



SHIN YANG SHIPPING CORPORATION BERHAD

(Company No. 666062-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of the Company will be held at Conference Room, Level 5, Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak, Malaysia on Wednesday, 4th December 2019 at 11:00 a.m. for the following purposes:-

AGENDA

- To table the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
- To approve the Directors' fees for the financial year ended 30 June 2019. (Resolution 2)
- To re-elect the following Directors. (Resolution 3)
 - Tan Sri Datuk Ling Chiong Ho (Resolution 4)
 - Mr. Ling Chiong Sing (Resolution 5)
 - Mr. Koh Ek Chong (Resolution 6)
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 6)

Special Business:

- To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:-
 - Continuing in office as Independent Non-Executive Director** (Resolution 7)

"THAT authority be and is hereby given to Datuk Lawrence Lai Yew Son who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company"

- Continuing in office as Independent Non-Executive Director** (Resolution 8)

"THAT authority be and is hereby given to Mr. Koh Ek Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM of the Company"

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed RRPT Mandate")** (Resolution 9)

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulator authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiary companies ("Group") to enter into recurrent related party transactions of a revenue or trading nature with those related parties as stated in Section 2.2 of the Circular to Shareholders dated 31st October 2019 ("Circular"), which are necessary for the day-to-day operations of the Group ("RRPT") subject further to the following:

- That the RRPT are in the ordinary course of business and are made on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those available to the public and not to the detriment of the minority shareholders;
- That 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 RRPT Mandate during the financial year based on information such as the types of the RRPT made and names of the related parties involved in each type of the RRPT made and their relationship with the Company; and
- That such approval shall continue to be in force until: -
 - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company after 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
 - revoked or varied by resolution passed by the shareholders in a general meeting,
 whichever is the earlier;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed RRPT Mandate.

AND THAT the estimated value given on the RRPT as outlined in Section 2.2 of the Circular being provisional in nature, the Directors of the Company be hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the review methods or procedures outlined in Section 2.5 of the Circular."

- Proposed Renewal of Authority On Shares Buy Back.** (Resolution 10)

"THAT subject to the Company's compliance with all the applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 2016 ("the Act"), the Company's Constitution and Bursa Malaysia Securities Berhad's ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements"), the Directors of the Company be and are hereby authorized to purchase shares at any time such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors in their absolute discretion deem and expedient in the interest of the Company provided that:

- the aggregate number of ordinary shares which may be purchased and retained by the Company at any point of time pursuant to this resolution shall not exceed 3.33% of the total issued and paid up share capital of the Company;
- the amount of funds to be allocated by the Company pursuant to this resolution not exceed the retained earnings and/or share premium of the Company as at 30 June 2019; and
- the shares so purchased by the Company pursuant to this resolution may at the discretion of the Directors be: -
 - retained as treasury shares; and/or cancelled; and/or
 - resold on the market of Bursa Securities in accordance to the Listing Requirements; and/or
 - distributed as dividends to the shareholders; and/or
 - dealt in any other manners prescribed by the applicable rules, regulations and orders made pursuant to the Act, the Listing Requirements and any other relevant authority for the time being in force;

AND THAT such authority conferred by the shareholders of the Company upon passing of the resolution will continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless by a resolution passed at that meeting, the authority is renewed; or the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act; or until the authority is revoked or varied by a resolution passed by the shareholders in a general meeting, whichever occurs first;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the resolution.

- Special Resolution** (Resolution 11)

Proposed Adoption of New Constitution

"THAT the proposed Constitution as set out in Appendix III of the Circular to Shareholders, be approved and adopted as the new Constitution of the Company in substitution for and to the exclusion of the existing Constitution thereof; **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

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

By Order of the Board of Directors

RICHARD LING PENG LIING (MIA 9688)

Company Secretary
Miri, Sarawak
31st October 2019

Explanatory Notes on Ordinary Business

- The Agenda 1 is meant for discussion only as the provision of Section 266(1)(a) and Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of Shareholders of the Company and hence, agenda 1 is not put forward for voting.

Explanatory Notes on Special Business

- Resolutions 7 and 8 – Continuation in office as Independent Non-Executive Director Malaysian Code on Corporate Governance 2017 recommends that shareholders' approval be sought in the event that the Company intends to retain an Independent Non-Executive Director who has served in that capacity for more than nine (9) years. In relation, thereto, the Board, through the Board Joint Remuneration and Nomination Committee, has assessed the independence of Datuk Lawrence Lai Yew Son and Mr. Koh Ek Chong who have served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board recommends that Datuk Lawrence Lai Yew Son and Mr. Koh Ek Chong continue to act as Independent Non-Executive Directors of the Company for the following reasons:

- They fulfill the criteria as Independent Non-Executive Director as defined in the Listing Requirements, and therefore are able to bring independent and objective judgment to the Board;
- Their immense experience in their respective fields/background enable them to provide the Board with a diverse set of experience, expertise, skills and competence;
- They understand the Company's business operations which allow them to participate actively and contribute during deliberations or discussions at the Committee and Board meetings;
- They devote sufficient time and effort and attends all the Board and Committee meetings, for informed and balanced decision making; and
- They exercise due care as Independent Non-Executive Director of the Company and carry out their professional and fiduciary duties in the interest of the Company and shareholders.

- The proposed Ordinary Resolution 9, if passed, will authorize the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. This authority, unless revoked or varied by the Company at the general meeting, will expire at the conclusion of the next AGM of the Company. Please refer to the Circular to Shareholders dated 31 October 2019 for further information.

- The proposed Ordinary Resolution 10, if passed, will empower the Company to purchase the Company's shares up to 3.33% of the issued and paid up share capital of the Company. Please refer to the Statement on Shares Buy-Back dated 31 October 2019 for further information.

- The proposed Special Resolution 11, if passed, will bring the Company's Constitution in line with the provisions of the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to enhance administrative efficiency. The proposed new Constitution of the Company is set out in Appendix III which is despatched together with the Company's Annual Report 2019.

Notes:-

- Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the Thirteenth AGM of the Company shall be vote by way of a poll.
- Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form, duly completed must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting. The Registered office of the Company is at Sublot 153 (Parent Lot 70), Jalan Kuala Baram, Kuala Baram, 98100 Miri, Sarawak, Malaysia.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 26 November 2019, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.