

Sime Darby Plantation Berhad

NOTICE OF ANNUAL GENERAL MEETING

Registration No.: 200401009263 (647766-V)



NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting (AGM) of Sime Darby Plantation Berhad (SD Plantation or Company) will be held virtually from Grand Ballroom, Level 2, DoubleTree by Hilton Shah Alam i-City, i-City Finance Avenue, 4000 Shah Alam, Selangor Darul Ehsan, Malaysia as the Broadcast Venue and via the TIH Online website at <https://tjih.online> on Tuesday, 28 May 2024 at 9.30 a.m. for the transaction of the following businesses:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
- To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM4,500,000 from 29 May 2024 until the date of the next AGM of the Company.
Refer to Explanatory Note 2
- To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM1,300,000 from 29 May 2024 until the date of the next AGM of the Company.
Refer to Explanatory Note 2
- To re-elect the following Directors who retire in accordance with Rule 81.2 of the Constitution of the Company and who being eligible, offer themselves for re-election:
(i) Mohd Irwan Ahmad Mustafa
(ii) Jenifer Thien Bit Leong
(iii) Sharifah Sheila Syed Muhamad.
Refer to Explanatory Note 3
- To re-elect the following Directors who retire in accordance with Rule 103 of the Constitution of the Company and who being eligible, offer themselves for re-election:
(i) Dato' Halipah Esa
(ii) Datuk Mohd Anwar Yahya.
Refer to Explanatory Note 3
- To appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration.
Refer to Explanatory Note 4
- 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.

(RESOLUTION 1)

(RESOLUTION 2)

(RESOLUTION 3)

(RESOLUTION 4)

(RESOLUTION 5)

(RESOLUTION 6)

(RESOLUTION 7)

(RESOLUTION 8)

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to participate at this 21st Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 63 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 17 May 2024. Only a depositor whose name appears on the Record of Depositors as at 17 May 2024 shall be entitled to participate at the said meeting or appoint proxies to participate and/or vote on his/her behalf.

By Order of the Board

Azrin Nashiha Abdul Aziz
(L50007238)
(SSM Practising Certificate No. 202208000233)
Company Secretary

Selangor Darul Ehsan, Malaysia
25 April 2024

NOTES:

Virtual Meeting

- The venue of the 21st Annual General Meeting (AGM) is strictly a Broadcast Venue as the conduct of the 21st AGM will be a virtual meeting. The Broadcast Venue is also 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.
- Shareholders will not be allowed to attend the 21st AGM in person at the Broadcast Venue on the day of the meeting.
- Shareholders are to attend (including posing questions in real time to the Board in the form of typed texts) and vote (collectively, participate) remotely at the 21st AGM through the Remote Participation and Voting facilities (RPV) provided by Tricor Investor & Issuing House Services Sdn Bhd through its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Details for the 21st AGM.

Proxy and/or Authorised Representative

- A member of the Company entitled to participate at the 21st AGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to participate at the 21st AGM 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 of the Company may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
- 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 21st AGM of the Company shall be put to vote by way of a poll.
- 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.
- 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.
- 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, or in any other manner authorised by the Constitution of the Company. Any alteration to the instrument appointing a proxy must be initialled.
- The appointment of proxy(ies) may be made in a hardcopy form or by electronic means as follows:

(i) In Hardcopy Form

The Form of Proxy or 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 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 no later than Monday, 27 May 2024 at 9.30 a.m.

(ii) By Tricor Online System (TIH Online)

The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIH Online (applicable to individual share owners only). The website to access TIH Online is <https://tjih.online> (Kindly refer to the Administrative Details for the 21st AGM on the "Procedure for Electronic Lodgement of the Form of Proxy" on how to submit the e-Proxy).

Explanatory Notes

1. Audited Financial Statements for the Financial Year Ended 31 December 2023

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 (CA 2016) for discussion only. The Audited Financial Statements do not require shareholders' approval and as such, will not be put forward for voting.

