

## SHIN YANG GROUP BERHAD

### SUMMARY OF KEY MATTERS DISCUSSED AT THE TWENTIETH ANNUAL GENERAL MEETING (“20<sup>th</sup> AGM” OR “AGM”) OF SHIN YANG GROUP BERHAD (“SYGROUP” OR “THE COMPANY”) CONDUCTED PHYSICALLY AT THE CONFERENCE ROOM, LEVEL 5, IMPERIAL HOTEL, JALAN POS, 98000 MIRI, SARAWAK ON 9 DECEMBER 2025 AT 11.00 A.M.

All Resolutions tabled at 20<sup>th</sup> AGM were passed by shareholders and were as follows:

	Agendas	Resolutions No.
	Adoption of Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon	
Agenda 1:	Declaration of Single-Tier Final Dividend of 5.00 sen per ordinary share	[Resolution 1]
Agenda 2:	Approval of Directors’ fees and benefits for financial period ended 31 December 2025	[Resolution 2]
Agenda 3:	Re-election of retiring Director: Mr. Ling Chiong Sing pursuant to Clause 90 of the Company’s Constitution	[Resolution 3]
Agenda 4:	Re-election of retiring Director: Mr. Ling Chiong Pin pursuant to Clause 90 of the Company’s Constitution	[Resolution 4]
Agenda 5:	Re-election of retiring Director: Mdm. Ling Siu Chuo pursuant to Clause 90 of the Company’s Constitution	[Resolution 5]
Agenda 6:	Re-appoint Crowe Malaysia PLT as the auditor of the Company and to authorize the Directors to determine their remuneration	[Resolution 6]
<u>As Special Business</u>		
Agenda 7:	Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue of Trading Nature	[Resolution 7]
Agenda 8:	Proposed Renewal of Authority on Shares Buy-Back	[Resolution 8]

Pursuant to Paragraph 8.29A of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all resolutions were voted by poll. Polling results for each resolution were duly announced to Bursa Malaysia Securities Berhad, on the even date.

Board Members present at the 20<sup>th</sup> AGM were as follows:-

- 1) Tan Sri Datuk Ling Chiong Ho
- 2) Datuk Ling Lu Kiong
- 3) Mr. Ling Chiong Sing
- 4) Mr. Ling Chiong Pin
- 5) Mdm Ling Siu Chuo
- 6) Mdm Yong Nyet Yun
- 7) Mr. Jack Willien @ William Anak Jinep
- 8) Mdm. Izan Nadiawati Binti Mohamad Tabib
- 9) Dr. Dominic Lai Yew Hock

Datuk Ling Lu Kiong, the Group Executive Vice Chairman, was appointed the Chairman of the Meeting of 20<sup>th</sup> AGM (“Chairman”) pursuant to Article 71 of the Company’s Constitution.

#### 1.0 Opening Address by Chairman

The Chairman then informed that requisite quorum was present upon the confirmation by the Company Secretary and the meeting was then called to order.

The Chairman informed the members/proxies present that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the AGM would be conducted on a poll. He added that the Company had appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator to conduct the polling process and Ms. Tan from David Siaw & Co Advocates as the Independent Scrutineers to verify and validate the poll results. The Chairman also informed that the polling process for voting on the resolutions would be conducted upon the completion of deliberation of all items to be transacted at the AGM

The Notice of the AGM convening the meeting incorporating the detailed text of each of the resolutions was, with the permission of the meeting, be taken as read.

#### 2.0 Polling results – announced by Chairman

**Resolution 1** on the approval of the declaration of a final Single-tier dividend of 5.00 sen per ordinary share for the financial year ended 30 June 2025 **\*carried/~~not carried~~.**

**Resolution 2** on the approval of the amount of RM204,000.00 as Directors’ fees for the financial period ended 31 December 2025 **\*carried/~~not carried~~.**

**Resolution 3** on the re-election of Mr. Ling Chiong Sing as Director of the Company pursuant to Clause 90 of the Company’s Constitution **\*carried/~~not carried~~.**

**Resolution 4** on the re-election of Mr. Ling Chiong Pin as Director of the Company pursuant to Clause 90 of the Company’s Constitution **\*carried/~~not carried~~.**

**Resolution 5** on the re-election of Mdm. Ling Siu Chuo as Director of the Company pursuant to Clause 90 of the Company’s Constitution **\*carried/~~not carried~~.**

**Resolution 6** on the re-appointment of Messrs. Crowe Malaysia PLT as Auditors of the Company **\*carried/~~not carried~~**.

