THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to the next course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. Bursa Malaysia Securities Berhad ("**Bursa Securities**") takes no responsibility for the contents of this Circular and makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular. Bursa Securities has not perused the contents of this Circular in relation to the Proposed Exemption (as defined in this Circular). The Securities Commission Malaysia ("**SC**") has on 10 June 2025 notified that it has no further comments to the contents of this Circular in relation to the Proposed Exemption and the Independent Advice Letter ("**IAL**") in relation to the Proposed Exemption as set out in Part B of this Circular. However, such notification shall not be taken to suggest that the SC agrees with the recommendation of the independent adviser or assumes responsibility for the correctness of any statements made, opinions expressed or reports contained in this Circular as well as the IAL. The SC takes no responsibility for the contents of this Circular as well as the IAL, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss that you may suffer arising from or in reliance upon the whole or part of the contents on this Circular as well as the IAL.

LIANSON FLEET GROUP BERHAD

(formerly known as ICON Offshore Berhad)
(Registration No. 201201011310 (984830-D))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

PART A

(I) PROPOSED VARIATION (AS DEFINED IN THIS CIRCULAR); AND

(II) PROPOSED EXEMPTION TO MR. LIM HAN WENG AND PERSONS ACTING IN CONCERT WITH HIM ("PACS") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING ORDINARY SHARES IN LIANSON FLEET GROUP BERHAD (FORMERLY KNOWN AS ICON OFFSHORE BERHAD) ("LFG" OR "COMPANY") AND WARRANTS 2020/2028 ISSUED BY LFG NOT ALREADY OWNED BY THEM AFTER THE ISSUANCE AND ALLOTMENT OF 227,272,727 NEW ORDINARY SHARES IN LFG ("LFG SHARES") AT AN ISSUE PRICE OF RM0.88 PER LFG SHARE AS SETTLEMENT OF THE PURCHASE CONSIDERATION FOR THE APPROVED ACQUISITIONS (AS DEFINED IN THIS CIRCULAR) PURSUANT TO SUBPARAGRAPH 4.08(1)(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY THE SC

(COLLECTIVELY REFERRED TO AS "PROPOSALS")

PART B

INDEPENDENT ADVICE LETTER FROM KENANGA INVESTMENT BANK BERHAD TO THE NON-INTERESTED DIRECTORS AND THE NON-INTERESTED SHAREHOLDERS OF LFG IN RELATION TO THE PROPOSALS

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

Maybank Investment Bank
Company No. 197301002412
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Independent Adviser

kenanga

Kenanga Investment Bank Berhad
(Registration No. 197301002193 (15678-H))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") of LFG and the Form of Proxy are enclosed in this Circular. This Circular together with the Administrative Guide for the EGM are available at our Company's corporate website at www.lianson.com and Bursa Securities' website at www.bursamalaysia.com under our Company's announcements. The EGM is to be held at Banquet Hall, Level 1 (Main Lobby), Kuala Lumpur Golf & Country Club, 60000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 26 June 2025 at 12.00 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Thirteenth Annual General Meeting of LFG scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later.

A shareholder entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote for him/her or on his/her behalf. In such event, the completed and signed Form of Proxy must be deposited at the office of our Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, or alternatively, can be submitted via Boardroom Smart Investor Portal at https://investor.boardroomlimited.com not less than 48 hours before the time set for holding the EGM or any adjournment thereof.

Last date and time for deposit of the Form of Proxy	:	12.00 p.m. on Tuesday, 24 June 2025
Date and time of the EGM	:	12.00 p.m. on Thursday, 26 June 2025 or immediately following the conclusion or adjournment (as the case may be) of the Thirteenth Annual General Meeting of LFG scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later

For further information on the electronic lodgement of the Form of Proxy, kindly refer to the Administrative Guide for the EGM.

This Circular is dated 11 June 2025

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

2024 Offer	:	The unconditional mandatory take-over offer by Liannex Maritime to acquire all the remaining LFG Shares and Warrants A at the offer price of RM0.635 per LFG Share and RM0.001 per Warrant A which closed on 7 May 2024
Accountants' Report on Liannex Fleet	:	Accountants' report for the combined financial statements of Liannex Fleet for the FYE 31 December 2021, 31 December 2022 and 31 December 2023 dated 20 November 2024
Accountants' Report on Regulus Offshore	:	Accountants' report for the financial statements of Regulus Offshore for the FYE 31 January 2022, 31 January 2023 and 31 January 2024 dated 7 January 2025
Acquisition of ICON Bahtera	:	Acquisition of 49,000 ordinary shares in ICON Bahtera, representing 49% of the issued and paid-up share capital of ICON Bahtera, and 3,011,000 outstanding RPS in ICON Bahtera, by our Company from Zell Transportation for a purchase consideration of RM33.7 million which was wholly satisfied via the issuance of 38,295,455 Consideration Shares at the Issue Price, which was completed on 16 May 2025
Acquisition of ICON Waja	:	Acquisition of 450,000 ordinary shares in ICON Waja, representing 15% of the issued share capital of ICON Waja, by our Company from Zell Transportation for a purchase consideration of RM9.8 million which was wholly satisfied via the issuance of 11,136,364 Consideration Shares at the Issue Price, which was completed on 16 May 2025
Acquisition of Regulus Offshore	:	Acquisition of 525,000 ordinary shares in Regulus Offshore, representing 70% of the issued share capital of Regulus Offshore, and 25,000,000 outstanding non-convertible RPS in Regulus Offshore, by our Company from Yinson Offshore for a purchase consideration of RM136.0 million which was wholly satisfied via the issuance of 154,545,455 Consideration Shares at the Issue Price, which was completed on 31 January 2025
Acquisition of Yinson Camellia	:	Acquisition of 1 ordinary share in Yinson Camellia, representing 100% of the issued share capital of Yinson Camellia, by our Company from Yinson Offshore for a purchase consideration of RM24.0 million which was wholly satisfied via the issuance of 27,272,727 Consideration Shares at the Issue Price, which was completed on 31 January 2025
Acquisitions	:	Collectively, the Approved Acquisitions, the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions
Act	:	Companies Act, 2016
AHTS	:	Anchor handling tug & supply vessel
Approved Acquisitions	:	Collectively, the Proposed Acquisition of Liannex Fleet and the Proposed Acquisition of Yinson Power Marine which are pending completion as at the LPD
AWB	:	Accommodation workboat
BNM	:	Bank Negara Malaysia
Board	:	Board of directors
Bursa Securities	:	Bursa Malaysia Securities Berhad
Charter Arrangement	:	Long-term charter arrangement between Liannex Fleet and Liannex Corporation that is set to expire on 31 December 2027, with 2 optional 1-year extension at the discretion of Liannex Corporation
Circular	:	This circular to the shareholders of our Company in relation to the Proposals dated 11 June 2025
CMSA	:	Capital Markets and Services Act, 2007
Code	:	Malaysian Code on Take-overs and Mergers, 2016

Consideration Shares	:	New LFG Shares issued and to be issued pursuant to the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia, the Non-Related Party Acquisitions and the Approved Acquisitions. For clarity, the Consideration Shares have been issued for the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions
CP	:	Condition precedent
Creeping Threshold	:	An acquisition of more than 2% of the voting shares or voting rights of LFG in any period of 6 months by the PAC Group, either individually or collectively, who hold over 33% but not more than 50% of the voting shares or voting rights of LFG
Director	:	A director of our Company, and shall have 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 LFG, our subsidiary or holding company; and (ii) a chief executive of LFG, our subsidiary or holding company
EBITDA	:	Earnings before interest, taxation, depreciation and amortisation
EGM	:	Extraordinary general meeting
EPS	:	Earnings per Share
EV	:	Enterprise value
Fairness Expert's Report	:	Expert's report in relation to the purchase consideration for the Acquisition of Liannex Fleet and the Acquisition of ICON Bahtera prepared by FHCA dated 13 December 2024 as set out in Appendix XI of the Initial Circular
FHCA or **Fairness Expert**	:	FHMH Corporate Advisory Sdn Bhd (Registration No. 200701016946 (774955-D))
FYE	:	Financial year ended/ending, as the case may be
FPE	:	Financial period ended/ending, as the case may be
Genesis Legacy	:	Genesis Legacy Pte Ltd (UEN No. 201904882C)
IAL	:	The independent advice letter in relation to the Proposals prepared by the Independent Adviser dated 11 June 2025 as set out in **Part B** of this Circular
ICON Bahtera	:	ICON Bahtera (B) Sdn Bhd (Registration No. RC00009848)
ICON Waja	:	ICON Waja (L) Inc. (Registration No. LL09624)
Initial Circular	:	The circular to the shareholders of our Company in relation to the Approved Acquisitions, the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions dated 10 January 2025
Initial Cut-Off Date	:	A date falling 180 days from the date of the SSPA, or such other date as may be agreed upon between our Company and the Vendors as the last date by which the CPs of the SSPA shall be fulfilled
Interested Director or **LCW**	:	Lim Chern Wooi, being the interested director in respect of the Proposals as set out in **Section 8** of **Part A** of this Circular
Interested Major Shareholders	:	Collectively, Mr. LHW, Madam Bah, Liannex Corporation, Liannex Maritime, YHB and Yinson Offshore
Issue Price	:	RM0.88 per Consideration Share
Kenanga IB or **Independent Adviser**	:	Kenanga Investment Bank Berhad (Registration No. 197301002193 (15678-H)), being the independent adviser in relation to, inter-alia, the Approved Acquisitions and the Proposals
LFG or **Company**	:	Lianson Fleet Group Berhad (Registration No. 201201011310 (984830-D))
LFG Group or **Group**	:	Collectively, LFG and its subsidiaries
LFG Share or **Share**	:	Ordinary share in LFG

Liannex Corporation	:	Liannex Corporation (S) Pte Ltd (UEN No. 199304670R)
Liannex Fleet	:	Liannex Fleet Pte Ltd (UEN No. 202406787C)
Liannex Fleet Group	:	Collectively, Liannex Fleet and its subsidiaries
Liannex Maritime	:	Liannex Maritime Sdn Bhd (Registration No. 202401003707 (1549557-D))
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LNG	:	Liquefied natural gas
LPD	:	5 June 2025, being the latest practicable date prior to the printing of this Circular
LTD 1	:	28 August 2024, being the latest practicable trading date prior to the Term Sheets Announcement on 30 August 2024
LTD 2	:	21 November 2024, being the latest practicable trading date prior to the SSPA Announcement on 22 November 2024
Major Shareholder	:	Any person who is or was within the preceding 6 months of the date on which the terms of the transactions were agreed upon, who has an interest or interests in one or more voting shares in LFG and the number or aggregate number of those shares, is – (a) 10% or more of the total number of voting shares in LFG; or (b) 5% or more of the total number of voting shares in LFG where such person is the largest shareholder of LFG For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act
Marine Comparable Companies	:	Selected comparable companies that are listed on stock exchanges in South East Asia for more than 2 years and principally involved in the provision of marine transportation activities (contributing over 51% of total revenue), with market capitalisation below RM500 million in view that the Purchase Consideration is below RM500 million, the details of which are set out in the Initial Circular
Market Day	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday A "**Surprise Holiday**" means a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
Maybank IB or **Principal Adviser**	:	Maybank Investment Bank Berhad (Company No. 0015938H)
Madam Bah	:	Madam Bah Kim Lian, an indirect Major Shareholder of our Company, by virtue of her deemed interest through Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act. For avoidance of doubt, Madam Bah does not hold any directorship in our Company
MFRS	:	Malaysian Financial Reporting Standards
MGO	:	A mandatory take-over offer for all the remaining LFG Shares and Warrants A not already owned by the PAC Group pursuant to subsection 218(3) of the CMSA read together with paragraph 15(2) of the Code and subparagraph 4.01(b) of the Rules

Mr. LHW	:	Mr. Lim Han Weng, being the vendor for the Proposed Acqusition of Yinson Power Marine, is an indirect Major Shareholder of our Company, deemed interested by virtue of the following: (i) his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act, which in turn is the vendor for the Proposed Acquisition of Liannex Fleet; and (ii) his deemed interest in Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act. For avoidance of doubt, Mr. LHW does not hold any directorship in our Company
NA	:	Net assets
NBV	:	Net book value
NCI	:	Non-controlling interest
Non-Related Party Acquisitions	:	Collectively, the Acquisition of ICON Bahtera and the Acquisition of ICON Waja
OSV	:	Offshore support vessel
OSV Comparable Companies	:	Selected comparable companies that are listed on stock exchanges in South East Asia for more than 2 years and principally involved in the provision of OSV (contributing over 51% of total revenue), with market capitalisation below RM500 million in view that the purchase consideration for the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions are below RM500 million, respectively, the details of which are set out in the Initial Circular
PAC(s)	:	Person(s) acting in concert with Mr. LHW in relation to the Proposed Exemption who hold LFG Shares as at the LPD in accordance with subsections 216(2) and/or 216(3) of the CMSA, the identity of which is as set out in **Section 3.1** of **Part A** of this Circular
PAC Group	:	Collectively, Mr. LHW and the PACs
P/Adjusted NA	:	Price-to-adjusted NA
PB	:	Price-to-book
Proposals	:	Collectively, the Proposed Variation and the Proposed Exemption
Proposed Acquisition of Liannex Fleet	:	Proposed acquisition of 100 ordinary shares in Liannex Fleet, representing 100% of the issued and paid-up share capital of Liannex Fleet, by our Company from Liannex Corporation for a purchase consideration of RM182.0 million to be wholly satisfied via the issuance of 206,818,182 Consideration Shares at the Issue Price
Proposed Acquisition of Yinson Power Marine	:	Proposed acquisition of 5,324,400 ordinary shares in Yinson Power Marine, representing 51% of the issued share capital of Yinson Power Marine, by our Company from Mr. LHW for a purchase consideration of RM18.0 million to be wholly satisfied via the issuance of 20,454,545 Consideration Shares at the Issue Price
Proposed Acquisition of YPL	:	Proposed acquisition of 1 ordinary share in YPL, representing the issued and paid-up share capital of YPL, and 1,700,000 RCPS in YPL, by our Company from Yinson Capital for a purchase consideration of RM8.7 million to be wholly satisfied via the issuance of 9,886,364 Consideration Shares at the Issue Price

Proposed Acquisition of YPVPL	:	Proposed acquisition of 1 ordinary share in YPVPL, representing the issued and paid-up share capital of YPVPL, and 10,289,000 RCPS in YPVPL, by our Company from Yinson Capital for a purchase consideration of RM16.9 million to be wholly satisfied via the issuance of 19,204,545 Consideration Shares at the Issue Price
Proposed Exemption	:	Proposed exemption to the PAC Group from the obligation to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares at the Issue Price for the settlement of the Purchase Consideration pursuant to subparagraph 4.08(1)(a) of the Rules
Proposed Variation	:	Proposed variation to certain clauses of the SSPA, namely: (i) inclusion of an additional CP, being the approval of the SC for the Proposed Exemption; (ii) Settlement of Intercompany Balances becoming a pre-completion obligation for the Vendors, instead of a CP for the SSPA; (iii) amendments to the definition of "Completion Date"; and (iv) extension of the Initial Cut-Off Date to the Revised Cut-Off Date
PSV	:	Platform supply vessel
Public Spread Requirement	:	Public shareholding spread requirement pursuant to Paragraph 8.02(1) of the Listing Requirements where LFG must ensure that at least 25% of the total number of listed LFG Shares are in the hands of public shareholders
Purchase Consideration	:	The aggregate purchase consideration for the Approved Acquisitions of RM200.0 million
RCPS	:	Redeemable convertible preference shares
Regulus Offshore	:	Regulus Offshore Sdn Bhd (Registration No. 201101023642 (951778-A))
Revised Cut-Off Date	:	A date falling 270 days from the date of the SSPA, or such other date as may be agreed upon between our Company and the Vendors as the last date by which the CPs of the SSPA shall be fulfilled
RNAV	:	Revalued net assets valuation
RPS	:	Redeemable preference shares
RVA	:	Relative valuation analysis
Sale Shares	:	Collectively, the following: (i) 100 ordinary shares in Liannex Fleet; and (ii) 5,324,400 ordinary shares in Yinson Power Marine
Settlement of Intercompany Balances	:	The settlement or capitalisation of all intercompany balances between the Target Companies and the Vendors and/or the Vendors' associates or related parties and any outstanding shareholder advances owed by the Target Companies to the Vendors and/or the Vendors' associates or related parties, as of the completion date of the SSPA
Specialist Vessel Valuer	:	M3 Marine Valuations Pte Ltd (Registration No. 201607937E)
SSPA	:	Conditional share sale and purchase agreement dated 22 November 2024 between our Company and the Vendors for the Approved Acquisitions
SSPA 2	:	Conditional share sale and purchase agreement dated 22 November 2024 between our Company and Yinson Offshore for the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia
SSPA Announcement	:	Announcement by Maybank IB, on behalf of our Company, in relation to, inter-alia, the execution of the SSPA

Supplemental SSPA	:	Supplemental share sale and purchase agreement to the SSPA dated 9 May 2025 between our Company and the Vendors for the Proposed Variation
Target Companies	:	Collectively, Liannex Fleet and Yinson Power Marine
Term Sheets	:	Binding term sheets entered into by our Company and the Vendors on 30 August 2024 for, inter-alia, the Approved Acquisitions
Term Sheets Announcement	:	Announcement by Maybank IB, on behalf of our Company, in relation to the execution of the Term Sheets
Vendors	:	Collectively, Mr. LHW and Liannex Corporation
VWAP	:	Volume-weighted average market prices
Warrants A	:	Outstanding warrants 2020/2028 issued by our Company
YCPL	:	Yinson Capital Pte Ltd (UEN No. 201430845N)
YHB	:	Yinson Holdings Berhad (Registration No. 199301004410 (259147-A))
Yinson Capital	:	Yinson Capital Sdn Bhd (Registration No. 201501013840 (1139172-X))
Yinson Camellia	:	Yinson Camellia Sdn Bhd (Registration No. 201901030641 (1339971-X))
Yinson Offshore	:	Yinson Offshore Services Sdn Bhd (Registration No. 201901042829 (1352159-D))
Yinson Power Marine	:	Yinson Power Marine Sdn Bhd (Registration No. 200801032026 (833361-P))
YLSB	:	Yinson Legacy Sdn Bhd (Registration No. 201901003036 (1312362M))
YPB	:	Yayasan Pelaburan Bumiputra (Registration No. 197801000107 (37113-P))
YPL	:	Yinson Premier Limited (Registration No. LL13515)
YPVPL	:	Yinson Port Ventures Pte Ltd (UEN No. 201115518Z)
Zell Transportation	:	Zell Transportation Sdn Bhd (Registration No. RC00007945)

CURRENCIES

RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
BND	:	Brunei Dollar, the lawful currency of Brunei
SGD	:	Singapore Dollar, the lawful currency of Singapore
USD	:	United States Dollar, the lawful currency of United States of America

All references to "we", "us", "our" and "ourselves" are to LFG. All references to "you" in this Circular are to the shareholders of LFG.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neutral genders and vice versa. References to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

Unless stated otherwise, the exchange rate of SGD1.00 : RM3.2913, being the middle rate prevailing as at 5.00 p.m. on the LPD as published by BNM, is used throughout this Circular. Any exchange rate translation in this Circular is provided solely for your convenience and should not be constituted as representative that the translated amounts stated in this Circular could have been or would have been converted into such other amounts or vice versa.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that LFG's plans and objectives will be achieved.

CONTENTS

PART A

LETTER TO THE SHAREHOLDERS OF OUR COMPANY IN RELATION TO THE PROPOSALS

THIS EXECUTIVE SUMMARY HIGHLIGHTS ONLY THE SALIENT INFORMATION OF THE PROPOSALS. YOU ARE ADVISED TO READ THIS CIRCULAR IN ITS ENTIRETY FOR FURTHER DETAILS AND NOT TO RELY SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING AT THE FORTHCOMING EGM.

Key Information	Summary	Reference to Circular
Details of the Approved Acquisitions	• The Approved Acquisitions entail the acquisition by our Company of the Sale Shares for the Purchase Consideration, to be wholly satisfied via the issuance and allotment of 227,272,727 Consideration Shares at the Issue Price. • The Approved Acquisitions will enable our Group to enlarge our marine vessel fleet, which will then allow our Group to increase our operational capacity and service coverage as well as to continue to expand our existing customer base and service new geographical regions with market potential. In addition, the Approved Acquisitions will also enable our Group to expand our service offering to include transportation and logistics services for commodities and dry bulk cargo, thereby enlarging the income stream of our Group.	**Section 2, Part A** of this Circular
Details of the Proposals	• On 9 May 2025, our Company entered into the Supplemental SSPA to vary certain clauses of the SSPA which will enable our Company and the Vendors to facilitate the implementation and completion of the Approved Acquisitions, thus allowing our Company to benefit from the Approved Acquisitions vis-à-vis the expansion of our Group's marine vessel fleet through the addition of 17 steel tug boats, 17 steel barges (including 1 newly build) and 2 steel bulk carriers. • Save for the Proposed Variation, all other terms and conditions of the SSPA remain unchanged and are in full force and effect. • As at the LPD, the collective shareholding of the PAC Group is 41.25%. The issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration will increase the collective shareholding of the PAC Group from 41.25% to 53.59%, which represents an increase of more than 2% of the voting shares or voting rights of our Company within any 6-month period. • Accordingly, the PAC Group would be obliged to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors pursuant to subsection 218(3) of the CMSA read together with paragraph 15(2) of the Code and subparagraph 4.01(b) of the Rules. • As it is not the intention of the PAC Group to undertake such MGO, the PAC Group intends to submit an application to seek the approval of the SC for the Proposed Exemption, subject to approval being obtained from the non-interested shareholders of our Company at the forthcoming EGM.	**Section 3, Part A** of this Circular
Rationale and justification for the Proposals	• The Proposed Variation, together with the Proposed Exemption, will allow our Company and the Vendors to proceed and complete the Approved Acquisitions which have already been approved by our non-interested shareholders at the EGM of our Company held on 27 January 2025 and relieving the PAC Group from the obligation to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration. • This is also after taking into consideration the 2024 Offer by Liannex Maritime, being a member of the PAC Group, which closed slightly over a year ago from the date of this Circular, resulting in Liannex Maritime direcly holding 56.55% in our Company, obtaining statutory control of our Company, it is not the intention of the PAC Group to undertake another MGO soon after. Further, the Proposed Exemption will allow our Company to complete the Approved Acquisitions, thereby enlarging our Group's marine vessel fleet and expand our marine transportation business.	**Section 4, Part A** of this Circular

Key Information	Summary	Reference to Circular
Risk factors	**Completion risk** The Proposed Variation is conditional upon the Proposed Exemption. In the event that either the Proposals are not approved by the non-interested shareholders of our Company at the forthcoming EGM or the Proposed Exemption is not approved by the SC, we will not be able to proceed with the Proposed Variation. The Proposed Variation includes, among others, the extension of the Initial Cut-Off Date to the Revised Cut-Off Date. Given that the CPs of the SSPA were not fulfilled by the Initial Cut-Off Date, either party to the SSPA will be entitled to terminate the SSPA and the parties to the SSPA will not be able to proceed to complete the Approved Acquisitions in accordance with the terms and conditions of the SSPA. Following therefrom, our Group will not be able to enlarge our marine vessel fleet and expand our marine transportation business as well as consolidate the financial results of the Target Companies moving forward. Subject always to the decision of our Board as well as the recommendation of our Audit and Risk Management Committee, our Company may re-engage the Vendors to explore the possible acquisition of Liannex Fleet and Yinson Power Marine again based on new terms and condtions to be mutually agreed upon by the parties. **Ability of the Major Shareholders to exert control on our Company and dilution to the remaining shareholders' shareholding in our Company** Upon completion of the Approved Acquisitions, the collective shareholding of the PAC Group in our Company will increase from 41.25% to 53.59%, thereby obtaining statutory control of our Company. This would enable the PAC Group to exert significant influence on the outcome of certain matters requiring the vote of the shareholders of our Company, unless the PAC Group and persons connected with them are required to abstain from voting by law and/or by the relevant guidelines and regulations.	**Section 5, Part A** of this Circular
Approvals required	• The Proposed Variation is subject to the approval of the non-interested shareholders of our Company at the forthcoming EGM. • The Proposed Exemption is subject to the following being obtained: (i) approval of the non-interested shareholders of our Company at the forthcoming EGM; and (ii) approval of the SC. • The Proposed Variation is not conditional upon any other corporate exercise/scheme of our Company.	**Section 8, Part A** of this Circular
Conditionality of the Proposals	• The Approved Acquisitions are conditional upon the Proposed Exemption but not vice-versa. • The Proposed Variation are conditional upon the Proposed Exemption but not vice-versa.	**Section 9, Part A** of this Circular

Key Information	Summary	Reference to Circular
	• In the event that either the Proposals are not approved by the non-interested shareholders of our Company at the forthcoming EGM or the Proposed Exemption is not approved by the SC, we will not be able to proceed with the Proposed Variation. The Proposed Variation includes, among others, the extension of the Initial Cut-Off Date to the Revised Cut-Off Date. Given that the CPs of the SSPA were not fulfilled by the Initial Cut-Off Date, either party to the SSPA will be entitled to terminate the SSPA and the parties to the SSPA will not be able to proceed to complete the Approved Acquisitions in accordance with the terms and conditions of the SSPA.	
Interests of Directors, Major Shareholders and/or persons connected with them	**Proposed Variation** Save as disclosed below, none of the Directors, Major Shareholders of our Company and/or persons connected with them have any interest, direct or indirect, in the Proposed Variation: (i) Liannex Maritime, a direct Major Shareholder of our Company, is a wholly-owned subsidiary of Liannex Corporation which is the vendor for the Proposed Acquisition of Liannex Fleet; (ii) Liannex Corporation, an indirect Major Shareholder of our Company, is the holding company of Liannex Maritime and the vendor for the Proposed Acquisition of Liannex Fleet; (iii) Mr. LHW, being the vendor for the Proposed Acquisition of Yinson Power Marine, is an indirect Major Shareholder of our Company, by virtue of his deemed interest via his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act which in turn is the vendor for the Proposed Acquisition of Liannex Fleet, as well as his deemed interest in Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act; (iv) Madam Bah, an indirect Major Shareholder of our Company, by virtue of her deemed interest through Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act; (v) LCW, the Interested Director who is Executive Chairman of our Company and also the son of Mr. LHW and Madam Bah; (vi) Yinson Offshore, a direct Major Shareholder of our Company, is a wholly-owned subsidiary of YHB which is a person connected to Mr. LHW by virtue of his indirect interest in YHB of 25.05% as at the LPD; and (vii) YHB, an indirect Major Shareholder of our Company by virtue of its shareholding in Yinson Offshore. **Proposed Exemption** Save as disclosed below, in accordance with subparagraph 4.08(3)(b) of the Rules, the parties interested, whether direct or indirect, in the Proposed Exemption are as follows: (i) Liannex Maritime, a direct Major Shareholder of our Company and a wholly-owned subsidiary of Liannex Corporation, is a member of the PAC Group;	**Section 11, Part A** of this Circular

Key Information	Summary	Reference to Circular
	(ii) Liannex Corporation, an indirect Major Shareholder of our Company and the holding company of Liannex Maritime, is a member of the PAC Group; (iii) Mr. LHW, being the vendor for the Proposed Acquisition of Yinson Power Marine as well as an indirect Major Shareholder of our Company, by virtue of his deemed interest via his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act which in turn is the vendor for the Proposed Acquisition of Liannex Fleet, as well as his deemed interest through Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act, is a member of the PAC Group; (iv) Madam Bah, an indirect Major Shareholder of our Company, by virtue of her deemed interest through Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act, is a member of the PAC Group; and (v) LCW, Executive Chairman of our Company and also the son of Mr. LHW and Madam Bah.	
Directors' statement and recommendation	• Our Board (save for the Interested Director), after having considered the salient terms of the Supplemental SSPA, the rationale and justification for the Proposals as well as the views of the Independent Adviser, is of the view that the Proposals are in the best interest of our Company. • Accordingly, our Board (save for the Interested Director) recommends that you **vote in favour** of the resolutions pertaining to the Proposals at the forthcoming EGM.	**Section 15, Part A** of this Circular

LIANSON FLEET GROUP BERHAD

(formerly known as ICON Offshore Berhad)
(Registration No. 201201011310 (984830-D))
(Incorporated in Malaysia)

Registered Office
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur, Malaysia

11 June 2025

Board of Directors
Lim Chern Wooi *(Executive Chairman)*
Dato' Syed Yasir Arafat bin Syed Abd Kadir *(Non-Independent Non-Executive Director)*
Farina Binti Farikhullah Khan *(Independent Non-Executive Director)*
Dato' Syed Naqiz Shahabuddin bin Syed Abdul Jabbar *(Independent Non-Executive Director)*
Ainul Azhar bin Ainul Jamal *(Independent Non-Executive Director)*
Captain Adarash Kumar A/L Chranji Lal Amarnath *(Independent Non-Executive Director)*

To: Our shareholders

Dear Sir/ Madam,

(I) PROPOSED VARIATION; AND

(II) PROPOSED EXEMPTION

1. INTRODUCTION

On 27 January 2025, our Company announced that the non-interested shareholders of our Company had approved the resolutions pertaining to the following at the EGM of our Company held on even date:

(i) Approved Acquisitions;

(ii) Acquisition of Regulus Offshore; and

(iii) Acquisition of Yinson Camellia.

In the same announcement, our Company also announced that the shareholders of our Company had approved the resolutions pertaining to the Non-Related Party Acquisitions at the same EGM.

On 31 January 2025, Maybank IB had, on behalf of our Board, announced that the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia have been completed on even date with Regulus Offshore becoming a 70%-owned subsidiary of our Company and Yinson Camellia becoming a wholly-owned subsidiary of our Company. With the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia, the collective shareholding of the PAC Group had declined from 56.55% to 43.78%, based on the enlarged number of issued Shares of 805,431,833 as at 31 January 2025.

On 9 May 2025, Maybank IB had, on behalf of our Board, announced that our Company has, on even date, entered into the Supplemental SSPA with Liannex Corporation and Mr. LHW, the salient terms of which are set out in **Appendix I** of this Circular.

Subsequently on 16 May 2025, Maybank IB had, on behalf of our Board, announced that the Non-Related Party Acquisitions were completed on even date with ICON Bahtera and ICON Waja becoming wholly-owned subsidiaries of our Company. With the completion of the Non-Related Party Acquisitions, the collective shareholding of the PAC Group has further reduced to 41.25% based on the enlarged number of issued Shares of 854,863,652 as at 16 May 2025.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE APPROVED ACQUISITIONS AND THE PROPOSALS AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM IS ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR INCLUDING THE IAL AS SET OUT IN PART B OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

SALIENT INFORMATION ON THE APPROVED ACQUISITIONS AS SET OUT IN SECTION 2.1 (SAVE FOR SECTIONS 2.1.7 AND 2.1.8) OF PART A OF THIS CIRCULAR HAS BEEN REPRODUCED FROM THE INITIAL CIRCULAR FOR INFORMATION PURPOSES ONLY.

2. DETAILS OF THE APPROVED ACQUISITIONS

2.1 Background information on the Approved Acquisitions

The Approved Acquisitions entail the acquisition by our Company of the Sale Shares for the Purchase Consideration to be wholly satisfied via the issuance and allotment of 227,272,727 Consideration Shares at the Issue Price, the details of which are as follows:

Target Company	Vendor	Purchase consideration (RM' million)	Number of Consideration Shares to be issued
Liannex Fleet	Liannex Corporation	182.0	206,818,182
Yinson Power Marine	Mr. LHW	18.0	20,454,545
TOTAL		**200.0**	**227,272,727**

The Approved Acquisitions are subject to the terms and conditions of the SSPA and the Supplemental SSPA.

Upon completion of the Approved Acquisitions, the Target Companies will become wholly-owned subsidiaries of our Company.

2.1.1 Basis and justification for the Purchase Consideration

The Purchase Consideration was arrived at on a 'willing-buyer willing-seller' basis after taking into consideration the following:

(i) The blended implied P/Adjusted NA multiples (which was computed based on the weighted average of the implied P/Adjusted NA multiples, proportionate to the respective adjusted NA of the Target Companies) as well as the blended implied EV/EBITDA multiples (which was computed based on the weighted average of the implied EV/EBITDA multiples, proportionate to the respective EBITDA of the Target Companies) represented by the Purchase Consideration as set out below:

No.	Transaction	Purchase consideration	Adjusted NA	Implied EV	EBITDA	Blended implied P/ Adjusted NA multiple (1)	Blended implied EV/EBITDA multiple (1)
		(RM' million)	(RM' million)	(RM' million)	(RM' million)	(times)	(times)
1.	Proposed Acquisition of Liannex Fleet and Proposed Acquisition of Yinson Power Marine	200.0*	216.1*	258.5	60.0	0.9	4.3
2.	Acquisition of Regulus Offshore and Acquisition of Yinson Camellia	160.0*	125.7*	198.4	40.0	1.3	5.0
3.	Acquisition of ICON Bahtera and Acquisition of ICON Waja	43.5*	35.7*	75.5	19.4	1.2	3.9

Notes:

* *For ease of computation, the Adjusted NA includes the nominal value of the RPS to be acquired in relation to the Acquisitions (where applicable) given that the respective purchase consideration for the Acquisitions were arrived at after taking into consideration the nominal value of the RPS to be acquired.*

(1) For avoidance of doubt, the blended implied P/Adjusted NA multiples as well as the blended implied EV/EBITDA multiples were computed after taking into consideration the inter-conditionality of the transactions. The individual implied P/Adjusted NA multiple and the individual implied EV/EBITDA multiple are set out below:

No.	*Transaction*	*Purchase consideration*	*Adjusted NA (m)*	*Implied EV (n)*	*EBITDA (o)*	*Implied P/ Adjusted NA multiple*	*Implied EV/EBITDA multiple*
		(RM' million)	*(RM' million)*	*(RM' million)*	*(RM' million)*	*(times)*	*(times)*
1.	*Proposed Acquisition of Liannex Fleet*	*182.0*	*(a) 193.6*	*223.4*	*(g) 55.2*	*0.9*	*4.0*
2.	*Proposed Acquisition of Yinson Power Marine*	*18.0*	*(b) 22.5*	*35.1*	*(h) 4.8*	*0.8*	*7.3*
3.	*Acquisition of Regulus Offshore*	*136.0*	*(c) 104.7*	*174.8*	*(i) 32.0*	*1.3*	*5.5*
4.	*Acquisition of Yinson Camellia*	*24.0*	*(d) 21.0*	*23.6*	*(j) 8.0*	*1.1*	*3.0*
5.	*Acquisition of ICON Bahtera*	*33.7*	*(e) 27.6*	*10.2*	*(k) 12.6*	*1.2*	*0.8*
6.	*Acquisition of ICON Waja*	*9.8*	*(f) 8.1*	*65.3*	*(l) 6.8*	*1.2*	*9.6*

Notes:

(a) Computed based on the audited combined NA of Liannex Fleet for the FYE 31 December 2023 of SGD21.83 million (equivalent to RM72.02 million), after taking into consideration the following:

- *Deduction of the NA attributed to the NCI of Yinson Power Marine as at 31 December 2023 amounting to RM3.07 million;*
- *Deduction of the additional borrowings raised subsequent to the FYE 31 December 2023 by Liannex Fleet amounting to SGD43.14 million (equivalent to RM142.32 million), computed based on the difference of the total borrowings as at 31 December 2023 and the total borrowings as at 31 August 2024 of the Liannex Fleet Group which was utilised for the acquisition of Liannex Fleet's 11 subsidiaries (RM82.79 million) and repayment of advances owing by Liannex Fleet's subsidiaries to Liannex Corporation (RM80.83 million), partially offset by loan principal repayments by Liannex Fleet during the year (RM21.30 million);*

- *RCPS issued by Yinson Power Marine which is held by Liannex Fleet, with a carrying value of SGD2.90 million (equivalent to RM9.57 million) as at 31 December 2023. For avoidance of doubt, the RCPS has been transferred to Liannex Fleet subsequent to the FYE 31 December 2023 and is currently held by Liannex Fleet as at the LPD. The salient terms of the RCPS are as follows:*

  (i) Liannex Fleet will have the option to convert the RCPS or part thereof into fully paid ordinary shares of Yinson Power Marine at the conversion ratio of 1 new ordinary share for 1 RCPS held;

  (ii) the RCPS shall rank in priority to the ordinary shares of Yinson Power Marine with regards to the repayment or return of capital and participation in surplus assets and profits in the event of winding up;

  (iii) the RCPS shall not be entitled to any right of voting at any general meeting nor receipt of any notices of general meetings;

  (iv) the RCPS can be redeemed at the option of Yinson Power Marine at any time and redemption can be allowed in whole or part;

  (v) any entitlement of dividend will be at the option of Yinson Power Marine; and

  (vi) the RCPS shall not be transferable.

