THE RELATED PARTIES

The Proposed New Shareholders' Mandate shall include the following new RRPTs to be undertaken by the Straits Group together with the transaction values indicated as follows:

No	Transaction		Transacting Parties		Interested Directors, Major Shareholders and Persons Connected to Directors and Major Shareholder	Estimated value from forthcoming AGM (22 June 2020) to the next AGM (RM)
			Provider	Recipient		
1.	Provision of management services which include providing finance & accounting support, human resource, internal audit and corporate finance support	a)	Straits	SMS	<ul style="list-style-type: none"> Capt Tony Tan Han (Chen Han) is a Director in SMS and an Indirect Major Shareholder of SMS. He is also a Substantial Shareholder and Director of Straits. Ho Hung Ming is a Director of SMS. Dato' Sri Ho Kam Choy is the father of Ho Hung Ming and he is a Director and Major Shareholder of Straits. 	190,000
		b)	Straits	MPM	<ul style="list-style-type: none"> YAM Dato' Seri Tengku Baharuddin Ibni Sultan Mahmud, Tan Sri Mohd Bakri Bin Mohd Zinin and Dato' Sri Ho Kam Choy are directors of Straits and MPM. Dato' Sri Ho Kam Choy is also a Major Shareholder of Straits. 	450,000

No	Transaction		Transacting Parties		Interested Directors, Major Shareholders and Persons Connected to Directors and Major Shareholder	Estimated value from forthcoming AGM (22 June 2020) to the next AGM (RM)
			Provider	Recipient		
	cont.../ Provision of management services which include providing finance & accounting support, human resource, internal audit and corporate finance support	c)	Straits	Fajar Maritime	<ul style="list-style-type: none"> Puan Harison Binti Yusoff is a Major Shareholder in Fajar Maritime and also a Director in Fajar Maritime and Straits. 	320,000
		d)	Pan Management Services Ltd	Beluga Asia Ltd	<ul style="list-style-type: none"> Ho Hung Ming is a Director in Pan Management Services Ltd, Beluga Asia Ltd and SMF Omura Ltd 	80,000
		e)	Pan Management Services Ltd	SMF Omura Ltd		80,000
		f)	SMF Begonia Ltd	TMD	<ul style="list-style-type: none"> SMF Begonia Ltd, SMF Ixora Ltd and SMF Omura Ltd are Subsidiaries of SMF. Ho Hung Ming is a Director in SMF Begonia Ltd, SMF Ixora Ltd and SMF Omura Ltd. He is also a director in TMD. Dato' Sri Ho Kam Choy, a Major Shareholder and Director of Straits and also a Director in TMD is Ho Hung Ming's father. Raja Ismail Bin Raja Mohamed is a Major Shareholder of Straits and also a Shareholder in SMF. 	6,340,000
		g)	SMF Ixora Ltd	TMD		4,760,000
		h)	SMF Omura Ltd	TMD		6,340,000
						Sub Total

No	Transaction		Transacting Parties		Interested Directors, Major Shareholders and Persons Connected to Directors and Major Shareholder	Estimated value from forthcoming AGM (22 June 2020) to the next AGM (RM)
			Provider	Recipient		
2.	Provision of Bareboat Chartering of Vessels	a)	SMF Begonia Ltd	TMD	<ul style="list-style-type: none"> SMF Begonia Ltd, SMF Ixora Ltd and SMF Omura Ltd are Subsidiaries of SMF. Ho Hung Ming is a Director in SMF Begonia Ltd, SMF Ixora Ltd and SMF Omura Ltd. He is also a director in TMD. Dato' Sri Ho Kam Choy, a Major Shareholder and Director of Straits and also a Director in TMD is Ho Hung Ming's father. Raja Ismail Bin Raja Mohamed is a Major Shareholder of Straits and also a Shareholder in SMF. 	4,670,000
		b)	SMF Ixora Ltd	TMD		5,150,000
		c)	SMF Omura Ltd	TMD		4,260,000
		Sub Total				
3.	Ship & Marine Management and Handling Services which includes:- (i) Scheduling vessel for their dry-docking, repair & maintenance work. (ii) Application, monitoring and renewal of vessel permit and licenses.	a)	SMS	Beluga Asia Ltd	<ul style="list-style-type: none"> Ho Hung Ming is a Director in Beluga Asia Ltd and SMF Omura Ltd. He is also a director in SMS. Capt Tony Tan Han (Chen Han) is a Director in SMS and an Indirect Major Shareholder of SMS. He is also a Substantial Shareholder and Director of Straits. 	3,000,000
		b)	SMS	SMF Omura Ltd		2,000,000

