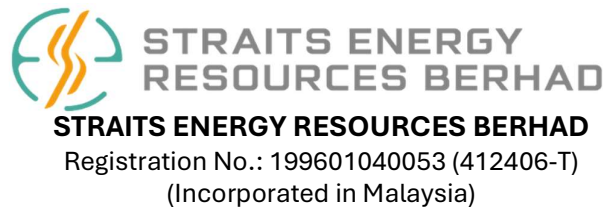


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused this Circular prior to its issuance as it is an exempt Circular pursuant to Rule 2.1 of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities assumes 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 arising from or in reliance upon the whole or any part of the contents of this Circular.



CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

The Ordinary Resolution in respect of the above Proposed Renewal of Existing Shareholders' Mandate will be tabled as Special Business at the Twenty-Eighth (28th) Annual General Meeting (“**AGM**”) of the Company, which is scheduled to be held at the Orchid Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor, Malaysia on **Thursday, 20 November 2025 at 10.30 a.m.** or at any adjournment thereof.

The Notice of the AGM together with the Proxy Form are enclosed in the Annual Report 2025 which is available at the Company's website at <https://www.straits-energyresources.com>.

A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. The completed and signed Proxy Form must be lodged 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** in the Drop Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively you have the option to lodge the proxy appointment electronically via Vistra Share Registry and IPO (MY) portal (“**The Portal**”) at <https://srmy.vistra.com> or email to is.enquiry@vistra.com not less than 48 hours before the time fixed for holding the AGM or at any adjournment thereof.

Please refer to the procedures as set out in the Administrative Guide for Shareholders in relation to the 28th AGM for the electronic lodgement of the Proxy Form.

The lodging of the Proxy Form will not preclude you from attending, speaking, and voting in person at the 28th AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form	: Tuesday, 18 November 2025 at 10.30 a.m.
Date and time of the AGM	: Thursday, 20 November 2025 at 10.30 a.m.

DEFINITIONS

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

“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
“Board”	: Board of Directors of the Company
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Circular”	: This Circular to shareholders of Straits dated 16 October 2025 in relation to the Proposed Renewal of Existing Shareholders’ Mandate
“Director”	: Has the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon a director of Straits, its subsidiaries or holding company or chief executive officer of Straits, its subsidiaries or holding company
“Horizon”	: Horizon Shipyard Inter Globe (M) Sdn Bhd
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities, including any amendments made from time to time
“LPD”	: 24 September 2025, being the latest practicable date of this Circular
“Lion Transport”	: Lion Transport Sdn Bhd
“Major Shareholder”	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (i) 10% or more of the total number of voting shares in the Company; or (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of Straits or any other company which is its subsidiary or holding Company.

DEFINITIONS (cont'd)

“MPM”	: Megah Port Management Sdn Bhd
“Person Connected”	: Shall have the same meaning given in Rule 1.01 of the Listing Requirements
“Proposed Renewal of Existing Shareholders’ Mandate”	: Proposed renewal of existing shareholders’ mandate for RRPTs of a revenue or trading nature
“Recurrent Related Party Transaction(s)” or “RRPT(s)”	: 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”	: Ringgit Malaysia
“Sailion Shipping”	: Sailion Shipping Sdn Bhd
“SMF”	: Straits Marine Fuels & Energy Sdn Bhd
“SMF Labuan Subsidiaries”	: SMF Begonia Ltd, SMF Ixora Ltd, SMF Omura Ltd, SMF Eden Maritime Ltd, Sierra Pioneer Marine Ltd, Katsu Pioneer Marine Ltd, SMF Beluga Ltd, TMD Straits Ltd, TMD Sturgeon Ltd, Cavalla Asia Ltd, Dolphin Asia Ltd, Escolar Asia Ltd, Phoenix Asia Ltd, Oscar Asia Ltd and S3 Asia Ltd
“SMS”	: Straits Marine Services Pte Ltd
“Straits” or “Company”	: Straits Energy Resources Berhad
“Straits Group” or “Group”	: The Company and its subsidiaries
“Straits Share(s)” or “Share(s)”	: Ordinary shares in the Company
“TMD”	: Tumpuan Megah Development Sdn Bhd
“Victoria”	: Victoria STS (Labuan) Sdn Bhd
“Victoria Subsidiaries”	: Victoria 1 Limited, Victoria 2 Limited and Victoria 3 Limited
“USD”	: United States Dollar

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 and individuals, unless otherwise specified.

All references to “we”, “us” and “our” are made to the Company.

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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STRAITS ENERGY RESOURCES BERHAD

Registration No.: 199601040053 (412406-T)
Incorporated in Malaysia

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

16 October 2025

Board of Directors:

1. Y.A.M. Dato' Seri Tengku Baharuddin Ibni Al-Marhum Sultan Mahmud Al-Muktafi Billah Shah (*Non-Independent Non-Executive Chairman*)
2. Dato' Sri Ho Kam Choy (*Group Managing Director*)
3. Captain Tony Tan Han (Chen Han) (*Executive Director*)
4. Dato' Yoong Leong Yan (*Executive Director*)
5. Tan Sri Mohd Bakri Bin Mohd Zinin (*Non-Independent Non-Executive Director*)
6. Harison Binti Yusoff (*Non-Independent Non-Executive Director*)
7. Leong Fook Heng (*Independent Non-Executive Director*)
8. Datin Ng Fong Shiang (*Independent Non-Executive Director*)
9. Leong Kok Chaw (*Independent Non-Executive Director*)
10. Ho Hung Ming (*Alternate Director to Tan Sri Mohd Bakri Bin Mohd Zinin*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the Company's Twenty-Seventh ("27th") AGM held on 25 June 2024, the Company obtained renewal and new shareholders' mandates from its shareholders for Straits Group to enter into RRPTs with Related Parties in the ordinary course of business based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are not to the detriment of the minority shareholders, and are necessary for Straits Group's day-to-day operations.

