

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth (25th) Annual General Meeting (“**AGM**”) of the Company 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 in Malaysia via Remote Participation and Electronic Voting (“**RPV**”) facilities at <https://tiih.online> on **Thursday, 23 June 2022 at 10.00 a.m** or at any adjournment thereof for the purpose of considering and if thought fit, passing the following business with or without modifications:

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect the following Directors who retire in accordance with Clause 21.6 of the Constitution of the Company and being eligible, offers themselves for re-election:- | |
| 2.1 Ho Fook Meng | Ordinary Resolution 1 |
| 2.2 Harison Binti Yusoff | Ordinary Resolution 2 |
| 3. To approve the payment of Directors' Fee up to an amount of RM486,000.00 for the period from 1 July 2022 until 30 June 2023. | Ordinary Resolution 3 |
| 4. To approve the payment of Directors' Benefits to the Non-Executive Directors up to an amount of RM216,000.00 for the period from 1 July 2022 until 30 June 2023. | Ordinary Resolution 4 |
| 5. To re-appoint Messrs. Moore Stephens Associates PLT as Auditors of the Company for the financial year ended 31 December 2022 and to authorize the Directors to fix their remuneration. | Ordinary Resolution 5 |

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

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6. **Authority to Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 6**

“THAT subject always to the Companies Act 2016 (**“the Act”**), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and any other Governmental/Regulatory Authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, to be utilized until 31 December 2022 as empowered by Bursa Securities pursuant to the extension of the implementation period of the enhanced general mandate announced by Bursa Malaysia Berhad on 23 December 2021 and thereafter, ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Rule 6.04 of the ACE Market Listing Requirements of Bursa Securities to be utilized before the conclusion of the next AGM of the Company.

AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”

7. **Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions (‘RRPTs’) of a Revenue or Trading Nature** **Ordinary Resolution 7**

“THAT, subject always to the Companies Act 2016 (**“the Act”**), the Constitution of the Company and the Bursa Securities ACE Market Listing Requirements (**“Listing Requirements”**), approval be and is hereby given to the Company and/or its subsidiaries to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group (**“Related Parties”**) as described in the Circular to Shareholders dated 29 April 2022 provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

(**“RRPTs Mandate”**).

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

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or

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- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 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 a resolution passed by shareholders in a general meeting;

whichever is earlier; and the aggregate value of the RRPTs be disclosed in the annual report of the Company.

AND THAT the Directors be and are hereby authorized 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 Renewal of Shareholders' Mandate.

8. **Proposed New Shareholders' Mandate for RRPTs of a Revenue or Trading Nature** **Ordinary Resolution 8**

THAT subject always to the Act, the Constitution of the Company and the Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into RRPTs of a revenue or trading nature as set out in the Circular to Shareholders dated 29 April 2022 provided that such transactions and/or arrangement are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the day-to-day operations;
- (iii) carried out in the ordinary course of business and on normal commercial terms which are not more favorable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of the minority shareholders.

("New RRPTs Mandate").

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

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 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 a resolution passed by shareholders in a general meeting;

whichever is earlier; and the aggregate value of the RRPTs be disclosed in the annual report of the Company.

AND THAT the Directors be and are hereby authorized 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.

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9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

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 : 29 April 2022

Notes:-

1. Only depositors whose names appear in the **Record of Depositors as at 16 June 2022** shall be regarded as members and be entitled to attend, participate, speak and vote at the AGM.
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. 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 AGM 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.
8. A Shareholder who has appointed a proxy or attorney or authorized representative to attend, participate and vote at this AGM 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 Administrative Guide to Shareholders.

9. 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://tiih.online> or email to is.enquiry@my.tricorglobal.com **not less than 48 hours before the time holding the AGM** or at any adjournment thereof.

Please refer to the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form.

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10. Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 25th AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

EXPLANATORY NOTES TO THE AGENDA:-

Item 1 of the Agenda

This item is meant for discussion only. The provisions of Section 340 (1) of the Companies Act, 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by Shareholders.

Item 3 and 4 of the Agenda – Ordinary Resolution 3 & 4

Directors' Fees and Benefits

Section 230 (1) of the Companies Act 2016, provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 25th AGM on the Directors' fees and benefit in two (2) separate resolutions.

