

NOT FOR PUBLICATION OR DISTRIBUTION OUTSIDE MALAYSIA.

NOTICE ACCOMPANYING THE ELECTRONIC PROSPECTUS OF SIME DARBY PROPERTY BERHAD (“SD PROPERTY” OR “COMPANY”) DATED 28 NOVEMBER 2017 (“ELECTRONIC PROSPECTUS”)

(Unless otherwise indicated, specified or defined in this notice, the definitions in the Electronic Prospectus shall apply throughout this notice)

Website

The Electronic Prospectus can be viewed or downloaded from Bursa Securities’ website at www.bursamalaysia.com (“**Website**”).

Availability and Location of Printed Prospectus

Any Entitled Shareholders of SDB who is in doubt concerning the validity or integrity of the Electronic Prospectus should immediately request for a printed copy of the Prospectus directly from the Company and the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd.

Jurisdictional Disclaimer

The distribution of the Electronic Prospectus and our Listing are subject to the laws of Malaysia. Bursa Securities, the Company, the Promoter and the Principal Adviser named in the Electronic Prospectus have not authorised and take no responsibility for the distribution of the Electronic Prospectus outside Malaysia, which may be restricted by law in other jurisdictions. The Electronic Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation.

The Electronic Prospectus is issued for information purpose only. No offer for subscription or purchase of, or invitation to subscribe for or purchase of securities is or will be made on the basis of the Electronic Prospectus.

Persons Responsible for the Internet Site in which the Electronic Prospectus is Posted

The Electronic Prospectus which is accessible at the Website is owned by Bursa Securities. Users’ access to the Website and the use of the contents of the Website and/or any information in whatsoever form arising from the Website shall be conditional upon acceptance of the terms and conditions of use as contained in the Website.

The contents of the Electronic Prospectus are for informational and archiving purposes only and are not intended to provide investment advice of any form or kind, and shall not at any time be relied upon as such.

PROSPECTUS



Property

Sime Darby Property Berhad

(Company No.: 15631-P)

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)



SIME DARBY PROPERTY BERHAD

(Company No. 15631-P)

(Incorporated in Malaysia under the Companies Act 1965 and deemed registered under the Companies Act 2016)

Property

LEVEL 10, BLOCK G, NO. 2, JALAN PJU 1A/7A
ARA DAMANSARA, PJU 1A, 47301 PETALING JAYA
SELANGOR DARUL EHSAN, MALAYSIA

TEL. NO. : +603 7849 5000

FAX NO. : +603 7849 5688



PROSPECTUS

SIME DARBY PROPERTY BERHAD

(Company No.: 15631-P)

Vol 1

LISTING OF SIME DARBY PROPERTY BERHAD ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

PRINCIPAL ADVISER



Maybank Investment Bank Berhad (19938-H)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

AS AT THE DATE OF THIS PROSPECTUS, THE DISTRIBUTION OF SD PROPERTY SHARES (AS DEFINED HEREIN) HAS NOT BEEN COMPLETED. THE SHARES WILL BE DISTRIBUTED TO THE ENTITLED SHAREHOLDERS OF SDB (AS DEFINED HEREIN) AFTER 5.00 P.M. ON 29 NOVEMBER 2017.

YOU ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS RELATING TO AN INVESTMENT IN THE SHARES WHICH SHOULD BE CONSIDERED BY YOU, SEE "RISK FACTORS" IN SECTION 5 OF THIS PROSPECTUS.

THIS PROSPECTUS IS ISSUED FOR INFORMATION PURPOSE ONLY. NO OFFER FOR SUBSCRIPTION OR PURCHASE OF, OR INVITATION TO SUBSCRIBE FOR OR PURCHASE OF SECURITIES IS OR WILL BE MADE ON THE BASIS OF THIS PROSPECTUS.

LISTING SOUGHT : MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD

THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

THIS PROSPECTUS IS DATED 28 NOVEMBER 2017

All defined terms used in this Prospectus are defined under “Presentation of Financial and Other Information” and “Glossary of Abbreviations and Acronyms” commencing on pages viii and xii, respectively.

Our Directors and the Promoter have seen and approved this Prospectus and they collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus and they confirm that, after making all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in this Prospectus false or misleading.

Maybank IB, as the Principal Adviser, acknowledges that based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our Listing.

The SC has approved our Listing and this Prospectus has been registered by the SC. The approval and registration of this Prospectus should not be taken to indicate that the SC recommends our Listing or assumes responsibility for the correctness of any statement made or opinion expressed or report contained in this Prospectus. The SC has not, in any way, considered the merits of our Shares for investment.

The SC is not liable for any non-disclosure in this Prospectus by us. The SC also takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness, and expressly disclaims any liability for any loss that you may suffer arising from your reliance upon the whole or any part of the contents of this Prospectus.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF YOUR INVESTMENT IN US. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.

The valuation included in this Prospectus should not be construed as an endorsement by the SC on the value of the subject assets.

Our Company has obtained the approval of Bursa Securities for our Admission and Listing. Our Admission is not to be taken as an indication of the merits of our Listing, our Company or our Shares. This Prospectus can be viewed or downloaded from Bursa Securities’ website at www.bursamalaysia.com.

This Prospectus has also been lodged with the Registrar of Companies Malaysia who takes no responsibility for its contents.

You are advised to note that recourse for false or misleading statements or acts made in connection with this Prospectus is directly available through Sections 248, 249 and 357 of the CMSA.

Securities listed on Bursa Securities are offered to the public premised on full and accurate disclosure of all material information concerning our Listing for which any of the persons set out in Section 236 of the CMSA, e.g. Directors and advisers, are responsible.

Our Shares are classified as Shariah-compliant by the SAC based on our latest audited consolidated financial information for the FYE 30 June 2017 and this classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. Updates on the classification will be released in the updated list of Shariah-compliant securities on the last Friday of the month of May and November of each year.

This Prospectus has been prepared in the context of a listing under the laws of Malaysia. It does not comply with the laws of any jurisdiction other than Malaysia, and has not been and will not be lodged, registered or approved pursuant to or under any applicable securities or equivalent legislation or by any regulatory authority of any jurisdiction other than Malaysia.

This Prospectus is published solely in connection with our Listing. Our Company, the Promoter and the Principal Adviser have not authorised anyone to provide any information or to make any representation not contained in this Prospectus. Any information or representation not contained in this Prospectus must not be relied upon as having been authorised by our Company, the Promoter and the Principal Adviser or any of their respective directors, or any other persons involved in our Listing.

The distribution of this Prospectus and our Listing are subject to the laws of Malaysia. This Prospectus will not be distributed outside Malaysia. Our Company, the Promoter and the Principal Adviser have not authorised and take no responsibility for the distribution of this Prospectus outside Malaysia. No action has been taken to permit any offering of our Shares based on this Prospectus in any jurisdiction, including Malaysia. Accordingly, this Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase of our Shares in any jurisdiction or in any circumstance in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus in certain other jurisdictions may be restricted by law. The Entitled Shareholders of SDB who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions.

This Prospectus is issued for information purpose only. No offer for subscription or purchase of, or invitation to subscribe for or purchase of securities is or will be made on the basis of this Prospectus.

ELECTRONIC PROSPECTUS

The contents of the Electronic Prospectus and the copy of this Prospectus registered by the SC are the same.

The Internet is not a fully secure medium. If you doubt the validity or integrity of the Electronic Prospectus, you should immediately request from us or the Share Registrar, a paper/printed copy of this Prospectus. If there is any discrepancy between the contents of the Electronic Prospectus and the paper/printed copy of this Prospectus, the contents of the paper/printed copy of this Prospectus which are identical to the copy of the Prospectus registered by the SC shall prevail.

In relation to any reference in this Prospectus to third-party internet sites ("**Third-Party Internet Sites**"), whether by way of hyperlinks or by way of description of the Third-Party Internet Sites, you acknowledge and agree that:

- (i) we do not endorse and are not affiliated in any way to the Third-Party Internet Sites. Accordingly, we are not responsible for the availability of or the content or any data, files or other material provided on the Third-Party Internet Sites. You bear all risks associated with the access to or use of the Third-Party Internet Sites;
- (ii) we are not responsible for the quality of products or services in the Third-Party Internet Sites, particularly in fulfilling any of the terms of any of your agreements with the Third-Party Internet Sites. We are also not responsible for any loss or damage or cost that you may suffer or incur in connection with or as a result of dealing with the Third-Party Internet Sites or the use of or reliance on any data, file or other material provided by such Third-Party Internet Sites; and
- (iii) any data, file or other material downloaded from the Third-Party Internet Sites is done at your own discretion and risk. We are not responsible, liable or under obligation for any damage to your computer systems or loss of data resulting from the downloading of any such data, information, files or other material.

INDICATIVE TIMETABLE

The following events are intended to take place on the following indicative time and/or date:

Event	Time and/or date
Announcement of Entitlement Date	15 November 2017
Entitlement Date	5.00 p.m., 29 November 2017
Distribution of the Shares to the Entitled Shareholders of SDB	29 November 2017
Listing	30 November 2017

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” or “SD Property” in this Prospectus are to Sime Darby Property Berhad. All references to “SD Property Group” or “our Group” in this Prospectus are to our Company and our subsidiaries as a whole, and all references to “we”, “us”, “our” and “ourselves” are to our Company and our subsidiaries, save where the context otherwise requires.

All references to “Promoter” are to SDB.

All references to “you” are to the Entitled Shareholders of SDB.

Other abbreviations and acronyms used in this Prospectus are defined in the “Glossary of Abbreviations and Acronyms” section.

Solely for your convenience, this Prospectus contains translation of certain AUD, GBP or £, HKD, SGD and USD amounts into RM at specified rates. Unless otherwise indicated, the translations of AUD, GBP or £, HKD, SGD and USD into RM were made based on the exchange rate of AUD1.00 : RM3.2456, GBP or £1.00 : RM5.5870, HKD100.00 : RM54.2356, SGD1.00 : RM3.1077 and USD1.00 : RM4.2310, being the middle rates quoted by Bank Negara Malaysia at 5.00 p.m. as at 31 October 2017.

Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments. As a result, any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding. Where information is presented in thousands or millions of units, amounts may have been rounded up or down.

Any reference to any provisions of the statutes, rules, regulations, enactments or rules of stock exchange will (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, enactments or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment to the statutes, rules, regulations, enactments or rules of stock exchange for the time being in force.

All references to dates and times are references to dates and times in Malaysia, unless otherwise stated.

Words denoting the singular will, where applicable, include the plural and vice versa and words denoting the masculine gender will, where applicable, include the feminine and/or neuter genders and vice versa. Reference to persons will include companies and corporations.

Pictures, photos, images including design drawings in relation to our property development projects contained in this Prospectus are mainly artist impressions only and are subject to variations, modifications and substitutions as may be recommended by our Group’s consultants and/or relevant authorities.

This Prospectus includes statistical data provided by us and various third-parties and cites third-party projections regarding growth and performance of the industry in which we operate and our estimated market share in the industry in which we operate. This data is taken or derived from information published by industry sources and from our internal data. In each such case, the source is stated in this Prospectus, provided that where no source is stated, it can be assumed that the information originates from us, or is extracted from the executive summary of the IMR Report as included in Section 8 of this Prospectus. The IMR Report is available for inspection at the location and during the period as set out in Section 16.8 of this Prospectus. We have appointed Frost & Sullivan to provide an independent market and industry review. In compiling their data for the review, Frost & Sullivan had relied on industry sources, published materials, their own private databases and direct contacts within the industry.

Further, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. No assurance is given or can be given that the projected figures will be achieved and accordingly, you should not place undue reliance on the third-party projections cited in this Prospectus. These third parties refer to, among others, Frost & Sullivan as well as the third parties which Frost & Sullivan relied on or made reference to in the IMR Report such as Bank Negara Malaysia and the International Monetary Fund.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION *(Cont'd)*

The information on our websites or any website directly or indirectly linked to such websites does not form part of this Prospectus.

All references to the "LPD" in this Prospectus are to 31 October 2017, which is the latest practicable date prior to the registration of this Prospectus by the SC.

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FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements. All statements, other than statements of historical facts included in this Prospectus, including those regarding our financial position, business strategies, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements, or industry results expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our current view with respect to future events and do not guarantee future performance. Forward-looking statements can be identified by the use of forward-looking terminologies, such as the words “may”, “will”, “would”, “could”, “believe”, “expect”, “anticipate”, “intend”, “estimate”, “aim”, “plan”, “forecast” or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) our strategies and competitive position;
- (ii) the demand for our products and general industry environment;
- (iii) our future financial position, earnings, cash flows and liquidity;
- (iv) our future overall business development and operations;
- (v) our plans and objectives for future operations;
- (vi) potential growth opportunities; and
- (vii) regulatory environment and effects of future regulation.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) general economic, business, social, political and investment environment in Malaysia and globally;
- (ii) government policy, legislation or regulation;
- (iii) interest rates, tax rates and foreign exchange rates;
- (iv) the competitive environment of the industry in which we operate;
- (v) the activities and financial position of our customers, suppliers and other business partners;
- (vi) delays, cost overruns, shortages in labour or other changes that impact the execution of our future expansion plans;
- (vii) fixed and contingent obligations and commitments;
- (viii) the continued availability of capital and financing;
- (ix) the cost and availability of adequate insurance coverage;
- (x) changes in accounting practices and policies; and
- (xi) any other factors beyond our control.