No	Transaction	Transacting Parties		Interested Directors, Major Shareholders and Persons Connected to Directors and Major Shareholder	Estimated value from forthcoming AGM (22 June 2020) to the next AGM (RM)
		Provider	Recipient		
	(iii) Recruitment and managing crew on board (iv) Sourcing for vessel parts and equipment - Such as generator, main engine parts, turbo paint, lub oil, Turbocharger, Generator Parts, Pumps (e.g Cargo Pump , Seawater Pump , GS Pump , Lub Oil Pump, Ballast pump, bildge pump, cooling water pump), Steeting gear system, boiler, Navigation Equipment, Bunkering equipment , Fire fighting Appliances, Oil discharge monitoring equipment, sewage treatment plants, Oily water separator, ventilation system, Mooring equipment, Hydraulic power system etc			<ul style="list-style-type: none"> SMF Omura Ltd and Beluga Asia Ltd are indirect Subsidiaries of Straits 	
				Sub Total	5,000,000

No	Transaction		Transacting Parties		Interested Directors, Major Shareholders and Persons Connected to Directors and Major Shareholder	Estimated value from forthcoming AGM (22 June 2020) to the next AGM (RM)
			Provider	Recipient		
4.	Provision of shipping agency services:- (i) Acting as agent to facilitate dealings between TMD/SMF & Port Authorities (e.g. payment of port charges etc.) (ii) Provision of ship supplies -Water supply Launch Boat services:- <ul style="list-style-type: none"> • Ferry crews & consumables from inland ports to offshore vessels & vice versa - Crew consumables and food 	a)	Sinar Maju	TMD	<ul style="list-style-type: none"> • Tan Sri Mohd Bakri Bin Mohd Zinin is a sole Director and Shareholder of Sinar Maju and also a Director in TMD. 	10,400,000
		b)	Sinar Maju	SMF	<ul style="list-style-type: none"> • Tan Sri Mohd Bakri Bin Mohd Zinin is a sole Director and Shareholder of Sinar Maju and also a Director in SMF. 	5,610,000
					Sub Total	16,010,000

No	Transaction		Transacting Parties		Interested Directors, Major Shareholders and Persons Connected to Directors and Major Shareholder	Estimated value from forthcoming AGM (22 June 2020) to the next AGM (RM)
			Provider	Recipient		
5.	Provision of Security Services which includes body guards services to Directors	a)	Black Hummer	TMD	<ul style="list-style-type: none"> Tan Sri Mohd Bakri Bin Mohd Zinin is a Director and a Major Shareholder of Black Hummer Security Sdn Bhd. He is also a Director in TMD. 	120,000
			Sub Total			120,000
6.	Supply of Tanker	a)	Kee Fatt Motor Works Distributor Sdn Bhd	SAT	<ul style="list-style-type: none"> Chai Yiing Jen is a Director and Major Shareholder in SAT Persons Connected <p>Kee Fatt Motor Works Distributor Sdn Bhd is 51% owned by Chai Yiing Jen and his father</p>	2,200,000
			Sub Total			2,200,000
			TOTAL			55,970,000

NOTE:

1. The estimated value for the proposed transactions stated on item 3 above may vary and subject to change.
2. The frequency of payment for the proposed transactions to be incurred stated on item 3 above will be made on monthly basis.
3. The Proposed Transactions as detailed in item 3 above will be entered into upon approval by the shareholders at the forthcoming AGM on 22 June 2020.