2. Directors' Remuneration - Fees and Benefits Payable to the Non-Executive Directors

Rule 82.1 of the Constitution of the Company provides that the fees and benefits payable to Directors shall be subject to annual shareholders' approval at a general meeting. Pursuant to Section 230 of CA 2016, 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.

The Nomination & Remuneration Committee (NRC) is responsible for ensuring that compensation policies and packages of Directors are reflective of the Sime Darby Plantation Berhad (SD Plantation) Group's demands, complexities and performance as a whole as well as the skills and experience required, and in line with the strategic objectives of the Company which rewards contribution to the long term success of the Company. In this regard, the NRC has performed the following reviews:

(i) Revision to the Benefits-in-Kind for Sime Darby Plantation Berhad

The benefits-in-kind (BIK) in the Board Remuneration Framework for the Non-Executive Directors of SD Plantation was last reviewed and adopted in February 2020. In 2024, the NRC reviewed and proposed revisions to the BIK to remain competitive and to provide better clarity for some of the benefits. Key revisions made to the BIK include:

- Expanding the provision of Company Car for the Chairman to cover electric, internal combustion or hybrid vehicles. Should an electric vehicle (EV) be chosen, the cost of EV charging will be paid by the Company in place of petrol.
- Enhancing the medical benefit in line with current market practices.

The Board has approved the revision to the BIK, which will take effect on 1 July 2024.

(ii) Board Remuneration Framework of Flagship and Major Subsidiary Companies

In 2023, the NRC commenced a review of the Board Remuneration Framework for the following companies:

- Sime Darby Oils International Limited
- PT Minamas Gemilang & PT Anugerah Sumbermakmur
- New Britain Palm Oil Limited

(collectively Flagship and Major Subsidiary Companies).

The review was assisted by a consultant with the aim of ensuring that the level and composition of the remuneration of the Boards of Flagship and Major Subsidiary Companies are aligned with similar businesses in the marketplace and the ongoing rate for comparable roles. The NRC viewed that the Flagship and Major Subsidiary Companies Boards need to be remunerated competitively based on their roles and responsibilities to attract the right talent and calibre taking into account the performance of the companies, the business direction, aspirations and expectations of future growth. This was also in view of the future plan to transition all Major Subsidiary Companies into Flagship Subsidiary Companies including the establishment of additional Board Committee(s). The review concluded in 2024 with the Board approving the change in remuneration across two phases i.e. first increase on 1 July 2024 and second increase on 1 July 2025.

In this respect, the Board agreed that shareholders' approval be sought on the Directors' remuneration in two (2) separate resolutions as follows:

(i) Resolution 1 - Payment of Directors' fees to the Non-Executive Directors

The proposed payment of Directors' fees for the NEDs from 29 May 2024 until the date of the next AGM of the Company is based on the following fee structure:

| Company | Board/ Board Committee | Current (up to 30 June 2024) | | First Phase (period from 1 July 2024 to 30 June 2025) | | Second Phase (from 1 July 2025) | |
|---|--|---------------------------------|----------------------|---|--------------------------|------------------------------------|--------------------------|
| | | Chairman (per year) | Member (per year) | Chairman (per year) | Member (per year) | Chairman (per year) | Member (per year) |
| Sime Darby Plantation Berhad | Board | RM600,000 | RM240,000 | No change | No change | No change | No change |
| | Governance & Audit Committee | RM80,000 | RM50,000 | No change | No change | No change | No change |
| | Other Board Committee(s) | RM60,000 | RM35,000 | No change | No change | No change | No change |
| PT Minamas Gemilang & PT Anugerah Sumbermakmur | Board (SD Plantation Nominee) | RM80,000 | RM50,000 | Increase to RM135,000 | Increase to RM72,500 | Increase to RM200,000 | Increase to RM100,000 |
| | Governance, Audit & Risk Committee | RM20,000 | RM12,000 | Increase to RM25,000 | Increase to RM13,500 | Increase to RM30,000 | Increase to RM15,000 |
| | Other Board Committee(s) | Nil | Nil | RM22,500 (New) | RM11,250 (New) | No change | No change |
| Sime Darby Oils International Limited | Board (SD Plantation Nominee) | SGD27,000 | SGD20,000 | Increase to SGD40,000 | Increase to SGD25,000 | Increase to SGD58,000 | Increase to SGD30,000 |
| | Governance & Audit Committee | SGD7,000 | SGD5,000 | Increase to SGD8,000 | No change | Increase to SGD9,000 | No change |
| | Other Board Committee(s) | Nil | Nil | SGD6,500 (New) | SGD3,250 (New) | No change | No change |
| New Britain Palm Oil Limited | Board (SD Plantation Nominee) | PGK102,600 | PGK85,250 | Increase to PGK110,000 | No change | Increase to PGK162,000 | No change |
| | Audit Committee | Nil | Nil | PGK20,000 (New) | PGK10,000 (New) | Increase to PGK25,000 | Increase to PGK12,500 |
| | Other Board Committee(s) | Nil | Nil | PGK18,000 (New) | PGK9,000 (New) | No change | No change |

