



SINMAH CAPITAL BERHAD

Registration No.: 199401015973 (301653-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting (“**30th AGM**”) of Sinmah Capital Berhad (“**Sinmah**” or “**Company**”) will be conducted at Gallery 2, Level 1, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 13 June 2024 at 1.00 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with Reports of the Directors’ and the Auditors’ thereon. **Please refer to Explanatory Note 1**
- To re-elect Datuk Fong Kiah Yeow as Director in accordance with Clause 84 of the Constitution of the Company. **Ordinary Resolution 1**
- To re-elect Toh Hong Chye as Director in accordance with Clause 84 of the Constitution of the Company. **Ordinary Resolution 2**
- To re-elect Dato’ Kevin Sathiaselalan A/L Ramakrishnan as Director in accordance with Clause 91 of the Constitution of the Company. **Ordinary Resolution 3**
- To approve the payment of the Directors’ remuneration to Non-Executive Directors amounting to RM350,000.00 per annum until the next Annual General Meeting of the Company. **Ordinary Resolution 4**
- To re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS** **Ordinary Resolution 6**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016 approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company’s shares arising from any issuance of new Company’s shares pursuant to Sections 75 and 76 of the Companies Act 2016.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

- PROPOSED GRANT OF SHARE ISSUANCE SCHEME (“SIS”) OPTIONS TO DATO’ KEVIN SATHIASHEELAN A/L RAMAKRISHNAN** **Ordinary Resolution 7**

“THAT the Directors be and are hereby authorised to, from time to time subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws of the SIS, the Main Market Listing Requirements (“**MMLR**”) of Bursa Securities, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time throughout the duration of the SIS, offer and grant to Dato’ Kevin Sathiaselalan A/L Ramakrishnan, being the Independent Non-Executive Director of the Company, SIS Options to subscribe for the Company’s Shares under the SIS, provided that not more than 10% of the total number of SIS Options shall be allocated to him, as long as he either singly or collectively through persons connected to him holds 20% or more of the total number of issued shares of the Company (excluding treasury shares).”

- To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

CHIN WAI YI
(MAICSA 7069783) (SSM PC NO. 202008004409)
Company Secretary

Kuala Lumpur
Dated : 30 April 2024

Explanatory Notes on Ordinary and Special Businesses:

- Item 1 of the Agenda**
Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.
- Items 2, 3 and 4 of the Agenda**
The Nomination Committee (“**NC**”) have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election. Based on the results of the Board Evaluation conducted for the financial year ended 31 December 2023, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications:

Datuk Fong Kiah Yeow : Datuk Fong Kiah Yeow has been with Sinmah group since year 1980 and is very familiar with the Company’s business operations. Thus, the Board believes that with his vast experience, he is able to provide valuable input to steer the Company forward.
Datuk Fong Kiah Yeow has exercised his due care and carried out his professional duties proficiently during his tenure as Executive Director of the Company.

Toh Hong Chye : Toh Hong Chye had been involved in the successful implementation of several corporate exercises which include merger and acquisition and corporate debt restructuring exercises undertaken by private and public listed companies. The Board is of the view that his past experience enables him to bring essential insight to the Board.
Toh Hong Chye has exercised his due care and carried out his professional duties proficiently during his tenure as Executive Director of the Company.

Dato’ Kevin Sathiaselalan A/L Ramakrishnan : Dato’ Kevin Sathiaselalan A/L Ramakrishnan fulfils the requirements of independence set out in MMLR of Bursa Securities. With over 20 years of expertise in the academic and the legal industry, the Board believes his extensive experience are all hugely beneficial to the Company.
Dato’ Kevin Sathiaselalan A/L Ramakrishnan has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

3. Item 7 of the Agenda

The Ordinary Resolution 6 proposed under item 7 of the agenda is to seek the shareholders’ approval of a new general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

4. Items 8 of the Agenda

The SIS was implemented on 18 September 2018 following the shareholders’ approval obtained at the Extraordinary General Meeting of the Company held on 2 May 2018.

The proposed Ordinary Resolution 7 if passed, will provide flexibility to the Directors to grant Dato’ Kevin Sathiaselalan A/L Ramakrishnan, the Independent Non-Executive Director of the Company, SIS Options to subscribe for new shares, subject to the By-Laws of the SIS. The Board is also authorised to allot and issue the corresponding number of new shares of the Company arising from the exercise of the SIS Options that may be granted to him under the SIS.