4. Review procedures in relation to RRPT

4.1 Straits Group has established various procedures to ensure that such RRPT are to be undertaken at an arm's length basis and on the Group's normal commercial terms and consistent with the Group's usual business practices and policies and on transaction price and terms not more favourable to the Related Parties than those generally available to the public and will not be detrimental to the minority shareholders. There are no specific thresholds for approval of RRPT within the Group. All RRPT will be reviewed by the Audit Committee ("AC") and approved by the Board of Directors ("the Board").

Therefore, disclosure and approval procedures with regard to RRPT are as follows:

- (i) a list of the Related Parties will be established and circulated to the heads of each finance division within the Group, who shall monitor and ensure that all RRPT to be entered into by the Group are reported and forwarded to the AC, who then ensures that the RRPT are to be undertaken at an arm's length basis, on the Group's normal commercial terms, on terms which are not more favourable to the Related Parties than those generally available to the public and which are not to be detrimental to the minority shareholders. These include transacting at prevailing market rates/prices of the service provider's usual commercial terms or otherwise in accordance with applicable industry norm. Transactions refers to both sales and purchases or services of the Group;
- (ii) the Group has put in place proper processes or systems to record and report on all RRPT for compilation and reporting to the Audit Committee.
- (iii) proper records are maintained at the Company and each of its subsidiaries to capture all RRPT so that all RRPT entered pursuant to the mandate will be adequately discussed;
- (iv) all RRPT will be reviewed by the AC on a quarterly basis. In its review of such transactions, the AC may, as it deems fit, request for additional information from independent source;
- (v) the internal audit plan shall incorporate a review of Related Party Transactions to ensure that all the relevant approvals for the RRPT have been obtained;
- (vi) the AC shall review, on an annual basis, the internal audit reports pertaining to the RRPT to ascertain that the approved procedures and guidelines to monitor the RRPT have been complied with;
- (vii) the Board and AC shall have overall responsibility for determination of the review procedures and guidelines including addition of new review procedures, where applicable. An annual review of the RRPT procedures and guidelines will be carried out by the AC. If during the annual review, the AC is of the view that the RRPT procedures and guidelines are no longer valid or inadequate to ensure that the RRPT are made on an arm's length basis on the Group's normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public and not to the detrimental of our minority shareholders, the AC shall have the discretion to discharge, vary, modify the existing procedures and guidelines or implement new or additional procedures and guidelines, without management's prior approval, provided that such amended, varied, modified, new or additional procedures and guidelines are no less stringent than the existing ones;

- (viii) at least 2 other contemporaneous transactions with unrelated third parties for similar products/ services and/or quantities will be used as comparison wherever possible to determine whether the price and terms offered to/ by the Related Parties are fair and reasonable and comparable to those offered to/ by other unrelated third parties for the same or substantially similar type of products/ services and/or quantities;
- (ix) in the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the pricing of any RRPT entered into will be determined based on usual business practices and policies of the Group to ensure that the RRPT are not detrimental to the Group;
- (x) in accordance with the Listing Requirements, disclosure in relation to a breakdown of the aggregate value of the RRPT entered into during the financial year based on amongst others, the following information:
 - (a) the type of the RRPT; and
 - (b) the names of the Related Parties involved in each type of RRPT made and their relationship with the Company;

will be made in the Company's annual report for the financial year during which the Shareholders' Mandate are in force;

- (xi) where any Director or AC has an interest (directly or indirectly) in any RRPT, he/she must declare his/her interest in the RRPT and abstain from participation in the decision making of the Board or AC on the said RRPT;
- (xii) pursuant to Rule 10.09 of the Listing Requirements, in a meeting to obtain the Proposed New Shareholders' Mandate, the interested Director, Major Shareholders or Persons Connected with them must not vote on the resolution in respect of the RRPT; and where it involves the interest of an interested person connected with a Director or Major Shareholders, such Director or Major Shareholders must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with them will abstain from voting on the resolution approving the transactions; and
- (xiii) interested Director shall also abstain from deliberating at Board meetings in respect of the RRPT in which they or Persons Connected with them are interested.

