



SINMAH CAPITAL BERHAD
(FORMERLY KNOWN AS FARM'S BEST BERHAD)
(Company No.: 301653-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Sinmah Capital Berhad (formerly known as Farm's Best Berhad) ("Sinmah" or "Company") will be held at Bilik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Merdeka, 75100 Melaka on Thursday, 23 November 2017 at 2.30 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1
PROPOSED DISPOSAL OF BREEDER FARM 1, BREEDER FARM 5, ASSETS 1 AND ASSETS 5 IN SINMAH'S SUBSIDIARY, NAMED SINMAH BREEDERS SDN BHD ("SINMAH BREEDERS"), TO FBF FOR A TOTAL CASH CONSIDERATION OF RM17,720,000 ("PROPOSED DISPOSAL OF BREEDER FARM 1, BREEDER FARM 5, ASSETS 1 AND ASSETS 5")

"THAT, subject to the approval from relevant authorities, the Board of Directors of the Company ("Board") be and is hereby authorised to dispose of Breeder Farm 1, Breeder Farm 5, Assets 1 and Assets 5 in Sinmah's subsidiary, namely Sinmah Breeders, to FBF for a total cash consideration of RM17,720,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 1, Breeder Farm 5, Assets 1 and Assets 5 and in the best interest of the Company."

ORDINARY RESOLUTION 2
PROPOSED DISPOSAL OF BREEDER FARM 2, BREEDER FARM 3, ASSETS 2 AND ASSETS 3 IN SINMAH'S SUBSIDIARY, NAMED SINMAH BREEDERS, TO FBF FOR A TOTAL CASH CONSIDERATION OF RM32,050,000 ("PROPOSED DISPOSAL OF BREEDER FARM 2, BREEDER FARM 3, ASSETS 2 AND ASSETS 3")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Breeder Farm 2, Breeder Farm 3, Assets 2 and Assets 3 in Sinmah's subsidiary, namely Sinmah Breeders, to FBF for a total cash consideration of RM32,050,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 2, Breeder Farm 3, Assets 2 and Assets 3 and in the best interest of the Company."

ORDINARY RESOLUTION 3
PROPOSED DISPOSAL OF BREEDER FARM 4 AND ASSETS 4 IN SINMAH'S SUBSIDIARY, NAMED SINMAH BREEDERS, TO FBF FOR A TOTAL CASH CONSIDERATION OF RM4,530,000 ("PROPOSED DISPOSAL OF BREEDER FARM 4 AND ASSETS 4")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Breeder Farm 4 and Assets 4 in Sinmah's subsidiary, namely Sinmah Breeders, to FBF for a total cash consideration of RM4,530,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 4 and Assets 4 and in the best interest of the Company."

ORDINARY RESOLUTION 4
PROPOSED DISPOSAL OF BREEDER FARM 6 AND ASSETS 6 IN SINMAH'S SUBSIDIARIES, NAMED SINMAH BREEDERS AND SINMAH MULTIFEED SDN BHD ("SINMAH MULTIFEED"), TO FBF FOR A TOTAL CASH CONSIDERATION OF RM8,700,000 ("PROPOSED DISPOSAL OF BREEDER FARM 6 AND ASSETS 6")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Breeder Farm 6 and Assets 6 in Sinmah's subsidiaries, namely Sinmah Breeders and Sinmah Multifeed, to FBF for a total cash consideration of RM8,700,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 6 and Assets 6 and in the best interest of the Company."

ORDINARY RESOLUTION 5
PROPOSED DISPOSAL OF BREEDER FARM 1 IN SINMAH'S SUBSIDIARIES, NAMED SINMAH BREEDERS, SINMAH MULTIFEED AND SINMAH LIVESTOCKS SDN BHD ("SINMAH LIVESTOCKS"), TO FBF FOR A CASH CONSIDERATION OF RM3,529,900 ("PROPOSED DISPOSAL OF BREEDER FARM 1")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Breeder Farm 1 in Sinmah's subsidiaries, namely Sinmah Breeders, Sinmah Multifeed and Sinmah Livestocks, to FBF for a cash consideration of RM3,529,900.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 1 and in the best interest of the Company."

ORDINARY RESOLUTION 6
PROPOSED DISPOSAL OF BREEDER FARM 2 IN SINMAH'S SUBSIDIARY, NAMED SINMAH LIVESTOCKS, TO FBF FOR A CASH CONSIDERATION OF RM5,335,000 ("PROPOSED DISPOSAL OF BREEDER FARM 2")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Breeder Farm 2 in Sinmah's subsidiary, namely Sinmah Livestocks, to FBF for a cash consideration of RM5,335,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 2 and in the best interest of the Company."

