

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

MINUTES OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF SINMAH CAPITAL BERHAD HELD VIRTUALLY FROM THE BROADCAST VENUE AT 1-40-1, MENARA BANGKOK BANK, BERJAYA CENTRAL PARK, NO. 105 JALAN AMPANG, 50450 KUALA LUMPUR, W.P. KUALA LUMPUR, MALAYSIA ON THURSDAY, 30 JUNE 2022 AT 10.00 A.M

- Present : Datuk Ng Peng Hong @ Ng Peng Hay (Chairman)
Datuk Fong Kiah Yeow
Mr Fong Ngan Teng
Mr Toh Hong Chye
Puan Masleena Binti Zaid
- In Attendance : Mr Florence Toh (*Company Secretary*)
Mr Jimmy Liew Seng Aun (*Company Secretary/Director, Corporate Affairs*)
Mr Nolan John Felix (*Company Secretary/Senior Manager, Corporate Affairs*)
- Shareholders and Proxies participate via Remote Participation and Voting facility : As per attendance list
- By Invitation : As per attendance list

1.0 CHAIRMAN

- 1.1 Pursuant to Clause 68 of the Constitution of the Company, the Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Company. Where, there is no such Chairman or if one (1) Director only is present at the general meeting, he shall preside as the Chairman of such general meeting. Therefore, the Board of Directors of the Company unanimously resolved to elect Datuk Ng Peng Hong @ Ng Peng Hay as Chairman of the Twenty Eighth Annual General Meeting (“**28th AGM**”) of the Company. Datuk Ng Peng Hong @ Ng Peng Hay presided as the Chairman of the 28th AGM and welcomed all shareholders and guests to the 28th AGM of the Company.
- 1.2 The Chairman thereafter informed the meeting that the members of the Board of Directors, the Company Secretary and management team were attending the meeting virtually.

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2.0 QUORUM

- 2.1 The Chairman informed that based on the report issued by the Poll Administrator of the Company, a total of 31 members, comprising shareholders, proxies and corporate representatives, for a total of 98,068,001 ordinary shares representing 29.05% of the total issued shares of the Company have registered via the remote participation and voting (“RPV”) facilities for participation at the 28th AGM.
- 2.2 The Company had received in total 19 proxy forms from shareholders for a total of 97,999,202 shares representing 29.03% of the total issued shares of the Company. Out of those, there were 10 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented stood at 48,035,000, representing 14.23% of the total issued shares of the Company.
- 2.3 The Chairman added that a quorum was present pursuant to Clause 66 of the Constitution of the Company and declared the 28th AGM duly convened.

3.0 NOTICE OF MEETING

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

4.0 POLLING

- 4.1 In line with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 28th AGM would be conducted by poll.
- 4.2 The Chairman informed that the Company had appointed Digerati Technologies Sdn. Bhd. as Poll Administrator to conduct the poll voting process and Quantegic Services Sdn. Bhd. as Scrutineer to verify the poll results.
- 4.3 The Chairman encouraged all shareholders and proxies present to participate in the meeting and further informed that the shareholders and proxies would cast their votes after the resolutions set out in the Notice of the 28th AGM had been tabled and attended to the question and answer session.

5.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 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 2021 together with the Directors’ and the Auditors’ Reports thereon which had been previously circulated to all shareholders were laid at the meeting for discussion.

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- 5.2 The Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2021 were meant for discussion only as the provision of Section 340 of the Companies Act 2016 (“CA 2016”) does not require a formal approval from shareholders of the Company.

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

- 6.1 The Chairman informed that Ordinary Resolution 1 is 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, has offered himself for re-election.

**7.0 ORDINARY RESOLUTION 2
RE-ELECTION OF DIRECTOR – MR FONG NGAN TENG**

- 7.1 The Chairman informed that in accordance with Clause 84 of the Constitution of the Company, Mr Fong Ngan Teng retired from the Board and being eligible, offered himself for re-election.

**8.0 ORDINARY RESOLUTION 3
RE-ELECTION OF DIRECTOR – PUAN MASLEENA BINTI ZAID**

- 8.1 The Chairman informed that Ordinary Resolution 3 is on the re-election of Puan Masleena Binti Zaid as Director retiring pursuant to Clause 91 of the Constitution of the Company and being eligible, has offered herself for re-election.

**9.0 ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF THE DIRECTORS’ REMUNERATION
TO NON-EXECUTIVE DIRECTORS AMOUNTING TO RM350,000.00 FOR
THE PERIOD FROM 1 JULY 2022 UNTIL THE NEXT ANNUAL GENERAL
MEETING OF THE COMPANY TO BE HELD IN 2023**

- 9.1 The Chairman informed that the fourth resolution on the agenda is to approve the payment of the Directors’ remuneration to Non-Executive Directors amounting to RM350,000.00 for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023.