The aforesaid renewal and new shareholders' mandates shall, in accordance with the Listing Requirements, lapse on 24 September 2025.

On 3 October 2025, the Board announced its intention to seek shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate pursuant to Rule 10.09 of the Listing Requirements at the forthcoming 28th AGM.

This Circular serves to provide you with the details of the Proposed Renewal of Existing Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the said shareholders' mandate, which will be tabled as Special Business at the forthcoming 28th AGM of the Company.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE TO BE TABLED AT THE COMPANY'S FORTHCOMING 28th AGM

2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

2.1 Background Information

- (i) Rule 10.09(2), Part E of Chapter 10 of the Listing Requirements states that a listed issuer may seek its shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to, inter alia, the following:-
 - (a) the transactions are in the ordinary course of business and are on 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 prescribed under Rule 10.09(1)(a) of the Listing Requirements;
 - (c) the listed issuer's circular to shareholders for the shareholders' mandate shall include the information as may be prescribed by Bursa Securities. The circular to shareholders must be submitted to Bursa Securities together with a checklist showing compliance with such information;
 - (d) in a meeting to obtain the shareholders' mandate, an interested Director, Major Shareholder or Person Connected with a Director or Major Shareholder; and where it involves the interest of the Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution to approve the transactions. An interested Director or Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions; and
 - (e) the listed issuer shall immediately announce 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 10% or more and the announcement 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 Requirements.
- (iii) Where the Company has procured its shareholders' mandate pursuant to the Listing Requirements, the provisions of Rule 10.08, Part E of Chapter 10 of the Listing Requirements shall not apply during the period of validity of the shareholders' mandate.

2.2 Validity of the Proposed Renewal of Existing Shareholders' Mandate

The Proposed Renewal of Existing Shareholders' Mandate, if approved by the shareholders at the forthcoming 28th AGM, shall take effect from and including the date of the forthcoming 28th AGM, and shall continue to be in force until:-

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

whichever is the earlier.

Thereafter, the approval of the shareholders will be sought for the renewal of the shareholders' mandate for the RRPTs, as applicable, at each subsequent AGM of the Company, if the Board decides that such renewal is required.

2.3 Straits Group – Principal Business Activities

The Company is principally engaged in investment holding and the provision of management services to its subsidiaries.

The list of Straits subsidiaries and their respective principal activities as at LPD are as detailed in **Appendix I** of this Circular.

2.4 Related Parties and Nature of RRPTs

The details of the Related Parties and nature of the renewal RRPTs for which approval is being sought under the Proposed Renewal of Existing Shareholders' Mandate are set out in **Appendix II** of this Circular.

2.5 Classes of Related Parties

The Proposed Renewal of Existing Shareholders' Mandate will be applicable to those Related Parties comprising the Directors, Major Shareholders and Persons Connected with them, who are more particularly described in **Section 10** and **Appendix II** of this Circular.

2.6 Disclosure in the 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 RRPTs entered into during the financial year based on the following information:-

- (i) types of RRPTs entered into; and
- (ii) names of the Related Parties involved in each type of the RRPTs entered into and their relationship with Straits Group.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Proposed Renewal of Existing Shareholders' Mandate has been approved.

In addition, if the actual value of the RRPT(s) entered into by the Group exceeds the estimated value of the RRPT(s) disclosed in the circular to shareholders on the Proposed Renewal of Existing Shareholders' Mandate by 10% or more, the Company will make an immediate announcement to Bursa Securities.

2.7 Deviation from Mandate

The actual value of the RRPTs did not exceed 10% of the estimated value approved under the shareholders' mandate granted to the Group at the last AGM held on 25 June 2024.

2.8 Amount Due and Owing to Straits Group by Related Parties

There was no amount due and owing to the Group by its Related Parties pursuant to the RRPTs as at 30 June 2025 which exceeded their respective credit terms. Accordingly, the disclosures required under Paragraphs 16A and 16B of Annexure Guidance Note 8-A of the Listing Requirements are not applicable.

3. REVIEW PROCEDURES FOR THE RRPTs

The Group has established the following procedures to ensure that all RRPTs will be entered into based on normal commercial terms at arm's length basis, on terms which will not be more favourable to our Related Parties than those generally available to the public and will not be detrimental to the minority shareholders of the Company:-

- (i) 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 RRPTs to be entered into by the Group are reported and forwarded to the Audit Committee ("AC"), who then ensures that the RRPTs 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 other 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 is made aware of the requirements to monitor, and shall put in place proper processes or systems to record and report on all RRPTs for compilation and reporting to the AC;
- (iii) proper records are maintained at the Company and each of its subsidiaries to capture all RRPT so that all RRPTs entered pursuant to the mandate will be adequately discussed;
- (iv) all RRPTs 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 RRPTs to ensure that all the relevant approvals for the RRPTs have been obtained. The internal audit function of the Group will conduct periodic reviews of the system of controls in place to ensure that RRPTs are identified and reported, and to determine whether internal guidelines and procedures have been complied with (including those to ensure that transactions are at arm's length).