4.2 Deviation between Actual Value Transacted and Estimated Value for the General Mandate

There is no deviation between the actual value transacted and the estimated value for the general mandate as this is a new Shareholders' Mandate.

Hence, the information on the actual value transacted of each RRPT, from the date on which the existing mandate was obtained up to the LPD and the estimated value of each RRPT as disclosed in the preceding year's circular to shareholders are not available.

4.3 Amount due and owing to Straits Group by Related Parties

As at the LPD, there is no amount due and owing to the Straits Group by its Related Parties.

4.4 Audit Committee Statement

The Audit Committee has reviewed the procedures of the Proposed New Shareholders' Mandate set out in Section 4 of this Circular and is of the view that the procedures are sufficient to ensure that the RRPT are made on an arms' length basis on the Group's normal commercial terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The AC is of further view that the Straits Group has in place adequate procedures and processes to monitor, track and identify the RRPT in a timely and orderly manner. The AC shall review these procedures and processes on a yearly basis or whenever the need arises.

5 RATIONALE OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate sought are all in the ordinary course of business. It is envisaged that in the ordinary course of business of the Straits Group, the RRPT are likely to occur with some degree of frequency and it may be impractical to seek shareholders' approval on a case to case basis before entering into such RRPT as and when such RRPTs occur. This will reduce administrative time and expenses in convening such meetings without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

The Proposed New Shareholders' Mandate are intended to facilitate transactions in the ordinary course of business of the Group which are transacted from time to time with the Transacting Parties. The respective subsidiaries of the Group would have an advantage of familiarity with the background and management of the Related Parties, thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, close cooperation and a good understanding of each other's business needs provides a platform where decisions can be quickly made and all parties can benefit from conducting the RRPT.

6 EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any effect on the issued share capital, substantial shareholders' shareholdings, net assets and gearing of the Group.

7 APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to the shareholders' approval being obtained at the forthcoming AGM to be held on 22 June 2020.

8 INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

8.1 Save for the following, none of the Directors of the Company and/or persons connected with them have any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

["Interested Directors"]

- (i) Dato' Sri Ho Kam Choy
- (ii) YAM Dato' Seri Tengku Baharuddin Ibni Sultan Mahmud
- (iii) Tan Sri Mohd Bakri Bin Mohd Zinin
- (iv) Capt Tony Tan Han (Chen Han)
- (v) Harison Binti Yusoff
- (vi) Ho Hung Ming (Alternate Director to Tan Sri Mohd Bakri Bin Mohd Zinin)
- (vii) Chai Yiing Jen (Director in Straits Alliance Transport Sdn Bhd, a subsidiary of Straits)

["Interested Major Shareholders"]

- (i) Raja Ismail Bin Raja Mohamed
- (ii) Dato' Sri Ho Kam Choy

["Persons Connected"]

- (i) Kee Fatt Motor Works Distributor Sdn Bhd

The Interested Directors and Interested Major Shareholder will abstain from voting in respect of their direct and indirect shareholdings, if any in the Company at the forthcoming AGM approving the resolution on the Proposed New Shareholders' Mandate. They have also undertaken to ensure that persons connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the said Proposed New Shareholders' Mandate at the forthcoming AGM.

The Interested Directors, have abstained and will continue to abstain from deliberation and voting at the Board Meeting of Straits on the Proposed New Shareholders' Mandate and they will abstain from voting in respect of their direct and indirect shareholdings at the forthcoming AGM approving the resolution on the Proposed New Shareholders' Mandate.

