



SINMAH CAPITAL BERHAD

Registration No.: 199401015973 (301653-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting ("28th AGM") of Sinmah Capital Berhad ("Sinmah" or "Company") will be conducted 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., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with Reports of the Directors' and the Auditors' thereon. **(Please refer to Explanatory Note 1)**
- To re-elect Datuk Fong Kiah Yeow as Director in accordance with Clause 84 of the Constitution of the Company. **(Ordinary Resolution 1)**
- To re-elect Mr Fong Ngan Teng as Director in accordance with Clause 84 of the Constitution of the Company. **(Ordinary Resolution 2)**
- To re-elect Puan Masleena Binti Zaid as Director in accordance with Clause 91 of the Constitution of the Company. **(Ordinary Resolution 3)**
- 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 year 2023. **(Ordinary Resolution 4)**
- To re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions:

- PROPOSED CONTINUATION IN OFFICE OF ENCIK MOHD KHASAN BIN AHMAD AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"THAT approval be and is hereby given to Encik Mohd Khasan Bin Ahmad who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 6)**
- AUTHORITY UNDER SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS**
"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 ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **(Ordinary Resolution 7)**
- PROPOSED GRANT OF SHARE ISSUANCE SCHEME ("SIS") OPTIONS TO PUAN MASLEENA BINTI ZAID**
"THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the Main Market Listing Requirements ("MMLR") of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant to Puan Masleena Binti Zaid, being the Independent Non-Executive Director of the Company, SIS Options to subscribe for the Company's Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to her, as long as she either singly or collectively through persons connected to her holds 20% or more of the total number of issued shares of the Company (excluding treasury shares)." **(Ordinary Resolution 8)**
- PROPOSED GRANT OF SIS OPTIONS TO MADAM YONG MAI FANG**
"THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the MMLR of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant to Madam Yong Mai Fang, who is a person connected to Mr Toh Hong Chye, the Executive Chairman of the Company, SIS Options to subscribe for the Company's Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to her, as long as she either singly or collectively through persons connected to her holds 20% or more of the total number of issued shares of the Company (excluding treasury shares)." **(Ordinary Resolution 9)**
- PROPOSED GRANT OF SIS OPTIONS TO MR BENJAMIN FONG HIAN BOON**
"THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the MMLR of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant 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, SIS Options to subscribe for the Company's Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to him, as long as he either singly or collectively through persons connected to him holds 20% or more of the total number of issued shares of the Company (excluding treasury shares)." **(Ordinary Resolution 10)**
- PROPOSED GRANT OF SIS OPTIONS TO MR FONG HIANG KHIM**
"THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the MMLR of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant 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, SIS Options to subscribe for the Company's Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to him, as long as he either singly or collectively through persons connected to him holds 20% or more of the total number of issued shares of the Company (excluding treasury shares)." **(Ordinary Resolution 11)**
- PROPOSED GRANT OF SIS OPTIONS TO DATO' FONG KOK YONG**
"THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the MMLR of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant 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, SIS Options to subscribe for the Company's Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to him, as long as he either singly or collectively through persons connected to him holds 20% or more of the total number of issued shares of the Company (excluding treasury shares)." **(Ordinary Resolution 12)**
- To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC NO. 202008004409)
FLEWENCE TOH SUE MEI (MAICSA 7074778) (SSM PC NO. 202108000143)
LIO SENG AUN (MIA 13109) (SSM PC NO. 201908003189)
NOLAN JOHN FELIX (MIA 18938) (SSM PC NO. 201908003308)

Company Secretaries

Kuala Lumpur

Dated : 29 April 2022

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016, it does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

- Items 2, 3 and 4 of the Agenda**
The Nomination Committee of the Company ("NC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election.

Based on the results of the Board Evaluation conducted for the financial year ended 31 December 2021, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

The Board endorsed the NC's recommendation that the Directors who retire in accordance with Clauses 84 and 91 of the Constitution, namely, Datuk Fong Kiah Yeow, Mr Fong Ngan Teng, and Puan Masleena Binti Zaid are eligible to stand for re-election. The retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability on their re-election at the relevant Board meetings. The profiles of these Directors are set out in the Company's Annual Report for the financial year ended 31 December 2021.

The retiring Directors will abstain from voting on the resolution in respect of their re-election at the 28th AGM.

3. Item 7 of the Agenda

Ordinary Resolution 6 on the Proposed Continuation in Office as an Independent Non-Executive Director, the NC has assessed the independence of Encik Mohd Khasan Bin Ahmad, the Director who have served for a cumulative term of more than nine (9) years and has recommended to the Board that he continue to act as an Independent Non-Executive Director of the Company. Encik Mohd Khasan Bin Ahmad was appointed as an Independent Non-Executive Director of the Company on 10 January 2002.

The abovementioned Director have served the Company for more than nine (9) years as at the date of the notice of the 28th AGM. However, he has met the independence guideline as set out in Chapter 1 of the MMLR of Bursa Securities. The Board upon the recommendation from the NC, therefore, considered Encik Mohd Khasan Bin Ahmad to be an Independent Non-Executive Director and recommends that Encik Mohd Khasan Bin Ahmad continue to act as an Independent Non-Executive Director of the Company subject to the approval from the Shareholders of the Company through a two-tier voting process pursuant to Practice No. 4.2 of the Malaysian Code on Corporate Governance.

4. Item 8 of the Agenda

The Ordinary Resolution 7 proposed under item 8 of the agenda, if passed, will give flexibility to the Directors of the Company to issue shares and allot up to a maximum of 10% of the total number of issued shares of the Company ("Sinmah Shares") at the time of such allotment and issuance of Sinmah Shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new Sinmah Shares for future business opportunities for the purpose of funding investment project(s), working capital and/or acquisitions and thereby reducing administrative time and cost associated with the convening of such meeting(s). No Sinmah Shares had been issued and allotted by the Company since obtaining the said authority from its shareholders at the previous Annual General Meeting held on 24 August 2021 and hence no proceeds were raised therefrom.

