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SHIN YANG GROUP BERHAD

Registration No: 200401027554 (666062-A)
(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

PART B

SHARES BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

(COLLECTIVELY KNOWN AS "THE PROPOSALS")

The resolutions in respect of the above proposals will be tabled as Special Business at the 19th Annual General Meeting ("AGM") of Shin Yang Group Berhad ("SYGROUP" or "the Company"), to be held at the Conference Room at Level 5 of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak on Thursday, 5 December 2024 at 11.00 a.m. Notice of the AGM together with the Proxy Form are enclosed together with the Annual Report 2024 of the Company.

A Proxy Form is enclosed which, if you are unable to attend the Annual General Meeting, you are urged to complete and return in accordance with the instruction therein as soon as possible so as to arrive at the Registered Office of the Company not later than 48 hours before the time set for holding the Meeting. The lodging of the Proxy Form will not preclude you from attending and voting in person at the Meeting if you are subsequently able to do so.

IMPORTANT DATES:

Last date and time for lodging the Proxy Form : Tuesday, 3 December 2024 at 11.00 a.m.
Date and time of the AGM : Thursday, 5 December 2024 at 11.00 a.m.

This Circular/Statement is dated 30 October 2024

DEFINITIONS

For the purpose of this Circular/Statement, except where the context otherwise requires, the following definitions shall apply throughout this Circular/Statement.

“Act”	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board” or “Board of Directors”	:	The Board of Directors of SYGROUP
“Boulevard Jaya”	:	Boulevard Jaya Sdn Bhd [200401003216 (641719-W)]
“Boulevard Motor”	:	Boulevard Motor Sdn Bhd [201701013175 (1227340-V)]
“Boulevard Motor (Labuan)”	:	Boulevard Motor (Labuan) Sdn Bhd [201701041441 (1255614-M)]
“Boulevard Motor (Sabah)”	:	Boulevard Motor (Sabah) Sdn Bhd [201701035661 (1249832-H)]
“Bursa Malaysia”	:	Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“Circular”	:	Circular/Statement to Shareholders dated 31 October 2024
“CMSA”	:	Capital Markets and Services Act 2007, as amended from time to time
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016, as amended from time to time and any re-enactment thereof.
“Danum Shipping”	:	Danum Shipping Sdn Bhd [200401032535 (671043-X)]
“Director(s)”	:	Has the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, (i) a director of the Company, its subsidiary or holding company; (ii) a chief executive of the Company, its subsidiary or holding company
“Dynasys Technology”	:	Dynasys Technology & Engineering Sdn Bhd [201701038291 (1252462-K)]
“EPS”	:	Earnings per share
“Hock Leong Shipping”	:	Hock Leong Shipping Sdn Bhd [198001006721 (60505-P)]
“Kuching Barrage”	:	Kuching Barrage Management Sdn Bhd [199701029532 (445031-P)]
“Ling Brothers”	:	Tan Sri Datuk Ling Chiong Ho, Ling Chiong Sing and Ling Chiong Pin collectively
“Ling Family Group”	:	Companies connected to the Ling Brothers and Ling Siu Chuo
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Malaysia, including any amendment thereto that may be made from time to time
“LPD”	:	11 October 2024, being the latest practicable date prior to the printing of this Circular
“Major Shareholder(s)”	:	A person who has an interest or interests in one (1) or more voting Shares in the Company and the nominal amount of that Share, or the aggregate of the nominal amounts of those Shares, is:- <ul style="list-style-type: none">(a) 10% or more of the aggregate of the nominal amounts of all the voting Shares in the Company; or(b) 5% or more of the aggregate of the nominal amounts of all the voting Shares in the Company where such person is the largest shareholder of the Company and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Major Shareholder of the Company or any other corporation which is its subsidiary or holding company

For the purpose of this definition, "interest in shares" shall have the meaning given in Section 6A of the Act

"Melinau Container"	:	Melinau Container Services Sdn Bhd [200601035852 (755611-K)]
"Melinau Shipping"	:	Melinau Shipping Sdn Bhd [199501006760 (335957-X)]
"Melinau Transport"	:	Melinau Transport Sdn Bhd [199501037881 (367083-K)]
"Mewah Autoworks"	:	Mewah Autoworks Sdn Bhd [202101006611 (1406910-T)]
"Mewah Exim"	:	Mewah Exim Sdn Bhd [201201001559 (975083-T)]
"Mewahtrans Logistic"	:	Mewahtrans Logistic Sdn Bhd [201701046859 (1261035-V)]
"NA"	:	Net assets
"NTA"	:	Net tangible asset
"Person Connected"	:	This shall have the same meaning as in Paragraph 1.01 of the Listing Requirements
"Piasau Gas"	:	Piasau Gas Sdn Bhd [199101001884 (212195-V)]
"Piasau Slipways"	:	Piasau Slipways Sdn Bhd [197701004741 (36445-A)]
"Proposals"	:	Collectively, the Proposed Renewal of Shareholders' Mandate, Proposed New Shareholders' Mandate and Proposed Renewal of Share Buy-Back
"Proposed New Shareholders' Mandate"	:	Proposed new shareholder mandate for new RRPT to be entered into from the date of the forthcoming 19 th AGM until the date of the 20 th AGM
"Proposed Renewal of Share Buy- Back"	:	Proposed purchase by the Company of its own shares up to approximately seven point two five per centum (7.25%) of the total number of issued shares of the Company
"Proposed Renewal of Shareholders' Mandate"	:	Proposed renewal of shareholder mandate for RRPT to be entered into from the date of the forthcoming 19 th AGM until the date of the 20 th AGM
"Proposed Shareholders' Mandate"	:	Collectively, the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate
"Purchased Shares"	:	SYGROUP Shares to be purchased pursuant to the Proposed Renewal of Share Buy-Back
"Recurrent Related Party Transactions" or "RRPT"	:	Related party transactions involving recurrent transactions of a revenue or trading nature, which are necessary, in the normal course of business for the Group's day to day operations
"Related Party (ies)"	:	Means a Director, Major Shareholder or person connected with such Director or Major Shareholder
"RM and sen"	:	Ringgit Malaysia and sen respectively.
"Seatrade Agency Services"	:	Setrade Agency Services Sdn Bhd [198401008243 (120763-V)]
"Shinline"	:	Shinline Sdn Bhd [199401026724 (312405-X)]
"Shin Yang Holding"	:	Shin Yang Holding Sdn Bhd [198901007165 (184468-H)], the holding company of SYGROUP
"Shin Yang Holding Group"	:	Shin Yang Holding, its subsidiaries and associate companies
"Shin Yang Shipping"	:	Shin Yang Shipping Sdn Bhd [199001004307 (195874-H)]
"SYGROUP" or "Company"	:	Shin Yang Group Berhad [200401027554 (666062-A)]
"Group"	:	Shin Yang Group Berhad and its subsidiaries
"Shin Yang Shipyard"	:	Shin Yang Shipyard Sdn Bhd [198001001432 (55215-W)]
"Sinar Asiamas"	:	Sinar Asiamas Sdn Bhd [201601023462 (1194401-X)]
"Thailine"	:	Thailine Sdn Bhd [198401000670 (113191-T)]
"WAP"	:	Weighted Average Price

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SHIN YANG GROUP BERHAD

Registration No: 200401027554 (666062-A)
(Incorporated in Malaysia)

Registered Office:

Sublot 153 (Parent Lot 70)
Jalan Kuala Baram
Kuala Baram
98100 Miri, Sarawak

30 October 2024

The Board of Directors

Tan Sri Datuk Ling Chiong Ho	(Group Executive Chairman)
Datuk Ling Lu Kiong	(Group Executive Vice Chairman)
Mr Ling Chiong Sing	(Group Managing Director)
Mr Ling Chiong Pin	(Executive Director)
Mdm Ling Siu Chuo	(Non-Independent Non-Executive Director)
Mdm. Yong Nyet Yun	(Independent Non-Executive Director)
Dr. Lai Yew Hock, Dominic	(Independent Non-Executive Director)
Mr. Jack Willien @ William Anak Jinep	(Independent Non-Executive Director)
Mdm Izan Nadiawati Binti Mohamad Tabib	(Independent Non-Executive Director)

To: The Shareholders of Shin Yang Group Berhad

Dear Sir/Madam

PART A: PROPOSED SHAREHOLDERS' MANDATE

PART B: PROPOSED RENEWAL OF SHARES BUY-BACK

1. INTRODUCTION

At the 18th AGM held on 24 November 2023, the Company had obtained a shareholders' mandate for the Company and its subsidiaries to enter into any of the category of Recurrent Related Party Transactions ("RRPT") as set out in the circular to shareholders dated 31 October 2023 with the Related Parties. The shareholders' mandate for Recurrent Related Party Transactions shall, in accordance with the Listing Requirements, expire at the conclusion of the forthcoming 19th AGM of the Company which will be held on 5 December 2024, unless it is renewed.

The Board of Directors of SYGROUP had on 21 October 2024 announced its intention to seek shareholders' approval on the following Proposals at the forthcoming 19th AGM of the Company:

- a) Proposed Shareholders' Mandate and
- b) Proposed Renewal of Shares Buy-Back
(Collectively known as "the Proposals")

The purpose of this Circular/Statement is to provide you with information pertaining to the above and to seek your approval for the resolution pertaining to the Proposals to be tabled under agenda of Special Business at the forthcoming 19th AGM of the Company.

SHAREHOLDERS OF SYGROUP ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR/STATEMENT AND APPENDIX A CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSALS.