8.2 The interest, direct or indirect, of the Interested Directors and/or Interested Major Shareholders and/or persons connected with them in Straits are as follows:-

No	Name of Interested Directors	Direct		Indirect	
		No of Shares	%	No of Shares	%
1.	YAM Dato' Seri Tengku Baharuddin Ibni Sultan Mahmud	-	-	-	-
2.	*Dato Sri Ho Kam Choy	51,380,900	7.90	* 58,501,800	8.991
3.	Tan Sri Mohd Bakri Bin Mohd Zinin	-	-	-	-
4.	Tony Tan Han (Chen Han)	36,790,438	5.65	-	-
5.	Harison Binti Yusoff	-	-	**12,400	0.002%
6.	Ho Hung Ming (Alternate Director to Tan Sri Mohd Bakri Bin Mohd Zinin)	-	-	-	-

Note:

- * Deemed interest by virtue of his shareholdings in Sturgeon Asia Ltd and through his brothers' direct shareholdings in the Company.
- ** Deemed interest by virtue of her spouse's direct shareholdings in Straits

No	Name of Interested Major Shareholder	Direct		Indirect	
		No of Shares	%	No of Shares	%
1.	Raja Ismail Bin Raja Mohamed	116,458,333	17.90	-	-
2.	Dato Sri Ho Kam Choy	51,380,900	7.90	* 58,501,800	8.991

9 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, with the exception of Interested Directors, who shall abstain from expressing an opinion in relation to the Proposed New Shareholders' Mandate at the forthcoming AGM, after having considered the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the Straits Group. Accordingly, the Board with the exception of the Interested Directors who have abstained from expressing any recommendations in relation to the Proposed New Shareholders' Mandate, recommend that shareholders vote in favour of the resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming AGM.

10 AGM

This notice of additional resolution is supplementary to the Notice of 23rd AGM dated 21 May 2020 which was announced recently. Shareholders will find enclosed an additional Proxy Form for the said AGM.

Please note that your proxy will be authorized to vote on this Resolution even if the attached Proxy Form is not deposited at the office of the Share Registrar of the Company i.e 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 the Customer Service Centre at Unit G-3, Ground Floor, Vertical podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or lodge electronically via TIIH Online at <https://tiih.online> or email to is.enquiry@my.tricorglobal.com not less than 48 hours before the time holding the AGM.

Your proxy is deemed to have discretionary vote even if the attached Proxy Form is not deposited or submitted electronically.

11 FURTHER INFORMATION

You are requested to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board
STRAITS INTER LOGISTICS BERHAD

LEONG FOOK HENG
Chairman, Audit Committee
Independent & Non-Executive Director

FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Directors and they individually and collectively accept full responsibility for the accuracy of the information contained herein and confirm that after having made all reasonable enquiries and to the best of their knowledge and belief, there is no statement or information in this Circular which is false or misleading or any fact, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL LITIGATION / ARBITRATION

As at the LPD, save for the following material litigations, neither the Company nor any of its subsidiaries are engaged in any material litigation, claims, or arbitration, either as plaintiff or defendant, and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business operations of the Group:-

- (i) Arbitration between ING Bank N.V ("**ING**" or "**First Claimant**"), O.W. Bunker Far East (Singapore) Pte Ltd ("**OWBFE**" or "**Second Claimant**"), collectively referred to as the "**Claimants**") and Tumpuan Megah Development Sdn Bhd ("**TMD**" or "**Respondent**")

The Claimants alleged that on 19 December 2013, a series of financing agreements were entered into between O.W. Bunker & Trading A/S ("**OWBAS**"), together with certain subsidiary companies (including OWBFE) and a syndicate of banks and ING (in its capacity as a security agent under a revolving borrowing base facilities agreement). As part of that transaction, ING entered into an English law Omnibus Security Agreement dated 19 December 2013 ("**OSA**") with OWBAS and certain of its subsidiaries (including OWBFE) to assign to ING certain trade and intercompany receivables, insurances and brokerage accounts. The Claimants further alleged that pursuant to the aforesaid, notice of assignment of supply receivables was given to TMD.

The Claimants also alleged that on or about 17 October 2014 and 29 October 2014, TMD and OWBFE entered into contracts both made orally or by yahoo messenger evidenced by a nomination sheet, invoice and sales order confirmation whereby OWBFE agreed in the ordinary course of business to supply and/ or sell to TMD 423.73 MT of gas oil at a price of USD753 per MT for delivery at the port of Pasir Gudang and 794.915 MT of gas oil at a price of USD775.50 per MT for delivery at the port of Kuantan respectively.