The payment of the Directors' Fees for the period from 1 July 2022 until 30 June 2023 will only be made if the proposed resolution 3 has been approved at the 25th AGM of the Company.

In determining the estimated total amount of Directors' Benefit, the Board had considered various factors which include amongst others, the number of scheduled and Special Board meetings, scheduled and Special Board Committee meetings as well as the number of Non-Executive Directors (NEDs) involved in these meetings.

The estimated sum of RM216,000.00 is for Directors' Benefits for the period from 1 July 2022 until 30 June 2023. The payment of the directors' benefit will be made on monthly basis and/or as and when incurred if the Proposed Resolution 4 has been passed at the 25th AGM. The Board is of the view that it is fair and equitable for the Directors to be paid on a monthly basis and/or as and when incurred, given that they have duly discharged their duties and responsibilities and provided their services to the Company throughout the said period.

Item 5 of the Agenda – Ordinary Resolution 5

Re-appointment of Auditor

The Audit Committee had undertaken an annual assessment of the external auditors, Messrs. Moore Stephens Associates PLT including independence, scope of audit, audit fee, expert and experience, performance based on annual audit scope and planning. The Audit Committee was satisfied with the suitability of Messrs. Moore Stephens Associates PLT on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

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Item 6 of the Agenda – Ordinary Resolution 6

Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022.

The Company had been granted a general mandate on the authority to issue shares pursuant to the Companies Act 2016 by its shareholders at the Twenty Fourth (24th) AGM of the Company held on 24 June 2021, to empower the Directors to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares issued does not exceed twenty percent (20%) of the total number of issued shares of the Company at any point in time by 31 December 2021, and thereafter, the general mandate will be reinstated to 10% limit (hereinafter referred to as the "Previous Mandate").

The Company wishes to renew the said mandate at the 25th AGM of the Company. The Previous Mandate granted by the shareholders had not been utilized and hence, no proceed was raised therefrom. As part of Bursa Malaysia Securities Berhad's ("Bursa Securities") continuous support and assistance to listed corporations in these trying and challenging times amid the COVID-19 pandemic, Bursa Securities had via its letter dated 23 December 2021 resolved to extend the implementation period of the increased 20% general mandate to allow a listed issuer to seek a higher general mandate under Paragraph 6.04 of the ACE Market Listing Requirements of Bursa Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for new issue of securities by way of private placement ("20% General Mandate") up to 31 December 2022 provided that a listed issuer which has obtained shareholders' approval for the 20% General Mandate at a general meeting in 2021 but has not utilized it to issue new securities on or before 31 December 2021; or a listed issuer which has not sought shareholders' approval for the 20% General Mandate at a general meeting in 2021.

The 20% General Mandate may be utilized to issue new securities until 31 December 2022, and thereafter, the ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.04 of the ACE Market Listing Requirements of Bursa Securities shall apply ("10% General Mandate"). The 20% General Mandate and 10% General Mandate are sought to provide flexibility to the Company for allotment of shares without convening a general meeting, which may be both time and cost-consuming, if the need arises.

The Board, having considered the current and prospective financial position, and future financial needs of the Group, is of the opinion that the increase in general mandate limit for new issue of shares of up to 20% is in the best interest of the Company and its shareholders. These 20% General Mandate and 10% General Mandate would provide the Company with additional fundraising flexibility to undertake fundraising activities in an expeditious and efficient manner. The funds raised may be used for the purpose of funding investment(s), working capital and/or acquisitions(s).

Item 7 of the Agenda – Ordinary Resolution 7

Proposed Renewal of Shareholders' Mandate

The proposed Resolution 7, if passed, will enable the Company and/or its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business 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 of the Company.

This mandate shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed Renewal of the Recurrent RPTs Mandate is set out in the Circular to Shareholders dated 29 April 2022, which is available at the Company's corporate website at www.straits-energyresources.com.

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Item 8 of the Agenda – Ordinary Resolution 8

Proposed New Shareholders' Mandate

The proposed resolution 8, if passed, will empower the Company and its subsidiaries ("Straits Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for Straits Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favorable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

This mandate shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Further information on the Proposed New Shareholders' Mandate is set out in the Circular to Shareholders dated 29 April 2022, which is available at the Company's corporate website at www.straits-energyresources.com.