

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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SINMAH CAPITAL BERHAD HELD VIRTUALLY FROM THE BROADCAST VENUE AT 1-40-1, MENARA BANGKOK BANK, BERJAYA CENTRAL PARK, NO. 105 JALAN AMPANG, 50450 KUALA LUMPUR, W.P. KUALA LUMPUR, MALAYSIA ON THURSDAY, 30 JUNE 2022 AT 10.23 A.M.

- Present : Datuk Ng Peng Hong @ Ng Peng Hay (Chairman)
Datuk Fong Kiah Yeow
Mr Fong Ngan Teng
Mr Toh Hong Chye
Puan Masleena Binti Zaid
- In Attendance : Mr Florence Toh (*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

1.0 CHAIRMAN

- 1.1 Pursuant to Clause 68 of the Constitution of the Company, the Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Company. Where, there is no such Chairman or if one (1) Director only is present at the general meeting, he shall preside as the Chairman of such general meeting. Therefore, the Board of Directors of the Company unanimously resolved to elect Datuk Ng Peng Hong @ Ng Peng Hay as Chairman of the Extraordinary General Meeting (“EGM”) of the Company. Datuk Ng Peng Hong @ Ng Peng Hay presided as the Chairman of the EGM and welcomed all shareholders and guests to the EGM 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.

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2.0 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 74,559,801 ordinary shares representing 22.08% of the total issued shares of the Company have registered via the remote participation and voting (“RPV”) facilities for participation at the EGM.
- 2.2 The Company had received in total 16 proxy forms from shareholders for a total of 74,491,002 shares representing 22.06% of the total issued shares of the Company. Out of those, there were 10 shareholders who have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented stood at 48,035,000, representing 14.23% of the total issued shares of the Company.
- 2.3 The Chairman added that a quorum was present pursuant to Clause 66 of the Constitution of the Company and declared the EGM duly convened.

3.0 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.

4.0 POLLING

- 4.1 In line with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the EGM would be conducted by poll.
- 4.2 The Chairman informed that the Company had appointed Digerati Technologies Sdn. Bhd. as Poll Administrator to conduct the poll voting process and Quantegic 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 EGM had been tabled and attended to the question and answer session.

5.0 ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF 12,000,000 ORDINARY SHARES IN SM BROILERS SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, FOR A DISPOSAL CONSIDERATION OF RM2,900,000 TO BE WHOLLY SATISFIED IN CASH (“PROPOSED DISPOSAL”)

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- 5.1 The meeting was informed that the Ordinary Resolution of the EGM is to approve the Proposed Disposal and details of which were set out in the Circular dated 13 June 2022.

6.0 QUESTION AND ANSWER SESSION

- 6.1 After tabling the resolution set out in the Notice of the EGM, the Chairman invited Mr Nolan John Felix, the Senior Manager of Corporate Affairs of the Company to present the Company's responses to the questions submitted by the shareholders prior to the EGM, details of which were set out in Appendix A attached.
- 6.2 After having addressed all the questions raised prior to the EGM, the Chairman proceeded to address further questions from shareholders and proxies via typed text or live response, to which there was none.
- 6.3 After having addressed all the questions raised, the Chairman informed the Meeting to proceed with voting. Shareholders and proxies were given another five (5) minutes to vote if they have not done so earlier.
- 6.4 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.
- 6.5 The Chairman declared the polling closed at 10.36 a.m. for the votes to be tabulated by the Poll Administrator and verified by the Scrutineers. The meeting resumed at 10.38 a.m. for the declaration of the results of the poll.

7.0 ANNOUNCEMENT OF POLL RESULT ON ORDINARY RESOLUTION IN RELATION TO THE PROPOSED DISPOSAL

- 7.1 The Ordinary 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	%
55,794,800	99.9982	1,000	0.0018

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

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- 7.3 THAT, subject to and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, and the conditions precedent in the conditional share sale agreement dated 20 April 2022 ("SSA") entered into between F.C.H. Holdings Sdn. Bhd. as the purchaser and SMCAP as the vendor, for the Proposed Disposal being fulfilled or waived, approval be and is hereby given to SMCAP to dispose its 12,000,000 ordinary shares in SMBSB for a total cash consideration of RM2,900,000, on the terms and conditions contained in the SSA.

AND THAT the Board of Directors of SMCAP ("**Board**") be and is hereby authorised to do all such acts and things and enter into any arrangements and/or documents as the Board deems necessary and expedient in order to implement, finalise and/or give full effect to and complete the Proposed Disposal; and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or adjustments as may be required by the relevant regulatory authorities or as the Board may deem necessary or expedient to implement, finalise and/or give full effect to and complete the Proposed Disposal.

8.0 CONCLUSION

- 8.1 There being no other business to be transacted, the meeting concluded at 10.39 a.m. with a vote of thanks to the Chair.

CONFIRMED AS CORRECT RECORD
OF THE PROCEEDINGS THEREAT

DATUK NG PENG HONG @ NG PENG HAY
CHAIRMAN

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*- Minutes of the Extraordinary Annual General Meeting held on 30 June 2022***Appendix A**

No.	Questions	Answers
1.	When is the disposal expected to be completed?	We expect the disposal to be completed within this financial year.
2.	Are there any plans to invest in other business segments after the disposal of SM Broilers Sdn. Bhd.?	At the moment the Company will concentrate on its property development business and continue to look out for profitable business ventures when the opportunity arises.