



SINMAH CAPITAL BERHAD
Registration No.: 199401015973 (301653-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Sixth Annual General Meeting ("26th AGM") of Sinmah Capital Berhad ("SCB" or "Company") will be held at Function Room 3, Level 2, Holiday Inn Melaka, Jalan Syed Abdul Aziz, 75000 Melaka on Thursday, 23 July 2020 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 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer Note 1)**
- To approve the payment of additional Directors' fees and Directors' remuneration (exclude Directors' fees) to Non-Executive Directors amounting to RM30,750.00 for the period from 1 January 2019 up to 23 July 2020. **(Ordinary Resolution 1)**
- To approve the payment of the Directors' fees to Non-Executive Directors amounting to RM141,750.00 for the period from 24 July 2020 until the next Annual General Meeting of the Company held in 2021. **(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 RM12,000.00 for the period from 24 July 2020 until the next Annual General Meeting of the Company held in 2021. **(Ordinary Resolution 3)**
- To re-elect Mr. Fong Ngan Teng, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 94 of the Company's Constitution. **(Ordinary Resolution 4)**
- To re-elect Mr. Fong Choon Kai, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 94 of the Company's Constitution. **(Ordinary Resolution 5)**
- 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 Clause 94 of the Company's Constitution. **(Ordinary Resolution 6)**
- To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 December 2020 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 of Encik Mohd Khasan Bin Ahmad 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 8)**
- Proposed Continuation of Office of Datuk Hj. Zainal Bin Hj. Shamsudin 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 9)**
- Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.**
"THAT subject always to the Companies Act, 2016, the Constitution 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)**
- Proposed Amendments to the Constitution of the Company**
"THAT the proposed amendments to the Constitution of the Company as set out below, be approved and adopted AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company:-

Clause No.	Existing Clause	Clause No.	Proposed Clause
58	Notwithstanding Clause 57 above, the Company may apply to Bursa Malaysia to waive the convening of a general meeting to obtain Members' approval for further issuance of shares (other than bonus or rights issues) where: (a) the aggregate issues of which in any one financial year do not exceed ten percent (10%) of the issued shares of the Company; and (b) there is still in effect a resolution under Section 75 and 76 of the Act approving the issuance of shares by the Company.	58	Deleted
	New	58	New shares subject to same provisions as original shares Except so far as otherwise provided by the conditions of issue, or by the provisions of this Constitution, any share capital raised by the issue of new shares shall be considered as part of the original share capital, and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, voting and otherwise as if it has been part of the original share capital.
64	The main venue of all general meetings shall be held within Malaysia at such time and place as the Directors shall determine and the chairperson shall be present at that main venue of the meeting. The Company may convene a general meeting by way of a full virtual meeting or a hybrid meeting at more than one (1) venue using any technology or method that allows all Members to participate and to exercise the Members' right to speak and vote at the meeting.	64	The main venue of all general meetings shall be held within Malaysia at such time and place as the Directors shall determine and the chairperson shall be present at that main venue of the meeting. The Company may convene a general meeting by way of a full virtual meeting or a hybrid meeting at more than one (1) venue using any technology or method that allows all Members to participate and to exercise the Members' right to speak and vote at the meeting. For a fully virtual general meeting, the broadcast venue shall be main venue of the meeting and all the provisions of this Constitution as to the meetings of Members shall also apply to such fully virtual general meeting.

(Special Resolution)

- 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) (SSM PC NO. 201908000235)
CHUA SIEW YIN (MAICSA 7065531) (SSM PC NO. 201908000289)
LIEW SENG AUN (MIA 13109) (SSM PC NO. 201908003189)
NOLAN JOHN FELIX (MIA 18938) (SSM PC NO. 201908003308)
Company Secretaries

