

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Straits Inter Logistics Berhad ("**Straits**" or the "**Company**") will be held at Maple Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor on Tuesday, 18 September 2018 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY STRAITS OF 8,250,000 ORDINARY SHARES OF TUMPUAN MEGAH DEVELOPMENT SDN. BHD. ("TUMPUAN MEGAH"), REPRESENTING 55.0% EQUITY INTEREST IN TUMPUAN MEGAH FOR A PURCHASE CONSIDERATION OF RM35,750,000 TO BE SATISFIED VIA A COMBINATION OF CASH PAYMENT OF RM7,800,000 AND THE REMAINING PURCHASE CONSIDERATION OF RM27,950,000 TO BE SATISFIED VIA NEW ISSUANCE AND ALLOTMENT OF 116,458,333 ORDINARY SHARES OF STRAITS ("SHARE(S)") AT THE ISSUE PRICE OF RM0.24 PER SHARE

("PROPOSED ACQUISITION")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 2 and the approvals of all relevant authorities in respect of the listing of and quotation for 116,458,333 new Shares on the ACE Market of Bursa Malaysia Securities Berhad, and/ or parties being obtained approval be and is hereby given to the Company, to acquire 8,250,000 ordinary shares in Tumpuan Megah, representing 55.0% equity interest in Tumpuan Megah from Raja Ismail bin Raja Mohamed (the "**Vendor**") for a total purchase consideration of RM35,750,000 to be satisfied via a combination of cash payment of RM7,800,000 and the issuance and allotment of 116,458,333 new Shares ("**Consideration Shares**") at an issue price of RM0.24 per Share, in accordance with the terms and conditions of the conditional share sale and purchase agreement dated 7 June 2018 entered into between the Company and the Vendor.

THAT such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the Consideration Shares.

AND THAT the Board of Directors of the Company ("**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 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 2

PROPOSED PRIVATE PLACEMENT OF 36,790,438 NEW SHARES ("PLACEMENT SHARE(S)") AT THE SUBSCRIPTION PRICE OF RM0.24 PER PLACEMENT SHARE

("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company to allot and issue 36,790,438 Placement Shares at the subscription price of RM0.24 per Placement Share to Captain Tony Tan Han (Chen Han) (the "**Placee**").

THAT such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the Placement Shares.

THAT the proceeds raised from the Proposed Private Placement be utilised for the purposes as set out in the Circular to the shareholders of the Company dated 20 August 2018, and the Board be and is hereby authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required.

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 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 matter relating thereto and to take all such steps 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."

By Order of the Board

WAN HASLINDA WAN YUSOFF (MAICSA 7055478)
SANGAR NALLAPPAN (MACS 01413)
Company Secretaries

Selangor
20 August 2018

Notes:-

- 1) A member of the Company who is entitled to attend, speak and vote at this EGM is entitled to appoint a proxy/ proxies, and in the case of a corporation, a duly authorised representative to attend, speak and vote in its stead.
- 2) A proxy may but need not be a member of the Company. Where a member appoints more than 1 proxy, he shall specify the proportions of his shareholdings to be represented by each 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**"), the exempt authorised nominee may appoint any number of proxy (no limit) in respect of each omnibus account it holds.
- 4) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of its attorney duly authorised in writing.
- 5) The original signed instrument appointing a Proxy or the Power of Attorney or other Authority, if any, under which it is signed or a notarially certified copy of that Power or Authority **must be deposited at the office of the Share Registrar of the Company, namely Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the meeting or at adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.**

Paragraph 8.31A (1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of EGM to be put to vote by poll.

- 6) For the purpose of determining a member who shall be entitled to attend and vote at the Meeting, 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 7 September 2018 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.**
- 7) 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.
- 8) Please refer to the Circular to Shareholders dated 20 August 2018 for further information.