- *Revaluation surplus of RM152.55 million, after taking into account the difference between the market value of the 36 vessels owned by the Liannex Fleet Group (excluding the portion attributed to the NCI of Yinson Power Marine) amounting to USD84.23 million (equivalent to RM374.82 million) as ascribed by the Specialist Vessel Valuer, and the audited NBV of the said vessels (excluding the portion attributed to the NCI of Yinson Power Marine) as at 31 December 2023 of SGD67.37 million (equivalent to RM222.27 million); and*

- *Capitalisation of all net intercompany balances owing by the Liannex Fleet Group to Liannex Corporation of SGD31.78 million (equivalent to RM104.85 million as at 31 December 2023 ("**Capitalisation**") arising from prior advances for the vessel acquisitions by the Liannex Fleet Group and working capital to finance the day-to-day operations of the Liannex Fleet Group.The new ordinary shares in Liannex Fleet to be issued arising from the Capitalisation will also be acquired by our Company.*

(b) Computed based on the audited NA of Yinson Power Marine as at 31 December 2023 of RM6.01 million, adjusted for the revaluation surplus of RM38.26 million after taking into account the difference between the market value of the 7 vessels owned by Yinson Power Marine amounting to USD9.85 million (equivalent to RM43.83 million) as ascribed by the Specialist Vessel Valuer and the audited NBV of the said vessels as at 31 December 2023 of RM5.57 million.

(c) Computed based on the audited NA of Regulus Offshore as at 31 January 2024 of RM17.18 million (excluding the RPS) and proportionate to the equity interest to be acquired, after taking into consideration the following:

- *Revaluation surplus of RM82.88 million after taking into account the difference between the market value of the 3 vessels owned by Regulus Offshore amounting to USD29.75 million (equivalent to RM132.39 million) as ascribed by the Specialist Vessel Valuer and the audited NBV of the said vessels as at 31 January 2024 of RM49.51 million;*

- *Difference between the audited negative net working capital as at 31 January 2024 of RM5.79 million and the agreed final net working capital as per the SSPA 2 of RM8.00 million; and*

- *RPS issued by Regulus Offshore with a carrying value of RM25.00 million as at 31 January 2024.*

(d) Computed based on the audited NA of Yinson Camellia as at 31 January 2024 of RM1.72 million, adjusted for the revaluation deficit of RM2.08 million after taking into account the difference between the market value of the vessel owned by Yinson Camellia of USD5.25 million (equivalent to RM23.36 million) as ascribed by the Specialist Vessel Valuer and the audited NBV of the said vessel as at 31 January 2024 of RM25.44 million, as well as the difference between the audited negative net working capital as at 31 January 2024 of RM19.29 million and the agreed final net working capital as per the SSPA 2 of RM2.00 million.

(e) Computed based on the audited NA of ICON Bahtera as at 31 December 2023 of BND22.14 million (equivalent to RM73.03 million), adjusted for the revaluation deficit of RM36.87 million after taking into account the difference between the market value of the 1 vessel owned by ICON Bahtera of USD15.30 million (equivalent to RM68.09 million) as ascribed by the Specialist Vessel Valuer and the audited NBV of the said vessel as at 31 December 2023 of BND31.82 million (equivalent to RM104.96 million) as well as taking into account the nominal value of the outstanding RCPS of BND3.01 million (equivalent to RM9.93 million).

(f) Computed based on the audited NA of ICON Waja as at 31 December 2023 of RM35.29 million, adjusted for the revaluation surplus of RM18.32 million after taking into account the difference between then market value of the 1 vessel owned by ICON Waja of USD16.80 million (equivalent to RM74.76 million) as ascribed by the Specialist Vessel Valuer and the audited NBV of the said vessel as at 31 December 2023 of RM56.44 million.

(g) The EBITDA was derived from the audited combined financial results of Liannex Fleet for the FYE 31 December 2023 as set out in the Accountants' Report on Liannex Fleet.

(h) The EBITDA was derived from the audited financial statements of Yinson Power Marine for the FYE 31 December 2023.

(i) The EBITDA was derived from the audited financial results of Regulus Offshore for the FYE 31 January 2024 as set out in the Accountants' Report on Regulus Offshore.

(j) The EBITDA was derived from the audited financial statements of Yinson Camellia for the FYE 31 January 2024.

(k) The EBITDA was derived from the audited financial statements of ICON Bahtera for the FYE 31 December 2023.

(l) The EBITDA was derived from the audited financial statements of ICON Waja for the FYE 31 December 2023.

(m) The respective adjusted NA was arrived at as follows:

in RM' million	***Liannex Fleet***	***Yinson Power Marine***	***Regulus Offshore***	***Yinson Camellia***	***ICON Bahtera***	***ICON Waja***
Audited NA	*72.0*	*6.0*	*17.2*	*1.7*	*73.0*	*35.3*
Less: NA attributed to the NCI of Yinson Power Marine as at 31 December 2023	*(3.1)*	*-*	*-*	*-*	*-*	*-*
Additional borrowings of Liannex Fleet subsequent to the FYE 31 December 2023	*(142.3)*	*-*	*-*	*-*	*-*	*-*
Market value of the vessels (A)	*374.8*	*43.8*	*132.4*	*23.4*	*68.1*	*74.8*
Less: Audited NBV of the vessels (B)	*(222.3)*	*(5.6)*	*(49.5)*	*(25.4)*	*(105.0)*	*(56.4)*
Add: Revaluation surplus/(deficit) (A – B)	*152.5*	*38.2*	*82.9*	*(2.0)*	*(36.9)*	*18.4*
Less: Book value of the net working capital	*-*	*-*	*5.8*	*19.3*	*-*	*-*
Add: Agreed amount of net working capital upon completion	*-*	*-*	*8.0*	*2.0*	*-*	*-*
Add: Capitalisation of intercompany balances	*104.9*	*-*	*-*	*-*	*-*	*-*
Adjusted NA	***184.0***	***44.2***	***113.9***	***21.0***	***36.1***	***53.7***

(n) The respective implied EV was calculated as follows:

(Implied EV = Implied equity value – cash + total debts)

	Purchase consideration	***% of shares to be acquired***	***Implied equity value***	***Less: Cash as at 31 December 2023/31 January 2024***	***Add: Total debts at 31 December 2023/31 January 2024***	***Implied EV***
	(RM' million)	***(%)***	***(RM' million)***	***(RM' million)***	***(RM' million)***	***(RM' million)***
Liannex Fleet	*182.0*	*100*	*182.0*	*3.5*	*44.9*	***223.4***
Yinson Power Marine	*18.0*	*51*	*35.3*	*0.2*	*-*	***35.1***
Regulus Offshore	*136.0*	*70*	*194.3*	*19.5*	*-*	***174.8***
Yinson Camellia	*24.0*	*100*	*24.0*	*0.4*	*-*	***23.6***
ICON Bahtera	*33.7*	*49*	*68.8*	*58.6*	*-*	***10.2***
ICON Waja	*9.8*	*15*	*65.3*	*-*	*-*	***65.3***

(o) The respective EBITDA was calculated as follows:

in RM' million	***Liannex Fleet***	***Yinson Power Marine***	***Regulus Offshore***	***Yinson Camellia***	***ICON Bahtera***	***ICON Waja***
	FYE 31 December 2023	*FYE 31 December 2023*	*FYE 31 January 2024*	*FYE 31 January 2024*	*FYE 31 December 2023*	*FYE 31 December 2023*
PAT	*31.8*	*2.0*	*15.7*	*3.4*	*3.8*	*3.7*
Add/(Less):						
Income tax expense	*0.8*	*0.5*	*5.1*	*2.0*	*-*	*0.1*
Finance costs	*6.3*	***	*3.4*	*1.3*	***	*-*
Depreciation and amortisation	*16.3*	*2.3*	*7.8*	*1.3*	*8.8*	*3.0*
Interest income	*-*	*-*	*-*	*-*	*-*	*-*
EBITDA	***55.2***	***4.8***	***32.0***	***8.0***	***12.6***	***6.8***

Note:
**Negligible*

; and

(ii) the market value ascribed by the Specialist Vessel Valuer on the vessels to be acquired pursuant to the Approved Acquisitions as at 10 September 2024 based on comparable transactions involving similar types of vessels obtained from trade press and broker reports as well as the internal database owned by the Specialist Vessel Valuer:

Owner	**Description of vessel**	**Market value ascribed**
Subsidiaries of Liannex Fleet (excluding Yinson Power Marine)	28 vessels comprising 14 steel tug boats, 12 steel barges and 2 steel bulk carriers	USD79.40 million (equivalent to approximately RM353.33 million)
Yinson Power Marine	3 steel tug boats and 4 steel barges	USD9.85 million (equivalent to approximately RM43.83 million)
Regulus Offshore	2 AHTS and 1 PSV	USD29.75 million (equivalent to approximately RM132.39 million)
Yinson Camellia	1 AHTS	USD5.25 million (equivalent to approximately RM23.36 million)
ICON Bahtera	1 AWB	USD15.30 million (equivalent to approximately RM68.09 million)
ICON Waja	1 AWB	USD16.80 million (equivalent to approximately RM74.76 million)

Our Board (save for the Interested Director) was of the view that the Purchase Consideration is justifiable after taking into consideration the following:

(i) the P/Adjusted NA multiple of the Approved Acquisitions of 0.9 time which was within the range of the PB multiples of the Marine Comparable Companies of 0.6 times to 1.8 times[(1)]; and

(ii) the EV/EBITDA multiple of the Approved Acquisitions of 4.3 times which was within the range of the EV/EBITDA multiples of the Marine Comparable Companies of 1.8 times to 12.8 times[(1)].

Note:

(1) The details of the Marine Comparable Companies are as follows:

Company [(a)]	***Principal activities***	***Country***	***Market capitalisation*** ***(RM' million)***	***PB multiple*** [(b)(c)] ***(times)***	***EV/EBITDA multiple*** [(d)] ***(times)***
Maybulk Berhad	*Drybulk shipowner, manages a fleet of vessels which includes dry bulk carriers and product tankers.*	*Malaysia*	*298.63*	*0.7*	*3.4*
Hubline Berhad [(e)]	*Investment holding, shipping services, shipping agent, ship owning and chartering and the provision of marine cargo handling services.*	*Malaysia*	*343.15*	*1.8*	*12.8*
Singapore Shipping Corporation Limited	*Operates vessels and provides ship management services as well as shipping agency and terminal operation services, including vessel, marketing, and documentation support, as well as vessel husbandry, stevedoring, and cargo management; and specialized services.*	*Singapore*	*318.05*	*0.6*	*1.8*
PT Hasnur Internasional Shipping Tbk	*Licensed river and sea commodity shipping transportation and logistics company, offering river and sea transportation services, as well as logistics that serves the needs of shipping transportation, both for the domestic and international markets*	*Indonesia*	*157.76*	*0.8*	*3.2*
PT Batulicin Nusantara Maritim TBK	*Provides sea and river water transportation services in Indonesia. It transports from the company's tugboats and barges to the mother vessel.*	*Indonesia*	*147.35*	*0.9*	*6.3*
Ama Marine Public Company Limited	*Operates a fleet of 9 tankers to transport palm oil, vegetable oil, and other chemicals within Thailand, South East Asia regions, China, and India.*	*Thailand*	*283.49*	*0.7*	*3.8*
Lorenzo Shipping Corporation [(e)]	*Provides inter-island cargo shipping services in the Philippines, as well as offers port-to-port and door-to-door services for full container load and less-than container load shipments.*	*Philippines*	*21.09*	*0.9*	*12.2*
			High	***1.8***	***12.8***
			Low	***0.6***	***1.8***
			Average	***0.9***	***6.2***
			Median	***0.8***	***3.8***

Notes:

(a) The Marine Comparable Companies are by no means exhaustive and may differ from the Liannex Fleet Group in terms of, inter-alia, composition of business activities, scale of operations, geographical location of operations, profit track record, financial profile, risk profile, prospects, capital structure, marketability of their securities and other criteria. Notwithstanding, there are no adjustments on the PB multiple and EV/EBITDA multiple as the Marine Comparable Companies were selected on the basis that they are principally involved in the provision of marine transportation activities (contributing over 51% of total revenue).

(b) Notwithstanding that the P/Adjusted NA multiple for the Proposed Acquisition of Liannex Fleet and the Proposed Acquisition of Yinson Power Marine of 0.9 time is slightly higher than the PB multiples for Maybulk Berhad, Singapore Shipping Corporation Limited, PT Hasnur Internasional Shipping Tbk and Ama Marine Public Company Limited ranging from 0.6 to 0.8 time, the P/Adjusted NA multiple for the Proposed Acquisition of Liannex Fleet and the Proposed Acquisition of Yinson Power Marine is equivalent to the average PB multiple of the Marine Comparable Companies of 0.9 time and is only slightly higher than the median of 0.8 time. In addition, the Proposed Acquisition of Liannex Fleet and the Proposed Acquisition of Yinson Power Marine will enable our Group to, among others, expand our service offering to include the transportation and logistics services for commodities and dry bulk cargo, thereby enlarging the income stream of our Group.

(c) Calculated based on the latest available quarterly results of the respective comparable companies as at 30 August 2024.

(d) Calculated based on the closing market prices and the trailing 12-month financial results as at 30 August 2024 as extracted from Bloomberg.

(e) The respective PB multiple and EV/EBITDA multiple of Hubline Berhad and the EV/EBITDA multiple of Lorenzo Shipping Corporation are not considered as outliers for purpose of comparison as both Hubline Berhad and Lorenzo Shipping Corporation are still operating within the same industry as Liannex Fleet and Yinson Power Marine and face similar market conditions. Additionally, the market capitalisation of Hubline Berhad and Lorenzo Shipping Corporation are comparable to the purchase consideration for Liannex Fleet and Yinson Power Marine, respectively.

(f) For avoidance of doubt, there was no adjustment adopted for purposes of valuing the 100% of the issued and paid-up share capital of Liannex Fleet and the 51% of the issued share capital of Yinson Power Marine as these acquisitions allow for our Company to gain control of Liannex Fleet and Yinson Power Marine rather than acquiring a minority stake. Although the respective Sale Shares are perceived to be illiquid, their control premium effectively offsets the illiquidity discount.

In justifying the Purchase Consideration, our Board (save for the Interested Director) had also taken into consideration the following:

(i) the rationale and benefits of the Approved Acquisitions as set out in **Section 3** of **Part A of** the Initial Circular;

(ii) the prospects of the Target Companies as set out in **Section 4** of **Part A** of the Initial Circular; and

(iii) the effects of the Approved Acquisitions as set out in **Section 8** of **Part A** of the Initial Circular.

Further, as set out in the Fairness Expert's Report, the fair market value of the equity interest to be acquired in Liannex Fleet based on RNAV as the primary valuation methodology and RVA as the secondary valuation methodology, were as follows:

(i) RNAV

The fair market value of the equity interest to be acquired in Liannex Fleet was RM190.3 million. Given that the market value of the vessels owned by the Liannex Fleet Group were ascribed by the Specialist Vessel Valuer and following a thorough review of significant assets owned by the Liannex Fleet Group to ensure that the RNAV accurately represents our Company's asset base, the Fairness Expert was of the view that the purchase consideration of RM182.0 million for Liannex Fleet is fair.

(ii) RVA

The purchase consideration for the Proposed Acquisition of Liannex Fleet of RM182.0 million was fair based on the implied PB multiple of the Liannex Fleet Group of 1.0 time which was above the median PB multiple of the Marine Comparable Companies of 0.9 time but within the range of the implied PB multiples of the Marine Comparable Companies of 0.6 times to 1.9 times.

2.1.2 Basis and justification for the Issue Price

The Issue Price was arrived at on a 'willing-buyer willing-seller' basis after taking into consideration the following premium/(discount) to the closing price of the LFG Shares as at the LTD 1 and VWAP of the LFG Shares up to and including the LTD 1:

	Share Price	**Premium/(Discount)**	
	RM	**RM**	**%**
Closing price as at the LTD 1	1.1600	(0.2800)	(24.14)
5-day VWAP up to and including the LTD 1	1.1017	(0.2217)	(20.12)
1-month VWAP up to and including the LTD 1	1.0543	(0.1743)	(16.53)
3-month VWAP up to and including the LTD 1	1.0091	(0.1291)	(12.79)
6-month VWAP up to and including the LTD 1	0.8567	0.0233	2.72

	Share Price	Premium/(Discount)	
	RM	**RM**	**%**
12-month VWAP up to and including the LTD 1	0.7441	0.1359	18.26

(*Source : Bloomberg*)

Although the Issue Price represented a discount ranging from 12.79% to 24.14% over the closing price as at the LTD 1, 5-day VWAP, 1-month VWAP and 3-month VWAP of the LFG Shares up to and including the LTD 1, our Board (save for the Interested Director) was and is of the view that the Issue Price is justifiable after taking into consideration the following:

(i) the Issue Price represents a premium of 2.72% and 18.26% over the 6-month VWAP and 12-month VWAP of LFG Shares up to and including the LTD 1, respectively;

(ii) the Issue Price represents a premium of 37.50% to the audited consolidated NA per LFG Share as at 31 December 2023 of RM0.64 which also represents a PB multiple of 1.4 times;

(iii) the Issue Price also represents a PB multiple of 1.4 times based on the latest unaudited consolidated NA per LFG Share as at 30 June 2024 of RM0.61 as compared with the PB multiples of the OSV Comparable Companies which ranges between 0.9 time to 1.7 times; and

(iv) the Issue Price represents a premium of 20.21% as well as a PB multiple of 1.2 times based on the latest audited consolidated NA per LFG Share as at 31 December 2024 of RM0.73 as compared with the PB multiples of the OSV Comparable Companies which ranges between 0.9 time to 1.7 times.

2.1.3 Rationale and benefits of the Approved Acquisitions

The Approved Acquisitions will enable our Group to enlarge our marine vessel fleet through the addition of 17 steel tug boats, 17 steel barges (including 1 newly build) and 2 steel bulk carriers. The expanded fleet will allow our Group to increase our operational capacity and service coverage as well as to continue to expand our existing customer base. The Approved Acquisitions will also enable our Group to service new geographical regions with market potential, including but not limited to Singapore, Vietnam, Thailand, Bangladesh and Indonesia.

In addition, the Approved Acquisitions will also enable our Group to expand our service offering to include transportation and logistics services for commodities and dry bulk cargo, thereby enlarging the income stream of our Group.

2.1.4 Overview and outlook of the marine transportation industry in Singapore

In October 2024, Singapore’s maritime industry demonstrated strong performance, with vessel arrivals increasing by 3.5% year-on-year, reaching a total of 10,724 vessels, which accounted for 263.42 million gross tonnage. This upward trend underscores Singapore's strategic position as a key hub along global shipping routes, highlighting its ability to efficiently manage substantial vessel traffic. Additionally, container throughput surged by 8.1%, further emphasizing the port’s critical role in facilitating the movement of goods and supporting global trade.

However, total cargo throughput experienced a slight decline of 0.9%, signaling potential shifts in trade patterns or changes in demand for certain commodities. Despite this minor dip, the strong performance in container handling and vessel arrivals highlights Singapore’s resilience and adaptability in responding to evolving global trade dynamics.

In the bunkering sector, Singapore saw a notable 10.8% growth in fuel sales, reaching 4.88 million tonnes. While conventional fuels remain the dominant choice, the increased presence of biofuels and LNG reflects the growing interest in sustainable and cleaner fuel alternatives. This trend aligns with the maritime industry's global push toward decarbonization, positioning Singapore as a proactive player in green shipping solutions.

Looking ahead, Singapore's maritime sector is well-positioned to capitalize on growth opportunities while advancing sustainability. The continued expansion of both traditional and cleaner energy bunkering will strengthen its role in supporting sustainable global maritime trade.

(Source : Summary of Maritime Performance of Singapore, Maritime and Port Authority of Singapore)

2.1.5 Prospects of the Target Companies

The Approved Acquisitions will enable our Group to expand our service offering and provide marine transportation services for commodities and dry bulk cargo and gain access to new geographical markets, allowing us to mainly benefit from the outlook of the marine transportation industry in Singapore.

Liannex Fleet and Yinson Power Marine will continue with the Charter Arrangement which provides medium-term earnings sustainability and visibility. Notwithstanding, the Charter Arrangement is set to expire on 31 December 2027 with 2 optional 1-year extensions at the discretion of Liannex Corporation and there is no certainty on the renewal of the Charter Arrangement. In addition, the extension of the Charter Arrangement would be subject to the approval of the non-interested shareholders of our Company as the Charter Arrangement is a recurrent related party transaction pursuant to Paragraph 10.09 of the Listing Requirements.

In essence, the Approved Acquisitions will be a milestone for our Group with the immediate expansion of our Group's fleet, as we are able to significantly increase our operational capacity and broaden our service coverage. The Approved Acquisitions are also in line with our Group's fleet rejuvenation efforts to continuously improve our fleet's utilisation rates and operational efficiency. With the larger asset base and earnings, our Group will be better positioned to capitalise on growth opportunities that can contribute positively to our Group's performance.

The Approved Acquisitions will also provide us with opportunities to enter new industries and geographical regions, enabling us to diversify our revenue streams and reduce risks related to industry or geographical concentration. By expanding our operational capabilities and extending our geographical presence, our Group is well-positioned to capitalise on emerging opportunities in regional markets. This move is expected to boost our potential for higher revenue and long-term growth.

There is no material impact arising from the ongoing global trade war between United States of America and China towards the business operations of Liannex Fleet and Yinson Power Marine as the fleet of vessels owned by the Target Companies mainly operate within the Asia region.

2.1.6 Risks of the Approved Acquisitions

The risks arising from the Approved Acquisitions which are by no means exhaustive are as follows:

Risk factor	Description
Non-completion risk	The completion of the Approved Acquisitions is subject to, among others, the fulfilment of the CPs of the SSPA and the approvals required for the Approved Acquisitions as set out in **Section 10** of **Part A** of the Initial Circular. There can be no assurance that the abovementioned conditions and approvals will be satisfied, waived or obtained, as the case may be, within the stipulated timeframe or any of the termination events under the SSPA will not occur such that the Approved Acquisitions cannot be completed. Any delay in the fulfilment of the CPs of the SSPA and/or obtaining the approvals required for the Approved Acquisitions may lead to a delay in the completion and/or termination of the Approved Acquisitions. Notwithstanding, our Company will take all necessary and reasonable steps to ensure the fulfilment of the CPs in the SSPA which are within our Company's control within the stipulated timeframe as well as mitigate the occurrence of any of the termination events that are within our Company's control to complete the Approved Acquisitions.
Integration risk	The various synergistic benefits to be reaped from the Approved Acquisitions will depend on the successful integration of our Group and the Target Companies. The Approved Acquisitions may potentially expose our Group to new risks including those associated with the assimilation of new operations and personnel, and inability to successfully integrate the Target Companies with our Group's current business. As such, there can be no assurance that the anticipated benefits from the Approved Acquisitions will be realised and that the duration required for our Company to recoup our investment in the Target Companies could be longer than anticipated. Our Group will make the necessary efforts to ensure that a proper integration exercise and management structure be put in place to ensure successful integration.
Non-renewal / Non-extension of the existing charter contracts for the vessels to be acquired and ability to secure new contracts	Liannex Corporation is the main charterer of the existing fleet of vessels owned by the Liannex Fleet Group with revenue contribution of more than 90% to the total revenue of the Liannex Fleet Group for the FYE 31 December 2023. The renewal or extension of the existing charter contracts of the fleet owned by the Liannex Fleet Group would be subject to the approval of the non-interested shareholders of our Company post-completion of the Approved Acquisitions. Liannex Fleet's long-term charter arrangement with Liannex Corporation is set to expire on 31 December 2027, with 2 optional 1-year extensions at the discretion of Liannex Corporation.

Risk factor	Description
	In the event that the renewal or extension of the Charter Arrangement are not approved by the non-interested shareholders of our Company, the Charter Arrangement will not be renewed and may have an adverse impact on the financial performance and business operations of our Group in the event that our Group is unable to secure new or other charterers or customers contracts, including but not limited to: (i) substantial decrease in the revenue of the Liannex Fleet Group; and (ii) the vessels owned by the Liannex Fleet Group may remain idle, leading to increased operational costs without corresponding income as well as potential impairment of assets should the vessels remain idle for an extended period of time. Our Company will endeavour to mitigate this risk by diversifying the customer base and secure charter contracts with third party customers in advance.
Dependence on the directors and key management of the Target Companies	The sustainability of the business operations and consequentially, the financial performance of the Target Companies depends largely on the continuous efforts, experience and abilities of the existing key management team, competent personnel and directors, and the Target Companies' ability to attract, motivate and retain qualified and skilled personnel to contribute to the sustainable development and growth of the Target Companies. There can be no assurance the loss of any key personnel of the Target Companies can be avoided and would not affect the business operations and financial performance of the Target Companies. As such, our Company will strive to adopt appropriate measures to retain the Target Companies' key management personnel and attract qualified personnel, including providing attractive remuneration, requisite training, career advancement opportunities and other employment benefits. Our Company may also reduce our reliance on any key management personnel by regularly reviewing our workforce competency and human resource policies (including succession planning) to ensure that we will be able to effectively mitigate the associated risks. Notwithstanding, there can be no assurance that these measures will enable our Company to retain the key management personnel of any of the Target Companies or address the loss of the key management personnel effectively or that a smooth transition will occur in the event of any staff turnover.

2.1.7 Effects of the Approved Acquisitions

For clarity, the shareholding of the substantial shareholders of our Company after the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia on 31 January 2025, the completion of the Acquisition of ICON Bahtera and the Acquisition of ICON Waja on 16 May 2025 as well as after the Approved Acquisitions are as follows:

	As at 13 December 2024, being the latest practicable date prior to the printing of the Initial Circular				After the Acquisition of Regulus Offshore and Acquisition of Yinson Camellia			
	Direct		Indirect		Direct		Indirect	
	No. of LFG Shares	(1) %	No. of LFG Shares	(1) %	No. of LFG Shares	(2) %	No. of LFG Shares	(2) %
Liannex Maritime	352,636,335	56.55	-	-	352,636,335	43.78		
Liannex Corporation	-	-	(6) 352,636,335	56.55	-	-	(6) 352,636,335	43.78
Mr. LHW	-	-	(7) 352,636,335	56.55	-	-	(7) 534,454,517	66.35
Yinson Offshore	-	-	-	-	181,818,182	22.57	-	-
YHB	-	-	-	-	-	-	(8) 181,818,182	22.57
Madam Bah	-	-	(14) 352,636,335	56.55	-	-	(9) 181,818,182	22.57
Hallmark Odyssey	31,303,602	5.02	-	-	31,303,602	3.89	-	-
E-Cap	-	-	(10) 31,303,602	5.02	-	-	(10) 31,303,602	3.89
Ekuinas Capital	-	-	(11) 31,303,602	5.02	-	-	(11) 31,303,602	3.89
Yayasan Ekuiti Nasional/YPB(13)	-	-	(12) 31,303,602	5.02	-	-	(12) 31,303,602	3.89

	After the Acquisition of ICON Bahtera and Acquisition of ICON Waja			
	Direct		Indirect	
	No. of LFG Shares	(3) %	No. of LFG Shares	(3) %
Liannex Maritime	352,636,335	41.25		
Liannex Corporation	-	-	(6) 352,636,335	41.25
Mr. LHW	-	-	(7) 534,454,517	62.52
Yinson Offshore	181,818,182	21.27	-	-
YHB	-	-	(8) 181,818,182	21.27
Madam Bah	-	-	(9) 181,818,182	21.27
Hallmark Odyssey	31,303,602	3.66	-	-
E-Cap	-	-	(10) 31,303,602	3.66
Ekuinas Capital	-	-	(11) 31,303,602	3.66
Yayasan Ekuiti Nasional/YPB(13)	-	-	(12) 31,303,602	3.66
Zell Transportation	49,431,819	5.78	-	-
Siti Nurul Hameezah Binti Haji Awang	-	-	(15) 49,431,819	5.78

	After the Approved Acquisitions				After the Approved Acquisitions and assuming full exercise of the outstanding Warrants A			
	Direct		Indirect		Direct		Indirect	
	No. of LFG Shares	[4] %	No. of LFG Shares	[4] %	No. of LFG Shares	[5] %	No. of LFG Shares	[5] %
Liannex Maritime	352,636,335	32.59	-	-	[16]352,642,160	29.10	-	-
Liannex Corporation	206,818,182	19.11	[6] 352,636,335	32.59	206,818,182	17.06	[6] 352,642,160	29.10
Mr. LHW	20,454,545	1.89	[7] 741,272,699	68.50	20,454,545	1.69	[7] 741,278,524	61.16
Yinson Offshore	181,818,182	16.80	-	-	181,818,182	15.00	-	-
YHB	-	-	[8] 181,818,182	16.80	-	-	[8] 181,818,182	15.00
Madam Bah	-	-	[9] 181,818,182	16.80	-	-	[9] 181,818,182	15.00
Hallmark Odyssey	31,303,602	2.89	-	-	[17]103,343,602	8.53	-	-
E-Cap	-	-	[10] 31,303,602	2.89	-	-	[10]103,343,602	8.53
Ekuinas Capital	-	-	[11] 31,303,602	2.89	-	-	[11]103,343,602	8.53
Yayasan Ekuiti Nasional/YPB[13]	-	-	[12] 31,303,602	2.89	-	-	[12]103,343,602	8.53
Zell Transportation	49,431,819	4.57	-	-	49,431,819	4.08	-	-
Siti Nurul Hameezah Binti Haji Awang	-	-	[15] 49,431,819	4.57	-	-	[15] 49,431,819	4.08

Notes:

(1) Computed based on the total number of LFG Shares in issue of 623,613,651 as at 13 December 2024.

(2) Computed based on the total number of LFG Shares in issue of 805,431,833 after the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia.

(3) Computed based on the total number of LFG Shares in issue of 854,863,652 as at the LPD.

(4) Computed based on the enlarged number of LFG Shares after the Approved Acquisitions of 1,082,136,379.

(5) Computed based on the enlarged number of LFG Shares of 1,211,988,914 assuming full exercise of 129,852,535 outstanding Warrants A as at the LPD.

(6) Deemed interest by virtue of its shareholding in Liannex Maritime pursuant to Section 8(4) of the Act.

(7) Deemed interest:

(a) by virtue of his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act; and

(b) through Yinson Offshore by virtue of his spouse's and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.

(8) Deemed interest by virtue of its shareholding in Yinson Offshore pursuant to Section 8(4) of the Act.

(9) Deemed interest through Yinson Offshore by virtue of her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act.

(10) Deemed interest by virtue of its shareholding in Hallmark Odyssey pursuant to Section 8(4) of the Act.

(11) Deemed interest by virtue of its shareholdings in Hallmark Odyssey and E-Cap pursuant to Section 8(4) of the Act.

(12) Deemed interest by virtue of its shareholdings in Hallmark Odyssey, E-Cap and Ekuinas Capital pursuant to Section 8(4) of the Act.

(13) As at 13 December 2024, Yayasan Ekuiti Nasional held indirect interest in LFG by virtue of its shareholdings in Hallmark Odyssey, E-Cap and Ekuinas Capital pursuant to Section 8(4) of the Act. However, Yayasan Ekuiti Nasional ceased as a substantial shareholder in Ekuinas Capital on 2 January 2025 and was replaced by YPB. As at the LPD, Ekuinas Capital is a wholly-owned subsidiary of YPB.

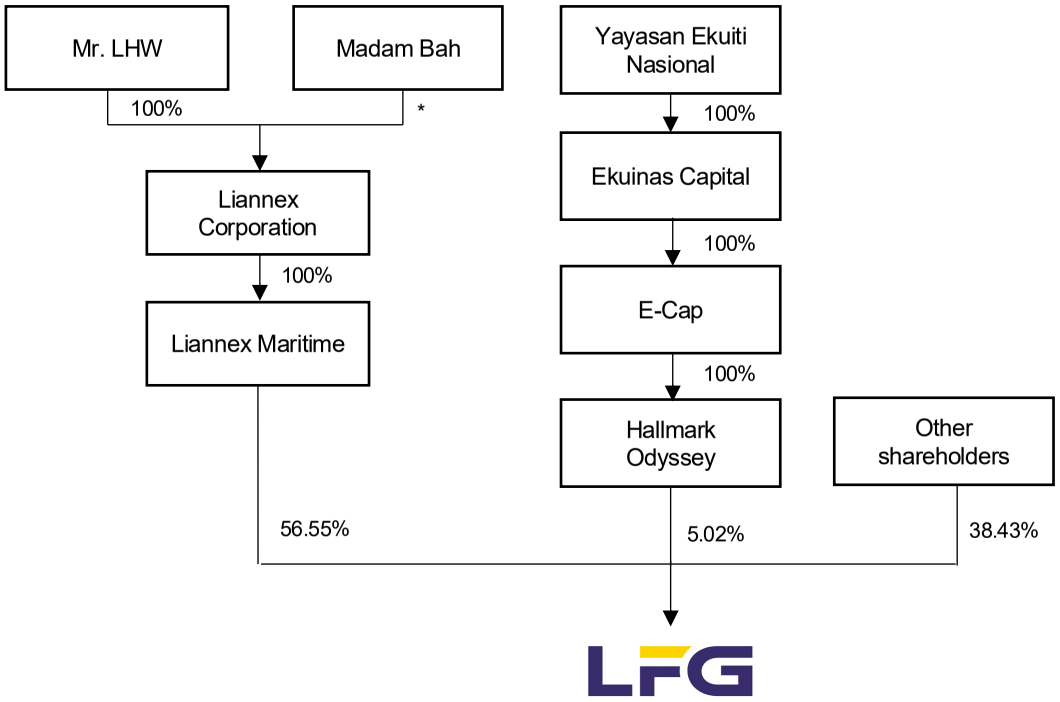
(14) Deemed interest by virtue of her shareholding in Liannex Maritime through Liannex Corporation, her spouse's shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act, her direct shareholding in YHB and deemed interest by virtue of her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.