The results of the internal audit reviews will be tabled for the review of the AC. The AC will review these reports to determine whether established guidelines and procedures have been adhered to and if there is a need for further review or to improve the procedures;

- (vi) 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 RRPTs are made at 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;

- (vii) 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.

In the event where such comparable quotations from unrelated third parties cannot be obtained, the Purchase Order/ Contract/ Agreement which is transacted with the Related Parties shall be approved by at least two (2) managerial level who has no interest (other than via the listed issuer) in the transaction and familiar/ relevant to that industry in order to give proper purchase justification prior to the ordering process. This is to ensure that the pricing of any RRPTs is not detrimental to the Group;

- (viii) in accordance with the Listing Requirements, disclosure in relation to a breakdown of the aggregate value of the RRPTs entered into during the financial year based on amongst others, the following information:-

- (a) the type of the RRPTs; and

- (b) the names of the Related Parties involved in each type of RRPTs 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;

- (ix) if a member of the Board 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;
- (x) pursuant to Rule 10.09 of the Listing Requirements, in a meeting to obtain the Proposed Renewal of Shareholders' Mandate, the interested Director, Major Shareholders or Persons Connected with them must not vote on the resolution in respect of the RRPTs; 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 RRPTs; and
- (xi) interested Director shall also abstain from deliberating at Board meetings in respect of the RRPTs in which they or Persons Connected with them are interested.

4. THRESHOLD OF AUTHORITY

All RRPTs are subject to review by the AC, and there are no specific thresholds for their approval within the Straits Group. However, each RRPT must be approved by the appropriate level of authority as determined by senior management and/or the Board from time to time, in accordance with the Listing Requirements and/or the Act, where applicable.

In compliance with Rule 10.09(1)(a) of the Listing Requirements, the Company shall immediately announce a RRPT where:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more, or
- (ii) the percentage ratio of such RRPT is 1% or more,

whichever is the higher.

For clarity purpose, the disclosure obligation as set out in the paragraph above will not apply to the Recurrent Related Party transactions which are comprised in the Proposed Renewal of Existing Shareholders' Mandate after it has been approved by shareholders, pursuant to Paragraph 2.3 of Guidance Note 8 of the Listing Requirements.

5. STATEMENT BY THE AC

The AC has seen and reviewed the procedures for RRPTs set out in Section 3 above and is of the view that:-

- (i) the said procedures are sufficient to ensure that the RRPTs will be entered into at arm's length and on normal commercial terms which are consistent with the Group's usual business practices and policies;
- (ii) the RRPTs were 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 Group;
- (iii) the Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner; and
- (iv) the review of these procedures and processes are conducted on an annual basis or whenever the need arises.

6. BASIS OF ESTIMATED VALUE OF THE RRPTs

The estimated transaction values of the RRPTs under the Proposed Renewal of Existing Shareholders' Mandate as set out in **Appendix II** of this Circular are based on both historical rate and the prevailing prices or rates obtained from the related parties, which represent reasonable, market-competitive prices and are derived based on the normal level of transactions to be entered into by the Group for the period up to the conclusion of the next AGM.

The estimated amounts are further based on the assumption that the current level of operations will continue and all external conditions remain constant. Due to the nature of these transactions, the actual value of the transactions may vary from the estimated value disclosed in **Appendix II** of this Circular.

7. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

The RRPTs entered into or to be entered into by the Group with the Related Parties are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature, which are likely to occur with some degree of frequency and may arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and as such, it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such related party transactions.

The RRPTs are considered by the Board to be beneficial to Straits Group as they constitute transactions which are necessary for the day-to-day operations of Straits Group, which contribute to the generation of its turnover and profit. The close commercial relationships established with the Related Parties have created an effective network that the Group leverage on to support its operational needs, thereby deriving synergistic and operational benefits to enhance its business functions.

By obtaining approval to the Proposed Renewal of Existing Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval and when potential RRPTs with the Related Parties arise, thereby reducing substantially administrative time, inconvenience and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

The RRPTs undertaken within the Group are mainly to support its day-to-day operations. The Related Parties are both good customers and reliable suppliers and the transaction prices are determined by way of negotiation in the ordinary course of business and on normal commercial terms. These RRPTs are expected to enhance the Group's business operations via the established relationships between the Group and the Related Parties. Such relationships also ensure that Straits Group continues to receive consistent support in the procurement of goods and services of the required quality and likewise, ensuring that its products and services meet its customers' requirements.

Therefore, the Board is seeking an approval from the shareholders for the Proposed Renewal of Existing Shareholders' Mandate pursuant to Rule 10.09 of the Listing Requirements to allow the Group to enter into such RRPTs on an arm's length basis and on normal commercial terms.

8. EFFECTS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

The Proposed Renewal of Existing Shareholders' Mandate while not having any effect on the total number of issued shares and the shareholdings of major shareholders of Straits, is expected to continue contributing positively to the earnings and net assets of Straits Group.

9. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of the shareholders of the Company at the forthcoming 28th AGM or at any adjournment thereof.

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10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

As at the LPD, the direct and indirect shareholdings of the interested Directors, Major Shareholders and/or Persons Connected with them in Straits Group in relation to the Proposed Renewal of Existing Shareholders' Mandate are shown in the table below:-

No.	Name	Direct		Indirect	
		No. of Shares	%	No. of Shares	%
Interested Major Shareholders					
1.	*Dato’ Sri Ho Kam Choy (“ Dato’ Sri Ho ”)	93,591,000	9.41	98,538,000	9.91
Interested Directors					
1.	*Dato’ Sri Ho	93,591,000	9.41	98,538,000	9.91
2.	Captain Tony Tan Han (Chen Han) (“ Capt. Tony ”)	36,790,438	3.70	-	-
3.	Tan Sri Mohd Bakri Bin Mohd Zinin (“ Tan Sri Mohd Bakri ”)	-	-	-	-
4.	^Ho Hung Ming	-	-	190,812,100	19.20
5.	Dato’ Seri Tiong Chiong Kui (“ Dato’ Seri Tiong ”)	5,000,000	0.50	-	-
Person Connected					
1.	^^Datin Sri Chia Ah Looi	34,291,300	3.45	156,520,800	15.74
2.	**Sturgeon Asia Ltd	62,929,800	6.33	-	-
3.	@Ho Soon Choy	510,000	0.05	-	-
4.	#Ho Khin Choy	806,900	0.08	-	-

* Dato' Sri Ho is deemed to have an interest in Sturgeon Asia Ltd as his family members hold indirect 100% shareholdings in Sturgeon Asia Ltd and he also has an indirect interest through his spouse's and brothers' direct shareholdings in the Company.

** Sturgeon Asia Ltd is 100%-owned by the family of Dato' Sri Ho through another corporation, thereby making Sturgeon Asia Ltd as a person connected with Dato' Sri Ho.

^ Ho Hung Ming is an indirect shareholder of Sturgeon Asia Ltd and is a son of Dato' Sri Ho, thereby making him a person connected with Dato' Sri Ho.

^^ Datin Sri Chia Ah Looi is an indirect shareholder of Sturgeon Asia Ltd and is the spouse of Dato' Sri Ho, thereby making her a person connected with Dato' Sri Ho.

@ Ho Soon Choy is a brother of Dato' Sri Ho, thereby making him as a person connected with Dato' Sri Ho.

Ho Khin Choy is a brother of Dato' Sri Ho, thereby making him as a person connected with Dato' Sri Ho.

The interested Directors have abstained and will continue to abstain from all deliberations and voting on the RRPTs involving them, as stated in the Proposed Renewal of Existing Shareholders' Mandate at the relevant Board meetings.

The interested Directors and Major Shareholders will also abstain from voting in respect of their direct and/or indirect shareholdings on the Ordinary Resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate at the Company's forthcoming 28th AGM.

The interested Directors and Major Shareholders have also undertaken to ensure that the persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings on the Ordinary Resolution approving the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 28th AGM.

Tan Sri Mohd Bakri does not hold any direct shareholdings in the Company as at LPD. However, he will abstain from voting in respect of his direct and/or indirect interests in relation to the Proposed Renewal of Shareholders' Mandate at the AGM, in the event he becomes a shareholder of the Company subsequent to the LPD.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected with them have any interest, direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate.

11. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (with the exception of the Interested Directors named in Section 10 of this Circular, who have abstained from expressing any opinion or recommendation in relation to the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 28th AGM), after having considered the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the Proposed Renewal of Existing Shareholders' Mandate is in the best interest of Straits Group.

Accordingly, the Board (save for the interested Directors named in Section 10 of this Circular) recommends that shareholders vote in favour of the Ordinary Resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate to be tabled under the Agenda of Special Business as set out in the Notice of the forthcoming 28th AGM.

12. AGM

The Company's forthcoming 28th AGM, the notice of which is enclosed in the Annual Report 2025 will be held at the Orchid Room, Level C, One World Hotel, First Avenue, Bandar Utama City Centre, 47800 Petaling Jaya, Selangor, Malaysia on **Thursday, 20 November 2025 at 10.30 a.m.** or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without any modifications the ordinary resolution pertaining to the Proposed Renewal of Existing Shareholders' Mandate as described herein.

If you are unable to attend and vote in person at the forthcoming AGM, you are requested to complete, sign and return the Proxy Form enclosed in the Annual Report 2025 as soon as possible so as to arrive at the office of our Share Registrar 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 in the Drop Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or alternatively you have the option to lodge the proxy appointment electronically via Vistra Share Registry and IPO (MY) portal ("**The Portal**") at <https://srmy.vistra.com> or email to is.enquiry@vistra.com not less than 48 hours before the time fixed for holding the AGM or at any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

13. FURTHER INFORMATION

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

Yours faithfully,

For and on behalf of the Board

STRAITS ENERGY RESOURCES BERHAD

LEONG FOOK HENG

Chairman, Audit Committee

Independent Non-Executive Director

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Straits Group – Principal Business Activities

