



SINMAH CAPITAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty First Annual General Meeting (“**31st AGM**”) of Sinmah Capital Berhad (“**Sinmah**” or “**Company**”) will be conducted at Gallery 1, Level 1, Concorde Hotel Kuala Lumpur, No. 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Tuesday, 2 December 2025 at 10.30 a.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 period from 1 January 2024 to 30 June 2025 together with Reports of the Directors’ and the Auditors’ thereon. **Please refer to Explanatory Note 1**
- To re-elect Yeong Siew Lee as Director in accordance with Clause 84 of the Constitution of the Company. **Ordinary Resolution 1**
- To re-elect Masleena binti Zaid as Director in accordance with Clause 84 of the Constitution of the Company. **Ordinary Resolution 2**
- To re-elect Dato’ Leong Sai Mun as Director in accordance with Clause 91 of the Constitution of the Company. **Ordinary Resolution 3**
- To re-elect Datuk Wira Yan Lee Chin as Director in accordance with Clause 91 of the Constitution of the Company. **Ordinary Resolution 4**
- To approve the payment of Directors’ fees and benefits payable to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM350,000.00 per annum until the next Annual General Meeting of the Company. **Ordinary Resolution 5**
- To re-appoint Messrs TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

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 7
“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.”
- 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 : 31 October 2025

Explanatory Notes on Ordinary and Special Businesses:

1. 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 from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting.**

2. Items 2, 3, 4 and 5 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 period from 1 January 2024 to 30 June 2025, 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:

- Yeong Siew Lee : Yeong Siew Lee fulfils the requirement of independence set out in the Main Market Listing Requirements of Bursa Securities. She remains objective and independent in expressing her view and participating in Board’s deliberation and decision making process.
Yeong Siew Lee has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

Masleena binti Zaid : The Board is of the view that Masleena binti Zaid’s expertise in corporate, commercial and company law provides a strong addition to the skill sets on the Board. She fulfils the requirement of independence set out in the Main Market Listing Requirements of Bursa Securities and remains objective and independent in expressing her view and participating in Board’s deliberation and decision making process.
Masleena binti Zaid has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

Dato’ Leong Sai Mun : Dato’ Leong Sai Mun has over 30 years of experience in engineering, construction and property development. The Board believes that with his vast experience, he is able to provide valuable input to steer the Company forward.

Datuk Wira Yan Lee Chin : The Board believes that with Datuk Wira Yan Lee Chin’s vast experience, she is able to provide valuable input to steer the Company forward.

3. Item 8 of the Agenda

The Ordinary Resolution 7 proposed under item 8 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.

Notes:

- A member of the Company who is entitled to attend, speak and vote at this 31st 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 31st 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 31st AGM (no later than Sunday, 30 November 2025 at 10.30 a.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 24 November 2025 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 31st 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 31st 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 31st 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 31st AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 31st 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.