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PART A

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09 of the Listing Requirements, a listed issuer may seek shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms that are not more favourable to the Related Parties than those generally available to the public;
- (ii) the shareholders' mandate is subjected 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 Paragraph 10.09(1) of the Listing Requirements;
- (iii) the issuance of a circular to shareholders by the Company containing information as specified in the Listing Requirements;
- (iv) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. The interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (v) the Company must immediately announce to Bursa Malaysia when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Malaysia in its announcement.

It is anticipated that the Group and the Related Parties would, in the ordinary course of business, enter into the related party transactions as mentioned in Section 2.2 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

The Board proposes to seek a renewal of the authorisation from the shareholders to allow the Group, in the normal course of business, to enter into RRPT provided such transactions are made at arms' length, on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders.

The ensuing sections of this Circular sets out the relevant information pertaining to the above for the consideration and approval by the shareholders at the forthcoming 19th AGM.

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2.1 Class of Related Party

The Proposed Shareholders' Mandate will apply to transactions entered/to be entered into by the Group with companies deemed connected with the following Related Parties:

- (i) **Major Shareholder** : Shin Yang Holding;
- (ii) **Directors and Major Shareholders** : Tan Sri Datuk Ling Chiong Ho (Group Executive Chairman), Ling Chiong Sing (Group Managing Director) and Ling Chiong Pin (Executive Director)
- (iii) **Directors and Person Connected** :
 - a) **Datuk Ling Lu Kiong** who is the son of Tan Sri Datuk Ling Chiong Ho who is the Group Executive Chairman, nephew of Ling Chiong Sing who is the Group Managing Director and Ling Chiong Pin who is the Executive Director the Company respectively. He is an appointed representative of Shin Yang Holding and a shareholder of the Company. He is deemed interested in certain transactions between the Group and certain companies carried out in the ordinary course of business by virtue of his common deemed shareholdings in these companies.
 - b) **Ling Siu Chuo** who is the sister of Tan Sri Datuk Ling Chiong Ho, Ling Chiong Sing and Ling Chiong Pin, who are Group Executive Chairman, Group Managing Director and Executive Director of the Company respectively. She is an appointed representative of Shin Yang Holding and a shareholder of the Company. She is deemed interested in certain transactions between the Group and certain companies carried out in the ordinary course of business by virtue of her common directorship in these companies.

The direct and indirect shareholdings of the above Related Parties in SYGROUP are set out in Section 5 of this Circular.

Saved as disclosed above, none of the other Directors, major shareholders, or persons connected to them have any interests (direct or indirect) in the Proposed Shareholders' Mandate.

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2.2 Terms and Nature of RRPT

(a) The RRPT which will be covered in the Proposed Renewal of Shareholders' Mandate are set out as follows:-

Name of Related Parties	Nature of transaction with the Related Parties	Interested Directors/ Major Shareholders and Person Connected	Business Activities of Related Parties	Manner of relationship in the Related Parties		Value of Transactions (RM'000)			
						Existing Mandate		Proposed	
						Actual#	Estimated	Estimated**	
						From the previous AGM up to the LPD	Value disclosed in the preceding year's circular dated 31 Oct 2023	From forthcoming AGM on 5 December 2024 to next AGM	
Shin Yang Holding and Companies related to Shin Yang Holding									
1.	Shin Yang Holding Group ⁽¹⁾	Provision of shipping services by the Group	Shin Yang Holding is the holding company of the Company. The Ling Brothers are the Directors and substantial shareholders of the Company and Shin Yang Holding.	Hypermarket and departmental store, hotel business, property developing, wood-based products manufacturing, research & development of wood products, reforestation and oil palm operations, quarry operation, construction and engineering, parts & hardware supplies, agriculture, glue manufacturing, plastic manufacturing, sales of marine equipment and electrical engineering	Yes	Yes	114,917	235,000	235,000
2.	Shin Yang Holding Group ⁽²⁾	Provision of fabrication services by the Group		Reforestation and wood-based products manufacturing, quarry operation, construction and engineering, and parts & hardware supplies.	Yes	Yes	1,033	35,000	35,000

Name of Related Parties		Nature of transaction with the Related Parties	Interested Directors/ Major Shareholders and Person Connected	Business Activities of Related Parties	Manner of relationship in the Related Parties		Value of Transactions (RM'000)		
							Existing Mandate		Proposed
							Actual#	Estimated	Estimated**
							From the previous AGM up to the LPD	Value disclosed in the preceding year's circular dated 31 Oct 2023	From forthcoming AGM on 5 December 2024 to next AGM
Director	Major Shareholder								
3	Shin Yang Holding Group ⁽³⁾	Provision of gas services by the Group		Property developing, wood-based products manufacturing, research & development of wood products, reforestation and oil palm operations, quarry operation, construction and engineering, parts & hardware supplies, agriculture, glue manufacturing and electrical engineering	Yes	Yes	1,607	2,000	2,500
Shin Yang Holding and Companies related to Shin Yang Holding (Cont')									
4.	Shin Yang Holding Group ⁽⁴⁾	Purchase of marine hardware supplies and spare parts by the Group	Shin Yang Holding is the holding company of the Company.	Trading house (centralised procurements to enjoy volume discount, priority in supply and reduce stock holding costs) and construction & engineering	Yes	Yes	14,640	60,000	60,000
5.	Shin Yang Holding Group ⁽⁵⁾	Rental of properties ⁽¹⁴⁾ by the Group	The Ling Brothers are the Directors and substantial shareholders of the	Investment and properties holding, wood based products manufacturing, quarry operation and construction & engineering	Yes	Yes	2,373	2,000	5,500

Name of Related Parties		Nature of transaction with the Related Parties	Interested Directors/ Major Shareholders and Person Connected	Business Activities of Related Parties	Manner of relationship in the Related Parties		Value of Transactions (RM'000)		
							Existing Mandate		Proposed
							Actual#	Estimated	Estimated**
							From the previous AGM up to the LPD	Value disclosed in the preceding year's circular dated 31 Oct 2023	From forthcoming AGM on 5 December 2024 to next AGM
Director	Major Shareholder								
6.	Shin Yang Holding Group ⁽⁶⁾	Purchase of transportation services and hotel accommodation by the Group	Company and Shin Yang Holding	Investment holding, provision of bus services for the Group's employees as well as ticketing agents and provision of hotel accommodation	Yes	Yes	2,184	20,000	20,000
7.	Shin Yang Holding Group ⁽⁷⁾	Purchase of diesel and bunker by the Group		Shell petrol & diesel and other petroleum products supplies, Industrial trading house (centralised procurements)	Yes	Yes	9,957	85,000	85,000
Companies connected to the Directors or Person Connected to the Directors									
8.	Ling Family Group ⁽⁸⁾	Provision of shipping services by the Group	These are companies in which the Ling Brothers, Ling Siu Chuo and Datuk Ling Lu Kiong have substantial interests and/or directorships	Equipment and machinery supplies, tyre retreading, oil palm plantation, wet market supply in hypermarket, construction and engineering, trading of scrap metal, hydraulic hose supplies	Yes	Yes	11,407	28,000	28,000
9.	Ling Family Group ⁽⁹⁾	Provision of fabrication services by the Group		Equipment and machinery supplies, tyre retreading and trading of scrap metal	Yes	Yes	276	15,000	15,000

Name of Related Parties		Nature of transaction with the Related Parties	Interested Directors/ Major Shareholders and Person Connected	Business Activities of Related Parties	Manner of relationship in the Related Parties		Value of Transactions (RM'000)			
							Existing Mandate		Proposed	
					Actual#		Estimated		Estimated**	
					From the previous AGM up to the LPD		Value disclosed in the preceding year's circular dated 31 Oct 2023		From forthcoming AGM on 5 December 2024 to next AGM	
				Director	Major Shareholder					
10	Ling Family Group ⁽¹⁰⁾	Provision of gas services by the Group		Equipment and machinery supplies, tyre retreading, oil palm plantation, agriculture, sales of marine equipment, wet market supply in hypermarket and construction and engineering	Yes	Yes	595	1,500	1,500	
11	Ling Family Group ⁽¹¹⁾	Purchase of marine hardware supplies and spare parts by the Group		Ration supplier, Trading house (centralised procurements to enjoy volume discount, priority in supply and reduce stock holding costs), workshop operation and trading of scrap metal	Yes	Yes	4,340	15,000	15,000	
12	Ling Family Group ⁽¹²⁾	Rental of property by the Group ⁽¹⁵⁾		Provision of berthing facilities and letting of properties	Yes	Yes	46	55	55	
13	Ling Family Group ⁽¹³⁾	Purchase of transportation services and accommodation services by the Group		Public transportation and provision of hotel accommodation.	Yes	Yes	23	50	50	

(b) The RRPT which will be covered in the Proposed New Shareholders' Mandate are set out as follows:-

Name of Related Parties	Nature of transaction with the Related Parties	Interested Directors/ Major Shareholders and Person Connected	Business Activities of Related Parties	Manner of relationship in the Related Parties		Value of Transactions (RM'000)	
						New Proposed	
						Estimated**	
				From forthcoming AGM on 5 December 2024 to next AGM			
Director	Major Shareholder						
Shin Yang Holding and Companies related to Shin Yang Holding							
1.	Shin Yang Holding Group ⁽¹⁶⁾	Provision of car dealership and sales of spare parts, repairing and servicing of motor vehicles by the Group	Shin Yang Holding is the holding company of the Company. The Ling Brothers are the Directors and substantial shareholders of the Company and Shin Yang Holding.	Hypermarket and departmental store, hotel business, wood-based products manufacturing, reforestation and oil palm operations, quarry operation, construction and engineering, parts & hardware supplies, agriculture, and electrical engineering	Yes	Yes	5,000
Companies connected to the Directors or Person Connected to the Directors							
2.	Ling Family Group ⁽¹⁷⁾	Provision of car dealership and sales of spare parts, repairing and servicing of motor vehicles by the Group	These are companies in which the Ling Brothers, Ling Siu Chuo and Datuk Ling Lu Kiong have substantial interests and/or directorships	Equipment and machinery supplies, tyre retreading, reforestation and oil palm operation, insurance agency, property developing, wet market supply in hypermarket and transport services	Yes	Yes	8,000