(15) Deemed interest by virtue of her shareholding in Zell Tansportation pursuant to Section 8(4) of the Act.

(16) Assuming Liannex Maritime fully exercises 5,825 outstanding Warrants A held as at the LPD.

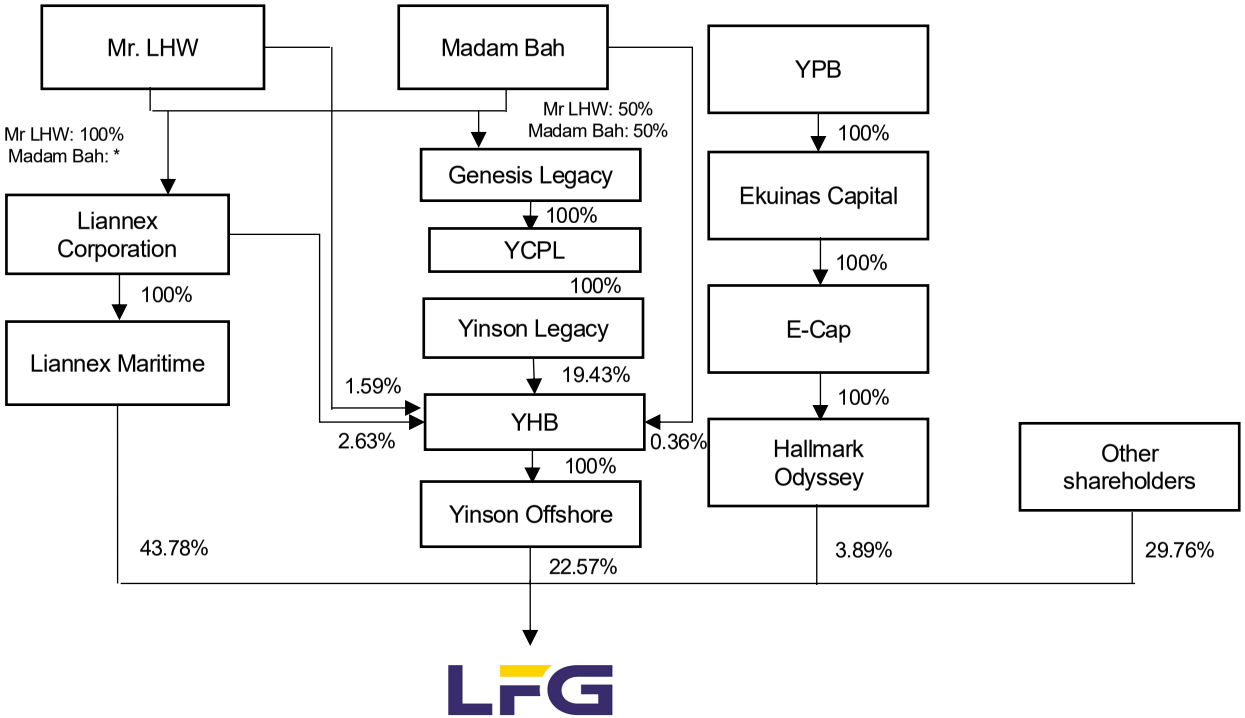
(17) Assuming Hallmark Odyssey fully exercises 72,040,000 outstanding Warrants A held as at the LPD.

As at 13 December 2024, being the latest practicable date prior to the printing of the Initial Circular



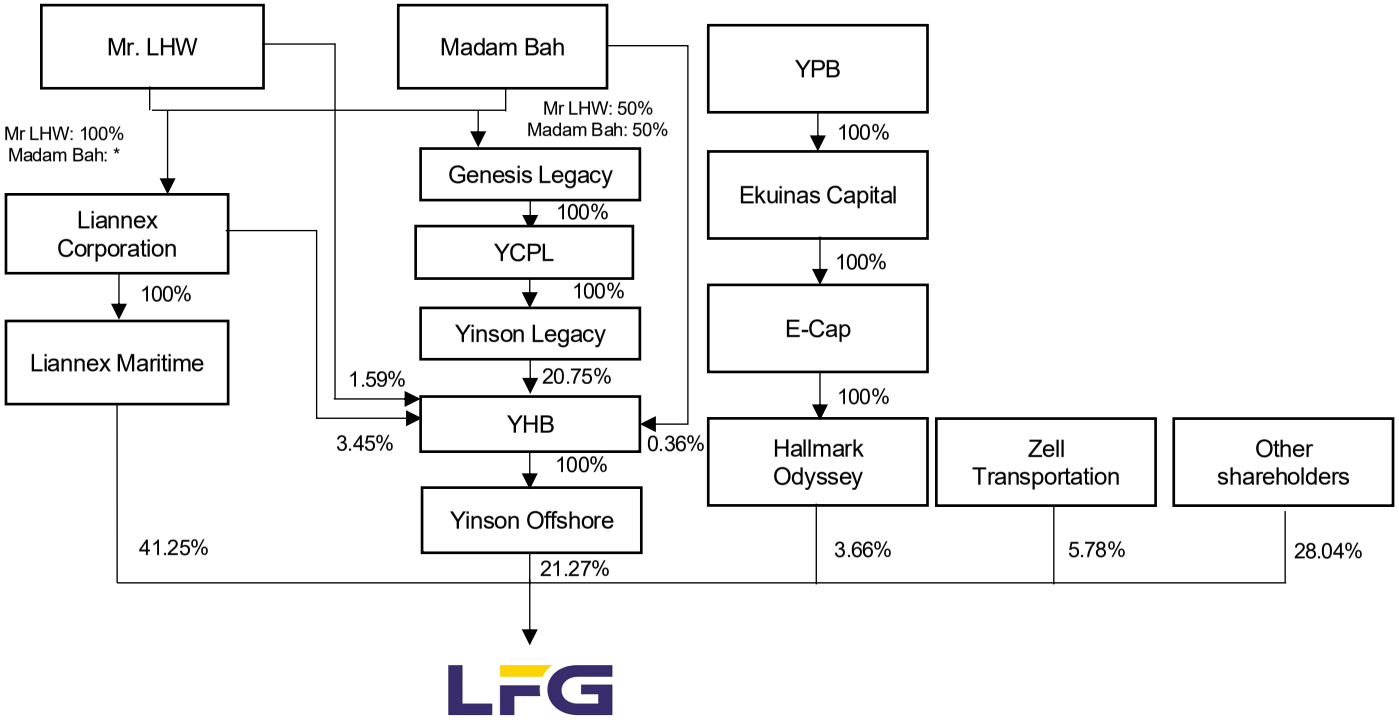
Note:
**Negligible*

After the Acquisition of Regulus Offshore and Acquisition of Yinson Camellia



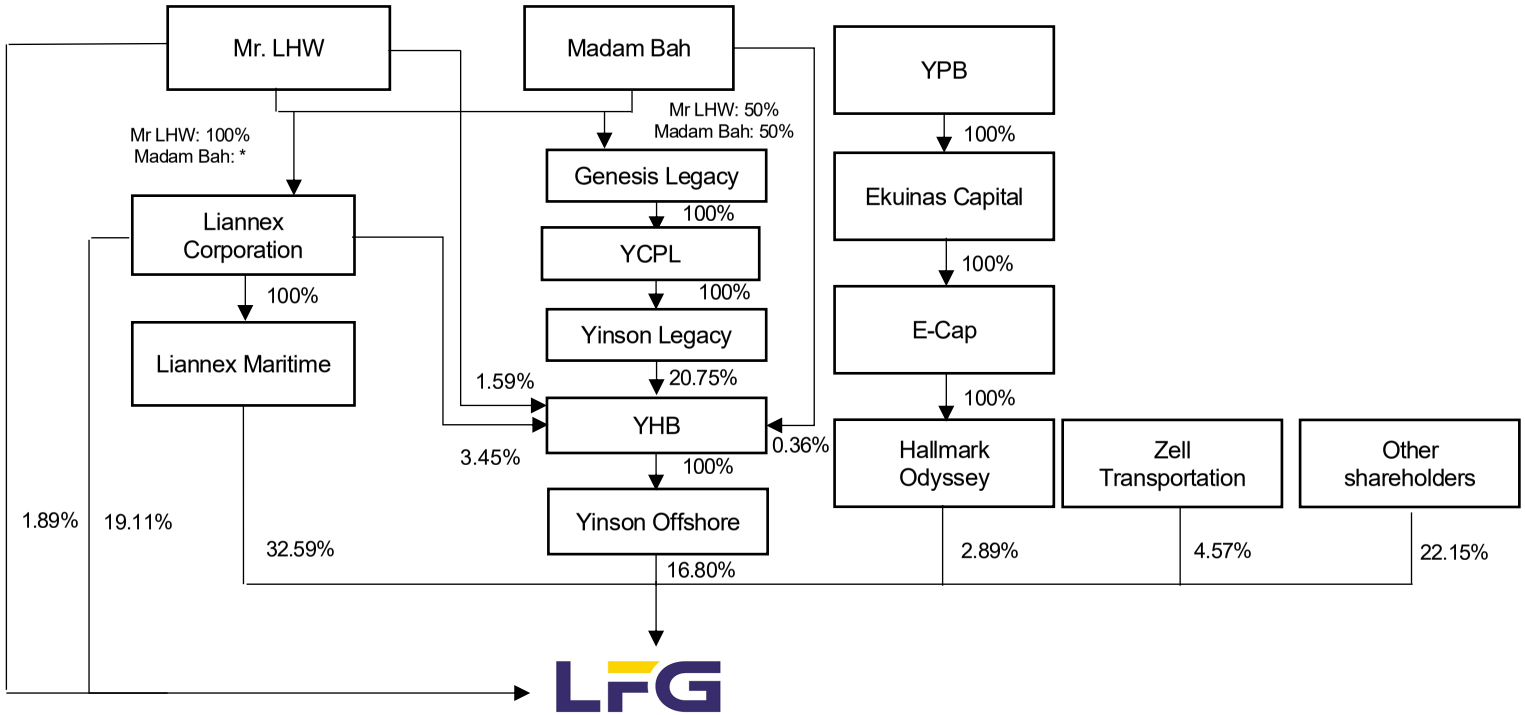
Note:
**Negligible*

After the Acquisition of ICON Bahtera and Acquisition of ICON Waja



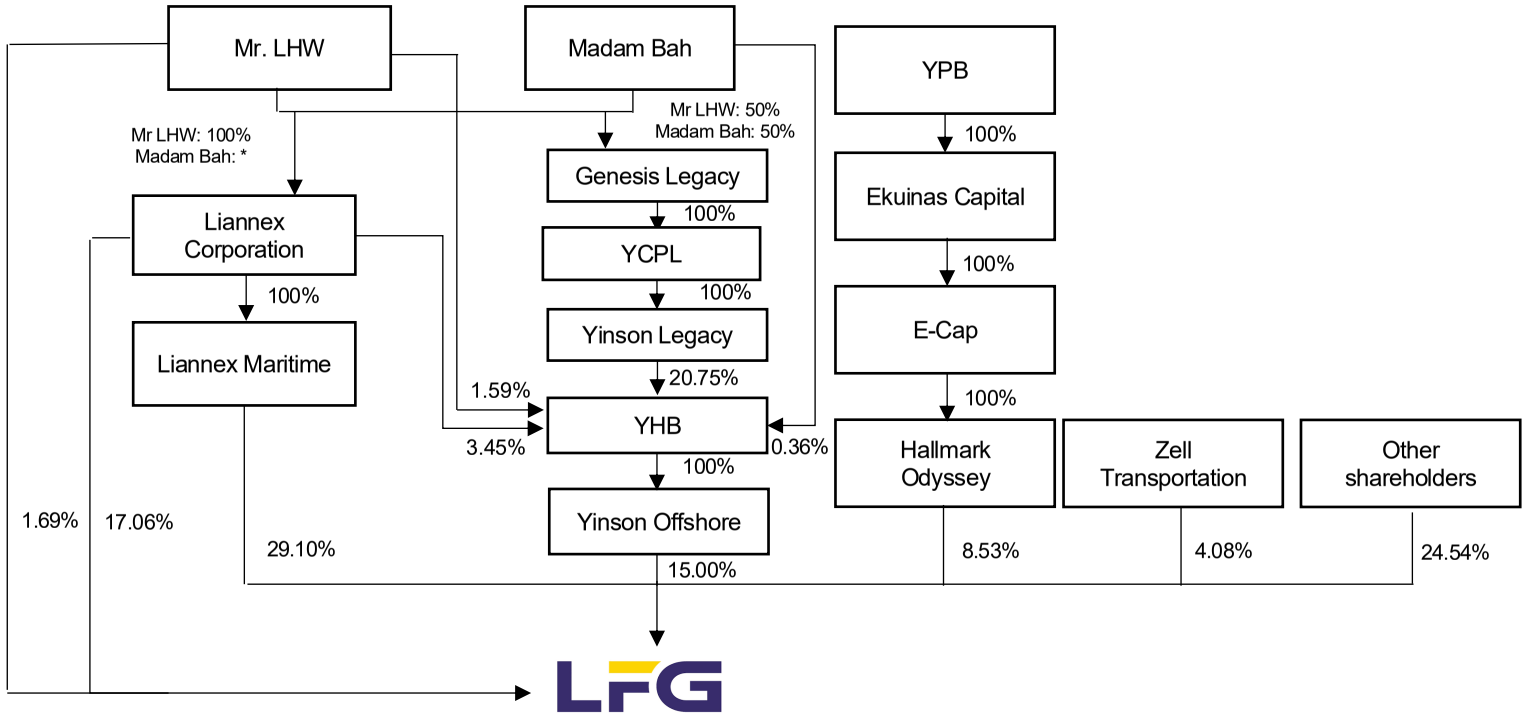
Note:
**Negligible*

After the Approved Acquisitions



Note:
**Negligible*

After the Approved Acquisitions and assuming full exercise of the outstanding Warrants A



Note:
**Negligible*

2.1.8 Public shareholding spread

The public shareholding spread of our Company after the Approved Acquisitions is as follows:

	As at the LPD	After the Approved Acquisitions
Public shareholding spread	(1)31.70%	(2)29.61%

Notes:

(1) Computed based on 854,863,652 LFG Shares in issue as at the LPD.

(2) Computed based on the enlarged number of LFG Shares after the Approved Acquisitions of 1,082,136,379.

In view of the above, the public shareholding spread of our Company after the Approved Acquisitions will remain in compliance with the Public Spread Requirement.

2.1.9 Director's statement

Our Board (save for the Interested Director), after having considered all aspects of the Approved Acquisitions, including but not limited to the salient terms of the SSPA, basis and justification for the Purchase Consideration and the Issue Price, rationale and benefits of the Approved Acquisitions, prospects of the Target Companies, effects of the Approved Acquisitions as well as the evaluation and recommendation by the Independent Adviser in relation to the Approved Acquisitions, was of the view that the Approved Acquisitions are in the best interest of our Company.

3. DETAILS OF THE PROPOSALS

3.1 Proposed Variation

On 9 May 2025, our Company entered into the Supplemental SSPA to vary certain clauses of the SSPA, namely:

(i) inclusion of an additional CP, being the approval of the SC for the Proposed Exemption;

(ii) settlement or capitalisation of all intercompany balances between Liannex Fleet and Yinson Power Marine and the Vendors and/or the Vendors' associates or related parties and any outstanding shareholder advances owed by Liannex Fleet and Yinson Power Marine to the Vendors and/or the Vendors' associates or related parties, as of the completion date of the SSPA becoming a pre-completion obligation for the Vendors, instead of a CP for the SSPA;

(iii) amendments to the definition of "Completion Date" for the SSPA; and

(iv) extension of the Cut-Off Date for the SSPA from 180 days from the date of the SSPA to 270 days from the date of the SSPA, or such other date as may be agreed upon between our Company and the Vendors as the last date by which the CPs of the SSPA shall be fulfilled.

With regards to item (ii), the Proposed Variation is intended to allow for the Settlement of Intercompany Balances to be completed prior or on the completion date of the SSPA, instead of a CP for the SSPA, which would then be required to be fulfilled prior to the SSPA becoming unconditional.

In addition, by virtue of the Supplemental SSPA, Clause 5.6 of the SSPA states that the Vendors undertake and covenant that there shall be no intercompany balances between the Target Companies and the Vendors and/or the Vendors' associates or related parties and any outstanding shareholder advances owed by the Target Companies to the Vendors and/or the Vendors' associates or related parties as of the Completion Date.

The following sets out a comparison between the original terms of the SSPA as disclosed in the Initial Circular which are being varied pursuant to the Proposed Variation as effected by the Supplemental SSPA:

As disclosed in the Initial Circular	As varied by the Supplemental SSPA
Definition "Completion Date means the Business Day falling 14 Business Days after the Unconditional Date, or such other date as the parties to the SSPA may mutually agree in writing, on which Completion is to take place."	**Definition** "Completion Date means any one of the following as mutually agreed by Parties on which Completion is to take place: (a) the Unconditional Date; (b) any Business Day falling within a period of 14 Business Days after the Unconditional Date; or (c) such other date as the parties to the SSPA may mutually agree in writing."
Definition "Cut-Off Date means a date falling 180 days from the date of the SSPA, or such other date as may be agreed upon between the parties to the SSPA as the last date by which the Conditions Precedent shall be fulfilled."	**Definition** "Cut-Off Date means a date falling 270 days from the date of the SSPA, or such other date as may be agreed upon between the Parties as the last date by which the Conditions Precedent shall be fulfilled."
Conditions Precedent The SSPA is conditional upon the following being obtained on or before a cut-off date, being a date falling 180 days from the date of the SSPA or such other date as may be agreed upon between the parties to the SSPA as the last date by which all the conditions precedent shall be fulfilled: (a) the Purchaser obtaining the approval of our Board and shareholders for the purchase of the Sale Shares of SSPA in accordance with the terms of SSPA; (b) the Purchaser obtaining the approval of the Bursa Securities for the listing of, and quotation of 227,272,727 Consideration Shares on the Main Market of Bursa Securities; (c) Liannex Corporation obtaining the approval of its board of directors for the sale of the Liannex Fleet Shares; (d) the Purchaser obtaining the approval of BNM in respect of Liannex Fleet for a Resident Entity (as defined in the Foreign Exchange Policy Notices issued by BNM) with Domestic Ringgit Borrowing (as defined in the Foreign Exchange Policy Notices issued by BNM) to invest in Foreign Currency Asset (as defined in the Foreign Exchange Policy Notices issued by BNM) exceeding RM50 million equivalent per calendar year under the Foreign Exchange Policy Notices issued by BNM;	**Conditions Precedent** The SSPA is conditional upon the following being obtained on or before a cut-off date, being a date falling 270 days from the date of the SSPA or such other date as may be agreed upon between the parties to the SSPA as the last date by which all the conditions precedent shall be fulfilled: (a) the Purchaser obtaining the approval of our Board and shareholders for the purchase of the Sale Shares of SSPA in accordance with the terms of SSPA; (b) the Purchaser obtaining the approval of the Bursa Securities for the listing of, and quotation of 227,272,727 Consideration Shares on the Main Market of Bursa Securities; (c) Liannex Corporation obtaining the approval of its board of directors for the sale of the Liannex Fleet Shares; (d) LFG obtaining the approval of BNM in respect of Liannex Fleet for a Resident Entity (as defined in the Foreign Exchange Policy Notices issued by BNM) with Domestic Ringgit Borrowing (as defined in the Foreign Exchange Policy Notices issued by BNM) to invest in Foreign Currency Asset (as defined in the Foreign Exchange Policy Notices issued by BNM) exceeding RM50 million equivalent per calendar year under the Foreign Exchange Policy Notices issued by BNM;

As disclosed in the Initial Circular	As varied by the Supplemental SSPA
(e) Liannex Corporation procuring that Liannex Maritime Sdn Bhd, a wholly-owned subsidiary of LCPL, execute the necessary placement agreements to dispose ordinary shares of the Purchaser currently held by Liannex Maritime Sdn Bhd to third party investors prior to the issuance of the Consideration Shares to ensure compliance with the Public Spread Requirement(1); **Note**: (1) This condition precedent has been mutually agreed to be waived by Liannex Corporation and LFG by way of a written notice dated 3 January 2025.	(e) Liannex Corporation procuring that Liannex Maritime Sdn Bhd, a wholly-owned subsidiary of LCPL, execute the necessary placement agreements to dispose ordinary shares of the Purchaser currently held by Liannex Maritime Sdn Bhd to third party investors prior to the issuance of the Consideration Shares to ensure compliance with the Public Spread Requirement(1); **Note**: (1) This condition precedent has been mutually agreed to be waived by Liannex Corporation and LFG by way of a written notice dated 3 January 2025.
(f) Settlement or capitalisation of all intercompany balances between the Target Companies with Liannex Corporation and Mr. LHW and any outstanding shareholder advances owed by the Target Companies to Liannex Corporation and Mr. LHW and/ or their associates or related parties, as of the date of completion of SSPA, where the settlement of all intercompany balances have already been included in determining the Purchase Consideration of SSPA, i.e. the net intercompany amount owing to the relevant parties was already taken into account in arriving at the adjusted NA for Liannex Fleet and Yinson Power Marine (where applicable) which was the basis for the Purchase Consideration of SSPA; and	~~(f) Settlement or capitalisation of all intercompany balances between the Target Companies with Liannex Corporation and Mr. LHW and any outstanding shareholder advances owed by the Target Companies to Liannex Corporation and Mr. LHW and/ or their associates or related parties, as of the date of completion of SSPA, where the settlement of all intercompany balances have already been included in determining the Purchase Consideration of SSPA, i.e. the net intercompany amount owing to the relevant parties was already taken into account in arriving at the adjusted NA for Liannex Fleet and Yinson Power Marine (where applicable) which was the basis for the Purchase Consideration of SSPA; and~~
(g) all other approvals, consents, licences, permits, waivers and exemptions for the sale and purchase of the Sale Shares of SSPA and its Completion and the transactions contemplated under the SSPA being granted by third parties, including all legislative, executive, regulatory, judicial or other authorities in any jurisdiction, to LFG or the Target Companies of SSPA (as the case may be).	(g) all other approvals, consents, licences, permits, waivers and exemptions for the sale and purchase of the Sale Shares of SSPA and its Completion and the transactions contemplated under the SSPA being granted by third parties, including all legislative, executive, regulatory, judicial or other authorities in any jurisdiction, to LFG or the Target Companies of SSPA(as the case may be); (h) <u>the approval of the SC for the Proposed Exemption.</u>
If any Conditions Precedent of SSPA is not fulfilled by the Cut-Off Date of SSPA (or the extended Cut-Off Date), where applicable for any reason whatsoever, then any party to the SSPA shall be entitled to issue a notice of termination to the other parties.	If any Conditions Precedent of SSPA is not fulfilled by the Cut-Off Date of SSPA (or the extended Cut-Off Date), where applicable for any reason whatsoever, then any party to the SSPA shall be entitled to issue a notice of termination to the other parties.

As disclosed in the Initial Circular	As varied by the Supplemental SSPA
-	**Settlement of intercompany balances prior to Completion** (a) The Vendors undertake and covenant that there shall be no intercompany balances between the Target Companies and the Vendors and/or the Vendors' associates or related parties and any outstanding shareholder advances owed by the Target Companies to the Vendors and/or the Vendors' associates or related parties as of the Completion Date.

The salient terms of the Supplemental SSPA are set out in **Appendix I** of this Circular.

Save for the Proposed Variation, all other terms and conditions of the SSPA remain unchanged and are in full force and effect.

The Proposed Variation will enable our Company and the Vendors to proceed to complete the Approved Acquisitions, which then allows our Company to benefit from the Approved Acquisitions vis-à-vis the expansion of our Group's marine vessel fleet through the addition of 17 steel tug boats, 17 steel barges (including 1 newly build) and 2 steel bulk carriers. The expanded fleet will allow our Group to increase our operational capacity and service coverage as well as to continue to expand our existing customer base. The completion of the Approved Acquisitions will also enable our Group to service new geographical regions with market potential.

In addition, the Proposed Variation, together with the Proposed Exemption, will also relieve the PAC Group from the obligation to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration. Please refer to **Section 3.2** of **Part A** of this Circular for further details on the Proposed Exemption.

Paragraph 8.22(1)(b) of the Listing Requirements states that a listed issuer must issue a circular to its shareholders and seek its shareholders' approval if it proposes to make a material amendment, modification or variation to a proposal which has been approved by shareholders in general meeting. Paragraph 8.22(2)(b) of the Listing Requirements further states that an amendment, modification or variation is considered material if it can be reasonably expected to have a material effect on the decision of a holder of securities of the listed issuer in relation to such proposal.

The Proposed Variation is deemed a material variation under Paragraph 8.22(1)(b) of the Listing Requirements. Further, the Proposed Variation is deemed as a related party transaction pursuant to Paragraph 10.08 of the Listing Requirements in view of the interests of the Interested Major Shareholders and the Interested Director and/ or persons connected with them in relation to the Proposed Variation as set out in **Section 10** of **Part A** of this Circular. As such, our Company is required to seek the approval of our non-interested shareholders for the Proposed Variation at an EGM of our Company.

3.2 Proposed Exemption

As at the LPD, the collective shareholding of the PAC Group in LFG is 41.25%. The issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration will increase the collective shareholding of the PAC Group from 41.25% to 53.59%, which represents more than 2% of the voting shares or voting rights of our Company in any period of 6-months. Accordingly, the PAC Group would be obliged to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors pursuant to subsection 218(3) of the CMSA read together with paragraph 15(2) of the Code and subparagraph 4.01(b) of the Rules.

As it is not the intention of the PAC Group to undertake such MGO, the PAC Group intends to submit an application to seek the approval of the SC for the Proposed Exemption, subject to approval being obtained from the non-interested shareholders of our Company at the forthcoming EGM. The resolution for an exemption from a MGO obligation was not tabled at the EGM of our Company held on 27 January 2025 because based on the intended sequence to complete all the proposals which was illustrated via the changes in the shareholding of the substantial shareholders of our Company in the Initial Circular, a MGO would not have been triggered as the collective shareholding of the PAC Group would have remained above 50.0% at all times. However, as the Approved Acquisitions were not completed prior to the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia on 31 January 2025, this had resulted in the collective shareholding of the PAC Group to reduce to 43.78% which would then give rise to a MGO obligation on the PAC Group if our Company were to issue the Consideration Shares to the Vendors.

As our Company and the Vendors are earnest to complete the Approved Acquisitions since the Approved Acquisitions are earnings-accretive and are in the best interest of our Company, and have already approved by the non-interested shareholders of our Company, the PAC Group intends to proceed with the Proposed Exemption. For clarity, the pro forma EPS is expected to improve from 4.22 sen to 6.05 sen after the Approved Acquisitions. Please refer to **Section 6.4** of **Part A** of this Circular for further details on the pro forma effect of the Approved Acquisitions on the earnings of our Group and EPS.

3.2.1 Identity of the PACs

Pursuant to subsections 216(2) and 216(3) of the CMSA, the details of the PACs as at the LPD are as follows:

Party	Description of relationship	Applicable provision under subsection 216(3) of the CMSA
Madam Bah	• Spouse of Mr. LHW • A director of Liannex Corporation; and • A director of Liannex Maritime.	Paragraph 216(3)(h)
Liannex Corporation	An investment vehicle wholly-owned by Mr. LHW, in which both Mr. LHW and Madam Bah are directors.	Paragraph 216(3)(h)
Liannex Maritime	An investment vehicle wholly-owned by Liannex Corporation which in turn is controlled by Mr. LHW, in which both Mr. LHW and Madam Bah are directors.	Paragraph 216(3)(h)

3.2.2 Dealings in our Shares by persons acting in concert with Mr. LHW

Mr. LHW has declared and confirmed as well as procured declaration and confirmation from persons acting in concert with him that they have not dealt, directly or indirectly, in any voting shares or voting rights and/or any instruments convertible into LFG Shares and options in respect of LFG Shares (other than subscriptions for new LFG Shares or new instruments convertible into or options in respect of new LFG Shares which have been disclosed in this Circular, namely the issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration in accordance with the SSPA, during the period commencing 6 months before the Term Sheets Announcement on 30 August 2024 and ending on the LPD.

4. RATIONALE AND JUSTIFICATION FOR THE PROPOSALS

The Proposed Variation, together with the Proposed Exemption, will allow our Company and the Vendors to proceed and complete the Approved Acquisitions which have already been approved by our non-interested shareholders at the EGM of our Company held on 27 January 2025.

The Proposed Exemption will also relieve the PAC Group from the obligation to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration. This is also after taking into consideration the 2024 Offer by Liannex Maritime, being a member of the PAC Group, which closed slightly over a year ago from the date of this Circular, resulting in Liannex Maritime direcly holding 56.55% in our Company, obtaining statutory control of our Company, it is not the intention of the PAC Group to undertake another MGO soon after. Further, the Proposed Exemption will allow our Company to complete the Approved Acquisitions, thereby enlarging our Group's marine vessel fleet and expand our marine transportation business.

5. RISK FACTORS

5.1 Completion risk

The Proposed Variation is conditional upon the Proposed Exemption. In the event that either the Proposals are not approved by the non-interested shareholders of our Company at the forthcoming EGM or the Proposed Exemption is not approved by the SC, we will not be able to proceed with the Proposed Variation. The Proposed Variation includes, among others, the extension of the Initial Cut-Off Date to the Revised Cut-Off Date. Given that the CPs of the SSPA were not fulfilled by the Initial Cut-Off Date, either party to the SSPA will be entitled to terminate the SSPA and the parties to the SSPA will not be able to proceed to complete the Approved Acquisitions in accordance with the terms and conditions of the SSPA.

Following therefrom, our Group will not be able to enlarge our marine vessel fleet and expand our marine transportation business as well as consolidate the financial results of the Target Companies moving forward. Subject always to the decision of our Board as well as the recommendation of our Audit and Risk Management Committee, our Company may re-engage the Vendors to explore the possible acquisition of the Target Companies again based on new terms and condtions to be mutually agreed upon by the parties.

5.2 Ability of the Major Shareholders to exert control on our Company and dilution to the remaining shareholders' shareholding in our Company

Upon completion of the Approved Acquisitions, the collective shareholding of the PAC Group in our Company will increase from 41.25% to 53.59%, thereby obtaining statutory control of our Company. This would enable the PAC Group to exert significant influence on the outcome of certain matters requiring the vote of the shareholders of our Company, unless the PAC Group and persons connected with them are required to abstain from voting by law and/or by the relevant guidelines and regulations.

Prior to the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia, the shareholding of the PAC Group in our Company was 56.55%.

6. EFFECTS OF THE PROPOSALS

The Proposed Variation will not have any effect on the issued share capital of our Company, substantial shareholders' shareholding in our Company, NA per LFG Share, gearing and earnings of our Group as well as EPS.

6.1 Issued share capital

The effect of the Approved Acquisitions on the issued share capital of our Company is as follows:

	No. of LFG Shares	RM'000
As at the LPD	854,863,652	590,132
Consideration Shares to be issued for Approved Acquisitions[(1)]	227,272,727	[(2)] 177,226
Enlarged number of LFG Shares and issued share capital	**1,082,136,379**	**767,358**

Notes:

(1) The value of the Consideration Shares is computed based on LFG's closing share price as at the LPD of RM0.78, in accordance with MFRS 3: Business Combinations where the consideration transferred in a business combination shall be measured at fair value, which shall be calculated as the sum of the acquisition date fair values. However, as the value is not known until at a later date, the most appropriate value to use for illustration purposes would be the value as at the LPD as this is likely to be the best indication of the effect of the Approved Acquisitions.

(2) After taking into account the capitalised estimated expenses relating to the Approved Acquisitions totalling to RM0.05 million (proportionate to the respective purchase consideration of the Approved Acquisitions) in accordance with MFRS, which is in relation to fees payable to Bursa Securities for the listing and quotation of the 227,272,727 Consideration Shares to be issued pursuant to the Approved Acquisitions on the Main Market of Bursa Securities.

6.2 Substantial shareholders' shareholding

The effect of the Approved Acquisitions on the substantial shareholders' shareholding in our Company is as follows:

	As at the LPD				After the Approved Acquisitions			
	Direct		Indirect		Direct		Indirect	
	No. of LFG Shares	(1) %	No. of LFG Shares	(1) %	No. of LFG Shares	(2) %	No. of LFG Shares	(2) %
Liannex Maritime	352,636,335	41.25	-	-	(12) 352,636,335	32.59	-	-
Liannex Corporation	-	-	(4) 352,636,335	41.25	206,818,182	19.11	(4) 352,636,335	32.59
Mr. LHW	-	-	(5) 534,454,517	62.52	20,454,545	1.89	(5) 741,272,699	68.50
Yinson Offshore	181,818,182	21.27	-	-	181,818,182	16.80	-	-
YHB	-	-	(6) 181,818,182	21.27	-	-	(6) 181,818,182	16.80
Madam Bah	-	-	(7) 181,818,182	21.27	-	-	(7) 181,818,182	16.80
Hallmark Odyssey	31,303,602	3.66	-	-	31,303,602	2.89	-	-
E-Cap	-	-	(8) 31,303,602	3.66	-	-	(8) 31,303,602	2.89
Ekuinas Capital	-	-	(9) 31,303,602	3.66	-	-	(9) 31,303,602	2.89
YPB	-	-	(10) 31,303,602	3.66	-	-	(10) 31,303,602	2.89
Zell Transportation	49,431,819	5.78	-	-	49,431,819	4.57	-	-
Siti Nurul Hameezah Binti Haji Awang	-	-	(11) 49,431,819	5.78	-	-	(11) 49,431,819	4.57

	After the Approved Acquisitions and assuming full exercise of the outstanding Warrants A			
	Direct		Indirect	
	No. of LFG Shares	(3) %	No. of LFG Shares	(3) %
Liannex Maritime	(12) 352,642,160	29.10	-	-
Liannex Corporation	206,818,182	17.06	(4) 352,642,160	29.10
Mr. LHW	20,454,545	1.69	(5) 741,278,524	61.16
Yinson Offshore	181,818,182	15.00	-	-
YHB	-	-	(6) 181,818,182	15.00
Madam Bah	-	-	(7) 181,818,182	15.00
Hallmark Odyssey	(13) 103,343,602	8.53	-	-
E-Cap	-	-	(8) 103,343,602	8.53
Ekuinas Capital	-	-	(9) 103,343,602	8.53
YPB	-	-	(10) 103,343,602	8.53
Zell Transportation	49,431,819	4.08	-	-
Siti Nurul Hameezah Binti Haji Awang	-	-	(11) 49,431,819	4.08

Notes:

(1) Computed based on 854,863,652 LFG Shares in issue as at the LPD.
(2) Computed based on the enlarged number of LFG Shares after the Approved Acquisitions of 1,082,136,379.
(3) Computed based on the enlarged number of LFG Shares of 1,211,988,914 assuming full exercise of 129,852,535 outstanding Warrants A as at the LPD.
(4) Deemed interest by virtue of its shareholding in Liannex Maritime pursuant to Section 8(4) of the Act.
(5) Deemed interest:
  (a) by virtue of his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act; and
  (b) through Yinson Offshore by virtue of his spouse's and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.
(6) Deemed interest by virtue of its shareholding in Yinson Offshore pursuant to Section 8(4) of the Act.
(7) Deemed interest through Yinson Offshore by virtue of her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act.
(8) Deemed interest by virtue of its shareholding in Hallmark Odyssey pursuant to Section 8(4) of the Act.
(9) Deemed interest by virtue of its shareholdings in Hallmark Odyssey and E-Cap pursuant to Section 8(4) of the Act.
(10) Deemed interest by virtue of its shareholdings in Hallmark Odyssey, E-Cap and Ekuinas Capital pursuant to Section 8(4) of the Act.
(11) Deemed interest by virtue of her shareholding in Zell Transportation pursuant to Section 8(4) of the Act.
(12) Assuming Liannex Maritime fully exercises 5,825 outstanding Warrants A held as at the LPD.
(13) Assuming Hallmark Odyssey fully exercises 72,040,000 outstanding Warrants A held as at the LPD.

