



## **SIME DARBY BERHAD**

(Company No.: 752404-U)

(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of Sime Darby Berhad (“**Sime Darby**” 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, 8 November 2012 at 11.00 a.m., or immediately following the conclusion or adjournment (as the case may be) of the Sixth Annual General Meeting of the Company, whichever is later, or at any adjournment, which is scheduled to be held at the same venue and on the same day at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

#### **ORDINARY RESOLUTION 1**

#### **PROPOSED ESTABLISHMENT OF A PERFORMANCE-BASED EMPLOYEE SHARE SCHEME FOR THE ELIGIBLE EMPLOYEES (INCLUDING EXECUTIVE DIRECTORS) OF SIME DARBY BERHAD AND ITS SUBSIDIARIES (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) (“PROPOSED SCHEME”)**

“**THAT** subject to all approvals of the relevant authorities for the Proposed Scheme being obtained and to the extent permitted by law and the Memorandum and Articles of Association of the Company, the Company be and is hereby authorised:

- (i) to establish, implement and administer performance-based share scheme for the benefit of the employees and executive directors of Sime Darby and its subsidiaries (excluding subsidiaries which are dormant) (“**Sime Darby Group**”) who fulfil the conditions of eligibility for participation in the Proposed Scheme in accordance with the By-Laws of the Proposed Scheme (“**By-Laws**”), a draft of which is set out in Appendix I of the Circular to Shareholders dated 16 October 2012 (“**Circular**”);
- (ii) to appoint a trustee to facilitate the implementation and administration of the Proposed Scheme (“**Trustee**”) and authorise the Trustee to subscribe for new ordinary shares of RM0.50 each in Sime Darby (“**Sime Darby Shares**”) and/or acquire existing Sime Darby Shares from the market and/or transfer such Sime Darby Shares for the purpose of vesting of Scheme Shares (as defined below) pursuant to the Proposed Scheme;
- (iii) to provide money or other assistance (financial or otherwise) and/or authorise and/or procure any one or more of the subsidiaries of the Company, to provide money or other assistance (financial or otherwise) from time to time if required to enable the Trustee to subscribe for new and/or acquire existing Sime Darby Shares from the market provided that the Company or any subsidiaries of the Sime Darby Group shall not provide such money or assistance (financial or otherwise) if it would be in breach of any laws of Malaysia and where the lending subsidiary is a foreign corporation, the relevant laws of the place of incorporation of the lending subsidiary;
- (iv) to allot and issue to the Trustee and/or direct the Trustee to acquire existing Sime Darby Shares from the market and/or direct the Trustee to transfer of such number of Sime Darby Shares from time to time as may be required for the purpose of the Proposed Scheme (“**Scheme Shares**”), provided that the total number of Scheme Shares to be allotted and issued and/or acquired and/or transferred shall not exceed ten percent (10%) in aggregate of the total issued and paid-up ordinary share capital of Sime Darby (excluding treasury shares) at any point in time throughout the duration of the Proposed Scheme;
- (v) to modify and/or amend the Proposed Scheme and/or the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board of Directors of the Company or any committee established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments; and

- (vi) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed Scheme and terms of the By-Laws.

**THAT** the proposed By-Laws, as set out in Appendix I of the Circular, be and is hereby approved.

**AND THAT** the Board of Directors of the Company be and is hereby authorised to give effect to the Proposed Scheme with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix I of the Circular) as it may deem fit and/or as may be required by the relevant regulatory authorities.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED GRANT TO DATO' MOHD BAKKE SALLEH (“DATO' BAKKE”)**

“**THAT** subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities for the proposed establishment of a performance-based employee share scheme of up to ten percent (10%) of the issued and paid-up ordinary share capital of the Company (excluding treasury shares) at any point in time, the Board of Directors of the Company be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Dato' Bakke, President & Group Chief Executive of the Company, of up to 3,000,000 Sime Darby Shares which will be vested in him at a future date and to procure the transfer of such number of Sime Darby Shares to him, all in accordance with the By-Laws, a draft of which is set out in Appendix I of the Circular.”

## **ORDINARY RESOLUTION 3**

### **PROPOSED GRANT TO NUR TANIA YUSOF (“NUR TANIA”)**

“**THAT** subject to the passing of Ordinary Resolution 1 above and the approvals of all the relevant authorities for the proposed establishment of a performance-based employee share scheme of up to ten percent (10%) of the issued and paid-up ordinary share capital of the Company (excluding treasury shares) at any point in time, the Board of Directors of the Company be and is hereby authorised to, at any time and from time to time, cause/procure the offering and the allocation to Nur Tania, an Eligible Employee of the Company, of up to 200,000 Sime Darby Shares which will be vested in her at a future date and to procure the transfer of such number of Sime Darby Shares to her, all in accordance with the By-Laws, a draft of which is set out in Appendix I of the Circular.”

## **BY ORDER OF THE BOARD**

Norzilah Megawati Abdul Rahman  
LS 0009247  
Group Secretary

Kuala Lumpur, Malaysia  
16 October 2012

### *Notes:-*

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy need not be a Member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- 2. Where a Member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint not more than two (2) proxies in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
- 3. Where a Member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.*
- 4. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The signature of any joint holder is sufficient.*
- 5. The Form of Proxy must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Form of Proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised by the corporation.*
- 6. 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 Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time fixed for the meeting or any adjournment thereof.*
- 7. Only members registered in the Record of Depositors as at 30 October 2012 shall be eligible to attend, speak and vote at the Extraordinary General Meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.*