(ii) Resolution 2 - Payment of Benefits Payable to the Non-Executive Directors

The benefits payable to the NEDs comprise allowances and other emoluments payable to the Chairman and members of the Board, Board Committees and boards of subsidiary companies.

The Company is seeking shareholders' approval for benefits payable to the NEDs from 29 May 2024 until the date of the next AGM in accordance with the benefits structure, set out below:

| Description | Current (up to 30 June 2024) | | | | |
|--|---|---|--|---------------------------------------|------------------------------|
| | Sime Darby Plantation Berhad | | Flagship/Major Subsidiary Companies | | |
| | Chairman | Member | PT Minamas Gemilang & PT Anugerah Sumbermakmur | Sime Darby Oils International Limited | New Britain Palm Oil Limited |
| Meeting Allowance (per meeting) | | | | | |
| Board | RM1,500 | RM1,500 | RM1,000 | SGD300 | PGK750 |
| Board Committees | RM1,000 | RM1,000 | Nil | Nil | Nil |
| Benefits | <ul style="list-style-type: none">Company car, petrol and driver.Telecommunication devices/facilities, medical and insurance coverage. | <ul style="list-style-type: none">Telecommunication devices/facilities, medical and insurance coverage. | | | |

| Description | Proposed (from 1 July 2024) | | | | |
|--|---|---|--|---------------------------------------|------------------------------|
| | Sime Darby Plantation Berhad | | Flagship/Major Subsidiary Companies | | |
| | Chairman | Member | PT Minamas Gemilang & PT Anugerah Sumbermakmur | Sime Darby Oils International Limited | New Britain Palm Oil Limited |
| Meeting Allowance (per meeting) | | | | | |
| Board | No change | No change | No change | SGD1,000 | PGK1,000 |
| Board Committees | No change | No change | RM500 | SGD500 | PGK500 |
| Benefits | <ul style="list-style-type: none">Company car, petrol, electric vehicle (EV) charging and driver.Telecommunication devices/facilities, medical and insurance coverage. | <ul style="list-style-type: none">Telecommunication devices/facilities, medical and insurance coverage. | <ul style="list-style-type: none">Telecommunication devices/facilities and insurance coverage. | | |

In determining the estimated total amount of Directors' fees and benefits payable for the NEDs, the Board has considered various factors including the number of scheduled and special meetings for the Board, Board Committees and boards of subsidiary companies, based on the current number of NEDs including a provisional sum as a contingency for future appointment of NEDs on the Board, Board Committees and boards of subsidiary companies as well as changes in foreign exchange rate.

The proposed Resolutions 1 and 2, if passed, will give authority to the Company to pay the Directors' fees and benefits payable on a quarterly basis and/or as and when incurred. The decision in respect of fees and benefits payable by the subsidiary companies will be made by the shareholder of the subsidiary companies in accordance with the laws applicable in its jurisdiction.

Any NEDs who are shareholders of the Company will abstain from voting on Resolutions 1 and 2 concerning remuneration to the NEDs at the 21st AGM of the Company.

