



SIME DARBY BERHAD
(Registration No.: 200601032645 (752404-U))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Sime Darby Berhad (“**Company**”) will be conducted 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., or after the conclusion of the Seventeenth Annual General Meeting of the Company or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without any modification the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY SIME DARBY ENTERPRISE SDN BHD (“SDESB”), AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF SIME DARBY BERHAD (“SIME DARBY” OR “COMPANY”), 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 (“PNB”) AND AMANAHRAYA TRUSTEES BERHAD (“ART”) AS TRUSTEE FOR ITS UNIT TRUST FUNDS WHICH OWN UMW SHARES (COLLECTIVELY, THE “SELLERS”) 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”)

“**THAT**, subject to all approvals and consents being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to Sime Darby for SDESB to acquire:

- (i) 714,813,100 UMW Shares, representing approximately 61.18% equity interest in UMW from the Sellers for a total cash consideration of RM3,574,065,500 or RM5.00 per UMW Share (“**Purchase Consideration**”), in accordance with the terms in the conditional share purchase agreement dated 24 August 2023; and
- (ii) all the remaining UMW Shares not already owned by SDESB and Sime Darby after the Proposed Acquisition (“**Offer Share**”) at a cash offer price of RM5.00 per Offer Share pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 and Paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia;

AND THAT, the Board be and is hereby authorised to do or to procure to be done all acts, deed and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposals, with full power to assent to any condition, modification, variation and/or amendment thereto as the Board may deem fit, necessary or expedient in the best interest of the Company in connection with the Proposals;

AND THAT, any and all previous actions taken by the Board for the purpose of or in connection with the Proposed Acquisition be and are hereby adopted, approved, ratified and confirmed.”

BY ORDER OF THE BOARD

Noor Zita Hassan

Group Secretary
(MIA 15073)
(SSM PC No. 202008002513)
Selangor Darul Ehsan, Malaysia

1 November 2023

Notes:

1. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members and proxies WILL NOT BE ALLOWED to attend this EGM in person at the broadcast venue on the day of the EGM. Members and proxies are advised to participate and vote remotely at this EGM using the Remote Participation and Voting ("RPV") facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") through its TIIH Online website at <https://tiih.online>. Members are advised to read the Administrative Guide carefully and follow the procedures in the Administrative Guide for this EGM in order to participate remotely.
2. For the purpose of determining who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 64 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA"), to issue to the Company, a Record of Depositors as at 7 November 2023. Only a Member whose name appears on this Record of Depositors as at 7 November 2023 shall be entitled to attend this EGM or appoint a proxy to attend, participate, speak and vote on his/her behalf.
3. A Member entitled to attend and vote at this EGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote at this 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. A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
4. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution(s) at the EGM of the Company shall be put to vote by way of a poll.
5. Where a Member of the Company is an Authorised Nominee as defined under 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.
6. 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.
7. 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.
8. The Form of Proxy and power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority, must be deposited with Tricor not less than 24 hours before the time appointed for the taking of the poll or no later than Wednesday, 15 November 2023 at 12.30 p.m. The Form of Proxy can be submitted through either one of the following avenues:

- (i) Lodgement of Form of Proxy in hard copy : To be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) Electronic lodgement of Form of Proxy : The Form of Proxy can be lodged electronically via Tricor's TIIH Online website at <https://tiih.online>. Please follow the procedures for electronic lodgement of Form of Proxy in the Administrative Guide for this EGM.
9. A Member who has appointed a proxy to participate in this EGM must request his/her proxy to register himself/herself for the RPV at Tricor's TIIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide for this EGM.
10. The Administrative Guide on the conduct of a virtual EGM of the Company is available at the Company's website at <https://www.simedarby.com/investor/agmegm>.