

**SIME DARBY BERHAD**

(Registration No. 200601032645 (752404-U))

(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SIME DARBY BERHAD HELD VIRTUALLY THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT FUNCTION ROOM, GROUND FLOOR, MENARA SIME DARBY, OASIS CORPORATE PARK, JALAN PJU 1A/2, ARA, DAMANSARA, 47301 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA ON THURSDAY, 16 NOVEMBER 2023 AT 12.30 P.M.**

---

Present : Members/Proxies - Participation via Remote Participation and Voting Facilities

---

671 members/corporate representatives/proxy holders  
(as listed in the attendance sheet)

Physically Present : YBhg Tan Sri Samsudin Osman

Mr Thayaparan Sangarapillai

YBhg Tan Sri Ahmad Badri Mohd Zahir

YBhg Dato' Lawrence Lee Cheow Hock

Ms Moy Pui Yee

Encik Mohamad Idros Mosin

YBhg Dato' Dr Nirmala Menon

YBhg Tan Sri Muhammad Shahrul Ikram Yaakob

Encik Edree Ahmad (*Alternate Director to Encik Mohamad Idros Mosin*)

YBhg Dato' Jeffri Salim Davidson, Group Chief Executive Officer

Encik Mustamir Mohamad, Group Chief Financial Officer

Cik Noor Zita Hassan, Group Secretary

Representatives of CIMB Investment Bank Berhad ("CIMB")

Encik Novan Amirudin, Chief Executive Officer

Mr Ong Liang Heng, Senior Managing Director, Special Project Team

Representative of AmInvestment Bank Berhad ("AmInvestment")

Mr Ho Weng Yew, Head of Corporate Finance

Representative of Zaid Ibrahim & Co ("ZICO")

Mr Gilbert Gan, Managing Partner

Representative of PricewaterhouseCoopers PLT ("PwC")

Mr Irvin Menezes, Partner

Representative of Tricor Investor & Issuing House Services Sdn Bhd ("Tricor")

---

Ms Wong Yoke Fun, Executive Director, Investor Services

Representative of Coopers Professional Scrutineers Sdn Bhd ("CPS")

---

Mr Chuah Poo Sian, Director

Absent with Apologies : YBhg Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz

Virtually Present via Video Conference : Mr Scott William Cameron  
YBhg Datuk Thomas Leong Yew Hong, Group Chief Strategy Officer  
Puan Roselaini Faiz, Group Chief Human Resource Officer  
Mr Dean Mehmet, Managing Director - Industrial Division  
Mr Andrew Basham, Managing Director - Motors Division  
Mr Deny Rahardjo, Group Chief Information & Digital Officer  
Mr Glenn Sheahan, Group Chief Safety & Sustainability Officer

## 1.0 **OPENING REMARKS BY THE CHAIRMAN**

1.1 Tan Sri Samsudin Osman, the Chairman of Sime Darby Berhad (“Sime Darby” or “Company”) welcomed all persons present at the Extraordinary General Meeting (“EGM” or the “Meeting”) of Sime Darby.

1.2 The Chairman informed the Meeting that the purpose of the meeting was to seek Shareholders’ and proxy holders’ approval on the proposed acquisition of 61.18% equity interest in UMW Holdings Berhad (“UMW”) from Permodalan Nasional Berhad (“PNB”) and AmanahRaya Trustees Berhad (“ART”) (“Proposed Acquisition”) and the proposed mandatory take-over offer to acquire all the remaining shares in UMW not already owned by Sime Darby subsequent to the Proposed Acquisition (“Proposed MGO”) (collectively, the “Proposals”). Given the Chairman’s status as an interested Director in the Proposed Acquisition, for good corporate governance, the Chairman handed over the chair to Mr Thayaparan Sangarapillai, the Senior Independent Director of the Company.

1.3 Mr Sangarapillai took over the chair and extended a warm welcome to all Shareholders and proxy holders attending the EGM. He highlighted that the EGM was being conducted virtually and live streamed from the Function Room, Ground Floor, Menara Sime Darby, Oasis Corporate Park, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

1.4 The Chairman added that the Company would do its best to ensure a smooth live streaming. However, the quality of the broadcast was dependent on the participant’s bandwidth and stability of the internet connection.

