



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventh 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, 21 November 2013 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and the Auditors thereon.  
*Please refer to Explanatory Note 1*
- To declare a final single tier dividend of 27 sen per ordinary share for the financial year ended 30 June 2013.  
*Please refer to Explanatory Note 2* (Resolution 1)
- To approve the annual remuneration for the Non-Executive Directors as disclosed in the Audited Financial Statements for the financial year ended 30 June 2013.  
*Please refer to Explanatory Note 3* (Resolution 2)
- 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.  
*Please refer to Explanatory Note 4* (Resolution 3)
- To re-elect the following Directors who retire pursuant to Article 104 of the Articles of Association of the Company and who have offered themselves for election:
  - Dato' Abdul Ghani Othman (Resolution 4)
  - Tan Sri Dato' Sri Dr Wan Abdul Aziz Wan Abdullah (Resolution 5)
  - Ir Dr Muhamad Fuad Abdullah (Resolution 6)*Please refer to Explanatory Note 5*
- To re-elect the following Directors who retire pursuant to Article 99 of the Articles of Association of the Company and who have offered themselves for re-election:
  - Tan Sri Dato' Sri Hamad Kama Piah Che Othman (Resolution 7)
  - Tan Sri Datuk Dr Yusof Basiran (Resolution 8)
  - Datuk Zaiton Mohd Hassan (Resolution 9)*Please refer to Explanatory Note 6*
- To re-appoint PricewaterhouseCoopers as Auditors of the Company for the financial year ending 30 June 2014, and to authorise the Directors to fix their remuneration.  
*Please refer to Explanatory Note 7* (Resolution 10)

### AS SPECIAL BUSINESS

- To consider and, if thought fit, pass the following Ordinary Resolutions:
  - 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 (AGM) 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 AGM of the Company."

(Resolution 11)
  - 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, 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 of the Circular to Shareholders dated 30 October 2013, provided that such arrangements and/or transactions are:
    - recurrent transactions of a revenue or trading nature;
    - necessary for the day-to-day operations;
    - 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
    - not detrimental to the minority shareholders of the Company (the Mandate);AND THAT the Mandate, shall continue in force until:
    - 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
    - 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
    - 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 12)
  - Proposed Grant to Muhammad Ali Nuruddin pursuant to the Performance-Based Employee Share Scheme for the Eligible Employee (including Executive Directors) of Sime Darby Berhad and Its Subsidiaries (excluding subsidiaries which are dormant) (Scheme)**

"THAT pursuant to the Scheme as approved by the shareholders at the Extraordinary General Meeting held on 8 November 2012, authority be and is hereby given to the Board of Directors of the Company to, at any time and from time to time, cause/procure the offering and allocation to Muhammad Ali Nuruddin, an eligible employee of the Company under the Scheme, of up to 400,000 ordinary shares in the Company (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 of the Scheme."

(Resolution 13)
- 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.

By Order of the Board

Norzilah Megawati Abdul Rahman  
(LS 0009247)  
Group Secretary

### Notes:

- 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 (Act) shall not apply to the Company.
- 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.
- 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.
- The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 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.
- 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.
- Only members registered in the Record of Depositors as at 12 November 2013 shall be eligible to attend, speak and vote at the Annual General Meeting (AGM) or appoint proxy(ies) to attend, speak and/or vote on their behalf.

### Explanatory Note 1

#### Audited Financial Statements for the financial year ended 30 June 2013

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require the audited financial statements to be formally approved by the shareholders. As such, this item is not put forward for voting.

### Explanatory Note 2

#### Declaration of a Final Single Tier Dividend

In accordance with Article 126 of the Company's Articles of Association, the Board is recommending that the shareholders approve the payment of the final single tier dividend. Pursuant to paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (MMLR), the final single tier dividend, if approved, will be paid no later than three (3) months from the date of shareholders' approval. The Book Closure date will be announced by the Company after the Seventh AGM.

### Explanatory Note 3

#### Payment of Annual Remuneration for the Non-Executive Directors for the financial year ended 30 June 2013

In accordance with Article 79(1) of the Company's Articles of Association, the Board is recommending that the shareholders approve the payment of the annual remuneration to the Non-Executive Directors as disclosed in the Audited Financial Statements for the financial year ended 30 June 2013.