FORWARD-LOOKING STATEMENTS *(Cont'd)*

Additional factors that could cause our actual results, performance or achievements to differ materially include those discussed in Section 5 of this Prospectus on "Risk Factors" and Section 13.2 of this Prospectus on "Management's Discussion and Analysis of Financial Condition, Results of Operations and Prospects". We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the LPD.

You will be deemed to have read and understood the descriptions of the assumptions and uncertainties underlying the forward-looking statements that are contained in this Prospectus.

Save as required by Subsection 238(1) of the CMSA and Paragraph 1.02, Chapter 1 of Part I (Division 6) of the Prospectus Guidelines (Supplementary/Replacement Prospectus), we expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statement contained in this Prospectus to reflect any change in our expectations with regard to such statement or any change in events, conditions or circumstances on which any such statement is based.

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GLOSSARY OF ABBREVIATIONS AND ACRONYMS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

Act	: Companies Act 2016 of Malaysia
Admission	: Admission of our Shares to the Official List
AGM	: Annual general meeting
ASB	: Amanah Saham Bumiputera, where AmanahRaya Trustees Berhad is acting solely in the capacity as trustee for and on behalf of Amanah Saham Bumiputera
Australia	: The Commonwealth of Australia
Board or Board of Directors	: Our Board of Directors as at the date of this Prospectus
BPHCL	: Battersea Project Holding Company Limited
BPHCL Subscription and Shareholders' Agreement	: Subscription and shareholders' agreement dated 4 July 2012 between S P Setia, SDB, Kwasa Jersey, Setia International, SD Property (Hong Kong), Kwasa Global and BPHCL regulating the participation of Setia International, SD Property (Hong Kong) and Kwasa Global as shareholders in BPHCL as supplemented by an amendment agreement dated 6 May 2016
Brexit	: Withdrawal of the United Kingdom from the EU
Broker Services Agreement	: Broker services agreement dated 25 August 2017 between our Company and SD Lockton Insurance Brokers where our Company is entitled to procure certain services from SD Lockton Insurance Brokers including to recommend and advise our Company on subscription to the appropriate insurance and/or takaful policies for our Group's businesses and act as an intermediary between our Company and the insurance and/or takaful company for a term of 3 years commencing from the date of our Listing, subject to the terms and conditions of the agreement
Bursa Depository	: Bursa Malaysia Depository Sdn Bhd
Bursa Securities	: Bursa Malaysia Securities Berhad
CapitaMalls Asia	: CapitaLand Mall Asia Limited (formerly known as CapitaMalls Asia Limited)
CCC	: Certificate of Completion and Compliance or such certificate by any other name as issued by the relevant authority under the Street, Drainage and Building Act 1974 of Malaysia and any by-laws made under it or such relevant legislation applicable at the material time
CDS	: Central Depository System
CEO	: Chief Executive Officer
CFO	: Chief Financial Officer
CIDB	: Construction Industry Development Board

GLOSSARY OF ABBREVIATIONS AND ACRONYMS (Cont'd)

CMSA	:	Capital Markets and Services Act 2007 of Malaysia
Constitution	:	Constitution of our Company
CO ₂ -e	:	Carbon dioxide equivalent, is a standard unit for measuring carbon footprints. It express the impact of each different greenhouse gas in terms of the amount of CO ₂ that would create the same amount of warming
Director	:	A member of our Board of Directors
Distribution of SD Plantation Shares	:	Distribution of the SD Plantation Shares to the Entitled Shareholders of SDB by way of dividend-in-specie on the basis of 1 SD Plantation Share for every 1 SDB Share held on the Entitlement Date
Distribution of SD Property Shares	:	Distribution of the Distribution Shares to the Entitled Shareholders of SDB by way of dividend-in-specie on the basis of 1 Distribution Share for every 1 SDB Share held on the Entitlement Date
Distribution Share(s)	:	Our Share(s) distributed to the Entitled Shareholders of SDB pursuant to the Distribution of SD Property Shares
Distributions	:	Collectively, the Distribution of SD Property Shares and the Distribution of SD Plantation Shares
Donation Agreement	:	Donation agreement dated 25 August 2017 between our Company and the Foundation where our Company endeavours to make an annual cash donation of RM20 million to the Foundation for a term of 5 years with effect from the date of our Listing in accordance with the terms and conditions of the agreement
EGM	:	Extraordinary general meeting
Electronic Prospectus	:	A copy of this Prospectus that is issued, circulated or disseminated via the Internet, and/or an electronic storage medium, including, without limitation, CD-ROMs or floppy disks
ELITE Highway	:	North-South Expressway Central Link
Entitled Shareholders of SDB	:	Shareholders of SDB whose names appear in the Record of Depositors of SDB as at 5.00 p.m. on the Entitlement Date to be entitled to the Distribution Shares
Entitlement Date	:	29 November 2017, being the date as at the close of business on which the Entitled Shareholders of SDB must be registered as a member and whose names appear in the Record of Depositors of SDB to be entitled to the Distribution Shares
EPF	:	Employees Provident Fund Board
EPS	:	Earnings per share
Equity Guidelines	:	Equity Guidelines issued by the SC
ERL	:	Express rail link
EU	:	European Union
Foundation	:	Yayasan Sime Darby

GLOSSARY OF ABBREVIATIONS AND ACRONYMS *(Cont'd)*

Frost & Sullivan	:	Frost & Sullivan GIC Malaysia Sdn Bhd
FYE	:	Financial year ended
GAC	:	Governance and Audit Committee
GDP	:	Gross domestic product
GDV	:	Gross development value
Government	:	Government of Malaysia
Greater KL	:	An area covered by 10 municipalities surrounding Kuala Lumpur, each governed by local authorities, namely Kuala Lumpur City Hall (DBKL), Perbadanan Putrajaya, Shah Alam City Council (MBSA), Petaling Jaya City Council (MBPJ), Klang Municipal Council (MPK), Kajang Municipal Council (MPKJ), Subang Jaya Municipal Council (MPSJ), Selayang Municipal Council (MPS), Ampang Jaya Municipal Council (MPAJ) and Sepang Municipal Council (MPSepang) consisting of Cyberjaya/Salak Tinggi
Guthrie Corridor Expressway or GCE	:	An expressway connecting Shah Alam to Rawang
Hong Kong	:	Hong Kong Special Administrative Region of the People's Republic of China
IFRS	:	International Financial Reporting Standards
IMR Report	:	Independent market research report prepared by Frost & Sullivan
Jersey	:	The Bailiwick of Jersey
Klang Valley	:	The geographical region in Malaysia comprising Kuala Lumpur and its adjoining suburb and cities in Selangor and delineated by the Titiwangsa mountain range to the north and the east and the Straits of Malacca to the west
KLIA	:	Kuala Lumpur International Airport
KSDB	:	Kumpulan Sime Darby Berhad, a wholly-owned subsidiary of SDB
KWAP	:	Kumpulan Wang Persaraan (Diperbadankan)
Kwasa Global	:	Kwasa Global Development Limited
Kwasa Jersey	:	Kwasa Global (Jersey) Limited
Land Option Agreements	:	Collectively, the 9 call option agreements all dated 25 August 2017 between our Company and SD Plantation, as set out in Section 16.6(i) of this Prospectus, where our Company was granted call options by SD Plantation to purchase the legal and beneficial ownership of and title to the Option Lands at any time during the Option Period, subject to the terms and conditions of the agreements
Listing	:	Listing and quotation of our entire enlarged issued share capital on the Main Market of Bursa Securities
Listing Reference Price	:	The reference price of Shares upon our Listing

GLOSSARY OF ABBREVIATIONS AND ACRONYMS *(Cont'd)*

Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	31 October 2017, being the latest practicable date prior to the registration of this Prospectus by the SC
LRT	:	Light Rail Transit
Market Day	:	A day on which Bursa Securities is open for trading in securities
Master Services Agreement	:	Master services agreement dated 25 August 2017 between our Company and SD Global Services Centre where SD Global Services Centre agrees to provide us certain centralised operational support and functional services for a term of 3 years commencing from the date of our Listing in accordance with the terms and conditions of the agreement
Maybank IB or Principal Adviser	:	Maybank Investment Bank Berhad
MCCG	:	Malaysian Code on Corporate Governance which came into effect on 26 April 2017
Merger	:	The merger of the Kumpulan Sime Darby Berhad group, Kumpulan Guthrie Berhad group and Golden Hope Plantations Berhad group in 2007, as described in Section 6.1.1 of this Prospectus
MFRS	:	Malaysian Financial Reporting Standards
MUWHLG	:	Ministry of Urban Wellbeing, Housing and Local Government
MVV	:	Malaysia Vision Valley, a large scale 30-year project announced by the Malaysian Prime Minister in his 2016 Budget speech covering an area of 379,000 acres, encompassing Seremban and Port Dickson in Negeri Sembilan, which is intended to focus on four key development drivers, i.e. high-technology manufacturing, tourism, skill-based education and research and specialised services
MVV Lands	:	Collectively, the lands located within the MVV development region identified under the MVV Sale and Purchase Agreement totalling about 1,880 acres
MVV Option Agreements	:	Collectively, the 29 separate option agreements, all dated 25 August 2017, between our Company and KSDB (12 of the affected option agreements were amended pursuant to separate letters all dated 9 November 2017) where our Company was granted call options to purchase the legal and beneficial ownership of and title to the MVV Option Lands at any time during the MVV Option Period, subject to the terms and conditions of the agreements
MVV Option Lands	:	Collectively, the 29 parcels of land located within the MVV development region identified under the MVV Option Agreements currently owned by KSDB totalling about 8,796 acres
MVV Option Period	:	The period commencing from the date of our Listing and ending on the date falling 5 years from the date of our Listing with an option to extend for another 3 years (to be mutually agreed by our Company and KSDB)

GLOSSARY OF ABBREVIATIONS AND ACRONYMS (Cont'd)

MVV Sale and Purchase Agreement	: Sale and purchase agreement dated 9 June 2017 between SD Plantation and our Company (as amended pursuant to letters dated 29 September 2017 and 17 October 2017) where SD Plantation agreed to sell and our Company agreed to purchase the MVV Lands from SD Plantation in accordance with the terms and conditions of the agreement
N/A	: Not applicable
NA	: Net assets
NBV	: Net book value
NKVE	: New Klang Valley Expressway
Official List	: A list specifying all securities listed on Bursa Securities
Option Lands	: Collectively, the 9 parcels of land located in Kulai in Johor, Sepang, Sungai Kapar, Carey Island and Lothian (Sepang) in Selangor, Byram in Pulau Pinang, Ainsdale West in Negeri Sembilan and Bukit Selarong in Kedah identified under the Land Option Agreements currently owned by SD Plantation totalling 11,806 acres
Option Period	: The period commencing from the date of our Listing and ending on the date falling 5 years from the date of our Listing with an option to extend for another 3 years (to be mutually agreed by our Company and SD Plantation)
Petaling Jaya North	: The area located at the northern section of the District of Petaling in Selangor comprising Sections PJU1 to PJU10
PNB	: Permodalan Nasional Berhad
Pre-Listing Restructuring	: Demerger of the SDB Group to create 3 separate and independent listed entities with distinct businesses with our Company undertaking the property business of the SDB Group, comprising an internal restructuring exercise and the Distribution of SD Property Shares, as further described in Section 4.1.1 of this Prospectus
Pronto	: Pronto Investment One Pte Ltd
Prospectus	: This Prospectus dated 28 November 2017 issued by our Company
Prospectus Guidelines	: Prospectus Guidelines issued by the SC
Record of Depositors	: A record of securities holders established by Bursa Depository in accordance with the Rules of Bursa Depository
Rules of Bursa Depository	: The rules of Bursa Depository as issued in accordance with the SICDA
S P Setia	: S P Setia Berhad
SAC	: Shariah Advisory Council of the SC
SC	: Securities Commission Malaysia
SD Lockton Insurance Brokers	: Sime Darby Lockton Insurance Brokers Sdn Bhd, a subsidiary of SDB

GLOSSARY OF ABBREVIATIONS AND ACRONYMS (Cont'd)

SD Global Services Centre	:	Sime Darby Global Services Centre Sdn Bhd, a wholly-owned subsidiary of SDB
SD Malaysia	:	Sime Darby Malaysia Berhad, a wholly-owned subsidiary of SDB
SD Plantation	:	Sime Darby Plantation Berhad
SD Plantation Group	:	Collectively, SD Plantation and its subsidiaries
SD Plantation Shares(s)	:	Ordinary shares(s) in SD Plantation
SD Property or Company	:	Sime Darby Property Berhad
SD Property Group or Group	:	Collectively, our Company and our subsidiaries
SD Property Preference Share(s) or Preference Share(s)	:	Redeemable preference share(s) in our Company
SD Property Share(s) or Share(s)	:	Ordinary share(s) in our Company
SDB	:	Sime Darby Berhad
SDB Group	:	Collectively, SDB and its subsidiaries
SDB Share(s)	:	Ordinary share(s) in SDB
SDHB	:	Sime Darby Holdings Berhad
Selangor Vision City	:	A blueprint for coordinated development implementation translating strategic vision and initiatives towards new economic dimension for the area along GCE from Bukit Jelutong to Kuang covering a total area of 18,281.83 hectares of land
Setia International	:	Setia International Limited
Share Registrar	:	Tricor Investor & Issuing House Services Sdn Bhd
SICDA	:	Securities Industry (Central Depositories) Act 1991 of Malaysia
Singapore	:	The Republic of Singapore
SJCC	:	Subang Jaya City Centre
TAD	:	Transit adjacent developments, being developments which are situated within 800 metres from transit points
TOD	:	Transit oriented developments, being developments which are situated within 400 metres from transit points
Trademark and Brand Licence Agreement	:	Trademark and brand licence agreement dated 1 November 2017 between our Company and SD Malaysia where SD Malaysia has granted us the licence to use certain marks belonging to SD Malaysia, subject to the terms and conditions of the agreement

