

**SINMAH CAPITAL BERHAD**  
[Registration No. 199401015973 (301653-V)]

MINUTES OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF SINMAH CAPITAL BERHAD HELD FULLY VIRTUAL VIA ONLINE MEETING PLATFORM AT [HTTPS://MEETING.BOARDROOMLIMITED.MY](https://meeting.boardroomlimited.my) (DOMAIN REGISTRATION NO. WITH MYNIC - D6A357657) ON TUESDAY, 24 AUGUST 2021 AT 10.00 A.M.

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- Present : Datuk Hj. Zainal Bin Hj. Shamsudin (Chairman)  
Datuk Fong Kiah Yeow  
Datuk Ng Peng Hong @ Ng Peng Hay  
Mr Fong Ngan Teng  
Mr Toh Hong Chye  
Encik Mohd Khasan Bin Ahmad
- In Attendance : Mr Chin Wai Yi (*Company Secretary*)  
Mr Jimmy Liew Seng Aun (*Company Secretary/Director, Corporate Affairs*)  
Mr Nolan John Felix (*Company Secretary/Senior Manager, Corporate Affairs*)
- Shareholders and Proxies participate via Remote Participation and Voting facility : As per attendance list
- By Invitation : As per attendance list

**1. CHAIRMAN**

- 1.1 The Chairman, Datuk Hj. Zainal Bin Hj. Shamsudin welcomed all shareholders and guests to the Twenty Seventh Annual General Meeting (“**27th AGM**”) of the Company.
- 1.2 The Chairman thereafter informed the meeting that the members of the Board of Directors, the Company Secretary and management team were attending the meeting virtually.

**2. QUORUM**

- 2.1 The Chairman informed that based on the report issued by the Poll Administrator of the Company, a total of 28 members, comprising shareholders, proxies and corporate representatives, for a total of 41,702,509 ordinary shares representing 12.84% of the total issued shares of the Company have registered via the remote participation and voting (“**RPV**”) facilities for participation at the 27th AGM.

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- 2.2 The Company had received in total 15 proxy forms from shareholders for a total of 84,361,600 shares representing 25.97% of the total issued shares of the Company. Out of those, there were 9 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented stood at 44,647,400, representing 13.74% of the total issued shares of the Company.
- 2.3 The Chairman added that a quorum was present pursuant to Clause 72 of the Constitution of the Company and declared the 27th AGM duly convened.

**3. NOTICE OF MEETING**

- 3.1 With the consent of the shareholders and proxies present, the Notice convening the meeting having been circulated within the prescribed period was taken as read.

**4. POLLING**

- 4.1 In line with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 27th AGM would be conducted by poll.
- 4.2 The Chairman informed that the Company had appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll voting process and SKY Corporate Services Sdn. Bhd. as Scrutineer to verify the poll results.
- 4.3 The Chairman encouraged all shareholders and proxies present to participate in the meeting and further informed that the shareholders and proxies would cast their votes after the resolutions set out in the Notice of the 27th AGM had been tabled and attended to the question and answer session.

**5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON**

- 5.1 The Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors' and the Auditors' Reports thereon which had been previously circulated to all shareholders were laid at the Meeting for discussion.
- 5.2 The Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2020 were meant for discussion only as the provision of Section 340 of the Companies Act 2016 ("CA 2016") does not require a formal approval from shareholders of the Company.

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**6. ORDINARY RESOLUTION 1**

**TO APPROVE THE PAYMENT OF ADDITIONAL DIRECTORS' REMUNERATION TO NON-EXECUTIVE DIRECTORS AMOUNTING TO RM43,725.00 FOR THE PERIOD FROM 24 JULY 2020 UP TO 24 AUGUST 2021**

- 6.1 The Chairman informed that Ordinary Resolution 1 is to approve the payment of additional Directors' remuneration to Non-Executive Directors amounting to RM43,725.00 for the period from 24 July 2020 up to 24 August 2021.

**7. ORDINARY RESOLUTION 2**

**TO APPROVE THE PAYMENT OF THE DIRECTORS' REMUNERATION TO NON-EXECUTIVE DIRECTORS AMOUNTING TO RM200,000.00 FOR THE PERIOD FROM 25 AUGUST 2021 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2022**

- 7.1 The Chairman informed that the second resolution on the agenda is to approve the payment of the Directors' remuneration to Non-Executive Directors amounting to RM200,000.00 for the period from 25 August 2021 until the next Annual General Meeting of the Company to be held in 2022.