The annual remuneration will be paid to the Non-Executive Directors who held office during the financial year ended 30 June 2013 upon the approval of the shareholders at the Seventh AGM of the Company.

### Explanatory Note 4

#### Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965

The re-appointment of Tan Sri Dato' Dr Wan Mohd Zahid Mohd Noordin who has attained the age of 73 years as a Director of the Company to hold office until the conclusion of the next AGM, shall take effect if the proposed Resolution 3 is passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or by proxy at the Seventh AGM of the Company.

### Explanatory Note 5

#### Re-election of Directors

Article 104 stipulates that new Directors appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election.

The Board has conducted an independence assessment on its Independent Directors guided by the definition of "Independent Director" as prescribed by the MMLR. An assessment of the independence of Ir Dr Muhamad Fuad Abdullah, an Independent Director of the Company, who was appointed during the financial year, was accordingly undertaken.

### Explanatory Note 6

Articles 99 and 100 expressly state that at every AGM, at least one-third of the Directors for the time being shall retire from office. In addition, all Directors shall retire from office at least once every three (3) years. A retiring Director shall be eligible for re-election.

### Explanatory Note 7

#### Re-appointment of Auditors

Pursuant to Sections 172(2) and 172(16) of the Companies Act, 1965, the shareholders are required to approve the re-appointment of Auditors who shall hold office until the conclusion of the next AGM and to authorise the Directors to determine their remuneration thereof. The present Auditors, Messrs PricewaterhouseCoopers (PwC), have indicated their willingness to continue their services for another year. The Governance & Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company and have collectively agreed that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the MMLR.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

#### 1. Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 11 is to seek a renewal of the general mandate obtained from the shareholders of the Company at the Sixth AGM of the Company held on 8 November 2012 and which will lapse at the conclusion of the forthcoming AGM to be held on 21 November 2013.

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 placing of shares, working capital and/or funding of strategic development of the Group. The renewal of the general mandate 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, up to an amount not exceeding in total 10% 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.

The Company has not issued any new share pursuant to Section 132D of the Act under the general mandate which was approved at the Sixth AGM of the Company.

#### 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 12, 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.

Detailed information on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate is set out in Section 2.4 of the Circular to Shareholders relating to the matter dispatched together with the Company's 2013 Annual Report.

#### 3. Proposed Grant of up to 400,000 Ordinary Shares in the Company pursuant to the Performance-Based Employee Share Scheme for the Eligible Employees (including Executive Directors) of Sime Darby Berhad and Its Subsidiaries (excluding subsidiaries which are dormant) (Scheme) to Muhammad Ali Nuruddin

The establishment of the Scheme was approved by shareholders at the Extraordinary General Meeting of the Company held on 8 November 2012.

The proposed Resolution 13, if passed, will enable the Company to grant to Muhammad Ali Nuruddin, an eligible employee of the Company under the Scheme, up to 400,000 Sime Darby Shares under the Scheme. Muhammad Ali Nuruddin is the brother-in-law of Dato' Azmi Mohd Ali, the Company's Non-Independent Non-Executive Director. The number of Sime Darby Shares proposed to be granted to Muhammad Ali Nuruddin will be determined by the Long Term Incentive Plan Committee established to administer the Scheme in accordance with the By-Laws as approved by the shareholders of the Company.

Dato' Azmi Mohd Ali has abstained and will continue to abstain from voting and/or deliberating on the entitlement of Muhammad Ali Nuruddin under the Scheme at the relevant Board Meetings of the Company and will also abstain from voting and/or deliberating in respect of his direct and/or indirect shareholdings in the Company (if any) on the resolution pertaining to Muhammad Ali Nuruddin's entitlement under the Scheme at the Company's AGM to be convened. Dato' Azmi Mohd Ali has also undertaken to ensure that all persons connected to him will abstain from voting and/or deliberating in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolution pertaining to Muhammad Ali Nuruddin's entitlement under the Scheme at the Company's AGM to be convened.