



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Seventh Annual General Meeting ("27th AGM") of Sinmah Capital Berhad ("SCB" or "Company") will be conducted virtually with the main venue at Boardroom, 1-17-02, Menara Bangkok Bank, Berjaya Central Park, No. 105 Jalan Ampang, 50450 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Tuesday, 24 August 2021 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

AGENDA

AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- To approve the payment of additional Directors' remuneration to Non-Executive Directors amounting to RM43,725.00 for the period from 24 July 2020 up to 24 August 2021.
(Ordinary Resolution 1)
(Please refer to Explanatory Note 2)
- To approve the payment of the Directors' remuneration to Non-Executive Directors amounting to RM200,000.00 for the period from 25 August 2021 until the next Annual General Meeting of the Company to be held in 2022.
(Ordinary Resolution 2)
(Please refer to Explanatory Note 3)
- To re-elect the following Directors, who are retiring pursuant to Clause 94 of the Company's Constitution and being eligible, offer themselves for re-election:
 - Encik Mohd Khasan Bin Ahmad
(Ordinary Resolution 3)
 - Datuk Hj. Zainal Bin Hj. Shamsudin
(Please refer to Explanatory Note 4)
- To re-elect Mr Toh Hong Chye, the retiring Director, who retires and being eligible, offers himself for re-election in accordance with Clause 100 of the Company's Constitution.
(Ordinary Resolution 4)
- To appoint Messrs TGS TW PLT as Auditors of the Company in place of the retiring auditors, Messrs UHY for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 5)
(Please refer to Explanatory Note 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 subject to the passing of Ordinary Resolution 3, Encik Mohd Khasan Bin Ahmad, having served as Independent Non-Executive Director for a cumulative term of more than nine (9) years, continue to act as an Independent Non-Executive Director of the Company.
(Ordinary Resolution 6)
(Please refer to Explanatory Note 6)
- Authority to Issue Shares Pursuant to Section 76 of the Companies Act 2016**
"THAT subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant government / regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 76 of the Companies Act 2016, to allot and issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided always that until 31 December 2021 as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers, the aggregate number of shares issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being and provided further that the aggregate number of shares issued thereafter pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the MMLR of Bursa Securities (hereinafter referred to as the "General Mandate");
AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation on Bursa Securities for the additional shares so issued pursuant to the General Mandate;
AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
(Ordinary Resolution 7)
(Please refer to Explanatory Note 7)
- Proposed allocation of Share Issuance Scheme ("SIS") Options to Mr Toh Hong Chye**
"THAT subsequent to the approval for the establishment of a SIS being obtained at the Extraordinary General Meeting of the Company held on 2 May 2018, and subject to the approvals of the relevant authorities for the SIS, including the approval from Bursa Securities for the listing of and quotation for the ordinary shares of SCB ("SCB Shares") to be issued arising from the exercise of the SIS Options, approval be and is hereby given to the Board to authorise the SIS Committee, at any time and from time to time throughout the duration of the SIS, to offer and grant to Mr Toh Hong Chye, being the Executive Director of the Company, SIS Options to subscribe for SCB Shares under the SIS.
Provided always that:
 - he must not participate in the deliberation or discussion of his own allocation;
 - the allocation to him, who either singly or collectively, through person(s) connected to him, holds 20% or more of the total number of issued shares of SCB (excluding treasury shares), must not exceed 10% of the total number of new SCB Shares to be issued under the SIS;
 - not more than 80% of the total number of SCB Shares to be made available under the SIS shall be allocated, in aggregate, to the Directors and senior management of our Group (excluding dormant subsidiaries), on the basis that they are crucial to the performance of our Group as determined by the SIS Committee at their sole and absolute discretion; and
 - subject always to such terms and conditions and/or any 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.
 AND THAT the Board is also authorised to allot and issue the corresponding number of new SCB Shares arising from the exercise of the SIS options that may be granted to him under the SIS."
(Ordinary Resolution 8)
(Please refer to Explanatory Note 8)
- Proposed Adoption of New Constitution of the Company**
"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in "Appendix B" despatched together with the Company's Annual Report 2020 be and is hereby adopted as the Constitution of the Company ("Proposed Adoption");
AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption."
(Special Resolution)
(Please refer to Explanatory Note 9)
- To transact any other business of which due notice has been given in accordance with the Companies Act 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

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

Kuala Lumpur
Dated : 27 July 2021

Explanatory Notes on Ordinary and Special Businesses:

- Item 1 of the Agenda**
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 in Malaysia requires that Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.
- Item 2 of the Agenda**
This resolution is to facilitate the shortfall payment of Directors' Remuneration of RM43,725.00 due to the delay of the conduct of the 27th AGM.
- Item 3 of the Agenda**
Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.
The Company is seeking the Shareholders' approval for the payment of Directors' remuneration for an amount of up to RM200,000.00 payable to the Non-Executive Directors of the Company for the period from 25 August 2021 until the next Annual General Meeting of the Company under Ordinary Resolution 2; and
The estimated Directors' fees and benefits proposed for the above-mentioned financial period until the next Annual General Meeting of the Company are derived based on the current Board size and number of scheduled Board and Board Committees meetings to be held. The Resolution is to facilitate payment of Directors' fees and benefits for the financial year 2021/2022.
In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for the additional Directors' fees and benefits payable to meet the shortfall.
- Item 4(ii) of the Agenda**
Datuk Hj. Zainal Bin Hj. Shamsudin is due to retire at the 27th AGM pursuant to Clause 94 of the Company's Constitution. Datuk Hj. Zainal Bin Hj. Shamsudin has informed the Board of his intention not to seek for re-election at the 27th AGM. Hence, he will retain office until the conclusion of the 27th AGM and retire in accordance with Clause 94 of the Company's Constitution.
- Item 6 of the Agenda**
The existing auditors of the Company, Messrs UHY, have been the auditors of the Company since 27 June 2014. Messrs UHY were re-appointed as the auditors of the Company at the Twenty Sixth Annual General Meeting held on Thursday, 23 July 2020 to hold office until the conclusion of the 27th AGM of the Company.