LIST OF SUBSIDIARIES AND THEIR RESPECTIVE PRINCIPAL ACTIVITIES AS AT THE LPD

No.	Name	Country of incorporation	Effective equity interest	Principal Activities
1.	Quest Technology Sdn Bhd	Malaysia	100%	Dormant
2.	Raya Consumable Sdn Bhd	Malaysia	100%	Dormant
3.	Straits Management Services Sdn Bhd	Malaysia	100%	Provision of management services
4.	Straits Bulkiers Maritime Sdn Bhd	Malaysia	100%	Dormant
5.	Straits Port Management Sdn Bhd (“SPM”)	Malaysia	100%	Investment holding
6.	Pan Management Services Ltd	Malaysia	100%	Provision of management services
7.	Fajar Maritime and Logistics Sdn Bhd (“FML”)	Malaysia	100% owned by SPM	Investment holding
8.	Victoria	Malaysia	70% owned by FML	Investment holding and ship-to-ship operations
9.	Victoria 1 Limited	Malaysia	100% owned by Victoria	Provision of vessel chartering services
10.	Victoria 2 Limited	Malaysia	100% owned by Victoria	Provision of vessel chartering services
11.	Victoria 3 Limited	Malaysia	100% owned by Victoria	Provision of vessel chartering services
12.	Sinar Maju Logistik Sdn Bhd (“SML”)	Malaysia	90%	Investment holding, shipping agent and manning agent
13.	Sinar Maju Marin Sdn Bhd (“SMM”)	Malaysia	100% owned by SML	Provision of freight over seas and coastal waters, wholesale of variety of goods and provision of inland transport services
14.	Selatan Bunker (M) Sdn Bhd	Malaysia	70% owned by SML	Dormant
15.	Straits Technology Solutions Sdn Bhd (“STS”)	Malaysia	75%	Investment holding
16.	Straits CommNet Solutions Sdn Bhd (“SCS”)	Malaysia	70% owned by STS	Telecommunication and networking services and construction works
17.	Straits Infra Sdn Bhd	Malaysia	70% owned by STS	Providing broadband internet access services, web enabling services, supply and service of computers and related products
18.	Straits D1 Cloud Sdn Bhd	Malaysia	51% owned by SCS	Providing cloud businesses and computing solutions services

(cont'd)...APPENDIX I

No	Name	Country of incorporation	Effective equity interest	Principal Activities
19.	Straits Union Networks Sdn Bhd	Malaysia	60% owned by STS	Telecommunication solution, products and services
20.	Wire & Wireless Sdn Bhd (“W&W”)	Malaysia	51% owned by STS	Telecommunication equipment and consultants
21.	5Bar (Cambodia) Co., Ltd	Cambodia	100% owned by W&W	Telecommunication and networking services
22.	Straits Alliance Transport Sdn Bhd (“SAT”)	Malaysia	70%	Inland transportation services
23.	Straits Alliance Tech Sdn Bhd	Malaysia	100% owned by SAT	Traders of trucks and automotive spare parts and service station for trucks and motor vehicles
24.	TMD Energy Limited (“TMDDEL”)	Cayman Islands	65.08%	Investment holding
25.	SMF	Malaysia	100% owned by TMDDEL	Investment holding
26.	TMD Straits Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
27.	TMD Sturgeon Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
28.	SMF Begonia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
29.	SMF Ixora Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
30.	SMF Omura Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
31.	SMF Eden Maritime Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
32.	Cavalla Asia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
33.	Dolphin Asia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
34.	Escolar Asia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
35.	Phoenix Asia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
36.	Oscar Asia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
37.	S3 Asia Ltd	Malaysia	100% owned by SMF	Provision of vessel chartering services
38.	TMD	Malaysia	100% owned by SMF	Provision of bunkering services for marine fuel and petroleum-based products

(cont'd)...APPENDIX I

No	Name	Country of incorporation	Effective equity interest	Principal Activities
39.	SMS	Singapore	100% owned by SMF	Provision of ship management services
40.	Straits Maritime Services Pte Ltd	Singapore	100% owned by SMS	Provision of shipping services, general cleaning and disinfecting
41.	SMF Beluga Ltd	Malaysia	51% owned by SMF	Provision of vessel chartering services
42.	Sierra Pioneer Marine Ltd	Malaysia	51% owned by SMF	Provision of vessel chartering services
43.	Katsu Pioneer Marine Ltd	Malaysia	51% owned by SMF	Provision of vessel chartering services
44.	Benua Hijau Sdn Bhd	Malaysia	51%	Carry out environmental, social & governance activities related to decarbonisation of the environment
45.	TMD Marine Fuels Sdn Bhd	Malaysia	30% owned by TMD	Dealing in oil and petroleum products, oil trading, oil bunkering and related services

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APPENDIX II

DETAILS OF THE RELATED PARTIES AND NATURE OF RRPTs

The details of the Related Parties and the nature of the RRPTs under the Proposed Renewal of Existing Shareholders' Mandate, together with the estimated and actual transaction values, are as follows:-

No.	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
1.	Provision of Shipping Agency Services which includes the following:- (i) Clearing vessels for movement in and out of the port (ii) Pilotage Services (iii) Provision of ship supplies		SML	TMD	8,000,000	734,300	3,000,000	Tan Sri Mohd Bakri is a Director and Major Shareholder of SML. He is also a Director in Straits and TMD.
			Subtotal		8,000,000	734,300	3,000,000	

