



Property

SIME DARBY PROPERTY BERHAD

(Registration No. 197301002148 (15631-P))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Sime Darby Property Berhad ("SD Property" or "Company") will be held virtually via the TIIH Online website at <https://tiih.online> and at the Banquet Hall, 1st Floor, Main Lobby, Kuala Lumpur Golf & Country Club, No. 10, Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Malaysia as the Broadcast Venue on Wednesday, 24 May 2023 at 12.30 p.m. or after the conclusion of the Fiftieth (50th) 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 modification the following resolution:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 3 PARCELS OF FREEHOLD LAND WITH A TOTAL NET LAND AREA MEASURING APPROXIMATELY 948.826 ACRES LOCATED IN MUKIM KAPAR, DISTRICT OF KLANG, STATE OF SELANGOR ("KAPAR LAND") BY SIME DARBY PROPERTY (BUKIT TUNKU) SDN BHD ("SDPBT"), A WHOLLY-OWNED SUBSIDIARY OF SD PROPERTY, FROM SIME DARBY PLANTATION BERHAD ("SD PLANTATION" OR "VENDOR"), FOR A CASH CONSIDERATION OF RM618.0 MILLION ("PURCHASE CONSIDERATION") ("PROPOSED ACQUISITION")

"THAT subject to the approvals from all relevant authorities and/or parties being obtained in respect of the Proposed Acquisition, approval be and is hereby given for SDPBT to acquire the Kapar Land for a cash consideration of RM618.0 million only, on the terms and subject to the conditions set out in the conditional sale and purchase agreement dated 1 December 2022 entered into between SD Plantation and SDPBT in respect of the Proposed Acquisition ("**SPA**");

AND THAT the Board of Directors of SD Property ("**Board**") be and is hereby authorised to sign and execute all necessary documents, do all things and acts as may be required, necessary or appropriate to give full effect to the Proposed Acquisition with full power to assent to any conditions, variations, modifications, and/or amendments in any manner as may be required or permitted and to deal with all matters relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise, complete and give full effect to the Proposed Acquisition."

By Order of the Board

NOREEN MELINI MUZAMLI
Group Company Secretary
(SSM PC No. 201908002218)
(LS 0008290)

Petaling Jaya, Malaysia
9 May 2023

Notes:

1. *The EGM will be conducted on a virtual basis through live streaming and online remote voting via remote participation and voting ("**RPV**") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("**Tricor**") TIIH Online website at <https://tiih.online>. Members can attend, participate and vote in the meeting remotely or online using the RPV facilities. Please refer to the Administrative Details for the EGM for the procedures to register, participate and vote remotely via the RPV facilities.*

The Administrative Details on the conduct of the virtual EGM is available at the Company's website at www.simedarbyproperty.com.

2. *The broadcast venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be at the main venue of the meeting. No shareholders, proxy(ies), authorised representative(s) or attorney(s) will be physically present at the broadcast venue.*

3. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to exercise all or any of his/her rights to attend, participate, speak and vote at the meeting for his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
 4. *A member may appoint up to two (2) proxies to attend and vote at the meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
 5. *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.*
 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, executed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hands of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.*
 8. *The appointment of proxy may be made in a hardcopy form or by electronic means, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof, as follows:*
 - (i) *In Hardcopy Form*

The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) *By Electronic Means*

The instrument appointing a proxy or proxies can be submitted electronically, via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Details for the EGM for further information on electronic submission of proxy form via TIIH Online.

The instrument appointing a proxy or proxies can also be submitted via email to Tricor's email address at is.enquiry@my.tricorglobal.com or via facsimile at telephone no. +603-2783 9222.
- The appointment of the proxy(ies) will be INVALID if the Proxy Form/ e-Proxy Form is not completed correctly in accordance with the instructions stated in the form.*
9. *The members, proxies or corporate representatives may submit questions in relation to the resolutions to be tabled at the EGM at <https://tiih.online> prior to the meeting or to use the query box to transmit questions by typed texts via RPV facilities during live streaming of the EGM of the Company. The Board and Senior Management will be in attendance either at the broadcast venue or remotely to provide responses accordingly.*
 10. *Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Securities, all the resolution(s) at the EGM of the Company shall be put to vote by way of poll.*

11. *In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 May 2023 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.*

Personal data privacy:

*Please refer to the Notice to Shareholders under the Personal Data Protection Act 2010 (“**PDPA Notice**”) published on the Company’s website under the Shareholders and Dividend Info section at <https://www.simedarbyproperty.com/investor-relations/shareholders> concerning the Company’s collection of your personal data for the purpose of the Company’s General Meeting(s).*

You hereby declare that you have read, understood and accepted the statements and terms contained in the PDPA Notice.

In disclosing the proxy’s personal data, you as a shareholder, warrant that the proxy(ies) has/have given his/her/their explicit consent for his/her/their personal data being disclosed to and processed by the Company in accordance with the Notice to Proxies under the Personal Data Protection Act 2010 published on the Company’s website under the Shareholders and Dividend Info section at <https://www.simedarbyproperty.com/investor-relations/shareholders>.