GLOSSARY OF ABBREVIATIONS AND ACRONYMS *(Cont'd)*

U.K. or UK or United Kingdom	:	The United Kingdom of Great Britain and Northern Ireland
U.S. or USA or United States	:	United States of America
Valuers	:	Collectively, C H Williams Talhar & Wong Sdn Bhd, Jones Lang Wootton, Khong & Jaafar Sdn Bhd, Rahim & Co International Sdn Bhd, LandMark White (Gold Coast) Pty Ltd and Jones Lang LaSalle Limited
Vietnam	:	The Socialist Republic of Vietnam
West Coast Expressway	:	An expressway being constructed on the west coast of Peninsular Malaysia, connecting Taiping in Perak to Banting in Selangor

Currencies

AUD	:	Australian Dollar, the lawful currency of Australia
GBP or £	:	Great Britain Pound, the lawful currency of the United Kingdom
HKD	:	Hong Kong Dollar, the lawful currency of Hong Kong
RM and sen	:	Ringgit Malaysia and sen, the lawful currency of Malaysia
SGD	:	Singapore Dollar, the lawful currency of Singapore
USD	:	United States Dollar, the lawful currency of the USA

Measurement

km	:	Kilometre
sq ft	:	Square feet
sq m	:	Square metres

Subsidiaries

Darby Park (Management)	:	Darby Park (Management) Pte Ltd
Darby Park (Singapore)	:	Darby Park (Singapore) Pte Ltd
Darby Park (Vietnam)	:	Darby Park (Vietnam) Limited
Golfhome Development	:	Golfhome Development Sdn Bhd
Golftek Development	:	Golftek Development Sdn Bhd
Golden Hope Staff Bungalows	:	Golden Hope Staff Bungalows Sdn Bhd
Harvard Golf Resort	:	Harvard Golf Resort (Jerai) Berhad
Harvard Hotel	:	Harvard Hotel (Jerai) Sdn Bhd

GLOSSARY OF ABBREVIATIONS AND ACRONYMS (Cont'd)

Impian Golf	:	Impian Golf Resort Berhad
Ironwood Development	:	Ironwood Development Sdn Bhd
Key Access Holdings	:	Key Access Holdings Ltd
KLGCC	:	Kuala Lumpur Golf & Country Club Berhad
MVV Holdings	:	MVV Holdings Sdn Bhd
OCI Management	:	OCI Management Pty Ltd
Robt. Bradford	:	Robt. Bradford & Company Ltd
Robt. Bradford Hobbs Savill	:	Robt. Bradford Hobbs Savill Ltd
SD Ainsdale	:	Sime Darby Ainsdale Development Sdn Bhd
SD Ampar Tenang	:	Sime Darby Ampar Tenang Sdn Bhd
SD Ara Damansara	:	Sime Darby Ara Damansara Development Sdn Bhd
SD Augsburg	:	Sime Darby Augsburg (M) Sdn Bhd
SD Australia	:	Sime Darby Australia Limited
SD Brunfield Australia	:	Sime Darby Brunfield Australia Pte Ltd
SD Brunfield Damansara	:	Sime Darby Brunfield Damansara Sdn Bhd
SD Brunfield Holding	:	Sime Darby Brunfield Holding Sdn Bhd
SD Brunfield Kenny Hills	:	Sime Darby Brunfield Kenny Hills Sdn Bhd
SD Brunfield Motorworld	:	Sime Darby Brunfield Motorworld Sdn Bhd
SD Brunfield Properties Holding	:	Sime Darby Brunfield Properties Holding Sdn Bhd
SD Brunfield Property	:	Sime Darby Brunfield Property Sdn Bhd
SD Brunfield Resort	:	Sime Darby Brunfield Resort Sdn Bhd
SD Builders	:	Sime Darby Builders Sdn Bhd
SD Building Management	:	Sime Darby Building Management Services Sdn Bhd
SD Chemara	:	Sime Darby Chemara Sdn Berhad
SD Constant Skyline	:	Sime Darby Constant Skyline Sdn Bhd
SD Elmina	:	Sime Darby Elmina Development Sdn Bhd
SD Investments	:	Sime Darby Investments Pty Limited

GLOSSARY OF ABBREVIATIONS AND ACRONYMS (Cont'd)

SD Johor Development	:	Sime Darby Johor Development Sdn Bhd
SD KLGCC	:	Sime Darby KLGCC Development Sdn Bhd
SD Kulai	:	Sime Darby Kulai Development Sdn Bhd
SD Landscaping	:	Sime Darby Landscaping Sdn Bhd
SD London	:	Sime Darby London Limited
SD Lukut	:	Sime Darby Lukut Development Sdn Bhd
SD Melawati	:	Sime Darby Melawati Development Sdn Bhd
SD Nilai Utama	:	Sime Darby Nilai Utama Sdn Bhd
SD Pagoh	:	Sime Darby Pagoh Development Sdn Bhd
SD Paralimni	:	Sime Darby Paralimni Sdn Bhd
SD Properties Builders	:	Sime Darby Properties Builders Sdn Bhd
SD Properties Harta	:	Sime Darby Properties Harta Sdn Bhd
SD Properties Realty	:	Sime Darby Properties Realty Sdn Bhd
SD Properties (Sabah)	:	Sime Darby Properties (Sabah) Sdn Bhd
SD Properties (Selangor)	:	Sime Darby Properties (Selangor) Sdn Bhd
SD Property (Bukit Selarong)	:	Sime Darby Property (Bukit Selarong) Sdn Bhd
SD Property (Bukit Tunku)	:	Sime Darby Property (Bukit Tunku) Sdn Bhd
SD Property (Hong Kong)	:	Sime Darby Property (Hong Kong) Limited 達美房地產(香港)有限公司
SD Property Holdings	:	Sime Darby Property Holdings Sdn Bhd
SD Property (Klang)	:	Sime Darby Property (Klang) Sdn Bhd
SD Property (Lembah Acob)	:	Sime Darby Property (Lembah Acob) Sdn Bhd
SD Property Management	:	Sime Darby Property Management Sdn Bhd
SD Property (Nilai)	:	Sime Darby Property (Nilai) Sdn Bhd
SD Property (Sungai Kapar)	:	Sime Darby Property (Sungai Kapar) Sdn Bhd
SD Property (Subang)	:	Sime Darby Property (Subang) Sdn Bhd
SD Property Selatan	:	Sime Darby Property Selatan Sdn Bhd

GLOSSARY OF ABBREVIATIONS AND ACRONYMS *(Cont'd)*

SD Property Selatan Satu	:	Sime Darby Property Selatan Satu Sdn Bhd
SD Property Selatan Dua	:	Sime Darby Property Selatan Dua Sdn Bhd
SD Property Selatan Tiga	:	Sime Darby Property Selatan Tiga Sdn Bhd
SD Property Selatan Empat	:	Sime Darby Property Selatan Empat Sdn Bhd
SD Property Singapore	:	Sime Darby Property Singapore Limited
SD Property (USJ)	:	Sime Darby Property (USJ) Sdn Bhd
SD Property (Utara)	:	Sime Darby Property (Utara) Sdn Bhd
SD Property (Vietnam)	:	Sime Darby Property (Vietnam) Pte Ltd
SD Putra Heights	:	Sime Darby Putra Heights Development Sdn Bhd
SD Real Estate Management	:	Sime Darby Real Estate Management Pte Ltd
SD Hotels	:	Sime Darby Hotels Pty Ltd
SD Resorts	:	Sime Darby Resorts Pty Ltd
SD Serenia	:	Sime Darby Serenia Development Sdn Bhd
SD Serenity Cove	:	Sime Darby Serenity Cove Pty Ltd
SDSK Development	:	Sime Darby Sungai Kantan Development Sdn Bhd
SD Urus Harta	:	Sime Darby Urus Harta Sdn Bhd
SD USJ Development	:	Sime Darby USJ Development Sdn Bhd
Sime Healthcare	:	Sime Healthcare Sdn Bhd
Sime Wood Industries	:	Sime Wood Industries Sdn Bhd
Stableford Development	:	Stableford Development Sdn Bhd
Superglade	:	Superglade Sdn Bhd
Syarikat Perumahan Guthrie	:	Syarikat Perumahan Guthrie Sdn Bhd
The Glengowrie Rubber Company	:	The Glengowrie Rubber Company Sdn Berhad
Vibernum	:	Vibernum Limited
Wisma SD	:	Wisma Sime Darby Sdn Berhad

1. CORPORATE DIRECTORY

DIRECTORS

Name	Nationality	Address	Profession
Tan Sri Abdul Wahid Omar <i>(Non-Independent Non-Executive Chairman)</i>	Malaysian	No. 111, Jalan Sri Tasik Timur Perdana Lakeview East 63000 Cyberview Selangor Darul Ehsan Malaysia	Group Chairman of PNB / Company Director
Dato' Sri Amrin Awaluddin <i>(Managing Director)</i>	Malaysian	A-6-4, Menara Indah Taman Tun Abdul Razak 68000 Ampang Jaya Selangor Darul Ehsan Malaysia	Managing Director / Company Director
Dato' Rohana Tan Sri Mahmood <i>(Senior Independent Non-Executive Director)</i>	Malaysian	17, Jalan Rosa 2 iDamansara Changkat Semantan Damansara Heights 50490 Kuala Lumpur Wilayah Persekutuan Malaysia	Company Director
Datuk Tong Poh Keow <i>(Executive Director, CFO)</i>	Malaysian	No. 2, Jalan SS21/21 Damansara Utama 47400 Petaling Jaya Selangor Darul Ehsan Malaysia	CFO / Company Director
Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj <i>(Independent Non-Executive Director)</i>	Malaysian	2A, Lorong Duta 1 Taman Duta 50480 Kuala Lumpur Wilayah Persekutuan Malaysia	Company Director
Dato' Johan Ariffin <i>(Independent Non-Executive Director)</i>	Malaysian	8, Persiaran Bukit Jaya Bukit Antarabangsa 68000 Ampang Selangor Darul Ehsan Malaysia	Company Director
Dato' Jaganath Derek Steven Sabapathy <i>(Independent Non-Executive Director)</i>	Malaysian	98, Lorong Setia Bestari 1 Bukit Damansara 50490 Kuala Lumpur Wilayah Persekutuan Malaysia	Entrepreneur / Company Director
Datuk Dr Mohd Daud Bakar <i>(Non-Independent Non-Executive Director)</i>	Malaysian	No. 239 A, Sunway Montana Jalan 6/4 Desa Melawati 53100 Kuala Lumpur Wilayah Persekutuan Malaysia	Shariah Advisor / Company Director

1. CORPORATE DIRECTORY (Cont'd)

Name	Nationality	Address	Profession
Dato' Seri Ahmad Johan Mohammad Raslan <i>(Independent Non-Executive Director)</i>	Malaysian	3 Hanover Gate Mansions Park Road London, NW1 4SJ United Kingdom	Company Director
Datin Norazah Mohamed Razali <i>(Independent Non-Executive Director)</i>	Malaysian	No. 5, Persiaran Bukit Tunku Kenny Hills 50480 Kuala Lumpur Wilayah Persekutuan Malaysia	Senior Adviser of consulting firm / Company Director

GAC

Name	Designation	Directorship
Dato' Seri Ahmad Johan Mohammad Raslan	Chairman	Independent Non-Executive Director
Dato' Rohana Tan Sri Mahmood	Member	Senior Independent Non-Executive Director
Dato' Jaganath Derek Steven Sabapathy	Member	Independent Non-Executive Director
Datin Norazah Mohamed Razali	Member	Independent Non-Executive Director

NOMINATION AND REMUNERATION COMMITTEE

Name	Designation	Directorship
Dato' Rohana Tan Sri Mahmood	Chairman	Senior Independent Non-Executive Director
Dato' Johan Ariffin	Member	Independent Non-Executive Director
Datuk Dr Mohd Daud Bakar	Member	Non-Independent Non-Executive Director
Dato' Seri Ahmad Johan Mohammad Raslan	Member	Independent Non-Executive Director

RISK MANAGEMENT COMMITTEE

Name	Designation	Directorship
Dato' Jaganath Derek Steven Sabapathy	Chairman	Independent Non-Executive Director
Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj	Member	Independent Non-Executive Director
Dato' Johan Ariffin	Member	Independent Non-Executive Director
Datuk Dr Mohd Daud Bakar	Member	Non-Independent Non-Executive Director

1. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARY** : Moriami Mohd (MAICSA 7031470)
Level 10, Block G
No. 2, Jalan PJU 1A/7A
Ara Damansara, PJU 1A
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia
- REGISTERED OFFICE** : Level 10, Block G
No. 2, Jalan PJU 1A/7A
Ara Damansara, PJU 1A
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel. no.: +603 7849 5000
Fax no.: +603 7849 5688
- BUSINESS OFFICE** : Sime Darby Property Tower
No. 2, Jalan PJU 1A/7A
Ara Damansara, PJU 1A
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel. no.: +603 7849 5000
Fax no.: +603 7849 5690
E-mail address:
property.communications@simedarby.com
Website: <http://www.simedarbyproperty.com>
- PRINCIPAL BANKERS** : Affin Bank Berhad
(in alphabetical order)
Menara Affin
80, Jalan Raja Chulan
50200 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2055 9738
- Bank Muamalat Malaysia Berhad
Level 21, Menara Bumiputra
Jalan Melaka
50100 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2615 7134
- CIMB Bank Behad
17th Floor Menara CIMB
No. 1 Jalan Stesen Sentral 2
Kuala Lumpur Sentral
50470 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2261 9699

