



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 Bendahara, 75100 Melaka on Wednesday, 2 May 2018 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 222,120,787 NEW ORDINARY SHARES IN SINMAH ("SINMAH SHARES") ("RIGHTS SHARES") ON THE BASIS OF 5 RIGHTS SHARES FOR EVERY 2 EXISTING SINMAH SHARES, TOGETHER WITH UP TO 55,530,196 FREE DETACHABLE WARRANTS ("RIGHTS WARRANTS") ON THE BASIS OF 1 RIGHTS WARRANT FOR EVERY 4 RIGHTS SHARES SUBSCRIBED FOR ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE")

"THAT, subject to the Ordinary Resolution 2 and the approvals being obtained from the relevant authorities and parties (where required), authority be and is hereby given to the Board for the following:

- provisionally allot and issue by way of a renounceable rights issue of up to 222,120,787 Rights Shares on the basis of 5 Rights Shares for every 2 existing Sinmah Shares, together with up to 55,530,196 Warrants on the basis of 1 Rights Warrant for every 4 Rights Shares, held by the shareholders of Sinmah whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date;
- enter into and execute the deed poll in relation to the Proposed Rights Issue ("**Deed Poll**") and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll;
- utilise the proceeds to be derived from the Proposed Rights Issue in the manner as set out in Section 2.6 of the circular to shareholders dated 9 April 2018 ("**Circular**") and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company;
- to issue and allot the Rights Warrants based on the salient terms of which are set out in Section 2.4 of the Circular and upon the terms and conditions of the Deed Poll;
- to issue and allot such number of new Shares arising from the exercise of the Rights Warrants during the tenure of the Rights Warrants; and
- to issue and allot such Rights Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll.

THAT the shareholders' fractional entitlements, if any, shall be disregarded and/or dealt with by our Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares with Warrants which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renouncee(s) (if applicable). It is the intention of the Board to allocate the excess Rights Shares with Warrants in a fair and equitable manner as set out in Section 2.1 of the Circular;

THAT the Rights Shares and the new Sinmah Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Sinmah Shares, save and except that the Rights Shares and the new Sinmah Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distribution, the entitlement date of which is prior to the date of allotment of the Rights Shares and the new Sinmah Shares arising from the exercise of the Warrants;

AND THAT the Board of Directors of Sinmah ("**Board**") be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board in the best interest of the Company, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue."

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER PARAGRAPHS 4.08(1)(B) AND 4.08(1)(C) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS ("RULES") AND THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016 ("CODE") FOR F.C.H. HOLDINGS SDN BHD ("FCH") AND ITS PARTIES ACTING IN CONCERT ("PACS") FROM THE OBLIGATION TO UNDERTAKE A MANDATORY OFFER FOR ALL REMAINING SINMAH SHARES AND CONVERTIBLE SECURITIES IN SINMAH NOT ALREADY OWNED BY FCH AND PACS ("PROPOSED EXEMPTION")

"THAT, subject to the passing of Ordinary Resolution 1 and the approval being obtained from the relevant authorities and parties (where required), including compliance with such conditions as may be imposed by the Securities Commission Malaysia, approval be and is hereby given to exempt FCH and its PACs under Paragraphs 4.08(1)(b) and 4.08(1)(c) of the Rules and the Code from the obligation to undertake a mandatory offer for all remaining Sinmah Shares and convertible securities in Sinmah not already owned by them.

AND THAT the Board be and are hereby authorised to sign and execute all documents, do all things and acts, and take all such steps to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignment and guarantee with any party or parties as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Exemption with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed or required or permitted by the relevant authorities or as a consequence of such requirement or otherwise in any manner as the Director may in its absolute discretion deem necessary and/or expedient to implement, finalise and/or give effect to the Proposed Exemption in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME ("SIS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SINMAH SHARES (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF SINMAH AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED SIS")

"THAT subject to the provisions under the Act and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company to:

- establish and administer the Proposed SIS which involves the granting of options ("**SIS Options**") to all eligible employees of the Company and its subsidiaries ("**Sinmah Group**" or "**the Group**") including Directors of the Group (excluding Sinmah's subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed SIS ("**Eligible Persons**") as set out in the By-Laws, a draft of which is set out in Appendix II of the Circular ("**New By-Laws**");
- allot and issue such number of new Sinmah Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of Sinmah Shares to be allotted and issued shall not exceed 15% of the total number of issued Sinmah Shares (excluding any treasury shares) at any one time throughout the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new Sinmah Shares which may from time to time be allotted and issued pursuant to the Proposed SIS. Such new Sinmah Shares to be issued upon exercise of the SIS Options ("**SIS Shares**") shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Sinmah Shares, save and except that the SIS Shares will not be entitled to any dividends, rights, allotments or any other distributions where the entitlement date of which is prior to the date of allotment and issuance of such SIS Shares and will be subject to all the provisions of the Memorandum and Articles of Association of the Company (including those relating to transfer and transmission);
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- extend the duration of the Proposed SIS for a maximum period of an additional 5 years (the duration of the Proposed SIS would then be for a total period of 10 years from the effective date of the Proposed SIS), if the Board deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF SIS OPTIONS TO DATUK HJ. ZAINAL BIN HJ. SHAMSUDIN

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Hj. Zainal Bin Hj. Shamsudin, being the Independent Non-Executive Director and Chairman of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Datuk Hj. Zainal Bin Hj. Shamsudin pursuant to the exercise of such options."

