



SHIN YANG GROUP BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Shin Yang Group Berhad ("the Company" or "SYGROUP") will be held at Conference Room, Level 5, Imperial Hotel, Jalan Pos, 98000 Miri, Sarawak, Malaysia on Friday, 30 August 2024 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY SYGROUP OF:

- (i) 100% EQUITY INTEREST IN BOULEVARD JAYA SDN BHD ("BOULEVARD JAYA") FROM SHIN YANG HOLDING SENDIRIAN BERHAD, KTE MOTORS SDN BHD AND LING CHIONG SING; AND
- (ii) 60% EQUITY INTEREST IN EACH OF BOULEVARD MOTOR SDN BHD ("BOULEVARD MOTOR"), BOULEVARD MOTOR (SABAH) SDN BHD ("BOULEVARD MOTOR (SABAH)") AND BOULEVARD MOTOR (LABUAN) SDN BHD ("BOULEVARD MOTOR (LABUAN)") FROM DWI BUMIJAYA SDN BHD,

FOR A PURCHASE CONSIDERATION OF RM 144,500,000.00 TO BE SATISFIED VIA A COMBINATION OF CASH AND TREASURY SHARES HELD BY THE COMPANY ("PROPOSED ACQUISITION").

(BOULEVARD MOTOR, BOULEVARD MOTOR (SABAH) AND BOULEVARD MOTOR (LABUAN) ARE COLLECTIVELY REFERRED TO AS "BOULEVARD MOTOR GROUP")

(SHIN YANG HOLDING SENDIRIAN BERHAD, KTE MOTORS SDN BHD, LING CHIONG SING AND DWI BUMIJAYA SDN BHD ARE COLLECTIVELY REFERRED TO AS VENDORS)

"(1) THAT subject to the approvals of the relevant authorities and the relevant parties being obtained, where required, approval be and is hereby given for the Company to undertake the Proposed Acquisition to acquire the following:

- (i) 15,000,000 ordinary shares in Boulevard Jaya, representing 100% equity interest in Boulevard Jaya from Shin Yang Holding Sendirian Berhad, KTE Motors Sdn Bhd and Ling Chiong Sing;
- (ii) 1,500,000 ordinary shares in Boulevard Motor, representing 60% equity interest in Boulevard Motor from Dwi Bumijaya Sdn Bhd;
- (iii) 1,500,000 ordinary shares in Boulevard Motor (Sabah), representing 60% equity interest in Boulevard Motor from Dwi Bumijaya Sdn Bhd; and
- (iv) 1,500,000 ordinary shares in Boulevard Motor (Labuan), representing 60% equity interest in Boulevard Motor from Dwi Bumijaya Sdn Bhd,

(collectively "Sale Shares") for RM144,500,000.00 ("Purchase Consideration") to be satisfied via a combination of cash and 55,000,000 treasury shares held by the Company and subject to the terms and conditions as stipulated in the conditional share sale agreements dated 11 July 2024 entered into between the Company and the Vendors in respect of the Proposed Acquisition (collectively "SSAs").

(2) THAT in the event any of the dealership agreements under the SSAs are not renewed by 30 June 2025 or such other time as may be agreed between the Company and the Vendors, or in the event any of the Boulevard Jaya or Boulevard Motor Group is made to stop any of the activities covered under any of the dealership agreements by UMW Toyota Motor Sdn Bhd at any time after the Completion Date under the SSAs but before the renewed dealership agreements are delivered to the Purchaser ("the Trigger Event") of which the Put Options have been deemed granted by the Vendors, within a period of three (3) months from the date of any of the Trigger Events, whichever is the later, and in the event the Board of Directors of the Company ("Board") deems fit, approval be and is hereby given for the Company:

- (i) to exercise the Put Option by notice in writing ("Put Notice") issued to the Vendors requiring the Vendors to purchase back all the Sale Shares from the Company within thirty (30) days from the Put Notice at the same Purchase Consideration of the respective SSAs and the net assets of the Boulevard Jaya or Boulevard Motor Group upon the sale to the Vendors shall be at least equivalent to the audited net assets of Boulevard Motor Group as at 31 December 2023 and Boulevard Jaya as at 30 June 2024 (subject to adjustments for any dividends declared prior to completion of the Proposed Acquisition for Boulevard Jaya and adjustments for addition or impairment of net assets upon completion for Boulevard Jaya or Boulevard Motor Group, if applicable); and
- (ii) at the costs and expenses of the Vendors, to transfer the Sale Shares back to the Company within seven (7) days after receipt of the refund of all the money paid by the Company under the SSAs with interests at the rate of three-point five percent (3.5%) per annum;

("Proposed Sale Back")

AND THAT the Board be and is hereby authorised to sign, execute and deliver on behalf of the Company, all necessary documents and empowered to do all acts, deeds and things as the Board may deem fit, necessary and expedient in order to implement, finalise and give full effect to complete the Proposed Acquisition and the Proposed Sale Back (if required), with full powers to assent to any conditions, variations, modifications, and/or amendments in any manner may be imposed, required or permitted by the relevant authorities in connection to the Proposed Acquisition and the Proposed Sale Back, in the best interests of the Company."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF SYGROUP TO INCLUDE AUTOMOTIVE DEALERSHIP BUSINESS PURSUANT TO THE PROPOSED ACQUISITION ("PROPOSED DIVERSIFICATION")

"THAT, subject to the provisions of the Constitution of SYGROUP and its subsidiaries ("SYGROUP Group"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all authorities (if required), approval be and is hereby granted to SYGROUP Group to diversify the existing businesses of SYGROUP Group to include automotive dealership business;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as may be required to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations, and/or amendments in any manner as may be required or imposed by any relevant authorities and to take all such steps to do all steps and actions as the Directors may deem fit or expedient to implement, finalise and give full effect to the Proposed Diversification."

By order of the Board
Shin Yang Group Berhad

RICHARD LING PENG LIING (MIA 9688)

(SSM PC 201908000676)

Company Secretary

Sarawak

Date: 15 August 2024

Notes:-

- (1) *in respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 21 August 2024 shall be eligible to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.*
- (2) *A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, speak and vote in its stead.*
- (3) *A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.*
- (4) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- (5) *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or an attorney duly authorised in writing.*
- (6) *To be valid, this form, duly completed must be deposited at the Registered Office of the Company situated at Sublot 153 (Parent Lot 70), Jalan Kuala Baram, Kuala Baram, 98100 Miri, Sarawak, Malaysia not less than forty-eight (48) hours before the time for holding the meeting (i.e Wednesday, 28 August 2024) or at any adjournment thereof.*
- (7) *Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice shall be put to vote by poll.*
- (8) *The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.*

ADMINISTRATIVE GUIDE:-

- a) A member is required to register ahead of the EGM to allow the Company to make the necessary arrangements in relation to the EGM, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to ir.sycorp@shinyang.com.my
 - Full name;
 - Identity Card or Passport Number;
 - Contact number (optional – for better coordination); and
 - CDS account number
- b) Members are encouraged to appoint the Chairman of the EGM (or any other person) to act as proxy to attend and vote at the EGM on their behalf by submitting the Proxy Form with predetermined voting instruction.
- c) The Company will closely monitor the situation and reserve the right to take further measures or short notice arrangements as and when appropriate in order to minimise any risk to the EGM.