

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 Olive Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor on **Monday, 28 January 2019 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.

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY STRAITS OF 1,444,000 ORDINARY SHARES IN BANLE ENERGY INTERNATIONAL LIMITED (“BANLE”), REPRESENTING 38.0% EQUITY INTEREST IN BANLE FOR A PURCHASE CONSIDERATION OF RM14,997,840 TO BE SATISFIED ENTIRELY VIA ISSUANCE AND ALLOTMENT OF 63,820,595 NEW ORDINARY SHARES OF STRAITS (“STRAITS SHARE(S)” OR “SHARE(S)”) AT THE ISSUE PRICE OF RM0.235 PER STRAITS SHARE (“PROPOSED ACQUISITION”)

“**THAT**, subject to the approvals of all relevant authorities in respect of the listing of and quotation for 63,820,595 new Straits 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 1,444,000 ordinary shares in Banle, representing 38.0% equity interest in Banle from CBL (Asia) Limited (“**CBL**” or the “**Vendor**”) for a purchase consideration of RM14,997,840 to be satisfied via issuance and allotment of 63,820,595 new Straits Shares (“**Consideration Shares**”) at an issue price of RM0.235 per Straits Share, in accordance with the terms and conditions of the conditional share sale agreement dated 9 November 2018 entered into between the Company and the Vendor pursuant to the Proposed Acquisition.

THAT such Consideration Shares shall, upon allotment and issuance, rank *paripassu* in all respects with the existing Straits 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 Straits (“**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 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF STRAITS AND ITS SUBSIDIARY COMPANIES TO INCLUDE LAND TRANSPORTATION AND LOGISTICS BUSINESS (“PROPOSED DIVERSIFICATION”)

“**THAT**, subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Company and its subsidiary companies to diversify its existing core business to include land transportation and logistics business;

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 Diversification 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 Diversification.”

By Order of the Board

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

Selangor
11 January 2019

Notes:-

- 1) A member of the Company who is entitled to attend, participate, 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, participate, 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 Wilayah Persekutuan Kuala Lumpur, 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, participate, speak and vote at the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) to issue a General Meeting Record of Depositors. **Only a depositor whose name appears on the Record of Depositors as at 22 January 2019 shall be entitled to attend the said meeting or appoint proxies to attend, participate, speak 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 the shareholders of the Company dated 11 January 2019 for further information.