3. Resolutions 3 to 7 - Re-election of Directors in accordance with Rule 81.2 and Rule 103 of the Constitution

- Rule 81.2 of the Constitution of the Company stipulates that a Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board, shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election at such meeting.
Mohd Irwan Ahmad Mustafa and Jenifer Thien Bit Leong who were appointed during the financial year as well as Sharifah Sheila Syed Muhamad who was appointed on 5 February 2024 being eligible, have offered themselves for re-election at the 21st AGM pursuant to Rule 81.2 of the Constitution of the Company.
- Rule 103 of the Constitution of the Company expressly states that at least one-third (1/3) of the Directors for the time being shall retire from office at each AGM. A Director retiring at a general meeting shall retain office until the conclusion of the meeting. In addition, Rule 104 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.
Dato' Halipah Esa and Datuk Mohd Anwar Yahya being eligible, have offered themselves for re-election at the 21st AGM in accordance with Rule 104 of the Constitution.
- The NRC has considered the performance and contribution (including fit and proper assessment) of each of the retiring Directors and has also conducted an independence assessment for Independent NEDs.

Based on the results of the Board & Directors' Effectiveness Evaluation conducted for the financial year ended 31 December 2023, the retiring Directors met the performance criteria required of an effective and high-performance Board. The Directors have also met the overarching fit and proper criteria of the Company.

(iv) The Board has endorsed the NRC's recommendation to seek shareholders' approval for the re-election of the retiring Directors. All Directors standing for re-election have abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant Board meeting and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

4. Resolution 8 - Re-appointment of Auditors

The Governance & Audit Committee (GAC), at its meeting held on 18 April 2024, undertook an annual assessment of the suitability and independence of the external auditors, PricewaterhouseCoopers PLT (PwC), in accordance with the Policy on External Auditor Appointment & Selection. The GAC considered the following factors in its assessment:

- Calibre of external audit firm
- Quality of processes/performance
- Audit team
- Independence and objectivity
- Audit scope and planning
- Audit fees
- Audit communications.

In addition, the GAC has also considered the information in the Annual Transparency Report of the external audit firm with reference to Guidance 9.3 of the MCGG 2021.

The GAC was satisfied with the suitability of PwC based on the quality of audit, performance and competency provided by PwC to the SD Plantation Group as prescribed under Paragraph 15.21 of the MMLR. The GAC was also satisfied in its review that the provision of non-audit services by PwC to the Group and the Company for the financial year ended 31 December 2023 did not in any way impair their objectivity and independence as the external auditors of the Company.

The Board has, at its meeting held on 23 April 2024, agreed with the GAC's recommendation that shareholders' approval be sought at the 21st AGM on the appointment of PwC as the external auditors of the Company for the financial year ending 31 December 2024, as set out under Resolution 8. The present external auditors, PwC, have indicated their willingness to continue their services for the financial year ending 31 December 2024.

STATEMENT ACCOMPANYING NOTICE OF 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, including the nature and extent of any conflict of interest or potential conflict of interest, who are standing for re-election as enumerated in Resolutions 3 to 7 above at the 21st Annual General Meeting of Sime Darby Plantation Berhad are set out in the "Directors' Profiles" section on pages 96 to 99 of the Company's Integrated Report 2023.

The details of any interest in securities held by the said Directors are set out in the "Directors' Report" section on page 141 of the Company's Integrated Report 2023.

FORM OF PROXY

| Number of ordinary shares held | CDS Account No. | | | | | | | | | | | | | | | | | | | |
|--------------------------------|-----------------|--|--|--|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | - | | | | | | | | | | | | | | | |

I/We
 (FULL NAME OF SHAREHOLDER AS PER NRIC/PASSPORT/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)
 (NRIC/Passport/Company No.) of
 (ADDRESS)

 (ADDRESS)

Tel. No. being a member/members of SIME DARBY PLANTATION BERHAD hereby appoint:

| Full Name <small>(As per NRIC/Passport in Capital Letters)</small> | Proportion of Shareholdings | | |
|---|-----------------------------|---|--|
| NRIC/Passport No. | No. of Shares | % | |
| Address | | | |