The Arbitration commenced on 2 May 2017. The Board of Directors of TMD is of the opinion that TMD has a fair chance of success.

Notwithstanding the ongoing arbitration which commenced on 2 May 2017, the Vendor (Raja Ismail Bin Raja Mohamed) via an irrevocable Personal Guarantee dated 30 April 2020 had undertaken to indemnify the Company against the liabilities of TMD arising from the arbitration and shall promptly pay such liabilities upon receipt of a payment demand from the Company.

3. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business), that have been entered into by the Group within the past two (2) years immediately preceding the LPD of this Circular:-

- (i) Share sale and purchase agreement dated 7 June 2018 between Raja Ismail bin Raja Mohamed as vendor and the Company as purchaser to acquire 55.0% equity interest in TMD at a purchase consideration of RM35,750,000 which was satisfied via a combination of cash payment of RM7,800,000 and the issuance of 116,458,333 new Straits Shares to the vendor at the issue price of RM0.24 per Share, subject to the terms and conditions therein contained ("**SSA-TMD**"). The acquisition was completed on 28 September 2018;
- (ii) Subscription agreement dated 7 June 2018 between Captain Tony Tan Han (Chen Han) as the subscriber and the Company for the issue of 36,790,438 new Straits Shares for a subscription price of RM0.24 per Share which amounting to RM8,829,705.12 subject to the terms and conditions therein contained. The private placement was completed on 25 September 2018;
- (iii) The conditional share sale and purchase agreement dated 9 November 2018 entered into between the CBL (Asia) Limited and the Company for the acquisition of 1,444,000 ordinary shares in Banle, representing 38.0% equity interest in Banle for a purchase consideration of RM 14,997,840 to be fully satisfied via issuance and allotment of 63,820,595 new Straits Shares at an issue price of RM 0.235 per Share. The acquisition was completed on 22 February 2019;
- (iv) Shareholders Agreement dated 9 November 2018, entered into with CBL (Asia) Limited, Chia Teck Lim and Lu Xiaoling and Banle in conjunction with the acquisition of Banle;
- (v) Subscription Agreement dated 31 January 2020 entered into between Straits Port Management Sdn Bhd ("SPM"), a wholly-owned subsidiary of Straits, Megah Port Management Sdn Bhd ("MPM") and LPM Holdings Sdn. Bhd ("LPM") for subscription of up to 5,100,000 ordinary shares at RM 1.00 each for cash consideration in MPM to jointly undertake Port Management Services;
- (vi) Shareholders Agreement dated 25 February 2020 between SPM, LPM and MPM to regulate the relationship among the shareholders of MPM.
- (vii) Operation and Facility Management Agreement dated 3 March 2020 entered into between Straits and Labuan Port Authority pertaining to the Port Management Services in Labuan Port.

- (viii) The land lease agreement (“LLA”) dated 10 March 2020 entered into between Straits and Labuan Port Authority, whereby Labuan Port Authority has sub-leased and Straits has accepted the sub-lease of the land held under Lot 7079 Bandar Labuan, Wilayah Persekutuan Labuan measuring approximately 20.04 hectares (or approximately 49.52 acres) for a period of 6 years commencing from 1 April 2020 and expiring on 31 March 2026 at a monthly rent of RM100,000.00 and subject to the terms and conditions of the LLA.
- (ix) A novation agreement dated 10 March 2020 entered into between Straits with Megah Port Management Sdn Bhd (“MPMSB”) and Labuan Port Authority (“LPA”) , whereby, with the consent and agreement of LPA, Straits has novated its rights, title, benefits, interests, covenants, undertakings, duties, liabilities and obligations under the Principal Agreements to MPMSB, subject to the terms and conditions of the Novation Agreement.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at No.149A, 149B, 151B, Persiaran Raja Muda Musa, 42000 Port Klang, Selangor, during normal business hours (except public holidays) from the date of this Circular up to the date of the AGM:-

- i) The Constitution.
- ii) Audited consolidated financial statements for the past two (2) financial years ended 31 December 2018 and 2019.
- iii) the material contracts referred to in paragraph 3 above;
- iv) the relevant cause papers in respect of material litigation referred to in paragraph 2 above.

