



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Sime Darby Berhad (“**Sime Darby**” or “**Company**”) will be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Monday, 20 November 2017 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Eleventh Annual General Meeting of the Company, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED DISTRIBUTION OF SIME DARBY’S ENTIRE SHAREHOLDINGS IN SIME DARBY PLANTATION BERHAD (“SD PLANTATION”) AND SIME DARBY PROPERTY BERHAD (“SD PROPERTY”) TO ITS SHAREHOLDERS (“PROPOSED DISTRIBUTION”) AND PROPOSED LISTING OF THE ENTIRE ENLARGED ISSUED SHARE CAPITAL OF SD PLANTATION AND SD PROPERTY ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED LISTING”)

- (a) That, subject to the relevant regulatory approvals being obtained for the same, approval be and is given:
- (i) for the proposed demerger of SD Plantation and SD Property, including all transactions entered into or to be entered into between the Company and/or its subsidiaries with each of SD Plantation (and/or its subsidiaries) and SD Property (and/or its subsidiaries) respectively, and between SD Plantation (and/or its subsidiaries) and SD Property (and/or its subsidiaries), as described in section 3 of the Circular to Shareholders dated 4 November 2017 (“**Circular**”);
- (ii) for the Company to declare a dividend to the shareholders of the Company (collectively, “**Entitled Shareholders**”, and each an “**Entitled Shareholder**”) whose names appear in the Record of Depositors of the Company on an entitlement date (“**Entitlement Date**”) as determined by the Board of Directors of the Company in its absolute discretion;
- (iii) for the Board of Directors of the Company to determine the amount of the said dividend (“**Dividend Amount**”) in its absolute discretion, taking into account the availability of retained profits and the Company’s cost of investments in SD Plantation and SD Property;
- (iv) subject to the provisions of this ordinary resolution, for the Dividend Amount to be satisfied by transferring to the Entitled Shareholders:
- (A) 6,800,839,377 ordinary shares in the capital of SD Plantation (“**SD Plantation Share**”); and
- (B) 6,800,839,377 ordinary shares in the capital of SD Property (“**SD Property Share**”);

the total value of which is equivalent to the Dividend Amount, and provided always that, notwithstanding anything to the contrary:

- (1) such SD Plantation Shares and SD Property Shares shall be respectively distributed:
- (I) free from any and all encumbrances and equities, and with all legal and beneficial title and interest pertaining thereto; and
- (II) on the basis that they will rank pari passu in all respects with all other then existing ordinary shares in SD Plantation and SD Property respectively;

but they shall not entitle the Entitled Shareholders to any dividend, right, allotment and/or other distribution that may be declared, made and/or paid prior to the date on which they are credited into the securities accounts of the Entitled Shareholders;

- (2) the distribution ratio for the number of SD Plantation Shares and SD Property Shares to be distributed to each of the Entitled Shareholders shall be on the basis of one SD Plantation Share and one SD Property Share for every one ordinary share in the Company held by an Entitled Shareholder on the Entitlement Date; and

- (v) for the Company to list the entire enlarged issued share capital of SD Plantation and SD Property respectively on the Main Market of Bursa Malaysia Securities Berhad at the respective listing reference price of SD Plantation and SD Property as determined based on the percentage allocation range as stated in Section 2.3 of the Circular, which will be applied to the closing share price of the Company on the last cum entitlement trading day.

- (b) And that the Board of Directors of the Company be and is authorised to do all things, and to execute and deliver all such documents and instruments, for and on behalf of the Company as they may consider necessary and/or expedient to give effect to this ordinary resolution, including (without limitation) to determine the Entitlement Date and the Dividend Amount, with full power to assent to any condition, modification, variation, and/or amendment deemed by them to be necessary, fit and/or expedient, and in the best interests of the Company.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 56 of the Articles of Association of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 7 November 2017. Only a depositor whose name appears on the Record of Depositors as at 7 November 2017 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD

Norzilah Megawati Abdul Rahman (LS 0009247)
Mazlina Mohd Zain (LS 0008287)
Company Secretaries

Kuala Lumpur, Malaysia
4 November 2017

Notes:

1. A Member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to exercise all or any of his rights to attend, participate, speak and vote at the EGM on his/her behalf. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may, but need not, be a Member of the Company.
2. A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
3. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM of the Company shall be put to vote by way of a poll.
4. Where a Member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), he/she may appoint not more than two (2) proxies in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.
5. Where a Member of the Company is an Exempt Authorised Nominee as defined under SICDA which holds 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 PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
6. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. Any alteration to the instrument appointing a proxy must be initialled.
7. The Form of Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia before 12.00 p.m. on 19 November 2017 or not less than 24 hours before the time appointed for the taking of the poll at the EGM, whichever is later.