



**SINMAH CAPITAL
BERHAD**

(301653-V)

(FORMERLY KNOWN AS FARM'S BEST BERHAD)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Fourth Annual General Meeting ("24th AGM") of Sinmah Capital Berhad (formerly known as Farm's Best Berhad) ("Sinmah" or "Company") will be held at Biiik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Monday, 28 May 2018 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 2017 together with the Reports of the Directors and Auditors thereon. **(Please refer Note 1)**
- To approve the payment of the Directors' fees and allowances to Non-Executive Directors amounting to RM177,300.00 for the financial year ended 31 December 2017. **(Ordinary Resolution 1)**
- To approve the aggregate Directors' fees payable to the Directors of the Company of an amount up to RM170,100.00 for the financial year ending 31 December 2018. **(Ordinary Resolution 2)**
- To approve the payment of Directors' remuneration (excluding Directors' Fees) to Non Executive Directors of the Company of an amount up to RM19,200.00 for the period from 31 January 2018 until the next annual general meeting of the Company held in 2019. **(Ordinary Resolution 3)**
- To re-elect Datuk Ng Peng Hong @ Ng Peng Hay, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 106 of the Company's Articles of Association. **(Ordinary Resolution 4)**
- To re-elect Encik Mohd Khasan Bin Ahmad, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 106 of the Company's Articles of Association. **(Ordinary Resolution 5)**
- To re-elect Datuk Hj. Zainal Bin Hj. Shamsudin, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 106 of the Company's Articles of Association. **(Ordinary Resolution 6)**
- To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 December 2018 and to authorize the Directors to deliberate on the Auditors' remuneration. **(Ordinary Resolution 7)**

AS SPECIAL BUSINESS

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

- Proposed Continuation of Office as Independent Non-Executive Director**
THAT subject to the passing of Ordinary Resolution 5, Encik Mohd Khasan Bin Ahmad, having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as the Independent Non-Executive Director of the Company. **(Ordinary Resolution 8)**
- Proposed Continuation of Office as Independent Non-Executive Director**
THAT subject to the passing of Ordinary Resolution 6, Datuk Hj. Zainal Bin Hj. Shamsudin, having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as the Independent Non-Executive Director of the Company. **(Ordinary Resolution 9)**
- Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.**
"THAT subject always to the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in 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 that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." **(Ordinary Resolution 10)**
- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016.

BY ORDER OF THE BOARD

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

Melaka
Dated : 27 April 2018

Notes to the Notice of 24th AGM :-

- 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**
The breakdown of the proposed payment of Directors' fees and allowances to Non-Executive Directors amounting to RM177,300.00 for the financial year ended 31 December 2017 is as set out below :-

	RM per annum
Directors' fees	162,000.00
Allowances to Non-Executive Directors	15,300.00
Total	177,300.00

- Item 3 of the Agenda**
Article 103 of the Company's Articles of Association provides that fees payable to the Directors shall not be increased except pursuant to a resolution passed at a general meeting. Therefore, Shareholders' approval is required for the determination and payment of Directors' fees amounting to RM170,100.00 for the financial year ended 30 September 2018.
- Item 4 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 of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, Shareholders' approval shall be sought at the 24th AGM for the payment of Directors' Remuneration (excluding Directors' fees) payable to the Non-Executive Directors of the Company for the period from 31 January 2018 until the next Annual General Meeting of the Company under Ordinary Resolution 3.

The current Directors' Remuneration (excluding Directors' fees) payable to the Non-Executive Directors of the Company comprises of board meeting allowances of RM600.00 per meeting. The total payment of board meeting allowances to Non-Executive Directors of the Company, if approved by Shareholders at the forthcoming 24th AGM, are estimated at RM19,200.00 based on the estimated number of 8 meetings for the period from January 2018 until the next Annual General Meeting of the Company held in 2019.

In the event that the Directors' allowances payable to Directors of the Company during the above period exceeded the estimated amount sought at the forthcoming 24th AGM of the Company, Shareholders' approval will be sought at the next Annual General Meeting for the additional amount to meet the shortfall.

- Items 5, 6 and 7 of the Agenda**
Article 106 of the Company's Articles of Association provides that one-third (1/3) of the Directors shall retire by rotation at an Annual General Meeting of the Company. All the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. The profile of Datuk Ng Peng Hong @ Ng Peng Hay, Encik Mohd Khasan Bin Ahmad and Datuk Hj. Zainal Bin Hj. Shamsudin, the Directors who are standing for re-election as per Agendas 5 to 7 of the notice of the 24th AGM are set out in the 2017 Annual Report.
- Item 8 of the Agenda**
The Audit Committee and the Board have considered the re-appointment of Messrs UHY as Auditors of the Company and collectively agreed that Messrs UHY have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Proxy

- A member of the Company who is entitled to attend, speak and vote at this 24th 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 authorized 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 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 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 21 May 2018 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 24th AGM.
- Any alteration in the form of proxy must be initialed.
- 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 24th AGM will be put to the vote by poll.

Explanatory Notes to Special Business

- Item 9 and 10 of the Agenda**
For Ordinary Resolution 8 and 9 on the Proposed Continuation in Office as Independent Non-Executive Directors, The Nomination Committee of the Company has assessed the independence of Encik Mohd Khasan Bin Ahmad and Datuk Hj. Zainal Bin Hj. Shamsudin, the Directors who have served for a cumulative term of more than 9 years and has recommended to the Board that they shall continue to act as Independent Non-Executive Directors of the Company. Encik Mohd Khasan Bin Ahmad and Datuk Hj. Zainal Bin Hj. Shamsudin were appointed as Independent Non-Executive Directors on 10 January 2002 and 8 August 2006 respectively, and they have served the Company for more than nine (9) years as at the date of the notice of 24th AGM. However, Encik Mohd Khasan Bin Ahmad and Datuk Hj. Zainal Bin Hj. Shamsudin have met the independence guideline as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board upon the recommendation from the Nomination Committee of the Company, therefore, considers Encik Mohd Khasan Bin Ahmad and Datuk Hj. Zainal Bin Hj. Shamsudin to be independent and recommends them to remain as Independent Non-Executive Directors 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 2017.
- Item 11 of the Agenda**
Ordinary Resolution 10 is proposed to grant a renewed general mandate ("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 from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company as the Directors may consider such an act to be in the interest of the Company. The 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.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 29 May 2017 and which will lapse at the conclusion of the 24th AGM.

The 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.

Personal data privacy :

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 24th 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 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