1. CORPORATE DIRECTORY (Cont'd)

PRINCIPAL BANKERS (in alphabetical order) (Cont'd)

Citibank Berhad
Menara Citibank
165, Jalan Ampang
50450 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2383 3868

: Hong Leong Islamic Bank Berhad
Level 23, Menara Hong Leong
No. 6, Jalan Damanlela
Bukit Damansara
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2081 8888

Maybank Islamic Berhad
Menara Maybank
100, Jalan Tun Perak
50050 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2070 8833

RHB Bank Berhad
Corporate Banking Division
Level 7, Tower 3, RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 9280 6427

AUDITORS AND REPORTING ACCOUNTANTS

: PricewaterhouseCoopers (AF 1146)
Chartered Accountants
Level 10, 1 Sentral, Jalan Rakyat
Kuala Lumpur Sentral, PO Box 10192
50706 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2173 1188

PRINCIPAL ADVISER

: Maybank Investment Bank Berhad
32nd Floor, Menara Maybank
100, Jalan Tun Perak
50050 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2059 1888

1. CORPORATE DIRECTORY (Cont'd)

LEGAL ADVISER FOR OUR LISTING

- : *To our Company as to laws of Malaysia*
 Kadir, Andri & Partners
 Level 10, Menara BRDB
 285 Jalan Maarof
 Bukit Bandaraya
 59000 Kuala Lumpur
 Wilayah Persekutuan
 Malaysia
 Tel. no.: +603 2780 2888
- : *For our material foreign subsidiaries as to the laws of Australia*
 Norton Rose Fulbright Australia
 Level 15, RACV Tower
 485 Bourke Street
 Melbourne, Australia
 Tel. no.: +61 3 8686 6000
- : *For our material foreign subsidiaries and joint ventures as to English law*
 Norton Rose Fulbright LLP
 3 More London Riverside
 London SE1 2AQ
 United Kingdom
 Tel. no.: +44 20 7283 6000
- For our material foreign joint ventures as to the laws of Jersey*
 Appleby
 13-14 Esplanade
 St Helier
 Jersey JE1 1BD
 Channel Islands
 Tel. no.: +44 1534 888 777
- For our material foreign subsidiaries as to the laws of Hong Kong*
 Norton Rose Fulbright Hong Kong
 38/F Jardine House, 1 Connaught Place
 Central, Hong Kong
 Tel. no.: +852 3405 2300
- For our material foreign subsidiaries and associates as to the laws of Singapore*
 Norton Rose Fulbright (Asia) LLP
 One Raffles Quay, 34-02 North Tower
 Singapore, 048583
 Tel. no.: +65 6223 7311

INDEPENDENT REGISTERED VALUERS *(in alphabetical order)*

- : *For the material Malaysian properties*
 C H Williams Talhar & Wong Sdn Bhd
 30-01, 30th Floor
 Menara Multi-Purpose
 8, Jalan Munshi Abdullah
 50100 Kuala Lumpur
 Wilayah Persekutuan
 Malaysia
 Tel. no.: +603 2616 8888

1. CORPORATE DIRECTORY (Cont'd)

INDEPENDENT REGISTERED VALUERS

(in alphabetical order)
(Cont'd)

: Jones Lang Wootton
8th Floor, Bangunan Getah Asli (Menara)
148 Jalan Ampang
50450 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2161 2522

Khong & Jaafar Sdn Bhd
57-1, Jalan Telawi Tiga
Bangsar Baru
59100 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2282 9699

Rahim & Co International Sdn Bhd
Level 17, Menara Liberty
1008 Jalan Sultan Ismail
50250 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2691 9922

For the material Australian properties
LandMark White (Gold Coast) Pty Ltd
Ground Floor
26 Marine Parade
Southport, QLD 4215
Gold Coast MC, QLD
Australia
Tel. no.: +6107 5634 7100

For the material United Kingdom properties
Jones Lang LaSalle Limited
London - West End
30 Warwick Street
London W1B 5NH
United Kingdom
Tel. no.: +44(20) 7493 4933

INDEPENDENT MARKET RESEARCH CONSULTANT

: Frost & Sullivan GIC Malaysia Sdn Bhd
Suite C-11-02, Block C
Plaza Mont' Kiara
2, Jalan Kiara, Mont' Kiara
50480 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 6204 5800

SHARE REGISTRAR

: Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Wilayah Persekutuan
Malaysia
Tel. no.: +603 2783 9299

1. CORPORATE DIRECTORY *(Cont'd)*

SHARIAH STATUS : Approved by SAC

LISTING SOUGHT : Main Market of Bursa Securities

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2. INTRODUCTION

This Prospectus is dated 28 November 2017.

This Prospectus has been registered by the SC. We have also lodged a copy of this Prospectus with the Registrar of Companies Malaysia who takes no responsibility for its contents.

We received the SC's approval for our Listing on 26 October 2017. The approval and registration of this Prospectus should not be taken to indicate that the SC recommends our Listing or assumes responsibility for the correctness of any statement made or opinion expressed or report contained in this Prospectus. The SC has not, in any way, considered the merits of our Shares for investment. The SC is not liable for any non-disclosure in this Prospectus by us. The SC also takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss that you may suffer arising from your reliance upon the whole or any part of the contents of this Prospectus.

On 4 October 2017, the SAC classified our Shares as Shariah-compliant based on our latest audited consolidated financial information for the FYE 30 June 2017. This classification remains valid from the date of issue of this Prospectus until the next Shariah compliance review undertaken by the SAC. Updates on the classification will be released in the updated list of Shariah-compliant securities on the last Friday of the month of May and November of each year.

YOU ARE ADVISED TO MAKE YOUR OWN INDEPENDENT ASSESSMENT OF OUR COMPANY AND SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF YOUR INVESTMENT IN US.

We have received Bursa Securities' approval on 10 November 2017 for our Admission and Listing. Our Shares will be admitted to the Official List and official quotation will commence upon receipt of confirmation from Bursa Depository that all our Shares have been credited into the respective CDS accounts of the Entitled Shareholders of SDB. The notices of allotment will be despatched to the Entitled Shareholders of SDB immediately upon our Listing. Our Admission shall not be taken as an indication of the merits of our Company, our Shares or our Listing.

Bursa Securities has prescribed our Shares as prescribed securities in accordance with Section 14(1) of the SICDA. Consequently, our Shares will be deposited directly with Bursa Depository. Any dealings in our Shares will be carried out in accordance with the SICDA and the Rules of Bursa Depository. We will not issue any share certificates to the Entitled Shareholders of SDB.

Under the Listing Requirements, at least 25.0% of the total number of our Shares for which listing is sought must be held by at least 1,000 public shareholders holding not less than 100 Shares each at the point of our Listing. If the above requirement is not met, we may not be allowed to proceed with our Listing. SDB is currently in compliance with the public shareholding spread requirement as prescribed under the Listing Requirements ("**Public Shareholding Spread Requirement**"). As a result of the Distribution of SD Property Shares, it is therefore envisaged that our Company will be in compliance with the Public Shareholding Spread Requirement upon our Listing.

This Prospectus is issued for information purposes only. No offer for subscription or purchase of, or invitation to subscribe for or purchase of securities is or will be made on the basis of this Prospectus.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.

3. SUMMARY

This section is only a summary of the salient information about us and our Listing and is extracted and summarised from the full text of this Prospectus. It may not contain all the information that may be important to you. You should read and understand this section together with the entire Prospectus. You are advised to read the risk factors described in Section 5 of this Prospectus for an understanding of the risks associated with the investment in our Company.

3.1 OVERVIEW

We are an established property developer with our track record of over 40 years in the development of landed to strata properties, with well-known townships such as Taman Melawati, Subang Jaya and Bukit Jelutong. According to Frost & Sullivan, we have the largest land bank in Malaysia and are also one of the largest property developers by revenue and scale of operations, with a footprint in the United Kingdom through our involvement in the development of the iconic Battersea Power Station in London.

Our existing land bank with a total estimated remaining GDV of RM100.4 billion as at the LPD are strategically connected to major highways and are located mainly within key growth areas and economic corridors from the central region of Klang Valley all the way down to Negeri Sembilan and Johor in the south.

Our property development business is complemented by our investment in 2 other business segments, namely property investment and, leisure and hospitality. Our property development business has been our principal revenue contributor and had contributed 92.1%, 90.1% and 93.3% of our revenue for the FYEs 30 June 2015, 2016 and 2017 respectively.

(a) Property Development

We have been involved in the property development business for over 40 years and have a strong track record of developing landed to strata properties covering residential, offices, retail and industrial developments. We are also present in the United Kingdom through the development of Battersea Power Station, a project under a joint venture with S P Setia and EPF.

Over the years, we have established ourselves as a Malaysian developer of townships where vibrant communities emerge and grow. We pride ourselves as a developer of homes, lifestyles and communities where generations of families live in environments that are safe, secure and environmentally sustainable.

The product of our development philosophy can be seen in how our earliest townships, Taman Melawati and Subang Jaya, have evolved since the 1970s. Today, these mature townships continue to be sought after addresses and remain as vibrant population centres. Some of our current major ongoing township developments include the City of Elmina in Shah Alam, Serenia City in Sepang and Bandar Bukit Raja in Klang.

Since 2008, we have also diversified into integrated and niche developments. Our integrated developments consist of 2 or more revenue-generating components such as retail, office or residential. An example would be Oasis Damansara - an integrated development consisting of Oasis Square, Sime Darby Plantation Tower, Oasis Corporate Park and Oasis AutoNexus. Spanning across 85.1 acres of freehold land, it is the largest integrated development in Petaling Jaya North. Meanwhile, our niche developments are carried out as stand-alone developments targeting specific demographics of urban population.

3. SUMMARY (Cont'd)

As at the LPD, we own about 20,763 acres of remaining developable land bank which are located mainly at strategic locations around the Klang Valley, Negeri Sembilan and Johor. 12,026 acres of the remaining developable land bank which we own are located within our existing 23 active townships (being developments that are ongoing, having obtained development approvals as at the LPD, launched projects/products during the past 3 FYE 30 June 2017, 2016 and 2015 and having remaining developable land parcels) as well as integrated and niche developments. These developments are estimated to generate a GDV of about RM85.9 billion. The remaining 8,737 acres of land bank are for our future development.

Within the abovementioned 23 townships as well as integrated and niche developments, we currently have 44 ongoing property development phases with a total estimated GDV of RM5.9 billion as at the LPD.

In 2012, we expanded our overseas property development footprint through our 40% stake in a joint venture with S P Setia and EPF to develop the Battersea Power Station site in south-west London. The main site was acquired by the joint venture entity for £400 million. Our involvement in this project has provided us with a unique opportunity to expand our overseas property development footprint and participate in the development of the iconic Battersea Power Station in London.

(b) Property Investment

Under our property investment arm, we undertake leasing and property management services in respect of assets which are located in Malaysia, Singapore and the United Kingdom. As at the LPD, we (including our joint venture) manage and lease a total net commercial space of about 2 million sq. ft.

As part of our strategy to grow our portfolio of assets (including those held under our joint venture), we have entered into a joint venture with Pronto, a subsidiary of CapitaMalls Asia, via a shareholders agreement dated 9 May 2012 to develop and manage Melawati Mall which is located in Taman Melawati, Kuala Lumpur. Melawati Mall opened its doors to the public in July 2017 whereas KL East Gallery is targeted to open in the 4th quarter of 2018. KL East Gallery is being developed by SD Melawati and will be managed by SD Property (Sungai Kapar), both of which are our wholly-owned subsidiaries. These retail developments will form the key components of our property investment portfolio.

(c) Leisure and Hospitality

Under our leisure and hospitality arm, we manage our hospitality and leisure assets which include Sime Darby Convention Centre in Kuala Lumpur, TPC Kuala Lumpur (formerly known as Kuala Lumpur Golf and Country Club), Impian Golf and Country Club at Kajang, Selangor, Darby Park Serviced Residences Margaret River in Australia, Darby Park Executive Suites in Singapore and Darby Park Serviced Residences in Vietnam.

Please refer to Section 7 of this Prospectus for further information on our business.

3. SUMMARY (Cont'd)

3.2 COMPETITIVE STRENGTHS, STRATEGIES AND FUTURE PLANS

3.2.1 Competitive strengths

- (i) We have a large developable land bank and strong development pipeline located at strategic locations;
- (ii) We are well-positioned to benefit from opportunities in a major new strategic development region known as MVV;
- (iii) We have an established track record in property development;
- (iv) We have a broad product offering;
- (v) Recognised brand with established market reputation;
- (vi) We have a qualified and experienced Board and management team; and
- (vii) We have size and resilience.

3.2.2 Strategies and future plans

- (i) Focusing on our core strength in township development and increasing our exposure to integrated and niche urban developments;
- (ii) Increase product diversification;
- (iii) Active land bank management;
- (iv) Optimise and grow portfolio of recurring income assets;
- (v) Expansion overseas; and
- (vi) Pursue growth through selective merger and acquisition opportunities.

Please refer to Sections 7.2 and 7.3 of this Prospectus for detailed information on our competitive strengths as well as strategies and future plans, respectively.