*and (if more than one (1) proxy)

| Full Name <small>(As per NRIC/Passport in Capital Letters)</small> | Proportion of Shareholdings | | |
|---|-----------------------------|---|--|
| NRIC/Passport No. | No. of Shares | % | |
| Address | | | |

or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the 21st Annual General Meeting (AGM) of Sime Darby Plantation Berhad (SD Plantation or the Company) to be held virtually from Grand Ballroom, Level 2, DoubleTree by Hilton Shah Alam i-City, i-City Finance Avenue, 40000 Shah Alam, Selangor Darul Ehsan, Malaysia as the **Broadcast Venue and via the TIIH Online website at <https://tiah.online> on Tuesday, 28 May 2024 at 9.30 a.m. and at any adjournment thereof.

| No. | Agenda | | | |
|-------------------|--|------------|-----|---------|
| Ordinary Business | | Resolution | For | Against |
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon | | | |
| 2. | To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM4,500,000 from 29 May 2024 until the date of the next AGM of the Company | 1 | | |
| 3. | To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM1,300,000 from 29 May 2024 until the date of the next AGM of the Company | 2 | | |
| 4 (i). | To re-elect Mohd Irwan Ahmad Mustafa who retires in accordance with Rule 81.2 of the Constitution of the Company | 3 | | |
| 4 (ii). | To re-elect Jenifer Thien Bit Leong who retires in accordance with Rule 81.2 of the Constitution of the Company | 4 | | |
| 4 (iii). | To re-elect Sharifah Sheila Syed Muhamad who retires in accordance with Rule 81.2 of the Constitution of the Company | 5 | | |
| 5 (i). | To re-elect Dato' Halipah Esa who retires in accordance with Rule 103 of the Constitution of the Company | 6 | | |
| 5 (ii). | To re-elect Datuk Mohd Anwar Yahya who retires in accordance with Rule 103 of the Constitution of the Company | 7 | | |
| 6. | To appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration | 8 | | |

My/Our proxy is to vote on the resolutions as indicated by an "X" in the appropriate space above. If no indication is given, my/our proxy shall vote or abstain from voting as he/she thinks fit.

IMPORTANT: Disclosure of Shareholder's and Proxy's Personal Data

Please refer to the Notice to Shareholders under the Personal Data Protection Act 2010 (PDPA Notice) on the Company's Website under Stock and Shareholder Information section at <https://www.simedarbyplantation.com> 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, agree to procure the consent of the proxy whose personal data is made available by you to us and you hereby agree to use your best endeavour to do so.

Dated this.....day of.....2024

.....
Signature/Common Seal of Member(s)

** If you do not wish to appoint the Chairman of the Meeting as your proxy/one of your proxies, please strike out the words "or failing him/her, the Chairman of the Meeting" and insert the name(s) of the proxy(ies) you wish to appoint in the blank space(s) provided.

Notes:

1. The venue of the 21st Annual General Meeting (AGM) is strictly a Broadcast Venue as the conduct of the 21st AGM will be a virtual meeting. The Broadcast Venue is also 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.

Shareholders will not be allowed to attend the 21st AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend (including posing questions to the Board via real time submission of typed texts) and vote (collectively, participate) remotely at the 21st AGM through the Remote Participation and Voting facilities (RPV) provided by Tricor Investor & Issuing House Services Sdn Bhd through its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details for the 21st AGM.
2. A member of the Company entitled to participate at the 21st AGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to participate at the 21st AGM 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.
3. A member of the Company 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 resolutions set out in the Notice of the 21st AGM 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 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 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, or in any other manner authorised by the Constitution of the Company. Any alteration to the instrument appointing a proxy must be initialled.

8. The appointment of proxy(ies) may be made in a hardcopy form or by electronic means as follows:

(i) In Hardcopy Form

The Form of Proxy or 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 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 no later than Monday, 27 May 2024 at 9.30 a.m.

