

# Sime Darby Berhad (Company No. 752404-U)

## NOTICE OF ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the Sixth Annual General Meeting of Sime Darby Berhad 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 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2012 together with the Reports of the Directors and the Auditors thereon. (Resolution 1)
2. To declare a final single tier dividend of 25 sen per ordinary share for the financial year ended 30 June 2012. (Resolution 2)
3. To approve the annual remuneration for the Non-Executive Directors as disclosed in the Audited Financial Statements for the financial year ended 30 June 2012. (Resolution 3)
4. To re-appoint Tun Musa Hitam as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965. (Resolution 4)
5. To re-appoint Tan Sri Dato' Dr Wan Mohd Zahid Mohd Noordin as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965. (Resolution 5)
6. To re-elect the following Directors who retire by rotation in accordance with Article 99 of the Articles of Association of the Company and who have offered themselves for re-election:
  - i. Tan Sri Datuk Amar (Dr) Tommy Bugo @ Hamid Bugo (Resolution 6)
  - ii. Dato Sri Lim Haw Kuang (Resolution 7)
  - iii. Dato' Sreesanthan Eliathamby (Resolution 8)
7. To re-appoint PricewaterhouseCoopers as Auditors of the Company for the financial year ending 30 June 2013, and to authorise the Directors to fix their remuneration. (Resolution 9)

### AS SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following Ordinary Resolutions:
  - i. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
 "THAT, subject always to the Companies Act, 1965 (Act), the Articles of Association of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company to any person other than a Director or major shareholder of the Company or person connected with any Director or major shareholder of the Company, at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued and paid-up share capital 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 FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 10)
  - ii. **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, 1965 (Act), the Articles of Association of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant governmental/regulatory authorities, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of the Related Parties as specified in Section 2.4, Part A of the Circular to Shareholders dated 16 October 2012, provided that such arrangements and/or transactions are:
    - i. recurrent transactions of a revenue or trading nature;
    - ii. necessary for the day-to-day operations;
    - iii. carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
    - iv. not detrimental to the minority shareholders of the Company (the Mandate);
 AND THAT the Mandate, shall continue in force until:
    - i. the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM, at which time the Mandate will lapse, unless by an ordinary resolution passed at that meeting, the Mandate is renewed; or
    - ii. the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Act, (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
    - iii. the Mandate is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever is the earliest;
 AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate." (Resolution 11)
9. To consider and, if thought fit, pass the following Special Resolutions:
  - i. **Proposed Amendments to the Memorandum of Association of the Company**  
 "THAT the deletions, alterations, modifications, variations and additions to the Memorandum of Association of the Company as specified in Section 2.1, Part B of the Circular to Shareholders dated 16 October 2012 be and are hereby approved." (Special Resolution 1)
  - ii. **Proposed Amendments to the Articles of Association of the Company**  
 "THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as specified in Section 2.2, Part B of the Circular to Shareholders dated 16 October 2012 be and are hereby approved." (Special Resolution 2)
10. To transact any other business for which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

### DATE OF ENTITLEMENT AND PAYMENT OF A FINAL SINGLE TIER DIVIDEND

NOTICE HAS BEEN GIVEN ON 29 August 2012 that subject to the approval of Members at the Annual General Meeting to be held on 8 November 2012, a final single tier dividend of 25 sen per ordinary share for the financial year ended 30 June 2012 will be paid on 14 December 2012 to depositors whose names appear in the Record of Depositors on 30 November 2012.

A depositor shall qualify for entitlement to the dividend only in respect of:

- i. shares deposited into the depositor's securities account before 12.30 p.m. on 28 November 2012 in respect of shares which are exempted from mandatory deposit;
- ii. shares transferred into the depositor's securities account before 4.00 p.m. on 30 November 2012 in respect of transfers; and
- iii. shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

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 Annual General Meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Authority to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
 The proposed Resolution 10, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued and paid-up share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The approval is a new mandate and is sought to provide flexibility and avoid any delay arising from and cost in convening a general meeting to obtain approval of the shareholders for such issuance of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.  
 The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for working capital and/or funding of strategic development of the Group.
2. **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 Resolution 11, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent transactions involving the interests of the Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business on terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company.
3. **Proposed Amendments to the Memorandum of Association of the Company**  
 The proposed amendments to the Memorandum of Association of the Company will facilitate the establishment of a Performance-Based Employee Share Scheme.
4. **Proposed Amendments to the Articles of Association of the Company**  
 The proposed amendments to the Articles of Association of the Company are in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, prevailing laws, guidelines or requirements of the relevant authorities and will enhance clarity and administrative efficiency of the Company.