(cont'd)...APPENDIX II

No.	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
2.	Provision of Ship & Marine Management Services which includes:-	a)	SMS	TMD	12,640,000	12,698,060	19,900,000	Capt. Tony is an indirect Shareholder of TMD Energy Limited, which holds an indirect 100% equity interest in TMD and SMS. Capt. Tony is also a Shareholder and an Executive Director of Straits.
	(i) Scheduling vessel for their dry-docking, repair & maintenance work	b)	SMS	SMF Labuan subsidiaries	28,110,000	1,936,279	25,510,000	
	(ii) Application, monitoring and renewal of vessel permit and licenses	c)	SMS	Victoria	2,000,000	614,877	NIL	
	(iii) Recruitment and managing crew on board	d)	SMS	Victoria subsidiaries	4,140,000	NIL	NIL	
	(iv) Sourcing for vessel parts and equipment							
	(v) Clearing vessels for movement in and out port							
	(vi) Pilotage and tug services							
	(vii) Mooring Services							
			Subtotal		46,890,000	15,249,216	45,410,000	

(cont'd)...APPENDIX II

No.	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
3.	Provision of Launch Boat Services (i) Ferry crews & consumables from inland ports to offshore vessels & vice versa (ii) Crew consumables and food		SMM	TMD	1,000,000	254,087	1,000,000	Tan Sri Mohd Bakri is a Director and an indirect Major Shareholder of SMM. He is also a Director in Straits and TMD.
			Subtotal		1,000,000	254,087	1,000,000	
4.	Provision of shipping agency services		Sailion Shipping	Victoria	370,000	214,071	NIL	Dato' Seri Tiong is a Director and Major Shareholder in Sailion Shipping and Victoria.
			Subtotal		370,000	214,071	NIL	

(cont'd)...APPENDIX II

No.	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
5.	Provision of port operation and facility management services	a)	*MPM	Sailion Shipping	3,960,000	717,773	NIL	Dato' Seri Tiong is a Director and an indirect Major Shareholder in MPM. He is also the Director and Major Shareholder in Sailion Shipping and Victoria. Datin Seri Ting Siew Eng is the spouse of Dato' Seri Tiong, who is also a Director and Major Shareholder in Lion Transport. Idjal Bin Tahir is a Director in MPM. He is also a Director and Major Shareholder in Sailion Shipping.
		b)	*MPM	Lion Transport	1,980,000	214,418	NIL	
		c)	*MPM	Victoria	1,980,000	134,098	NIL	
			Subtotal		7,920,000	1,066,289	NIL	

(cont'd)...APPENDIX II

No.	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
6.	Provision of tugboat services		Victoria	Sailion Shipping	3,570,000	2,716,586	NIL	Dato' Seri Tiong is a Director and Major Shareholder in Sailion Shipping and Victoria.
			Subtotal		3,570,000	2,716,586	NIL	
7.	Provision of services on rental of forklift, trailer and other equipment and sales of container		Lion Transport	MPM	1,440,000	391,955	NIL	Dato' Seri Tiong is a Director and a Major Shareholder in Lion Transport. He is also a Director and an Indirect Major Shareholder in MPM. Datin Seri Ting Siew Eng is the spouse of Dato' Seri Tiong who is also a Director and Major Shareholder in Lion Transport.
			Subtotal		1,440,000	391,955	NIL	

(cont'd)...APPENDIX II

No.	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
8.	Provision of dry-docking services which includes the following:- • carry out comprehensive and major maritime maintenance services which include cleaning, inspection, repairs, re-painting of vessel with anti-corrosive and anti-fouling paints, parts replacement, servicing and overhauling / changing of engine / machineries etc.	a)	Horizon	SMF Labuan Subsidiaries	52,400,000	750,000	52,400,000	Dato' Sri Ho is a director of Horizon and also a director and major shareholder of Straits which is the ultimate holding company of the SMF Labuan subsidiaries. Capt. Tony is a director and shareholder of Horizon and Straits. He is also an indirect shareholder of TMD Energy Limited, which is the indirect holding company of SMF Labuan subsidiaries.
		b)	Horizon	Victoria Subsidiaries	3,300,000	NIL	NIL	
			Subtotal		55,700,000	750,000	52,400,000	

(cont'd)...APPENDIX II

No	Nature of RRPTs		Transacting Parties		Existing Mandate		Estimated value from the forthcoming AGM on 20 November 2025 to the next AGM (RM)	Interested Directors, Major Shareholders and/or Persons Connected to them
			Provider	Recipient	Estimated value of RRPTs as disclosed in the preceding Circulars to Shareholders dated 30 April 2024 and 11 June 2024 (RM)	Actual value transacted from the date of the last AGM on 25 June 2024 to 24 September 2025 (RM)		
9.	Repair and maintenance of oil cargo vessels and tugboats	a)	Horizon	TMD	14,000,000	NIL	14,000,000	Dato' Sri Ho is a director of Horizon and also a director of TMD and Victoria. He is also a director and major shareholder of Straits. Capt. Tony is a director and shareholder of Horizon and Straits. He is also an indirect Shareholder of TMD Energy Limited, which holds an indirect 100% equity interest in TMD.
		b)	Horizon	Victoria	2,800,000	NIL	NIL	
			Subtotal		16,800,000	NIL	14,000,000	
			TOTAL		141,690,000	21,376,504	115,810,000	

NOTE:-

- (i) MPM ceased as an indirect subsidiary of Straits on 30 September 2024.
- (ii) The frequency of payment for the proposed transactions described above will be made in accordance with the approved credit terms.
- (iii) The aggregated actual value of the RRPTs did not exceed the aggregated estimated value by 10% or more, as approved under the previous shareholders' mandate granted to the Company at the 27th AGM held on 25 June 2024.