## 2.0 **QUORUM**

2.1 With the requisite quorum being present, the Chairman called the Meeting to order at 12.35 p.m.

2.2 The Chairman proceeded to introduce members of the Board of Directors (“Board”) and the management team present at the broadcast venue and participated via video conferencing. The Chairman also introduced the representatives from CIMB, the Company’s Principal Adviser, the representative from AmInvestment, the Independent Adviser of the Company, the representative from ZICO, the Company’s Legal Adviser of the Proposals, the representative from PwC, the Auditors of the Company, the representative from Tricor, the Company’s Share Registrar, and the representative from CPS, the Independent Scrutineers, who were present at the broadcast venue.

### 3.0 **PRELIMINARY**

3.1 The Chairman informed the Meeting:

- (i) That the Notice of EGM was issued to all Shareholders on 1 November 2023 and made available on the same day on the Company’s website in accordance with the Company’s Constitution.
- (ii) That the Circular to Shareholders in relation to the Proposals was uploaded on the Company’s website for all the Shareholders and released to Bursa Malaysia Securities Berhad (“Bursa Securities”) on 1 November 2023.

### 4.0 **NOTICE OF MEETING**

4.1 With the consent of the Shareholders and proxy holders present, the Notice of EGM was taken as read.

### 5.0 **GENERAL INSTRUCTIONS ON MEETING PROCEDURES**

5.1 The Chairman briefed the Meeting as follows:

- (i) Shareholders and proxy holders who attended the EGM remotely would have submitted questions for the Board in advance through Tricor’s TIIH Online before the closing date on 15 November 2023 at 12.30 p.m. Shareholders and proxy holders could also pose questions to the Board through a real time submission of typed texts during the proceeding of the EGM by posting the questions in the query box.
- (ii) Shareholders and proxy holders were encouraged to take the opportunity to participate in the affairs of the Company by deliberating and voting on the resolution which would be put to vote via electronic poll via remote participation and voting facilities (“RPV”) provided by Tricor.
- (iii) The online remote voting via RPV was accessible to Shareholders and proxy holders from 12.30 p.m. onwards until the closing of the voting session.

- (iv) The polling and verification process would take approximately 30 minutes and after the end of the polling and verification process, CPS, being the Scrutineers would declare the poll results of the EGM.
- (v) In accordance with the Notice of EGM, the cut-off date to determine those who were qualified to attend, speak and vote at the Meeting was on 7 November 2023.
- (vi) A total of 698 valid proxy forms were lodged within the stipulated timeframe, representing 5,081,163,640 ordinary shares or 74.55% of the total ordinary shares of Sime Darby of 6,815,597,577.
- (vii) In his capacity as the Chairman of the Meeting, he had received proxies from members whom he would vote for as indicated in the proxy forms. Where a proxy vote had been given to the Chairman without any voting instructions, the Chairman expressed his intention to vote in favour of the resolution set out in the Notice of EGM.
- (viii) There was one ordinary resolution to be voted at the EGM today, as set out in the Notice of EGM. For an ordinary resolution to be passed, a simple majority is sufficient.

5.2 The Chairman further informed the Meeting of the procedures on poll voting:

- (i) In accordance with the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”), the resolution set out in the Notice of EGM would be voted by way of electronic poll.
- (ii) Each share would represent one (1) vote in the polling which would be carried out by way of electronic voting via RPV.
- (iii) The poll voting for all resolutions set out in the Notice of EGM would commence after the adjournment of the Meeting. All questions posed on the resolution would be dealt with prior to the commencement of the polling process.
- (iv) Only one resolution was to be voted for at the Meeting, which was proposed as an ordinary resolution that required a simple majority in order for the resolution to be passed.
- (v) Tricor was appointed as the Poll Administrator to conduct the polling process and CPS as the Scrutineers to verify the poll results.

5.3 That a short video outlining the RPV process was played.

5.4 The Chairman provided an overview of the EGM’s agenda, outlining the sequence of events.

## 6.0 **PRESENTATION**

6.1 The Chairman invited Dato' Jeffri Salim Davidson, the GCEO, to talk about the strategic rationale of the Proposed Acquisition. Next, Encik Novan Amirudin from CIMB to explain on the transaction structure, followed by Encik Mustamir Mohamad, the GCFO, who briefed on the financial impact and lastly, Mr Ho Weng Yew from AmInvestment to give an independent evaluation.