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STRAITS INTER LOGISTICS BERHAD

(Company No: 199601040053 / 412406-T)

(Incorporated in Malaysia)

NOTICE OF ADDITIONAL RESOLUTION UNDER SPECIAL BUSINESS AT THE TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Board shall table the following additional resolution under Special Business at the Twenty-Third (23rd) Annual General Meeting (“AGM”) of the Company which will be conducted through live streaming from the Broadcast Venue at Tricor Boardroom, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur on **Monday, 22 June 2020 at 10.30 a.m.**, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions set out below:-

SPECIAL BUSINESS**ORDINARY RESOLUTION 11****PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“THAT subject to the provision of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and / or its Subsidiary Companies to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 9 June 2020 provided that such transactions and/or arrangement are:

- (i) necessary for the day-to-day operations;
- (ii) are undertaken in the ordinary course of business at arms-length basis on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iii) are not detrimental to the minority shareholders of the Company.

AND THAT such approval, shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting.

whichever is earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate."

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

Dated : 9 June 2020

Notes:-

1. IMPORTANT NOTICE

As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Twenty-Third (23rd) AGM will be conducted through live streaming and online remote voting using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 23rd AGM using the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tjih.online>.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Since the 23rd AGM will be conducted via RPV, Shareholders are **STRONGLY DISCOURAGED** to attend the 23rd AGM in person at the Broadcast Venue on the day of the meeting as the Company shall strictly comply and implement all the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.

Please read these Notes carefully and follow the procedures in the Information Guide to Shareholders on 23rd AGM in order to participate remotely via RPV.

2. For the purpose of determining a member who shall be entitled to participate in the 23rd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Section 34(1) of the SICDA to issue a General Meeting Record of Depositors. Only a depositor whose name appears on the **Record of Depositors as at 15 June 2020** shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV, is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorized representative to participate in his/her place. A proxy may but need not be a member of the Company. A member may appoint more than one (1) proxy to participate instead of the member at the general meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy.
4. Where a Member is an Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds to which shares in the Company standing to the credit of the said account.
5. Where a Member of the Company is an Exempt Authorised Nominee which holds Deposited Securities in the Company for multiple beneficial owners in one (1) 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.
6. 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 23rd AGM will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling/e-polling process and verify the results of the poll respectively.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal, or under the hand of two (2) authorised officers, one of whom shall be a director or of its attorney duly authorised in writing. The Directors may but shall not be bound to require evidence of the of any such attorney or officer.
8. A Shareholder who has appointed a proxy or attorney or authorised representative to attend, participate and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

Please follow the Procedures for RPV in the Information Guide to Shareholders.

9. Shareholders who appoint proxies or attorney or authorised representative to participate in the 23rd AGM via remote participation and voting facilities ("**RPV**") must ensure that the duly executed proxy forms are deposited at the office of the Share Registrar of the Company 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 the Customer Service Centre at Unit G-3, Ground Floor, Vertical podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, you have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> or email to is.enquiry@my.tricorglobal.com **not less than 48 hours before the time holding the AGM.**

Please refer to Information Guide to Shareholders for submission of electronic Proxy Form.

10. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/ or processed in connection with the foregoing
11. Further information on the Proposed New Shareholders' Mandate on Recurrent Related Party Transaction is set out in the Circular to Shareholders dated 9 June 2020.