3. SUMMARY (Cont'd)

3.3 FINANCIAL INFORMATION

3.3.1 Selected historical financial information

The following selected historical financial information for the periods indicated below should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition, Results of Operations and Prospects" as set out in Section 13.2 of this Prospectus and our historical financial statements and the accompanying notes as set out in the Accountants' Report included in Section 14 of this Prospectus. Our financial statements for the FYEs 30 June 2015, 30 June 2016 and 30 June 2017 have been prepared in accordance with the MFRS and IFRS, and we have adopted MFRS 15 'Revenue from contracts with customers' in the preparation of our historical financial statements for the financial years under review.

The following selected historical consolidated financial data for the FYEs 30 June 2015, 30 June 2016 and 30 June 2017 have been extracted from the Accountants' Report included in Section 14 of this Prospectus.

	Audited		
	FYE 30 June		
	2015	2016	2017
	(RM'000)	(RM'000)	(RM'000)
Revenue	3,253,933	2,590,737	2,564,399
Direct expenses	(2,127,815)	(1,620,027)	(1,728,324)
Gross profit	1,126,118	970,710	836,075
Indirect expenses	(502,731)	(542,781)	(501,205)
Other operating income	258,227	539,811	164,898
Other (losses)/gains	(100)	5,384	(772)
Operating profit	881,514	973,124	498,996
Share of results of joint ventures	(74,953)	(19,053)	278,952
Share of results of associates	14,291	24,348	39,701
Profit before interest and taxation	820,852	978,419	817,649
Finance income	24,406	18,343	22,765
Finance costs	(104,828)	(38,630)	(3,604)
Profit before taxation	740,430	958,132	836,810
Taxation	(150,577)	(210,289)	(154,547)
Profit for the financial year from continuing operations	589,853	747,843	682,263
Profit for the financial year from discontinuing operations	98,367	206,915	26,838
Profit for the financial year	688,220	954,758	709,101
Other comprehensive income / (loss)			
Items that will subsequently be reclassified to profit or loss (net of tax):			
Currency translation differences	69,234	(108,476)	67,892
Available-for-sale financial assets:			
- net changes in fair value	(5,574)	(3,369)	(2,389)
Share of other comprehensive (loss)/income of associates	(3,655)	555	(3,282)
Currency translation differences reclassified to profit or loss on:			
- disposal of subsidiaries	-	(9,664)	(6,382)
- liquidation of subsidiaries	857	(5,110)	-

3. SUMMARY (Cont'd)

	Audited		
	FYE 30 June		
	2015	2016	2017
	(RM'000)	(RM'000)	(RM'000)
Total other comprehensive income/(loss) for the financial year	60,862	(126,064)	55,839
Total comprehensive income for the financial year	749,082	828,694	764,940
Profit for the financial year attributable to:			
Owners of our Company			
- from continuing operations	560,809	749,076	607,926
- from discontinuing operations	59,020	124,149	16,103
Non-controlling interests	68,391	81,533	85,072
Profit for the financial year	688,220	954,758	709,101
Total comprehensive income for the financial year attributable to:			
Owners of our Company:			
- from continuing operations	622,585	624,999	658,623
- from discontinuing operations	59,020	124,149	16,103
Non-controlling interests	67,477	79,546	90,214
Total comprehensive income for the financial year	749,082	828,694	764,940
Other selected financial data:			
Gross profit margin (%) ⁽¹⁾	34.6	37.5	32.6
Depreciation of property, plant and equipment and investment properties	59,456	57,530	54,762
Amortisation of prepaid lease rental and intangible assets	3,054	2,480	2,438
Profit before tax margin (%) ⁽²⁾	22.8	37.0	32.6
Profit after tax margin (%) ⁽³⁾	21.15	36.85	27.65
Current ratio (times) ⁽⁴⁾	2.71	2.63	2.79
Gearing ratio I (times) ⁽⁵⁾	0.95	0.78	0.49
Gearing ratio II (times) ⁽⁶⁾	0.40	0.39	0.18
Basic and diluted EPS (sen) ⁽⁷⁾			
- from continuing operations	56.1	74.9	60.8
- from discontinuing operations	5.9	12.4	1.6
	62.0	87.3	62.4

Notes:

- (1) Computed based on gross profit divided by the total revenue of our Group.
- (2) Computed based on profit before taxation divided by the total revenue of our Group.
- (3) Computed based on profit for the financial year divided by the total revenue of our Group.
- (4) Computed as current assets over current liabilities.
- (5) Computed as total borrowings (including interest-bearing inter-company loans and amount due to non-controlling interest) over total equity.
- (6) Computed as total external borrowings (excluding interest-bearing inter-company loans) over total equity.
- (7) Based on 1.0 billion ordinary shares issued for the FYEs 30 June 2015, 30 June 2016 and 30 June 2017.

3. SUMMARY (Cont'd)

3.3.2 Selected pro forma consolidated statements of financial position

The selected pro forma consolidated statements of financial position of our Group as at 30 June 2017 have been prepared for illustrative purposes only to show the effects of the audited consolidated statements of financial position of our Group as at 30 June 2017 on the assumption that the following transactions had been effected on 30 June 2017:

- (i) disposal of our entire 40% equity interest in Seriemas Development Sdn Bhd to PNB Development Sdn Berhad for a cash consideration of RM625 million which was completed on 29 September 2017 ("**Seriemas Disposal**");
- (ii) acquisition of the MVV Lands of about 1,880 acres (comprising 22 parcels of land) from SD Plantation for a cash consideration of RM689,587,408 which was completed on 29 September 2017 ("**MVV Acquisition**");
- (iii) Pre-Listing Restructuring; and
- (iv) our Listing.

The following information should be read in conjunction with the Reporting Accountants' Report on the Pro Forma Consolidated Statements of Financial Position and the notes thereon set out in Section 13.4 of this Prospectus.

	Audited as at 30 June 2017 (RM'000)	Pro Forma I After the Seriemas Disposal and the MVV Acquisition (RM'000)	Pro Forma II After Pro Forma I, Pre-Listing Restructuring and our Listing (RM'000)
Non-current assets			
Property, plant and equipment	824,398	824,398	824,398
Prepaid lease rentals	-	-	-
Investment properties	474,221	474,221	474,221
Inventories	1,227,225	1,916,812	1,916,812
Joint ventures	1,967,983	1,967,983	1,967,983
Associates	138,596	138,596	138,596
Available-for-sale financial assets	46,341	46,341	46,341
Intangible assets	5,386	5,386	5,386
Deferred tax assets	452,521	452,521	452,521
Trade and other receivables	61,275	61,275	61,275
Contract assets	-	-	-
	5,197,946	5,887,533	5,887,533
Current assets			
Inventories	4,579,438	4,579,438	4,579,438
Prepaid lease rentals	-	-	-
Trade and other receivables	682,533	682,533	682,533
Contract assets	167,862	167,862	167,862
Tax recoverable	27,818	27,818	27,818
Cash held under Housing Development Accounts	581,049	581,049	581,049
Bank balances, deposits and cash	494,211	1,110,057	676,416
	6,532,911	7,148,757	6,715,116
Assets held for sale	2,222,866	1,884,602	1,884,602
	8,755,777	9,033,359	8,599,718
Total assets	13,953,723	14,920,892	14,487,251

3. SUMMARY (Cont'd)

	Audited as at 30 June 2017 (RM'000)	Pro Forma I After the Disposal and the MVV Acquisition (RM'000)	Pro Forma II After Pro Forma I, Pre-Listing Restructuring and our Listing (RM'000)
Equity			
Share capital	2,405,496	2,405,496	6,800,839
Contribution from immediate holding company	1,500,000	1,500,000	-
Reserves	94,691	94,691	94,691
Retained earnings	2,322,990	2,600,572	2,734,244
Equity attributable to owner of the company	6,323,177	6,600,759	9,629,774
Non-controlling interests	264,724	264,724	265,896
Total equity	6,587,901	6,865,483	9,895,670
Non-current liabilities			
Borrowings	938,727	938,727	938,727
Provisions	160,923	160,923	160,923
Contract liabilities	260,746	260,746	260,746
Deferred tax liabilities	33,880	33,880	33,880
Loans due to related companies	2,229,691	2,229,691	-
Other payables	136	136	136
	3,624,103	3,624,103	1,394,412
Current liabilities			
Trade and other payables	2,047,605	2,737,192	1,487,035
Borrowings	230,154	230,154	230,154
Provisions	15,983	15,983	15,983
Contract liabilities	11,495	11,495	11,495
Tax payable	39,121	39,121	55,141
	2,344,358	3,033,945	1,799,808
Liabilities associated with assets held for sale	1,397,361	1,397,361	1,397,361
	3,741,719	4,431,306	3,197,169
Total liabilities	7,365,822	8,055,409	4,591,581
Total equity and liabilities	13,953,723	14,920,892	14,487,251
Number of ordinary shares in issue ('000)	1,000,000	1,000,000	6,800,839
NA per Share attributable to the equity holders of our Company (RM)	6.32	6.60	1.42

Please refer to Sections 13 and 14 of this Prospectus for further information on our financial information.

3. SUMMARY (Cont'd)

3.4 DIVIDEND POLICY

Our ability to pay dividends is dependent upon our profitability and financial condition and shall have regard to our working capital needs, capital expenditure plans, availability of cash to fund such dividends or other distributions, the covenants in our existing loan agreements, which restrict the payment of dividends or other distributions until such loans are fully settled (or unless the prior consent of the lenders is obtained), and/or other agreements (including shareholders' agreements) to which any of the companies within our Group are parties to and any other relevant factors that the respective boards of directors deem relevant.

It is the policy of our Board in recommending dividends to allow shareholders to participate in our profits, as well as to retain adequate reserves for our future growth.

The declaration of interim and final dividends is subject to the discretion of our Board. However, our ability to pay dividends or make other distributions to our shareholders will depend upon a number of factors, including:

- the level of our cash, gearing, return on equity and retained earnings;
- our expected financial performance;
- our projected levels of capital expenditure and other investment plans;
- our working capital requirements; and
- our existing and future debt obligations.

We propose to pay dividends out of cash generated from our operations after setting aside necessary funding for capital expenditure and working capital requirements. As part of this policy, our Company targets a dividend payout ratio of not less than 20.0% of our consolidated profit attributable to the owners of our Company under MFRS, beginning 1 July 2017.

You should note that the foregoing statement on the payment of dividends merely describes our Company's present intention and shall not constitute a legally binding obligation on our Company or legally binding statement in respect of our future dividends which are subject to modification (including non-declaration of dividends) at our Board's discretion. You should not treat the statement as an indication of our Group's future dividend policy. Please refer to Section 13.5 of this Prospectus for further details of our dividend policy.

No inference should be made from any of the foregoing statements as to our actual future profitability or our ability to pay dividends in the future.

3.5 DETAILS OF OUR LISTING

On 20 November 2017, the shareholders of SDB approved the proposed demerger of the SDB Group to create 3 separate and independent listed entities with distinct businesses with our Company and SD Plantation to undertake the property and plantation businesses of the SDB Group respectively, while SDB is to remain listed on the Main Market of Bursa Securities with the following businesses:

- (i) trading comprising motors and industrial;
- (ii) logistics; and
- (iii) other businesses comprising healthcare, insurance, retail and other investments.

3. SUMMARY (Cont'd)

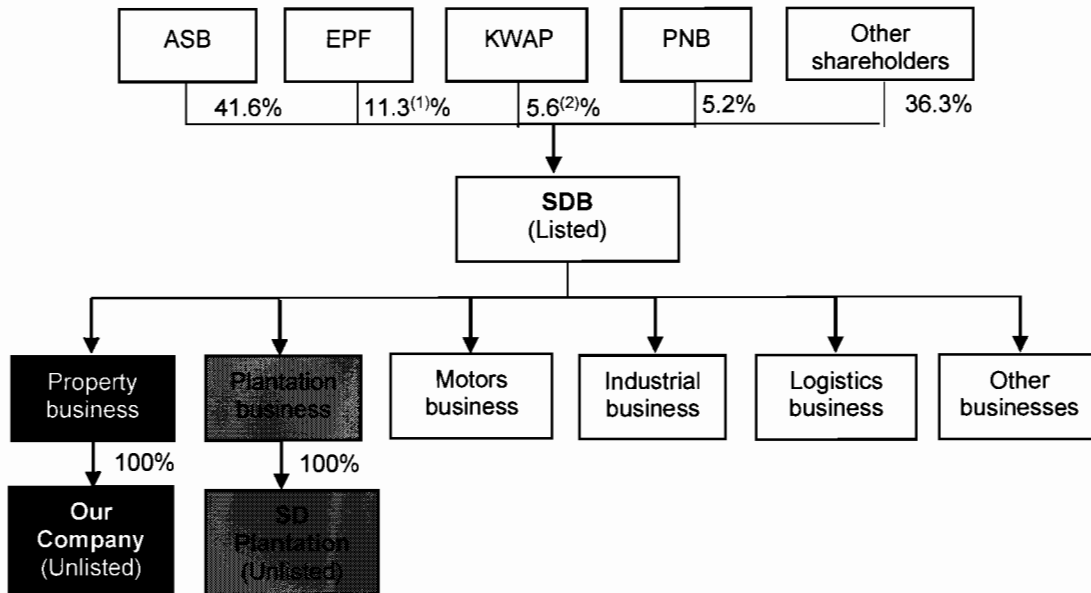
The Pre-Listing Restructuring is undertaken to facilitate the listing of our Shares on the Main Market of Bursa Securities, comprising the following:

- (i) internal restructuring of the SDB Group prior to the Distributions; and
- (ii) distribution of our Shares to the Entitled Shareholders of SDB,

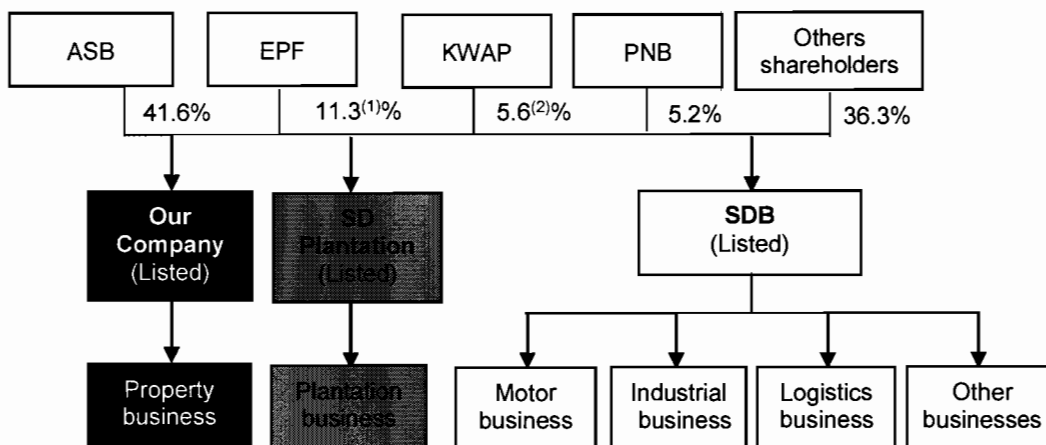
as further described in Section 4.1.1 of this Prospectus.