Notes:-

- (1) *Comprises Shin Yang Holding, its subsidiaries (namely Boulevard Enterprise (Miri) Sdn Bhd, Dataran Danum Sdn Bhd, Dataran Linau Sdn Bhd, Dataran Seping Sdn Bhd, Forescom Plywood Sdn Bhd, Freestyle Enterprise Sdn Bhd, Hollystone Quarry Sdn Bhd, Kian Hang Plastic Sdn Bhd, Linau Sinar Sdn Bhd, Melinau Electrical Engineering Sdn Bhd, Menawan Wood Sdn Bhd, Pantiasa Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Piasau Industries Sdn Bhd, Shin Yang Agriculture Sdn Bhd, Shin Yang Chemical Sdn Bhd, Shin Yang Construction Sdn Bhd, Shin Yang Development Sdn Bhd, Shin Yang Forestry Sdn Bhd, Shin Yang Laminated Board Sdn Bhd, Shin Yang Plywood Sdn Bhd, Shin Yang Plywood (Bintulu) Sdn Bhd, Shin Yang Sdn Bhd, Shin Yang Trading Sdn Bhd, Shin Yang Wood System Sdn Bhd, Syarikat Sarma Realty Sdn Bhd, VC Megamas Sdn Bhd, Woodville Development Sdn Bhd and Ursol Sdn Bhd and its associated companies (namely Boulevard Hypermarket & Departmental Store Sdn Bhd, Shin Yang Services Sdn Bhd, UBP Printing Sdn Bhd and Zedtee Plywood Sdn Bhd)*
- (2) *Comprises Shin Yang Holding, its subsidiaries (namely Hollystone Quarry Sdn Bhd, Pantiasa Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Shin Yang Sdn Bhd, Shin Yang Trading Sdn Bhd and Woodville Development Sdn Bhd).*
- (3) *Comprises subsidiaries of Shin Yang Holding Sdn Bhd (namely Boulevard Enterprise Sdn Bhd, Dataran Linau Sdn Bhd, Forescom Plywood Sdn Bhd, Hollystone Quarry Sdn Bhd, Linau Sinar Sdn Bhd, Melinau Electrical Engineering Sdn Bhd, Menawan Wood Sdn Bhd, Miri Belait Transport Sdn Bhd, Pantiasa Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Piasau Industries Sdn Bhd, Shin Yang Agriculture Sdn Bhd, Shin Yang Chemical Sdn Bhd, Shin Yang Construction Sd Bhd, Shin Yang Forestry Sdn Bhd, Shin Yang Plywood Sdn Bhd, Shin Yang Plywood (Bintulu) Sdn Bhd, Shin Yang Sdn Bhd and Shin Yang Wood System Sdn and Ursol Sdn Bhd.*
- (4) *Comprises Shin Yang Holding, its subsidiaries (namely Boulevard Enterprise (Miri) Sdn Bhd, Boulevard Enterprise (Kuching) Sdn Bhd, Boulevard Jaya Sdn Bhd, Bumi Uni-Plus Sdn Bhd, Forescom Plywood Sdn Bhd, Hikmal Chemical Products Sdn Bhd, Hollystone Quarry Sdn Bhd, Kian Hang Hardware Sdn Bhd, Kian Hang Plastic Sdn Bhd, Melinau Electrical Engineering Sdn Bhd, Menawan Wood Sdn Bhd, Pantiasa Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Piasau Industries Sdn Bhd, Sarawak Maritime Academy Sdn Bhd, Shin Yang Chemical Sdn Bhd, Shin Yang Corporation Sdn Bhd, Shin Yang Engineering Sdn Bhd, Shin Yang Forestry Sdn Bhd, Shin Yang IT Services Sdn Bhd, Shin Yang Laminated Board Sdn Bhd, Shin Yang Plywood Sdn Bhd, Shin Yang Plywood (Bintulu) Sdn Bhd, Shin Yang Sawmill Sdn Bhd, Shin Yang Sdn Bhd, Shin Yang Trading Sdn Bhd, Shin Yang Wood System Sdn Bhd, Triowork Enterprise Sdn Bhd and Woodville Development Sdn Bhd) and its associated companies (namely Boulevard Hypermarket Departmental Store Sdn Bhd)*
- (5) *Comprises Shin Yang Holding, its subsidiaries (namely Forescom Plywood Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Shin Yang Engineering Sdn Bhd, Shin Yang Forestry Sdn Bhd, Shin Yang Plywood (Bintulu) Sdn Bhd, Shin Yang Sdn Bhd, Shin Yang Trading Sdn Bhd, Shin Yang Wood System Sdn Bhd and Woodville Development Sdn Bhd)*
- (6) *Comprises subsidiaries of Shin Yang Holding (namely Executive Travel Agencies Sdn Bhd, Miri Belait Transport Company Sdn Bhd and Hollystone Quarry Sdn Bhd)*
- (7) *Comprises subsidiaries of Shin Yang Holding (namely Dai Lieng Machinery Sdn Bhd, Hollystone Quarry Sdn Bhd, Melinau Machinery Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Shin Yang Sdn Bhd, Shin Yang Trading Sdn Bhd and Shin Yang Wood System Sdn Bhd and its associated companies (namely Shin Yang Services Sdn Bhd).*

- (8) *Comprises Boulevard Construction Sdn Bhd, Boulevard Motor Sdn Bhd, Boulevard Trading Sdn Bhd, Chiong Ho Ling Sdn Bhd, Dai Lieng Industry Sdn Bhd, Dai Lieng Machinery Sdn Bhd, Dai Lieng Trading Sdn Bhd, Hikmal Chemical Products Sdn Bhd, Linau Mewah Sdn Bhd, Melinau Machinery Sdn Bhd, Melinau Metal Sdn Bhd, Melinau Trading Sdn Bhd, Melinau Tyre Retreading Sdn Bhd, Piasau Aluminium Works Sdn Bhd, Piasau Hydraulic Hose Sdn Bhd, Sarawak Oil Palms Berhad, SOP Edible Oils Sdn Bhd, SOP Karabungan Sdn Bhd, SOP Plantations (Borneo) Sdn Bhd, SOP Plantations (Kemena) Sdn Bhd, SOP Plantations (Murum) Sdn Bhd, SOP Plantations (Suai) Sdn Bhd, SOP Properties Sdn Bhd, Sultech Engineering Sdn. Bhd, Ursol Sdn Bhd and Zhong Ma Equipment Sdn Bhd.*
- (9) *Comprises Melinau Metal Sdn Bhd.*
- (10) *Comprises Boulevard Trading Sdn Bhd, Bumi Uni-Plus Sdn Bhd, Dai Lieng Industry Sdn Bhd, Dai Lieng Machinery Sdn Bhd, Hikmal Chemical Products Sdn Bhd, Jati Vista Sdn Bhd, Linau Mewah Sdn Bhd, Melinau Machinery Sdn Bhd, Melinau Tyre Retreading Sdn Bhd, Primaluck (M) Sdn Bhd, Sarawak Oil Palms Berhad, SOP Edible Oils Sdn Bhd, SOP Plantations (Murum) Sdn Bhd, SOP Resources Sdn Bhd and SOP Transport Sdn Bhd.*
- (11) *Comprises Boulevard Chinese Restaurant Sdn Bhd, Boulevard Motor Sdn Bhd, Chiong Ho Ling Sdn Bhd, Dai Lieng Machinery Sdn Bhd, Dai Lieng Trading Sdn Bhd, Dai Max Automobile Sdn Bhd, Forward Wood Products Sdn Bhd, Hikmal Chemical Products Sdn Bhd, Kesuma Transport Sdn Bhd, Linau Mewah Sdn Bhd, Melinau Machinery Sdn Bhd, Melinau Metal Sdn Bhd, Melinau Trading Sdn Bhd, Melinau Tyre Retreading Sdn Bhd, Piasau Aluminium Works Sdn Bhd, Piasau Engineering Sdn Bhd, Piasau Fuel Pump Sdn Bhd, Piasau Hydraulic Hose Sdn Bhd, Shin Yang Insurance Agencies Sdn Bhd and Zhong Ma Equipment Sdn Bhd.*
- (12) *Comprises Forward Wood Products Sdn Bhd*
- (13) *Comprises Bumi Uni-Plus Sdn Bhd*
- (14) *In respect of the rental of the following properties:-*
- *RM90-180 per room paid to Shin Yang Engineering Sdn Bhd for rental of 2 blocks double storey foreman quarter at Lot 1998, Block 1-2, Kuala Baram Land District, Sarawak with size of 264points x 12m/point for staff accommodation.*
 - *RM7,000 per month paid to Forescom Sdn Bhd for rental of 1 unit of three storey quarter at Lot 1103, Block D, Kemena Land District, Bintulu with size of length 185ft, width 36ft for staff accommodation.*
 - *RM8,000 per month paid to Forescom Plywood Sdn Bhd for rental of 1 unit of double storey staff quarter at Lot 1103, Block 37, Block B & C, Kemena Land District, Bintulu with approximately size of 1,446 square meters for staff accommodation.*
 - *RM6,000 per month paid to Hollystone Quarry Sdn Bhd for rental of 40 rooms, approximately 32 square meters per room at Lot 210, Kuala Baram Land District for staff accommodation.*
 - *RM7,425 per month paid to Shin Yang Sdn Bhd for rental of 20 rooms at Seping Stamping camp for staff accommodation.*
 - *RM20,000 per month paid to Shin Yang Sdn Bhd for rental of open space jetty at Lot 2586, Block 19 Seduan Land District, Tanjung Kumpei, Sibul for container space.*
 - *RM35,000 per month paid to Shin Yang Sdn Bhd for rental of open space jetty at Lot 3494, Miri Concession Land District, Krokop Miri for container space.*
 - *RM360 per month paid to Woodville Development Sdn Bhd for rental of 2 rooms at K9-28-2, Assan Land District, Batang Rajang Bridge, Sibul for staff accommodation.*
 - *RM3,000 per month paid to Shin Yang Holding Sdn Bhd for rental of 2nd floor of a 4 storey corner shophouse at Lot 8089, Block 31, Kemena Land District, Bintulu with approximately size of 354 square metres for office use.*