**Resolution 7** on the renewal of Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature **\*carried/~~not carried~~**.

**Resolution 8** on the renewal of authority for the Company to Purchase its own Shares **\*carried/~~not carried~~**.

3.0 Closure

There being no other business, the Chairman concluded the meeting and thanked all present.

Questions raised by a shareholder during the 20<sup>th</sup> Annual General Meeting (“AGM”) of Shin Yang Group Berhad.

**1. Dividend Policy**

As I noted the group does not have a formal dividend policy to reward its shareholders at present and given the improving earnings for the group, does the company intend/plan/consider/ to have a dividend policy going forward?

- i. Dividends considered based on sustainable earnings & growth plans and capital expenditures.
- ii. Board also reviews financial position, cash flow & investment needs.
- iii. Consistent payouts of net earning: 36% (2025), 31% (2024), 19% (2023).
- iv. Even no formal dividend policy currently but paying an average 28.7% of net earning to our valued shareholders.

**2. Share Buybacks vs Dividends**

As I observe that the company has been actively buying back its own shares from the open market as compared to distributing the profit after tax in the form of higher dividends to shareholders, what’s the rationale?

- i. Share buybacks provide flexible capital management and long-term utilisations.
- ii. Provide options to utilize its surplus financial resources more efficiently and is expected to benefit the Company and its shareholders.
- iii. Build treasury shares for merger & acquisition/strategic deals.
  - Latest Deal : acquisition of Boulevard Motor Group with utilization of 55 million treasury shares as part of the purchase consideration and resulted an equity gain of RM 23.4 M.
- iv. Supports EPS enhancement & capital structure optimization and stabilize price movement.

**3. Future Dividend Consideration**

Will the BOD consider rewarding shareholders with more dividends in the future if the earnings are sustained rather than having shares buyback?

- i. Board will balance the consideration between capital development and dividend payout.
- ii. Higher dividends possible when earnings remain sustainable strong with focusing on market driven routes and fleet loads.
- iii. Focus on rewarding shareholders while preserving growth capital and maintaining net asset growth.
- iv. Share buy back activities will slowly reduce as compliance to Bursa guideline and thresholds.

#### **4. Strengthening Integrated Logistics Services**

Can Shin Yang Group provide more clarity about the group's plan to strengthen its integrated logistics services business?

- i. To keep and renewal younger fleet aging and fleet technology innovation.
- ii. Enhancing container haulage, trucking cargoes for industrial park, housing development and reclamation projects.
- iii. Strengthening and exploring port operation opportunity, warehousing & shipping agency and international shipping agency establishments.
- iv. Providing seamless end-to-end logistics via integrated network.

#### **5. Adding Value to Operations**

How does the company plan to strengthen the business and add value to the operations of the group?

- i. Investment in technology, infrastructure & human capital workforce
- ii. Exploring horizontal integration: to create cargo volume handling & port-related operation activities
- iii. Strategic partnerships & selective acquisitions for value creation
- iv. Capital commitment: RM 101million (2025)

#### **6. Change of Financial Year End and Outlook for FY26**

With the group changing its financial year end from June 2026 to Dec 2025, does the group confident of delivering a better financial performance for next year for the Financial Year 2026 (FY26) or at least maintain the financial performance for FY25 and what's catalysts and growth (in terms of earnings)?

- i. FYE changed from June 2026 to Dec 2025 for better align the group's reporting cycle more effectively with its operational planning and strategic requirements & indicators.
- ii. Confident on sustaining/improving FY25 performance into FY26.
- iii. Automotive segment with new/improved showrooms and workshop service bays in East Malaysia.
- iv. Shipping/Logistic growth with expanding stronger anchor customers commitments.

## **7. Capital Investment Plans**

What is the Group's Capex focus for FY2026?

- i. Vessel fleet aging renewal, upgrades and conversion.
- ii. Automotive dealership modernization with showrooms & services.
- iii. Logistics equipment & facility expansion.
- iv. Investment in strategic land/marine assets.
- v. Funded mainly via internal resources with prudent gearing structures.