Based on the shareholding structure of SDB as at the LPD, the corporate structure of the SDB Group before and after the Pre-Listing Restructuring and our Listing are as follows:

Before the Pre-Listing Restructuring and our Listing



After the Pre-Listing Restructuring and our Listing



Notes:

- (1) Comprising 10.0% direct interest and 1.3% indirect interest (managed by/through Citigroup Nominees (Tempatan) Sdn Bhd for EPF).
- (2) Comprising 5.2% direct interest and 0.4% indirect interest (managed by KWAP's fund managers).

3. SUMMARY (Cont'd)

In conjunction with the Pre-Listing Restructuring and since our Group, the SDB Group and the SD Plantation Group will be separate groups post the Distributions, our Company had also entered into the Land Option Agreements, the MVV Option Agreements, the Master Services Agreement, the Trademark and Brand Licence Agreement, the Broker Services Agreement and the Donation Agreement to govern certain commercial arrangements or transactions between the parties.

Please refer to Section 4 of this Prospectus for further details of our Listing.

3.6 RISK FACTORS

Our business is subject to a number of factors, many of which are outside our control. You should carefully consider the risk factors set out below, along with the other matters set out in this Prospectus. The risks set out below are not an exhaustive list of the challenges that we currently face or that may develop in the future. These and other risks, whether known or unknown, may in the future have a material adverse effect on us and/or our Shares.

3.6.1 Risks relating to our industry

- (i) We are subject to the prevailing market conditions in the property sector in Malaysia;
- (ii) Property sector is highly competitive with a large number of property developers;
- (iii) Property development is exposed to the risk of construction defects;
- (iv) The terms on which mortgages are available to property buyers may affect our sales; and
- (v) We are exposed to inherent risks in the property investment industry.

3.6.2 Risks relating to our business

- (i) Our performance is dependent on our ability to create value for our existing land bank and to replenish our land bank;
- (ii) Our continued success relies on the strength and competency of our key management;
- (iii) We may be affected by adverse events/developments or negative publicity relating to the "Sime Darby" brand;
- (iv) Our property development business is capital intensive in nature and subject to our ability to raise financing;
- (v) Our property development business is exposed to inventory build-up;
- (vi) The cost of our development projects may escalate due to increase in construction and labour costs resulting in cost overruns;
- (vii) There may be delays in the completion of our development projects;
- (viii) We may not be able to secure services of experienced and competent consultants and contractors at the right cost;
- (ix) We may achieve lower GDVs than estimated;

3. SUMMARY (Cont'd)

- (x) We are exposed to the foreign exchange fluctuations;
- (xi) We may suffer uninsured losses or losses in excess of insured limits;
- (xii) Environmental laws, regulations and standards may expose our Group, joint ventures and associates to the risk of substantial costs and liabilities;
- (xiii) The market value of our property development projects is subject to changes over time;
- (xiv) The interests of our joint venture partners may not be aligned or may conflict with ours; and
- (xv) We may be involved in legal and other proceedings arising from our operations from time to time.

3.6.3 Risks relating to the countries where we operate

- (i) Our business is subject to government regulations and policies and political considerations in the countries where we operate;
- (ii) We are dependent on the performance of the property sector in countries where we operate; and
- (iii) Our land sites may be subject to compulsory acquisition.

3.6.4 Risk relating to our Shares and our Listing

- (i) Our Listing may not result in an active liquid market for our Shares;
- (ii) The trading price and trading volume of our Shares may be volatile; and
- (iii) There may be a delay in, or termination of, our Listing.

Please refer to Section 5 of this Prospectus for further details of our risk factors.

4. DETAILS OF OUR LISTING

4.1 PARTICULARS OF OUR LISTING

On 20 November 2017, the shareholders of SDB approved the proposed demerger of the SDB Group to create 3 separate and independent listed entities with distinct businesses with our Company and SD Plantation to undertake the property and plantation businesses of the SDB Group respectively, while SDB is to remain listed on the Main Market of Bursa Securities with the following businesses:

- (i) trading comprising motors and industrial;
- (ii) logistics; and
- (iii) other businesses comprising healthcare, insurance, retail and other investments.

4.1.1 Pre-Listing Restructuring

The Pre-Listing Restructuring is undertaken to facilitate the listing of our Shares on the Main Market of Bursa Securities, comprising the following:

- (i) internal restructuring of the SDB Group prior to the Distributions; and
- (ii) distribution of our Shares to the Entitled Shareholders of SDB,

as further described below.

(i) Internal restructuring exercise

Prior to the Distribution of SD Property Shares, there was an internal restructuring exercise involving the following:

- (a) transfer of property assets between our Company and SD Plantation where on 9 June 2017, our Company entered into the MVV Sale and Purchase Agreement with SD Plantation to acquire the MVV Lands of about 1,880 acres (comprising 22 parcels of land) from SD Plantation ("**MVV Land Sale**") for a cash consideration of RM689,587,408⁽¹⁾, after taking into consideration the market value of the MVV Lands as at 3 November 2016 as ascribed by C H Williams Talhar & Wong Sdn Bhd of RM8.42 per sq ft based on the comparison method which entails an analysis of recent transactions and asking prices of similar properties in and around the locality for comparison purposes with adjustments made for differences in location, accessibility/visibility, size, tenure, shape and type of development, among others.

The purchase consideration for the MVV Land Sale was set-off against the amount owing from SD Plantation to the SDB Group such that the inter-company balance owing by SD Property to the SDB Group was increased by about RM690 million.

Following the completion of the MVV Land Sale on 29 September 2017, our Company had on 29 September 2017 entered into a tenancy agreement with SD Plantation (as amended pursuant to a letter dated 10 November 2017) for the leaseback of the acquired MVV Lands to SD Plantation ("**MVV Land Leaseback**") for the SD Plantation Group to continue to manage the estates on the MVV Land (including planting/replanting, maintenance of oil palm and the harvesting and selling of fresh fruit bunches (being the oil palm fruits which grow in bunches on oil palm trees, from which crude palm oil, palm kernel and crude palm kernel oil are obtained) ("**FFB**"), pending the commencement of development on the acquired MVV Land.

4. DETAILS OF OUR LISTING (Cont'd)

Note:

(1) As set out in the MVV Sale and Purchase Agreement, a registered surveyor will be appointed to determine the actual land area of the MVV Lands ("**Survey**"). Pursuant to the letters dated 29 September 2017 and 17 October 2017, the parties validated and confirmed the results of the Survey which found that there were discrepancies between the actual land area of the MVV Lands and the land area as stated in the MVV Sale and Purchase Agreement. The purchase consideration for the MVV Lands was adjusted accordingly for such difference in land area pursuant to the aforementioned letters.

Please refer to Sections 12.1.1(ii) and 4.1.2 (i) of this Prospectus for details of the agreements relating to the MVV Land Sale and the MVV Land Leaseback. The salient terms of the agreements of the MVV Land Leaseback are similar to the salient terms of the template tenancy agreement attached in the respective Land Option Agreements, as described in Section 4.1.2 (i) of the Prospectus respectively. Please refer to item 9 of Section A1(ii) of Annexure A to this Prospectus for details on the MVV Lands;

(b) redemption of the entire 1,405,496,300 Preference Shares held by SDB for RM1,405,496,300 ("**Redemption**") which was satisfied via the issuance of 1,405,496,300 new Shares in our Company at an issue price of RM1.00 each which was completed on 10 November 2017.

Upon completion of the Redemption, our issued Shares increased from 1,000,000,000 Shares to 2,405,496,300 Shares;

(c) settlement of inter-company loans ("**Interco Settlement**") where after taking into consideration the debt waiver, repayment of inter-company borrowings and advance for the MVV Land Sale, the amount owing by our Company to SDB was about RM4.395 billion, the breakdown of which is as follows:

	RM'million
As at 30 June 2017*	4,266
Less : Waiver of Robt. Bradford group loans [^]	(160)
Less : Repayment of inter-company borrowings	(401)
Add : Consideration for the MVV Land Sale	690
Total	4,395

Notes:

* Includes contribution from SDB of RM1.5 billion including capital and interest portions.

[^] Waiver of loans provided by Sime Darby Far East (1991) Limited, a subsidiary of SDB, to Robt. Bradford and Robt. Bradford Hobbs Savill, subsidiaries of our Company which had become effective on 25 August 2017. The estimated tax effect of the waiver amounted to RM16.0 million. For further details of this waiver, please refer to Section 16.6(iii) of this Prospectus.

4. DETAILS OF OUR LISTING (Cont'd)

We capitalised the entire amount owing to SDB via the issuance of 4,395,343,077 new Shares in our Company at an issue price of RM1.00 each. The Interco Settlement was completed on 20 November 2017.

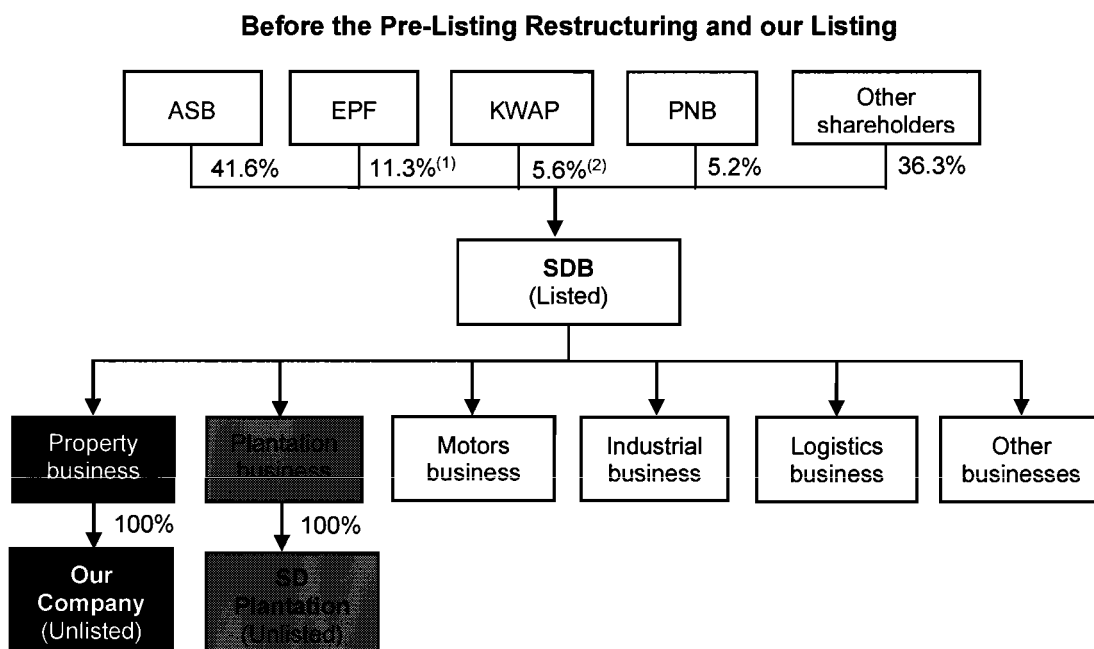
Upon completion of the Interco Settlement, our issued Shares increased from 2,405,496,300 Shares to 6,800,839,377 Shares; and

- (d) novation of all the rights, obligations, duties and liabilities of SDB under the programme agreement dated 14 October 2009 between SDB, CIMB Investment Bank Berhad in its capacity as the joint lead manager ("CIMB"), Public Investment Bank Berhad in its capacity as the joint lead manager ("PIBB") and Maybank IB in its capacity as the lead arranger, facility agent and joint lead manager in connection with the Islamic medium term note programme of RM4,500,000,000 in nominal value ("IMTN Programme") and the Islamic commercial paper and Islamic medium term note programme of RM500,000,000 in nominal value ("ICP/IMTN Programme"), with a combined master limit of RM4,500,000,000 in nominal value, to our Company pursuant to the deed of novation dated 29 September 2017 between our Company, SDB, CIMB, PIBB and Maybank IB. The Islamic commercial papers and the Islamic medium term notes to be issued under the IMTN Programme and ICP/IMTN Programme are based on the Shariah principle of Musyarakah.