- RM200 per month paid to Shin Yang Wood System Sdn Bhd for rental of 1 room at Lot 1103, Block 37, Block D, Kemena Land District, Bintulu for staff accommodation.
- RM 21,250 per month paid to Shin Yang Holding Sdn Bhd for rental of 2nd floor of 4 storey detached building at Lot 515, Jalan Datuk Edward Jeli, Piasau Industrial Estate, Miri, Sarawak with approximately 4,250 square meters for office use.
- RM 47,250 per month paid to Shin Yang Plywood (Bintulu) Sdn Bhd for rental of 1 unit warehouse at Lot 813 Block 38 Kemena Land District Jepak Industrial Estate, Bintulu with size of 47,249.03 square metres.
- RM 30,000 per month paid to Forescom Plywood Sdn Bhd for rental of 1 unit warehouse at Lot 2233 Section 66 Kuching Town Land District with size of 46,472.65 square metres.
- RM 41,000 per month paid to Hollystone Quarry Sdn Bhd for rental of 1 unit service center at Lot 186, Block 5, Miri Concession Land District, 98000 Miri with size approximately 1,860 square metres.
- RM 20,000 per month paid to Hollystone Quarry Sdn Bhd for rental of 1 unit corner shophouse for showroom at Lot 3043, Block 5, Miri Concession Land District 98000 Miri with size approximately 25,265 square feet.
- RM 4,750 per month paid to Shin Yang Holding for rental of ground floor of a 4 storey detached building at Lot 516, Jalan Datuk Edward Jeli, Piasau Industrial Estate, 98000 Miri, Sarawak with approximately 1,000 square feet for office use.
- RM 9,000 per month paid to Shin Yang Sdn Bhd at Lot 2586, Block 19, Seduan Land District, 96000 Sibu, Sarawak with size approximately 45,000 square feet for stockyard.
- RM 5,000 per month paid to Bay Villa Sdn Bhd for rental of Level 6 & 7 parking lot at Lot 3128, 3680 & 3631, Jalan Pantai Tanjung Batu, 97000 Bintulu, Sarawak for Stockyard.

(15) In respect of rental of RM3,500 per month paid to Forward Wood Products Sdn Bhd for rental of a 2-storey detached building at Lot 133, Section 64, Lorong Simen Raya 2, Jalan Simen Raya, Kuching, Sarawak with size of 44.6m² of office and 6m² of utility room Pending Industrial Estate, 93450 Kuching, Sarawak

Actual value transacted since the last AGM up to LPD. There is no deviation exceeding more than 10% between the estimated existing mandate value and the actual value transacted except as disclosed below:
The details of the affected RRPT are as described below.

Company in SYGROUP Group	Nature of RRPT	Mandated Related Party	Estimated Aggregate Value Mandated by Shareholders as Disclosed in Circular Dated 31 October 2023 RM	Actual Aggregate RRPT Transacted from 24 November 2023 up to LPD RM	Excess Value of RRPT incurred RM/ (%)
SYGROUP Group	Rental of properties by the Group	Shin Yang Holding Group	2,000,000.00	2,373,052.68	373,052.68 (18.65%)

Reason for variance: -

The variance was due to additional rental of properties undertaken by the Group as below:

No	Landlord	Description
1	Shin Yang Plywood (Bintulu) Sdn Bhd	A total of 47,249.03 square metres of land and buildings located at Lot 813 Block 38 Kemena Land District Jepak Industrial Estate, Bintulu for monthly rental of RM 47,250.00 effective from October 2023.
2	Forescom Plywood Sdn Bhd	A total of 46,472.65 square metres of land and buildings located at Lot 2233 Section 66 Kuching Town Land District for monthly rental of RM 30,000.00 effective from January 2024.

Such deviation has been announced to Bursa Securities on 16 October 2024.

****** *For the period from 5 December 2024 (being the date of the forthcoming 19thAGM) to the date of the 20thAGM to be held in year 2025. The estimated values are based on the expected values of the transactions over the course of this period as determined by the Group's management. The estimated value may vary and are subject to changes*

(16) *Comprises Shin Yang Holding, its subsidiaries (namely Boulevard Enterprise (Miri) Sdn Bhd, Boulevard Indah Sdn Bhd, Dataran Seping Sdn Bhd, Forescom Plywood Sdn Bhd, Hollystone Quarry Sdn Bhd, Linau Sinar Sdn Bhd, Melinau Electrical Engineering Sdn Bhd, Menawan Wood Sdn Bhd, Pantiasa Sdn Bhd, Pekerjaan Piasau Konkerit Sdn Bhd, Selangau Plantations Sdn Bhd, Shin Yang Agriculture Sdn Bhd, Shin Yang Construction Sdn Bhd, Shin Yang Forestry Sdn Bhd, Shin Yang IT Services Sdn Bhd, Shin Yang Plywood Sdn Bhd, Shin Yang Plywood (Bintulu) Sdn Bhd, Shin Yang Sdn Bhd, Shin Yang Trading Sdn Bhd and Shin Yang Wood System Sdn Bhd and its associated companies (namely Boulevard Hypermarket & Departmental Store Sdn Bhd)*

(17) *Comprises Boulevard Construction Sdn Bhd, Boulevard Trading Sdn Bhd, Dai Lieng Machinery Sdn Bhd, Dai Lieng Trading Sdn Bhd, Kesuma Transport Sdn Bhd, Linau Mewah Sdn Bhd, Melinau Tyre Retreading Sdn Bhd, Sarawak Oil Palms Berhad, Shin Yang Insurance Agencies Sdn Bhd, SOP Corporate Services Sdn Bhd, SOP Edible Oils Sdn Bhd, SOP Karabungan Sdn Bhd, SOP Pelita Batu Lintang Plantation Sdn Bhd, SOP Plantations (Balingian) Sdn Bhd, SOP Plantations (Beluru) Sdn Bhd, SOP Plantations (Borneo) Sdn Bhd, SOP Plantations (Kemena) Sdn Bhd, SOP Plantations (Murum) Sdn Bhd, SOP Plantations (Niah) Sdn Bhd, SOP Plantations (Suai) Sdn Bhd, SOP Properties Sdn Bhd, SOP Resources Sdn Bhd and Tung Yue Logging Sdn Bhd.*

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2.3 Principal Activities of the Group

SYGROUP is principally engaged in the business of investment holding and property holding.

The principal activities of the its subsidiary companies are as follows:-

Corporation	Date/ Place of Incorporation	Issued and Paid-up Share Capital	Equity Interest (%)	Principal Activities
Boulevard Jaya #	9 February 2004 / Malaysia	RM35,000,000	100.00	car dealership and sales of spare parts and after-sales services
Boulevard Motor #	17 April 2017 / Malaysia	RM2,500,000	60.00	car dealership and sales of spare parts, repairing and servicing of motor vehicles
Boulevard Motor (Labuan)#	14 November 2017 / Malaysia	RM2,500,000	60.00	car dealership and sales of spare parts, repairing and servicing of motor vehicles
Boulevard Motor (Sabah) #	5 October 2017 / Malaysia	RM2,500,000	60.00	car dealership and sales of spare parts, repairing and servicing of motor vehicles
Danum Shipping	28 October 2004 / Malaysia	RM1,000,000	100.00	International shipping operations for liquid chemical products
Dynasys Technology	23 October 2017 / Malaysia	RM 20,000	100.00	Engineering service and other information technologies service activities
Hock Leong Shipping	21 July 1980 / Malaysia	RM1,000,000	70.00	Forwarding and shipping agency
Kuching Barrage	27 August 1997 / Malaysia	RM500,000	100.00	Operations and maintenance of a barrage
Melinau Container	06 December 2006 / Malaysia	RM9,300,000	50.50	Transportation and hiring services
Melinau Transport	14 November 1995 / Malaysia	RM10,000,000	100.00	Transportation and hiring services
Mewah Exim	13 January 2012 / Malaysia	RM1,000,000	60.00	Freight and forwarding agent
Piasau Gas	05 February 1991 / Malaysia	RM2,500,000	100.00	Manufacturing, distribution and marketing of industrial gases, provision of services and maintenance and trading in welding equipment and machinery
Piasau Slipways	17 October 1977 / Malaysia	RM4,000,000	100.00	Shipbuilding and ship repairing, and fabrication of metal structures
Shinline	19 August 1994 / Malaysia	RM15,900,000	100.00	International shipping operations
Shin Yang Shipping	31 March 1990 / Malaysia	RM10,000,000	100.00	Domestic and regional shipping operations
Shin Yang Shipyard	14 February 1980 / Malaysia	RM20,100,000	100.00	Shipbuilding and ship repairing, and fabrication of metal structures
Thailine	17 January 1984 / Malaysia	RM4,000,000	100.00	International shipping operations
<u>Subsidiary of Danum Shipping</u>				
Sinar Asiamas	13 July 2016 / Malaysia	RM100,000	100.00	Commercial, Technical and Shipping Manager.
<u>Subsidiaries of Mewah Exim</u>				
Mewah Autoworks	24 February 2021 / Malaysia	RM 2,500	100.00	Maintenance and repair of motor vehicles.
Mewahtrans Logistic	13 January 2012 / Malaysia	RM1,000,000	100.00	Provision of transportation and