(ii) By Tricor Online System (TIIH Online)

The Form of Proxy can be electronically lodged with the Share Registrar of the Company via TIIH Online (applicable to individual share owner only). The website to access TIIH Online is <https://tiih.online> (Kindly refer to the Administrative Details for the 21st AGM on the "Procedure for Electronic Lodgement of the Form of Proxy" on how to submit the e-Proxy).

9. Only Members registered in the Record of Depositors as at 17 May 2024 shall be eligible to participate at the AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

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Affix
Postage
Stamp

THE SHARE REGISTRAR

SIME DARBY PLANTATION BERHAD Registration No.: 200401009263 (647766-V)
c/o Tricor Investor & Issuing House Services Sdn Bhd Registration No.: 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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21ST ANNUAL GENERAL MEETING OF SIME DARBY PLANTATION BERHAD
REGISTRATION NO. 200401009263 (647766-V)

ADMINISTRATIVE DETAILS

| | |
|-----------------|--|
| Date | : Tuesday, 28 May 2024 |
| Time | : 9:30 a.m. |
| Broadcast Venue | : Grand Ballroom, Level 2, DoubleTree by Hilton Shah Alam i-City i-City Finance Avenue, 40000 Shah Alam Selangor Darul Ehsan, Malaysia |

MODE OF MEETING

The Company will continue to leverage on technology to conduct its 21st Annual General Meeting (21st AGM) virtually through live-streaming and online remote voting at the Broadcast Venue for greater shareholders' participation and convenience. This enables shareholders to attend the AGM from any location to facilitate meaningful engagement between the Board/Management and Shareholders of the Company.

In line with the revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers' issued by the Securities Commission Malaysia (SC Guidance) on 7 April 2022, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 if the online platform is located in Malaysia.

VENUE

The 21st AGM will be conducted virtually and online remote voting through Remote Participation and Voting (RPV). As such, the venue of the 21st AGM is the Online Meeting Platform of **TIIH Online** website at <https://tiih.online>.

Shareholders, proxies, and authorised representatives will have to register their attendance online using the RPV facilities. Please refer to the details of the RPV facilities set out below.

RPV FACILITIES

Shareholders are strongly encouraged to participate and vote remotely at the 21st AGM using the RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (Tricor) via **TIIH Online** website at <https://tiih.online>. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 21st AGM.

Shareholders who attend the 21st AGM remotely may pose questions to the Board through a real time submission of typed texts during the proceedings of the 21st AGM.

Shareholders may also submit questions for the Board in advance through Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, post your questions and submit it electronically no later than **Monday, 27 May 2024 at 9:30 a.m.** The Board of Directors will endeavour to answer the questions received at the 21st AGM.

PROXY AND/OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 21st AGM must ensure that the duly executed Form of Proxy or the Power of Attorney or other authorities, if any, are deposited in hard copy form to Tricor or by electronic means via TIIH Online (e-Proxy) no later than **Monday, 27 May 2024 at 9:30 a.m.**

Shareholders are advised to refer to the "Procedure for Electronic Lodgement of Form of Proxy" below on how to submit the e-Proxy.

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Tricor no later than **Monday, 27 May 2024 at 9:30 a.m.** to participate via RPV at the 21st AGM.

A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate and vote at the 21st AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>

PROCEDURES FOR REMOTE PARTICIPATION AND VOTING THROUGH RPV FACILITIES

Shareholders/Proxies/Corporate Representatives are requested to read and follow the procedure below for your remote participation at the 21st AGM through live streaming and online remote voting using the RPV facilities:

| Procedure | Action |
|--|---|
| BEFORE THE 21ST AGM DAY | |
| (a) Register as a user with TIIH Online (Shareholders must request his/her proxy to register himself/herself for RPV at TIIH Online website) | <ul style="list-style-type: none">Using your electronic device, access the website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance.Registration as a user will be approved within one (1) working day and you will be notified via e-mail.If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that remote participation is available for registration at TIIH Online. |
| (b) Submit your Request to attend 21st AGM remotely | <ul style="list-style-type: none">Registration is open from the date of the Notice of 21st AGM on 25 April 2024 until such time before the voting session ends at the 21st AGM on Tuesday, 28 May 2024.Login with your user ID (i.e. e-mail address) and password and select the corporate event: "(REGISTRATION) SIME DARBY PLANTATION BERHAD 21ST AGM".Read and agree to the Terms & Conditions and confirm the Declaration.Select "Register for Remote Participation and Voting".Review your registration and proceed to register.The system will send an e-mail to notify that your registration for remote participation is received and will be verified.After verification of your registration against the General Meeting Record of Depositors as at 17 May 2024, the system will send you an e-mail after 27 May 2024 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p> |