(ii) Distribution of SD Property Shares

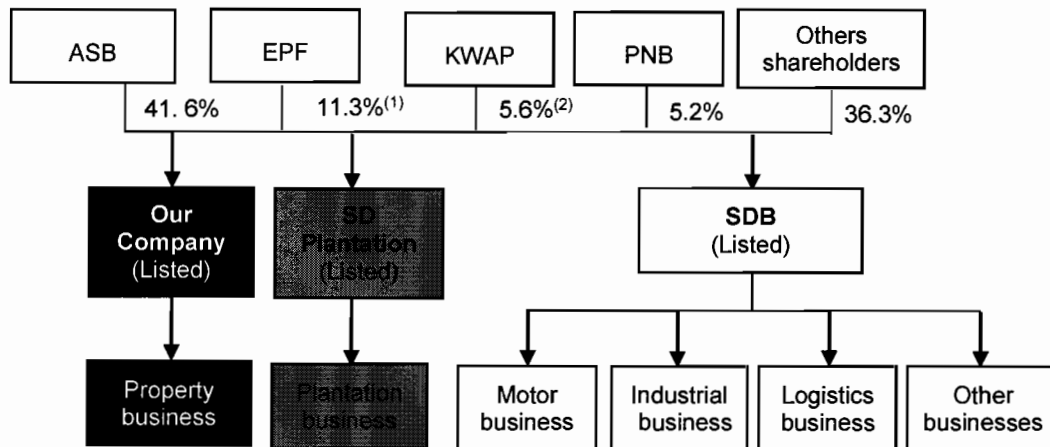
Following the completion of the internal restructuring exercise, SDB will on 29 November 2017 distribute its entire shareholding in our Company by way of dividend-in-specie to its shareholders whose names appear in the Record of Depositors of SDB as at 5.00 p.m. on the Entitlement Date on the basis of 1 Distribution Share for every 1 existing SDB Share held, free from encumbrances.

Based on the shareholding structure of SDB as at the LPD, the corporate structure of the SDB Group before and after the Pre-Listing Restructuring and our Listing are as follows:



4. DETAILS OF OUR LISTING (Cont'd)

After the Pre-Listing Restructuring and our Listing



Notes:

- (1) Comprising 10.0% direct interest and 1.3% indirect interest (managed by/through Citigroup Nominees (Tempatan) Sdn Bhd for EPF).
- (2) Comprising 5.2% direct interest and 0.4% indirect interest (managed by KWAP's fund managers).

4.1.2 Relationship between our Group with the SDB Group and the SD Plantation Group post the Pre-Listing Restructuring

In conjunction with the Pre-Listing Restructuring and since our Group, the SDB Group and the SD Plantation Group will be separate groups post the Distributions, our Company had also entered into the following agreements to govern certain commercial arrangements or transactions between the parties:

- (i) the Land Option Agreements where we have been granted call options to purchase the legal and beneficial ownership of and title to the Option Lands at any time during the Option Period at a purchase price to be determined by the board of directors of the parties based on valuation to be conducted by an agreed independent valuer ("**Option Price**"), subject to the terms and conditions of the respective agreements, which include the prior approval of shareholders of the party(ies), if required by applicable law or rule of a stock exchange. The agreed independent valuer shall value the Option Lands based on agricultural status with development potential, using the methodology as it may determine. The option is granted for a nominal consideration of RM10.

The other salient terms of each of the Land Option Agreements are as follows:

- (a) at any time during the Option Period, our Company may exercise the call option in respect of the Option Land by sending a notice substantially in the form as prescribed in the Land Option Agreement ("**Option Notice**") to SD Plantation, to require SD Plantation to sell the Option Land;
- (b) upon the exercise of the call option, SD Plantation shall become bound to sell, and our Company shall become bound to purchase, the Option Land at the Option Price;

4. DETAILS OF OUR LISTING (Cont'd)

- (c) the Option Land sold or purchased pursuant to the Land Option Agreement shall, as of the completion date, be free from any security interest and any other encumbrance whatsoever;
- (d) the Option Notice, once given by our Company, may not be withdrawn, except with the written consent of SD Plantation;
- (e) the completion of the sale and purchase of the Option Land (or part thereof) pursuant to the exercise of the call option shall take place in accordance with the terms of the sale and purchase agreement (subject to such variation as may be mutually agreed) ("**Option SPA**") substantially in the form of a template prescribed in the Land Option Agreement. The purchase consideration under the Option SPA shall be adjusted if there is discrepancy between the results of the survey carried out by the registered surveyor and the area set out in the Option SPA. Our Company shall pay the purchase consideration under the Option SPA as follows:
 - (aa) 10% of the purchase consideration under the Option SPA upon execution of the Option SPA; and
 - (bb) 90% of the purchase consideration under the Option SPA, within 3 months from the date all the conditions precedents under the Option SPA have been obtained or deemed accepted by the parties;
- (f) subject to paragraph (g) below, the Land Option Agreement shall terminate on the expiry of the Option Period; and
- (g) if the Option Notice shall have been served on or prior to the expiry of the Option Period, the Land Option Agreement shall terminate upon the fulfilment of the parties' obligations arising from the Option Notice.

If the acquisition of any of the Option Lands triggers the respective parties' applicable prescribed percentage ratios under Chapter 10 of the Listing Requirements, the relevant party will seek approval of its shareholders for such transaction.

The parties have further agreed that after the acquisition of the abovementioned land, if our Company intends to lease, rent or grant licences over any part of the land for the purposes of oil palm planting and/or harvesting (and/or any agricultural venture), our Company shall first offer the same to SD Plantation for tenancy. If SD Plantation exercises its right to obtain a tenancy over such lands, the parties are bound to enter into a tenancy agreement in the form of the template tenancy agreement attached in the respective Land Option Agreements, the salient terms of which are as follows:

- (a) the term of the tenancy shall be for a period of 3 years and may be renewed by SD Plantation for a further period of 3 years upon the same terms and conditions subject to:
 - (aa) SD Plantation providing notice in writing of its intention to renew the tenancy at least 6 months prior to the expiry of the term;
 - (bb) SD Plantation being in compliance with its covenants and/or obligations under the tenancy agreement; and

4. DETAILS OF OUR LISTING (Cont'd)

(cc) our Company not having any immediate plans to develop the relevant Option Land or any portion thereof;

(b) the monthly rent will be equivalent to:

$$\frac{A \times B}{12^*}$$

where:

A = the preceding month's average Malaysian Palm Oil Board delivered price of crude palm oil per metric tonne for Malaysia; and

B = total planted area in hectares

Note:

* *As the numerator (i.e. A x B) represents the annual rent, the monthly rent is calculated by dividing the annual rent by 12 months.*

(c) any party may terminate the tenancy or SD Plantation may elect to surrender any portion of the tenanted land to SD Property prior to the expiry of the tenancy by giving at least 6 months' notice in writing to the other party.

If our Company:

(aa) wishes to terminate the tenancy but fails to give any notice within the 6 months' notice period, our Company shall pay SD Plantation the costs incurred by SD Plantation in connection with the activities conducted by SD Plantation, such as manuring and procurement of fertilisers undertaken within the preceding 12 months ("**Maintenance Costs**") from the date the notice is given by SD Property which shall be computed on such portion of the tenanted land surrendered; or

(bb) serves on SD Plantation a notice which is less than 6 months (but not later from the expiry of the said period) the amount to be paid by our Company to SD Plantation shall be equivalent to:

$$\begin{array}{l} \text{Maintenance Costs} \\ \text{(computed on such portion of the} \\ \text{tenanted land surrendered)} \end{array} \times \frac{n}{6}$$

where 'n' is the duration of the insufficient notice served (in months)

If SD Plantation:

(cc) wishes to terminate the tenancy but fails to give any notice within the 6 months' notice period, SD Plantation shall pay our Company a sum equivalent to 6 months' rent (calculated based on the average preceding 6 months' rent) which shall be computed on such portion of the tenanted land surrendered; or

4. DETAILS OF OUR LISTING (Cont'd)

- (dd) serves on our Company a notice which is less than 6 months (but not later from the expiry of the said period) the amount to be paid by SD Plantation to our Company shall be equivalent to:

$$\begin{array}{l} \text{Average rent for the preceding 6 months} \\ \text{(computed on such portion of the} \quad \quad \quad \times \quad \quad \text{m} \\ \text{tenanted land surrendered)} \end{array}$$

where 'm' is the duration of the insufficient notice served (in months).

Our Company will work closely with SD Plantation to assess the likelihood of the call option being exercised. If the call option for any of the Option Land is not expected to be exercised and if the FFB yields on the said land have shown a significant decline, SD Plantation will undertake replanting activities on the said land.

Please refer to Section 16.6(i) of this Prospectus for details of the Land Option Agreements.

- (ii) the MVV Option Agreements where we have been granted an option to purchase the legal and beneficial ownership of and title to the MVV Option Lands at any time during the MVV Option Period at the purchase price to be determined by the board of directors of the parties based on valuation to be conducted by an agreed independent valuer, subject to the terms and conditions of the MVV Option Agreements, which include the prior approval of shareholders of the party(ies), if required by applicable law or rule of a stock exchange. The agreed independent valuer shall value the MVV Option Lands based on market value using the methodology as it may determine. The option is granted for a nominal consideration of RM10.

The other salient terms of each of the MVV Option Agreements are as follows:

- (a) at any time during the Option Period, our Company may exercise the call option in respect of the MVV Option Land (or any part thereof) by sending a notice substantially in the form as prescribed in the MVV Option Agreements ("**MVV Option Notice**") to KSDB, to require KSDB to sell the MVV Option Land;
- (b) upon the exercise of the call option, KSDB shall become bound to sell, and our Company shall become bound to purchase, the MVV Option Land at the MVV Option Price;
- (c) the MVV Option Land sold or purchased pursuant to the MVV Option Agreement shall, as of the completion date, be free from any security interest and any other encumbrance whatsoever;
- (d) the MVV Option Notice, once given by our Company, may not be withdrawn, except with the written consent of KSDB;

4. DETAILS OF OUR LISTING (Cont'd)

- (e) the completion of the sale and purchase of the MVV Option Land (or part thereof) pursuant to the exercise of the call option shall take place in accordance with the terms of the sale and purchase agreement (subject to such variation as may be mutually agreed) ("**MVV Option SPA**") substantially in the form of a template prescribed in the MVV Option Agreement ("**Template SPA**"). The purchase consideration under the MVV Option SPA shall be adjusted if there is discrepancy between the results of the survey carried out by the registered surveyor and the area set out in the MVV Option SPA. Our Company shall pay the purchase consideration under the MVV Option SPA as follows:
- (i) 10% of the purchase consideration under the MVV Option SPA upon execution of the MVV Option SPA; and
 - (ii) 90% of the purchase consideration under the MVV Option SPA, within 3 months from the date all the conditions precedents under the MVV Option SPA have been obtained or deemed accepted by the parties;
- (f) during the Option Period, KSDB is permitted to sell, transfer or otherwise dispose of any part of the MVV Option Land to any other person, subject to, among others, the following terms:
- (aa) KSDB shall not offer, sell, transfer or otherwise dispose of any interest in the MVV Option Land (or any part thereof) without first offering the same ("**Offered Plot**") to our Company for purchase at the MVV Option Price, by notice in writing given to our Company ("**Sale Notice**");
 - (bb) if our Company wishes to purchase the Offered Plot, our Company shall, within 1 month from the date of the Sale Notice, give notice in writing to KSDB that we wish to purchase the Offered Plot at the MVV Option Price in the Sale Notice, in which case then KSDB shall become bound to sell, and our Company shall become bound to purchase, the Offered Plot at the MVV Option Price in the Sale Notice. The Offered Plot sold and purchased shall, as of the completion date for the sale and purchase, be free from any security interest and any other encumbrance whatsoever. For the purposes of such sale and purchase, the parties shall enter into a sale and purchase agreement in the form of the Template SPA, within 3 months from the date of the notice in writing referred to in paragraph (aa) above; and
 - (cc) if our Company notifies KSDB in writing that we do not wish to purchase the Offered Plot, or in any case if KSDB does not receive any acceptance in writing from our Company accepting the offer to purchase the Offered Plot at the MVV Option Price in the Sale Notice within 1 month from the date of the Sale Notice, then KSDB is at liberty to dispose of the Offered Plot to a potential third party purchaser at a price not lower than the MVV Option Price in the Sale Notice and generally on terms not more favourable than the terms in the Template SPA;
- (g) subject to paragraph (h) below, the MVV Option Agreement shall terminate on the expiry of the Option Period; and

4. DETAILS OF OUR LISTING *(Cont'd)*

- (h) if the MVV Option Notice shall have been served on or prior to the expiry of the Option Period, the MVV Option Agreement shall terminate upon the fulfilment of the parties' obligations hereunder arising from the MVV Option Notice.

If the acquisition of any of the MVV Option Lands triggers the respective parties' applicable prescribed percentage ratios under Chapter 10 of the Listing Requirements, the relevant party will seek approval of its shareholders for such transaction.

Please refer to Section 16.6(ii) of this Prospectus for details of the MVV Option Agreements.

- (iii) the Master Services Agreement where we will continue to obtain certain centralised operational support and functional services from SD Global Services Centre for a period of 3 years commencing from the date of our Listing in accordance with the terms and conditions of the Master Services Agreement. Notwithstanding, all decision making of the transaction activities remains with our Group as we have our own dedicated team for all key business functions. The rationale for the continuation of such operational support and functional services is to economise and manage administrative duties and costs more efficiently, which in turn will allow our resources to be deployed towards pursuing our business strategies.