**8. ORDINARY RESOLUTION 3**

**RE-ELECTION OF DIRECTOR – ENCIK MOHD KHASAN BIN AHMAD**

- 8.1 The Chairman informed that in accordance with Clause 94 of the Constitution of the Company, Encik Mohd Khasan Bin Ahmad retired from the Board and being eligible, offered himself for re-election.

**9. ORDINARY RESOLUTION 4**

**RE-ELECTION OF DIRECTOR – MR TOH HONG CHYE**

- 9.1 The Chairman informed that Ordinary Resolution 4 is on the re-election of Mr Toh Hong Chye as Director retiring pursuant to Clause 100 of the Constitution of the Company and being eligible, has offered himself for re-election.

**10. ORDINARY RESOLUTION 5**

**APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS UHY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

- 10.1 The Chairman informed that Ordinary Resolution 5 is to approve the appointment of Messrs TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs UHY and to authorise the Directors to fix their remuneration.

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**11. ORDINARY RESOLUTION 6  
AUTHORITY FOR ENCIK MOHD KHASAN BIN AHMAD TO CONTINUE  
IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

11.1 The Chairman informed that the first Special Business to be transacted at the 27th AGM, was to consider and if thought fit, pass an ordinary resolution to approve Encik Mohd Khasan Bin Ahmad to continue in office as an Independent Non-Executive Director.

**12. ORDINARY RESOLUTION 7  
AUTHORITY UNDER SECTION 76 OF CA 2016 FOR THE DIRECTORS TO  
ALLOT SHARES OR GRANT RIGHTS**

12.1 The Chairman informed that the second Special Business to be transacted at the 27th AGM, was to consider and if thought fit, pass an ordinary resolution to renew the general mandate from shareholders to authorise the Directors to issue an aggregate number of shares not exceeding twenty per cent (20%) of the issue share capital of the Company pursuant to Section 76 of CA 2016.

**13. ORDINARY RESOLUTION 8  
PROPOSED ALLOCATION OF SHARE ISSUANCE SCHEME (“SIS”)  
OPTIONS TO MR TOH HONG CHYE**

13.1 The Chairman informed that the next Special Business to be transacted at the 27th AGM, was to consider and if thought fit, pass an ordinary resolution to obtain shareholders’ approval for the proposed allocation of SIS Options to Mr Toh Hong Chye, the Executive Director of the Company.

**14. SPECIAL RESOLUTION  
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

14.1 The Chairman informed that the last Special Business to be transacted at the 27th AGM, was to consider and if thought fit, pass a special resolution to approve the proposed adoption of new Constitution of the Company.

**15. ANY OTHER BUSINESS**

15.1 The Chairman informed that there was no other business to be transacted of which due notice had been given in accordance with the Constitution of the Company and CA 2016.

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- 16.1 After tabling the resolutions set out in the Notice of 27th AGM, the Chairman then addressed the questions raised by shareholders via the RPV facilities, details of which were set out in Appendix A attached.
- 16.2 After having addressed all the questions raised, the Chairman informed the meeting to proceed with voting.
- 16.3 The Chairman further conveyed that in his capacity as Chairman of the meeting, he has been appointed as proxy by some shareholders and will be voting in accordance with their instructions.
- 16.4 The Chairman declared the polling closed at 10.24 a.m. for the votes to be tabulated by the Poll Administrator and verified by the Scrutineers. The meeting resumed at 10.44 a.m. for the declaration of the results of the poll.

**17. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 1  
THE PAYMENT OF ADDITIONAL DIRECTORS' REMUNERATION TO  
NON-EXECUTIVE DIRECTORS AMOUNTING TO RM43,725.00 FOR THE  
PERIOD FROM 24 JULY 2020 UP TO 24 AUGUST 2021**

- 17.1 The Ordinary Resolution 1 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,399	99.9999	100	0.0001

- 17.2 Based on the above result, the Chairman declared that the Ordinary Resolution 1 was carried. Accordingly, it was RESOLVED:
- 17.3 That the payment of additional Directors' remuneration to Non-Executive Directors amounting to RM43,725.00 for the period from 24 July 2020 up to 24 August 2021 is hereby approved for payment.

**18. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 2  
THE PAYMENT OF THE DIRECTORS' REMUNERATION TO NON-  
EXECUTIVE DIRECTORS AMOUNTING TO RM200,000.00 FOR THE  
PERIOD FROM 25 AUGUST 2021 UNTIL THE NEXT ANNUAL GENERAL  
MEETING OF THE COMPANY TO BE HELD IN 2022**

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- 18.1 The Ordinary Resolution 2 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,399	99.9999	100	0.0001

- 18.2 Based on the above result, the Chairman declared that the Ordinary Resolution 2 was carried. Accordingly, it was RESOLVED:

- 18.3 That the payment of the Directors' remuneration to Non-Executive Directors amounting to RM200,000.00 for the period from 25 August 2021 until the next Annual General Meeting of the Company to be held in 2022 is hereby approved for payment.