6.3 NA per LFG Share and gearing

For illustrative purposes only, based on the latest audited consolidated statement of financial position of LFG as at 31 December 2024 and assuming that the Approved Acquisitions had been effected on that date, the pro forma effect of the Approved Acquisitions on the NA per LFG Share and gearing of our Group are as follows:

		Pro forma I	Pro forma II	Pro forma III
	Audited as at 31 December 2024	**(1) After subsequent events**	**After Pro forma I and after the Approved Acquisitions**	**After Pro forma II and assuming full exercise of the outstanding Warrants A**
	(RM'000)	**(RM'000)**	**(RM'000)**	**(RM'000)**
Share capital	368,984	590,132	(6)(8) 767,358	906,950
Reserves	43,181	43,181	(7) 55,660	(14) 23,197
Retained earnings	27,774	(10)(11) 8,956	(9) 6,511	6,511
Equity attributable to owners of our Company	**439,940**	**642,270**	**829,529**	**936,658**
Non-controlling interests	16,583	(12)(15) 41,481	41,481	41,481
Total equity	**456,523**	**683,751**	**871,010**	**978,139**
Number of LFG Shares in issue ('000)	623,614	854,864	1,082,136	1,211,989
NA per LFG Share (RM) (3)	0.71	0.75	0.77	0.77
Interest-bearing borrowings (excluding lease liabilities) (RM'000)	160,724	(13) 150,826	(5) 330,108	330,108
Gearing (times) (4)	0.37	0.23	0.40	0.35

Notes:

(1) For illustrative purposes, Pro Forma (I) includes the impact of significant events or transactions completed from 1 January 2025 up to the LPD that form an integral part of the Acquisitions.

(2) After taking into account the following:

(a) issuance of 181,818,182 new LFG Shares at an issue price of RM0.995 per LFG Share in relation to the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia on 28 January 2025 to Yinson Offshore;

(b) issuance of 49,431,819 new LFG Shares at an issue price of RM0.815 per LFG Share in relation to the Acquisition of ICON Bahtera and the Acquisition of ICON Waja on 15 May 2025 to Zell Transportation.

(3) Computed based on equity attributable to the owners of LFG divided by number of LFG Shares in issue.

(4) Computed based on total interest-bearing borrowings (excluding lease liabilities) of the LFG Group divided by equity attributable to the owners of our Company.

(5) After taking into account interest-bearing borrowings (excluding lease liabilities) of the Liannex Fleet Group of SGD54.47 million or approximately RM179.28 million as at 31 December 2024.

*(6) The value of the share capital has been determined based on LFG's closing share price as at the LPD. Please refer to Note (1) of **Section 5.1** of **Part A** of this Circular for details.*

(7) After taking into account the capital reorganisation reserve of RM12.48 million arising from the Proposed Acquisition of Liannex Fleet. Our Group applies the predecessor method of accounting to account for business combinations under common control. Under the predecessor method of accounting, assets and liabilities acquired are not restated to their respective fair values but at the carrying amounts from the perspective of the common controlling party, and adjusted to ensure uniform accounting policies within our Group. The difference between any consideration given and the aggregate carrying amounts of the assets and liabilities (as of the date of the transaction) of the acquired entity is recognised as a reserve and reflected within equity as capital reorganisation reserve.

(8) After taking into account the value of the Consideration Shares to be issued based on LFG's closing share price as at the LPD of RM0.78, and upon capitalisation of the estimated expenses relating to the Approved Acquisitions totalling to RM0.05 million (proportionate to the respective purchase consideration of the Approved Acquisitions) in accordance with MFRS, which is in relation to fees payable to Bursa Securities for the listing and quotation of 227,272,727 Consideration Shares on the Main Market of Bursa Securities.

(9) After taking into account the expensed estimated expenses relating to the Approved Acquisitions totalling to RM2.45 million (proportionate to the respective purchase consideration of the Approved Acquisitions) in accordance with MFRS, which consist of professional fees and stamp duty payable.

(10) After taking into account the effects arising from the difference between the value of 49,431,819 Consideration Shares issued to Zell Transportation at an issue price of RM0.815 per LFG Share amounting to RM40.29 million, the book value of the NCIs of ICON Bahtera and ICON Waja totaling to RM13.42 million, purchase of all the outstanding RPS in ICON Bahtera from Zell Transportation of RM9.90 million, which was previously recognised as a borrowing of our Group prior to the Acquisition of ICON Bahtera, which resulted in a decrease in the retained earnings of our Group by RM16.97 million.

(11) After taking into account the expensed estimated expenses relating to the Acquisition of Regulus Offshore, the Acquisition of Yinson Camelia and the Non-Related Party Acquisitions totalling to RM1.85 million (proportionate to the respective purchase consideration of the respective acquisitions) in accordance with MFRS, which consist of professional fees and stamp duty payable.

(12) After taking into account the recognition of the NCI of Regulus Offshore as at 31 January 2025 of RM38.32 million after the Acquisition of Regulus Offshore.

(13) After taking into account the purchase of all the outstanding RPS in ICON Bahtera from Zell Transportation of RM9.90 million, which was previously recognised as a borrowing of our Group prior to the Acquisition of ICON Bahtera.

(14) After taking into account the reversal of the warrant reserves of RM32.46 million, assuming full exercise of 129,852,535 outstanding Warrants A at an exercise price of RM0.825 per Warrant A.

(15) After taking into account the de-recognition of the book value of the NCIs of ICON Bahtera and ICON Waja totaling to RM13.42 million after the Acquisition of ICON Bahtera and the Acquisition of ICON Waja.

6.4 Earnings and EPS

For illustrative purposes only, based on the latest audited consolidated statement of profit or loss and other comprehensive income of LFG for the FYE 31 December 2024 and assuming that the Approved Acquisitions had been effected on 1 January 2024, being the beginning of the FYE 31 December 2024, the pro forma effect of the Approved Acquisitions on the earnings of our Group and EPS are as follows:

	RM'000
Consolidated PAT attributable to the equity holders of our Company	44,047
Add: Liannex Fleet Group's PAT for the FYE 31 December 2023	(1) 31,827
Add: Regulus Offshore's PAT for the FYE 31 January 2024	(2) 10,962
Add: Yinson Camellia's PAT for the FYE 31 January 2024	(3) 3,423
Less: ICON Bahtera's LAT for the FYE 31 December 2024	(4) (21,638)
Add: ICON Waja's PAT for the FYE 31 December 2024	(5) 1,221
Less: Estimated expenses relating to the Acquisitions (6)	(6) (4,388)
Pro forma consolidated PAT attributable to owners of our Company after the Approved Acquisitions	**65,454**
Number of LFG Shares in issue ('000):	
− Before the Approved Acquisitions	854,864
− After the Approved Acquisitions	1,082,136
− After the Approved Acquisitions and assuming full exercise of all the outstanding Warrants A	1,211,989
EPS (sen):	
− Before the Approved Acquisitions	(7) 4.22
− After the Approved Acquisitions	6.05
− After the Approved Acquisitions and assuming full exercise of all the outstanding Warrants A	5.40

Notes:

(1) This represents 100% of the audited combined PAT of Liannex Fleet for the FYE 31 December 2023 based on the Accountants' Report on Liannex Fleet. For illustrative purposes, the figure disclosed was arrived at using the average middle rate prevailing at 5.00 p.m. for the FYE 31 December 2023 as published by BNM of SGD1.00 : RM3.3977. For avoidance of doubt, the audited combined PAT of Liannex Fleet for the FYE 31 December 2023 already include the audited PAT of Yinson Power Marine for the FYE 31 December 2023 as Yinson Power Marine is a 49%-owned subsidiary of Liannex Fleet.

(2) This represents 70% of the audited PAT of Regulus Offshore for the FYE 31 January 2024.

(3) This represents 100% of the audited PAT of Yinson Camellia for the FYE 31 January 2024.

(4) This represents 49% of the audited LAT of ICON Bahtera for the FYE 31 December 2024.

(5) This represents 15% of the audited PAT of ICON Waja for the FYE 31 December 2024.

(6) Consist of professional fees, fees payable to the authorities, printing cost and cost to despatch this Circular and other incidental expenses relating to the Approved Acquisitions.

(7) Computed based on the aggregate of the consolidated PAT attributable to the equity holders of our Company, Regulus Offshore's PAT for the FYE 31 January 2024, Yinson Camellia's PAT for the FYE 31 January 2024, ICON Bahtera's LAT for the FYE 31 December 2024, ICON Waja's PAT for the FYE 31 December 2024 and estimated expenses relating to the respective acquisitions of RM1.85 million (proportionate to the respective purchase consideration of the respective acquisitions) divided by the number of LFG Shares in issue before the Approved Acquisitions of 854,863,652.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of LFG Shares as traded on the Main Market of Bursa Securities for the past 12 months from June 2024 to May 2025:

	High (RM)	Low (RM)
2024		
June	1.160	0.735
July	1.130	0.955
August	1.180	0.920
September	1.310	1.040
October	1.140	1.040
November	1.090	0.980
December	1.060	0.980
2025		
January	1.020	0.960
Feburary	1.060	0.980
March	1.020	0.900
April	0.910	0.810
May	0.815	0.710
Last transacted market price of LFG Shares as at the LTD 1		RM1.170
Last transacted market price of LFG Shares as at the LTD 2		RM1.070
Last transacted market price of LFG Shares as at the LPD		RM0.780

(Source : Bloomberg)

8. APPROVALS REQUIRED

The Proposals are subject to the following being obtained:

(a) approval of the non-interested shareholders of our Company at the forthcoming EGM; and

(b) approval of the SC for the Proposed Exemption.

9. CONDITIONALITY OF THE PROPOSALS

The Approved Acquisitions are conditional upon the Proposed Variation but not vice-versa.

The Proposed Variation is conditional upon the Proposed Exemption but not vice-versa.

In the event that either the Proposals are not approved by the non-interested shareholders of our Company at the forthcoming EGM or the Proposed Exemption is not approved by the SC, we will not be able to proceed with the Proposed Variation. The Proposed Variation includes, among others, the extension of the Initial Cut-Off Date to the Revised Cut-Off Date. Given that the CPs of the SSPA were not fulfilled by the Initial Cut-Off Date, either party to the SSPA will be entitled to terminate the SSPA and the parties to the SSPA will not be able to proceed to complete the Approved Acquisitions in accordance with the terms and conditions of the SSPA.

For clarity, save for the CP relating to the Settlement of Intercompany Balances, all the other CPs of the SSPA were fulfilled by the Initial Cut-Off Date. The CP in relation to the Settlement of Intercompany Balances was not fulfilled by the Initial Cut-Off Date following the entry into the Supplemental SSPA on 9 May 2025 by the parties to the SSPA in view of the decision of the parties to the SSPA to undertake the Proposals which, in turn, would allow our Company and the Vendors to complete the Approved Acquisitions without the PAC Group having to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration. Please refer to **Section 4** of **Part A** of this Circular for further details on the rationale and justification for the Proposals.

In the event that the SSPA is terminated, the Approved Acquisitions will not be completed based on the terms and conditions of the SSPA. Following therefrom, our Group will not be able to enlarge our marine vessel fleet and expand our marine transportation business as well as consolidate the financial results of the Target Companies moving forward. In addition, our Company will not be able to venture into the marine transportation industry in Singapore. As a result, the proforma consolidated NA per LFG Share will not increase from RM0.71 as at 31 December 2024 to RM0.77 after Pro Forma I and the Approved Acquisitions.

Our Group will also not be able to immediately expand our Group's fleet and significantly increase our operational capacity as well as broaden our service coverage. In addition, our Group's fleet rejuvenation efforts will also be impacted, which is intended to continuously improve our fleet's utilisation rates and operational efficiency.

In the event that the SSPA is terminated, there will be no demands, actions, proceedings, damages, losses, penalties, fines, charges, surcharges, interest, costs (including legal costs on a full indemnity basis), claims, disbursements, expenses (including taxation) or other liabilities in any case of any nature whatsoever that may affect the business operations and financial condition of our Group.

Subject always to the decision of our Board as well as the recommendation of our Audit and Risk Management Committee, our Company may re-engage the Vendors to explore the possible acquisition of Liannex Fleet and Yinson Power Marine again based on new terms and conditions to be mutually agreed upon by the parties.

The Proposals are not conditional upon any other corporate exercise/scheme of our Company.

10. OUTSTANDING CORPORATE EXERCISE/SCHEME ANNOUNCED BUT PENDING COMPLETION

Save for the Approved Acquisitions, the Proposed Acquisition of YPVPL and the Proposed Acquisition of YPL, there are no other corporate exercise/scheme which have been announced by our Company that are pending completion prior to the printing of this Circular.

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

11.1 Proposed Variation

Save as disclosed below, none of the Directors, Major Shareholders of our Company and/or persons connected with them have any interest, direct or indirect, in the Proposed Variation:

(i) Liannex Maritime, a direct Major Shareholder of our Company, is a wholly-owned subsidiary of Liannex Corporation which is the vendor for the Proposed Acquisition of Liannex Fleet;

(ii) Liannex Corporation, an indirect Major Shareholder of our Company, is the holding company of Liannex Maritime and the vendor for the Proposed Acquisition of Liannex Fleet;

(iii) Mr. LHW, being the vendor for the Proposed Acquisition of Yinson Power Marine, is an indirect Major Shareholder of our Company, by virtue of his deemed interest via his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act which in turn is the vendor for the Proposed Acquisition of Liannex Fleet, as well as his deemed interest in Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act;

(iv) Madam Bah, an indirect Major Shareholder of our Company, by virtue of her deemed interest through Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act;

(v) LCW, the Interested Director who is Executive Chairman of our Company and also the son of Mr. LHW and Madam Bah;

(vi) Yinson Offshore, a direct Major Shareholder of our Company, is a wholly-owned subsidiary of YHB which is a person connected to Mr. LHW by virtue of his indirect interest in YHB of 25.05% as at the LPD; and

(vii) YHB, an indirect Major Shareholder of our Company by virtue of its shareholding in Yinson Offshore.

Accordingly, the Interested Director has abstained and will continue to abstain from all deliberations and voting at the board meetings of our Company pertaining to the Proposed Variation.

As at the LPD, the Interested Director does not hold any LFG Shares.

The Interested Director and Interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholding in our Company, if any, on the resolution pertaining to the Proposed Variation to be tabled at the forthcoming EGM.

The Interested Director and Interested Major Shareholders have undertaken to ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholding in our Company, if any, on the resolution pertaining to the Proposed Variation to be tabled at the forthcoming EGM.

The direct and indirect shareholdings of the Interested Major Shareholders in our Company as at the LPD are as follows:

	Direct		**Indirect**	
	No. of LFG Shares	**%(1)**	**No. of LFG Shares**	**%(1)**
Liannex Maritime	352,636,335	41.25	-	-
Liannex Corporation	-	-	(2)352,636,335	41.25
Mr. LHW	-	-	(3)534,454,517	62.52
Madam Bah	-	-	(4)181,818,182	21.27
Yinson Offshore	181,818,182	21.27	-	-
YHB	-	-	(5)181,818,182	21.27

Notes:

(1) Computed based on the total number of LFG Shares in issue as at the LPD of 854,863,652.

(2) Deemed interest by virtue of its shareholding in Liannex Corporation pursuant to Section 8(4) of Act.

(3) Deemed interest:

(a) by virtue of his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act; and

(b) through Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.

(4) Deemed interest through Yinson Offshore by virtue of her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act.

(5) Deemed interest by virtue of its shareholding in Yinson Offshore pursuant to Section 8(4) of the Act.

11.2 Proposed Exemption

Save as disclosed below, in accordance with subparagraph 4.08(3)(b) of the Rules, the parties interested, whether direct or indirect, in the Proposed Exemption are as follows:

(i) Liannex Maritime, a direct Major Shareholder of our Company and a wholly-owned subsidiary of Liannex Corporation, is a member of the PAC Group;

(ii) Liannex Corporation, an indirect Major Shareholder of our Company and the holding company of Liannex Maritime, is a member of the PAC Group;

(iii) Mr. LHW, being the vendor for the Proposed Acquisition of Yinson Power Marine as well as an indirect Major Shareholder of our Company, by virtue of his deemed interest via his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act which in turn is the vendor for the Proposed Acquisition of Liannex Fleet, as well as his deemed interest in Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act, is a member of the PAC Group;

(iv) Madam Bah, an indirect Major Shareholder of our Company, by virtue of her deemed interest through Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act, is a member of the PAC Group; and

(v) LCW, Executive Chairman of our Company and also the son of Mr. LHW and Madam Bah.

(collectively, "**Interested Parties**")

The Interested Parties will abstain from voting in respect of their direct and/or indirect shareholding in our Company, if any, on the resolution pertaining to the Proposed Exemption to be tabled at the forthcoming EGM.

The Interested Director has abstained and will continue to abstain from all deliberations and voting at the board meetings of our Company pertaining to the Proposed Exemption.

The Interested Parties have undertaken to ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholding in the Company, if any, on the resolution pertaining to the Proposed Exemption to be tabled at the forthcoming EGM.

12. TRANSACTIONS WITH THE SAME RELATED PARTIES FOR THE PRECEDING 12 MONTHS

Save for the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia, the Approved Acquisitions, the Proposed Acquisition of YPVPL and the Proposed Acquisition of YPL and the reimbursements made towards payments and cost recoveries made by YHB (being a shareholder of the vendor for the Acquisition of Regulus Offshore) on behalf of Regulus Offshore prior to its acquisition by our Company, our Company has not entered into any transactions with the Interested Director, Interested Major Shareholders and persons connected with them for the past 12 months preceding the LPD.

13. ADVISERS

Maybank IB has been appointed as the Principal Adviser to our Company for, inter-alia, the Approved Acquisitions.

Kenanga IB has been appointed by our Board (save for the Interested Director) on 7 May 2025 pursuant to paragraph 3.06 of the Rules as the Independent Adviser to provide comments, opinions, information and recommendations to our Board (save for the Interested Director) and the non-interested shareholders of our Company in respect of the Proposed Exemption. Pursuant to paragraph 3.07 of the Rules, the SC had, on 14 May 2025, taken note of the declaration of independence by Kenanga IB as the Independent Adviser in respect of the Proposed Exemption.

Please refer to **Part B** of this Circular for the IAL in relation to the Proposals. The non-interested shareholders of our Company are advised to read and carefully consider the contents of the IAL before voting on the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

14. AUDIT AND RISK MANAGEMENT COMMITTEE'S STATEMENT

After having considered the salient terms of the Supplemental SSPA, the rationale and justification for the Proposals as well as the views of the Independent Adviser, our Audit and Risk Management Committee is of the view that the Proposals are:

(i) in the best interest of our Company;

(ii) fair, reasonable and on normal commercial terms; and

(iii) not detrimental to the interest of the non-interested shareholders of our Company.

15. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the Interested Director), after having considered the salient terms of the Supplemental SSPA, the rationale and justification for the Proposals, as well as the views of the Independent Adviser, is of the view that the Proposals are in the best interest of our Company.

Accordingly, our Board (save for the Interested Director) recommends that you **vote in favour** of the resolutions pertaining to the Proposals at the forthcoming EGM.

16. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Approved Acquisitions are expected to be completed in July 2025. The tentative timetable for the implementation of the Approved Acquisitions is as follows:

Event	Tentative timing
EGM	26 June 2025
Fulfilment of the CPs of the SSPA	Mid July 2025
Completion of the Approved Acquisitions	Mid to end July 2025

17. EGM

The resolutions pertaining to the Proposals will be tabled at the forthcoming EGM. The notice convening the EGM and the Form of Proxy are enclosed in this Circular. This Circular together with the Administrative Guide for the EGM is available at our Company's corporate website and Bursa Securities' website at www.bursamalaysia.com under our Company's announcements.

The EGM will be held at Banquet Hall, Level 1 (Main Lobby), Kuala Lumpur Golf & Country Club, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Thursday, 26 June 2025 at 12.00 p.m. on **Thursday, 26 June 2025** or immediately following the conclusion or adjournment (as the case may be) of the Thirteenth Annual General Meeting of our Company scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later, for purpose of considering, and, if thought fit, passing the resolution to give effect to the Proposals.

The voting of the EGM will be conducted by poll. If you are unable to attend and vote by yourself at the EGM, please complete, execute and deposit the Form of Proxy, in accordance with the instructions therein, to our Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan no later than **12.00 p.m.** on **Tuesday, 24 June 2025**. The proxy appointment may also be lodged electronically via Boardroom Share Registrars Sdn Bhd's website at https://investor.boardroomlimited.com no later than **12.00 p.m.** on **Tuesday, 24 June 2025**. For further information on the electronic lodgement of Form of Proxy, please refer to the Administrative Guide for the EGM.

Shareholders are advised to refer to the Administrative Guide for the EGM on the registration and voting process for the EGM.

18. FURTHER INFORMATION

Please refer to the appendices for further information.

Yours faithfully,
For and on behalf of the Board of
LIANSON FLEET GROUP BERHAD

DATO' SYED NAQIZ SHAHABUDDIN BIN SYED ABDUL JABBAR
Independent Non-Executive Director

PART B

INDEPENDENT ADVICE LETTER FROM KENANGA IB TO THE NON-INTERESTED DIRECTORS AND THE NON-INTERESTED SHAREHOLDERS OF LFG IN RELATION TO THE PROPOSALS

All capitalised terms used in this Executive Summary shall have the same meanings as the words and expressions defined in the "Definitions" section of the Circular, except where the context otherwise requires or where otherwise defined in this IAL. All references to "we", "us" or "our" in this Executive Summary are references to Kenanga IB, being the Independent Adviser for the Proposals.

This Executive Summary is intended to be a brief summary of this IAL which has been prepared by Kenanga IB to provide the non-interested Directors and the non-interested shareholders with an independent evaluation of the Proposals and to express our recommendation on the Proposals.

You are advised to read and understand both this IAL and the letter from the Board set out in Part A of the Circular together with the accompanying appendices, and to carefully consider the evaluations and recommendations contained in both the letters before voting on the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

1. INTRODUCTION

On 27 January 2025, the Company announced that the non-interested shareholders of the Company had approved the resolutions pertaining to the following transactions at the EGM of the Company held on even date:

(i) Approved Acquisitions;

(ii) Acquisition of Regulus Offshore; and

(iii) Acquisition of Yinson Camellia.

In the same announcement, the Company also announced that the shareholders of the Company had approved the resolutions pertaining to the Non-Related Party Acquisitions at the same EGM.

On 31 January 2025, Maybank IB had, on behalf of the Board, announced that the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia have been completed on even date with Regulus Offshore becoming a 70%-owned subsidiary of the Company and Yinson Camellia becoming a wholly-owned subsidiary of the Company. With the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia, the collective shareholding of the PAC Group had declined from 56.55% to 43.78% based on the enlarged number of issued Shares of 805,431,833 as at 31 January 2025.

On 9 May 2025, Maybank IB had, on behalf of the Board, announced that the Company had, on even date, entered into the Supplemental SSPA to vary certain clauses of the SSPA with Liannex Corporation and Mr. LHW, the salient terms of which are set out in **Appendix I, Part A of the Circular**.

Subsequently on 16 May 2025, Maybank IB had, on behalf of the Board, announced that the Non-Related Party Acquisitions were completed on even date with ICON Bahtera and ICON Waja becoming wholly-owned subsidiaries of the Company. With the completion of the Non-Related Party Acquisitions, the collective shareholding of the PAC Group has further reduced to 41.25%, based on the enlarged number of issued Shares of 854,863,652 as at 16 May 2025.

As at the LPD, the collective shareholding of the PAC Group in LFG is 41.25%. The issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration will increase the collective shareholding of the PAC Group from 41.25% to 53.59%, which represents more than 2% of the voting shares or voting rights of the Company in any period of 6-months. Accordingly, the PAC Group would be obliged to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors pursuant to subsection 218(3) of the CMSA read together with paragraph 15(2) of the Code and subparagraph 4.01(b) of the Rules.

As it is not the intention of the PAC Group to undertake such MGO, the PAC Group intends to submit an application to seek the approval of the SC for the Proposed Exemption, subject to approval being obtained from the non-interested shareholders of the Company at the forthcoming EGM. The resolution for an exemption from a MGO obligation was not tabled at the EGM of the Company held on 27 January 2025 because based on the intended sequence to complete all the proposals which were approved by the shareholders of the Company and was illustrated in the changes of the shareholding of the substantial shareholders of the Company in the Initial Circular, a MGO would not have been triggered as the collective shareholding of the PAC Group remained above 50.0% at all times. However, the Approved Acquisitions were not completed prior to the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia on 31 January 2025, which had resulted in the collective shareholding of the PAC Group to reduce to 43.78% which would then give rise to a MGO obligation on the PAC Group if the Company were to issue the Consideration Shares to the Vendors.

As both parties are earnest to complete the Approved Acquisitions since the Approved Acquisitions are earnings-accretive and are in the best interest of the Company, and has already been approved by the non-interested shareholders of the Company, the PAC Group intends to proceed with the Proposed Exemption. The details of the PACs and Mr. LHW in relation to the Proposed Exemption are set out in **Section 3.2, Part A of the Circular**.

The Board (save for the Interested Director) had on 7 May 2025, appointed Kenanga IB as the Independent Adviser to advise the non-interested Directors and the non-interested shareholders of LFG on the fairness and reasonableness of the Proposals, and whether the non-interested shareholders of LFG should vote in favour of the Proposals. Kenanga IB, had on 8 May 2025, declared its independence from any conflict of interest or potential conflict of interest to the SC in relation to its role as the Independent Adviser for the Proposed Exemption.

The SC had vide its letter dated 10 June 2025, notified that it has no further comments on the contents of this IAL. However, such notification shall not be taken to suggest that the SC agrees with the recommendation of the Independent Adviser or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAL.

The purpose of this IAL is to provide you with our independent evaluation on the fairness and reasonableness of the Proposals on a holistic basis, together with our recommendation on whether you should vote in favour of the resolutions pertaining to the Proposals, subject to the scope and limitations specified herein.

Nevertheless, you should rely on your own evaluation of the merits of the Proposals before deciding on the course of action to be taken at the forthcoming EGM.

2. EVALUATIONS OF THE PROPOSALS

In arriving at our conclusion and recommendation, we have assessed and evaluated the Proposals on a holistic basis in accordance with Schedule 2: Part II of the Rules. In this regard, we have taken into consideration the following factors in forming our opinion:

Consideration Factors	Kenanga IB's comments
Section 7.1 Rationale for the Proposals	**Proposed Variation** Based on the rationale for the Proposed Variation, the Proposed Variation will allow the Company and the Vendors to proceed and complete the Approved Acquisitions which have already been approved by the non-interested shareholders at the EGM of the Company held on 27 January 2025. **Proposed Exemption** Based on the rationale and benefits for the Proposed Exemption, the Proposed Exemption will relieve the PAC Group from the obligation to undertake the MGO after the issuance and allotment of the Consideration Shares to the Vendors as settlement of the Purchase Consideration. This is also after taking into consideration the completed 2024 Offer by Liannex Maritime, being a member of the PAC Group, which closed slightly over a year ago from the date of this Circular, with Liannex Maritime obtaining statutory control of the Company, it is not the intention of the PAC Group to undertake another MGO soon after. Further, the Proposed Exemption will allow the Approved Acquisitions to be completed which in turn will enable the Group to enlarge its marine vessel fleet and expand its marine transportation business. Premised on the above, we are of the view that the rationale for the Proposals is **justifiable**.
Section 7.2 Risk factors in relation to the Proposals	**(i) Completion risk** We take note that the Proposed Variation is conditional upon the Proposed Exemption. In the event that either the Proposals are not approved by the non-interested shareholders of the Company at the forthcoming EGM or the Proposed Exemption is not approved by the SC, the Proposed Variation is unable to proceed. As such, the Approved Acquisitions will not be completed based on the terms and conditions of the SSPA and will, therefore, be terminated. We also take note that subject always to the decision of the Board as well as the recommendation of the Audit and Risk Management Committee, the Company may re-engage the Vendors to explore the possible acquisition of the Target Companies again based on new terms and conditions to be mutually agreed upon by the parties. Nevertheless, we are of the view that the completion risk is a common aspect of similar proposals or arrangements. **(ii) Ability of the Major Shareholders to exert control on LFG and dilution to the remaining shareholders' shareholding in LFG** We take note that upon the completion of the Approved Acquisitions, the collective shareholding of the PAC Group in LFG will increase from 41.25% to 53.59%, thereby obtaining statutory control of LFG, which enable the PAC Group to exert significant influence on the outcome of certain matters requiring the vote of the shareholders of LFG, unless the PAC Group and persons connected with them are required to abstain from voting by law and / or by the relevant guidelines and regulations. Nevertheless, we are of the view that the PAC Group, with a current shareholding of 41.25%, already constitutes the single largest shareholder bloc in LFG and therefore presently holds significant influence over the outcome of the Company's resolutions.

Consideration Factors	Kenanga IB's comments
Section 7.3 Evaluation of the Proposed Variation	We noted that on 9 May 2025, the Company has entered into the Supplemental SSPA to vary certain clauses of the SSPA, as detailed in **Section 3.1, Part A of the Circular**. Based on our evaluation on the terms varied by the Supplemental SSPA, we are of the view that the Proposed Variation is **reasonable** and **not detrimental** to the non-interested shareholders.
Section 7.4 Evaluation of the salient terms of the Supplemental SSPA	Based on our evaluation of the Proposed Variation as set out in **Section 7.3 of this IAL** and our review of the Supplemental SSPA in its entirety, particularly the salient terms as set out above, we are of the view that the overall terms of the Supplemental SSPA is **reasonable** and **not detrimental** to the non-interested shareholders.
Section 7.5 Effects of the Proposals	We noted that the Proposed Variation will not have any effect on the issued share capital of the Company, shareholding of the substantial shareholders, NA per LFG Share, gearing and earnings of the Group as well as EPS. We also noted that the Proposed Exemption is solely to facilitate the issuance of Consideration Shares to complete the Approved Acquisitions. The Proposed Exemption itself will not have any effect on the share capital, shareholding of the substantial shareholders, NA per Share and gearing of the Group, as well as EPS, as it does not involve any fund raising, new issuance of LFG Shares, nor repayment of debt. We also take cognisance of the overall effects of the Proposals, including the pro forma effects of the Approved Acquisitions as set out in **Section 6, Part A of the Circular**. Please refer to **Section 2.7 of this IAL**, for our commentaries on the effects of the Approved Acquisitions. Based on the above, we are of the view that the Proposals and the pro forma effects of the Approved Acquisitions are **not detrimental** to the interests of the non-interested shareholders on an overall basis.
Section 7.6 Implications of the Proposed Exemption	In the event the non-interested shareholders of LFG **vote <u>in favour</u>** of the Proposed Exemption: (i) the PAC Group will be able to submit the application to the SC for the Proposed Exemption. The approval from the SC for the Proposed Exemption would then exempt the PAC Group from the obligation to undertake the MGO in LFG to acquire all the remaining LFG Shares and Warrants A not already owned by them upon completion of the Approved Acquisitions. (ii) As the Approved Acquisitions is conditional to the Proposed Exemption (but not vice versa), the approval of the Proposed Exemption will allow LFG to complete the Approved Acquisitions and enable LFG to realise the potential benefits arising from the Approved Acquisitions. (iii) The non-interested shareholders of LFG agree to waive their rights and exempt the PAC Group from the obligation to undertake a MGO based on the highest price paid by the PAC Group for the LFG Shares within the past 6 months before the incurrence of such obligation to undertake the MGO.

Consideration Factors	Kenanga IB's comments

(iv) The PAC Group had previously obtained statutory control over LFG after the 2024 Offer undertaken by Liannex Maritime, which is a member of the PAC Group, with 56.55% shareholding in LFG. Subsequent to the completion of the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions, the collective shareholding of the PAC Group reduced from 56.55% to 41.25%, hence the PAC Group no longer have statutory control over LFG.

However, pursuant to the completion of the Approved Acquisitions and the Proposed Exemption, the collective shareholding of the PAC Group will increase from 41.25% to 53.59%. With a shareholding of more than 50%, the PAC Group will have statutory control over LFG and as such, will be able to determine the outcome of ordinary resolutions which require a simple majority of more than 50% pursuant to Section 291(1) of the Act (unless the PAC Group is required to abstain from voting). In addition, the PAC Group is likely to significantly influence the outcome of the special resolutions which will require a special majority of at least 75% at general meetings (unless the PAC Group is required to abstain from voting).

(v) The issuance of the Consideration Shares to the Vendors for settlement of the Purchase Consideration of the Approved Acquisitions will have a dilutive effect on the non-interested shareholders' shareholding, which the public shareholding spread will reduce from 31.70% to 29.61% after the completion of the Non-Related Party Acquisitions and Approved Acquisitions. Notwithstanding that, the Approved Acquisitions is expected to improve the Group's earnings, EPS and NA per LFG Share. The Approved Acquisitions will result in an increase in the equity attributable to the owners per LFG Share from RM0.71 as at 31 December 2024 to RM0.77 pursuant to the completion of the Approved Acquisitions (after subsequent event or transactions completed from 1 January 2025 up to the LPD). The Approved Acquisitions are also expected to improve LFG Group's earnings and EPS, with the pro forma consolidated PAT attributable to the owners of LFG increasing from RM44.05 million for the FYE 31 December 2024 to RM65.45 million (after accounting for estimated expenses relating to the Approved Acquisitions), assuming the Approved Acquisitions were effected on 1 January 2024, consequently, the EPS of LFG would increase from RM0.0422 to RM0.0605.

In the event that the non-interested shareholders of LFG **vote <u>against</u>** the Proposed Exemption:

(i) The PAC Group would not be able to submit an application to the SC for the Proposed Exemption.

(ii) In view that the Approved Acquisitions is conditional to the Proposed Exemption (but not vice versa), in the event that the Proposed Exemption is not approved, LFG will not be able to complete the Approved Acquisitions. Consequently, the Approved Acquisitions will be terminated and the potential benefits arising from the Approved Acquisitions will not materialise.

3. CONCLUSION AND RECOMMENDATION

We have assessed and evaluated the Proposals and our evaluation is set out in **Section 7 of this IAL**. The non-interested Directors and the non-interested shareholders should consider all the merits and demerits of the Proposals based on all relevant pertinent factors including those which are as set out in **Part A of the Circular**, the relevant appendices thereof, this IAL and other publicly available information.