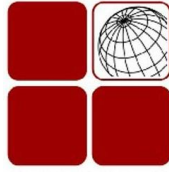
Notes:

- The 30th AGM of the Company will be conducted at Gallery 2, Level 1, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 13 June 2024 at 1.00 p.m., or at any adjournment thereof. Shareholders of the Company are required to register for the 30th AGM not less than forty eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. (Please follow the procedures as stipulated in the Administrative Details).*
- A member of the Company who is entitled to attend, speak and vote at this 30th 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 30th AGM, 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 authorised 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 with the Share Registrar of the Company, GAP Advisory Sdn. Bhd. at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or email to ir.shareregistry@gapadvisory.my not less than forty eight (48) hours before the time appointed for holding the 30th AGM (no later than Tuesday, 11 June 2024 at 1.00 p.m.) 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 6 June 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 30th AGM.*
- Any alteration in the Proxy Form must be initialed.*
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolution set out in the Notice of 30th AGM will be put to the vote by poll.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 30th 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 30th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 30th 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



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ADMINISTRATIVE DETAILS
THIRTIETH ANNUAL GENERAL MEETING OF SINMAH CAPITAL BERHAD

REGISTRATION

1. Registration will start at 12.00 p.m. and will remain open until the conclusion of the Thirtieth Annual General Meeting (“**30th AGM**”) or such time as may be determined by the Chairman of the meeting.
2. Please produce your original MyKad/Identification Card or Passport (for foreigners) during registration. Only original MyKad/Identification Card or Passport will be accepted for the purpose of the identity verification. Please ensure that you collect your MyKad/Identification Card or Passport thereafter.
3. No person will be allowed to register on behalf of another person with the original MyKad/Identification Card or Passport of that other person.
4. Upon verification and registration:
 - a. Please sign the Attendance List and polling slip will be provided at the registration counter;
 - b. If you are attending the 30th AGM as a shareholder as well as a proxy, you will be registered once; and
 - c. No person will be allowed to enter the meeting hall without registration. There will be no replacement in the event that you lose/misplace the polling slip.
5. After registration, please vacate the registration area immediately and proceed to the meeting hall.
6. The registration counter will only handle verification of identity and registration of attendance.
7. Help desk support is available for any other enquiries/assistance/revocation of proxy’s appointment.

DOOR GIFT

No door gift would be provided at the 30th AGM.

LODGEMENT OF PROXY FORM

1. If you are unable to attend the 30th AGM in person and wish to appoint the Chairman of the 30th AGM as your proxy to vote on your behalf, the instrument appointing proxy(ies) may be made in the following manner:

- a) In hard copy form
Please deposit your proxy form at the office of the Poll Administrator, GAP Advisory Sdn. Bhd. (“GAP”), E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur not less than forty-eight (48) hours before the time of holding the 30th AGM, i.e. latest by Tuesday, 11 June 2024 at 1.00 p.m. Any alteration to the Form of Proxy must be initialled.
 - b) By electronic means
Please email to ir.shareregistry@gapadvisory.my not less than forty-eight (48) hours before the time of holding the 30th AGM, i.e. latest by Tuesday, 11 June 2024 at 1.00 p.m. Any alteration to the Form of Proxy must be initialled.
2. If you wish to participate in the 30th AGM yourself, please do not submit any proxy form for the 30th AGM. You will not be allowed to participate in the 30th AGM together with a proxy appointed by you.

REVOCATION OF PROXY

If you have submitted your Proxy Form prior to the AGM and subsequently decide to appoint another person or wish to participate in the 30th AGM yourself, please write in to ir.shareregistry@gapadvisory.my to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the 30th AGM or proceed to the Help desk counter on the 30th AGM day to do proxy revocation. On revocation, your proxy(ies) will not be allowed to participate in the 30th AGM. In such event, you should advise your proxy(ies) accordingly.

DIGITAL COPIES OF 30TH AGM DOCUMENTS

As a part of our commitment to environmentally sustainable practices by reducing paper usage, the following documents can be accessed from our website at www.sinmah.com.my:

1. Annual Report 2023
2. Notice of the 30th AGM and Proxy Form
3. Corporate Governance Report 2023

VOTING AT MEETING

1. Voting will be conducted by poll in accordance Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed GAP as the Poll Administrator and Quantegic Services Sdn. Bhd. as the Independent Scrutineer to verify the poll results.
2. Voting for all the resolutions set out in the Notice of 30th AGM will take place concurrently after the relevant questions in respect of these resolutions have been addressed.

ENQUIRY

For any enquiries and administrative details relating to the meeting, please contact GAP during office hours from Monday to Friday (9.00 a.m. to 6.00 p.m.), detail as follows:

GAP Advisory Sdn. Bhd.
Address : E-10-4, Megan Avenue 1,
189, Jalan Tun Razak,
50400 Kuala Lumpur,
W.P. Kuala Lumpur, Malaysia.
General Line : 603 2181 0516
Email : ir.shareregistry@gapadvisory.my

PERSONAL DATA POLICY

By resigning for the meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data by Sinmah Capital Berhad (or its agents) for the following purposes:

1. For registration;
2. Communicate with the shareholders and proxy holders who participate at the 30th AGM;
3. Respond to the shareholders' and proxy holders' enquiries;
4. For internal record keeping;
5. Send promotional materials, advertisement for marketing purposes;
6. Publication of your personal information in any minutes, website, newsletter, brochure or any other materials which may be published internally or externally;
7. For processing and administration by the Company (or its agents); and
8. Comply with any laws, listing rules, regulations and/or guidelines.

The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.