

SINMAH CAPITAL BERHAD
[Registration No. 199401015973 (301653-V)]

MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF SINMAH CAPITAL BERHAD HELD AT GALLERY 2, LEVEL 1, CONCORDE HOTEL KUALA LUMPUR, NO. 2, JALAN SULTAN ISMAIL, 50250 KUALA LUMPUR, MALAYSIA ON THURSDAY, 13 JUNE 2024 AT 1.00 P.M

Present : Datuk Seri Rahadian Mahmud bin Mohammad Khalil
(Chairman)
Mr. Toh Hong Chye
Datuk Fong Kiah Yeow
Dato' Kevin Sathiaseelan a/l Ramakrishnan
Puan Masleena binti Zaid
Ms. Yeong Siew Lee

In Attendance : Mr. Chin Wai Yi (*Company Secretary*)

Shareholders and Proxies : As per attendance list

By Invitation : As per attendance list

1.0 CHAIRMAN

1.1 The Chairman, Datuk Seri Rahadian Mahmud bin Mohammad Khalil welcomed all shareholders and guests to the Thirtieth Annual General Meeting (“**30th AGM**”) of the Company.

1.2 The Chairman thereafter introduced the Board of Directors to the shareholders and proxies.

2.0 QUORUM

2.1 The Chairman informed that the quorum requirement had been met and called the meeting to order.

3.0 NOTICE OF MEETING

3.1 With the consent of the shareholders and proxies present, the Notice convening the meeting, having been circulated to all members of the Company within the prescribed period, was taken as read.

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

*- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024***4.0 POLLING**

- 4.1 At this juncture, the Chairman informed the meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of the 30th AGM must be voted by poll.
- 4.2 Pursuant to the Constitution of the Company, the Chairman then demanded for a poll to be taken for all the resolutions set forth in the notice of the 30th AGM. The Chairman further informed the meeting that the Company had appointed GAP Advisory Sdn. Bhd. as Poll Administrator to conduct the poll voting process and Quantegic Services Sdn. Bhd. as Independent Scrutineer to verify the poll results.
- 4.3 The Chairman informed that the meeting should go through all the motions and proceed with the polling process after the last motion has been tabled.
- 4.4 At the invitation of the Chairman, the Company Secretary briefed the meeting on the polling procedures.
- 4.5 After the briefing on the polling procedure by the Company Secretary, the Chairman then proceeded with the agenda of the notice of the 30th AGM.

5.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON

- 5.1 The Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Directors' and the Auditors' Reports thereon which had been previously circulated to all shareholders were laid at the meeting for discussion.
- 5.2 The Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2023 were meant for discussion only as the provision of Section 340 of the Companies Act 2016 did not require a formal approval from shareholders of the Company. Therefore, the item was not put forward for voting.
- 5.3 The Chairman then invited questions from the floor, to which there was none. The Chairman proceeded to declare that the Audited Financial Statements of the Company for the financial year ended 31 December 2023 be and is hereby received.

**6.0 ORDINARY RESOLUTION 1
RE-ELECTION OF DIRECTOR – DATUK FONG KIAH YEOW**

- 6.1 The Chairman informed that Ordinary Resolution 1 was on the re-election of Datuk Fong Kiah Yeow as Director retiring pursuant to Clause 84 of the Constitution of the Company and being eligible, offered himself for re-election. The Chairman then put the motion to the meeting for consideration.

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024

**7.0 ORDINARY RESOLUTION 2
RE-ELECTION OF DIRECTOR – MR. TOH HONG CHYE**

7.1 The Chairman informed that Ordinary Resolution 2 was on the re-election of Mr. Toh Hong Chye as Director retiring pursuant to Clause 84 of the Constitution of the Company and being eligible, offered himself for re-election. The Chairman then put the motion to the meeting for consideration.

**8.0 ORDINARY RESOLUTION 3
RE-ELECTION OF DIRECTOR – DATO' KEVIN SATHIASEELAN A/L
RAMAKRISHNAN**

8.1 The Chairman informed that Ordinary Resolution 3 was on the re-election of Dato' Kevin Sathiaselalan A/L Ramakrishnan as Director retiring pursuant to Clause 91 of the Constitution of the Company and being eligible, offered himself for re-election. The Chairman then put the motion to the meeting for consideration.

**9.0 ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF THE DIRECTORS' REMUNERATION
TO NON-EXECUTIVE DIRECTORS AMOUNTING TO RM350,000.00
PER ANNUM UNTIL THE NEXT ANNUAL GENERAL MEETING OF
THE COMPANY**

9.1 The Chairman informed that the fourth resolution on the agenda was to approve the payment of the Directors' remuneration to Non-Executive Directors amounting to RM350,000.00 per annum until the next Annual General Meeting of the Company. The Chairman then put the motion to the meeting for consideration.

**10.0 ORDINARY RESOLUTION 5
RE-APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE
COMPANY**

10.1 The Chairman informed that Ordinary Resolution 5 was to approve the re-appointment of Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. The Chairman then put the motion to the meeting for consideration.

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024

**11.0 ORDINARY RESOLUTION 6
AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT
2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS**

11.1 The Chairman moved on to Ordinary Resolution 6 to be transacted at the 30th AGM which is to consider and if thought fit, pass an ordinary resolution to renew the general mandate from shareholders to authorise the Directors to issue an aggregate number of shares not exceeding ten per cent (10%) of the issue share capital of the Company pursuant to Sections 75 and 76 of Companies Act 2016. The Chairman then put the motion to the meeting for consideration.