In arriving at our conclusion and recommendation on the Proposals, we have evaluated on the terms varied by the Supplemental SSPA and we are of the view that the Proposed Variation is **fair** and **reasonable** and **not detrimental** to the non-interested shareholders. In addition, we have also taken into consideration the advantages and disadvantages of the Proposed Exemption, if approved by the non-interested shareholders of LFG, and if the Proposed Exemption is approved by the SC, are summarised as follow:

The assessment and evaluation of the Proposed Exemption were done in a holistic approach in accordance with paragraph 8 of Schedule 2: Part III of the Rules.

Potential Advantages	**Potential Disadvantages**
(i) As the Approved Acquisitions is conditional to the Proposed Exemption (but not vice versa), the Proposed Exemption will allow LFG to complete the Approved Acquisitions and enable LFG to realise the potential benefits arising from the Approved Acquisitions, such as the increasing operational capacity and service coverage as well as expanding the existing customer base. Besides, the Approved Acquisitions will also enable the Group to expand their service offering which in turn will enlarge the income stream of the Group.	(i) The Proposed Exemption will allow the PAC Group to increase their collective shareholding in LFG from 41.25% to 53.59% following the issuance of Consideration Shares to complete the Approved Acquisitions. With a shareholding exceeding 50%, the PAC Group would have statutory control over LFG, enabling them to determine the outcome of ordinary resolutions which require a simple majority of more than 50% pursuant to Section 291(1) of the Act (unless the PAC Group is required to abstain from voting). In addition, the PAC Group is likely to significantly influence the outcome of special resolutions which will require a special majority of at least 75% at general meetings (unless the PAC Group is required to abstain from voting). The PAC Group had previously obtained statutory control over LFG after the 2024 Offer undertaken by Liannex Maritime, which is a member of the PAC Group, with 56.55% shareholding in LFG. Subsequent to the completion of the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions, the collective shareholding of the PAC Group reduced from 56.55% to 41.25%. Notwithstanding the above, as at the LPD, the PAC Group, with a current shareholding of 41.25%, already constitutes the single largest shareholder bloc in LFG and therefore presently holds significant influence over the outcome of the Company's resolutions.

Potential Advantages	Potential Disadvantages
	(ii) In view that the collective shareholdings of the PAC Group will exceed 50% upon the completion of Approved Acquisitions and Proposed Exemption, any subsequent shareholding increase would not trigger any MGO obligations. (iii) The Proposed Exemption will allow LFG to complete the Approved Acquisitions by the issuance of the Consideration Shares to the Vendors for settlement of the Purchase Consideration which will result in a dilutive effect on the non-interested shareholders' shareholding, which the public shareholding spread will reduce from 31.70% to 29.61% after the completion of the Non-Related Party Acquisitions and Approved Acquisitions.

Premised on our evaluation of the Proposals in **Section 7 of this IAL**, we are of the opinion that the Proposals is **fair** and **reasonable** and **not detrimental** to the interests of the non-interested shareholders.

Accordingly, we recommend that the non-interested shareholders **vote in favour** of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

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11 June 2025

To: The non-interested Directors and the non-interested shareholders of Lianson Fleet Group Berhad

Dear Sir / Madam,

LIANSON FLEET GROUP BERHAD

INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED DIRECTORS AND THE NON-INTERESTED SHAREHOLDERS OF LIANSON FLEET GROUP BERHAD IN RELATION TO THE PROPOSED EXEMPTION

This IAL is prepared for inclusion in the Circular and should be read in conjunction with the same. All capitalised terms used in this IAL shall have the same meaning as the words and expressions provided in the "Definitions" section of the Circular, except where the context otherwise requires or otherwise as defined herein. All references to "we", "us" or "our" in this IAL are references to Kenanga IB, being the Independent Adviser for the Proposed Exemption.

1. INTRODUCTION

On 27 January 2025, the Company announced that the non-interested shareholders of the Company had approved the resolutions pertaining to the following at the EGM of the Company held on even date:

(i) Approved Acquisitions;

(ii) Acquisition of Regulus Offshore; and

(iii) Acquisition of Yinson Camellia.

In the same announcement, the Company also announced that the shareholders of the Company had approved the resolutions pertaining to the Non-Related Party Acquisitions at the same EGM.

On 31 January 2025, Maybank IB had, on behalf of our Board, announced that the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia have been completed on even date with Regulus Offshore becoming a 70%-owned subsidiary of the Company and Yinson Camellia becoming a wholly-owned subsidiary of the Company. With the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia, the collective shareholding of the PAC Group had declined from 56.55% to 43.78% based on the enlarged number of issued Shares of 805,431,833 as at 31 January 2025.

On 9 May 2025, Maybank IB had, on behalf of the Board, announced that the Company had, on even date, entered into the Supplemental SSPA to vary certain clauses of the SSPA with Liannex Corporation and Mr. LHW, the salient terms of which are set out in **Appendix I, Part A of the Circular**.

Subsequently on 16 May 2025, Maybank IB had, on behalf of the Board, announced that the Non-Related Party Acquisitions were completed on even date with ICON Bahtera and ICON Waja becoming wholly-owned subsidiaries of the Company. With the completion of the Non-Related Party Acquisitions, the collective shareholding of the PAC Group has further reduced to 41.25%, based on the enlarged number of issued Share of 854,863,652 on 16 May 2025.

As at the LPD, the collective shareholding of the PAC Group in LFG is 41.25%. The issuance and allotment of 227,272,727 Consideration Shares to the Vendors as settlement of the Purchase Consideration will increase the collective shareholding of the PAC Group from 41.25% to 53.59%, which represents more than 2% of the voting shares or voting rights of the Company in any period of 6-months. Accordingly, the PAC Group would be obliged to undertake the MGO after the issuance and allotment of 227,272,727 Consideration Shares to the Vendors pursuant to subsection 218(3) of the CMSA read together with paragraph 15(2) of the Code and subparagraph 4.01(b) of the Rules.

As it is not the intention of the PAC Group to undertake such MGO, the PAC Group intends to submit an application to seek the approval of the SC for the Proposed Exemption, subject to approval being obtained from the non-interested shareholders of the Company at the forthcoming EGM. The resolution for an exemption from a MGO obligation was not tabled at the EGM of the Company held on 27 January 2025 because based on the intended sequence to complete all the proposals which were approved by the shareholders of the Company and was illustrated in the changes of the shareholding of the substantial shareholders of the Company in the Initial Circular, a MGO would not have been triggered as the collective shareholding of the PAC Group remained above 50.0% at all times. However, the Approved Acquisitions were not completed prior to the completion of the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia on 31 January 2025, which had resulted in the collective shareholding of the PAC Group to reduce to 43.78% which would then give rise to a MGO obligation on the PAC Group if the Company were to issue the Consideration Shares to the Vendors.

As both parties are earnest to complete the Approved Acquisitions since the Approved Acquisitions are earnings-accretive and are in the best interest of the Company, and has already been approved by the non-interested shareholders of the Company, the PAC Group intends to proceed with the Proposed Exemption. The details of the PACs and Mr. LHW in relation to the Proposed Exemption are set out in **Section 3.2, Part A of the Circular**.

The Board (save for the Interested Director) had on 7 May 2025, appointed Kenanga IB as the Independent Adviser to advise the non-interested Directors and the non-interested shareholders of LFG on the fairness and reasonableness of the Proposals, and whether the non-interested shareholders of LFG should vote in favour of the Proposals. Kenanga IB, had on 8 May 2025, declared its independence from any conflict of interest or potential conflict of interest to the SC in relation to its role as the Independent Adviser for the Proposed Exemption.

The SC had vide its letter dated 10 June 2025, notified that it has no further comments on the contents of this IAL. However, such notification shall not be taken to suggest that the SC agrees with the recommendation of the Independent Adviser or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this IAL.

The purpose of this IAL is to provide you with our independent evaluation on the fairness and reasonableness of the Proposals on a holistic basis, together with our recommendation on whether you should vote in favour of the resolutions pertaining to the Proposals, subject to the scope and limitations specified herein.

Nevertheless, you should rely on your own evaluation of the merits of the Proposals before deciding on the course of action to be taken at the forthcoming EGM.

This IAL is prepared solely for the use of the non-interested Directors and the non-interested shareholders of LFG for the purpose of considering the merits of the Proposals and should not be used or relied upon by any other party or for any other purposes whatsoever.

THE NON-INTERESTED SHAREHOLDERS OF LFG ARE ADVISED TO READ AND UNDERSTAND BOTH THIS IAL AND THE LETTER FROM THE BOARD AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CAREFULLY CONSIDER THE EVALUATIONS AND RECOMMENDATIONS CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

IF THE NON-INTERESTED SHAREHOLDERS OF LFG ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, THE NON-INTERESTED SHAREHOLDERS OF LFG SHOULD CONSULT THEIR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

2. DETAILS OF THE APPROVED ACQUISITIONS

2.1 Background information on the Approved Acquisitions

The Approved Acquisitions entail the acquisition by the Company of the Sale Shares for the Purchase Consideration, to be wholly satisfied via the issuance and allotment of 227,272,727 Consideration Shares at the Issue Price. The details of the Approved Acquisitions are set out in **Section 2.1, Part A of the Circular.**

2.2 Basis and justification for the Purchase Consideration

We noted that the Purchase Consideration was arrived at on a "willing-buyer willing-seller" basis after taking into consideration the following:

(i) the blended implied P / Adjusted NA multiples (which was computed based on the weighted average of the implied P / Adjusted NA multiples, proportionate to the respective adjusted NA of the Target Companies) as well as the blended implied EV / EBITDA multiples (which was computed based on the weighted average of the implied EV / EBITDA multiples, proportionate to the respective EBITDA of the Target Companies) represented by the Purchase Consideration; and

(ii) the market value ascribed by the Specialist Vessel Valuer on the vessels to be acquired pursuant to the Approved Acquisitions as at 10 September 2024.

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A summary of the target companies for the Approved Acquisitions, Acquisition of Regulus Offshore and Acquisition of Yinson Camellia (collectively, the "**Related Party Acquisitions**") as well as the details taken into consideration to determine the Purchase Consideration are as follows:

Details	Liannex Fleet	Yinson Power Marine	Regulus Offshore	Yinson Camellia
Valuer	M3 Marine Valuations Pte Ltd			
Market Value [(1)]	USD79.40 milion	USD9.85 million	USD29.75 million	USD5.25 million
Implied P / NA multiple (times) [(2)]	2.5	3.0	7.9	14.1
Implied P / Adjusted NA multiple (times) [(3)]	0.9	0.8	1.3	1.1
Implied EV [(4)] **/ EBITDA multiple (times)**	4.0	7.3	5.5	3.0
Comparable companies	(i) Maybulk Berhad [(5)] (ii) Hubline Berhad [(5)] (iii) Singapore Shipping Corporation Limited [(5)] (iv) PT Hasnur Internasional Shipping Tbk [(5)] (v) PT Batulicin Nusantara Maritim TBK [(5)] (vi) Ama Marine Public Company Limited [(5)] (vii) Lorenzo Shipping Corporation [(5)]		(i) Petra Energy Berhad (ii) Marine & General Berhad (iii) Vallianz Holdings Ltd (iv) Logindo Samudramakmur Tbk Pt (v) E.A. Technique (M) Berhad	

Notes:

(1) Based on the valuation report dated 10 September 2024 prepared by the Specialist Vessel Valuer on the basis of an 'as is, where is' sale, between a "willing-buyer and a willing-seller". Please refer to ***Section 2.2.3 of this IAL*** *for our evaluation on the market value of the vessels owned by the target companies for the Related Party Acquisitions.*

(2) *The Implied P / NA multiple was calculated based on the audited NA of the respective Target Companies. Please refer to* ***Section 2.1.1, Part A of the Circular****, for further details.*

(3) *Please refer to* ***Section 2.1.1, Part A of the Circular****, for the details of adjustments made to the audited NA of the respective Target Companies to arrive at the Implied P / Adjusted NA multiple.*

(4) *The respective implied EV was calculated as follows:*

(Implied EV = Implied equity value – cash + total debts)

Please refer to ***Section 2.1.1, Part A of the Circular*** *for further details of the implied EV.*

(5) *The list of comparable companies are of the following nature:*

(i) *listed on stock exchanges in South-East Asia for more than 2 years; and*

(ii) *principally involved in the marine transportation industry (contributing over 51% of total revenue), with market capitalisation below RM500 million.*

2.2.1 Adjusted NA

We take note of the calculation of the Adjusted NAs of the target companies for the Approved Acquisitions as disclosed in **Section 2.1.1, Part A of the Circular**. We have perused through the calculation and noted that the following adjustments were made in arriving at the Adjusted NA of the respective target companies:

No.	Adjustments	Kenanga IB's comment
1.	Addition of revaluation surplus / (deficit) based on the market value of the vessels ascribed by the Specialist Vessel Valuer.	**Reasonable** We take note the adjustments were made to the NBV of the vessels owned by the target companies for the Approved Acquisitions in order to reflect the latest market value ascribed by the Specialist Vessel Valuer.
2.	Addition of capitalisation of intercompany balances.	**Reasonable** We take note that this adjustment was made in order to reflect one of the conditions precedent for the Proposed Acquisition of Liannex Fleet, whereby all intercompany balances of Liannex Fleet with Liannex Corporation and Mr LWH and any outstanding shareholder advances owed to Liannex Corporation and Mr. LHW and / or their associates or related parties are settled prior to completion of the Proposed Acquisition of Liannex Fleet.

No.	Adjustments	Kenanga IB's comment
		This ensures that Liannex Fleet is acquired without any further outstanding liabilities owing to Liannex Corporation and Mr. LHW.

Based on the above, we are of the view that the adjustments made to arrive at the Adjusted NA of the target companies for the Approved Acquisitions are **fair** and **reasonable** as they reflect a more accurate value of the respective target companies at the time of completion of the Approved Acquisitions.

2.2.2 Comparable companies

We take note of the list of comparable companies for the Approved Acquisitions as disclosed in **Section 2.1.1, Part A of the Circular.**

As disclosed in **Section 2.3, Part A of the Circular**, the PB multiple and EV / EBITDA multiple of the Marine Comparable Companies are as follows:

Comparable companies	Country	PB (times)	EV / EBITDA (times)
Marine			
Maybulk Berhad	Malaysia	0.7	3.4
Hubline Berhad	Malaysia	1.8	12.8
Singapore Shipping Corporation Limited	Singapore	0.6	1.8
PT Hasnur Internasional Shipping Tbk	Indonesia	0.8	3.2
PT Batulicin Nusantara Maritim TBK	Indonesia	0.9	6.3
Ama Marine Public Company Limited	Thailand	0.7	3.8
Lorenzo Shipping Corporation	Philippines	0.9	12.2
	High	**1.8**	**12.8**
	Low	**0.6**	**1.8**
	Average	**0.9**	**6.2**
	Median	**0.8**	**3.8**

We take note that the Marine Comparable Companies are all listed on stock exchanges in South-East Asia for more than 2 years and are principally involved in the marine transportation industry (contributing over 51% of total revenue), with market capitalisation below RM500 million, which align with the size and nature of the Target Companies. Notwithstanding the PB Multiple and EV / EBITDA of Hubline Berhad and the EV / EBITDA of Lorenzo Shipping Corporation are higher as compared to the other comparable companies, Hubline Berhad and Lorenzo Shipping Corporation are not considered as outliers as they operate within the same industry and geographical region as Liannex Fleet and Yinson Power Marine. Hence, Hubline Berhad and Lorenzo Shipping Corporation would be exposed to similar risks and market conditions as Liannex Fleet and Yinson Power Marine. In this regard, we are of the opinion that the selected PB Multiple and EV / EBITDA multiple of the Marine Comparable Companies are appropriate and reflective of the Target Companies' profile. Therefore, no adjustments to the PB Multiple or EV / EBITDA multiples are required.

Based on the above, we are of the view that the comparable companies chosen to derive the range of comparable P / Adjusted NA multiples and EV / EBITDA multiples are **reasonable** as the Marine Comparable Companies are incorporated in the same region and principally involved in the same business segments of Liannex Fleet and Yinson Power Marine.

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Pursuant to the above, the comparison of the implied P / Adjusted NA after taking into consideration the market valuation as prepared by the Specialist Vessel Valuer of the Target Companies for the Approved Acquisitions against the range of PB multiple of the comparable companies are as follows:

No.	Transaction	Purchase consideration (RM'mil)	Adjusted NA (RM'mil)	Implied Price / Adjusted NA multiple (times)	PB multiples of comparable companies	Remarks
1.	Proposed Acquisition of Liannex Fleet	182.0	193.6	0.9	Marine segment: 0.6x to 1.8x	We take note that the implied P / Adjusted NA multiple is **within** the PB multiples range of 0.6x to 1.8x for comparable companies in the Marine segment.
2.	Proposed Acquisition of Yinson Power Marine	18.0	22.5	0.8	Marine segment: 0.6x to 1.8x	

Additionally, the range of EV / EBITDA multiple of the Marine Comparable Companies are as follows:

No.	Transaction	Implied EV (RM'mil)	EBITDA (RM'mil)	Implied EV / EBITDA multiple (times)	EV / EBITDA multiples of comparable companies	Remarks
1.	Proposed Acquisition of Liannex Fleet	223.4	55.2	4.0	Marine segment: 1.8x to 12.8x	We take note that the implied EV / EBITDA multiple is **within** the range of EV / EBITDA multiples range of 1.8x to 12.8x for comparable companies in the Marine segment.
2.	Proposed Acquisition of Yinson Power Marine	35.1	4.8	7.3	Marine segment: 1.8x to 12.8x	

Based on the above, we are of the view that the Purchase Consideration for the Approved Acquisitions is **fair** and **reasonable** as it is within the range of PB multiple and EV / EBITDA multiple of the Marine Comparable Companies. Hence, the Purchase Consideration to be paid by LFG pursuant to the Approved Acquisitions is **not detrimental** to the interests of the non-interested shareholders of LFG.

2.2.3 Market valuation

We take note of the market value ascribed by the Specialist Vessel Valuer on the vessels to be acquired pursuant to the Approved Acquisitions as at 10 September 2024 as disclosed in **Section 2.1.1, Part A of the Circular**. Based on our discussion with the Company, we note that the vessels to be acquired pursuant to the Approved Acquisitions are covered by insurance policies. In addition, we also note that the SSPA contains warranty clauses provided by the parties to the SSPA which includes a warranty by the Vendors ensuring that the Target Companies maintain valid adequate insurance cover for the full replacement of the vessels. We also note that the Specialist Vessel Valuer and the Company have confirmed there are no material changes in the valuation report from the valuation date up to the LPD. We have reviewed the valuation report and the non-interested shareholders of LFG are advised to read our commentaries below.

Details of the valuation methodologies are as follows:

Valuer	Assets Valued	Methodologies	Description
M3 Marine Valuations Pte Ltd	Vessels	Comparison approach	The comparison approach is conducted by taking into consideration the following: – review the valuer's in-house historical valuation records (data collated from past valuations) and other sources of reference and identify comparables with valuations undertaken for similar type vessels; and – utilising in house data and other sources of reference, review similar type of vessel's current and prospective transactions and evaluate the subject vessel's current status and potential and the likely impact on market value.

We are of the view that the valuation approach adopted by the Specialist Vessel Valuer is appropriate, as the comparison approach reflects actual market value by referring to recent transactions of similar types of vessels. This method also allows for adjustments based on vessel-specific factors such as age, tonnage, condition and classification. Other valuation methodologies such as the income approach are less suitable in this context as there is no long-term charter arrangement spanning across the operation life of the vessels, and thus it will not accurately reflect prevailing market value.

In determining the market values of the vessels owned by the companies above, the Specialist Vessel Valuer had considered the comparable transactions of similar type of vessels. To assess the market values ascribed by the Specialist Vessel Valuer, we have derived the average prices from the comparable transactions using relevant measurement units such as BHP, DWT and the length of the vessels. These average prices were then applied to the specifications of the vessels under the Approved Acquisitions to derive their total implied market value, which was subsequently compared against the market value ascribed by the Specialist Vessel Valuer to assess the reasonableness of the valuations, as follows:

1) Tug vessel

Description	Comparable 1	Comparable 2
Built	2008	2009
Builder Country	Malaysia	N/A
Flag	Liberia	Indonesia
Length (FT)	28.45	28.05
Breadth (FT)	9.00	8.60
Depth (FT)	4.40	4.30
BHP	2,400	2,060
Transaction date	29 November 2023	22 March 2024
Valuation Low (USD)	1,250,000	1,100,000
Valuation High (USD)	1,750,000	1,300,000
Average price per BHP (USD) (1)	625.00	582.52

Note:

(1) Calculated based on the average of the low and high valuation, divided by the BHP of the respective transacted vessel. For information purposes, we have used BHP as the measurement unit for average price after taking into consideration the specialised purpose of the vessel.

Based on the comparable Tug vessels above, we noted the average price per BHP for Tug vessels ranges between **USD582.52 per BHP** and **USD625.00 per BHP**.

2) Bulk Carriers

Description	Comparable 1	Comparable 2	Comparable 3	Comparable 4	Comparable 5	Comparable 6	Comparable 7
Built	2019	2017	2013	2012	2006	2006	2020
Builder Country	China	China	China	Japan	Japan	Japan	Japan
DWT (tonne)	63,800	61,400	56,600	61,600	54,900	56,000	63,300
Transaction date	13 August 2024	9 August 2024	8 August 2024	2 August 2024	2 August 2024	2 August 2024	2 August 2024
Price (USD'mil)	32.10	27.80	16.60	23.50	14.50	14.00	37.50
Average price per tonne (USD) (1)	503.13	452.77	293.29	381.49	264.12	250.00	592.42

Note:

(1) Calculated based on the average of the low and high valuation, divided by the DWT of the respective transacted vessel. For information purposes, we have used DWT as the measurement unit for average price after taking into consideration the specialised purpose of the vessel.

Based on the comparable Bulk Carriers above, we noted the average price per tonne for Bulk Carriers ranges between **USD250.00 per tonne** and **USD381.49 per tonne**. In determining the average pricing of the Bulk Carriers, we noted that the Bulk Carriers owned by Liannex Fleet were built in 2006 and 2009 (as detailed below), hence we have excluded Comparables 1, 2 and 7 as these vessels are newly built (less than 10 years old) and not directly comparable to the Bulk Carriers owned by Liannex Fleet.

3) Steel Barge

Description	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Built	2009	2010	2008	2021
Builder Country	N/A	N/A	N/A	China
Flag	Indonesia	Dominica	Indonesia	N/A
Length (FT)	300	300	300	300
Breadth (FT)	80	90	80	80
Depth (FT)	18	20	18	18
Transaction date	9 January 2023	20 January 2023	22 March 2024	8 August 2024
Valuation Low (USD)	2,000,000 (valued as a set with a tug)	1,600,000	1,100,000	3,500,000
Valuation High (USD)	2,750,000 (valued as a set with a tug)	1,600,000	1,300,000	3,500,000
Average price per FT (USD) (1)	7,916.67	5,333.33	4,000.00	11,666.67

Note:

(1) Calculated based on the average of the low and high valuation, divided by the length of the respective transacted vessel. For information purposes, we have used the length as the measurement unit for average price after taking into consideration the specialised purpose of the vessel.

Based on the comparable Steel Barge above, we noted the average price per foot based on the length of the Steel Barge ranges between **USD4,000.00 per FT** and **USD11,666.67 per FT**. In determining the average pricing of the Steel Barge, we have excluded Comparable 1 as the value of comparable 1 is based on a set of vessels which also includes a tugboat.

Valuation of Liannex Fleet

The market valuation of vessels owned directly or indirectly by Liannex Fleet are as follows:

No.	Vessel Name	Type of Vessel	Built	Market Value ascribed by the Specialist Vessel Valuer (USD)	Implied Value (Low) (1) (USD)	Implied Value (High) (1) (USD)
1.	Sinaran Putera	Tugboat 2,000 BHP	2014	1,400,000	1,165,048.54	1,250,000.00
2.	Sinaran Cerah	Tugboat 2,276 BHP	2016	1,500,000	1,325,825.24	1,422,500.00
3.	Sinaran Puteri	Steel Barge 300FT 7,512 T DWT	2014	1,850,000	1,200,000.00	3,500,000.00
4.	Sinaran Ceria	Steel Barge 300 FT 8,539 T DWT	2016	2,000,000	1,200,000.00	3,500,000.00
5.	Sinaran Langit	Tugboat 2,000 BHP	2014	1,300,000	1,165,048.54	1,250,000.00
6.	Sinaran Pelangi	Steel Barge 300 FT 7,512 T DWT	2014	1,850,000	1,200,000.00	3,500,000.00
7.	Sinaran Gilang	Tugboat 2,000 BHP	2015	1,350,000	1,165,048.54	1,250,000.00
8.	Sinaran Ikhlas	Tugboat 2,276 BHP	2020	1,900,000	1,325,825.24	1,422,500.00
9.	Sinaran Gemilang	Steel Barge 300FT 7,919 T DWT	2015	1,850,000	1,200,000.00	3,500,000.00
10.	Sinaran Timur	Tugboat 2,000 BHP	2015	1,450,000	1,165,048.54	1,250,000.00
11.	Sinaran Barat	Steel Barge 300 FT 7,919 DWT	2014	1,850,000	1,200,000.00	3,500,000.00
12.	Sinaran Intan	Tugboat 2,000 BHP	2015	1,450,000	1,165,045.54	1,250,000.00
13.	Sinaran Ramah	Tugboat 2,276 BHP	2016	1,500,000	1,325,825.24	1,422,500.00

No.	Vessel Name	Type of Vessel	Built	Market Value ascribed by the Specialist Vessel Valuer (USD)	Implied Value (Low) [1] (USD)	Implied Value (High) [1] (USD)
14.	Sinaran Baiduri	Steel Barge 300 FT 7,919 T DWT	2014	1,850,000	1,200,000.00	3,500,000.00
15.	Sinaran Mesra	Steel Barge 300 FT 8,539 T DWT	2016	1,900,000	1,200,000.00	3,500,000.00
16.	Sinaran Utara	Tugboat 2,000 BHP	2015	1,450,000	1,165,048.54	1,250,000.00
17.	Sinaran Sehati	Tugboat 2,276 BHP	2016	1,850,000	1,325,825.24	1,422,500.00
18.	Sinaran Selatan	Steel Barge 300 FT 7,919 T DWT	2014	1,850,000	1,200,000.00	3,500,000.00
19.	Sinaran Sejiwa	Steel Barge 300 FT 8,539 T DWT	2015	1,900,000	1,200,000.00	3,500,000.00
20.	Sinaran Embun	Tugboat 2,276 BHP	2016	1,500,000	1,325,825.24	1,422,500.00
21.	Sinaran Aman	Tugboat 2,276 BHP	2016	1,500,000	1,325,825.24	1,422,500.00
22.	Sinaran Damai	Steel Barge 300 FT 8,539 T DWT	2016	2,000,000	1,200,000.00	3,500,000.00
23.	Sinaran Angkasa	Tugboat 2,276 BHP	2016	1,500,000	1,325,825.24	1,422,500.00
24.	Sinaran Bahagia	Tugboat 2,276 BHP	2016	1,500,000	1,325,825.24	1,422,500.00
25.	Sinaran Raya	Steel Barge 300 FT 7,512 T DWT	2014	1,850,000	1,200,000.00	3,500,000.00
26.	Sinaran Riang	Steel Barge 300 FT 8,539 T DWT	2016	2,000,000	1,200,000.00	3,500,000.00

No.	Vessel Name	Type of Vessel	Built	Market Value ascribed by the Specialist Vessel Valuer (USD)	Implied Value (Low) (1) (USD)	Implied Value (High) (1) (USD)
27.	Lianson Dynamic	Bulk Carrier 32,474 GRT 53,163 T DWT	2006	17,000,000	13,290,750.00	20,281,339.29
28.	Lianson Hermes	Bulk Carrier 31,094 GRT 53,507 T DWT	2009	18,500,000	13,376,750.00	20,412,573.05
			Total	**79,400,000**	**58,664,393.20**	**101,573,912.34**

Note:

(1) The implied high and low values are determined by multiplying the range of the average prices of each type of vessels derived from the comparable transactions to the relevant specifications of the vessels such as BHP and DWT and the length of the vessels.

Save as disclosed below, the market valuation of the vessels owned by Liannex Fleet are **lower** or **within** the range of the implied value of the vessels:

(i) Sinaran Putera – the market valuation of USD1,400,000 is **higher** than the implied value ranging between USD1,165,048.54 to USD1,250,000.00;

(ii) Sinaran Cerah – the market valuation of USD1,500,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(iii) Sinaran Langit – the market valuation of USD1,300,000 is **higher** than the implied value ranging between USD1,165,048.54 to USD1,250,000.00;

(iv) Sinaran Gilang – the market valuation of USD1,350,000 is **higher** than the implied value ranging between USD1,165,048.54 to USD1,250,000.00;

(v) Sinaran Ikhlas – the market valuation of USD1,900,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(vi) Sinaran Timur – the market valuation of USD1,450,000 is **higher** than the implied value ranging between USD1,165,048.54 to USD1,250,000.00;

(vii) Sinaran Intan – the market valuation of USD1,450,000 is **higher** than the implied value ranging between USD1,165,048.54 to USD1,250,000.00;

(viii) Sinaran Ramah – the market valuation of USD1,500,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(ix) Sinaran Utara – the market valuation of USD1,450,000 is **higher** than the implied value ranging between USD1,165,048.54 to USD1,250,000.00;

(x) Sinaran Sehati – the market valuation of USD1,850,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(xi) Sinaran Embun – the market valuation of USD1,500,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(xii) Sinaran Aman – the market valuation of USD1,500,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(xiii) Sinaran Angkasa – the market valuation of USD1,500,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

(xiv) Sinaran Bahagia – the market valuation of USD1,500,000 is **higher** than the implied value ranging between USD1,325,825.24 to USD1,422,500.00;

Notwithstanding the above, the total market valuation of the vessels owned by Liannex Feet is **within** the range of total implied market value of the vessels.

Valuation of Yinson Power Marine

The market valuation of vessels owned by Yinson Power Marine are as follows:

No.	Vessel Name	Type of Vessel	Built	Market Value ascribed by the Specialist Vessel Valuer (USD)	Implied Value (Low) (1) (USD)	Implied Value (High) (1) (USD)
1.	Sinaran Mentari	Tugboat 1518 kW / 2,036 BHP	2009	1,000,000	1,186,019.42	1,272,500.00
2.	Sinaran Setia	Tugboat 2,000 BHP	2013	1,200,000	1,165,048.54	1,250,000.00
3.	Sinaran Warna	Tugboat 2,000 BHP	2013	1,250,000	1,165,048.54	1,250,000.00
4.	Sinaran Bumi	Flat Top Barge 300ft 7,512T DWT	2009	1,450,000	1,200,000.00	3,500,000.00
5.	Sinaran Bintang	Steel Barge 300ft 7,512T DWT	2008	1,450,000	1,200,000.00	3,500,000.00
6.	Sinaran Indah	Steel Barge 300ft 7,512T DWT	2013	1,750,000	1,200,000.00	3,500,000.00
7.	Sinaran Warni	Steel Barge 300ft 7,512T DWT	2013	1,750,000	1,200,000.00	3,500,000.00
			Total	**9,850,000**	**8,316,116.50**	**17,772,500.00**

Note:

(1) The implied high and low values are determined by multiplying the range of the average prices of each type of vessels derived from the comparable transactions to the relevant specifications of the vessels such as BHP and the length of the vessels.

The market valuation of the vessels owned by Yinson Power Marine are **lower** or **within** the range of implied value of the vessels.

In addition, the total market valuation of the vessels owned by Yinson Power Marine is **within** the range of total implied market value of the vessels.

Notwithstanding that there are vessels whereby the market valuation is higher than our implied valuation on individual basis, based on our discussion with the Company and the Specialist Vessel Valuer, professional adjustments were made to the comparable vessels which takes into consideration multiple factors including but not limited to, the size, age and type of engine in order to arrive at the most appropriate market value of the vessels. As such, we have relied on the market value as determined by the Specialist Vessel Valuer in performing our evaluation.

Premised on our evaluation above, the Purchase Consideration for the Approved Acquisitions is **fair** and **reasonable**. Hence, the Purchase Consideration to be paid by LFG pursuant to the Approved Acquisitions is **not detrimental** to the interests of the non-interested shareholders of LFG.

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2.3 Basis and justification for the Issue Price

We noted that the Issue Price represents the following:

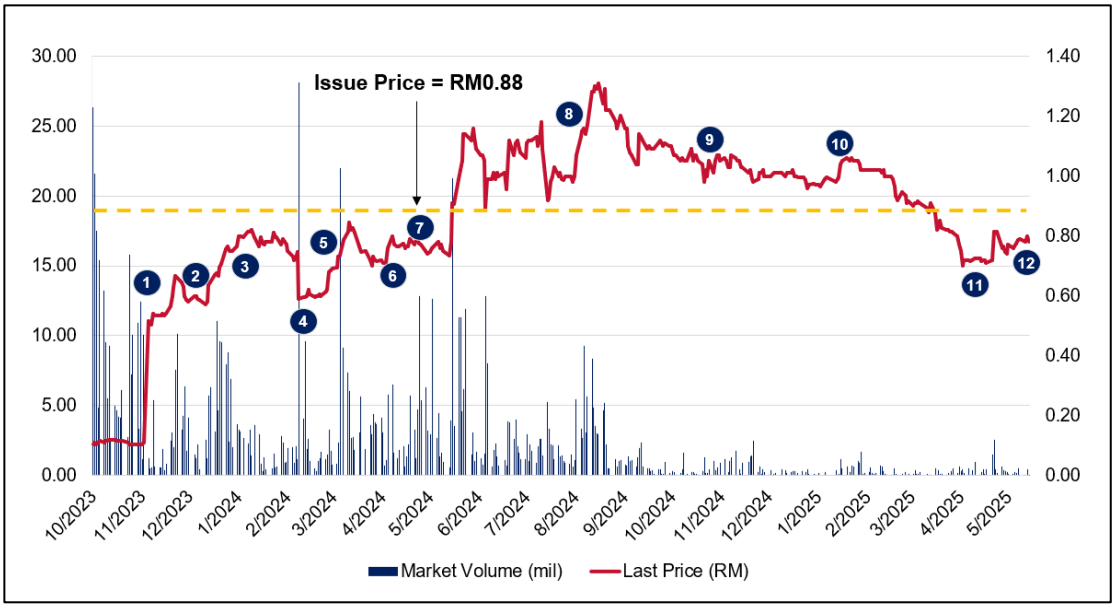
(i) a premium of 2.7% and 18.3% over the 6-month VWAP and 12-month VWAP of LFG Shares up to and including the LTD 1, respectively;

(ii) a premium of 37.5% to the latest audited consolidated NA per LFG Share as at 31 December 2023 of RM0.64 which also reflects a PB multiple of 1.4 times;

(iii) a PB multiple of 1.4 times based on the latest unaudited consolidated NA per LFG Share as at 30 June 2024 of RM0.61 as compared with the PB multiples of the OSV Comparable Companies which ranges between 0.9 times to 1.7 times; and

(iv) a premium of 20.21% as well as a PB multiple of 1.2 times based on the latest audited consolidated NA per LFG Share as at 31 December 2024 of RM0.73 as compared with the PB multiples of the OSV Comparable Companies which ranges between 0.9 times to 1.7 times.