ORDINARY RESOLUTION 7
PROPOSED DISPOSAL OF BREEDER FARM 3 IN SINMAH'S SUBSIDIARY, NAMED SINMAH LIVESTOCKS, TO FBF FOR A CASH CONSIDERATION OF RM13,645,500 ("PROPOSED DISPOSAL OF BREEDER FARM 3")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Breeder Farm 3 in Sinmah's subsidiary, namely Sinmah Livestocks, to FBF for a cash consideration of RM13,645,500.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Breeder Farm 3 and in the best interest of the Company."

ORDINARY RESOLUTION 8
PROPOSED DISPOSAL OF BROILER FARM 4 IN SINMAH'S SUBSIDIARIES, NAMED SINMAH MULTIFEED AND SINMAH LIVESTOCKS, TO FBF FOR A CASH CONSIDERATION OF RM1,212,200 ("PROPOSED DISPOSAL OF BROILER FARM 4")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Broiler Farm 4 in Sinmah's subsidiaries, namely Sinmah Multifeed and Sinmah Livestocks, to FBF for a cash consideration of RM1,212,200.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Broiler Farm 4 and in the best interest of the Company."

ORDINARY RESOLUTION 9
PROPOSED DISPOSAL OF BROILER FARM 5 IN SINMAH'S SUBSIDIARY, NAMED SINMAH LIVESTOCKS, TO FBF FOR A CASH CONSIDERATION OF RM2,497,000 ("PROPOSED DISPOSAL OF BROILER FARM 5")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Broiler Farm 5 in Sinmah's subsidiary, namely Sinmah Livestocks, to FBF for a cash consideration of RM2,497,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Broiler Farm 5 and in the best interest of the Company."

ORDINARY RESOLUTION 10
PROPOSED DISPOSAL OF BROILER FARM 6 IN SINMAH'S SUBSIDIARIES, NAMED SINMAH BREEDERS, SINMAH MULTIFEED AND SINMAH LIVESTOCKS, TO FBF FOR A CASH CONSIDERATION OF RM9,072,000 ("PROPOSED DISPOSAL OF BROILER FARM 6")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Broiler Farm 6 in Sinmah's subsidiaries, namely Sinmah Breeders, Sinmah Multifeed and Sinmah Livestocks, to FBF for a cash consideration of RM9,072,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Broiler Farm 6 and in the best interest of the Company."

ORDINARY RESOLUTION 11
PROPOSED DISPOSAL OF BROILER FARM 7 IN SINMAH'S SUBSIDIARIES, NAMED SINMAH MULTIFEED AND SINMAH LIVESTOCKS, TO FBF FOR A CASH CONSIDERATION OF RM13,576,500 ("PROPOSED DISPOSAL OF BROILER FARM 7")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Broiler Farm 7 in Sinmah's subsidiaries, namely Sinmah Multifeed and Sinmah Livestocks, to FBF for a cash consideration of RM13,576,500.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Broiler Farm 7 and in the best interest of the Company."

ORDINARY RESOLUTION 12
PROPOSED DISPOSAL OF BROILER FARM 8 IN SINMAH'S SUBSIDIARY, NAMED BERSATU SEGAR SDN BHD ("BERSATU SEGAR"), TO FBF FOR A CASH CONSIDERATION OF RM6,138,000 ("PROPOSED DISPOSAL OF BROILER FARM 8")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Broiler Farm 8 in Sinmah's subsidiary, namely Bersatu Segar, to FBF for a cash consideration of RM6,138,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Broiler Farm 8 and in the best interest of the Company."

ORDINARY RESOLUTION 13
PROPOSED DISPOSAL OF BROILER FARM 9 IN SINMAH'S SUBSIDIARY, NAMED DEE HUAT FARMING TRADING SDN BHD ("DEE HUAT"), TO FBF FOR A CASH CONSIDERATION OF RM3,520,000 ("PROPOSED DISPOSAL OF BROILER FARM 9")

"THAT, subject to the approval from relevant authorities, the Board be and is hereby authorised to dispose of Broiler Farm 9 in Sinmah's subsidiary, namely Dee Huat, to FBF for a cash consideration of RM3,520,000.

AND THAT the Board be and is hereby authorised to do or to procure all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of Broiler Farm 9 and in the best interest of the Company."

BY ORDER OF THE BOARD

TEO SOON MEI (MALCSA 7018590)
NOLAN JOHN FELIX (MIA 18938)
Company Secretaries
Melaka

7 November 2017

Notes:

- (1) For the purpose of determining a member who shall be entitled to attend this meeting, only members whose names appear in the Record of Depositors as at 16 November 2017 will be entitled to attend, speak and vote at the EGM.
- (2) 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.
- (3) Where a member of the Company is an Exempt Authorised Nominee which holds 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.
- (4) 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.
- (5) If the appointer is a corporation, the Form of Proxy must be executed under its common seal or under the hand of its officer or attorney duly authorised.
- (6) The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUI 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.
- (7) 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 EGM will be put to vote by poll.