Melaka
Dated : 24 June 2020

Notes to the Notice of 26th 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 of the Agenda**
This resolution is to facilitate the shortfall payment of Directors' fees of RM28,350.00 and Directors' remuneration (exclude Directors' fees) of RM2,400.00 due to the change of the date of the 26th AGM from May 2020 to July 2020.
- Items 3 and 4 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 :-
a) Monthly fixed fees for duties as Director / Chairman; and
b) Meeting allowance for each Board / Board Committee attended.
The shareholders at the last AGM held on 30 May 2019 approved the Directors' Fees of up to RM240,975.00 for the period from 1 January 2019 until 31 May 2020. The actual payment of the Directors' Remuneration (excluding Directors' fees) payable to the NEDs of the Company comprises of board meeting allowances for the period from 31 May 2019 until 31 May 2020 was RM12,000.00.
The Directors' fees and Directors' Remuneration (excluding Directors' fees) for the NEDs for the period from 24 July 2020 until the conclusion of the next AGM of the Company in 2021 are estimated not to exceed RM141,750.00 and RM12,000.00 respectively. 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 2020/2021. The Board will seek Shareholders' approval at the next Annual General Meeting in the event the Directors' fees and allowances proposed are insufficient.
- Items 5, 6 and 7 of the Agenda**
Clause 94 of the Company's Constitution 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 Mr. Fong Ngan Teng, Mr. Fong Choon Kai and Datuk Ng Peng Hong @ Ng Peng Hay, the Directors who are standing for re-election as per Agendas 5 to 7 of the notice of the 26th AGM are set out in the 2019 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 26th 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 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor 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 Constitution of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 16 July 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 26th 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 26th AGM will be put to the vote by poll.

Explanatory Notes to Special Business

- Item 9 and 10 of the Agenda**
For Ordinary Resolutions 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 26th 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 30 May 2019 and which will lapse at the conclusion of the 26th 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 12 of the Agenda

The Special Resolution proposed under item 12 of the Agenda if approved, will streamline the Company's Constitution, to facilitate the capital raising in a timely and cost-effective manner and also to enhance administrative efficiency. The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the meeting.

Personal data privacy :-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 26th AGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the 26th AGM dated 24 June 2020.



ADMINISTRATIVE GUIDE

FOR THE SHAREHOLDERS OF SINMAH CAPITAL BERHAD

Dear Shareholders,

RE: THE TWENTY SIXTH ANNUAL GENERAL MEETING (“26TH AGM”) OF SINMAH CAPITAL BERHAD (“SCB” OR “THE COMPANY”)

Due to the Coronavirus Disease (Covid-19) pandemic, the health and safety of our shareholders and staff who will attend the 26th AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 26th AGM :-

1. Shareholders are encouraged to appoint the Chairman of the 26th AGM (or any other person) to act as proxy to attend and vote at the 26th AGM on their behalf by submitting the proxy form with predetermined voting instruction.
2. SCB will be conducting temperature screening on all persons before you enter for registration at the meeting. Face masks will be provided to all present and hand sanitisers will be placed at the common areas for your use during meeting.
3. Shareholders or proxies who are feeling unwell or have been placed on quarantine orders or stay-at home notices or had been in physical contact with a person infected with COVID-19, you are advised to refrain from attending the 26th AGM in person.
4. In the interest of the public health including the well-being of our shareholders, shareholders must cooperate with the precautionary measures put in place by SCB should shareholders (or your proxies) wish to attend the 26th AGM in person.
5. Social distancing throughout the 26th AGM must be strictly adhered to.
6. Members/proxies are required to physically sign a Health Declaration Form and provide their travel history and contact details (to facilitate contact tracing) before entering the AGM Venue.
7. To minimise the risk of community spread of the Covid-19, the Company reserves the right to carry out the acts as the Company deems necessary for the safety of our members, Directors, staff and other stakeholders, to refuse members/proxies with pneumonia symptoms (which include fever, cough, breathlessness) and/or body temperature above 37.5°C and/or displaying symptoms of being unwell from entering the AGM Venue.
8. Shareholders are encouraged to ask questions (if any) and engage with the Directors and management of SCB by email to nolan@sinmah.com.my.
9. NO door gift will be provided to the shareholders or proxies.
10. NO refreshment will be served at the AGM venue.
11. **On the seating arrangement and number of individuals allowed to be present at the AGM venue, the Company will be guided by the guidelines issued by Government from time to time. Hence, we strongly encourage members to appoint the Chairman of the 26th AGM (or any other person) to act as your proxy to attend and vote at the 26th AGM.**

Should you require any assistance, kindly contact the Company at 06-335 3329 or nolan@sinmah.com.my.

Yours faithfully,

DATUK HJ. ZAINAL BIN HJ. SHAMSUDIN
Independent Non-Executive Chairman

24 June 2020