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**10.0 ORDINARY RESOLUTION 5
RE-APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE
COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR
REMUNERATION**

10.1 The Chairman informed that Ordinary Resolution 5 is to approve the re-appointment of Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**11.0 ORDINARY RESOLUTION 6
AUTHORITY FOR ENCIK MOHD KHASAN BIN AHMAD TO CONTINUE
IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

11.1 The Chairman informed that the first Special Business to be transacted at the 28th AGM, was to consider and if thought fit, pass an ordinary resolution to approve Encik Mohd Khasan Bin Ahmad to continue in office as an Independent Non-Executive Director was not put forward for voting as Encik Mohd Khasan Bin Ahmad had resigned on 16 June 2022.

**12.0 ORDINARY RESOLUTION 7
AUTHORITY UNDER SECTION 76 OF CA 2016 FOR THE DIRECTORS TO
ALLOT SHARES OR GRANT RIGHTS**

12.1 The Chairman informed that the second Special Business to be transacted at the 28th AGM, was 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 Section 76 of CA 2016.

**13.0 ORDINARY RESOLUTION 8
PROPOSED ALLOCATION OF SHARE ISSUANCE SCHEME (“SIS”)
OPTIONS TO PUAN MASLEENA BINTI ZAID**

13.1 The Chairman informed that the next Special Business to be transacted at the 28th AGM, was to consider and if thought fit, pass an ordinary resolution to obtain shareholders’ approval for the proposed allocation of SIS Options to Puan Masleena Binti Zaid, the Independent Non-Executive Director of the Company.

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**14.0 ORDINARY RESOLUTION 9
PROPOSED ALLOCATION OF SIS OPTIONS TO MADAM YONG MAI
FANG**

14.1 The Chairman informed that the next Special Business to be transacted at the 28th AGM, was to consider and if thought fit, pass an ordinary resolution to obtain shareholders' approval for the proposed allocation of SIS Options to Madam Yong Mai Fang, who is a person connected to Mr Toh Hong Chye, the Executive Director of the Company.

**15.0 ORDINARY RESOLUTION 10
PROPOSED ALLOCATION OF SIS OPTIONS TO MR BENJAMIN FONG
HIAN BOON**

15.1 The Chairman informed that the next Special Business to be transacted at the 28th AGM, was to consider and if thought fit, pass an ordinary resolution to obtain shareholders' approval for the proposed allocation of SIS Options to Mr Benjamin Fong Hian Boon, who is a person connected to Datuk Fong Kiah Yeow and Mr Fong Ngan Teng, the Executive Directors of the Company.

**16.0 ORDINARY RESOLUTION 11
PROPOSED ALLOCATION OF SIS OPTIONS TO MR FONG HIANG KHIM**

16.1 The Chairman informed that the next Special Business to be transacted at the 28th AGM, was to consider and if thought fit, pass an ordinary resolution to obtain shareholders' approval for the proposed allocation of SIS Options to Mr Fong Hiang Khim, who is a person connected to Datuk Fong Kiah Yeow and Mr Fong Ngan Teng, the Executive Directors of the Company.

**17.0 ORDINARY RESOLUTION 12
PROPOSED ALLOCATION OF SIS OPTIONS TO DATO' FONG KOK
YONG**

17.1 The Chairman informed that the next Special Business to be transacted at the 28th AGM, was to consider and if thought fit, pass an ordinary resolution to obtain shareholders' approval for the proposed allocation of SIS Options to Dato' Fong Kok Yong, who is a person connected to Datuk Fong Kiah Yeow and Mr Fong Ngan Teng, the Executive Directors of the Company.

18.0 ANY OTHER BUSINESS

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- 18.1 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 CA 2016.

19.0 QUESTION AND ANSWER SESSION

- 19.1 After tabling the resolutions set out in the Notice of 28th AGM, the Chairman invited Mr Nolan John Felix, the Senior Manager of Corporate Affairs of the Company to present the Company's responses to the questions submitted by the shareholders prior to the 28th AGM, details of which were set out in Appendix A attached.
- 19.2 After having addressed all the questions raised prior to the 28th AGM, the Chairman proceeded to address further questions from shareholders and proxies via typed text or live response, to which there was none.
- 19.3 After having addressed all the questions raised, the Chairman informed the Meeting to proceed with voting. Shareholders and proxies were given another five (5) minutes to vote if they have not done so earlier.
- 19.4 The Chairman further conveyed that in his capacity as Chairman of the meeting, he has been appointed as proxy by some shareholders and will be voting in accordance with their instructions.
- 19.5 The Chairman declared the polling closed at 10.19 a.m. for the votes to be tabulated by the Poll Administrator and verified by the Scrutineers. The meeting resumed at 10.22 a.m. for the declaration of the results of the poll.

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

- 20.1 The Ordinary Resolution 1 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
95,522,501	100.0000	0	0.0000

- 20.2 Based on the above result, the Chairman declared that the Ordinary Resolution 1 was carried. Accordingly, it was RESOLVED:
- 20.3 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.

21.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 2 RE-ELECTION OF DIRECTOR – FONG NGAN TENG

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- 21.1 The Ordinary Resolution 2 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
95,522,501	100.0000	0	0.0000

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

- 21.3 That Fong Ngan Teng who retired pursuant to Clause 84 of the Constitution of the Company is hereby re-elected as a Director of the Company.