In line with good corporate governance practice, the Audit Committee had undertaken assessment of the suitability and independence of auditors and based on an internal procurement process, had recommended the appointment of Messrs TGS TW PLT as auditors of the Company for financial year ending 31 December 2021.

The Board had reviewed the recommendation of the Audit Committee and agreed to nominate the appointment of Messrs TGS TW PLT on the new auditors in place of the retiring auditors, Messrs UHY in the forthcoming 27th AGM of the Company. Messrs TGS TW PLT have given their consent to act as the auditors of the Company.

- Item 7 of the Agenda**
Ordinary Resolution 6 on the Proposed Continuation in Office as an Independent Non-Executive Director, the Nomination Committee of the Company 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 above-mentioned Director have served the Company for more than nine (9) years as at the date of the notice of the 27th 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 Nomination Committee of the Company, therefore, considered Encik Mohd Khasan Bin Ahmad to be an Independent Non-Executive Director and recommends that contingent upon the passing of Ordinary Resolution 3, Encik Mohd Khasan Bin Ahmad will 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.
- Item 8 of the Agenda**
The Ordinary Resolution 7 is proposed to grant a renewed general mandate ("Renewed General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed:
 - twenty per centum (20%) of the total number of issued shares of the Company for the time being (for issuance and allotment until 31 December 2021 as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers); and
 - ten per centum (10%) of the total number of issued shares of the Company for the time being (for issuance and allotment after 31 December 2021 as stipulated under Paragraph 6.03(1) of the MMLR of Bursa Securities).

The Renewed General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The General Mandate granted to the Directors at the 26th AGM held on 23 July 2020 had been replaced by a higher general mandate granted by the Shareholders of the Company via an Extraordinary General Meeting ("EGM") held on 7 October 2020 pursuant to Bursa Securities' letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers whereby the Directors of the Company be empowered to issue and allot new shares in the Company not more than twenty per centum (20%) of the total number of issued shares of the Company for the time being and this authority will lapse at the conclusion of the 27th AGM ("Replaced General Mandate").

As at to-date, 110,788,200 new ordinary shares in the Company were issued by way of private placement pursuant to the Replaced General Mandate. The total proceeds raised from the said private placement exercise was around RM38,563,742.78. The details and status of the utilisation of proceeds raised from the said private placement exercise are as follows:

Utilisation of Proceeds	Proposed Utilisation (RM'000)	Amount Utilisation (RM'000)	Balance Available for Utilisation (RM'000)
Private Placement I			
Purchase of poultry feeds	9,032.40	9,032.40	-
Purchase of DOCs	2,258.10	2,258.10	-
Purchase of broilers	3,763.50	3,763.50	-
Sub-total for working capital	15,054.00	15,054.00	-
Expenses	110.00	67.51	42.49
Total for Private Placement I	15,164.00	15,121.51	42.49
Private Placement II			
Purchase of poultry feeds	7,375.80	4,022.60	3,353.20
Purchase of DOCs	1,843.95	694.90	1,149.05
Purchase of broilers	3,073.25	3,073.25	-
Sub-total for working capital	12,293.00	7,790.75	4,502.25
Development expenditure	10,966.00	6,516.00	4,450.00
Expenses	140.00	91.94	48.06
Total for Private Placement II	23,399.00	14,398.69	9,000.31
Grand Total	38,563.00	29,520.20	9,042.80

The Renewed General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions and to avoid delay and cost in convening general meetings to approve such issue of shares.

- Item 9 of the Agenda**
The SIS was implemented on 18 September 2018 following the shareholders' approval obtained at the EGM of the Company held on 2 May 2018.
Mr Toh Hong Chye was appointed to the Board on 13 January 2021. The proposed Ordinary Resolution 8 if passed, will provide flexibility to the Directors to grant Mr Toh Hong Chye, being the Executive Director 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 SCB Shares arising from the exercise of the SIS Options that may be granted to him under the SIS.
- Item 10 of the Agenda**
Special Resolution under Item 10 of the Agenda is proposed adoption of new Constitution, which if passed, will streamline the Company's Constitution with the prevailing statutory and regulatory requirements and to enhance administrative efficiency and provide greater clarity to the Constitution. The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in "Appendix B" despatched together with the Company's Annual Report 2020 be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at the 27th AGM.

Notes:

- A member of the Company who is entitled to attend, speak and vote at this 27th 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 Meeting, 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 Poll Administrator, Mega Corporate Services Sdn. Bhd., Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 W.P. Kuala Lumpur, Malaysia or by email to AGM-support@sinmah.com.my not less than forty eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- 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 Articles of Association of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 August 2021 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 27th AGM.
- Any alteration in the form of proxy must be initialed.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of 27th 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 27th 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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