Corporation	Date/ Place of Incorporation	Issued and Paid-up Share Capital	Equity Interest (%)	Principal Activities
Seatrade Agency Services	31 May 1984 / Malaysia	RM1,500,000	100.00	related services Freight and forwarding agent
<u>Subsidiaries of Shin Yang Shipping Sdn Bhd</u>				
Melinau Armada Logistics*	7 June 2024 / Malaysia	RM 500,000	60.00	Freight and forwarding agent

*Newly scripted subsidiary on 25 September 2024

#Newly acquired subsidiaries on 1 October 2024

2.4 Rationale

The RRPT to be entered into by the Group are all in the ordinary course of business. There are recurring transactions of revenue or trading nature, which are likely to occur with some degree of frequency and at any time.

In view of the time-sensitive nature and frequency of these transactions, it is impractical to seek shareholders' approval on a case-by-case basis before entering into such RRPT.

As such, the Board seeks shareholders' mandate pursuant and subject to Paragraph 10.09 of the Listing Requirements to allow the Group to enter into such RRPT made on an arms' length basis and on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public, which are not prejudicial to the interests of the shareholders whatsoever.

It is in the interest of the Group to enter into the RRPT. The close working relationship with the Related Parties ensure and will continue to ensure timely delivery of products and provision of services, commitment to and reliability of quality products and services for the Group, to enable the smooth operation of the day-to-day business of the Group.

By reviewing the Proposed Renewal of Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when RRPT recurs will not arise. As such, this will inevitably reduce substantial administrative time, inconvenience and expenses associated with the convening of such meeting, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

2.5 Review Methods and Procedures

To ensure that the RRPT are conducted at arm's length on transaction prices and 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, the Board and management will ensure that transactions with the Related Party will only be entered into after due consideration on the quotation of price, level and quality of products or services and the corporate objectives of the Group. These include transacting at the prevailing market rates/prices of the service or product provider's usual commercial terms, business practices and policies (including, where applicable, preferential rates and discounts accorded to a class or classes of customers or for bulk purchases) or otherwise in accordance with applicable industry norms.

Disclosure will be made in the annual report of the Company of the breakdown of the aggregate value of transactions conducted pursuant to the Proposed Renewal of Shareholders' Mandate during the financial year based on information such as the type of the RRPT made and the names of the Related Parties involved in each type of the RRPT made and their relationship with the Company. Disclosure will also be made in the annual reports for subsequent financial years during which the shareholders' mandate remain in force.

In addition, the Company will also immediately announce to Bursa Malaysia when the actual value of a RRPT entered into by the Group exceeds the estimated value of the RRPT set out in Section 2.2 of this Circular by ten percent (10%) or more.

The following will be implemented and observed in order to achieve the above:-

- (a) To notify the Group's Head of Marketing/Chartering/Purchasing/Procurement Department and to ensure that all RRPT are undertaken on an arm's length basis and on normal commercial terms and on transaction price and 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;
- (b) All RRPT will be reviewed by one (1) person from senior management (i.e. Head of Marketing/Chartering/Purchasing/Procurement Departments) and one (1) person from the Chief Executive Officer/Chief Operating Officer/General Manager of the different business units of the Group, namely Shipbuilding and Ship Repair unit, Container Shipping unit, Coastal and Domestic Shipping unit and International Shipping unit, Transportation and Logistic unit, Barrage and Shiplock Operator unit, Gas Distribution unit and Automotive Dealership unit;
- (c) A register will be maintained by the Group to record all RRPT;
- (d) The annual internal audit plan shall incorporate a review of all RRPT to ensure that the relevant approvals have been obtained and the review procedures in respect of such RRPT are adhered to;
- (e) The Board and the Audit and Risk Management Committee shall review the terms of the RRPT and shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate.

If a member of the Board or Audit and Risk Management Committee has an interest, as the case may be, in the RRPT, he will abstain from any decision making by the Board or Audit and Risk Management Committee in respect of the said RRPT;

- (f) For the transaction value of RM3,000,000.00 and below, it will be approved by the level of authority as per Section 2.5(b) above and where the transaction value exceeded RM3,000,000.00 (individually or on a cumulative basis with the same party), the transaction will need to be approved by any one (1) of the Group Executive Chairman, Group Executive Vice Chairman and/or the Group Managing Director;
- (g) At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, whenever 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 that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined based on the usual business practices of the Group to ensure the RRPT is not detrimental to the Group;

2.6 Amount Due and Owing by Related Parties

There is no amount due and owing to the Group which has exceeded the credit term as at 30 June 2024, by its related parties pursuant to RRPT. As such, the disclosure as required under Paragraphs 16A and 16B in Annexure PN12-A of the Listing Requirements are not applicable.

2.7 Statement from Audit and Risk Management Committee

The Audit and Risk Management Committee comprises of the following members:-

Members	Designation
Yong Nyet Yun	Chairman (Independent Non-Executive Director)
Dr. Lai Yew Hock, Dominic	Member (Independent Non-Executive Director)
Jack Willien @ William Anak Jinep	Member (Independent Non-Executive Director)
Izan Nadiawati Binti Mohamad Tabib	Member (Independent Non-Executive Director)
Ling Siu Chuo	Member (Non-Independent Non-Executive Director)

The Audit and Risk Management Committee has reviewed the methods and procedures mentioned in Section 2.5 above and are of the view that the procedures are sufficient to ensure that the RRPTs 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. Members of the Audit and Risk Management Committee who have interest in the RRPT will abstain from participating in reviewing the transactions.

The Audit and Risk Management Committee is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit and Risk Management Committee reviews these procedures and processes every quarter as well as when the needs arise.

2.8 Validity period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved at the forthcoming 19th AGM is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:-

- (a) the conclusion of the next AGM (i.e. 20th AGM) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM (i.e. 20th AGM) of the Company subsequent to the date it is required to be held pursuant to Section 340(2) 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 resolution passed by the shareholders in general meeting,

whichever is the earlier.

3. EFFECT OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any material effect on the net assets per share, earnings per share, gearing of the Group and share capital and substantial shareholders shareholding of the Company.

4. APPROVAL

The Proposed Shareholders' Mandate is conditional upon approval being obtained from the shareholders of the Company at the forthcoming 19th AGM to be held on 5 December 2024.

5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

As set out in Section 2,1, Shin Yang Holding, a Major Shareholder ("**Interested Major Shareholder**") and the Ling Brothers, Ling Siu Chuo and Datuk Ling Lu Kiong being Directors of the Company (collectively the "**Interested Directors**"), are deemed interested in the Proposed Shareholders' Mandate.

The direct and indirect interests of the Interested Major Shareholder and Interested Directors, as at LPD, are as follows:-

	No. of Shares			
	Direct	(%)	Indirect	(%)
<u>Interested Major Shareholder</u>				
Shin Yang Holding	660,412,796	58.60	-	-
<u>Interested Directors</u>				
Tan Sri Datuk Ling Chiong Ho	35,192,669	3.12	⁽¹⁾ 660,412,796	58.60
Ling Chiong Sing	34,802,669	3.09	⁽¹⁾ 660,412,796	58.60
Ling Chiong Pin	34,802,668	3.09	⁽¹⁾ 660,412,796	58.60
Ling Siu Chuo	36,000,009	3.19	-	-
Datuk Ling Lu Kiong	100,000	0.01	-	-

Note:-

(1) Deemed interested by virtue of their substantial interest in Shin Yang Holding

Save as disclosed above, none of the other Directors or Major Shareholders of SYGROUP or Persons Connected with them have any interests (direct or indirect) in the Proposed Shareholders' Mandate.

The Interested Directors have abstained and will continue to abstain from Board deliberations and voting in respect of the Proposed Shareholders' Mandate.

The Interested Directors and the Interested Major Shareholder will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposal at the forthcoming 19th AGM. In addition, the Interested Directors and Interested Major Shareholder also undertake to ensure that Persons Connected to them will abstain from voting in respect of their direct and indirect shareholdings on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming 19th AGM.

6. DIRECTORS' RECOMMENDATION

After due consideration of all aspects of the Proposed Shareholders' Mandate, the Board (except for the Interested Directors) is of the opinion that the Proposed Shareholders' Mandate is in the best interests of the Group.

Accordingly, the Board (except for the Interested Directors) recommends that the shareholders vote in favour of the resolution to be tabled at the Company's forthcoming 19th AGM to give effect to the Proposed Shareholders' Mandate.

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7. ANNUAL GENERAL MEETING

The forthcoming 19th AGM of the Company, the notice of which is enclosed in the Annual Report of the Company for the financial year ended 30 June 2024, will be held at the Conference Room at Level 5 of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak, Malaysia on Thursday, 5 December 2024 at 11.00 a.m. for the purpose of considering and, if thought fit, passing, inter alia, the resolution on the Proposed Shareholders' Mandate under the agenda of Special Business as set out in the said Annual Report.

