

## NOTICE OF EXTRAORDINARY GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting 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, 21 November 2013 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Seventh Annual General Meeting of the Company, whichever is later, for the purpose of considering and if deemed fit, passing with or without modifications the following resolution:

### ORDINARY RESOLUTION

#### **PROPOSED DIVIDEND REINVESTMENT PLAN THAT PROVIDES SHAREHOLDERS OF THE COMPANY WITH AN OPTION TO REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("**SIME DARBY SHARES**") ("**PROPOSED DRP**")**

**"THAT** subject to the approvals of the relevant regulatory authorities for the Proposed DRP having been obtained and to the extent permitted by law:

- i. the Proposed DRP be and is hereby approved;
- ii. the Board be and is hereby authorised:
  - a. to establish and implement the Proposed DRP;
  - b. to determine, in their sole and absolute discretion, whether the Proposed DRP will apply to any cash dividend (whether interim, final, special or any other cash dividend) declared and/or approved by the Company;
  - c. to allot and issue such number of new Sime Darby Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP ("**New Shares**"); and
  - d. to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to give full effect to the Proposed DRP, with full powers to assent to any conditions, modifications, variations and/or amendments including amendments, modification, suspension and termination of the Proposed DRP as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

**AND THAT** the New Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Sime Darby Shares, save and except that the holders of the New Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, which are declared, made or paid prior to or on the date of allotment of the New Shares."

BY ORDER OF THE BOARD

Norzilah Megawati Abdul Rahman  
(LS 0009247)  
Group Secretary

Kuala Lumpur, Malaysia  
30 October 2013

### 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/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may, but need not, be a Member. A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person and the provisions of Sections 149(1)(a) and 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/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.
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 (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.
4. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
5. 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.
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 forty-eight (48) hours before the time fixed for the Meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 12 November 2013 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.