6.2 A summary of each presentation was noted as follows:

### 6.2.1 **Presentation by Dato' Jeffri Salim Davidson, the GCEO**

- (i) UMW is a well-established player in motor car and heavy equipment trading business. With a footprint spanning across countries such as Malaysia, Vietnam and Papua New Guinea, UMW holds a significant position, notably strengthened by its affiliations with Toyota and Perodua. UMW commands a considerable share of the Malaysian Total Industry Volume (TIV) market.
- (ii) The strategic rationale for the acquisition:
  - (a) To re-balance the portfolio and ensure a more equitable exposure in Sime Darby's three major markets of Malaysia, Australia, and China. The Malaysian market contributes a modest 15% to the overall revenue for FY2023 while the business in China and Australia commanded a more substantial share at 35% and 37% respectively. The acquisition of UMW is seen as a strategic move to re-balance the Company's portfolio, aiming for a more equitable exposure across its three major markets - Malaysia, Australia and China.
  - (b) To diversify within the Malaysian automotive market. Sime Darby primarily operates in the upper end of the luxury segment with brands like BMW and Porsche. The proposed acquisition of UMW will allow a broader exposure to the mass market and luxury segments of the Malaysian automotive market.
  - (c) Prospect of being in the Toyota ecosystem. Toyota is one of the most highly respected automakers globally. Over time, there will be an opportunity to develop stronger relationships with Toyota, with potential opportunities for collaborative ventures extending beyond Malaysia.
  - (d) Diversification of Sime Darby's business activities. Currently, Sime Darby primarily sells cars, provides after-sales services and deals in used cars. It functions largely in the retail space. With the inclusion of UMW, Sime Darby will extend its operations into manufacturing, assembly and distribution.
  - (e) UMW holds a prominent position in the logistics segment, dominating the material handling or forklift business in the Malaysian market. With a substantial presence in Malaysian logistics and warehousing, UMW's strategic positioning creates new opportunities for Sime Darby.

### 6.2.2 **Presentation by Mr Novan Amirudin of CIMB, the Principal Adviser**

- (i) The transaction comprises two phases. The initial phase involves Sime Darby's acquisition of a 61.18% stake in UMW from PNB and ART. Following the completion of the acquisition, a mandatory general offer will be triggered to acquire all remaining shares not held by Sime Darby. It is to be noted that Sime Darby, upon the fulfilment of the acquisition, has no intention of retaining UMW's listing status.
- (ii) The total consideration is reasonable as the implied adjusted price earnings ratio ("PER") and price-to-book ratio ("PBR") are within the range of UMW Group's peer comparables. From a PER perspective, the implied adjusted PER of 13.5 times is within the peer comparable PER range of 5.1 times to 15.2 times.
- (iii) From a PBR perspective, the implied adjusted PBR of 1.3 times is within the range of peer comparables of 0.4 times to 3.4 times. Additionally, this adjusted PBR is consistent with the 5-year PBR of the UMW Group. The valuation of UMW is considered reasonable, given that it falls within the range of peer comparables. This assessment takes into account the strategic significance of acquiring the two best-selling car brands in Malaysia.
- (iv) UMW's net cash position currently stands at RM1.4 billion, demonstrating robust financial health.

### 6.2.3 **Presentation by Encik Mustamir Mohamad, the GCFO**

- (i) The transaction will be earnings accretive for the Group. Revenue is projected to increase by 33%. Both PATAMI and earnings per share are expected to increase by a 9% after the Proposed Acquisition and 11% after the Proposed MGO. Potential synergies from the acquisition are yet to be fully assessed.
- (ii) The Group's borrowing is projected to increase from RM8.5 billion to RM13 billion post-acquisition. It will further rise to RM15.3 billion after the Proposed MGO. Consequently, this will lead to an increase in the gearing ratio from 49% to 78%. Net gearing perspective is expected to rise from 30% to 50% post-MGO. The increase in gearing is considered temporary. The divestment of non-core assets, including the health care business, will bring the gearing ratio down to a more manageable 60%.
- (iii) There would be a potential slight dip in dividends in the short term to facilitate debt reduction. However, the Company is committed to maintaining a dividend policy of at least 50% of earnings.
- (iv) The transaction is targeted to be completed by the end of 2023 or early 2024, subject to obtaining shareholders' approval at this EGM. The issuance of the Notice of MGO to UMW shareholders is planned for the end of November 2023 with the Offer Document and Offer Period scheduled for mid-December 2023 to early January 2024. The offer is unconditional with cash payments to shareholders within 10 days of acceptance.

