

➤ Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Sixth (46th) Annual General Meeting (“AGM”) of Sime Darby Property Berhad (“Sime Darby Property” 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 Thursday, 2 May 2019 at 10.00 a.m. to transact the following businesses:

— As Ordinary Business

1. To receive the Audited Financial Statements for the six (6) months financial period ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
2. To re-elect the following Directors who retire pursuant to Rule 111 of the Constitution of the Company and being eligible, offer themselves for re-election:
 - (i) Datuk Dr. Mohd Daud Bakar (Resolution 1)
 - (ii) Dato’ Seri Ahmad Johan Mohammad Raslan (Resolution 2)
 - (iii) Datin Norazah Mohamed Razali (Resolution 3)*Refer to Explanatory Note 2*
3. To re-elect Datuk Poh Pai Kong who retires pursuant to Rule 92.3 of the Constitution of the Company and being eligible, offers himself for re-election. (Resolution 4)
Refer to Explanatory Note 3
4. To approve the payment of Directors’ Fees to the Non-Executive Directors for the period from 3 May 2019 until the next AGM of the Company to be held in year 2020. (Resolution 5)
Refer to Explanatory Note 4
5. To approve the payment of benefits to the Non-Executive Directors up to an amount of RM500,000 for the period from 3 May 2019 until the next AGM of the Company to be held in year 2020. (Resolution 6)
Refer to Explanatory Note 5
6. To re-appoint PricewaterhouseCoopers PLT having consented to act as the Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Directors to fix their remuneration. (Resolution 7)
Refer to Explanatory Note 6

— As Special Business

To consider and, if thought fit, pass the following Ordinary Resolutions:

7. **RETENTION OF TENGKU DATUK SERI AHMAD SHAH ALHAJ IBNI ALMARHUM SULTAN SALAHUDDIN ABDUL AZIZ SHAH ALHAJ AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
 “THAT approval be and is hereby given to Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, the Independent Non-Executive Director of the Company who will reach the nine (9) year term on 30 December 2019, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.” (Resolution 8)
Refer to Explanatory Note 7

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8. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
 “THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
Refer to Explanatory Note 8

(Resolution 9)

9. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
 “THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, other applicable laws, guidelines, rules and regulations, and the approval of the relevant government and/or regulatory authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties (“Recurrent Related Party Transactions”) as set out in Section 2.4 of the Circular to Shareholders dated 3 April 2019 (“the Circular”), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm’s length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;
- (ii) the shareholders’ mandate is subject to annual renewal and this shareholders’ mandate shall commence immediately upon passing of this ordinary resolution and continue to be in full force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which this shareholders’ mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed; or
 - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Sections 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) this shareholders’ mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company and/or any one of them be and are/is hereby authorised to complete and do all such acts, deeds and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution.”
Refer to Explanatory Note 9

(Resolution 10)

10. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member whom shall be entitled to attend, speak and vote at this 46th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 76 of the Constitution 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 22 April 2019. Only a depositor whose name appears on the Record of Depositors as at 22 April 2019 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

By Order of the Board

Moriame Mohd
(MAICSA 7031470)
Group Secretary

Petaling Jaya, Malaysia
3 April 2019

Notes:

1. A Member entitled to attend and vote at the Meeting 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 Meeting 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, all resolutions set out in the Notice of the 46th AGM 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 under the hand 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.
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 not less than 48 hours before the time for holding this AGM or no later than 30 April 2019 at 10.00 a.m.

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8. Only Members registered in the Record of Depositors as at 22 April 2019 shall be entitled to attend, speak and vote at the 46th AGM or appoint proxy(ies) to attend, speak and/vote on their behalf.

Explanatory Notes

1. Audited Financial Statements for the Six (6) Months Financial Period Ended 31 December 2018

The Audited Financial Statements are laid before the shareholders pursuant to the provisions of Section 266(1)(a) and Section 340(1)(a) of the Companies Act 2016 ("Act") for discussion only and will not be put forward for voting.

2. Ordinary Resolutions 1 to 3: Re-election of Directors Pursuant to Rule 111 of the Constitution

Rule 111 of the Constitution expressly states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office. In addition, Rule 112 of the Constitution states that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall be eligible for re-election.

Datuk Dr. Mohd Daud Bakar, Dato' Seri Ahmad Johan Mohammad Raslan and Datin Norazah Mohamed Razali being eligible, have offered themselves for re-election at the 46th AGM pursuant to Rule 112 of the Constitution.

The Board is satisfied that in consideration of the wealth of expertise and experience which the retiring Directors possess, they will continue to bring sound judgement and valuable contribution to the board deliberations through active participation in discussions and decision making by the Board.

Based on the results of the Board Effectiveness Evaluation, all retiring Directors had contributed positively to the performance of the Board. The Nomination and Remuneration Committee ("NRC") and the Board were also satisfied that the retiring Independent Non-Executive Directors have maintained their independence in the financial period under review.

The Board recommends the re-election of Datuk Dr. Mohd Daud Bakar, Dato' Seri Ahmad Johan Mohammad Raslan and Datin Norazah Mohamed Razali at the 46th AGM.

All Directors standing for re-election (including Datuk Poh Pai Kong who retires pursuant to Rule 92.3 of the Constitution) have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

3. Ordinary Resolution 4: Re-election of Director Pursuant to Rule 92.3 of the Constitution

Rule 92.3 of the Constitution provides that any Director appointed during the year shall hold office only until the next AGM and shall then be eligible for re-election. The Director shall not be taken into account in determining the Directors to retire by rotation at the AGM.