If you are unable to attend the forthcoming 19th AGM in person, please complete and return the "Proxy Form" to the registered office of SYGROUP not less than 48 hours before the time fixed for the AGM. The "Proxy Form" should be duly completed strictly in accordance with the instruction printed therein. The lodging of the "Proxy Form" does not preclude you from attending and voting in person at the AGM should you subsequently wish to do.

8. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix A contained in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors
SHIN YANG GROUP BERHAD

Yong Nyet Yun
Independent Non-Executive Director

PART B

**SHARES BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF
AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

2. DETAILS OF THE PROPOSED RENEWAL OF SHARES BUY-BACK

The Board had, during the Company 18th AGM held on 24 November 2023, obtained the approval of its shareholders to purchase up to 87 million shares or approximately 7.25% of the issued and paid up ordinary share capital of the Company. In accordance with the Main Market Listing Requirements governing the purchase of own shares by a listed company, the aforesaid approval will continue in force until the conclusion of the Company's forthcoming 19th AGM unless a new mandate is obtained from its shareholders.

In connection thereto, the Company had on 21 October 2024 announced its intention to seek approval of its shareholders on the Proposed Renewal of Shares Buy-Back to purchase up to 87 million shares or approximately 7.25% of the issued and paid up ordinary share of the Company at the forthcoming 19th AGM of the Company which will be held on Thursday, 5 December 2024.

As at LPD, the total issued and paid up ordinary shares of SYGROUP is RM1,200,000,000.00 comprising 1,200,000,000 ordinary shares.

The approval for the Proposed Renewal of Shares Buy-Back, if given, shall be effective immediately after passing of the ordinary resolution for the Proposed Renewal of Shares Buy-Back at the forthcoming AGM and will continue to be in force until:-

- (a) the conclusion of the next AGM (i.e.20th AGM) of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM (i.e. 20th AGM) of the Company subsequent to the date it is required to be held pursuant to Section 340(2) 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 resolution passed by the shareholders in general meeting,

whichever is the earlier.

2.1 Funding for the Proposed Renewal of Shares Buy-Back

The Listing Requirements stipulate that the proposed purchase by a listed company of its own shares must be made wholly out of retained profits of the listed company. The availability of audited accumulated retained profit of SYGROUP as at 30 June 2024 for the Proposed Renewal of Shares Buy-Back is RM 403,766 million.

The amount of funds allocated for the purchase of SYGROUP's shares pursuant to the Proposed Renewal of Shares Buy-Back will be financed through internally generated funds and/or bank borrowings, the proportion of which will depend on the quantum of the purchase consideration as well as the availability of internally generated funds and bank borrowings at the time of the purchase(s). In the event the purchase of SYGROUP's shares pursuant to the Proposed Renewal of Shares Buy-Back is to be partly financed by bank borrowings, the Company experts that it will be capable of repaying the bank borrowings and that the bank borrowings will not have any material impact on the cash flow of the Company.

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2.2 Treatment of the Purchased Shares

The Company will deal with the Purchased Shares subject to compliance with Section 127 of the Act, the Listing Requirements and other relevant statutory and regulatory requirements, in the following manner:

- (i) Retain the Purchased Shares as treasury shares (where there is good potential for the share price to increase) for future resale to realize gains and/or cancellation subsequently and/or for distribution as dividends to the shareholders of the Company; or
- (ii) Retain part of the Purchased Shares as treasury shares and cancel the remainder; or
- (iii) Cancel the Purchased Shares; or
- (iv) Such other manner Bursa Malaysia and other relevant authorities may allow from time to time.

At this juncture, we expect the Purchased Shares to be held as treasury shares.

2.3 Purchase/Resale Price

In purchasing the shares under the Proposed Renewal of Shares Buy-Back, we may purchase shares at a price which is not more than 15% above the WAP of the Company's shares on Bursa Malaysia for the past 5 market days preceding the date of the purchase.

In any subsequent re-sale of the Purchased Shares that are held as treasury shares, we are allowed to sell treasury shares on Bursa Malaysia provided that:

- (a) The selling price is not less than the 5-day WAP immediately preceding the date of the re-sale; or
- (b) The selling price can be at a discount of not more than 5% to the 5-day WAP immediately preceding the date of the resale where:
 - i) The selling takes place at least 30 days after the date of the purchase; and
 - ii) The selling price, whilst at a discount to the 5-day WAP, is not less than the cost of the purchase of the shares being re-sold.

2.4 Public shareholding spread

As at LPD, the public shareholding spread of the Company was approximately 26.06%. Assuming that the Proposed Renewal of Shares Buy-Back is carried out in full and the Company's shares so purchased are from the public shareholders, the proforma public shareholding spread of the Company is expected to reduce to approximately 25.11%.

The Board will take cognizance of the requirement of Bursa Malaysia that any purchase of shares by the Company must not result in the public shareholding spread of the Company falling below 25% of its issued and paid-up share capital.

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2.5 Purchase, resale and cancellation of shares in past twelve (12) months
As at LPD, the Company carried out its Share Buy-Back activities as below:

Date of Purchase	No. of shares purchased / (re-sale)	Share Price RM per Share Lowest	Share Price RM per Share Highest	Net Consideration Purchased/ (Re-sale)
Balance b/f last LPD	66,929,700			
16.10.2023	55,000	0.640	0.640	35,200.00
20.10.2023	30,000	0.615	0.615	18,450.00
23.10.2023	40,000	0.600	0.600	24,000.00
24.10.2023	35,000	0.610	0.610	21,350.00
25.10.2023	40,000	0.605	0.605	24,200.00
26.10.2023	80,000	0.605	0.605	48,400.00
27.10.2023	90,000	0.625	0.625	56,250.00
30.10.2023	40,000	0.620	0.620	24,800.00
31.10.2023	90,000	0.625	0.625	56,250.00
01.11.2023	50,000	0.635	0.635	31,750.00
02.11.2023	80,000	0.640	0.640	51,200.00
03.11.2023	60,000	0.645	0.645	38,700.00
07.11.2023	20,000	0.650	0.650	13,000.00
08.11.2023	70,000	0.645	0.645	45,150.00
09.11.2023	60,000	0.640	0.640	38,400.00
10.11.2023	10,000	0.650	0.650	6,500.00
14.11.2023	50,000	0.665	0.665	33,250.00
16.11.2023	30,000	0.675	0.675	20,250.00
17.11.2023	20,000	0.680	0.680	13,600.00
20.11.2023	50,000	0.690	0.690	34,500.00
21.11.2023	50,000	0.680	0.680	34,000.00
23.11.2023	80,000	0.675	0.675	54,000.00
24.11.2023	10,000	0.680	0.680	6,800.00
27.11.2023	50,000	0.675	0.675	33,750.00
28.11.2023	40,000	0.675	0.675	27,000.00
29.11.2023	60,000	0.675	0.675	40,500.00
30.11.2023	90,000	0.630	0.630	56,700.00
01.12.2023	90,000	0.610	0.610	54,900.00
04.12.2023	100,000	0.610	0.610	61,000.00
05.12.2023	70,000	0.605	0.605	42,350.00
06.12.2023	60,000	0.605	0.605	36,300.00
07.12.2023	70,000	0.610	0.610	42,700.00
08.12.2023	50,000	0.610	0.610	30,500.00
12.12.2023	60,000	0.590	0.590	35,400.00
13.12.2023	80,000	0.585	0.585	46,800.00
14.12.2023	80,000	0.590	0.590	47,200.00
15.12.2023	50,000	0.590	0.590	29,500.00
19.12.2023	30,000	0.605	0.605	18,150.00
20.12.2023	20,000	0.610	0.610	12,200.00
21.12.2023	50,000	0.615	0.615	30,750.00
26.12.2023	10,000	0.615	0.615	6,150.00
27.12.2023	20,000	0.625	0.625	12,500.00
27.12.2023	(2,000,000)	0.600	0.600	(1,200,000.00)
28.12.2023	85,000	0.630	0.630	53,550.00
29.12.2023	20,000	0.620	0.620	12,400.00
02.01.2024	20,000	0.625	0.625	12,500.00
03.01.2024	40,000	0.625	0.625	25,000.00
08.01.2024	30,000	0.650	0.650	19,500.00
10.01.2024	60,000	0.635	0.635	38,100.00
11.01.2024	45,000	0.630	0.630	28,350.00
12.01.2024	60,000	0.630	0.630	37,800.00
16.01.2024	30,000	0.640	0.640	19,200.00
17.01.2024	60,000	0.620	0.620	37,200.00