STRAITS INTER LOGISTICS BERHAD
Company No. 199601040053 (412406-T)

CDS Account No	
Number of Ordinary Share(s) held	

PROXY FORM FOR ADDITIONAL RESOLUTION

I / We

(FULL NAME OF SHAREHOLDER AS PER NRIC / CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

NRIC No. / Company No. _____ of _____

(FULL ADDRESS)

being a member of STRAITS INTER LOGISTICS BERHAD hereby appoint :

FIRST PROXY

Full Name of Proxy in capital letters		Proportion of Shareholdings	
		Number of Shares	Percentage
NRIC No/Passport No			

and,

SECOND PROXY

Full Name of Proxy in capital letters		Proportion of Shareholdings	
		Number of Shares	Percentage
NRIC No/Passport No			

or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Twenty-Third (23rd) Annual General Meeting ("AGM") of the Company which will be conducted through live streaming from the Broadcast Venue at Tricor Boardroom, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur on **Monday, 22 June 2020 at 10.30 a.m.**, or at any adjournment thereof, on the following resolution referred to in the Notice of Additional Resolution under Special Business at the 23rd AGM.

My/our proxy is to vote as indicated below:-

RESOLUTION NO	RESOLUTIONS	FOR	AGAINST
Ordinary Resolution 11	Proposed New Shareholders' Mandate on Recurrent Related Party Transactions		

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he/she thinks fit, or at his/her discretion, abstain from voting.

Dated this _____ day of _____ 2020

[Signature/Common Seal of Shareholder (s)]

* Delete if not applicable

Notes:-

1. IMPORTANT NOTICE

As part of the initiatives to curb the spread of Coronavirus Disease 2019 (“COVID-19”), the Twenty-Third (23rd) AGM will be conducted through live streaming and online remote voting using the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 23rd AGM using the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIH Online website at <https://tjih.online>.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Since the 23rd AGM will be conducted via RPV, Shareholders are **STRONGLY DISCOURAGED** to attend the 23rd AGM in person at the Broadcast Venue on the day of the meeting as the Company shall strictly comply and implement all the Government and/or relevant authorities’ directives and guidelines on public gatherings or events which may be issued from time to time.

Please read these Notes carefully and follow the procedures in the Information Guide to Shareholders on 23rd AGM in order to participate remotely via RPV.

2. For the purpose of determining a member who shall be entitled to participate in the 23rd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Section 34(1) of the SICDA to issue a General Meeting Record of Depositors. Only a depositor whose name appears on the **Record of Depositors as at 15 June 2020** shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV, is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorized representative to participate in his/her place. A proxy may but need not be a member of the Company. A member may appoint more than one (1) proxy to participate instead of the member at the general meeting, provided that the member specifies the proportion of the member’s shareholdings to be represented by each proxy.
4. Where a Member is an Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds to which shares in the Company standing to the credit of the said account.
5. Where a Member of the Company is an Exempt Authorised Nominee which holds Deposited Securities in the Company for multiple beneficial owners in one (1) 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.
6. 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 23rd AGM will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling/e-polling process and verify the results of the poll respectively.

7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal, or under the hand of two (2) authorised officers, one of whom shall be a director or of its attorney duly authorised in writing. The Directors may but shall not be bound to require evidence of the of any such attorney or officer.
8. A Shareholder who has appointed a proxy or attorney or authorised representative to attend, participate and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

Please follow the Procedures for RPV in the Information Guide to Shareholders.

9. Shareholders who appoint proxies or attorney or authorised representative to participate in the 23rd AGM via remote participation and voting facilities (“**RPV**”) must ensure that the duly executed proxy forms are deposited at the office of the Share Registrar of the Company 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 the Customer Service Centre at Unit G-3, Ground Floor, Vertical podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, you have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> or email to is.enquiry@my.tricorglobal.com **not less than 48 hours before the time holding the AGM.**

Please refer to Information Guide to Shareholders for submission of electronic Proxy Form.

10. The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/ or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/ or processed in connection with the foregoing
11. Further information on the Proposed New Shareholders’ Mandate on Recurrent Related Party Transaction is set out in the Circular to Shareholders dated 9 June 2020.

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**STRAITS INTER LOGISTICS BERHAD
C/O SHARE REGISTRAR**

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

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