To evaluate the Issue Price, we have taken into consideration the movement of the closing market prices of LFG Shares over the past 12 months up to 21 October 2024, being the latest practicable date as disclosed in the SSPA Announcement ("**Announcement LPD**"), and has further evaluate the movement of the closing market prices of LFG Shares up to the LPD as depicted below:



(Source: Bloomberg L.P.)

No.	Date	Announcement
(1)	November 2023	• On 7 November 2023, LFG announced that Icon Offshore Group Sdn Bhd ("**IOGSB**"), a wholly owned subsidiary of LFG, had on 18 October 2023 been awarded with a Letter of Award from SEA Hibiscus for the provision of one 60MT anchor handling tug vessel to perform their 2023/24 drilling campaign. • On 29 November 2023, LFG announced its third quarter consolidated results for the FPE 30 September 2023, whereby LFG recorded an unaudited PBT of RM8.75 million for the FPE 30 September 2023 as compared to an unaudited PBT of RM12.17 million for the FPE 30 September 2022. • On 29 November 2023, LFG announced that LFG's existing number of 2,706,540,787 Shares and 654,513,210 Warrants A has been consolidated into 541,307,489 Consolidated Shares and 130,902,600 Consolidated Warrants A following the listing and quotation on the Main Market of Bursa Securities ("**Share Consolidation**").
(2)	December 2023	• On 14 December 2023, LFG announced that an offer of ordinary shares under Employees' Share Grant Plan ("**ESGP**") Scheme which consists of Performance Share Plan ("**PSP**") and the Retention Share Plan ("**RSP**") has been made to Dato Sri Hadian bin Hashim, the managing director and other eligible persons of its Company.
(3)	January 2024	• On 4 January 2024, LFG announced that an offer of ordinary shares under the RSP of the ESGP Scheme has been made to other eligible persons of its Company.
(4)	February 2024	• On 29 February 2024, LFG announced its fourth quarter consolidated results for the FPE 31 December 2023, whereby LFG recorded an unaudited Loss Before Tax ("**LAT**") of RM1.06 million for the FPE 31 December 2023 as compared to an unaudited PBT of RM163.63 million for the FPE 31 December 2022.
(5)	March 2024	• On 1 March 2024, LFG announced that an offer of ordinary shares in ESGP Scheme which consists of PSP and RSP has been made to the eligible person of its Company. • On 4 March 2024, LFG announced that IOGSB, a wholly owned subsidiary of LFG had been awarded with a Letter of Award from a Petroleum Arrangement Contractor ("**PAC**") for the provision of one unit Platform Supply Vessel for PAC's drilling campaign. • On 14 March 2024, LFG announced that IOGSB, a wholly owned subsidiary of LFG had executed a Letter of Award and a Charter Party Agreement with Petrolanpan Sdn Bhd for the provision of one unit Accommodation Work Boat for hook-up and commissioning work activities. • On 26 March 2024, LFG received a notice of unconditional mandatory take-over offer from AmInvestment Bank Berhad on behalf of Liannex Maritime Sdn Bhd.

No.	Date	Announcement
(6)	April 2024	• On 30 April 2024, LFG released its annual report for the FYE 31 December 2023.
(7)	May 2024	• On 7 May 2024, LFG announced that the unconditional mandatory take-over offer has closed on 7 May 2024. • On 23 May 2024, LFG announced its first quarter consolidated results for the FPE 31 March 2024, whereby LFG recorded an unaudited LBT of RM26.51 million for the FPE 31 March 2024 as compared to an unaudited LBT of RM2.27 million for the FPE 31 March 2023.
(8)	August 2024	• On 12 August 2024, LFG announced that an incident occurred on 2 August 2024 at the Sapar Alpha platform near Bintulu, involving the vessel Icon Amara, which resulted in two fatalities and one serious injury. • On 30 August 2024, LFG announced its second quarter consolidated results for the FPE 30 June 2024, whereby LFG recorded an unaudited PAT of RM10.12 million for the FPE 30 June 2024 as compared to an unaudited PAT of RM7.48 million for the FPE 30 June 2023. • On 30 August 2024, LFG announced that it has entered into separate binding term sheets in relation to the Proposed Acquisitions.
(9)	November 2024	• On 28 November 2024, LFG announced its third quarter consolidated results for the FPE 30 September 2024, whereby LFG recorded an unaudited PBT of RM7.02 million for the FPE 30 September 2024 as compared to an unaudited PBT of RM13.95 million for the FPE 30 September 2023.
(10)	January 2025	• On 31 January 2025, LFG announced the completion of the Acquisition of Yinson Camellia and the Acquisition of Regulus Offshore.
(11)	February 2025	• On 28 February 2025, LFG announced its fourth quarter consolidated results for the FPE 31 December 2024, whereby LFG recorded an unaudited PBT of RM32.90 million for the FPE 31 December 2024 as compared to an unaudited PBT of RM12.79 million for the FPE 31 December 2023.
(12)	March 2025	• On 21 March 2025, LFG announced that it has entered into a joint venture agreement in relation to an establishment of joint venture company which primarily engaging in ship owning, ship operations, all types of leasing and maritime services.
(13)	April 2025	• On 30 April 2025, LFG released its annual report for the FYE 31 December 2024.
(14)	May 2025	• On 30 May 2025, LFG announced its first quarter consolidated results for the FPE 31 March 2025, whereby LFG recorded an unaudited PBT of RM10.29 million for the FPE 31 March 2025 as compared to an unaudited LBT of RM26.51 million for the FPE 31 March 2024.

No.	Date	Announcement
		• On 30 May 2025, LFG announced its single-tier interim dividend of 1 sen per ordinary share.

Save for the above announcements made by LFG, there is no fundamental change to the business of LFG or announcements of material development affecting LFG and / or its share price up to the LPD as illustrated in the above historical share price graph.

Based on the graph above, we noted that:

(i) the closing market prices of LFG Shares after the completion of the Share Consolidation on 29 November 2023 and prior to the closing of the unconditional mandatory take-over by Liannex Maritime on 7 May 2024 ranges from RM0.505 to RM0.845;

(ii) the closing market prices of LFG Shares post the closing of the unconditional mandatory take-over offer by Liannex Maritime on 7 May 2024 up to the Announcement LPD ranges from RM0.735 to RM1.310; and

(iii) the closing market prices of LFG Shares post the Announcement LPD up to the LPD ranges from RM0.700 to RM1.100.

We are of the view that the non-interested shareholders of LFG should take note of LFG's Share prices for the period between 29 November 2023 and 6 May 2024 as LFG's Share prices thereafter may have been influenced by the closing of the unconditional mandatory take-over by Liannex Maritime on 7 May 2024 as well as the Term Sheet Announcement on 29 August 2024 which may not be directly attributable to the financial performance of LFG. In addition, the recent movement of the market price of LFG Shares may also been affected by external macroeconomic, political and regulatory factors. As the Group conducts business internationally, especially in the maritime, logistics and offshore support sectors, the Group is exposed to risks such as changes in political leadership, new or amended regulations, economic slowdowns, interest rate volatility, foreign exchange fluctuations and geopolitical developments such as war or trade tensions such as the recent uncertainty in US trade policies, which may result in escalation of geopolitical risks.

Further, the table below sets out the (discount) / premium represented by the Issue Price vis-à-vis the relevant last traded market price / VWAP of LFG Shares up to and including the Announcement LPD and up to and including the LPD:

	Last traded market price / VWAP of LFG Shares RM	(Discount) / Premium of the Issue Price over last traded market price / VWAP of LFG Shares RM	 %
Up to the Announcement LPD			
Last traded market price	1.1000	(0.2200)	(20.00)
5-day VWAP	1.1129	(0.2329)	(20.93)
1-month VWAP	1.1030	(0.2230)	(20.22)
3-month VWAP	1.1326	(0.2526)	(22.30)
6-month VWAP	0.9798	(0.0998)	(10.19)
1-year VWAP	0.6638	0.2162	32.57
Up to the LPD			
Last traded market price	0.7800	0.1000	12.82
5-day VWAP	0.7781	0.1019	13.10
1-month VWAP	0.7588	0.1212	15.97
3-month VWAP	0.7818	0.0982	12.56
6-month VWAP	0.9144	(0.0344)	(3.76)

	Last traded market price / VWAP of LFG Shares	(Discount) / Premium of the Issue Price over last traded market price / VWAP of LFG Shares	
	RM	RM	%
1-year VWAP	1.0474	(0.1674)	(15.98)

(Source: Bloomberg L.P.)

Based on our evaluation above, the Issue Price represents:

(i) a discount of RM0.2200 or (20.00%) over the last traded market price of LFG Shares as at the Announcement LPD;

(ii) a discount ranging from RM0.0998 or (10.19%) to RM0.2526 or (22.30%) over the 5-day, 1-month, 3-month and 6-month VWAPs of LFG Shares up to the Announcement LPD;

(iii) a premium of RM0.2162 or (32.57%) over the 1-year VWAP of LFG Shares up to the Announcement LPD;

(iv) a premium of RM0.1000 or (12.82%) over the last traded market price of LFG Shares as at the LPD;

(v) a premium ranging from RM0.0982 or (12.56%) to RM0.1212 (15.97%) over the 5-day, 1-month and 3-month VWAPs of LFG Shares up to the LPD; and

(vi) a discount ranging from RM0.0344 (3.76%) to RM0.1674 or (15.98%) over the 6-month and 1-year VWAPs of LFG Shares up to the LPD.

Notwithstanding that the Issue Price represents a discount ranging from RM0.0998 or (10.19%) to RM0.2526 or (22.30%) over the 5-day, 1-month, 3-month and 6-month VWAP of LFG Share up to and including the Announcement LPD, the share price may have fluctuated significantly over recent months due to the market's reaction to the unconditional mandatory take-over offer by Liannex Maritime and Term Sheet Announcement. In addition, notwithstanding that the Issue Price represents a discount ranging from RM0.0344 or (3.76%) to RM0.1674 or (15.98%) over the 6-month and 1-year VWAPs of LFG Shares up to and including the LPD, the share price may have fluctuated significantly due to the external macroeconomic, political and regulatory factors. These factors may not be reflective of LFG's financial performance.

We also take note of the Board's decision (save for the Interested Director) to fix the Issue Price via the Term Sheets on 30 August 2024 prior to entering into the SSPAs following negotiations with the Vendors, in view of the untowards price movements of LFG Shares after the closing of the unconditional mandatory take-over offer by Liannex Maritime on 7 May 2024 up to the LTD 1 which ranges from RM0.735 to RM1.160.

As such, we are of the view that it is more appropriate to compare the Issue Price to the VWAP of LFG Shares for the period between 29 November 2023 (date of completion of the Share Consolidation) and 6 May 2024 (being the date prior to the closing of the unconditional mandatory take-over offer by Liannex Maritime on 7 May 2024 as well as before the Term Sheet Announcement) as set out below:

	VWAP of LFG Shares	(Discount) / Premium of the Issue Price over VWAP of LFG Shares	
	RM	RM	%
29 November 2023 to 6 May 2024	0.6972	0.1828	26.22

Additionally, the difference in number of Consideration Shares to be issued pursuant to the Approved Acquisitions based on the Issue Price as compared to the last transacted market price of LFG Share as at the Announcement LPD of RM1.10 and the last transacted market price of LFG Share as at the LPD of RM0.78 are as follows:

		No. of Consideration Shares to be issued		
	Purchase Consideration	**Based on the Issue Price**	**Based on last transacted market price of LFG Shares as at the Announcement LPD of RM1.10**	**Based on last transacted market price of LFG Shares as at the LPD of RM0.78**
	RM'million	**No. of Shares**	**No. of Shares**	**No. of Shares**
Proposed Acquisition of Liannex Fleet	182.0	206,818,182	165,454,546	233,333,333
Proposed Acquisition of Yinson Power Marine	18.0	20,454,545	16,363,636	23,076,923

We take note that the number of Consideration Shares to be issued based on the Issue Price is higher when compared to the last transacted market price of LFG Share as at the Announcement LPD of RM1.10 which will result in a higher dilution impact. In addition, the Approved Acquisitions will also result in higher revenue and earnings which would result in a higher EPS for LFG Group. Please refer to **Section 2.7 of this IAL** for our commentaries on the effects of the Approved Acquisitions on the EPS of LFG Group.

We also take note that the number of Consideration Shares to be issued based on the last transacted market price of LFG Shares as at the LPD of RM0.78 is higher when compared to the Issue Price, which will increase the dilution impact. Notwithstanding, the Approved Acquisitions had been duly approved by the non-interested shareholders of LFG at the EGM held on 27 January 2025. Furthermore, there are no changes to the Purchase Consideration, Issue Price and number of Consideration Shares in relation to the Approved Acquisitions. The Proposals are merely to facilitate the completion of the Approved Acquisitions through the issuance and allotment of the Consideration Shares to the Vendors.

In this regard, we maintain our view as stated in the Initial Circular, that the Issue Price is **fair** and **reasonable**, and it is not **detrimental** to the interests of the non-interested shareholders of LFG.

2.4 Rationale and benefits of the Approved Acquisitions

We take note that the Approved Acquisitions would benefit LFG as the Approved Acquisitions will increase LFG's operational capacity and customer base, as well as expand LFG's service offering. We also take note that the Approved Acquisitions would enable the Group to service new geographical regions with market potential, namely Singapore, Vietnam, Thailand, Bangladesh and Indonesia.

We are of the view that the rationale and benefits of the Approved Acquisitions are **reasonable**. Nevertheless, the non-interested shareholders of LFG should note that the potential benefits arising from the Approved Acquisitions are subject to certain risk factors as disclosed in **Section 2.1.6, Part A of the Circular**.

2.5 Industry overview, outlook and prospects

We noted the overview and outlook of the marine transportation industry in Singapore as detailed in **Section 2.1.4, Part A of the Circular**.

Singapore has developed into a premier international maritime centre where ships hub and essential ancillary services in shipping, commerce and logistics flourish by capitalising on its strategic location, sophisticated port facilities and shipyards. When the development of Tuas Port (the largest port in Singapore) completed in year 2040, Tuas Port will consolidate the container port operations in a single location and will be able to handle 65 million twenty-foot equivalent units ("**TEUs**") per annum.

(Source: Shaping the Future of Maritime Singapore, Ministry of Transport of Singapore)

We are of the view that the immediate expansion of LFG Group's fleet by an additional 40 maritime assets would enable LFG to capitalise on Singapore's strategic growth as a premier maritime hub and meet the increasing demand for shipping and logistic services.

Based on the above, we believe that moving forward, barring any unforeseen circumstances, the prospects of the target companies for the Approved Acquisitions should be **generally positive** as the enlarged fleet will allow LFG Group to expand its existing customer base as well as diversify its revenue streams.

Nevertheless, we wish to highlight that the Approved Acquisitions are subject to risks and uncertainties which are not within LFG's control, as detailed in Section 2.6 of this IAL. The occurrence of any of such events may impact LFG Group's revenue and earnings to be derived from the Approved Acquisitions. There shall also be no guarantee that the anticipated benefits from the Approved Acquisitions will be realised by LFG Group in the foreseeable future.

2.6 Risks of the Approved Acquisitions

We noted the risks of the Approved Acquisitions as detailed in **Section 2.1.6, Part A of the Circular**.

(i) Non-completion risk

We are of the view that the non-completion risk is a common aspect of similar acquisition proposals or arrangements.

We take note that LFG will take all reasonable steps to ensure that all conditions precedent set out in the SSPAs, insofar as they are within the control of LFG, will be fulfilled within the stipulated timeframe and to mitigate the occurrence of any termination events in order to complete the Proposed Related Party Acquisitions in a timely manner.

(ii) Integration risk

We noted that the key integration risk pursuant to the Approved Acquisitions, amongst others, are the inability to assimilate the new operations and personnel and to integrate the Target Companies successfully with LFG Group's current businesses. We also noted that there can be no assurance that the anticipated benefits from the Approved Acquisitions will be realised and that the duration required for LFG Group's to recoup its investment could be longer than anticipated.

Nevertheless, we take note that the integration risk is reasonably expected to be mitigated by LFG by ensuring that a proper integration exercise and management structure be put in place to ensure successful integration.

(iii) Non-renewal / non-extension of the existing charter contracts for the vessels to be acquired and ability to secure new contracts

We noted that if the existing charter contracts of the subsisting fleet of Liannex Fleet Group are entered into with existing related parties, there is a risk of non-renewal of the existing charter contracts should the said related party transactions are not approved by the non-interested shareholders of LFG which in turn may have an adverse impact on the financial performance and business operations of LFG Group post acquisitions.

We take note that Liannex Fleet's long-term charter arrangement with Liannex Corporation is set to expire on 31 December 2027, with 2 optional 1-year extensions at the discretion of Liannex Corporation. Liannex Corporation is the main charterer of the existing fleet of vessels owned by Liannex Fleet, contributing more than 90% of the total revenue of Liannex Fleet for the FYE 31 December 2023 and FYE 31 December 2024, respectively. Nevertheless, we take note that LFG will take all reasonable steps in mitigating such risks by exploring to diversify the customer base and secure charter contracts with unrelated third parties in advance.

(iv) Dependence on the directors and key management of the Target Companies

We noted that the business operations and financial performance of the Target Companies are dependent on, amongst others, the continuous efforts, experience and abilities of the existing key management personnel. In addition, we noted that there can be no assurance the loss of any key personnel of the Target Companies can be avoided and would not affect the business operations and financial performance of the Target Companies.

Nevertheless, we take note that LFG will strive to adopt appropriate measures to retain the Target Companies' key management personnel and attract qualified personnel. LFG will also reduce its reliance on any key management personnel by regularly reviewing its workforce competency and human resource policies (including succession planning) to ensure that it will be able to effectively mitigate the associated risks.

Based on the above, the risks associated with the Approved Acquisitions are the typical risks associated with the business of LFG and are inherent in transactions of this nature. Although measures have been / will be taken by LFG to mitigate such risks associated with the Approved Acquisitions, no assurance can be given that one or a combination of the risk factors will not occur and give rise to material adverse impact on the business and operation of LFG, its financial performance or prospects thereon.

2.7 Effects of the Approved Acquisitions

We noted the pro forma effects of the Approved Acquisitions remain as those disclosed in the Initial Circular, save for the shareholding of the substantial shareholders of the Company which has changed with the completion of Acquisition of Regulus Offshore and Acquisition of Yinson Camellia on 31 January 2025 and with the completion of the Acquisition of ICON Bahtera and the Acquisition of ICON Waja on 16 May 2025, as detailed in **Section 2.1.7, Part A of the Circular**.

Our commentaries on the effects are summarised as follows:

Effects	Kenanga IB's comments
Issued share capital	The Approved Acquisitions will result in an increase in LFG's number of issued Shares from 854,863,652 Shares to 1,082,136,379 Shares following the issuance of Consideration Shares upon the completion of the Approved Acquisitions.
Substantial shareholders' shareholdings	Upon the completion of the Approved Acquisitions, the collective shareholding of the PAC Group in LFG will increase from 41.25% to 53.59%.
NA, NA per LFG Share and gearing	The Approved Acquisitions will result in an increase in the equity attributable to the owners of LFG from RM439.94 million as at 31 December 2024 to RM829.53 million (after subsequent events or transactions completed from 1 January 2025 up to the LPD). The equity attributable to the owners per LFG Share will also increase from RM0.71 as at 31 December 2024 to RM0.77 pursuant to the completion of the Approved Acquisitions (after subsequent events or transactions completed from 1 January 2025 up to the LPD). Additionally, after subsequent events or transactions completed from 1 January 2025 up to the LPD and upon completion of the Approved Acquisitions, the gearing level of LFG Group is expected to increase from 0.37 times as at 31 December 2024 to 0.40 times due to the increase in the consolidation of interest-bearing borrowings (excluding lease liabilities) of the target companies pursuant to the Approved Acquisitions.
Earnings and EPS	The Approved Acquisitions are expected to improve LFG Group's earnings and EPS, with the pro forma consolidated PAT attributable to the owners of LFG increasing from RM44.05 million for the FYE 31 December 2024 to RM65.45 million (after accounting for estimated expenses relating to the Approved Acquisitions), assuming the Approved Acquisitions were effected on 1 January 2024. Consequently, the EPS of LFG would increase from RM0.0422 to RM0.0605, reflecting the impact of higher earnings contributed by the acquired entities. This increase underscores the earnings accretive nature of the Approved Acquisitions, supporting LFG's growth and shareholder value.

Premised on the above, we are of the view that the pro forma effects of the Approved Acquisitions are **reasonable** and **not detrimental** to the interests of the non-interested shareholders on an overall basis.

2.8 Public shareholding spread

We noted that the public shareholding spread of the Company after the Approved Acquisitions will decrease from 31.70% as at the LPD to 29.61% as detailed in **Section 2.1.8, Part A of the Circular**. We also take note that the public shareholding spread of the Company after the Approved Acquisitions will remain in compliance with the Public Spread Requirement.

Based on our evaluation on the Approved Acquisitions above, we are of the opinion that the Approved Acquisitions is **fair** and **reasonable** and **not detrimental** to the interests of non-interested shareholders.

3. DETAILS OF THE PROPOSALS

Please refer to **Section 3, Part A of the Circular** for details of the Proposals.

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

4.1 Proposed Variation

Save as disclosed below, none of the Directors, Major Shareholders of the Company and / or persons connected with them have any interest, direct or indirect, in the Proposed Variation:

(i) Liannex Maritime, a direct Major Shareholder of the Company, is a wholly-owned subsidiary of Liannex Corporation which is the vendor for the Proposed Acquisition of Liannex Fleet;

(ii) Liannex Corporation, an indirect Major Shareholder of the Company, is the holding company of Liannex Maritime and the vendor for the Proposed Acquisition of Liannex Fleet;

(iii) Mr. LHW, being the vendor for the Proposed Acquisition of Yinson Power Marine, is an indirect Major Shareholder of the Company, by virtue of his deemed interest via his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act which in turn is the vendor for the Proposed Acquisition of Liannex Fleet, as well as his deemed interest in Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act;

(iv) Madam Bah, an indirect Major Shareholder of the Company, by virtue of her deemed interest in Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act;

(v) LCW, the Interested Director who is Executive Chairman of the Company and also the son of Mr. LHW and Madam Bah;

(vi) Yinson Offshore, a direct Major Shareholder of the Company, is a wholly-owned subsidiary of YHB which is a person connected to Mr. LHW by virtue of his indirect interest in YHB of 25.05% as at the LPD; and

(vii) YHB, an indirect Major Shareholder of the Company by virtue of its shareholding in Yinson Offshore.

Accordingly, the Interested Director has abstained and will continue to abstain from all deliberations and voting at the board meetings of the Company pertaining to the Proposed Variation.

As at the LPD, the Interested Director does not hold any LFG Shares.

The Interested Director and Interested Major Shareholders will abstain from voting in respect of their direct and / or indirect shareholding in the Company, if any, on the resolution pertaining to the Proposed Variation to be tabled at the forthcoming EGM.

The Interested Director and Interested Major Shareholders have undertaken to ensure that persons connected with them will abstain from voting in respect of their direct and / or indirect shareholding in the Company, if any, on the resolution pertaining to the Proposed Variation to be tabled at the forthcoming EGM.

Please refer to **Section 11.1, Part A of the Circular** for further details.

4.2 Proposed Exemption

Save as disclosed below, none of the Directors, major shareholders of the Company and / or persons connected with them have any interest, direct or indirect, in the Proposed Exemption:

(i) Liannex Maritime, a direct Major Shareholder of the Company and a wholly-owned subsidiary of Liannex Corporation, is a member of the PAC Group;

(ii) Liannex Corporation, an indirect Major Shareholder of the Company and the holding company of Liannex Maritime, is a member of the PAC Group;

(iii) Mr. LHW, being the vendor for the Proposed Acquisition of Yinson Power Marine as well as an indirect Major Shareholder of the Company, by virtue of his deemed interest via his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act which in turn is the vendor for the Proposed Acquisition of Liannex Fleet, as well as his deemed interest in Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act, is a member of the PAC Group;

(iv) Madam Bah, an indirect Major Shareholder of the Company, by virtue of her deemed interest in Yinson Offshore via her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act, is a member of the PAC Group; and

(v) LCW, Executive Chairman of the Company and also the son of Mr. LHW and Madam Bah.

(collectively, "**Interested Parties**")

The Interested Parties will abstain from voting in respect of their direct and / or indirect shareholding in the Company, if any, on the resolution pertaining to the Proposed Exemption to be tabled at the forthcoming EGM.

The Interested Director has abstained and will continue to abstain from all deliberations and voting at the board meetings of the Company pertaining to the Proposed Exemption.

The Interested Parties have undertaken to ensure that persons connected with them will abstain from voting in respect of their direct and / or indirect shareholding in the Company, if any, on the resolution pertaining to the Proposed Exemption to be tabled at the forthcoming EGM.

Please refer to **Section 11.2, Part A of the Circular** for further details.

5. SCOPE AND LIMITATIONS OF OUR EVALUATIONS OF THE PROPOSALS

Kenanga IB was not involved in the formulation, deliberation and negotiation of the terms and conditions of the Proposals.

Our scope as the Independent Adviser for the Proposals is limited to expressing an independent opinion on the terms of the Proposals insofar as the non-interested shareholders of LFG are concerned based on information and documents made available to us as set out below:

(i) the information contained in **Part A of the Circular** together with the accompanying appendices;

(ii) audited and unaudited financial statements;

(iii) other relevant information, documents, confirmations and / or representations provided by the Board and the management of LFG ("**Management**");

(iv) discussions and consultation with the Management; and

(v) other relevant publicly available information.

It is not within our terms of reference to express any opinion on legal, accounting and taxation issues relating to the Proposals or commercial merits of the Proposals.

We have relied on the Board and the Management to exercise due care to ensure that all information, documents and representations provided to us to facilitate our evaluations are accurate, valid and complete in all material respects and free from material omission. The Board has seen, reviewed and accepted this IAL. We have also undertaken reasonableness checks on a holistic basis in accordance with Schedule 2: Part III of the Rules, and where possible, corroborating such information with independent sources. The Board has, individually and collectively, accepted full responsibility for the accuracy, validity and completeness of the information provided to us and given herein (save for our assessment, evaluations and opinions) and has confirmed that after making all reasonable enquiries and to the best of their knowledge and belief, there is no omission of any fact that would make any statement in this IAL incomplete, misleading or inaccurate as at the LPD.

Accordingly, having made all reasonable enquiries, we are satisfied with the sufficiency of the information provided and disclosure from the Board and the Management, and we have no reason to believe that any of the information is unreasonable, unreliable, inaccurate, incomplete and / or that there are any facts not contained in this IAL, the omission of which would make any information in this IAL misleading.

Our evaluations and opinions as set out in this IAL are based upon market, economic, industry, regulatory and the information / documents made available to us, as at the LPD. Such conditions may change significantly over a short period of time. Accordingly, our evaluations and opinions in this IAL do not consider the information, events and conditions arising after the LPD or such other periods as specified herein, as the case may be.

We will notify the non-interested Directors and the non-interested shareholders of LFG if after the despatch of the Circular, we:

(i) become aware of any significant change affecting the information contained in this IAL;

(ii) have reasonable grounds to believe that a material statement in this IAL is false or misleading; or

(iii) have reasonable grounds to believe that there is a material omission in this IAL.

If circumstances require, a supplementary IAL will be sent to the non-interested Directors and the non-interested shareholders of LFG in accordance with subparagraph 11.07(2) of the Rules shall be made before 9 a.m. on the next market day, pursuant to subparagraph 11.07(3) of the Rules, if there are material changes in our recommendation as set out in this IAL.

In forming our opinion, we have considered factors which we believe would be of relevance and general importance to the non-interested shareholders of LFG as a whole. We have not taken into consideration any specific investment objective, financial situation, risk profiles or particular needs of any individual shareholder or any specific group of shareholders. We recommend that any individual shareholder or group of shareholders who are in doubt as to the action to be taken or require advice in relation to the Proposals in the context of their individual objectives, financial situation, risk profiles or particular needs, to consult their respective stockbrokers, bank managers, solicitors, accountants or other professional advisers.

6. DECLARATION OF CONFLICT OF INTEREST AND OUR CREDENTIALS, EXPERIENCE AND EXPERTISE

Save as disclosed below and our appointment as the Independent Adviser for the Proposals, we do not have any other professional relationship with LFG for the past 2 years preceding the LPD. We confirm that there is no situation of conflict of interest that exists or is likely to exist in relation to our role as the Independent Adviser to LFG for the Proposals. We also confirm that our previous engagement with the Company as set out below will not interfere with our exercise of independent judgement in relation to the Proposals.

On 9 January 2023, we had been appointed by ICON Offshore Berhad (now known as LFG) as a principal adviser for a corporate exercise involving a share capital reduction and share consolidation (collectively, the "**Corporate Exercises**"). The Corporate Exercises are not related to planning, restructuring, acquisition or disposal advisory. The Corporate Exercises were announced on 7 March 2023 and the circular was issued on 9 May 2023. The Corporate Exercises were approved by the shareholders of ICON Offshore Berhad (now known as LFG) at an EGM held on 31 May 2023. Subsequently, the share capital reduction was completed on 7 November 2023 and the share consolidation was completed on 29 November 2023.

On 29 August 2024, we had been appointed by ICON Offshore Berhad (now known as LFG) as an independent adviser for the Approved Acquisitions, Acquisition of Regulus Offshore and Acquisition of Yinson Camellia (collectively, the "**Related Party Acquisitions**"). The Related Party Acquisitions were announced on 22 November 2024 and the Initial Circular was issued on 10 January 2025. The Related Party Acquisitions were approved by the shareholders of ICON Offshore Berhad (now known as LFG) at an EGM held on 27 January 2025. As the independent adviser for the Related Party Acquisitions, we were not involved in the planning and structuring of the Related Party Acquisitions.

We provide a range of advisory services which include, amongst others, mergers, acquisitions and divestitures, take-overs / general offers, fund raising and initial public offerings. We have experience in the independent analysis of transactions and issuing opinions on whether the terms and financial conditions of a transaction are deemed fair and reasonable, including those of acquisitions, disposals and general offers. We are a holder of a Capital Markets Services Licence issued by the SC as a principal adviser who is permitted to carry on the regulated activity of advising on corporate finance under the CMSA.Our credentials and experience as an Independent Adviser since 2021 up to the LPD include, amongst others, the following:

No.	Company	Proposals
1.	Parkwood Holdings Berhad ("**Parkwood**")	Independent advice letter dated 17 April 2025 to the non-interested shareholders of Parkwood in relation to the proposed exemptions from the obligation to undertake the mandatory take-over offer under the Rules.
2.	ICON Offshore Berhad ("**ICON**")	Independent advice letter dated 10 January 2025 to the non-interested shareholders of ICON (now known as LFG) in relation to the Related Party Acquisitions.
3.	Ranhill Utilities Berhad ("**Ranhill**")	Independent advice circular dated 28 June 2024 to the non-interested directors and the holders of the offer shares in Ranhill pertaining to an unconditional mandatory take-over offer under the Rules.
4.	UMW Holdings Berhad ("**UMW**")	Independent advice circular dated 8 January 2024 to the holders of the offer shares in UMW pertaining to an unconditional mandatory take-over offer under the Rules.
5.	Pelikan International Corporation Berhad ("**PICB**")	Independent advice letter dated 7 September 2023 to the shareholders of PICB pertaining to a proposed disposal.

No.	Company	Proposals
6.	Malaysian Building Society Berhad ("**MBSB**")	Independent advice letter dated 12 July 2023 to the shareholders of MBSB in relation to a proposed acquisition of 100% equity interest of Malaysian Industrial Development Finance Berhad from its sole shareholder, Permodalan Nasional Berhad.
7.	Sunway Real Estate Investment Trust ("**Sunway REIT**")	Independent advice letter dated 31 May 2023 to the non-interested unitholders of Sunway REIT pertaining to a proposed acquisition.
8.	Lingkaran Trans Kota Holdings Berhad ("**LITRAK**")	Independent advice letter dated 15 May 2023 to the shareholders of LITRAK pertaining to a proposed capital reduction and repayment, and proposed delisting.
9.	Boustead Holdings Berhad ("**Boustead**")	Independent advice circular dated 17 April 2023 to the holders of the offer shares in Boustead pertaining to a conditional voluntary take-over offer under the Rules.
10.	CapitaLand Malaysia Trust ("**CLMT**")	Independent advice letter dated 8 February 2023 to the non-interested unitholders of CLMT pertaining to the proposed acquisition of 433 strata titles within Queensbay Mall held by Special Coral Sdn Bhd, and the entire equity stakes in Scenic Growth Sdn Bhd, Luxury Ace Sdn Bhd, Success Idea Sdn Bhd, and Milky Way Hypermarkets / Retail Complexes Berhad.
11.	Lion Posim Berhad ("**LPB**")	Independent advice letter dated 17 November 2022 to the non-interested shareholders of LPB pertaining to a proposed unincorporated joint venture and proposed diversification.
12.	Cycle & Carriage Bintang Berhad ("**CCB**")	Independent advice circular dated 15 August 2022 to the holders of the offer shares in CCB pertaining to an unconditional voluntary take-over offer under the Rules.
13.	Shin Yang Shipping Corporation Berhad ("**SYSCORP**")	Independent advice letter dated 17 May 2022 to the non-interested shareholders of SYSCROP pertaining to the proposed acquisition of Piasau Gas Sdn Bhd.
14.	IJM Plantations Berhad ("**IJMP**")	Independent advice circular dated 30 September 2021 to the holders of the offer shares in IJMP pertaining to an unconditional mandatory take-over offer under the Rules.

Premised on the above, we are capable, competent and have the relevant experience in carrying out our role and responsibilities as the Independent Adviser for the Proposals.

7. EVALUATIONS OF THE PROPOSALS

We have assessed various aspects of the Proposals in accordance with paragraph 8 of Schedule 2: Part III of the Rules, including the rationale and financial effects of the Proposals as well as the implication of the Proposed Exemption to the non-interested shareholders of LFG. Our opinion on the fairness and reasonableness of the Proposals are rendered on a holistic approach. In forming our opinion to the non-interested Directors and the non-interested shareholders of LFG, we have taken the following into consideration in our evaluation:

Section 7.1	:	Rationale of the Proposals
Section 7.2	:	Risk factors in relation to the Proposals
Section 7.3	:	Evaluation of the Proposed Variation
Section 7.4	:	Evaluation of the salient terms of the Supplemental SSPA
Section 7.5	:	Effects of the Proposals
Section 7.6	:	Implications of the Proposed Exemption

7.1 Rationale of the Proposals

7.1.1 Proposed Variation

The rationale for the Proposed Variation is set out in **Section 4, Part A of this Circular**.

Based on the rationale for the Proposed Variation, the Proposed Variation will allow the Company and the Vendors to proceed and complete the Approved Acquisitions which have already been approved by the non-interested shareholders at the EGM of the Company held on 27 January 2025.

Premised on the above, we are of the view that the rationale for the Proposed Variation is **justifiable**.

7.1.2 Proposed Exemption

The rationale for the Proposed Exemption is set out in **Section 4, Part A of this Circular**.