Date of Purchase	No. of shares purchased / (re-sale)	Share Price RM per Share Lowest	Share Price RM per Share Highest	Net Consideration Purchased/ (Re-sale)
18.01.2024	60,000	0.620	0.620	37,200.00
19.01.2024	60,000	0.630	0.630	37,800.00
23.01.2024	70,000	0.625	0.625	43,750.00
24.01.2024	50,000	0.660	0.660	33,000.00
26.01.2024	10,000	0.670	0.670	6,700.00
29.01.2024	30,000	0.670	0.670	20,100.00
30.01.2024	30,000	0.660	0.660	19,800.00
31.01.2024	40,000	0.655	0.655	26,200.00
05.02.2024	50,000	0.640	0.640	32,000.00
06.02.2024	70,000	0.640	0.640	44,800.00
07.02.2024	100,000	0.640	0.640	64,000.00
09.02.2024	40,000	0.635	0.635	25,400.00
13.02.2024	50,000	0.655	0.655	32,750.00
14.02.2024	80,000	0.655	0.655	52,400.00
15.02.2024	50,000	0.655	0.655	32,750.00
19.02.2024	40,000	0.635	0.635	25,400.00
21.02.2024	40,000	0.635	0.635	25,400.00
22.02.2024	20,000	0.650	0.650	13,000.00
23.02.2024	35,000	0.660	0.660	23,100.00
26.02.2024	45,000	0.655	0.655	29,475.00
27.02.2024	30,000	0.650	0.650	19,500.00
28.02.2024	50,000	0.645	0.645	32,250.00
29.02.2024	30,000	0.625	0.625	18,750.00
01.03.2024	30,000	0.615	0.615	18,450.00
04.03.2024	40,000	0.615	0.615	24,600.00
05.03.2024	50,000	0.600	0.600	30,000.00
06.03.2024	30,000	0.605	0.605	18,150.00
07.03.2024	60,000	0.610	0.610	36,600.00
12.03.2024	50,000	0.600	0.600	30,000.00
13.03.2024	40,000	0.595	0.595	23,800.00
14.03.2024	20,000	0.595	0.595	11,900.00
15.03.2024	30,000	0.595	0.595	17,850.00
18.03.2024	50,000	0.595	0.595	29,750.00
19.03.2024	10,000	0.600	0.600	6,000.00
20.03.2024	40,000	0.600	0.600	24,000.00
21.03.2024	20,000	0.600	0.600	12,000.00
22.03.2024	50,000	0.605	0.605	30,250.00
25.03.2024	50,000	0.620	0.620	31,000.00
26.03.2024	50,000	0.615	0.615	30,750.00
27.03.2024	30,000	0.605	0.605	18,150.00
29.03.2024	30,000	0.600	0.600	18,000.00
04.04.2024	40,000	0.610	0.610	24,400.00
16.04.2024	10,000	0.595	0.595	5,950.00
17.04.2024	20,000	0.595	0.595	11,900.00
18.04.2024	50,000	0.605	0.605	30,250.00
22.04.2024	30,000	0.600	0.600	18,000.00
07.05.2024	50,000	0.625	0.625	31,250.00
08.05.2024	30,000	0.620	0.620	18,600.00
21.05.2024	20,000	0.670	0.670	13,400.00
23.05.2024	20,000	0.670	0.670	13,400.00
28.05.2024	10,000	0.690	0.690	6,900.00
29.05.2024	50,000	0.695	0.695	34,750.00
30.05.2024	35,000	0.690	0.690	24,150.00
31.05.2024	40,000	0.695	0.695	27,800.00

Date of Purchase	No. of shares purchased / (re-sale)	Share Price RM per Share Lowest	Share Price RM per Share Highest	Net Consideration Purchased/ (Re-sale)
12.06.2024	70,000	0.755	0.755	52,850.00
13.06.2024	30,000	0.770	0.770	23,100.00
14.06.2024	70,000	0.780	0.780	54,600.00
18.06.2024	70,000	0.780	0.780	54,600.00
20.06.2024	30,000	0.775	0.775	23,250.00
21.06.2024	60,000	0.780	0.780	46,800.00
24.06.2024	30,000	0.795	0.795	23,850.00
27.06.2024	20,000	0.760	0.760	15,200.00
28.06.2024	110,000	0.770	0.770	84,700.00
02.07.2024	40,000	0.805	0.805	32,200.00
05.07.2024	60,000	0.805	0.805	48,300.00
10.07.2024	50,000	0.775	0.775	38,750.00
15.07.2024	120,000	0.850	0.850	102,000.00
19.07.2024	90,000	0.880	0.880	79,200.00
22.07.2024	90,000	0.870	0.870	78,300.00
24.07.2024	120,000	0.875	0.875	105,000.00
25.07.2024	20,000	0.870	0.870	17,400.00
29.07.2024	120,000	0.945	0.945	113,400.00
02.08.2024	50,000	0.860	0.860	43,000.00
05.08.2024	200,000	0.805	0.805	161,000.00
06.08.2024	50,000	0.810	0.810	40,500.00
07.08.2024	50,000	0.870	0.870	43,500.00
08.08.2024	10,000	0.910	0.910	9,100.00
09.08.2024	80,000	0.930	0.930	74,400.00
12.08.2024	40,000	0.920	0.920	36,800.00
13.08.2024	60,000	0.920	0.920	55,200.00
20.08.2024	20,000	1.000	1.000	20,000.00
21.08.2024	10,000	1.060	1.060	10,600.00
22.08.2024	50,000	0.970	0.970	48,500.00
23.08.2024	105,000	0.960	0.960	100,800.00
26.08.2024	20,000	1.010	1.010	20,200.00
27.08.2024	70,000	0.980	0.980	68,600.00
29.08.2024	70,000	0.935	0.935	65,450.00
30.08.2024	30,000	0.950	0.950	28,500.00
03.09.2024	70,000	0.860	0.860	60,200.00
04.09.2024	50,000	0.855	0.855	42,750.00
05.09.2024	200,000	0.830	0.830	166,000.00
06.09.2024	150,000	0.800	0.800	120,000.00
09.09.2024	90,000	0.795	0.795	71,550.00
19.09.2024	70,000	0.830	0.830	58,100.00
20.09.2024	60,000	0.830	0.830	49,800.00
23.09.2024	90,000	0.825	0.825	74,250.00
25.09.2024	50,000	0.855	0.855	42,750.00
30.09.2024	50,000	0.850	0.850	42,500.00
01.10.2024	50,000	0.860	0.860	43,000.00
03.10.2024	30,000	0.830	0.830	24,900.00
07.10.2024	30,000	0.845	0.845	25,350.00
08.10.2024	50,000	0.850	0.850	42,500.00
09.10.2024	100,000	0.855	0.855	85,500.00
11.10.2024	30,000	0.865	0.865	25,950.00

As at LPD, there was 2,000,000 treasury shares has been transferred for part of the consideration for acquisition of Mewah Exim Sdn Bhd by the Company in the past twelve (12) months. The total number of Shares retained as treasury shares was 73,049,700 shares as at LPD.

3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARES BUY-BACK

The Proposed Renewal of Shares Buy-Back, if exercised, will provide the Company with another option to utilize its surplus financial resources more efficiently and is expected to benefit the Company and its shareholders in the following manner: -

- (i) The Company may be able to stabilize the supply and demand of the ordinary shares in SYGROU, traded on the Bursa Malaysia and thereby support its fundamental value;
- (ii) If the Purchased shares are cancelled, either immediately or subsequently after being held as treasury shares, the EPS of the Group is likely to be increased, thereby enhancing the value of shareholders' investment in the Company;
- (iii) If the Purchased shares are kept as treasury shares and/or resold on Bursa Malaysia at a higher price, thereby making a gain for the Company; and
- (iv) In the event the treasury shares are distributed as share dividends to the shareholders, it serves as a reward to the shareholders of the Company.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARES BUY-BACK

The potential advantages of the Proposed Renewal of Shares Buy-Back to the Company and its shareholders are outlined in Section 3 above.

The potential disadvantages of the Proposed Renewal of Shares Buy-Back to the Company and its shareholders are as follows:

- (i) The Proposed Renewal of Shares Buy-Back could reduce the Company's financial resources and may result in the Company foregoing better investment opportunities that may emerge in the future; and
- (ii) As the Proposed Renewal of Shares Buy-Back can only be made out of retained profits and/or share premium of the Company, it may result in the reduction of financial resources available for distribution to its shareholders in the immediate future.

However, these disadvantages are mitigated by the prospect that the financial resources of the Group may increase, if the Purchased Shares held as treasury shares are resold at prices higher than their purchase price. Therefore, the Proposed Renewal of Shares Buy-Back will be undertaken only after due consideration of the Group resources. The Board will be mindful of the interest of the Company and the shareholders in undertaking the Proposed Renewal of Shares Buy-Back.

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5. EFFECT OF THE PROPOSED RENEWAL OF SHARES BUY-BACK

Based on the assumption that the Proposed Renewal of Shares Buy-Back was carried out in full on the LPD, the financial effects are as follows:

5.1 Share Capital

Assuming the Proposed Renewal of Shares Buy-Back is carried out in full and all the Purchased Shares are cancelled. The pro forma effect of the Proposed Renewal of Shares Buy-Back based on the issued and paid-up share capital is illustrated below:

Pro forma effect	No. of Stock (Units)
Existing issued and paid-up capital as at LPD	1,200,000,000
Less: Number of shares assumed to be cancelled	(87,000,000)
Issued and paid-up capital upon completion of the purchase and cancellation	1,113,000,000

However, there will be no effect on the issued and paid-up capital of the Company if the Company Shares Purchased are retained as treasury shares.

5.2 Net Asset and Working Capital

The effects of the Proposed Renewal of Shares Buy-Back on the net assets per share of the Company are dependent on the purchase price and the number of Purchased Shares.

The Proposed Renewal of Shares Buy-Back will increase the net assets per share when the purchase price is less than the net assets per share at the relevant point in time. On the contrary, the net assets per share will reduce when the purchase price exceeds the net assets per share at the relevant point in time.

If the Purchased Shares are held as treasury shares and subsequently resold on Bursa Malaysia, the Company's net assets per share could increase if our Company realizes a substantial enough gain from the resale and vice-versa.

The Proposed Renewal of Shares Buy-Back, as and when implemented, will reduce the working capital of the Group to the extent of the amount of fund utilized for the purchase of the Company's shares. However, it is not expected to have material effect on the working capital requirements of the Company.

