



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Straits Energy Resources Berhad (“Straits” or the “Company”) will be conducted on a fully virtual basis through live streaming and online meeting platform at TIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via Remote Participation and Electronic Voting (“RPV”) facilities at <https://tjih.online> on **Thursday, 30 May 2024 at 10.00 a.m.**, or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY STRAITS MARINE FUELS & ENERGY SDN BHD (“SMF” OR THE “PURCHASER”), A WHOLLY-OWNED SUBSIDIARY OF TMD ENERGY LIMITED (“TMDREL”), WHICH IS A WHOLLY-OWNED SUBSIDIARY OF STRAITS, OF 4,500,000 ORDINARY SHARES IN TUMPUAN MEGAH DEVELOPMENT SDN BHD (“TMD”) (“TMD SHARE(S)”), REPRESENTING THE REMAINING 30% OF THE EQUITY INTEREST IN TMD, FROM DATO’ MOHD SUHAIMI BIN HASHIM (“DATO’ SUHAIMI”) AND GOO YONG SING (“MR. GOO”) HELD EQUALLY FOR A PURCHASE CONSIDERATION OF RM9,720,989 (EQUIVALENT TO USD2,085,557) TO BE SATISFIED ENTIRELY BY THE ISSUANCE OF 3,474,934 NEW ORDINARY SHARES IN TMDREL (“TMDREL SHARE(S)”) (“PROPOSED ACQUISITION OF TMD”)

“THAT, subject to the conditions precedent stipulated under the conditional shares sale and purchase agreement dated 7 February 2024 (“TMD SSA”) between SMF, TMDREL, Dato’ Suhaimi and Mr. Goo in respect of the Proposed Acquisition of TMD being fulfilled or waived, approval be and is hereby given to the Company, through SMF, to acquire the 4,500,000 TMD Shares for a purchase consideration of RM9,720,989 (equivalent to USD2,085,557) to be satisfied entirely via the issuance of 3,474,934 new TMDREL Shares, based on the terms and conditions contained in TMD SSA and the letter dated 29 April 2024 executed by SMF, TMDREL, Dato’ Suhaimi and Mr Goo to supplement the TMD SSA;

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient and/ or appropriate in order to implement, finalise, give full effect to and complete the Proposed Acquisition of TMD (including without limitation, to delegate such authority to designated officer(s)), with full powers to assent to and/ or accept any conditions, variations, modifications and/ or amendments in any manner as may be imposed or permitted by any relevant authorities and/ or parties and/ or as the Board may deem fit in connection with the Proposed Acquisition of TMD in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY SMF OF 49,000 ORDINARY SHARES IN STRAITS MARINE SERVICES PTE LTD (“SMS”) (“SMS SHARE(S)”), REPRESENTING THE REMAINING 49% OF THE EQUITY INTEREST IN SMS, FROM PLATINUM GATE CAPITAL PTE LTD (“PLATINUM GATE” OR THE “SMS VENDOR”) FOR A PURCHASE CONSIDERATION OF RM3,324,902 (EQUIVALENT TO USD713,330) TO BE SATISFIED ENTIRELY BY THE ISSUANCE OF 1,188,543 NEW TMDREL SHARES (“PROPOSED ACQUISITION OF SMS”)

“THAT, subject to the conditions precedent stipulated under the conditional shares sale and purchase agreement dated 7 February 2024 (“SMS SSA”) between SMF, TMDREL and Platinum Gate in respect of the Proposed Acquisition of SMS being fulfilled or waived, approval be and is hereby given to the Company, through SMF, to acquire the 49,000 SMS Shares for a purchase consideration of RM3,324,902 (equivalent to USD713,330) to be satisfied entirely via the issuance of 1,188,543 new TMDREL Shares, based on the terms and conditions contained in SMS SSA and the letter dated 29 April 2024 executed by SMF, TMDREL and SMS Vendor to supplement the SMS SSA;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient and/ or appropriate in order to implement, finalise, give full effect to and complete the Proposed Acquisition of SMS (including without limitation, to delegate such authority to designated officer(s)), with full powers to assent to and/ or accept any conditions, variations, modifications and/ or amendments in any manner as may be imposed or permitted by any relevant authorities and/ or parties and/ or as the Board may deem fit in connection with the Proposed Acquisition of SMS in the best interest of the Company.”

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
15 May 2024

NOTES

1. Mode of Meeting

The EGM of the Company will be conducted on fully virtual basis through live streaming and online remote voting using RPV facilities via the online meeting platform at <https://tjih.online> provided by Tricor.

Please follow the steps and procedures provided in the Administrative Guide to Shareholders for the EGM in order to register, participate and vote remotely via the RPV platform.

2. Members Entitled to Attend

For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 20 May 2024.

Only a depositor whose name appears on the **Record of Depositors as at 20 May 2024** shall be regarded as members and be entitled to attend, participate, speak and vote at the EGM.

3. Voting

All resolutions in the Notice of the EGM are to be conducted by poll voting as per Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad via the RPV Platform.

For this purpose, the Company has appointed Tricor as poll administrator to conduct the poll voting electronically and Asia Securities Sdn Berhad as the scrutineers to verify the poll results.

4. Proxy(ies)

(i) 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.

(ii) 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.

(iii) 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.

(iv) Any alterations in the Proxy Form must be initiated by the member.

(v) An instrument appointing a proxy shall be in writing and in the case of an individual, shall be signed by the appointor or by his/her attorney; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

(vi) The instrument appointing a proxy must be deposited at the Share Registrar’s office, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinci, 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 Kerinci, 59200 Kuala Lumpur **not less than 48 hours** before the time holding the EGM i.e. **no later than 28 May 2024 at 10.00 a.m.** or at any adjournment thereof.

Alternatively, you have the option to lodge the proxy appointment electronically via TIH Online at <https://tjih.online> **not less than 48 hours** before the time holding the EGM i.e. **no later than 28 May 2024 at 10.00 a.m.** or at any adjournment thereof.

(vii) A member who has appointed proxy(ies) or attorney or authorised representative to attend, participate and vote at the EGM via RPV facilities must request his/her proxy(ies) or attorney or authorised representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>.

Please follow the steps and procedures provided in the Administrative Guide to Shareholders for the EGM for the electronic lodgement of proxy form.

5. Corporate Representatives

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the EGM pursuant to Section 333 of the Companies Act 2016. For this purpose and pursuant to Section 333(5) of the Companies Act 2016, the corporate member shall provide a certificate under its common seal as prima facie evidence of the appointment of the corporate representative.

6. Publication of Notice of EGM on Corporate Website

Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available on the corporate website of the Company at <https://www.straits-energyresources.com>.

7. Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:-

(i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);

(ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.