| Procedure | | Action |
|-----------------------------------|------------------------------------|--|
| ON THE DAY OF THE 21ST AGM | | |
| (c) | Login to TIIH Online | <ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 21st AGM at any time from 8:30 a.m. i.e. one hour before the commencement of the meeting at 9:30 a.m. on Tuesday, 28 May 2024. Shareholders are encouraged to log in one hour earlier. |
| (d) | Participate through Live Streaming | <ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAMING MEETING) SIME DARBY PLANTATION BERHAD 21ST AGM” to engage in the proceedings of the 21st AGM remotely. <p>If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to questions submitted by remote participants during the 21st AGM. If there is time constraint, the responses will be posted on our website at the earliest possible time, after the meeting.</p> |
| (e) | Online Remote Voting | <ul style="list-style-type: none"> Voting session commences from 9:30 a.m. on Tuesday, 28 May 2024 until a time when the Chairman announces the completion of the voting session at the 21st AGM. Select the corporate event: “(REMOTE VOTING) SIME DARBY PLANTATION BERHAD 21ST AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes. |
| (f) | End of remote participation | <ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the 21st AGM, the live streaming will end. |

Note to users of the RPV facilities:

- Should your application to join the meeting be approved, we will make available to you the rights to join the live streaming meeting and to vote remotely. Your login to TIIH Online on the day of the meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device that you use.
- In the unfortunate event that you encounter any issues with login, connection to the live streaming meeting or online voting on the meeting day, please call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

- Only members whose names appear on the Record of Depositors as at 17 May 2024 shall be eligible to attend, speak and vote at the 21st AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the 21st AGM will be conducted virtually, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the 21st AGM yourself, please do not submit any Form of Proxy for the 21st AGM. You will not be allowed to participate in the 21st AGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 21st AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner no later than **Monday, 27 May 2024 at 9:30 a.m.:**

(i) In Hard copy:

- a) By hand or post to the office of the Share Registrar, 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
- b) By fax at 03-2783 9222

(ii) By Electronic form:

All shareholders have the option to submit proxy forms electronically via **TIIH Online** and the steps to submit are summarised below:

PROCEDURE FOR ELECTRONIC LODGEMENT OF THE FORM OF PROXY

The procedures to lodge e-Proxy via Tricor's **TIIH Online** website are as follows:

| Procedure | Action |
|---|--|
| i. <u>Steps for Individual Shareholders</u> | |
| a | Register as a User with TIIH Online <ul style="list-style-type: none"> • Using your electronic device, please access the website at https://tiih.online. • Register as a user under the "e-Services" select "Create Account by Individual Holder", registration is free. • Upload a softcopy of your MyKad (front and back) or your passport. • Administrator will approve your registration within one working day and notify you via email. • Activate your account by re-setting your password. <p>Notes:</p> <p>(i) If you are already a user with TIIH Online, you are not required to register again.</p> <p>(ii) An email address is allowed to be used once to register as a new user account and the same email account cannot be used to register another user account.</p> <p>The tutorial guide on registration is also available at TIIH Online homepage for your information.</p> |
| b | Proceed with submission of e-Proxy <ul style="list-style-type: none"> • After the release of the Notice of the 21st AGM by the Company, login with your username (i.e. email address) and password. • Select the corporate event: "SIME DARBY PLANTATION BERHAD 21ST AGM – SUBMISSION OF PROXY FORM". • Read and agree to the Terms & Conditions and confirm the Declaration. • Select/Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(s) appointment. • Print the proxy form for your record. |
| ii. <u>Steps for corporation or institutional shareholders</u> | |
| a | Register as a User with TIIH Online <ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. |