APPENDIX III

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, who collectively and individually accept full responsibility for the completeness and accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements in this Circular nor are there any other facts, the omission of which would render any statement in this Circular false or misleading.

2. MATERIAL LITIGATION / ARBITRATION

As at the LPD, save as disclosed below, neither the Company nor any of its subsidiaries is engaged in any material litigation, claims or arbitrations, whether as plaintiff or defendant, that would have a material effect on the financial position or business of the Group, and the Board is not aware of and does not have any knowledge of any proceedings, pending or threatened, against Straits Group, nor of any facts likely to give rise to any proceedings which may materially affect the financial position or business 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 the "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.

(cont'd)...APPENDIX III

On 14 April 2021, TMD received a sealed Order dated 22 March 2021 and undated Notice of Registration of Foreign Judgement and this represents an attempt by the Claimants to enforce an English Judgement for USD937,353 with interest and cost of which TMD has disputed jurisdiction. Accordingly, TMD is taking steps to strenuously resist this attempt to enforce an invalid arbitration award issued without jurisdiction and TMD's solicitors had on 27 April 2021 filed an application to the High Court of Malaya, Kuala Lumpur to set aside the earlier mentioned sealed Order and undated Notice of Registration of Foreign Judgement.

The High Court Judge dismissed the application for issues to be tried and TMD has since filed an Appeal against this decision. TMD has also since applied to stay the proceedings pending disposal of the Appeal and the application for stay of proceedings was fixed for case management on 26 January 2022.

The hearing for stay of Setting Aside Application pending the Appeal was held and stay was granted. The record of Appeal was duly filed on 18 March 2022 and Case Management for the Appeal was fixed for 2 June 2022 to update the filing of Grounds of Judgement and Notes of Proceedings, if made available.

Pursuant to the above, Case Management Conference for the Appeal was held on 11 August 2022, 21 October 2022, 20 December 2022, 20 January 2023 and 23 March 2023 respectively.

Subsequently, Case Management Conferences and hearings of the Appeal were held on 3 July 2023 and 13 July 2023 respectively.

Pursuant to an appeal for a trial on 20 November 2023 to determine the four (4) issues between TMD and ING Bank/OWB in aid of TMD's application to set aside the registration of the UK Judgement in Malaysia ("Application for Trial"); the Court of Appeal had decided to allow the appeal on the following brief grounds:-

- Recognised the availability of the passive remedy to TMD to raise the issue of the UK Tribunal's lack of jurisdiction for the first time at the enforcing court outside the UK. It was further held that the issue of jurisdiction should be decided by the High Court independently from the UK Tribunal's finding.
- The Court of Appeal also found that the High Court judge proceeded to decide on the merits of ING Bank/OWB's application to register UK Judgment in Malaysia. As such, it was ordered that the matter will be remitted to the High Court before a different High Court Judge.
- Cost in the sum of RM 15,000.00 (subject to 4% allocatur) was awarded to TMD.

(cont'd)...APPENDIX III

The matter is now due to proceed for trial at the High Court within the parameters of the 4 issues of the Application for Trial. However, the Claimants had filed a Motion for Leave to Appeal at the Federal Court and in the case management held on 5 February 2024, the Federal Court had given directions for written submissions and documents by 15 May 2024 for case management on 16 May 2024 and a hearing had been fixed on 30 May 2024.

TMD's Solicitors had on 20 August 2024 informed the Company that pursuant to a Leave granted by the Federal Court to ING Bank and OWB on 30 May 2024, the Federal Court has fixed the Case for hearing on 27 November 2024. However, the Federal Court appeal hearing had been rescheduled to 25 February 2025. As such, the High Court has fixed the next case management on 6 March 2025 via e-Review to receive an update on the appeal.

In the hearing held on 25 February 2025, the proceeding was adjourned to 17 April 2025 and thereafter to 10 June 2025. On 13 August 2025, the Federal Court allowed the appeal by ING Bank and OWB against the Court of Appeal's decision to order a trial of issues in relation to an application to set aside the High Court judgment dated 22 March 2021 with costs of RM130,000.00 were awarded to ING Bank and OWB.

Accordingly, TMD's application for setting aside will now resume in the High Court, with the hearing date to be fixed in due course.

Notwithstanding the abovementioned ongoing legal case between the parties, 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 and accordingly, no provisions have been made in the financial statements.

The Board is of the opinion that if in the event the outcome is not in favour of the Company, there will be no adverse material effect on the Company as the potential liabilities arising therefrom is fully indemnified by the Vendor i.e. Raja Ismail Bin Raja Mohamed.