#### 6.2.4 Presentation by Mr Ho Weng Yew of AmInvestment, the Independent Adviser

- (i) The primary objective of the evaluation is to assess the fairness and reasonableness of the Proposed Acquisition. The evaluation aims to provide non-interested Directors and shareholders with a comprehensive understanding of the transaction and offer a clear and informed recommendation for their votes.
- (ii) In evaluating the purchase consideration, two distinct methodologies were employed. The first method utilises a sum-of-parts valuation. The automotive segment is assessed through the discounted cash flow method, resulting in a valuation range of RM5.9 billion to RM6.2 billion. Other segments, including property, are separately valued. The property segment, evaluated using realisable net asset value, is valued at RM558 million. The total equity value of UMW, ranges between RM6 billion to RM6.3 billion.
- (iii) In the comparative analysis, the premium of the purchase price was assessed against historical UMW's share prices, revealing a premium of 9.9%. Furthermore, premiums of 9.9% to 29.9% are observed when compared to the volume-weighted average market price over various time spans. These premiums are found to be reasonably aligned with those observed in comparable transactions. Additionally, a ratio analysis, comparing implied price earnings and price to book ratios against comparable companies, further supports the conclusion that the purchase price of RM5.00 per share is reasonable.
- (iv) The strategic rationale for the acquisition is considered reasonable and compelling. The transaction will position Sime Darby as the largest auto player in Malaysia, with a combined market share exceeding 50%. The acquisition complements premium brands under Sime Darby and rebalances revenue contributions across regions, with Malaysia anticipated to contribute 35% of the enlarged Sime Darby Group's revenues post-acquisition.
- (v) The salient terms of the sale and purchase agreement were reviewed and found to be reasonable and not detrimental to the non-interested shareholders.
- (vi) The acquisition was evaluated in the context of the Malaysian economy and the automotive industry. With UMW holding reputable brands, the acquisition opens opportunities for collaboration within Toyota's ecosystem, making Sime Darby a leader in the affordable car segment.
- (vii) Identified risks, including financing and increased competition were considered. It was noted that these risks are not materially different from Sime Darby's existing risk profile, especially given their presence in the automotive industry.

(viii) The financial effects of the proposals on Sime Darby's capital, shareholdings, net assets per share, gearing, and earnings per share were analysed. No detrimental effects were identified, and the Proposals are not expected to adversely impact shareholders. A recommendation is made for the non-interested shareholders to vote in favour of the ordinary resolution based on the evaluation presented.

6.3 The Chairman thanked the GCEO, the GCFO, Mr Novan and Mr Ho for their presentations and proceeded with the items in the Agenda of the EGM. The Chairman informed the Meeting that there were no advanced questions received from the Minority Shareholder Watch Group for the Agenda of the EGM today.

## 7.0 **RESOLUTION**

7.1 The Chairman proceeded to put forward the resolution as set out in the Notice of EGM for Shareholders and proxy holders to consider and vote as follows:

- (i) Proposed Acquisition by Sime Darby Enterprise, an indirect wholly-owned subsidiary of Sime Darby Berhad, of 714,813,100 ordinary shares in UMW Holdings Berhad, representing approximately 61.18% equity interest in UMW from PNB and ART for its unit trust funds which own UMW shares for a total cash consideration of RM3,574,065,500 ("Proposed Acquisition"); and
- (ii) Proposed Mandatory Take-Over Offer to acquire all the remaining UMW shares not already owned by Sime Darby Enterprise Sdn Bhd and Sime Darby Berhad subsequent to the Proposed Acquisition ("Proposed MGO")

(collectively, the "Proposals")

7.2 The Chairman informed that interested parties shall abstain from voting on the resolution.

7.3 The Directors of the Company, namely Tan Sri Samsudin Osman, Dato' Lawrence Lee Cheow Hock, Encik Mohamad Idros Mosin and Encik Edree Ahmad, who were nominees of the PNB on the Board of Sime Darby deemed interested parties in the Proposed Acquisition, and thus had abstained from all deliberations and voting of the resolution.

Employees Provident Fund ("EPF") was deemed as person connected to PNB as a result of the commercial agreement between EPF and PNB in a joint venture company. The representatives of EPF were also required to abstain from deliberation and voting on the resolution pertaining to the Proposals. With that, Tan Sri Ahmad Badri Mohd Zahir, the nominee of EPF on the Board of Sime Darby, was deemed connected to PNB and was required to abstain from deliberation and voting on the resolution pertaining the Proposals.



