

NOTICE IS HEREBY GIVEN that the Twenty Fifth Annual General Meeting ("25th AGM") of Sinmah Capital Berhad ("Sinmah" or "Company") will be held at Bilik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, 30 May 2019 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 2018 together with the Reports of the Directors and Auditors thereon. (Please refer Note 1)
- To approve the payment of the Directors' fees to Non-Executive Directors amounting to RM240,975.00 with effect from 1 January 2019 until the next Annual General Meeting of the Company. (Ordinary Resolution 1) (Please refer Note 2)
- To approve the payment of Directors' remuneration (excluding Directors' Fees) to Non-Executive Directors of the Company of up to RM12,000.00 with effect from 31 May 2019 until the next Annual General Meeting of the Company. (Ordinary Resolution 2) (Please refer Note 2)
- To re-elect Dato' Fong Kok Yong, 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 3) (Please refer Note 3)
- To re-elect Datuk Fong Kiah Yeow, 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) (Please refer Note 3)
- To re-elect Encik Munawar Kabir Mohd Bin Zainal Abidin, 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) (Please refer Note 3)
- To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 December 2019 and to authorize the Directors to deliberate on the Auditors' remuneration. (Ordinary Resolution 6) (Please refer Note 4)

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 Encik Mohd Khasan Bin Ahmad, having served as Independent Non-Executive Director for a cumulative term of more than nine (9) years, continue to act as the Independent Non-Executive Director of the Company. (Ordinary Resolution 7) (Please refer Note 15)
- Proposed Continuation of Office as Independent Non-Executive Director**
THAT 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 8) (Please refer Note 15)
- 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 9) (Please refer Note 16)
- Proposed Adoption of New Constitution of the Company.**
"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in "Appendix A" despatched together with the Company's 2018 Annual Report be and is hereby adopted as the Constitution of the Company ("Proposed Adoption"); AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption." (Special Resolution) (Please refer Note 17)
- To transact any other business of which due notice has been given in accordance with the Companies Act, 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)
NOLAN JOHN FELIX (MIA18938)
CHUA SIEW YIN (MAICSA 7065531)
Company Secretaries

Melaka
Dated: 30 April 2019

Notes to the Notice of 25th 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.
- Items 2 and 3 of the Agenda**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. The fees and allowances structure of the Non-Executive Directors (NEDs) of the Company is as follows:
 - Monthly fixed fees for duties as Director/Chairman; and
 - Meeting allowance for each Board/Board Committee attended.

The shareholders at the last AGM held on 28 May 2018 approved the Directors' Fees of up to RM170,100.00 for the period from 1 January 2018 until 31 December 2018. The actual payment of the Directors' Remuneration (excluding Directors' fees) payable to the Non-Executive Directors of the Company comprises of board meeting allowances for the financial year ended 31 December 2018 was RM13,800.00.

The Directors' fees for the NEDs for the period from 1 January 2019 until the conclusion of the next AGM of the Company are estimated not to exceed RM240,975.00. 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 calculation is based on the estimated number of scheduled Board and Board Committees' meetings and on assumption that all the NEDs will remain in office until the next AGM. These two resolutions are to facilitate payment of the Directors' Fees and the board meeting allowances for financial year 2019/2020. The Board will seek shareholders' approval at the next Annual General Meeting in the event the Directors' fees and allowances proposed are insufficient.

- Items 4, 5 and 6 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 Dato' Fong Kok Yong, Datuk Fong Kiah Yeow and Encik Munawar Kabir Mohd Bin Zainal Abidin, the directors who are standing for re-election as per Agendas 4 to 6 of the notice of the 25th AGM are set out in the 2018 Annual Report.
- Item 7 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 25th 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 PJJ 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 23 May 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 25th 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 25th AGM will be put to the vote by poll.

Explanatory Notes to Special Business

- Item 8 and 9 of the Agenda**
For Ordinary Resolutions 7 and 8 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 25th 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 10 of the Agenda**
Ordinary Resolution 9 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 28 May 2018 and which will lapse at the conclusion of the 25th 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.

- Item 11 of the Agenda**
Special Resolution is proposed adoption of new Constitution, which if passed, will streamline the Company's Constitution with the new provisions of the Companies Act, 2016, amendments made to the Listing Requirements of Bursa Malaysia Securities Berhad for Main Market and enhance administrative efficiency. The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in "Appendix A" despatched together with the Company's 2018 Annual Report be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at the 25th AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 25th 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