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3. MATERIAL CONTRACTS

As at the LPD, save as disclosed below, Straits Group has not entered into any material contracts (other than contracts entered into in the ordinary course of business) within the two (2) years immediately preceding the LPD of this Circular:-

- (i) The Conditional Share Sale Agreement ("**SSA**") dated 25 October 2021 entered into between the Company and Tan Sri Mohd Bakri Bin Mohd Zinin ("**Tan Sri Mohd Bakri**" or "**Vendor**") (Non-Independent Non-Executive Director of the Company) for the acquisition of 270,000 shares, representing 90% equity interest in Sinar Maju Logistik Sdn Bhd ("**Sinar Maju**") from Tan Sri Mohd Bakri, for a purchase consideration of RM16,380,000 to be satisfied entirely via cash ("**Proposed Acquisition**").

The Proposed Acquisition was completed on 1 April 2022 and Sinar Maju became a 90%-owned subsidiary of the Company.

Pursuant to the SSA, the Vendor granted to Straits the Call Option ("Proposed Call Option") for Straits to acquire all the Call Options Shares in a single transaction, representing the remaining 10% equity interest in Sinar Maju, for a purchase consideration of RM1,820,000 to be satisfied entirely via cash by serving the Call Option Notice to the Vendor. For shareholders' information, the Call Option may be exercised at any time during a period of 30 months commencing from the completion of the Proposed Acquisition.

On 30 September 2024, Straits and Tan Sri Mohd Bakri had executed a supplemental letter to supplement the SSA dated 25 October 2021 in relation to the Proposed Call Option whereby Straits and Tan Sri Mohd Bakri have mutually agreed to the extension of the Call Option Period for a further 12 months ending 30 September 2025.

On 25 September 2025, Straits and Tan Sri Mohd Bakri had further executed a supplemental letter to supplement the SSA dated 25 October 2021 in relation to the Proposed Call Option whereby Straits and Tan Sri Mohd Bakri have mutually agreed to the extension of the Call Option Period for a further 12 months ending 30 September 2026.

For shareholders' information, upon the exercise and completion of the Proposed Call Option, Sinar Maju will become a wholly-owned subsidiary of Straits.

- (ii) Straits Marine Fuels & Energy Sdn Bhd ("**SMF**"), a wholly-owned subsidiary of TMD Energy Limited ("**TMDEL**") and TMDEL, had on 7 February 2024 entered into the conditional Shares Sale and Purchase Agreement ("**SMS SSA**") with Platinum Gate Capital Pte Ltd ("**Platinum Gate**") for the proposed acquisition by SMF of 49,000 ordinary shares in Straits Marine Services Pte Ltd ("**SMS**") ("**SMS Shares**"), representing the remaining 49% equity interest in SMS from Platinum Gate for a purchase consideration of RM3,324,902 ("**Purchase Consideration**") to be satisfied entirely via cash or by the issuance of new TMDEL ordinary shares or a combination of both ("**Acquisition of SMS**").

(cont'd)...APPENDIX III

SMF, TMDEL and Platinum Gate had on 29 April 2024, executed the letter to supplement the SMS SSA ("**SMS SSA Supplemental Letter**") for the Acquisition of SMS whereby SMF, TMDEL and the Platinum Gate had agreed for the payment of the SMS Purchase Consideration to be satisfied entirely via the issuance of 1,188,543 new TMDEL ordinary shares. On 31 May 2024, 1,188,543 new TMDEL ordinary shares were allotted and issued pursuant to SMS SSA (including the SMS SSA Supplemental Letter).

The Acquisition of SMS is deemed as Related Party Transaction under Rule 10.08 of the ACE Market Listing Requirements of Bursa Securities in view that the Acquisition of SMS involves the interests of Captain Tony Tan Han (Chen Han) who is a director of Straits as well as a director and major shareholder of SMS, via his shareholdings in Platinum Gate.

The Company obtained the approval of its shareholders for the Acquisition of SMS at the Extraordinary General Meeting ("**EGM**") on 30 May 2024. Subsequently, the Acquisition of SMS was completed on 31 May 2024 and SMS became a wholly-owned subsidiary of SMF.

- (iii) Shares Sale and Purchase Agreement dated 7 February 2024 ("**SSA-30% TMD**") between TMDEL, Dato' Mohd Suhaimi Bin Hashim ("**Dato' Suhaimi**") and Goo Yong Sing ("**Mr. Goo**") as vendors and SMF as purchaser in respect of the acquisition by SMF of 4,500,000 ordinary shares in TMD representing the remaining 30% equity interest in TMD, from Dato' Suhaimi and Mr. Goo held equally, for a total a purchase consideration of RM9,720,989. The purchase consideration is to be satisfied entirely via cash or by the issuance of new TMDEL shares or a combination of both ("**Acquisition of TMD**").

The Company obtained the approval of its shareholders for the Acquisition of TMD at the Company's EGM held on 30 May 2024. Subsequently, the said Acquisition of TMD was completed on 31 May 2024 and TMD became a wholly-owned subsidiary of SMF.

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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 financial year ended 31 December 2023 and 18-month financial period ended 30 June 2025;
- (iii) Unaudited quarterly results for the financial period ended 30 June 2025;
- (iv) The relevant cause papers in respect of material litigation referred to in paragraph 2 above; and
- (v) The material contracts referred to in paragraph 3 above.

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