



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 Friday, 30 September 2016 at 9.30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PLACEMENT OF NEW ORDINARY SHARES OF RM0.50 EACH IN SIME DARBY BERHAD ("SIME DARBY" OR "COMPANY") OF UP TO 5% OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY ("PROPOSED PLACEMENT")

"THAT subject to the approval of all relevant authorities and/or parties (if required) being obtained, approval be and is given for the Company to undertake a placement of new ordinary shares of nominal value RM0.50 each in the Company ("Shares"), and pursuant thereto for the directors of the Company to allot and issue up to 316,353,626 Shares, representing 5% of the existing issued and paid-up share capital of the Company ("Placement Shares") to such persons and at such times as the directors deem fit, at an issue price to be determined by way of book-building and priced based on the five-day volume weighted average market price of the Company's shares on Bursa Malaysia Securities Berhad ("Bursa Securities") immediately prior to the date on which the issue price is fixed by the directors, with a discount of not more than 5%, and for such purpose and utilisation of proceeds as disclosed in the Circular to Shareholders dated 15 September 2016.

THAT on allotment and issue, the Placement Shares shall rank pari passu in all respects with the existing ordinary shares of RM0.50 each in the Company, save that the Placement Shares shall not be entitled to any dividend, right, allotment and/or other distribution the entitlement date of which is prior to the date of the allotment and issuance of the Placement Shares.

AND THAT approval and authority be and are given to the directors of the Company to do all such acts and things as they may consider necessary or expedient in the best interests of the Company with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and enter into any and all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Placement, including (without limitation):

- (a) to determine the price-fixing date for the Proposed Placement; and
- (b) to determine the issue price for Placement Shares."

ORDINARY RESOLUTION 2

PROPOSED PLACEMENT TO AMANAHRAYA TRUSTEES BERHAD - AMANAH SAHAM BUMIPUTERA ("ASB") AND/OR PERSONS CONNECTED WITH IT ("PROPOSED PLACEMENT TO ASB")

"THAT subject to the passing of Ordinary Resolution 1 and approval of all relevant authorities and/or parties (if required) being obtained, and to the terms of Ordinary Resolution 1:

- (a) approval be and is given for the Company to place, and pursuant thereto for the directors of the Company to allot and issue, up to 316,353,626 Placement Shares to ASB and/or persons connected with ASB on the terms of the Proposed Placement and at an issue price to be determined by way of book-building and priced based on the five-day volume weighted average market price of the Company's shares on Bursa Securities immediately prior to the date on which the issue price is fixed by the directors, with a discount of not more than 5%; and
- (b) approval and authority be and are given to the directors of the Company to do all such acts and things as they may consider necessary or expedient in the best interests of the Company with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and enter into any and all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Placement to ASB."

ORDINARY RESOLUTION 3

PROPOSED PLACEMENT TO EMPLOYEES PROVIDENT FUND BOARD ("EPF") AND/OR PERSONS CONNECTED WITH IT ("PROPOSED PLACEMENT TO EPF")

"THAT subject to the passing of Ordinary Resolution 1 and approval of all relevant authorities and/or parties (if required) being obtained, and to the terms of Ordinary Resolution 1:

- (a) approval be and is given for the Company to place, and pursuant thereto for the directors of the Company to allot and issue, up to 316,353,626 Placement Shares to EPF and/or persons connected with EPF on the terms of the Proposed Placement and at an issue price to be determined by way of book-building and priced based on the five-day volume weighted average market price of the Company's shares on Bursa Securities immediately prior to the date on which the issue price is fixed by the directors, with a discount of not more than 5%; and
- (b) approval and authority be and are given to the directors of the Company to do all such acts and things as they may consider necessary or expedient in the best interests of the Company with full power to assent to any condition, modification, variation and/or amendment that may be required, or that may be imposed by any regulatory authority, and to issue and enter into any and all declarations, confirmations, agreements, instruments and such other documents and arrangements as may be necessary or expedient to give full effect to, implement and complete the Proposed Placement to EPF."

BY ORDER OF THE BOARD

Norzilah Megawati Abdul Rahman

(LS 0009247)

Group Secretary

Kuala Lumpur, Malaysia

15 September 2016

Notes:

- (1) A Member entitled to attend and vote at this 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 ("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.
- (3) Where a Member of the Company is an Exempt Authorised Nominee as defined under the 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.
- (4) 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.
- (5) 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 & 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, before 10.30 a.m. on 29 September 2016 or not less than 24 hours before the time appointed for the taking of the poll at the EGM, whichever is the later.
- (6) Only Members registered in the Record of Depositors as at 20 September 2016 shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and/or vote on their behalf.
- (7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of EGM will be put to vote by poll.