**22.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 3
RE-ELECTION OF DIRECTOR – PUAN MASLEENA BINTI ZAID**

- 22.1 The Ordinary Resolution 3 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
95,522,501	100.0000	0	0.0000

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

- 22.3 That Puan Masleena Binti Zaid who retired pursuant to Clause 91 of the Constitution of the Company is hereby re-elected as a Director of the Company.

**23.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS
PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY
AND ITS SUBSIDIARIES UP TO AN AGGREGATE AMOUNT OF
RM350,000.00 FOR THE PERIOD FROM 1 JULY 2022 UNTIL THE NEXT
ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2023**

- 23.1 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	%
95,522,501	100.0000	0	0.0000

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

23.3 That the payment of the Directors' fees and benefits payable to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of Ringgit Malaysia Three Hundred and Fifty Thousand (RM350,000.00) for the period from 1 July 2022 until the next Annual General Meeting of the Company to be held in 2023, is hereby approved for payment.

**24.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 5
RE-APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE
COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR
REMUNERATION**

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

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
95,522,501	100.0000	0	0.0000

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

24.3 That the re-appointment of Messrs TGS TW PLT as Auditors of the Company 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.

**25.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 6
AUTHORITY FOR ENCIK MOHD KHASAN BIN AHMAD TO CONTINUE
IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

25.1 The Ordinary Resolution 6 was withdrawn as Encik Mohd Khasan Bin Ahmad had resigned on 16 June 2022 and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
0	0.0000	0	0.0000

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AUTHORITY UNDER SECTION 76 OF CA 2016 FOR THE DIRECTORS TO
ALLOT SHARES OR GRANT RIGHTS**

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

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
95,522,501	100.0000	0	0.0000

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

26.3 THAT pursuant to Section 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 and 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.”

**27.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 8
PROPOSED ALLOCATION OF SIS OPTIONS TO PUAN MASLEENA BINTI
ZAID**

27.1 The Ordinary Resolution 8 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
95,522,501	100.0000	0	0.0000

27.2 Based on the above result, the Chairman declared that the Ordinary Resolution 8 was carried. Accordingly, it was RESOLVED:

27.3 That the proposed allocation of SIS Options to Puan Masleena Binti Zaid, the Independent Non-Executive Director of the Company is hereby approved.

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28.1 The Ordinary Resolution 9 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
64,822,501	100.0000	0	0.0000

28.2 Based on the above result, the Chairman declared that the Ordinary Resolution 9 was carried. Accordingly, it was RESOLVED:

28.3 That the proposed allocation of SIS Options to Madam Yong Mai Fang, who is a person connected to Mr Toh Hong Chye, the Executive Director of the Company is hereby approved.

29.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 10 PROPOSED ALLOCATION OF SIS OPTIONS TO MR BENJAMIN FONG HIAN BOON

29.1 The Ordinary Resolution 10 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
55,808,301	100.0000	0	0.0000

29.2 Based on the above result, the Chairman declared that the Ordinary Resolution 10 was carried. Accordingly, it was RESOLVED:

29.3 That the proposed allocation of SIS Options to Mr Benjamin Fong Hian Boon, who is a person connected to Datuk Fong Kiah Yeow and Fong Ngan Teng, the Executive Directors of the Company is hereby approved.

30.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 11 PROPOSED ALLOCATION OF SIS OPTIONS TO MR FONG HIANG KHIM

30.1 The Ordinary Resolution 11 was voted by poll and the results of the poll were present to the meeting as follows:

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Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
55,808,301	100.0000	0	0.0000

30.2 Based on the above result, the Chairman declared that the Ordinary Resolution 11 was carried. Accordingly, it was RESOLVED:

30.3 That the proposed allocation of SIS Options to Mr Fong Hiang Khim, who is a person connected to Datuk Fong Kiah Yeow and Fong Ngan Teng, the Executive Directors of the Company is hereby approved.

31.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 12 PROPOSED ALLOCATION OF SIS OPTIONS TO DATO' FONG KOK YONG

31.1 The Ordinary Resolution 12 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
55,808,301	100.0000	0	0.0000

31.2 Based on the above result, the Chairman declared that the Ordinary Resolution 12 was carried. Accordingly, it was RESOLVED:

31.3 That the proposed allocation of SIS Options to Dato' Fong Kok Yong, who is a person connected to Datuk Fong Kiah Yeow and Fong Ngan Teng, the Executive Directors of the Company is hereby approved.

32.0 CONCLUSION

32.1 There being no other business to be transacted, the meeting concluded at 10.23 a.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT RECORD
OF THE PROCEEDINGS THEREAT

DATUK NG PENG HONG @ NG PENG HAY
CHAIRMAN

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No.	Questions	Answers
1.	What is the prospect of the Company?	The Company will be focusing more on its core business, namely property development in the future.
2.	Will the shareholders be getting any door gifts or vouchers?	We have received numerous questions regarding door gifts. However, the Company had previously announced that there will be no refreshment and door gifts to be distributed in the Administration Guide.