Based on the rationale and benefits for the Proposed Exemption, the Proposed Exemption will relieve the PAC Group from the obligation to undertake the MGO after the issuance and allotment of the Consideration Shares to the Vendors as settlement of the Purchase Consideration. This is also after taking into consideration the completed 2024 Offer by Liannex Maritime, being a member of the PAC Group, which closed slightly over a year ago from the date of this Circular, resulting in Liannex Maritime directly holding 56.55% in the Company, obtaining statutory control of the Company, it is not the intention of the PAC Group to undertake another MGO soon after. Further, the Proposed Exemption will allow the Approved Acquisitions to be completed which in turn will enable the Group to enlarge its marine vessel fleet and expand its marine transportation business.

Premised on the above, we are of the view that the rationale for the Proposed Exemption is **justifiable**.

7.2 Risk factors in relation to the Proposals

In considering the Proposals, the non-interested Directors and non-interested shareholders are advised to give careful consideration to the risks of the Proposals as set out in **Section 5, Part A of the Circular** and as summarised as follows:

(i) Completion risk

We take note that the Proposed Variation is conditional upon the Proposed Exemption. In the event that either the Proposals are not approved by the non-interested shareholders of the Company at the forthcoming EGM or the Proposed Exemption is not approved by the SC, the Proposed Variation is unable to proceed. As such, the Approved Acquisitions will not be completed based on the terms and conditions of the SSPA and will, therefore, be terminated. We also take note that subject always to the decision of the Board as well as the recommendation of the Audit and Risk Management Committee, the Company may re-engage the Vendors to explore the possible acquisition of the Target Companies again based on new terms and conditions to be mutually agreed upon by the parties.

Nevertheless, we are of the view that the completion risk is a common aspect of similar proposals or arrangements.

(ii) Ability of the Major Shareholders to exert control on LFG and dilution to the remaining shareholders' shareholding in LFG

We take note that upon the completion of the Approved Acquisitions, the collective shareholding of the PAC Group in LFG will increase from 41.25% to 53.59%, thereby obtaining statutory control of LFG, which enable the PAC Group to exert significant influence on the outcome of certain matters requiring the vote of the shareholders of LFG, unless the PAC Group and persons connected with them are required to abstain from voting by law and / or by the relevant guidelines and regulations.

Nevertheless, we are of the view that the PAC Group, with a current shareholding of 41.25%, already constitutes the single largest shareholder bloc in LFG and therefore presently holds significant influence over the outcome of the Company's resolutions.

7.3 Evaluation of the Proposed Variation

We noted that on 9 May 2025, the Company has entered into the Supplemental SSPA to vary certain clauses of the SSPA (i.e. Proposed Variation), as detailed in **Section 3.1, Part A of the Circular**. Our commentaries on the terms varied by the Supplemental SSPA are as follows:

No.	As disclosed in the Initial Circular	As varied by the Supplemental SSPA	Kenanga IB's comments
1.	**Definition**	**Definition**	
	(a) "Completion Date means the Business Day falling 14 Business Days after the Unconditional Date, or such other date as the Parties may mutually agree in writing, on which Completion is to take place."	(a) "Completion Date means – (1) the Unconditional Date; (2) any Business Day falling within a period of 14 Business Days after the Unconditional Date; or such other date as the Parties may mutually agree in writing, on which Completion is to take place."	(a) We noted that the definition of Completion Date was amended to the Unconditional Date, or any Business Day falling within a period of 14 Business Days after the Unconditional Date, or such other date as the Parties may mutually agree in writing, on which completion of the Approved Acquisitions ("**Completion**") is to take place. We noted that the variation to the definition of Completion Date in the Supplemental SSPA allows the Company to expedite the Completion and assume ownership of Liannex Fleet and Yinson Power Marine, respectively, whereby the Completion may occur immediately upon the SSPA becoming unconditional, rather than after 14 Business Days from the Unconditional Date as set out in the SSPA.
	(b) "Cut-Off Date means a date falling 180 days from the date of this agreement, or such other date as may be agreed upon between the Parties as the last date by which the Conditions Precedent shall be fulfilled."	(b) "Cut-Off Date means a date falling 270 days from the date of this agreement, or such other date as may be agreed upon between the Parties as the last date by which the Conditions Precedent shall be fulfilled."	(b) We noted that the Cut-Off Date was amended from 180 days to 270 days from the date of the SSPA, or such other date as may be agreed upon between the Parties as the last date by which the Conditions Precedent shall be fulfilled. We noted that the variation to the definition of Cut-Off Date allows for an extension of time for the fulfilment of the Conditions Precedent after taking into account the time taken to complete the Proposed Exemption.

No.	As disclosed in the Initial Circular	As varied by the Supplemental SSPA	Kenanga IB's comments
2.	**Agreement Conditional** Completion of the sale and purchase of the Sale Shares in accordance with the terms of this agreement are in all respects conditional on the following being obtained on or before the Cut-Off Date: (a) the Purchaser obtaining the approval of its board of directors and shareholders for the purchase of the Sale Shares in accordance with the terms of this agreement; (b) the Purchaser obtaining the approval of the Bursa Securities for the listing of, and quotation of the Consideration Shares on the Main Market of Bursa Securities; (c) Liannex Corporation obtaining the approval of its board of directors for the sale of the Liannex Fleet Shares in accordance with the terms of this agreement; (d) the Purchaser obtaining the approval of BNM in respect of Liannex Fleet for a Resident Entity (as defined in the Foreign Exchange Policy Notices issued by BNM) with Domestic Ringgit Borrowing (as defined in the Foreign Exchange Policy Notices issued by BNM) to invest in Foreign Currency Asset (as defined in the Foreign Exchange Policy Notices issued by BNM) exceeding RM50 million equivalent per calendar year under the Foreign Exchange Policy Notices issued by BNM;	**Agreement Conditional** Completion of the sale and purchase of the Sale Shares in accordance with the terms of this agreement are in all respects conditional on the following being obtained on or before the Cut-Off Date: (a) the Purchaser obtaining the approval of its board of directors and shareholders for the purchase of the Sale Shares in accordance with the terms of this agreement; (b) the Purchaser obtaining the approval of the Bursa Securities for the listing of, and quotation of the Consideration Shares on the Main Market of Bursa Securities; (c) Liannex Corporation obtaining the approval of its board of directors for the sale of the Liannex Fleet Shares in accordance with the terms of this agreement; (d) the Purchaser obtaining the approval of BNM in respect of Liannex Fleet for a Resident Entity (as defined in the Foreign Exchange Policy Notices issued by BNM) with Domestic Ringgit Borrowing (as defined in the Foreign Exchange Policy Notices issued by BNM) to invest in Foreign Currency Asset (as defined in the Foreign Exchange Policy Notices issued by BNM) exceeding RM50 million equivalent per calendar year under the Foreign Exchange Policy Notices issued by BNM;	We noted that an additional condition has been included in the Supplemental SSPA, which is to obtain the approval from the SC for the Proposed Exemption. We noted that this additional condition is necessary to be obtained by the Vendors in order to ensure compliance with the applicable laws and regulatory requirements, e.g. CMSA, Code and the Rules, without having to undertake the MGO pursuant to the Completion since the PAC Group has no intention to undertake the MGO. We also noted that the condition precedent in relation to the settlement or capitalisation of all intercompany balances and shareholder advances between the parties to the SSPA has been converted into a pre-completion obligation in the Supplemental SSPA. Kindly refer to our commentary on the additional pre-completion obligation below.

No.	As disclosed in the Initial Circular	As varied by the Supplemental SSPA	Kenanga IB's comments
	(e) Liannex Corporation procuring that Liannex Maritime Sdn Bhd, a wholly-owned subsidiary of Liannex Corporation, execute the necessary placement agreements to dispose ordinary shares of the Purchaser currently held by Liannex Maritime Sdn Bhd to third party investors prior to the issuance of the Consideration Shares to ensure compliance with the Public Spread Requirement; (f) Settlement or capitalisation of all intercompany balances between the Target Companies and the Vendors and/or the Vendors' associates or related parties and any outstanding shareholder advances owed by the Target Companies to the Vendors and / or the Vendors' associates or related parties, as of the date of completion of the agreement, where the settlement of all the intercompany balances have already been included in determining the Purchase Price; and (g) all other approvals, consents, licences, permits, waivers and exemptions for the sale and purchase of the Sale Shares and its Completion and the transactions contemplated under this agreement being granted by third parties, including all legislative, executive, regulatory, judicial or other authorities in any jurisdiction, to the Purchaser or the Target Companies (as the case may be).	(e) Liannex Corporation procuring that Liannex Maritime Sdn Bhd, a wholly-owned subsidiary of Liannex Corporation, execute the necessary placement agreements to dispose ordinary shares of the Purchaser currently held by Liannex Maritime Sdn Bhd to third party investors prior to the issuance of the Consideration Shares to ensure compliance with the Public Spread Requirement; (f) all other approvals, consents, licences, permits, waivers and exemptions for the sale and purchase of the Sale Shares and its Completion and the transactions contemplated under this agreement being granted by third parties, including all legislative, executive, regulatory, judicial or other authorities in any jurisdiction, to the Purchaser or the Target Companies (as the case may be); and (g) <u>the approval of the SC for the Proposed Exemption.</u> if any of the Conditions Precedent remain unfulfilled by the Cut-Off Date, the Parties may extend the Cut-Off Date to Extended Cut-Off Date or issue a notice of termination to the other parties.	

No.	As disclosed in the Initial Circular	As varied by the Supplemental SSPA	Kenanga IB's comments
	if any of the Conditions Precedent remain unfulfilled by the Cut-Off Date, the Parties may extend the Cut-Off Date to a date to be mutually agreed between the Parties in writing ("**Extended Cut-Off Date**") or issue a notice of termination to the other parties.		
3.	-	**Completion** **Settlement of intercompany balances prior to completion** The Vendors undertake and covenant that there shall be no intercompany balances between the Target Companies and the Vendors and / or the Vendors' associates or related parties and any outstanding shareholder advances owed by the Target Companies to the Vendors and / or the Vendors' associates or related parties as of the Completion Date.	We noted that a new term has been inserted as a pre-completion obligation in the Supplemental SSPA. We are of the view that this term is to safeguard the interest of the shareholders by ensuring that all financial obligations between the Target Companies and the Vendors are fully settled prior to the Completion, hence will ensure that the Target Companies are acquired without any further outstanding liabilities owing to the Vendors.

Based on our evaluation on the terms varied by the Supplemental SSPA, we are of the view that the Proposed Variation is **reasonable** and **not detrimental** to the non-interested shareholders.

7.4 Evaluation of the salient terms of the Supplemental SSPA

The Proposals is subject to the terms and conditions of the Supplemental SSPA as set out in **Appendix I of the Circular**. We noted that the Supplemental SSPA is to vary certain clauses of the SSPA, namely:

(i) inclusion of an additional CP, being the approval of the SC for the Proposed Exemption;

(ii) the settlement or capitalisation of all intercompany balances between Liannex Fleet and Yinson Power Marine and the Vendors and / or the Vendors' associates or related parties and any outstanding shareholder advances owed by Liannex Fleet and Yinson Power Marine to the Vendors and / or the Vendors' associates or related parties, as of the completion date of the SSPA becoming a pre-completion obligation for the Vendors, instead of a CP for the SSPA;

(iii) amendments to the definition of Completion Date for the SSPA; and

(iv) extension of the Cut-Off Date for the SSPA from 180 days from the date of the SSPA to 270 days from the date of the SSPA, or such other date as may be agreed upon between our Company and the Vendors as the last date by which the CPs of the SSPA shall be fulfilled.

Based on our evaluation of the Proposed Variation as set out in **Section 7.3 of this IAL** and our review of the Supplemental SSPA in its entirety, particularly the salient terms as set out above, we are of the view that the overall terms of the Supplemental SSPA is **reasonable** and **not detrimental** to the non-interested shareholders.

7.5 Effects of the Proposals

We noted that the Proposed Variation will not have any effect on the issued share capital of the Company, shareholding of the substantial shareholders, NA per LFG Share, gearing and earnings of the Group as well as EPS.

We also noted that the Proposed Exemption is solely to facilitate the issuance of Consideration Shares to complete the Approved Acquisitions. The Proposed Exemption itself will not have any effect on the share capital, shareholding of the substantial shareholders, NA per Share and gearing of the Group, as well as EPS, as it does not involve any fund raising, new issuance of LFG Shares, nor repayment of debt.

In addition, we take cognisance of the overall effects of the Proposals, including the pro forma effects of the Approved Acquisitions as set out in **Section 6, Part A of the Circular**. Please refer to **Section 2.7 of this IAL**, for our commentaries on the effects of the Approved Acquisitions.

Based on the above, we are of the view that the Proposals and the pro forma effects of the Approved Acquisitions are **not detrimental** to the interests of the non-interested shareholders on an overall basis.

7.6 Implications of the Proposed Exemption

The non-interested shareholders of LFG should note that the SC will only consider the application for the Proposed Exemption if the PAC Group has satisfied, amongst others, the following conditions pursuant to subparagraph 4.08(2) of the Rules:

(i) there has been no acquisition of shares or instruments convertible into and options in respect of shares (other than subscriptions for, rights to subscribe for instruments convertible into or options in respect of new shares which have been disclosed in this Circular) in the 6 months prior to the Term Sheets Announcement on 30 August 2024 but subsequent to negotiations, discussions or the reaching of understandings or

agreements with the Directors in relation to the Approved Acquisitions until completion of the subscription ("**Disqualifying Transaction**"); and

(ii) approval has been obtained from non-interested holders of voting shares or voting rights of LFG at a meeting of the holders of the relevant class of voting shares or voting rights to waive their rights to receive a MGO from the PAC Group. The voting at the meeting shall be conducted by way of a poll.

Any exemption granted will be invalidated if the PAC Group has engaged or engages in a Disqualifying Transaction.

Pursuant to the above, set out below are the impacts on the non-interested shareholders of LFG based on the respective results of the votes for the Proposed Exemption:

In the event the non-interested shareholders of LFG **vote in favour** of the Proposed Exemption:	In the event the non-interested shareholders of LFG **vote against** the Proposed Exemption:
(i) The PAC Group will be able to submit the application to the SC for the Proposed Exemption. The approval from the SC for the Proposed Exemption would then exempt the PAC Group from the obligation to undertake the MGO in LFG to acquire all the remaining LFG Shares and Warrants A not already owned by them upon completion of the Approved Acquisitions. (ii) As the Approved Acquisitions is conditional to the Proposed Exemption (but not vice versa), the approval of the Proposed Exemption will allow LFG to complete the Approved Acquisitions and enable LFG to realise the potential benefits arising from the Approved Acquisitions. (iii) The non-interested shareholders of LFG agree to waive their rights and exempt the PAC Group from the obligation to undertake a MGO based on the highest price paid by the PAC Group for the LFG Shares within the past 6 months before the incurrence of such obligation to undertake the MGO. Hence, the PAC Group will be able to increase their shareholdings in LFG without the obligation to undertake a MGO. (iv) The PAC Group had previously obtained statutory control over LFG after the 2024 Offer undertaken by Liannex Maritime, which is a member of the PAC Group, with 56.55% shareholding in LFG. Subsequent to the completion of the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions, the collective shareholding of the PAC Group reduced from 56.55% to 41.25%, hence the PAC Group no longer have statutory control over LFG.	(i) The PAC Group would not be able to submit an application to the SC for the Proposed Exemption. (ii) In view that the Approved Acquisitions is conditional to the Proposed Exemption (but not vice versa), in the event that the Proposed Exemption is not approved, LFG will not be able to complete the Approved Acquisitions. Consequently, the Approved Acquisitions will be terminated and the potential benefits arising from the Approved Acquisitions will not materialise.

In the event the non-interested shareholders of LFG **vote <u>in favour</u>** of the Proposed Exemption:	In the event the non-interested shareholders of LFG **vote <u>against</u>** the Proposed Exemption:
However, pursuant to the completion of the Approved Acquisitions and the Proposed Exemption, the collective shareholding of the PAC Group will increase from 41.25% to 53.59%. With a shareholding of more than 50%, the PAC Group will have statutory control over LFG and as such, will be able to determine the outcome of ordinary resolutions which require a simple majority of more than 50% pursuant to Section 291(1) of the Act (unless the PAC Group is required to abstain from voting). In addition, the PAC Group is likely to significantly influence the outcome of the special resolutions which will require a special majority of at least 75% at general meetings (unless the PAC Group is required to abstain from voting). (v) The issuance of the Consideration Shares to the Vendors for settlement of the Purchase Consideration of the Approved Acquisitions will have a dilutive effect on the non-interested shareholders' shareholding, which the public shareholding spread will reduce from 31.70% to 29.61% after the completion of the Non-Related Party Acquisitions and Approved Acquisitions. Notwithstanding that, the Approved Acquisitions is expected to improve the Group's earnings, EPS and NA per LFG Share. The Approved Acquisitions will result in an increase in the equity attributable to the owners per LFG Share from RM0.71 as at 31 December 2024 to RM0.77 pursuant to the completion of the Approved Acquisitions (after subsequent event or transactions completed from 1 January 2025 up to the LPD). The Approved Acquisitions are also expected to improve LFG Group's earnings and EPS, with the pro forma consolidated PAT attributable to the owners of LFG increasing from RM44.05 million for the FYE 31 December 2024 to RM65.45 million (after accounting for estimated expenses relating to the Approved Acquisitions), assuming the Approved Acquisitions were effected on 1 January 2024, consequently, the EPS of LFG would increase from RM0.0422 to RM0.0605.	

8. DIRECTORS' INTENTION TO VOTE

As at the LPD, save for the Interested Director, the non-interested Directors do not have any interest (direct and indirect) in LFG Shares. They have confirmed that they will vote in favour of the Proposals in respect of their shareholdings in LFG, if any, at the forthcoming EGM. The Interested Director shall abstain from voting in respect of his direct and / or indirect shareholding in the Company on the resolutions pertaining to the Proposals at the forthcoming EGM.

9. FUTURES PLANS OF LFG AND ITS EMPLOYEES

In accordance with paragraph 8, Schedule 2, Part II of the Rules, the PAC Group has confirmed that as at the LPD, they do not intend to effect any major change to the following:

(i) the continuation of the business of the Group;

(ii) the business of the Group, including any plans to liquidate any of the companies within the Group, sell any material assets or re-deploy the fixed assets of the Group or make any other major change in the structure of the Group; and

(iii) the continued employment of the employees of the Group,

except where such changes are in the ordinary course of the Group's business or are necessary to rationalise or improve the Group's operations and / or financial performance. The PAC Group shall retain the flexibility at any time to consider any options including but not limited to any strategic acquisitions and / or disposals of assets or businesses.

The PAC Group intend to maintain the listing status of LFG on the Main Market of Bursa Securities.

10. DIRECTORS' RESPONSIBILITY STATEMENT

This IAL has been seen and approved by the Board, who collectively and individually accept full responsibility for the accuracy of the information given in this IAL and confirm that, after making all reasonable enquiries and to the best knowledge of the Board, all information relevant to the evaluation of the Proposals has been disclosed and that there are no omission of any material facts which would make any statement in this IAL false or misleading.

Further, the responsibility of the Board in respect of:

(i) the information relating to the PAC Group (as provided by the PAC Group) is limited to ensuring that such information is accurately reproduced in this IAL; and

(ii) the independent advice and expression of opinion by Kenanga IB in relation to the Proposals are limited to ensuring that accurate information in relation to the Group was provided to Kenanga IB for its evaluation of the Proposals and to ensure that all information in relation to the Group that are relevant to Kenanga IB's evaluation of the Proposals has been completely disclosed to Kenanga IB and that there is no material fact, the omission of which would make any information provided to Kenanga IB false or misleading.

11. CONCLUSION AND RECOMMENDATION

The non-interested shareholders should carefully consider the justifications for the Proposals based on all relevant and pertinent factors including those set out in this IAL as well as those set out in **Part A of the Circular** together with the accompanying appendices before voting on the resolutions pertaining to the Proposals at the forthcoming EGM.

In arriving at our conclusion and recommendation on the Proposals, we have evaluated on the terms varied by the Supplemental SSPA and we are of the view that the Proposed Variation is **fair** and **reasonable** and **not detrimental** to the non-interested shareholders. In addition, we have also taken into consideration the advantages and disadvantages of the Proposed Exemption, if approved by the non-interested shareholders of LFG, and if the Proposed Exemption is approved by the SC, and summarised as follow:

The assessment and evaluation of the Proposed Exemption were done in a holistic approach in accordance with paragraph 8 of Schedule 2: Part III of the Rules.

Potential Advantages	**Potential Disadvantages**
(i) As the Approved Acquisitions is conditional to the Proposed Exemption (but not vice versa), the Proposed Exemption will allow LFG to complete the Approved Acquisitions and enable LFG to realise the potential benefits arising from the Approved Acquisitions, such as the increasing operational capacity and service coverage as well as expanding the existing customer base. Besides, the Approved Acquisitions will also enable the Group to expand their service offering which in turn will enlarge the income stream of the Group.	(i) The Proposed Exemption will allow the PAC Group to increase their collective shareholding in LFG from 41.25% to 53.59% following the issuance of Consideration Shares to complete the Approved Acquisitions. With a shareholding exceeding 50%, the PAC Group would have statutory control over LFG, enabling them to determine the outcome of ordinary resolutions which require a simple majority of more than 50% pursuant to Section 291(1) of the Act (unless the PAC Group is required to abstain from voting). In addition, the PAC Group is likely to significantly influence the outcome of special resolutions which will require a special majority of at least 75% at general meetings (unless the PAC Group is required to abstain from voting). The PAC Group had previously obtained statutory control over LFG after the 2024 Offer undertaken by Liannex Maritime, which is a member of the PAC Group, with 56.55% shareholding in LFG. Subsequent to the completion of the Acquisition of Regulus Offshore, the Acquisition of Yinson Camellia and the Non-Related Party Acquisitions, the collective shareholding of the PAC Group reduced from 56.55% to 41.25%. Notwithstanding the above, as at the LPD, the PAC Group, with a current shareholding of 41.25%, already constitutes the single largest shareholder bloc in LFG and therefore presently holds significant influence over the outcome of the Company's resolutions.

Potential Advantages	Potential Disadvantages
	(ii) In view that the collective shareholdings of the PAC Group will exceed 50% upon the completion of Approved Acquisitions and Proposed Exemption, any subsequent shareholding increase would not trigger any MGO obligations. (iii) The Proposed Exemption will allow LFG to complete the Approved Acquisitions by the issuance of the Consideration Shares to the Vendors for settlement of the Purchase Consideration which will result in a dilutive effect on the non-interested shareholders' shareholding, which the public shareholding spread will reduce from 31.70% to 29.61% after the completion of the Non-Related Party Acquisitions and Approved Acquisitions.

Premised on our evaluation of the Proposals based on information available to us, we are of the opinion that the Proposals is **fair** and **reasonable** and **not detrimental** to the interests of the non-interested shareholders.

Accordingly, we recommend that the non-interested shareholders to **vote in favour** of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

Yours faithfully,
For and on behalf of
KENANGA INVESTMENT BANK BERHAD

DATUK ROSLAN HJ TIK
Executive Director, Head
Group Investment Banking & Islamic Banking

ALVIN OOI YET MING
Head
Corporate Finance

INFORMATION ON LFG

1. HISTORY AND PRINCIPAL ACTIVITIES

LFG was incorporated in Malaysia under the Companies Act 1965 on 30 March 2012 as a private limited company under the name of Kota Bayu Ekuiti Sdn Bhd and is deemed registered under the Act. It was converted into a public company on 12 July 2012 and assumed its former name i.e. ICON Offshore Berhad on 25 October 2012. LFG then adopted the current name with effect from 27 January 2025. LFG has been listed on the Main Market of Bursa Securities since 25 June 2014. The principal activity of LFG is investment holding.

2. SHARE CAPITAL

2.1 Issued share capital

As at the LPD, the issued share capital of LFG are as follows:

	No. of LFG Shares	Amount RM
Issued share capital	854,863,652	590,131,932

As at the LPD, LFG does not have any shares held as treasury shares.

2.2 Changes in the issued share capital

Save as disclosed below, there are no changes in LFG's issued share capital since the end of the financial year ended ("**FYE**") 31 December 2024 up to the LPD.

Date announced	No. of LFG Shares allotted	Issue price per LFG Share (RM)	Type of issue	Cumulative no. of LFG Shares
28 January 2025	181,818,182	0.88	Consideration Shares for the Acquisition of Regulus Offshore and the Acquisition of Yinson Camellia	805,431,833
16 May 2025	49,431,819	0.88	Consideration Shares for the Non-Related Party Acquisitions	854,863,652

2.3 Convertible securities

As at the LPD, LFG has 129,852,535 outstanding Warrants A.

3. SUBSTANTIAL SHAREHOLDERS

The substantial shareholders of LFG and their respective shareholdings in LFG as at the LPD are as follows:

Name	Nationality / Country of incorporation	Direct No. of LFG Shares ('000)	(1) %	Indirect No. of LFG Shares ('000)	(1) %
Liannex Maritime	Malaysia	352,636,335	41.25	-	-
Liannex Corporation	Singapore	-	-	352,636,335	(2) 41.25
Mr. LHW	Malaysian	-	-	534,454,517	(3) 62.52
Madam Bah	Malaysian	-	-	181,818,182	(4) 21.27
Yinson Offshore	Malaysia	181,818,182	21.27	-	-
YHB	Malaysia	-	-	181,818,182	(5) 21.27

Notes:

(1) Based on 854,863,652 LFG Shares as at the LPD.

(2) Deemed interest by virtue of its shareholding in Liannex Maritime pursuant to Section 8(4) of the Act.

(3) Deemed interest:

(a) by virtue of his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act; and

(b) through Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.

(4) Deemed interest through Yinson Offshore by virtue of her direct shareholding in YHB and her spouse's and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act.

(5) Deemed interest by virtue of its shareholding in Yinson Offshore pursuant to Section 8(4) of the Act.

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4. DIRECTORS OF LFG

The Directors of LFG as at the LPD are as follows:

Name	Nationality	Designation	Date of Appointment / re-designation	Correspondence Address
Lim Chern Wooi	Malaysian	Executive Chairman	10 May 2024 (date of appointment) 30 May 2024 (date of re-designation)	A-20-3, One Menerung, Jalan Menerung, Bangsar, 59000 Kuala Lumpur, Malaysia
Dato' Syed Naqiz Shahabuddin bin Syed Abdul Jabbar	Malaysian	Independent Non-Executive Director	10 May 2024	56, Persiaran Bruas, Bukit Damansara, 50490 Kuala Lumpur, Malaysia
Dato' Syed Yasir Arafat bin Syed Abd Kadir	Malaysian	Non-Independent Non-Executive Director	14 November 2013	No. 9, Jalan Serene Kiara 7, Villa Serene Kiara, Desa Sri Hartamas, 50480 Kuala Lumpur, Malaysia
Farina binti Farikhullah Khan	Malaysian	Independent Non-Executive Director	18 May 2016	No. 27, Jalan Elitis Arca Belantara Valencia North Golf Precint, 47000 Sungai Buloh, Selangor, Malaysia
Ainul Azhar bin Ainul Jamal	Malaysian	Independent Non-Executive Director	25 July 2024	BT-11-3, The Binjai On The Park, 16 Persiaran KLCC, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia
Captain Adarash Kumar A/L Chranji Lal Amarnath	Malaysian	Independent Non-Executive Director	2 January 2025	5555-C, Jalan Berlian, Klebang Besar, 75200 Melaka, Malaysia

5. SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES OF LFG

Name	Country of Incorporation	Effective equity interest (%)	Principal activities
Icon Ship Management Sdn Bhd	Malaysia	100.00	Ship management services to the oil and gas related industries
Icon Fleet Sdn Bhd	Malaysia	100.00	Investment holding
Icon Offshore Group Sdn Bhd	Malaysia	70.00	Provision of vessel services to the oil and gas related industries
Omni Marine Sdn Bhd	Malaysia	100.00	Vessel owner, operator and provision of vessel services to the oil and gas related industries
Omni Triton Sdn Bhd	Malaysia	100.00	Dormant
Icon Drilling Sdn Bhd	Malaysia	100.00	Rig management services to the oil and gas related industries
Icon Maritime Training Centre Sdn Bhd	Malaysia	100.00	Dormant
Icon Caren (L) Inc	Malaysia	100.00	Dormant
Icon Kayra (L) Inc	Malaysia	100.00	Dormant
Omni Emery (L) Inc	Malaysia	100.00	Dormant
Omni Victory (L) Inc	Malaysia	100.00	Leasing of vessels
Omni Marissa (L) Inc	Malaysia	100.00	Leasing of vessels
Omni Stella (L) Inc	Malaysia	100.00	Leasing of vessels
Omni Flotilla (L) Inc	Malaysia	100.00	Dormant
Omni Offshore (L) Inc	Malaysia	100.00	Dormant
Icon Azra (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Samudera (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Ikhlas (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Zara (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Waja (L) Inc	Malaysia	85.00	Leasing of vessels
Icon Corridor (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Ocean (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Puteri 1 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Puteri 2 (L) Inc	Malaysia	100.00	Dormant
Icon Dawai (L) Inc	Malaysia	100.00	Dormant
Icon Huma (L) Inc	Malaysia	100.00	Dormant
Icon Sari (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Biru 1 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Biru 2 (L) Inc	Malaysia	100.00	Dormant

Name	Country of Incorporation	Effective equity interest (%)	Principal activities
Icon Dahan 1 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Dahan 2 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Pinang 1 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Pinang 2 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Pinang 3 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Pinang 4 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Piai 1 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Piai 2 (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Gaya (L) Inc	Malaysia	100.00	Dormant
Icon Tigris (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Lotus (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Sophia (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Aliza (L) Inc	Malaysia	100.00	Leasing of vessels
Icon Bahtera (B) Sdn Bhd	Malaysia	51.00	Vessel owner, operator and provision of vessel services to the oil and gas related industries
Icon Pioneer (L) Inc	Malaysia	100.00	Dormant
Icon Astrid (L) Inc	Malaysia	100.00	Dormant
Icon Andra (L) Inc	Malaysia	100.00	Dormant
I Oilfield Services Sdn Bhd	Malaysia	100.00	Provision of rig services to the oil and gas related industries
Regulus Offshore Sdn Bhd	Malaysia	70.00	Provision of leasing, operations, and maintenance of offshore support vessels ("**OSVs**")
Yinson Camellia Sdn Bhd	Malaysia	100.00	Provision of chartering OSVs
LFG Well Services Sdn Bhd	Malaysia	100.00	Provision of well services to the oil and gas related industries
LFG Overseas Ventures Sdn Bhd	Malaysia	100.00	Investment holding

As at the LPD, LFG does not have any associated company and joint venture.

6. PROFIT AND DIVIDEND RECORD

The profit and dividend record of LFG based on its audited consolidated financial statements for the FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024 as well as the latest unaudited consolidated financial statements of LFG for the financial period ended ("**FPE**") 31 March 2025 are as follows:

	Audited FYE			Unaudited as at
	2022	2023	2024	31 March 2025
	RM'000	RM'000	RM'000	RM'000
Revenue	193,369	199,788	235,781	57,251
Profit before tax ("**PBT**")	195,761	12,786	32,624	11,960
Taxation	(16,595)	(6,173)	(6,428)	(1,670)
PAT / (Loss after Tax) attributable to:				
- Equity holders of the Company	168,917	4,856	44,047	11,366
- Non-controlling interests	3,584	1,860	(17,850)	(1,076)
Weighted average no. of share in issue ('000)	2,704,622	541,284	596,437	744,145
Basic EPS / (Loss per Share) (sen)				
- from continuing operations	(0.84)	0.88	7.39	1.53
- from discontinued operations	7.09	0.02	-	-
Dividend per Share (sen)	6.70	5.00	-	-

(Source: Annual reports of LFG for the past 3 financial years up to FYE 31 December 2024 and unaudited consolidated financial statements of LFG for the FPE 31 March 2025)

There were no exceptional items in the audited consolidated financial statements of LFG in the past 3 FYEs from FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024 as well as the latest unaudited consolidated financial statements of LFG for the FPE 31 March 2025.

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of LFG based on its audited consolidated financial statements as at 31 December 2022, 31 December 2022 and 31 December 2024 as well as the latest unaudited consolidated financial statements of LFG for the FPE 31 March 2025 are as follows:

	Audited as at 31 December			Unaudited as at
	2022	2023	2024	31 March 2025
	RM'000	RM'000	RM'000	RM'000
Assets				
NON-CURRENT ASSETS				
Property, plant and equipment	517,347	492,008	491,676	610,624
Intangible assets	-	-	-	2
Goodwill	-	-	-	94,846
Cash and bank balances	26,336	-	42,583	42,782
Right-of-use assets	979	470	205	2,357
Deferred tax assets	20,966	18,053	13,122	12,566
Total non-current assets	**565,628**	**510,531**	**547,586**	**763,177**
CURRENT ASSETS				
Inventories	2,739	4,271	1,944	2,303
Trade and other receivables	56,318	48,295	97,655	100,985
Tax recoverable	4,418	4,338	4,520	7,541
Cash and bank balances	122,131	147,358	48,975	81,095
	185,606	**204,262**	**153,094**	**191,924**
Non-current assets held for sale	2,184	11,934	-	-
Total current assets	**187,790**	**216,196**	**153,094**	**191,924**
TOTAL ASSETS	**753,418**	**726,727**	**700,680**	**955,101**
EQUITY AND LIABILITIES				
EQUITY				
Share capital	1,147,277	317,941	368,984	549,893
Warrant reserves	32,726	32,726	32,463	32,463
Currency translation reserve	2,180	3,081	3,033	3,129
Share based payment reserve	124	39	-	-
Capital contribution reserve	6,421	7,614	7,686	7,686
Retained earnings / (Accumulated losses)	(823,836)	(16,061)	27,774	39,140
Non-controlling interest	37,630	31,989	16,583	50,653
TOTAL EQUITY	**402,522**	**377,329**	**456,523**	**682,964**
Liabilities				
NON-CURRENT LIABILITIES				
Lease liabilities	520	50	105	1,495
Borrowings	262,790	-	125,492	119,424
Deferred tax liabilities	20,044	23,485	20,107	51,401
Total non-current liabilities	**283,354**	**23,535**	**145,704**	**172,320**
CURRENT LIABILITIES				
Trade and other payables	36,097	47,748	60,190	59,062
Dividend payable	-	27,082	-	-
Lease liabilities	564	505	105	822
Borrowings	23,535	248,796	35,232	35,287
Tax payable	7,346	1,732	2,926	4,646
Total current liabilities	**67,542**	**325,863**	**98,453**	**99,817**
TOTAL LIABILITIES	**350,896**	**349,398**	**244,157**	**272,137**

	Audited as at 31 December			Unaudited as at
	2022	2023	2024	31 March 2025
	RM'000	RM'000	RM'000	RM'000
TOTAL EQUITY AND LIABILITIES	**753,418**	**726,727**	**700,680**	**955,101**

(Source: Annual reports of LFG for the past 3 financial years up to FYE 31 December 2024 and unaudited consolidated financial statements of LFG for the FPE 31 March 2025)

As at the LPD, there were no material or unusual items affecting the financial position of the Group subsequent to the FYE 31 December 2024.