**19. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 3  
RE-ELECTION OF DIRECTOR – ENCIK MOHD KHASAN BIN AHMAD**

- 19.1 The Ordinary Resolution 3 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,499	100.0000	0	0.0000

- 19.2 Based on the above result, the Chairman declared that the Ordinary Resolution 3 was carried. Accordingly, it was RESOLVED:

- 19.3 That Encik Mohd Khasan Bin Ahmad who retired pursuant to Clause 94 of the Constitution of the Company is hereby re-elected as a Director of the Company.

**20. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 4  
RE-ELECTION OF DIRECTOR – MR TOH HONG CHYE**

- 20.1 The Ordinary Resolution 4 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
68,261,499	100.0000	0	0.0000

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20.2 Based on the above result, the Chairman declared that the Ordinary Resolution 4 was carried. Accordingly, it was RESOLVED:

20.3 That Mr Toh Hong Chye who retired pursuant to Clause 100 of the Constitution of the Company is hereby re-elected as a Director of the Company.

**21. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 5  
APPOINTMENT OF MESSRS TGS TW PLT AS AUDITORS OF THE  
COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS UHY AND  
TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

21.1 The Ordinary Resolution 5 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,499	100.0000	0	0.0000

21.2 Based on the above result, the Chairman declared that the Ordinary Resolution 5 was carried. Accordingly, it was RESOLVED:

21.3 That the appointment of Messrs TGS TW PLT as Auditors of the Company in place of the retiring Auditors, Messrs UHY are hereby appointed as Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and that the Directors are hereby authorised to fix their remuneration.

**22. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 6  
AUTHORITY FOR ENCIK MOHD KHASAN BIN AHMAD TO CONTINUE  
IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

22.1 The Ordinary Resolution 6 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,499	100.0000	0	0.0000

22.2 Based on the above result, the Chairman declared that the Ordinary Resolution 6 was carried. Accordingly, it was RESOLVED:

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- 22.3 That approval is hereby given to Encik Mohd Khasan Bin Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance.

**23. ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION 7 AUTHORITY UNDER SECTION 76 OF CA 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS**

- 23.1 The Ordinary Resolution 7 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,499	100.0000	0	0.0000

- 23.2 Based on the above result, the Chairman declared that the Ordinary Resolution 7 was carried. Accordingly, it was RESOLVED:

- 23.3 THAT subject always to CA 2016, the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and approvals of the relevant government / regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 76 of CA 2016, to allot and issue shares in the capital of 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 always that until 31 December 2021 as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers, the aggregate number of shares issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being and provided further that the aggregate number of shares issued thereafter pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the MMLR of Bursa Securities (hereinafter referred to as the “**General Mandate**”);

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation on Bursa Securities for the additional shares so issued pursuant to the General Mandate;

AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.

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24.1 The Ordinary Resolution 8 was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
68,261,499	100.0000	0	0.0000

24.2 Based on the above result, the Chairman declared that the Ordinary Resolution 8 was carried. Accordingly, it was RESOLVED:

24.3 That the proposed allocation of SIS Options to Mr Toh Hong Chye, the Executive Director of the Company is hereby approved.

**25. ANNOUNCEMENT OF POLL RESULT ON SPECIAL RESOLUTION PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

25.1 The Special Resolution was voted by poll and the results of the poll were present to the meeting as follows:

Votes For		Votes Against	
No. of Votes	%	No. of Votes	%
86,261,499	100.0000	0	0.0000

25.2 Based on the above result, the Chairman declared that the Special Resolution was carried. Accordingly, it was RESOLVED:

25.3 That the Proposed Adoption of New Constitution of the Company is hereby approved.

**26. CONCLUSION**

26.1 There being no other business to be transacted, the meeting concluded at 10.46 a.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT RECORD  
OF THE PROCEEDINGS THEREAT

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**TOH HONG CHYE**

*Chairman*

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<b>No.</b>	<b>Questions</b>	<b>Answers</b>
1.	What is the prospect of the Company?	The Company will be focusing more on its core business, namely property development in the future.
2.	What is the reason for the disposal of healthcare subsidiaries?	The disposal of numerous subsidiaries was to streamline the Groups' operations.
3.	Will the Company be reporting profits in the current year?	Despite the current pandemic, the Company will strive to perform and hope to report positive results for the year.