



## SINMAH CAPITAL 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 (“**Sinmah**” or “**Company**”) will be held at Bilik Bunga Teratai, 7<sup>th</sup> Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, 28 March 2019 at 10 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED ACQUISITION OF THE ENTIRE SHARE CAPITAL OF BUDI SAJA SDN BHD (“BUDI”), COMPRISING 3,000,003 ORDINARY SHARES IN BUDI (“BUDI SHARES”) CURRENTLY HELD BY DATUK BEH KIM LING, DATUK LEE SOO GEE AND DATUK FONG KIAH YEOW (“BUDI VENDORS”), FOR RM10,345,000 IN CASH (“PROPOSED BUDI ACQUISITION”)**

“THAT, subject to the relevant conditions precedent as stipulated in the conditional share sale agreement entered into between Sinmah Development Sdn Bhd and the Budi Vendors on 6 December 2018 for the Proposed Budi Acquisition (“**Budi SSA**”) being met or waived (as the case may be), approval be and is hereby given for the Company to acquire from the Budi Vendors, the Budi Shares, representing the entire share capital of Budi for a cash consideration of RM10,345,000 in accordance to the terms and conditions of the Budi SSA including any modifications, variations, amendments and additions thereto from time to time;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Budi Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Budi Acquisition.”

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION OF THE ENTIRE SHARE CAPITAL OF MEADOW ASSETS SDN BHD (“MEADOW”), COMPRISING 3,000,000 ORDINARY SHARES IN MEADOW (“MEADOW SHARES”) CURRENTLY HELD BY DATUK BEH KIM LING, DATUK LEE SOO GEE AND DATUK FONG KIAH YEOW (“MEADOW VENDORS”), FOR RM1,500,000 IN CASH (“PROPOSED MEADOW ACQUISITION”)**

“THAT, subject to the relevant conditions precedent as stipulated in the conditional share sale agreement entered into between Sinmah Development Sdn Bhd and the Meadow Vendors on 6 December 2018 for the Proposed Meadow Acquisition (“**Meadow SSA**”) being met or waived (as the case may be), approval be and is hereby given for the Company to acquire from the Meadow Vendors, the Meadow Shares, representing the entire share capital of Meadow for a cash consideration of RM1,500,000 in accordance to the terms and conditions of the Meadow SSA including any modifications, variations, amendments and additions thereto from time to time;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as the Board may deem necessary, expedient and/or appropriate to implement and give full effect to and to complete the Proposed Meadow Acquisition with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed Meadow Acquisition.”

#### ORDINARY RESOLUTION 3

**PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF SINMAH AND ITS SUBSIDIARIES (“SINMAH GROUP”) TO INCLUDE HEALTHCARE BUSINESS (“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 healthcare business.

AND THAT the Board be and is 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)**  
**CHUA SIEW YIN (MAICSA 7065531)**

Company Secretaries  
Melaka

13 March 2019

#### 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 21 March 2019 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.
- (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 PJU 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 Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by poll.