8. ACCOUNTING POLICIES

The audited consolidated financial statements of LFG for the FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024, and unaudited consolidated financial statements of LFG for the FPE 31 March 2025 have been prepared in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and / or the requirements of the Act. There was no audit qualification for the Group's financial statements for the respective years under review.

There is no change in the accounting standards adopted by LFG which would result in a material variation to the comparable figures for the audited consolidated financial statements of LFG for the FYE 31 December 2022, FYE 31 December 2023 and FYE 31 December 2024, and unaudited consolidated financial statements of LFG for the FPE 31 March 2025.

9. BORROWINGS

As at 31 March 2025, which is not more than 3 months preceding the LPD, the total outstanding borrowings of the Group are as follows:

Borrowings	**RM'000**
Short term:	
Bank borrowings – term loans	25,334
Redeemable preference shares	9,953
Long-term:	
Bank borrowings – term loans	119,392
Total borrowings	**154,679**

10. CONTINGENT LIABILITIES

As at the LPD, there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming enforceable, may have a material impact on the profits or net asset position of the Group.

11. MATERIAL COMMITMENTS

Save as disclosed below, as at the LPD, there are no material commitments incurred or known to be incurred by LFG which may have a material impact on the profits or net asset position of the Group:

	RM'000
Capital expenditure commitments	10,224
Total	**10,224**

12. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, our Group is not involved in any material litigation, claims and/or arbitration, either as plaintiff or defendant, and there is no proceedings, pending or threatened, against our Group or any facts likely to give rise to any proceedings which may materially or adversely affect the business or financial position of our Group:

(i) ICON Offshore Group Sdn Bhd ("**IOG**") vs Sapura Offshore Sdn Bhd ("**Sapura Offshore**")

IOG, a wholly-owned subsidiary of ICON Offshore Berhad, had on 21 February 2022 filed a winding up petition at Shah Alam High Court pursuant to Sections 464(1)(b), 465(1)(e) and 466(1)(a) of the Companies Act 2016 against Sapura Offshore due to the failure on the part of the Sapura Offshore to pay the total sum of RM3,620,085 to IOG.

Case management was held on 8 June 2022 wherein IOG was informed that Sapura Offshore had obtained ex-parte restraining order for 9 months and would expire on 10 March 2023. On 8 March 2023, there was another case management and Sapura Offshore has obtained another ex-parte restraining order for 3 months and the next case management is fixed on 11 June 2023. Further extension of restraining order has been obtained by Sapura Offshore on 6 June 2023 for 9 months until 10 March 2024 and next case management is fixed on 14 March 2024. Prior to the case management which was fixed on 14 March 2024, Sapura group has obtained an ex-parte restraining order dated 7 March 2024 for another 3 months until 10 June 2024. As such the Court has now fixed the matter for case management on 14 June 2024. Further extension of ex-parte restraining order dated 7 June 2024 was obtained by Sapura group for another 9 months extension until 10 March 2024 and next management meeting is fixed on 17 March 2025. Sapura group had on 6 March 2025 obtained a sanction order wherein Sapura's Scheme of Arrangement was approved. The winding up action is now fixed for further case management on 23 September 2025.

(ii) IOG vs Sapura Pinewell Sdn Bhd ("**Sapura Pinewell**")

IOG, had on 24 February 2022 initiated an action towards Sapura Pinewell for an amount outstanding of RM2,842,272 due to failure on Sapura Pinewell to pay the amount outstanding. A judgment in default was entered wherein Sapura Pinewell has to pay IOG the total sum of RM2,842,272 together with the interest at the rate of 1% on the outstanding amounts for each invoices from date of maturity until date of judgment and interest at the rate of 5% on RM2,842,272 from date of judgment until full settlement.

Upon failure of Sapura Pinewell to comply with the payment pursuant to the judgment in default and noting the restraining order was granted by the High Court of Malaya to Sapura Energy Berhad and its subsidiaries which includes Sapura Pinewell under Sections 366 and 368 of the Companies Act 2016. Case management was held on 8 June 2022 wherein IOG was informed that Sapura Pinewell had obtained ex-parte restraining order for 9 months and would expire on 10 March 2023. On 8 March 2023, there was another case management and Sapura Pinewell has obtained another ex-parte restraining order for 3 months and the next case management is fixed on 11 June 2023. Further extension of restraining order has been obtained by Sapura Pinewell on 6 June 2023 for 9 months until 10 March 2024 and next case management is fixed on 14 March 2024. Prior to the case management which was fixed on 14 March 2024, Sapura group has obtained an ex-parte restraining order dated 7 March 2024 for another 3 months until 10 June 2024. As such the Court has now fixed the matter for case management on 14 June 2024. Further extension of ex-parte restraining order dated 7 June 2024 was obtained by Sapura group for another 9 months extension until 10 March 2024 and next management meeting is fixed on 17 March 2025. Sapura group had on 6 March 2025 obtained a sanction order wherein Sapura's Scheme of Arrangement was approved. In view of the sanction order, all actions have been stayed. The winding up order have been held in abeyance.

13. MATERIAL CONTRACTS

As at the LPD, there was no material contract entered into by the Group, involving the interest of the Directors and major shareholders, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

14. HISTORICAL SHARE PRICES

The highest and lowest closing market prices and the closing price at the end of each month of the Shares for the period commencing from February 2024 (being 6 months prior to the Term Sheets Announcement on 30 August 2024) up to the LPD are as follows:

	High (RM)	Low (RM)	Closing price as at the end of the month (RM)
2024			
February	0.810	0.720	0.745
March	0.785	0.590	0.785
April	0.845	0.700	0.770
May	0.790	0.740	0.750
June	1.160	0.735	0.990
July	1.130	0.955	1.120
August	1.180	0.920	1.170
September	1.310	1.040	1.040
October	1.140	1.040	1.050
November	1.090	0.980	1.070
December	1.060	0.980	1.010
2025			
January	1.020	0.960	0.995
February	1.060	0.980	1.020
March	1.020	0.900	0.910
April	0.910	0.810	0.810
May	0.815	0.710	0.790

(Source: Bloomberg)

The last transacted market price of the LFG Shares as at the LTD 1 is RM1.170.

The last transacted market price of the LFG Shares as at the LTD 2 is RM1.070.

The last transacted market price of the Shares as at the LPD is RM0.780.

During the period under review:

(a) the highest closing market price was RM1.310, which was transacted on 6 September 2024; and

(b) the lowest closing market price was RM0.5900, which was transacted on 1 March 2024.

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INFORMATION ON MR. LHW

1. BACKGROUND INFORMATION ON MR. LHW

Mr. LHW, a Malaysian, aged 73, is the indirect major shareholder of LFG.

As at the LPD, he does not hold any directorship in LFG.

As at the LPD, his shareholdings in LFG are as follows:

Name	Nationality / Country of incorporation	Direct No. of LFG Shares ('000)	(1) %	Indirect No. of LFG Shares ('000)	(1) %
Mr. LHW	Malaysian	-	-	534,454,517	(2) 62.52

Notes:

(1) Based on 854,863,652 LFG Shares as at the LPD.

(2) Deemed interest:

(a) by virtue of his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act; and

(b) through Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.

2. INFORMATION ON PERSONS ACTING IN CONCERT

Party	Description of relationship	Applicable provision under subsection 216(3) of the CMSA
Madam Bah	• Spouse of Mr. LHW • A director of Liannex Corporation; and • A director of Liannex Maritime.	Paragraph 216(3)(h)
Liannex Corporation	An investment vehicle wholly-owned by Mr. LHW, in which both Mr. LHW and Madam Bah are directors.	Paragraph 216(3)(h)
Liannex Maritime	An investment vehicle wholly-owned by Liannex Corporation, which in turn is controlled by Mr. LHW, in which both Mr. LHW and Madam Bah are directors.	Paragraph 216(3)(h)

FURTHER INFORMATION

1. DISCLOSURE OF INTERESTS AND DEALINGS IN SECURITIES

1.1 By LFG

(i) Dealings in the securities of LFG

LFG has not dealt, directly or indirectly, in any of its own voting shares during the period commencing 6 months prior to the Term Sheets Announcement on 30 August 2024 and up to the LPD.

1.2 By the director of LFG

(i) Disclosure of interest in LFG

As at the LPD, none of the Directors have any direct and / or indirect shareholdings in LFG.

(ii) Dealings in the securities of LFG

As at the LPD, the Directors have not dealt, directly or indirectly, in any voting shares and / or convertible securities of LFG during the period commencing 6 months prior to the Term Sheets Announcement on 30 August 2024 and up to the LPD.

1.3 By Mr. LHW and his persons acting in concert

(i) Disclosure of interest in LFG

As at the LPD, save as disclosed below, Mr. LHW and his persons acting in concert do not have any other interest, direct or indirect, in any voting shares or convertible securities in LFG:

Name	Direct No. of LFG Shares ('000)	(1) %	Indirect No. of LFG Shares ('000)	(1) %
Mr. LHW	-	-	534,454,517	(2) 62.52
PACs				
Madam Bah	-	-	181,818,182	(3) 21.27
Liannex Corporation	-	-	352,636,335	(4) 41.25
Liannex Maritime	352,636,335	41.25	-	-

Notes:

(1) Based on 854,863,652 LFG Shares as at the LPD.

(2) Deemed interest:

(a) by virtue of his indirect shareholding in Liannex Maritime through Liannex Corporation pursuant to Section 8(4) of the Act; and

(b) through Yinson Offshore by virtue of his spouse and children's direct shareholdings in YHB pursuant to Section 59(11)(c) of the Act and Liannex Corporation's and YLSB's direct shareholdings in YHB pursuant to Section 8(4) of the Act.

(3) Deemed interest through Yinson Offshore by virtue of her direct shareholding in YHB and her spouse's and children's shareholdings in YHB pursuant to Section 59(11)(c) of the Act and YLSB's direct shareholding in YHB pursuant to Section 8(4) of the Act.

(4) Deemed interest by virtue of its shareholdings in Liannex Maritime pursuant to Section 8(4) of the Act.

(ii) Dealings in securities of LFG

Save as disclosed below, Mr. LHW and his persons acting in concert have not dealt, directly or indirectly, in any voting shares or convertible securities in LFG during the period commencing 6 months prior to the Term Sheets Announcement on 30 August 2024 and up to the LPD.

Name	Transaction Date	Nature of transaction	No. of LFG Shares	Transacted price per LFG Share (RM)[(1)]
Liannex Maritime Sdn Bhd	26 March 2024	Acquisition of shares via direct business transaction	272,000,000	0.635
Liannex Maritime Sdn Bhd	22 April 2024 – 7 May 2024	Acquisition pursuant to the 2024 Offer	80,636,335	0.635

Note:

(1) The transacted price per LFG Share excludes brokerage and other incidental costs.

1.4 By the persons with whom LFG or any persons acting in concert with it has any arrangement over LFG Shares

As at the LPD, LFG or any persons acting in concert with it has not entered into any arrangement, including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to LFG Shares which may be an inducement to deal or to refrain from dealing, in relation to the Proposals.

1.5 By the persons with whom LFG or any persons acting in concert with it has borrowed or lent

As at the LPD, there is no person with who LFG or any persons acting in concert with it has borrowed or lent any voting shares and / or convertible securities of LFG.

1.6 By Kenanga IB and funds whose investments are managed by Kenanga IB on a discretionary basis ("Discretionary Funds")

(i) Disclosure of interests in LFG

	Direct		Indirect	
Name	No. of LFG Shares ('000)	%	No. of LFG Shares ('000)	%
Kenanga IB	-	-	-	-
Kenanga IB's Discretionary Funds	213,100	0.02	-	-

(ii) Dealing in the securities of LFG

Save as disclosed below, Kenanga IB and its Discretionary Funds have not dealt, directly or indirectly, in any voting shares or convertible securities of LFG during the period commencing 6 months prior to the Term Sheets Announcement on 30 August 2024 and up to the LPD.

Period of transaction	Nature of transaction	No. of LFG Shares	(1) %	Transacted price range per LFG Share (RM)
8 April 2024 – 5 June 2025	Acquisition	2,309,300	0.27	0.707 – 1.350
1 March 2024 – 5 March 2025	Disposal	27,432,600	3.21	0.570 – 1.340

Note:

(1) Based on 854,863,652 LFG Shares as at the LPD.

2. ARRANGEMENT AFFECTING DIRECTORS

(i) As at the LPD, no payments or other benefits will be made or given to any Director as compensation for loss of office or otherwise in connection with the Proposals.

(ii) As at the LPD, there are no agreements or arrangements between any Director and any person which is conditional on or dependent upon the outcome of the Proposals or otherwise connected with the outcome of the Proposals.

(iii) As at the LPD, Mr. LHW and his PACs have not entered into any material contract in which any Director has a material personal interest.

3. SERVICE CONTRACTS

As at the LPD, neither LFG nor its subsidiaries have any service contracts with any Directors or proposed Directors, which have been entered into or amended within 6 months before the Term Sheets Announcement or which are fixed term contracts with more than 12 months to run.

For the purpose of this section, the term “service contracts” exclude those expiring or determinable by the employing company without payment of compensation within 12 months from the date of this IAL.

SALIENT TERMS OF THE SUPPLEMENTAL SSPA

(a) Extension of the Cut-Off Date under the SSPA

Cut-Off Date means a date falling 270 days from the date of the Supplemental SSPA, or such other date as may be agreed upon between the parties to the SSPA as the last date by which the CPs shall be fulfilled.

(b) Inclusion of an additional CP under the SSPA

Completion of the sale and purchase of the Sale Shares in accordance with the terms of the SSPA are in all respects conditional on the approval of the SC for the Proposed Exemption being obtained on or before the Cut-Off Date.

(c) Variation of definition of Completion Date under the SSPA

Completion of the sale and purchase of the Sale Shares in accordance with the terms of the SSPA shall take place on any one of the following day as mutually agreed by the parties to the SSPA –

(i) the date on which all CPs under the SSPA is fulfilled ("**Unconditional Date**");

(ii) any business day falling within a period of 14 business days after the Unconditional Date; or

(iii) such other date as the parties to the SSPA may mutually agree in writing.

(d) Conversion of the CP concerning the Settlement of Intercompany Balances into a pre-completion obligation

The obligation relating to the settlement or capitalisation of intercompany balances and shareholder advances has been converted from a CP into a pre-completion obligation. The Vendors have undertaken and covenanted to LFG that there shall be no intercompany balances between the Target Companies and the Vendors and/or the Vendors' associates or related parties and any outstanding shareholder advances owed by the Target Companies to the Vendors and/or the Vendors' associates or related parties as of the Completion Date of the SSPA.

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, who collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or any information, the omission of which would make any statement in this Circular misleading.

All statements and information in relation to the Target Companies and the PAC Group were obtained from and confirmed by the directors and management of the Target Companies and the PAC Group, and/or extracted from publicly available information. The sole responsibility of our Board is limited to ensuring that such information is accurately reproduced in this Circular.

2. CONSENT

Maybank IB, Kenanga IB, M3 Marine Valuations and FHCA have given their respective consent to the inclusion in this Circular of their names and/or letters and all references thereto, in the form and context in which they appear and have not, prior to the issue of this Circular, been withdrawn.

3. CONFLICT OF INTEREST

3.1 Maybank IB

Maybank IB and its related and associated companies ("**Maybank Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses. The Maybank Group has engaged and may in the future, engage in transactions with and perform services for our Group and/or our affiliates, in addition to the role as set out in this Circular. In addition, in the ordinary course of business, any member of the Maybank Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with any member of our Group, the shareholders of our Company, and/or our affiliates and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of any member of our Company and/or our affiliates. This is a result of the businesses of the Maybank Group generally acting independently of each other and accordingly, there may be situations where parts of the Maybank Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interests of our Group. Nonetheless, the Maybank Group is required to comply with the applicable laws and regulations issued by the relevant authorities governing its advisory business, which require, among others, segregation between dealing and advisory activities and Chinese wall between different business divisions.

As at the LPD, Malayan Banking Berhad ("**Maybank**") and Maybank Islamic Berhad (a subsidiary of Maybank) ("**Maybank Islamic**") have extended credit facilities to our Group amounting to RM235.13 million.

Notwithstanding, Maybank IB is of the view that the abovementioned do not give rise to a conflict of interest or potential conflict of interest situation in its capacity as Principal Adviser to our Company for the Proposals due to the following:

(i) Maybank and Maybank Islamic are each a licensed commercial bank and a licensed Islamic bank, respectively, and the extension of credit facilities to the Group arose in the ordinary course of business of the Maybank Group;

(ii) the conduct of the Maybank Group in its banking business is strictly regulated by, among others, the financial Services Act, 2013, Islamic Financial Services Act, 2013 and the Maybank Group's own internal controls and checks; and

(iii) the total aggregate outstanding amount owed by our Group to the Maybank Group of about RM63.39 million as at the LPD which is approximately less than 0.01% when compared to the audited NA of Maybank as at 31 December 2024 of RM93.97 billion is not material.

In addition, Maybank IB has also been appointed by the PAC Group as Principal Adviser for the Proposed Exemption.

Maybank IB is of the opinion that its appointment as Principal Adviser to our Company for the Proposals and Principal Adviser to the PAC Group for the Proposed Exemption would not give rise to a conflict of interest situation as our Company has appointed Kenanga IB as the Independent Adviser for the Proposals.

3.2 Kenanga IB

Kenanga IB confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Independent Adviser for the Proposals.

3.3 M3 Marine Valuations

M3 Marine Valuations confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Specialist Vessel Valuer for the Approved Acquisitions.

3.4 FHCA

FHCA confirms that it is not aware of any conflict of interest which exists or is likely to exist in its capacity as the Fairness Expert for the Approved Acquisitions.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

4.1 Material commitments

Save as disclosed below, as at the LPD, there are no material commitments incurred or known to be incurred by our Group which may have a material impact on the profits or NA of our Group:

	RM'000
Approved and contracted capital expenditure commitments	10,224

4.2 Contingent liabilities

As at the LPD, there are no contingent liabilities which, upon becoming enforceable, may have a material impact on the profits or NA of our Group.

5. MATERIAL CONTRACTS

Liannex Fleet and Yinson Power Marine have not entered into any material contract (not being contracts entered into in the ordinary course of business) within the past 2 years immediately preceding the date of this Circular.

6. MATERIAL LITIGATION

As at the LPD, Liannex Fleet and Yinson Power Marine are not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the board of directors of Liannex Fleet and Yinson Power Marine have no knowledge of any proceedings pending or threatened against Liannex Fleet and Yinson Power Marine or any facts which are likely to give rise to any proceedings which may adversely and materially affect the business or financial position of Liannex Fleet and Yinson Power Marine.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia during normal office hours from 8.00 a.m. to 6.00 p.m. from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

(i) the constitution of our Company;

(ii) audited consolidated financial statements of our Company for the FYE 31 December 2023 and FYE 31 December 2024 as well as the latest unaudited consolidated financial statements of our Company for the 3-month FPE 31 March 2025;

(iii) Accountants' Report on Liannex Fleet;

(iv) audited financial statements of Yinson Power Marine for the FYE 31 December 2023 and FYE 31 December 2024 as well as the latest unaudited financial statements of Yinson Power Marine for 3-month FPE 31 March 2025;

(v) the SSPA and the Supplemental SSPA; and

(vi) letters of consent and declarations of conflict of interest referred to in **Sections 2 and 3** of this Appendix.

LIANSON FLEET GROUP BERHAD

(formerly known as ICON Offshore Berhad)
(Registration No. 201201011310 (984830-D))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Lianson Fleet Group Berhad (formerly known as ICON Offshore Berhad) ("**LFG**" or "**Company**") will be held at Banquet Hall, Level 1 (Main Lobby), Kuala Lumpur Golf & Country Club, 60000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Thursday, 26 June 2025 at 12.00 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Thirteenth Annual General Meeting scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED EXEMPTION TO MR. LIM HAN WENG ("MR. LHW") AND PERSONS ACTING IN CONCERT WITH HIM ("PAC GROUP") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER FOR ALL THE REMAINING ORDINARY SHARES IN LFG AND WARRANTS 2020/2028 ISSUED BY LFG ("WARRANTS A") NOT ALREADY OWNED BY THEM AFTER THE ISSUANCE AND ALLOTMENT OF 227,272,727 NEW ORDINARY SHARES IN LFG ("LFG SHARES") AT AN ISSUE PRICE OF RM0.88 PER LFG SHARE ("ISSUE PRICE") FOR THE SETTLEMENT OF THE PURCHASE CONSIDERATION FOR THE FOLLOWING:

(I) **PROPOSED ACQUISITION OF 100 ORDINARY SHARES IN LIANNEX FLEET PTE LTD ("LIANNEX FLEET"), REPRESENTING 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF LIANNEX FLEET, BY LFG FROM LIANNEX CORPORATION (S) PTE LTD ("LIANNEX CORPORATION") FOR A PURCHASE CONSIDERATION OF RM182.0 MILLION TO BE WHOLLY SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 206,818,182 LFG SHARES AT THE ISSUE PRICE ("PROPOSED ACQUISITION OF LIANNEX FLEET"); AND**

(II) **PROPOSED ACQUISITION OF 5,324,400 ORDINARY SHARES IN YINSON POWER MARINE SDN BHD ("YINSON POWER MARINE"), REPRESENTING 51% OF THE ISSUED SHARE CAPITAL OF YINSON POWER MARINE, BY LFG FROM MR. LHW FOR A PURCHASE CONSIDERATION OF RM18.0 MILLION TO BE WHOLLY SATISFIED VIA THE ISSUANCE AND ALLOTMENT OF 20,454,545 LFG SHARES AT THE ISSUE PRICE ("PROPOSED ACQUISITION OF YINSON POWER MARINE"),**

(COLLECTIVELY REFERRED TO AS "APPROVED ACQUISITIONS")

PURSUANT TO SUBPARAGRAPH 4.08(1)(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ISSUED BY SECURITIES COMMISSION MALAYSIA ("SC") ("RULES")

"**THAT** subject to the relevant approvals from the SC and/or any other relevant authorities and/or parties being obtained (if required), and to such conditions as may be imposed by the SC, approval be and is hereby given to the PAC Group to be exempted from the obligation to undertake a mandatory take-over offer for all the remaining LFG Shares and Warrants A not already owned by them after the issuance and allotment of 227,272,727 LFG Shares at the Issue Price as settlement of the purchase consideration for the Approved Acquisitions pursuant to subparagraph 4.08(1)(a) of the Rules ("**Proposed Exemption**").

AND THAT the Board of the Directors ("**Board**") (save for the Interested Director) be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the Proposed Exemption with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things for and on behalf of the Company in any manner as they may deem fit, necessary and/or expedient to implement, finalise, and give full effect to the Proposed Exemption."

ORDINARY RESOLUTION 2

PROPOSED VARIATION TO CERTAIN CLAUSES OF THE CONDITIONAL SHARE SALE AND PURCHASE AGREEMENT DATED 22 NOVEMBER 2024 BETWEEN LFG AND LIANNEX CORPORATION AND MR. LHW ("VENDORS") FOR THE APPROVED ACQUISITIONS ("SSPA") ("PROPOSED VARIATION")

"**THAT**, subject to the passing of Ordinary Resolution 1 and pursuant to Paragraph 8.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to LFG, to vary certain clauses of the SSPA as disclosed in the circular to shareholders of LFG dated 10 January 2025 and in accordance with the terms and conditions stipulated in the supplemental share sale and purchase agreement to the SSPA dated 9 May 2025 between LFG and the Vendors for the Proposed Variation, of which the salient terms are set out in Appendix I of the circular to shareholders of LFG dated 11 June 2025 ("**Circular**").

AND THAT the Board (save for Interested Director) be and is hereby authorised to sign, execute and deliver, on behalf of LFG, all necessary documents, and to take all steps and do all acts and things as may be required to give effect to and to complete the Proposed Variation with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or imposed by the relevant authorities and/ or parties and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Variation."

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)
Company Secretaries

11 June 2025

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2025 (General Meeting Record of Depositors) shall be eligible to attend, speak, and vote at the EGM of the Company or appoint proxy(ies) to attend, participate, speak and vote in his/her stead.

2. A member who is entitled to participate and vote at the EGM of the Company is entitled to appoint up to two (2) proxies to participate and vote in his/her stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.

3. A proxy may, but does not need to be, a member of the Company. Notwithstanding this, a member entitled to participate and vote at the EGM of the Company is entitled to appoint any person as his/her proxy to participate and vote instead of the member at the EGM of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the EGM of the Company shall have the same rights as the member to speak at the EGM of the Company.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**") ("**authorised nominee**"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which ordinary shares of the Company standing to the credit of the said securities account.

5. Where an authorised nominee appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

6. Where a member is an exempt authorised nominee that holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**") ("**exempt authorised nominee**"), there is no limit to the number of proxies that the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.

7. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the EGM of the Company or adjourned general meeting at which the person named in the appointment proposes to vote:

   (a) By electronic form - The form of proxy can be electronically lodged with the share registrar of the Company via Boardroom Smart Investor Portal at https://investor.boardroomlimited.com (applicable to individual members, corporate shareholders, authorised nominee, and exempt authorised nominee). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of the form of proxy via the Boardroom Smart Investor Portal.

   (b) In hard copy form - In the case of an appointment made in hard copy form, the form of proxy must be deposited with the share registrar of the Company at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

8. Please refer to the Administrative Guide for shareholders/proxies/corporate representatives attending the EGM of the Company for further details.

Lianson Fleet Group Berhad
(formerly known as ICON Offshore Berhad)
(Registration No. 201201011310 (984830-D))
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	
No. of ordinary shares held	
Contact no.	

I/We, _____ NRIC/Passport/Registration/Company No.: _____
(Full name in block letters)

of _____
(Full address)

being a *member/members of **Lianson Fleet Group Berhad** (formerly known as ICON Offshore Berhad) ("**Company**"), hereby appoint the following person(s):

Proxy	Full Name (in Block Letters) as per NRIC/Passport	Tel. No.	NRIC/Passport No.	No. of ordinary shares	%
1					
	Email Address:				
2					
	Email: Address:				

or failing *him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held at Banquet Hall, Level 1 (Main Lobby), Kuala Lumpur Golf & Country Club, 60000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 26 June 2025 at 12.00 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Thirteenth Annual General Meeting scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later.

The proxy is to vote on the business before the EGM as indicated below (if no indication is given, the proxy will vote as he/she thinks fit or abstain from voting):

Ordinary Resolution	**FOR**	**AGAINST**
Proposed Exemption		
Proposed Variation		

** strike out whichever not applicable*

As witness *my/our hand this …… day of …… 2025

……..
Signature/Common seal

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2025 (General Meeting Record of Depositors) shall be eligible to attend, speak, and vote at the EGM of the Company or appoint proxy(ies) to attend, participate, speak and vote in his/her stead.

2. A member who is entitled to participate and vote at the EGM of the Company is entitled to appoint up to two (2) proxies to participate and vote in his/her stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.

3. A proxy may, but does not need to be, a member of the Company. Notwithstanding this, a member entitled to participate and vote at the EGM of the Company is entitled to appoint any person as his/her proxy to participate and vote instead of the member at the EGM of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the EGM of the Company shall have the same rights as the member to speak at the EGM of the Company.

4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**") ("**authorised nominee**"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds to which ordinary shares of the Company standing to the credit of the said securities account.

5. Where an authorised nominee appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.

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AFFIX
STAMP

SHARE REGISTRAR
Boardroom Share Registrars Sdn. Bhd.
[Registration No. 199601006647 (378993-D)]

11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Lay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

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6. Where a member is an exempt authorised nominee that holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**") ("**exempt authorised nominee**"), there is no limit to the number of proxies that the exempt authorised nominee may appoint in respect of each omnibus account it holds. Where an exempt authorised nominee appoints two (2) or more proxies to attend and vote at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.

7. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the EGM of the Company or adjourned general meeting at which the person named in the appointment proposes to vote:

   (a) By electronic form - The form of proxy can be electronically lodged with the share registrar of the Company via Boardroom Smart Investor Portal at https://investor.boardroomlimited.com (applicable to individual members, corporate shareholders, authorised nominee, and exempt authorised nominee). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of the form of proxy via the Boardroom Smart Investor Portal.

   (b) In hard copy form - In the case of an appointment made in hard copy form, the form of proxy must be deposited with the share registrar of the Company at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

8. Please refer to the Administrative Guide for shareholders/proxies/corporate representatives attending the EGM of the Company for further details.

LIANSON FLEET GROUP BERHAD
(formerly known as Icon Offshore Berhad)
[Registration No. 201201011310 (984830-D)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES ATTENDING THE EXTRAORDINARY GENERAL MEETING ("EGM" OR "MEETING")

Date of EGM	:	Thursday, 26 June 2025
Time	:	12.00 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's Thirteenth Annual General Meeting scheduled to be held at the same venue on the same day at 10.00 a.m., whichever is later
Venue	:	Banquet Hall, Level 1 (Main Lobby), Kuala Lumpur Golf & Country Club, 60000 Kuala Lumpur, Wilayah Persekutuan

PARKING

1. Please park at the Multi-Storey Car Park.
2. Proceed to Level 2 and take the buggy to the Main Lobby.

REGISTRATION

1. Registration will start at 8.00 a.m. and will remain open until the conclusion of the EGM or such time as may be determined by the Chairman of the Meeting.
2. Please read the signage to ascertain the registration area to register yourself for the Meeting and join the queue accordingly.
3. Please produce your original MyKad/Identity Card ("IC") or Passport (for foreigners) to the registration staff for verification and ensure you collect your MyKad/IC or Passport thereafter.
4. Upon verification and successful registration:-
   (a) An identification wristband will be provided at the registration counter.
   (b) A special QR code will be generated for shareholders, proxies, authorised representatives, and attorneys to scan and access the e-poll system using their own smartphone/tablet.
   (c) If you are attending the EGM as a shareholder as well as a proxy, you will be registered once and will only be given one identification wristband. No person will be allowed to enter the meeting hall without a wristband.
5. There will be no replacement in the event that you lose or misplace your identification wristband.
6. After registration, please vacate the registration area immediately and proceed to the meeting hall.
7. No person will be allowed to register on behalf of another person, even with the original MyKad/IC or Passport of that other person.
8. The registration counter will handle only verification of identity and registration. If you have any enquiries, please proceed to the Help Desk located next to the registration counter.

VOTING PROCEDURE

1. The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's ("Bursa Malaysia") Main Market Listing Requirements. The Company appointed Boardroom Share Registrars Sdn. Bhd. ("Boardroom") as the "Poll Administrator" to conduct the poll by way of electronic voting ("e-voting") and SKY Corporate Services Sdn. Bhd. as the "Scrutineers" to verify and validate the poll results.
2. For purposes of this EGM, e-voting may be carried out. Please follow the instructions given for the e-polling process.

LODGEMENT OF FORM OF PROXY

1. If you are unable to attend the EGM in person and wish to appoint the Chairman of the Meeting or another person as your proxy to vote on your behalf, the instrument appointing proxy(ies) may be made in the following manner not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof:-

   (a) In hardcopy form

   Deposit at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Any alteration to the Form of Proxy must be initialled.

   (b) By electronic means

   The Form of Proxy may also be electronically lodged with the Share Registrar's website, Boardroom Smart Investor Portal ("BSIP") at *https://investor.boardroomlimited.com*.

   For further information, kindly refer to the steps below for proxy appointment via BSIP.

Register Online with BSIP (for first-time registration only)
[Note: If you have already signed up with BSIP, you are not required to register again]

(a) Access the website at *https://investor.boardroomlimited.com*.
(b) Click "**Register**" to sign up as a user.
(c) Complete registration with all the required information. Upload and attach a soft copy of your MyKad/IC (front and back) or Passport. Click "Register".
(d) You will receive an email from BSIP Online for email address verification. Click on "**Verify Email Address**" from the email received to continue with the registration.
(e) For corporate shareholders, kindly upload the authorisation letter as well. Click "**Sign up**".
(f) Once your email address is verified, you will be re-directed to BSIP Online for verification of your mobile number.
(g) Click on "**Request OTP Code**", and an OTP code will be sent to the registered mobile number. You will need to enter the OTP code and click "**Enter**" to complete the process.
(h) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
(i) An email will be sent to you to inform you of the approval of your BSIP account within one (1) business day. Subsequently, you can login at *https://investor.boardroomlimited.com* with the email address and password filled up by you during the registration to proceed.

For Individual/Corporate Shareholders

i. Log in to *https://investor.boardroomlimited.com*
ii. Select "**Lianson Fleet Group Berhad Extraordinary General Meeting**" from the list of Meeting Event(s) and click "**Enter**".
iii. Click "Submit eProxy Form".
iv. For Corporate Shareholders, select the company you would like to represent (if more than one). (*BSIP now facilitates registration of Corporate Shareholders*).
v. Enter your CDS account number and the number of shares held. Read and accept the General Terms and Conditions by clicking "Next".
vi. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her/their discretion, please indicate "Discretionary".
vii. Review and confirm your proxy(ies) appointment and click "Next".
viii. Download or print the eProxy form as an acknowledgement.

For Authorised Nominees and Exempt Authorised Nominees

i. Log in to https://investor.boardroomlimited.com
ii. Select "**Lianson Fleet Group Berhad Extraordinary General Meeting**" from the list of Meeting Event(s) and click "**Enter**".
iii. Click "Submit eProxy Form".
iv. Select the company you would like to represent (if more than one).
v. Proceed to download the file format for "Submission of Proxy Form".
vi. Prepare the file for the appointment of proxy(ies) by inserting the required data.
vii. Proceed to upload the duly completed Proxy Appointment file.

viii. Review and confirm your proxy(ies) appointment(s) and click "Submit".

ix. Download or print the eProxy form as an acknowledgement.

REVOCATION OF PROXY

If you have submitted your Form of Proxy prior to the EGM and subsequently decide to appoint another person or wish to participate in the EGM yourself, please write in to bsr.helpdesk@boardroomlimited.com or via electronic means (as the case may be) to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the EGM or proceed to Help Desk Counter on the EGM day for proxy revocation. Upon revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should inform your proxy(ies) accordingly.

RECORDING OR PHOTOGRAPHY AT EGM

No recording or any other form of recording or photography of the EGM's proceedings is allowed without prior written permission of the Company.

GIFT POLICY

There will be **NO DISTRIBUTION** of door gifts for shareholders/proxies/corporate representatives who join or participate in the EGM.

CIRCULAR – GO DIGITAL & PAPERLESS

1. As part of our commitment to sustainable practices, the Circular to Shareholders dated 11 June 2025 can be downloaded from our website at www.lianson.com under Investor Relations as well as Bursa Malaysia's website at www.bursamalaysia.com under Company Announcements. There will be **NO DISTRIBUTION** of the said Circular during the meeting.
2. If you wish to request the printed copy of the Circular to Shareholders dated 11 June 2025, please forward your request by completing the Request Form provided by us.

ENQUIRY

For enquiries on the voting procedure and e-polling process, please refer to the Boardroom during office hours (Monday to Friday from 8.30 a.m. to 5.30 p.m.):

Help Desk
Boardroom Share Registrars Sdn. Bhd.
Telephone No. : +603-7890 4700
Email : bsr.helpdesk@boardroomlimited.com

PERSONAL DATA PROTECTION CONSENT

The processing of your personal data is subject to Lianson Fleet Group's Privacy Notice, as published on its website.