| Procedure | Action |
|-----------|--|
| | <ul style="list-style-type: none"> Proceed to activate your account with the temporary password given in the email and reset your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need any clarification on user registration.</p> |
| b | <p>Proceed with submission of form of proxy</p> <ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate exercise name: "SIME DARBY PLANTATION BERHAD 21ST AGM - SUBMISSION OF PROXY FORM". Agree to the Terms & Conditions and Declaration. Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Submit the proxy appointment file. Login to TIIH Online, and select corporate exercise name: "SIME DARBY PLANTATION BERHAD 21ST AGM - SUBMISSION OF PROXY FORM". Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record. |

GENERAL MEETING RECORD OF DEPOSITORS

- For the purpose of determining a member who shall be entitled to attend the 21st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 63 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 17 May 2024. Only depositors whose name appear on the Record of Depositors as at 17 May 2024 shall be entitled to attend the 21st AGM or appoint proxies to attend and/or vote on his/her behalf.

POLL VOTING PROCEDURE

- Voting at the 21st AGM will be conducted on a poll. The Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (Tricor), is appointed as Poll Administrator to conduct the polling process by way of electronic voting (e-voting) via Tricor e-Vote application (Tricor e-Vote App). Boardroom Corporate Services Sdn Bhd is appointed as Independent Scrutineers to verify the poll results.
- Voting for each of the resolutions as set out in the Notice of AGM will take place from 9:30 a.m. on Tuesday, 28 May 2024 until a time when the Chairman announces the completion of the voting session at the 21st AGM.
- Shareholders/proxies can cast their vote through remote voting using RPV facilities or using their own smartphone devices with access to Tricor e-Vote App. Shareholders/proxies are advised to refer to the "Procedures to Remote Participation and Voting via RPV Facilities" or to download the Tricor e-Vote App onto your smartphone device before attending the meeting.

RESULTS FOR VOTING

- The resolutions proposed at the AGM and the results of the voting will be announced at the AGM and subsequently via an announcement made by the Company through Bursa Malaysia Securities Berhad at <https://www.bursamalaysia.com>.

INTEGRATED REPORT FOR THE FINANCIAL YEAR ENDED 2023

- The following documents are available at Sime Darby Plantation Berhad's website at <https://simedarwinplantation.com/investor-relations/stock-and-shareholder-information/>.
 1. Notice of the 21st AGM, Proxy Form and Administrative Details.
 2. Integrated Report 2023 (including Governance and Financial Reports 2023) (Integrated Report 2023).
 3. Sustainability Report 2023.
 4. Corporate Governance Report 2023.
 5. Integrated Report Request Form.
 6. Notices to Shareholders and Proxies under the Personal Data Protection Act 2010.
- You may also request for copies of the printed report (No. 2 above) through the Tricor system, TIIH Online, at <https://tiih.online> by selecting "Request for Annual Report/Circular" under "Investor Services". Alternatively, you may also make your request through telephone/e-mail to our Share Registrar at 603-2783 9299 or is.enquiry@my.tricorglobal.com or by completing and submitting the "Integrated Report Request Form " (No. 5 above) to our Share Registrar's office.
- The printed reports (No. 2 above) will be delivered to you as soon as reasonably practicable.
- Shareholders and proxies are encouraged to consider the environment before printing and/or requesting for a printed copy of the Integrated Report 2023.

ENQUIRY

If you have any enquiries on the above, please contact our Share Registrar, Tricor during office hours i.e. 8:30 a.m. to 5:30 p.m. (Monday to Friday, except on public holidays):

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com
Contact persons : Mr Allen Sii
+603-2783 9263 (Allen.Sii@my.tricorglobal.com)
: Puan Zakiah Wardi
+603-2783 9287 (Zakiah@my.tricorglobal.com)
: Cik Dina Qistina Zulkanain
+603-2783 9165 (Dina.Qistina@my.tricorglobal.com)