8.0 **RESPONSE TO ADVANCE AND REAL-TIME QUESTIONS SUBMITTED BY SHAREHOLDERS**

8.1 The Chairman invited questions and views from the Shareholders and proxy holders for the Board and Management to address or note accordingly. A summary of the questions and comments raised and the Company's responses thereto was as follows:

8.1.1 Comments and question raised by Teo Cher Meng

- (i) With regards to this acquisition on the industrial and motoring segment since Sime Darby had a good relationship with Caterpillar, while on the other side UMW with Komatsu. Do these principals brands and the motor segment principals give their blessing to this acquisition as now competing brands are now under one roof?

Response

- (i) Sime Darby has secured consent from its major partners including BMW, Caterpillar, Porsche, and BYD. Similarly, UMW has obtained consent from Toyota and Daihatsu.
- (ii) Regarding the potential conflict between Caterpillar and Komatsu, the transaction is in its early stages. A comprehensive review of all UMW businesses is planned at a later stage to assess the synergies, potential conflicts, and areas of alignment. Subsequent discussions with relevant stakeholders, including Komatsu, will be initiated to address any conflicting interests and ensure a harmonious integration of competing brands under the consolidated entity.

8.1.2 Comment and question raised by Ting Poi Ling

- (i) With reference to Appendix III (salient terms of the SPA) of the Circular to Shareholders (1.11.2023), kindly confirm, as at this junction, whether the following Conditions Precedent has been fulfilled:
- (1) as set out in Sec. 2(a)(ii)
  - (2) as set out in Sec. 2(b)(i) and
- where consent or waiver has yet to be received, kindly enlighten us any expected date of such receipt.

### Response

- (i) The acquisition is contingent upon three essential Conditions Precedent. First, consent has been successfully secured from major principals, including notable brands such as BMW, Caterpillar, Porsche, BYD, Toyota, and Daihatsu. The second critical condition involves obtaining approval from Sime Darby shareholders, with the outcome anticipated to be revealed by the end of this EGM. The third condition centres around obtaining consent from Perodua's shareholders, as stipulated in the shareholders' agreement due to potential competition concerns arising from the integration of competing brands. While formal written consent is pending, positive verbal communication has already received, and the expectation is for a formal consent to be granted in the coming few weeks.

#### 8.1.3 Question raised by *Lim San Kim*

- (i) What is the rationale for this EGM?

### Response

- (i) Due to its substantial nature and in compliance with Listing Requirements ratios, shareholders' approval is required for this transaction.

#### 8.1.4 Question raised by *Lee Choon Meng*

- (i) Will the Company's annual profit will improve substantially upon takeover of UMW Holdings Berhad?

### Response

- (i) The anticipated improvement in the annual profit of Sime Darby following the takeover of UMW Holdings Berhad is evident. The merged entity is expected to see an increase in profit, post-acquisition.

#### 8.1.5 Question raised by *Foong Siew Chui*

- (i) How the Company appoint your Principal Advisor?

### Response

- (i) The Company appointed CIMB as its Principal Advisor based on careful consideration. While engaging with several investment banks, the Company ultimately chose CIMB due to its strong reputation, particularly for its understanding of the local market and its specific familiarity with UMW's businesses.

8.1.6 Question raised by Foong Siew Chui

- (i) Why involve two principal advisors?

Response

- (i) The engagement of two primary advisors is essential to ensure the provision of impartial guidance for Sime Darby's minority shareholders and Independent Directors. This independent advice is also essential in the context of a related party transaction involving PNB and EPF.

8.1.7 Question raised by Chia Ah Chun

- (i) What is meant by MGO?

Response

- (i) MGO stands for Mandatory General Offer. It refers to an obligatory offer that Sime Darby is obligated to extend to UMW shareholders as part of a mandatory requirement under a takeover.

8.1.8 Question raised by Cheah Beng Chong

- (i) With the unsuccessful attempt to get waiver from Bursa Securities on the voting in respect of EPF's account, will this have an impact on the outcome of the proposed MGO?

Response

- (i) The unsuccessful attempt to obtain a waiver from Bursa Securities regarding the voting on the EPF account is not anticipated to directly impact the outcome of the Proposed MGO. The transaction comprises two steps. The initial step involves the acquisition of PNB's and ART's stake in UMW, contingent upon the approval of non-interested shareholders in Sime Darby which is the primary objective of this EGM. If the approval is secured, Sime Darby will proceed with the subsequent step to execute the Proposed MGO to acquire the remaining shares in UMW. The influence on the outcome of the Proposed MGO is contingent upon to the success of obtaining non-interested shareholders' approval at the EGM rather than Bursa Securities' waiver.