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF SIS OPTIONS TO DATO' FONG KOK YONG

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Fong Kok Yong, being the Managing Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Dato' Fong Kok Yong pursuant to the exercise of such options."

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF SIS OPTIONS TO DATUK FONG KIAH YEOW

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Fong Kiah Yeow, being the Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Datuk Fong Kiah Yeow pursuant to the exercise of such options."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF SIS OPTIONS TO FONG NGAN TENG

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Fong Ngan Teng, being the Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Fong Ngan Teng pursuant to the exercise of such options."

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF SIS OPTIONS TO FONG CHOON KAI

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Fong Choon Kai, being the Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Fong Choon Kai pursuant to the exercise of such options."

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF SIS OPTIONS TO DATUK NG PENG HONG @ NG PENG HAY

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Ng Peng Hong @ Ng Peng Hay, being the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Datuk Ng Peng Hong @ Ng Peng Hay pursuant to the exercise of such options."

ORDINARY RESOLUTION 10

PROPOSED GRANTING OF SIS OPTIONS TO MOHD KHASAN BIN AHMAD

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Mohd Khasan Bin Ahmad, being the Senior Independent Non-Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Mohd Khasan Bin Ahmad pursuant to the exercise of such options."

ORDINARY RESOLUTION 11

PROPOSED GRANTING OF SIS OPTIONS TO MUNAWAR KABIR MOHD BIN ZAINAL ABIDIN

"THAT subject to the passing of Ordinary Resolution 3 above, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Munawar Kabir Mohd Bin Zainal Abidin, being the Independent Non-Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Sinmah Shares (excluding treasury shares, if any), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares credited as fully paid-up to Munawar Kabir Mohd Bin Zainal Abidin pursuant to the exercise of such options."

ORDINARY RESOLUTION 12

PROPOSED JOINT VENTURE BETWEEN SINMAH DEVELOPMENT SDN BHD ("SDSB"), A WHOLLY-OWNED SUBSIDIARY OF SINMAH AND ENCORP BUKIT KATIL SDN BHD ("EBKSB"), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF ENCORP BERHAD, TO CARRY OUT A MIXED DEVELOPMENT PROJECT ON LAND MEASURING 77.94 ACRES HELD AS PART OF PN 58407, LOT 31915 (FORMERLY KNOWN AS PN 43209, LOT 6934), MUKIM BUKIT KATIL, DISTRICT OF MELAKA TENGAH IN THE STATE OF MELAKA ("PROPOSED JOINT VENTURE")

"THAT subject to the approval of Ordinary Resolution 13 and approvals of all relevant authorities (if required) being obtained, approval be and is given to the Company to accept the terms and conditions of the joint venture agreement dated 8 June 2017 entered by SDSB and EBKSB to carry out a mixed development project on land measuring 77.94 acres held as part of PN 58407, Lot 31915 (formerly known as PN 43209, Lot 6934), Mukim Bukit Katil, District of Melaka Tengah in the state of Melaka.

AND THAT the Board be and are hereby authorised to empower and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary or expedient to give effect and complete the Proposed Joint Venture, and to assent to any modifications, variations, additions and/or amendments as may be required or imposed by the relevant authorities."

ORDINARY RESOLUTION 13

PROPOSED DIVERSIFICATION OF THE BUSINESS OF SINMAH TO INCLUDE PROPERTY DEVELOPMENT AND CONSTRUCTION ("PROPOSED DIVERSIFICATION")

"THAT, subject to the approvals of all relevant authorities (if any), approval be and is hereby granted to Sinmah Group to diversify its principal activities to include the property development and construction business.

AND THAT the Board be and are hereby authorised to do all acts, deeds and things as are necessary to give full effects to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and actions in the best interest of the Company as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification."

BY ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)

NOLAN JOHN FELIX (MIA 18938)

Company Secretaries

Melaka

9 April 2018

Notes:

- 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 25 April 2018 will be entitled to attend, speak and vote at the EGM.
- 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.
- 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.
- 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.
- If the appointor is a corporation, the Form of Proxy must be executed under its common seal or under the hand of its officer or attorney.
- 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 PUJ 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.
- 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.