



**FARM'S BEST BERHAD**  
(301653-V)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third Annual General Meeting of the Company will be held at Bilik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Monday, 29 May 2017 at 10.00 a.m. for the following purposes :-

**A G E N D A**

**ORDINARY BUSINESS:-**

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Notes A**
- To approve the payment of Directors' fees of RM120,000 for the financial year ended 31 December 2016. **Ordinary Resolution 1**
- To approve the payment of Directors' Allowances up to an amount of RM16,800 from January 2017 until the next Annual General Meeting of the Company. **Ordinary Resolution 2 (Explanatory Notes B)**
- To re-elect the following Directors who retire in accordance with Article 106 of the Company's Constitution, and being eligible, offer themselves for re-election:-
  - Mr Fong Choon Kai **Ordinary Resolution 3**
  - Mr Fong Ngan Teng **Ordinary Resolution 4**
- To re-appoint Messrs UHY as the Company's Auditors and to authorise the Board of Directors to fix their remuneration for the ensuing year. **Ordinary Resolution 5**

**AS SPECIAL BUSINESS:-**

To consider and, if thought fit, to pass the following ordinary resolutions:

- To re-appoint the following Independent Non-Executive Directors as per recommendation 3.3 set out in the Malaysian Code on Corporate Governance 2012:
  - En Mohd Khasan Bin Ahmad **Ordinary Resolution 6 (Explanatory Notes C)**
  - Datuk Hj Zainal bin Hj Shamsudin **Ordinary Resolution 7 (Explanatory Notes C)**
- Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act, 2016**  
"THAT pursuant to Section 75 of the Companies Act, 2016, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares on Bursa Malaysia Securities Berhad." **Ordinary Resolution 8 (Explanatory Notes D)**
- Proposed Change of Name of the Company from "Farm's Best Berhad" to "Sinmah Capital Berhad"**  
"THAT the name of the Company be changed from "Farm's Best Berhad" to "Sinmah Capital Berhad" effective from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company **AND THAT** the Directors and/or the Secretary be and are hereby authorised to carry out all necessary steps and formalities to effect the Proposed Change of Name." **Ordinary Resolution 9 (Explanatory Notes E)**

**BY ORDER OF THE BOARD**

**NOLAN JOHN FELIX (MIA 18938)**  
**SHAHNIZA ANOM BINTI ELIAS (LS 0006472)**  
Company Secretaries

Melaka  
Date: 28 April 2017

**Notes:-**

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on his (her) behalf. A proxy may but need not be a member of the Company and the provisions of Section 294 of the Companies Act, 2016 shall not apply to the Company.
- Where a member appoints two (2) or more proxies, the appointment shall not be valid unless he (she) specifies the proportion of his (her) shareholdings to be represented by each proxy.
- The Proxy Form shall be signed by the appointor or his (her) attorney duly authorized in writing or, if the member is a corporation, it must be executed under its common seal or by its authorized attorney or officers.
- The instrument appointing a proxy shall be deposited at the office of the Company's Share Registrar at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for the Meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend and vote in the forthcoming Twenty-Third Annual General Meeting, the Company shall be requesting the Record of Depositors in accordance with Article 71(b) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 22 May 2017. Only a depositor whose name appears on the Record of Depositors as at 22 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by poll.

**Explanatory Notes A:**

The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the members and hence is not put for voting.

**Explanatory Notes B:**

Ordinary Resolutions No. 2

**To approve the payment of Directors' Allowances**

The Directors' Allowances are only consist of Board Meeting Allowance of RM600 per meeting.

Note: The meeting allowances will be paid to the Directors after the conclusion of each meeting. If approved by shareholders, the total payment of Directors' Allowances are estimated at RM16,800 based on the estimated number of 7 meetings for the period from January 2017 to June 2018.

**Explanatory Notes C:**

Ordinary Resolutions No. 6 and 7

**To re-appoint Independent Non-Executive Directors**

Under the Malaysian Code on Corporate Governance 2012 ["MCCG 2012"], the Board must undertake an assessment of its independent directors annually. In addition, the MCCG 2012 has recommended that the tenure of an independent director should not exceed a cumulative term of nine years. A shareholders' approval must be sought in the event that the Company intends to retain the independent directors who have served in that capacity for more than nine years.

**Explanatory Notes D:**

Ordinary Resolution No. 8

**Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act, 2016**

The Ordinary Resolution 8 if passed will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The purpose of this general mandate is for possible fund raising exercise but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organize a general meeting. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.

This general mandate sought for the issue of securities is a new mandate which the Company wish to seek from its Shareholders at this Annual General Meeting.

**Explanatory Notes E:**

Ordinary Resolution No. 9

**Proposed Change of Name of the Company from "Farm's Best Berhad" to "Sinmah Capital Berhad"**

The Special Resolution relates to the proposed change of Company's name from "Farm's Best Berhad" to "Sinmah Capital Berhad" and the details on the proposed change of name is set out in the Circular to Shareholders dated 28 April 2017 which is despatched together with the Company's 2016 Annual Report.