8.1.9 Question raised by Lee Choon Meng

- (i) Is the ROI on acquisition of UMW Holdings Berhad outweigh of operating Ramsay Sime Darby hospital business?

### Response

- (i) The return on investment (“ROI”) for Ramsay Sime Darby Health Care (“RSDH”) hospitals is around 7.8% to 8% as of June 2023. In contrast, the ROI for the UMW acquisition is approximately 11% as of December 2022. Even after accounting for associated acquisition expenses such as interest and goodwill, the estimated ROI for UMW remains robust at 10%, surpassing the 8% ROI of RSDH hospitals.

#### 8.1.10 Questions raised by Tan Yoke San

- (i) What are the revenue and profits contributed by competing agencies like Komatsu, Toyota Forklifts, Shanghai Diesel Generators of UMW?
- (ii) Halfling off these competing agencies, will Sime Darby be paying the discounted price?

### Response

- (i) The revenue and profits contributed by competing agencies like Komatsu, Toyota Forklifts and Shanghai Diesel Generators of UMW constitute approximately 15% to 20% of the overall UMW’s business, with the automotive business accounting for the remaining 80% to 85% of UMW’s revenue and profit.
- (ii) If these competing agencies are to be excluded from the acquisition, Sime Darby will be acquiring the motors business at roughly 12 times earnings. This valuation is in line with the average trading multiples of other listed peers, which is about 12.2 times. Therefore, the acquisition of UMW’s motors business by Sime Darby appears to be in line with prevailing market valuations, with no apparent discount or premium in comparison to industry averages.

#### 8.1.11 Question raised by Leow Yeow Ming

- (i) What is the payback period of the investment in UMW?

### Response

- (i) The payback period for the investment in UMW is approximately 12 years, calculated based on the acquisition being valued at around 12 times annual earnings. However, this estimation has not taken into account any potential synergies that may arise from the acquisition.

#### 8.1.12 Question raised by Wong Yuee Liang

- (i) What is the discount rate used to calculate this DCF?

Response

- (i) The discount rate used to calculate the Discounted Cash Flow (“DCF”) is the weighted average cost of capital (“WACC”). The assumed WACC is slightly over 8%. In comparison to Sime Darby’s current WACC, which is slightly below 8% today.

8.1.13 Question raised by Lee Choon Meng

- (i) Any changes of corporate or management structure upon takeover of UMW Holdings Berhad?

Response

- (i) Upon the completion of the acquisition of UMW, there will be a thorough review of UMW’s corporate structure and management. The detailed assessment will take place once Sime Darby becomes a shareholder of the company. The review of the corporate and management structure is planned to occur in the months following the completion of the Proposed Acquisition. However, it is important to note that UMW is a well-run organisation, evident from its profits, cash flows, market share and car sales volume.

8.1.14 Question raised by Foong Siew Chui

- (i) Will the Board appoint some board members of the UMW Holdings Berhad to join Sime Darby Berhad?

Response

- (i) Sime Darby currently has 11 members and there is one vacant position. While this can be considered, the determination will be based on the suitability of candidates.

8.1.15 Questions raised by Ng Sui On

- (i) How does Sime Darby intend to integrate operations such as employees, branches, marketing strategies etc? Beside tackling the mass market, are there any foreseeable benefits to the organisation as a whole?

Response

- (i) Sime Darby will maintain the separate operations of the UMW business, given that both have well-established and independent dealership structures. Both entities, Sime Darby and UMW, will continue to operate independently, with distinct organisations for sales and services. This separation is expected to continue in the future due to considerations around customer data privacy.

- (ii) Despite the independent operations, Management anticipates synergy opportunities that will benefit Sime Darby. These synergies may include sharing logistics and warehousing facilities, as well as optimising inventory management.

8.1.16 Question raised by Lee Yiam Sam

- (i) After your acquisition of UMW, will Sime Darby dispose UMW's non-core businesses such as the property development?

Response

- (i) Sime Darby will assess the disposal of non-core businesses, such as UMW's industrial property in Serendah. A comprehensive review will be undertaken to identify non-core assets or businesses that may be competing with Sime Darby's existing operations after the completion of the acquisition.