Datuk Poh Pai Kong who was appointed on 1 December 2018 shall hold office until the 46th AGM and shall then be eligible for re-election pursuant to Rule 92.3 of the Constitution.

4. Ordinary Resolution 5: Payment of Directors' Fees to the Non-Executive Directors ("NEDs") for the period from 3 May 2019 until the next AGM of the Company to be held in year 2020

Rule 94.1 of the Constitution of the Company provides that the remuneration of the NEDs shall be determined by the Company by an ordinary resolution at a general meeting.

Based on the annual review of the Directors' remuneration conducted by the NRC, the Board had, at its meeting held on 27 February 2019, agreed that the proposed fees payable to the NEDs shall remain unchanged as follows:

	Board (RM/Year)	Audit Committee (RM/Year)	Other Board Committees (RM/Year)
Chairman	540,000	80,000	60,000
Member			
i) Resident	220,000		
ii) Non-resident	360,000	50,000	35,000

Shareholders' approval is hereby sought under Resolution 5 on the payment of NEDs' fees for the period from 3 May 2019 until the next AGM of the Company to be held in year 2020. If passed, it will give approval to the Company to continue paying the NEDs' fees on a monthly basis instead of in arrears after every AGM for their services to the Board and Board Committees.

Any NEDs who are shareholders of the Company will abstain from voting on Resolution 5 concerning the remuneration to the NEDs at the 46th AGM.

The remuneration of each Director is set out in the Corporate Governance Overview Statement.

5. Ordinary Resolution 6:

Payment of Benefits to the NEDs up to an amount of RM500,000 for the period from 3 May 2019 until the next AGM of the Company to be held in year 2020

Pursuant to Section 230(1) of the Act, any “fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Rule 94.1 of the Constitution of the Company further provides that the fees and benefits payable to the NEDs shall be subject to annual shareholders’ approval at a general meeting.

The Company is seeking shareholders’ approval for the benefits/emoluments payable to the NEDs for the period from 3 May 2019 until the next AGM of the Company to be held in year 2020 in accordance with the remuneration (excluding Directors’ fees) structure comprising, amongst others, the following key benefits, as and when incurred:

- Telecommunication devices/facilities
- Club membership subscription
- Medical and insurance coverage
- Discount on purchases of Group/Company products
- Use of local holiday bungalow and apartments maintained by Sime Darby Property Group
- Other claimable benefits incurred in the course of carrying out their duties as Directors

There has been no changes to the structure of the benefits payable to the NEDs since the Forty-Fifth (45th) AGM.

Any NEDs who are shareholders of the Company will abstain from voting on Resolution 6 concerning the remuneration to the NEDs at the 46th AGM.

6. Ordinary Resolution 7:

Re-appointment of Auditors

The Audit Committee (“AC”) at its meeting held on 20 February 2019, had undertaken an annual assessment of the suitability and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, PricewaterhouseCoopers PLT (“PwC”) as prescribed under the Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The AC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Sime Darby Property Group. The AC was also satisfied in its review that the provisions of non-audit services by PwC during the period under review did not impair PwC’s objectivity and independence.

The Board had, at its meeting held on 27 February 2019, approved the AC’s recommendation for the shareholders’ approval to be sought at the 46th AGM on the re-appointment of PwC as external auditors of the Company for the financial year ending 31 December 2019, under Resolution 7. The present external auditors, PwC, have indicated their willingness to continue their services for the next financial year.

Explanatory Notes on Special Business

7. Ordinary Resolution 8:

Retention of Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj as Independent Non-Executive Director

Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, who was appointed as an Independent Non-Executive Director on 31 December 2010, will reach the nine (9) year term on 30 December 2019.

The proposed Ordinary Resolution 8, if passed, will allow Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj to continue to act as Independent Non-Executive Director until the conclusion of the next AGM of the Company.

The NRC of the Company has assessed the independence of all Independent Non-Executive Directors including Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj and recommended to retain him as Independent Non-Executive Director of the Company. The Board endorsed the NRC’s recommendation and was of the view that his retention as Independent Non-Executive Director is in the best interest of the Company. Details of the Board’s justification and recommendation for the retention of Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj as Independent Director are set out in the Company’s Corporate Governance Report.

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Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj has abstained from deliberation and decision at the Board meeting in relation to the recommendation of this Resolution to the shareholders and will continue to abstain from deliberation and voting on the proposed Ordinary Resolution 8 at this AGM.

8. **Ordinary Resolution 9: Authority to Issue Shares pursuant to Sections 75 and 76 of the Act**

The proposed Resolution 9 is to seek a renewal of the general mandate obtained from the shareholders of the Company at the 45th AGM held on 31 October 2018, which will lapse at the AGM to be held on 2 May 2019.

The general mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company for any fund raising activities, including but not limited to the placing of shares, for working capital, funding future investments and/or funding of strategic development of the Group. The renewal of the general mandate is sought to avoid any delay arising from and cost in convening a general meeting to obtain approval of the shareholders for such issuance of shares, up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company, as the Directors consider appropriate in the best interest of the Company. The authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

There are no new shares issued pursuant to the general mandate approved at the 45th AGM held on 31 October 2018.

As at the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

9. **Ordinary Resolution 10: Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 10, if passed, will enable the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Circular to Shareholders dated 3 April 2019 for further information.

Statement Accompanying Notice of the Forty-Sixth Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The profile of the Directors who are standing for re-election (as per Resolutions 1 to 4 as stated above) at the Forty-Sixth Annual General Meeting of Sime Darby Property Berhad are set out in the "Profile of Directors" section in the Company's Annual Report.

The details of the Directors' interest in the securities of the Company as at 28 February 2019 are stated in the "Analysis of Shareholdings" section in the Company's Annual Report.