**12.0 ORDINARY RESOLUTION 7
PROPOSED GRANT OF SHARE ISSUANCE SCHEME (“SIS”) OPTIONS
TO DATO’ KEVIN SATHIASEELAN A/L RAMAKRISHNAN**

12.1 The Chairman informed that the next item on the agenda was to consider and if thought fit, pass an ordinary resolution to obtain shareholders’ approval for the proposed allocation of SIS Options to Dato’ Kevin Sathiaselan A/L Ramakrishnan, the Independent Non-Executive Director of the Company. The Chairman then put the motion to the meeting for consideration.

13.0 ANY OTHER BUSINESS

13.1 The Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Constitution of the Company and the Companies Act 2016.

14.0 POLLING

14.1 After all the resolutions had been tabled to the meeting, the Chairman directed for the closing of the registration of the shareholders and proxies for the meeting.

14.2 The Chairman declared the polling closed at 1.08 p.m. and adjourned the meeting for the Poll Administrator and Independent Scrutineers to tabulate the results of the poll. The meeting resumed at 1.11 p.m. for the declaration of the results of the poll.

**15.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 1
RE-ELECTION OF DIRECTOR – DATUK FONG KIAH YEOW**

15.1 The Ordinary Resolution 1 was voted by poll and the results of the poll were presented to the meeting as follows:

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

15.2 Based on the above result, the Chairman declared that the Ordinary Resolution 1 was carried. Accordingly, it was RESOLVED:

15.3 That Datuk Fong Kiah Yeow who retired pursuant to Clause 84 of the Constitution of the Company is hereby re-elected as a Director of the Company.

16.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 2 RE-ELECTION OF DIRECTOR – MR. TOH HONG CHYE

16.1 The Ordinary Resolution 2 was voted by poll and the results of the poll were presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

16.2 Based on the above result, the Chairman declared that the Ordinary Resolution 2 was carried. Accordingly, it was RESOLVED:

16.3 That Mr. Toh Hong Chye who retired pursuant to Clause 84 of the Constitution of the Company is hereby re-elected as a Director of the Company.

17.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 3 RE-ELECTION OF DIRECTOR – DATO' KEVIN SATHIASEELAN A/L RAMAKRISHNAN

17.1 The Ordinary Resolution 3 was voted by poll and the results of the poll were presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

17.2 Based on the above result, the Chairman declared that the Ordinary Resolution 3 was carried. Accordingly, it was RESOLVED:

17.3 That Dato' Kevin Sathiaselan A/L Ramakrishnan who retired pursuant to Clause 91 of the Constitution of the Company is hereby re-elected as a Director of the Company.

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

*- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024***18.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 4 TO APPROVE THE PAYMENT OF DIRECTORS' REMUNERATION TO NON-EXECUTIVE DIRECTORS AMOUNTING TO RM350,000.00 PER ANNUM UNTIL THE NEXT ANNUAL GENERAL MEETING**

18.1 The Ordinary Resolution 4 was voted by poll and the results of the poll were presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

18.2 Based on the above result, the Chairman declared that the Ordinary Resolution 4 was carried. Accordingly, it was RESOLVED:

18.3 That the payment of the Directors' remuneration to Non-Executive Directors amounting to Ringgit Malaysia Three Hundred and Fifty Thousand (RM350,000.00) per annum until the next Annual General Meeting, is hereby approved for payment.

19.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 5 RE-APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE COMPANY

19.1 The Ordinary Resolution 5 was voted by poll and the results of the poll were presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

19.2 Based on the above result, the Chairman declared that the Ordinary Resolution 5 was carried. Accordingly, it was RESOLVED:

19.3 That Messrs TGS TW PLT is hereby re-appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and that the Directors are hereby authorised to fix their remuneration.

20.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 6 AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS

20.1 The Ordinary Resolution 6 was voted by poll and the results of the poll were presented to the meeting as follows:

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

20.2 Based on the above result, the Chairman declared that the Ordinary Resolution 6 was carried. Accordingly, it was RESOLVED:

20.3 That pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

That pursuant to Section 85 of the Companies Act 2016 approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company's shares arising from any issuance of new Company's shares pursuant to Sections 75 and 76 of the Companies Act 2016.

That the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

21.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 7 PROPOSED GRANT OF SIS OPTIONS TO DATO' KEVIN SATHIASEELAN A/L RAMAKRISHNAN

21.1 The Ordinary Resolution 7 was voted by poll and the results of the poll were presented to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
147,736,900	100.0000	0	0.0000

21.2 Based on the above result, the Chairman declared that the Ordinary Resolution 7 was carried. Accordingly, it was RESOLVED:

21.3 That the proposed allocation of SIS Options to Dato' Kevin Sathiaselalan A/L Ramakrishnan, the Independent Non-Executive Director of the Company is hereby approved.

SINMAH CAPITAL BERHAD

Registration No. 199401015973 (301653-V)

- Minutes of the Thirtieth Annual General Meeting held on 13 June 2024

22.0 CONCLUSION

- 22.1 There being no other business to be transacted, the meeting concluded at 1.13 p.m. with a vote of thanks to the Chair.