8.1.17 Comments and question raised by Koh Chooi Peng

- (i) There will be "duplicating" sales and services outlets where UMW Toyota and Sime Darby Motors share in the same geographical areas. This may result in consolidation of such outlets and redundancies in manpower. Can Sime Darby embark on manpower rationalisation exercise in view of the "GLC status" of both companies?

Response

- (i) UMW Toyota and Sime Darby Motors will continue to operate as separate entities with distinct sales networks. Even in shared geographical areas, each business will be running independently. In any case, the separation is required by the principals. Sime Darby has no plans to consolidate sales outlets. The existing dealer and sales networks are expected to continue operating separately, ensuring that each brand maintains its distinct identity and customer experience.

8.1.18 Comment and question raised by Lim San Kim

- (i) UMW can't make profit for the company. Why are we confident to make profit from the takeover?

Response

- (i) UMW has demonstrated profitability. UMW reported a profit after tax of RM415 million last year. It is anticipated that the profits for the financial year 2023 will exceed this. UMW is a well-run organisation with robust cash flows and strong profits.

8.1.19 Comment and questions raised by Koh Chooi Peng

- (i) Based on current assembly and manufacturing capacities operated by both UMW and Sime Darby in Malaysia, there will be access manufacturing and assembly capacities. Is this correct? And if yes, what will be the best course of action to maximise value for the Group?

Response

- (i) The Sime Darby, Toyota and Perodua facilities are running largely at full capacity. As a result, there is no surplus manufacturing or assembly capacity available.

8.1.20 Question raised by Leow Yeow Ming

- (i) Did our company talk to employees of UMW regarding their views about the acquisition and what are their views?

Response

- (i) The Company has engaged with senior personnel at UMW on the Proposed Acquisition. Their response has been encouraging. The Company has also been monitoring social media, where the overall response to the acquisition has largely been positive.

8.2 As there were no further questions and/or comments from Shareholders/proxy holders, the Chairman thanked the GCEO and Management and proceeded with the voting of the resolution of the EGM.

9.0 **POLLING THROUGH REMOTE PARTICIPATION AND VOTING**

9.1 The Chairman reminded the Shareholders and proxy holders who had not voted to cast their votes accordingly. The voting session was opened for 10 minutes and closed at 1.45 p.m.

10.0 **ADJOURNEMENT OF THE EXTRAORDINARY GENERAL MEETING**

10.1 The Chairman said that the EGM would be adjourned for 20 minutes for the verification of votes and would resume upon the completion of the verification for the declaration of the results of the poll by the Independent Scrutineers.

10.2 With the consent of the Shareholders and proxy holders present, the EGM was adjourned at 1.35 p.m.

## 11.0 **ANNOUNCEMENT OF THE POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

11.1 The Chairman resumed the Meeting at 2.05 p.m. and called the Meeting to order for the declaration of the poll results in respect of the resolution.

11.2 The poll result of the EGM was as follows:

Resolution	Description	Voted	No. of Shareholders	No. of Shares	% of Voted Shares	Results
Ordinary Resolution 1	Proposed Acquisition by Sime Darby Enterprise Sdn Bhd ("SDESB"), an indirect wholly-owned subsidiary of Sime Darby Berhad ("Sime Darby"), of 714,813,100 ordinary shares in UMW Holdings Berhad ("UMW") ("UMW Shares"), representing approximately 61.18% Equity Interest in UMW from Permodalan Nasional Berhad and AmanahRaya Trustees Berhad as Trustee for its unit trust funds which own UMW Shares for a total cash consideration of RM3,574,065,500 ("Proposed Acquisition") and Proposed Mandatory Take-Over Offer to acquire all the remaining UMW Shares not already owned by SDESB and Sime Darby subsequent to the Proposed Acquisition ("Proposed MGO")  (The Proposed Acquisition and Proposed MGO are collectively referred to as the "Proposals")	For Against		1,784,350,545 5,557,397	99.6895 0.3105	Approved

11.3 Based on the poll result verified and announced by the Scrutineers, the Chairman declared that the resolution tabled at the EGM was carried.

## 12.0 **CONCLUSION**

12.1 The Chairman concluded the business at the EGM of the Company and declared the EGM closed at 2.10 p.m. On behalf of the Board and Management, the Chairman thanked all Shareholders and proxy holders for their virtual attendance and participation.

Date: 26 December 2023