5.3 EPS

The effect of the Proposed Shares Buy-Back on the EPS of the Group is dependent on the number of shares purchased and the purchase price(s) of the shares and the effective funding cost for the Proposed Renewal of Shares Buy-Back or any loss in interest income to the Group.

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6. HISTORICAL SHARE PRICES

The monthly high and low market price of the Company's shares as traded on Bursa Malaysia for the past 12 months from October 2023 to September 2024 are as follows:

	High	Low
	RM	RM
2023		
October	0.660	0.600
November	0.690	0.630
December	0.630	0.585
2024		
January	0.670	0.610
February	0.660	0.625
March	0.620	0.595
April	0.610	0.590
May	0.695	0.590
June	0.805	0.740
July	0.945	0.775
August	1.060	0.805
September	0.870	0.770

The last transacted market price of SYGROUP shares on the LPD was RM 0.865

Source: Bloomberg

7. IMPLICATION OF THE CODE

In the event that the Proposed Renewal of Shares Buy-Back results in the equity interest of any one of the substantial shareholders and their respective parties acting in concert obtaining control in SYGROUP, i.e. a stake in the Company is increased beyond 33%, or if his/their existing shareholding is between 33% to 50% and increases by more than 2% in any six (6) months period, the affected substantial shareholder and parties acting in concert will be obliged to undertake a mandatory offer for the remainder shares not ready owned by them pursuant to the Code.

It is not the intention of the Company to cause any shareholders to trigger an obligation to undertake a mandatory general offer under the Code and the Company will be mindful of the above implications of the Code when making any purchase of the Company's shares pursuant to the Proposed Renewal of Shares Buy-Back.

Nevertheless, the affected substantial shareholders and/or persons acting in concert with him/her may apply for an exemption from the Securities Commission under paragraph 15 and 24 of the Practice Note 9 of the Code from a mandatory offer obligation arising from the purchase of the Company's shares.

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8. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

Based on the Company's Register of Directors' and Substantial Shareholders' shareholdings as at LPD, and assuming the Company acquires the maximum number of the Shares authorised under the Proposed Share Buy-back, the effect of the Proposed Share Buy-back on the shareholdings of the Directors and Substantial Shareholders' of the Company are as follows:-

	As at LPD				After Maximum purchase pursuant to the Proposed Renewal of Shares Buy-Back			
	Direct		Indirect		Direct		Indirect	
Directors	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Tan Sri Datuk Ling Chiong Ho	35,192,669	3.12	(i) 660,412,796	58.60	35,192,669	3.16	(i) 660,412,796	59.34
Ling Chiong Sing	34,802,669	3.09	(i) 660,412,796	58.60	34,802,669	3.13	(i) 660,412,796	59.34
Ling Chiong Pin	34,802,668	3.09	(i) 660,412,796	58.60	34,802,668	3.13	(i) 660,412,796	59.34
Ling Siu Chuo	36,000,009	3.19	-	-	36,000,009	3.23	-	-
Datuk Ling Lu Kiong	100,000	0.01	-	-	100,000	0.01	-	-
Yong Nyet Yun	100,000	0.01	-	-	100,000	0.01	-	-
Jack Willien @ William Anak Jinep	87,000	0.01	-	-	87,000	0.01	-	-
Dr. Lai Yew Hock, Dominic	128,000	0.01	-	-	128,000	0.01	-	-
Major Shareholders								
Shin Yang Holding Sdn Bhd	660,412,796	58.60	-	-	660,412,796	59.34	-	-
Tan Sri Datuk Ling Chiong Ho	35,192,669	3.12	(i) 660,412,796	58.60	35,192,669	3.16	(i) 660,412,796	59.34
Ling Chiong Sing	34,802,669	3.09	(i) 660,412,796	58.60	34,802,669	3.13	(i) 660,412,796	59.34
Ling Chiong Pin	34,802,668	3.09	(i) 660,412,796	58.60	34,802,668	3.13	(i) 660,412,796	59.34
Connected Persons								
Ling Siu Chuo	36,000,009	3.19	-	-	36,000,009	3.23	-	-
Ling Siew Ting	24,000,006	2.13	-	-	24,000,006	2.16	-	-
Ling Chiong Sieng	2,625,168	0.23	(i) 660,412,796	58.60	2,625,168	0.24	(i) 660,412,796	59.34

(i) Deemed interested by virtue of their substantial interest in Shin Yang Holding Sdn Bhd

Negligible percentage

9. APPROVAL REQUIRED

The Proposed Renewal of Shares Buy-Back is conditional upon the approval being obtained from the shareholders of the Company at the forthcoming AGM and is subjected to annual review.

10. DIRECTORS' RECOMMENDATION

The Board of SYGROUP, having considered all aspects of the Proposed Renewal of Shares Buy-Back, is of the opinion that the Proposed Renewal of Shares Buy-Back is in the best interest of the Company and its shareholders. Therefore, the Board of SYGROUP recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shares Buy-Back to be tabled at the forthcoming AGM.

11. AGM

The Nineteen AGM of the Company, the notice of which is enclosed in the Annual Report 2024, will be held at Conference Room at Level 5 of Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak, Malaysia on Thursday, 5 December 2024 at 11.00 a.m.

If you are unable to attend, speak and vote in person at the Nineteen AGM, you are requested to complete, sign and return the Proxy Form enclosed in the Annual Report 2024 in accordance with the instructions therein, so as to arrive at the Registered Office of the Company not later than forty-eight (48) hours before the time set for the Eighteen AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending, speaking and voting in person at the meeting should you subsequently wish to do so. The last day and time for lodging the Proxy Form is on Tuesday, 3rd December, 2024 at 11.00 a.m.

12 FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix A for further information.

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APPENDIX A - FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY

This Circular/Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having made all reasonable inquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at LPD, the Group is not engaged in any material litigation, claims and arbitration, either as plaintiff or defendant, which has a material effect on the business or financial position of the Group and the Board has no knowledge of any proceeding pending or threatened against the Group or of any fact likely to give rise to any proceeding which might materially and adversely affect the business or financial position of the Group.

3. MATERIAL CONTRACTS

Save as disclosed below, there are no other material contracts (not being contracts entered into the ordinary course of business) which have been entered into by the Group within the two (2) years preceding the date of this Circular/Statement:-

- A. SYGROUP has on 31 May 2023 entered into a conditional Share Sale and Purchase Agreement (“SSPA4”) with the vendors of Mewah Exim (as below), to acquire 600,000 ordinary shares in Mewah Exim representing the 60% issued share capital of Mewah Exim. (“**Proposed Acquisition of Mewah Exim**”).

Vendors of Mewah Exim	No. of Shares
Lim Miang Chiang	225,000
K. Purushothaman A/L Kunjamboo	1
Lee Sai Kiau	3
Lilah A/P Nanu	90,000
TOTAL	600,000

All of the Conditions Precedent as set out in the SSPA4 have been fulfilled on 30 August 2023. On 15 September 2023, the Balance Sum under the SSPA4 has been paid in full, hence marking the completion of the Proposed Acquisition of Mewah Exim.

- B. SYGROUP has on 11 July 2024 entered into the following:

(i) a conditional share sale agreement with Shin Yang Holding, KTE Motors and Ling Chiong Sing to acquire 100.00% equity interest in Boulevard Jaya; and

(ii) a conditional share sale agreement with Dwi Bumijaya to acquire 60.00% equity interest in each of the following companies:

- (a) Boulevard Motor;
(b) Boulevard Motor (Sabah); and
(c) Boulevard Motor (Labuan);

for a total purchase consideration of RM144,500,000.00 to be satisfied via a combination of cash and treasury shares held by SYGROUP. (“Proposed Acquisition”)

On 9 August 2024, AmInvestment Bank announced on behalf of SYGROUP that SYGROUP proposes to undertake the diversification of the existing business of the Group to include automotive dealership business pursuant to the Proposed Acquisition.

SYGROUP had on 24 September 2024 waived the Condition Precedents under the SSAs in relation to (i) the consents from UMW Toyota Motor Sdn Bhd for the change of directors in the Target Companies pursuant to the requirements under the dealership agreements and agency agreements of the Target Companies; and (ii) approvals, consents and notifications with regard to the change of shareholders/shareholding and directors from bankers or financiers of the Target Companies.

Following the above, the SSAs for the Proposed Acquisition have become unconditional on 24 September 2024 following the fulfilment of all the Condition Precedents set out therein save for the Condition Precedents above which have been waived.

SYGROUP and the Vendors had on 1 October 2024 agreed for the completion of the Proposed Acquisition to be on 1 October 2024 ("Completion Date").

Accordingly, pursuant to the SSAs, the Proposed Acquisition are deemed completed on the Completion Date following among others, the transfer of the Sale Shares to the Company on the Completion Date.

4. SERVICE CONTRACTS AND MANAGEMENT AGREEMENTS

At the date of this Circular/Statement, there are no existing or proposed management agreements or service contract entered/to be entered into between SYGROUP and its subsidiary companies with its directors.

5. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection at the registered address of SYGROUP at Sublot 153 (Parent 70) Jalan Kuala Baram, Kuala Baram 98100 Miri, Sarawak, Malaysia from Mondays to Fridays (except public holidays) from the date of this Circular/Statement to the time set for convening the AGM:

- (a) The constitution of SYGROUP;
- (b) Audited Accounts of the Group for the past two (2) financial years ended 30 June 2023 and 2024;
- (c) Unaudited results of the Group for the three (3) months period ended 30 September 2024; and
- (d) The material contracts referred to in Section 3 above.