5. Items 9, 10, 11, 12 and 13 of the Agenda

The SIS was implemented on 18 September 2018 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 2 May 2018.

The proposed Ordinary Resolutions 8, 9, 10, 11 and 12 if passed, will provide flexibility to the Directors to grant Puan Masleena Binti Zaid, an Independent Non-Executive Director of the Company, Madam Yong Mai Fang, a person connected to Mr Toh Hong Chye, the Executive Chairman of the Company, Mr Benjamin Fong Hian Boon, Mr Fong Hiang Khim and Dato' Fong Kok Yong, persons connected to Datuk Fong Kiah Yeow and Mr Fong Ngan Teng, the Executive Directors of the Company, SIS Options to subscribe for new shares, subject to the By-Laws of the SIS. The Board is also authorised to allot and issue the corresponding number of new Sinmah Shares arising from the exercise of the SIS Options that may be granted to them under the SIS.

Notes:

- The 28th AGM of the Company will be conducted 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. or at any adjournment thereof. Shareholders of the Company are required to register for the 28th AGM not less than forty eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. **(Please follow the procedures as stipulated in the Administrative Guide).**
- A member of the Company who is entitled to attend, speak and vote at this 28th AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.
- Where a member appoints more than one (1) proxy to attend and vote at the same 28th AGM, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited with the Share Registrar, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty eight (48) hours before the time appointed for holding the 28th AGM (no later than Tuesday, 28 June 2022 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
Alternatively, individual shareholders may choose to submit an electronic Proxy Form using the RPV facilities at <https://agm.digerati.com.my/sinmah-online> or e-mail to Sinmah_helpdesk@digerati.com.my, no later than Tuesday, 28 June 2022 at 10.00 a.m. or at any adjournment of the virtual meeting. Please refer to the Administrative Guide to Shareholders for the procedures to submit the electronic proxy form.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 June 2022 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 28th AGM.
- Any alteration in the Proxy Form must be initiated.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolution set out in the Notice of 28th AGM will be put to the vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 28th AGM and/ or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 28th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 28th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty



SINMAH CAPITAL BERHAD

Registration No.: 199401015973 (301653-V)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE VIRTUAL TWENTY EIGHTH ANNUAL GENERAL MEETING

Type of General Meeting	: Twenty Eighth Annual General Meeting (“ 28th AGM ”)
Date	: Thursday, 30 June 2022
Time	: 10.00 a.m. or at any adjournment thereof
Broadcast Venue	: 1-40-1, Menara Bangkok Bank, Berjaya Central Park, No. 105 Jalan Ampang, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia

In light of the COVID-19 outbreak and in the best interest of public health and the health and safety of our shareholders, Board of Directors and employees whilst adhering to the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, Sinmah Capital Berhad’s (“**Sinmah**” or the “**Company**”) 28th AGM will be held virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided via Digerati Technologies Sdn. Bhd. at <https://agm.digerati.com.my/sinmah-online>.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members will not be allowed to be physically present in person at the Broadcast Venue during the 28th AGM.


Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 23 June 2022 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV

Participants who wish to participate in the 28th AGM remotely using RPV is required to follow the following procedures:

Step	Action	Procedures
A	Register Online 	<ol style="list-style-type: none">1) Access the website at https://agm.digerati.com.my/sinmah-online2) Click on “New? Register Here” to sign up as a new user.3) Complete the registration form and upload a copy of your MyKAD (front and back) or passport and click on “Submit”.4) You need to verify your email to complete the registration. (Please check your spam mailbox if you do not receive the email)5) You will receive email upon successful or rejected registration. <p>Note: If you are already a registered user, you may skip this step.</p>

Step	Action	Procedures
B	To request for RPV	<p><u>Individual Members</u></p> <ol style="list-style-type: none"> 1) Login to https://agm.digerati.com.my/sinmah-online using your ID and password registered via step A. 2) Select “Sinmah 28th AGM”. 3) Read and agree to the Terms & Conditions then confirm the declaration. 4) Complete and submit the request form, you may also appoint proxy (ies) in the request form. 5) You may pose your question, if any, to the Chairman/Board in the request form. <p><u>Corporate Shareholders</u></p> <p>Write in to Sinmah_helpdesk@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate representative or Proxy Form to submit the request.</p> <p><u>Authorised Nominee and Exempt Authorised Nominee</u></p> <p>Write in to Sinmah_helpdesk@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request.</p> <ol style="list-style-type: none"> 1) Upon system verification against the 28th AGM’s ROD as at 23 June 2022, you will receive an e-mail upon approval or rejection of RPV. 2) In the case of approval the following links would be provided in the e-mail: <ol style="list-style-type: none"> a. Broadcast Link b. Polling Form Link
C	On the day of 28th AGM	<ol style="list-style-type: none"> 1) Access to the Broadcast and Polling Form through the link provided in the e-mail or website. 2) If you have any question to the Board of Directors, you may use the Q&A section to pose your question. 3) Submit your vote within a specific period of time once the Chairman announces that the voting is open. 4) Voting will be closed upon the expiry of the voting period. 5) Broadcast will be terminated upon the announcement of the poll result by the Chairman.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.31A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 28th AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this 28th AGM.

Enquiry

If you have any enquiry or require any assistance before or during the 28th AGM, please contact the following officers during office hours (Monday to Friday):

Digerati Technologies Sdn. Bhd.

Name : Alex Kong
Telephone : +60 11-6338 8316
Email : Sinmah_helpdesk@digerati.com.my