

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Forty-Fifth (45th) 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 Wednesday, 31 October 2018 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
2. To approve the payment of Non-Executive Directors' fees for the financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company to be held in 2019. **(Resolution 1)**
Refer to Explanatory Note 2
3. To approve the payment of benefits to the Non-Executive Directors based on the remuneration structure as disclosed in Explanatory Note 3 for the period from 1 November 2018 until the next AGM of the Company to be held in 2019. **(Resolution 2)**
Refer to Explanatory Note 3
4. To re-elect the following Directors who retire pursuant to Rule 109 of the Constitution of the Company and being eligible, offer themselves for re-election:
 - (i) Datuk Tong Poh Keow **(Resolution 3)**
 - (ii) Dato' Jaganath Derek Steven Sabapathy **(Resolution 4)**
 - (iii) Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj **(Resolution 5)***Refer to Explanatory Note 4*
5. To re-elect the following Directors who retire pursuant to Rule 90.2 of the Constitution of the Company and being eligible, offer themselves for election:
 - (i) Tan Sri Dr. Zeti Akhtar Aziz **(Resolution 6)**
 - (ii) Encik Rizal Rickman Ramli **(Resolution 7)***Refer to Explanatory Note 5*
6. To re-appoint PricewaterhouseCoopers PLT having consented to act as the Auditors of the Company for the 6 months ending 31 December 2018 and to authorise the Directors to fix their remuneration. **(Resolution 8)**
Refer to Explanatory Note 6

AS SPECIAL BUSINESS

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

7. ORDINARY RESOLUTION

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 10 percent 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 7

(Resolution 9)

8. ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject always to the Companies Act 2016 ("Act"), the existing 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 governmental/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 2 October 2018 ("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;

THAT the Directors of the Company and/or any one of them be and are 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 8

(Resolution 10)

Notice of Annual General Meeting

9. SPECIAL RESOLUTION

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 2 October 2018 accompanying the Company's Annual Report for the financial year ended 30 June 2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

Refer to Explanatory Note 9

(Resolution 11)

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 Forty-Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 73 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 23 October 2018. Only a depositor whose name appears on the Record of Depositors as at 23 October 2018 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
2 October 2018

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 Forty-Fifth 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.

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 not less than 24 hours before the time appointed for the taking of the poll or no later than on 30 October 2018 at 12.00 noon.
8. Only Members registered in the Record of Depositors as at 23 October 2018 shall be entitled to attend, speak and vote at the Forty-Fifth AGM or appoint proxy(ies) to attend, speak and/vote on their behalf.

EXPLANATORY NOTES

1. Audited Financial Statements for the Financial Year Ended 30 June 2018

The Audited Financial Statements are laid before the shareholders pursuant to the provisions of Sections 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 Resolution 1:

Payment of Directors' Fees to the Non-Executive Directors ("NEDs") for the financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company to be held in 2019

The Board had, at its meeting held in August 2017, approved the Directors' fees in accordance with the remuneration structure as follows:

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

Rule 92.1 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.

The shareholders' approval is hereby sought under Resolution 1 on the payment of NEDs' fees for the financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company. If passed, it will give approval to the Company to make the payment of 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 1 concerning the remuneration to the NEDs at the Forty-Fifth AGM.

Please refer to page 235 of the Notes to the Financial Statements for the amount of Directors' Remuneration of the Company, to be approved at this AGM. The remuneration of each Director is set out in the Corporate Governance Overview Statement on page 130 of the Company's Annual Report.

3. Ordinary Resolution 2:

Payment of benefits payable to the NEDs for the period from 1 November 2018 until the next AGM of the Company to be held in 2019

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.

Notice of Annual General Meeting

The Company is seeking shareholders' approval on the benefits/emoluments payable to the NEDs for the period commencing 1 November 2018 until the next AGM to be held in 2019 in accordance with the remuneration (excluding Directors' fees) structure set out below, as and when incurred:

Description	
Discount on purchase of Group/Company products	
Key Benefits	Club membership fees, medical, insurance coverage, telecommunication devices, use of local holiday bungalows and apartments maintained by Sime Darby Property Group and claimable benefits*. * <i>Claimable benefits include reimbursable expenses incurred in the course of carrying out their duties as Directors.</i>

Any NEDs who are shareholders of the Company will abstain from voting on Resolution 2 concerning the remuneration to the NEDs at the Forty-Fifth AGM.

4. **Ordinary Resolutions 3 to 5: Re-election of Directors Pursuant to Rule 109 of the Constitution**

Rule 109 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 110 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 Tong Poh Keow, Dato' Jaganath Derek Steven Sabapathy and Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj being eligible, have offered themselves for re-election at the Forty-Fifth AGM pursuant to Rule 109 of the Constitution.

The Board recommends the re-election of the Directors standing for re-election. All Directors standing for re-election (including Tan Sri Dr. Zeti Akhtar Aziz and Encik Rizal Rickman Ramli who retire pursuant to Rule 90.2 of the Constitution) have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination and Remuneration Committee and Board meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

5. **Ordinary Resolutions 6 to 7: Re-election of Directors Pursuant to Rule 90.2 of the Constitution**

Rule 90.2 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.

Tan Sri Dr. Zeti Akhtar Aziz and Encik Rizal Rickman Ramli who were appointed on 23 July 2018 and 5 April 2018, respectively, shall hold office until the Forty-Fifth AGM and shall then be eligible for re-election pursuant to Rule 90.2 of the Constitution.

6. **Ordinary Resolution 8: Re-appointment of Auditors**

The Governance and Audit Committee ("GAC") had, at its meeting held on 23 August 2018, undertook an annual assessment of the suitability effectiveness of the external audit process, performance suitability and independence of the external auditors, PricewaterhouseCoopers PLT ("PwC").

In its assessment, the GAC considered several factors before recommending the re-appointment of the external auditors, PwC, as follows:

- i) Calibre of external audit firm
- ii) Quality processes/performance
- iii) Audit team
- iv) Independence and objectivity
- v) Audit scope and planning
- vi) Audit fees
- vii) Audit communications

The GAC 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 as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board had, at its meeting held on 28 August 2018, approved the GAC's recommendation for the shareholders' approval to be sought at the Forty-Fifth AGM on the re-appointment of PwC as external auditors of the Company for the 6 months ending 31 December 2018, under Resolution 8. The present external auditors, PwC, have indicated their willingness to continue their services for the next financial period.

EXPLANATORY NOTES ON SPECIAL BUSINESS

7. 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 shareholder of the Company at the Forty-Fourth AGM held on 17 November 2017 and which will lapse at the AGM to be held on 31 October 2018.

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 percent) of the issued and paid-up share capital 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 Forty-Fourth AGM held on 17 November 2017.

At as 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.

8. Ordinary Resolution 10:

Proposed Shareholders' Mandate for 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 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 2 October 2018 for further information.

9. Special Resolution 11:

Proposed Adoption of the new Constitution of the Company

The proposed Special Resolution, if passed, will bring the Company's Constitution in line with the amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad which was issued on 29 November 2017 and will enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 2 October 2018 accompanying the Company's Annual Report.

Statement Accompanying Notice of the Forty-Fifth 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 3 to 7 as stated above) at the Forty-Fifth Annual General Meeting of Sime Darby Property Berhad are set out in the "Profile of Directors" section on pages 97 to 106 of the Company's Annual Report.

The details of the Directors' interest in the securities of the Company as at 30 August 2018 are stated on page 310 of the Company's Annual Report.