In consideration of the services performed under the Master Services Agreement, our Company shall pay an annual fee to SD Global Services Centre which shall be in accordance with the specific scope of services provided to our Group. The fee is subject to annual review and determined after taking into account, among others, the recoverability of the services cost, cost to maintain the relevant systems and changes to the scope of services.

If the total fees payable to SD Global Services Centre during a financial year pursuant to the Master Services Agreement trigger the respective parties' applicable prescribed threshold under Chapter 10 of the Listing Requirements, the relevant party will seek a mandate from its shareholders for such recurrent related party transactions.

As the Master Services Agreement involves the outsourcing of certain backroom support services, the arrangement will ensure a seamless transition of the transactional activities of our Group under the current arrangement and after our Listing. The review and analytics will continue to be performed by our Company and this arrangement will be reviewed for cost effectiveness and efficiency before the end of its term. Depending on the outcome of the review, we will either:

- (a) renew the Master Services Agreement; or
- (b) terminate the Master Services Agreement and obtain the services from other third party service providers; or
- (c) terminate the Master Services Agreement and perform the services within our Group; or
- (d) undertake a combination of items (a), (b) and (c), for example, renewing the Master Services Agreement with a new scope or new terms, to outsource part of the services to other parties and perform some of the services within our Group.

4. DETAILS OF OUR LISTING (Cont'd)

Please refer to item 13 of Section 12.1.1(ii) of this Prospectus for details of the Master Services Agreement.

- (iv) the Trademark and Brand Licence Agreement where SD Malaysia has granted our Company a non-exclusive, non-assignable and non-transferable licence to use (a) the "SIME DARBY" mark, Sime Darby Shield Device Logo, Shield Device Logo, Sime Darby in Chinese Characters, the "DEVELOPING SUSTAINABLE FUTURES" tagline and the "DELIVERING SUSTAINABLE FUTURES" tagline worldwide; and (b) the "DARBY PARK" mark only in those countries it is currently registered, solely in the course of or in connection with our business for a period of 5 years commencing from the date of our Listing in accordance with the terms and conditions of the Trademark and Brand Licence Agreement.

Please refer to Section 7.22 of this Prospectus for details of the Trademark and Brand Licence Agreement.

- (v) the Broker Services Agreement where our Company is entitled to procure certain services from SD Lockton Insurance Brokers ("**Broker**") for a term of 3 years commencing from the date of our Listing (with our Company having an option to renew the Broker Services Agreement for a further period that the parties mutually agree), subject to the terms and conditions of the Broker Services Agreement. Such services include:
- (a) to recommend and advise our Company on subscription to the appropriate insurance and/or takaful policies for our Group's businesses; and
- (b) to act as an intermediary between our Company and the insurance and/or takaful company.

Any fee payable to the Broker will depend on the insurance policies procured by our Group through the Broker.

If the total fees payable by our Company to the Broker during a financial year pursuant to the Broker Services Agreement trigger the respective parties' applicable prescribed threshold under Chapter 10 of the Listing Requirements, the relevant party will seek a mandate from its shareholders for such recurrent related party transactions.

The other salient terms of the Broker Services Agreement are as follows:

- (a) whilst our Company, subsidiaries or associates can obtain fee quotes from other insurance brokers and/or other insurance companies, our Company shall give the Broker the opportunity to source for insurance proposal on the same or better terms, or if the Broker has already provided its proposal to us, the opportunity to provide an amended proposal so as to be able to submit proposals that are equivalent to quotes from other insurance brokers and/or other insurance companies. If the Broker is unable to provide equivalent proposals, our Company may at our sole discretion use the services of other brokers and/or other insurance companies; and

4. DETAILS OF OUR LISTING (Cont'd)

- (b) the Broker shall facilitate the conduct by our Company, subsidiaries and/or associates or the consultants of the respective companies of a performance review on the Broker with respect to the services provided by the Broker under the Broker Services Agreement on an annual basis or any other interval (being not more than 12 months) to be agreed by both parties.

Our Company has been engaging the Broker as our broker with regards to insurance services for many years. The current arrangement with the Broker is a continuation of such services which allows us to leverage on the Broker's familiarity and understanding of our Group's insurance needs and requirements. The continuation of such services can also minimise potential disruption to the operations within our Group. In any event, this arrangement will be reviewed for cost effectiveness and quality of services provided before the expiry of the Broker Services Agreement.

Please refer to item 15 of Section 12.1.1(ii) of this Prospectus for details of the Broker Services Agreement.

- (vi) the Donation Agreement where our Company endeavours to make an annual cash donation of RM20 million to the Foundation for a term of 5 years with effect from the date of our Listing (unless extended by mutual agreement of the parties) in accordance with the terms and conditions of the Donation Agreement. All the donations received and all amounts earned by investing such donations, if any, will be used by the Foundation to support and promote activities carried out by the Foundation in the areas of community and health, education, youth and sports, environment, and arts and culture ("**Five Pillars**") to further the charitable intent established by the governing council of the Foundation ("**Agreed Purpose**"). With effect from the date of our Listing, our Company shall apply to be group (corporate) members of the Foundation and shall thereafter be entitled to nominate and appoint one representative to attend all general meetings of the Foundation and to nominate one representative as a director to sit on the governing council of the Foundation, which will enable us to monitor and ensure that the monies donated are utilised by the Foundation for the Agreed Purpose.

The Foundation has been established since the Merger in 2007 with various initiatives implemented under the Five Pillars. It is governed by a governing council which determines the direction and core focus of the Foundation. Our Company's contributions to the Foundation would ensure the continuation of the Foundation's efforts and may result in a positive impact to our Company's public image.

Further, the Foundation is an approved organisation as provided under Section 44 of the Income Tax Act 1967. Under Section 44(6) of the Income Tax Act 1967, by making donations to such approved organisations, we would be eligible to deduct the donation made from our aggregate income for that year and the deduction is limited to 10% of our chargeable income.

Under the Donation Agreement, the annual cash donation of RM20 million is to be paid by our Company to the Foundation in 2 tranches of RM10 million each, in every year, i.e. on or before every 7th day of January and 7th day of July, such that no accruals will be carried forward to the following period. If our Company fails to make the annual cash donation of RM20 million to the Foundation, the governing council of the Foundation will convene a meeting to deliberate and decide on the actions to be taken, including any modification to the amount or timing of the donation, suspension of the donation by our Company or termination of the Donation Agreement. The decision of the governing council of the Foundation will be final and binding.

4. DETAILS OF OUR LISTING *(Cont'd)*

4.2 OBJECTIVES OF OUR LISTING

The objectives of our Listing are as follows:

- (i) to provide a platform for our Company to better focus on our core activities and competencies in pursuit of more tailored business strategies to achieve our growth;
- (ii) to provide a platform for us to accelerate performance improvements and growth through an enhanced governance structure as our Listing will instill organisational focus through more explicit management mandates and accountability;
- (iii) to further enhance our Company's profile and visibility via our Listing, as well as to provide a platform for us to further develop our distinct brand equity through our position in the industry where we operate as well as leveraging on the 'Sime Darby' brand in pursuit of growth opportunities and widen our market reach;
- (iv) to enable us to directly access the equity and debt capital markets for fund raising and to provide us with the financial flexibility to pursue growth opportunities;
- (v) to enable the Entitled Shareholders of SDB to directly participate in the equity and growth of our Company via their direct shareholding in our Company; and
- (vi) to enable the capital markets and investing community to better ascertain the merits, risk profile and prospects of our Group.

4.3 SHARE CAPITAL

As at the date of this Prospectus, we only have 1 class of shares, being ordinary shares, all of which rank equally in all respects with one another. As at the date of this Prospectus, our share capital stood at RM6,800,839,377 comprising 6,800,839,377 Shares.

Subject to any special rights attached to any Shares which we may issue in the future, our shareholders will be entitled to share in the profits paid out by us in the form of dividends or other distributions according to the amount paid or credited as paid on the Shares held by them. Similarly, if our Company is liquidated, our shareholders will be entitled to the surplus (if any), in accordance with our Constitution after the satisfaction of any preferential payments in accordance with the Act and our liabilities.

At any general meeting of our Company, each of our shareholders will be entitled to vote in person, by proxy, by attorney or by other duly authorised representative. Subject to the Listing Requirements, any resolution set out in the notice of any general meeting of our Company or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting of our Company will be voted by poll. On a poll, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative will have 1 vote for each Share held or represented. A proxy may but need not be a member of our Company. On a show of hands, each shareholder present either in person, by proxy, by attorney or by other duly authorised representative will have 1 vote.

4. DETAILS OF OUR LISTING *(Cont'd)*

4.4 BASIS OF ARRIVING AT THE LISTING REFERENCE PRICE

The Listing Reference Price of RM1.50 per Share was determined by our Board and the Promoter in consultation with the Principal Adviser, after taking into consideration the following:

- (i) our proforma consolidated NA per Share as at 30 June 2017 of RM1.42, representing a price-to-book ratio ("**PBR**") of about 1.1 times;
- (ii) market value of our Group's properties appraised by the Valuers, giving rise to a revaluation surplus totalling to RM13.81 billion *(which does not take into account deferred taxation and effective equity interest held as well as the properties of our joint ventures and associated companies)* over our Group's properties' NBV as at 30 June 2017;
- (iii) our competitive strengths, as follows:
 - (a) we have about 20,763 acres of remaining developable land bank in Malaysia as at the LPD with an estimated GDV of RM100.4 billion and we expect our current land bank to continue contributing sustainable earnings over the next 15 to 20 years. Most of our land banks is located within close proximity to commercial areas, established townships and growth corridors which we foresee to have significant potential in the short to long term;
 - (b) we are well-positioned to benefit from opportunities in a major new strategic development region known as MVV;
 - (c) we are one of the leading property developers in Malaysia with a track record in property development spanning over 40 years;
 - (d) we have a broad product offering comprising affordable to luxury homes, office buildings, retail malls and industrial business parks, and have successfully broadened our product offerings to cater to evolving consumer demands by undertaking integrated and niche developments;
 - (e) we have the Sime Darby brand which is a highly recognised brand in the Malaysian property sector affirmed through the numerous property development awards which we have consistently garnered over the years;
 - (f) we have a qualified and experienced Board and management team comprising qualified personnel with diversified backgrounds and wide experience to lead and manage our business operations; and
 - (g) we have size and resilience and are one of the largest property developers in Malaysia by revenue, land bank size and scale of operations which enables us to undertake several large scale property development projects concurrently, while having the capacity of undertaking property development projects with longer development periods;
- (iv) our strategies and future plans, as follows:
 - (a) focusing on our core strength in township development and increasing our exposure to integrated and niche urban developments;
 - (b) increase product diversification by focusing to strengthen our product offerings by developing industrial business parks, TOD and TAD integrated developments;

4. DETAILS OF OUR LISTING (Cont'd)

- (c) establish active land bank management which involves prioritising the development on existing land bank located along the Guthrie Corridor Expressway, leveraging on our other key areas with high development potential, building a pipeline of land parcels with good connectivity and major infrastructure as well as carrying out opportunistic purchase of land bank that can deliver products to meet the market demand;
 - (d) optimise and grow our portfolio of recurring income assets and grow our recurring income contribution to 10% of our profit before interest and tax by 2022;
 - (e) expansion overseas by leveraging on our involvement in the Battersea Power Station project as a platform to consider and evaluate other projects in the UK market; and
 - (f) pursue growth through selective merger and acquisition opportunities;
- (v) the outlook of the property market in which we operate as described in Section 8 of this Prospectus where:
- (a) the Malaysian property market is expected to recover in coming years, underpinned by solid socio-economic fundamentals such as higher population and stable GDP growth rates between 4.5% and 5% from 2017 to 2021 although the property market in Malaysia has been operating under challenging environment since 2013 against the backdrop of stricter lending policies, volatile macroeconomic conditions, affordability of properties and weak consumer sentiment; and
 - (b) in the UK, London is expected to show higher resilience to the uncertainty of Brexit as compared to the rest of the UK. In particular, the economy in the city is expected to be supported by the strength of its financial centre, growing tech sector, world class universities as well as London's overall attractiveness for foreign investors; and
- (vi) prevailing market conditions which include market performances of key global indices, market valuation of comparable companies that are listed on the Property Sector of the Main Market of Bursa Securities with market capitalisation exceeding RM3 billion as well as investors' sentiments.

The Listing Reference Price of RM1.50 per Share represents 16.8% of the closing price of SDB Share on 24 November 2017, being the last day of cum entitlement trading of SDB Shares, of RM8.94 ("**SDB Closing Price**"), which falls within the range of 16% to 19% to be applied to the SDB Closing Price. As set out in the circular to the shareholders of SDB dated 4 November 2017 in relation to, among others, our Listing ("**SDB Circular**"), the percentage allocation range of 16% to 19% was arrived at after taking into consideration the following factors:

- (i) trading multiples of selected comparable companies of our Company, including the range of trading multiples of these comparable companies, with the appropriate trading multiple being PBR;
- (ii) market price of SDB Shares from 25 January 2017, being the last trading day prior to the initial announcement by SDB on our Listing on 26 January 2017, until 15 October 2017, being the latest practicable date prior to the date of the SDB Circular, where the highest closing price of SDB Shares was RM9.62 on 14 June 2017 and the lowest being RM8.70 on 25 January 2017; and

4. DETAILS OF OUR LISTING *(Cont'd)*

- (iii) final single tier dividend of SDB for the FYE 30 June 2017 of RM0.17 per SDB Share which will be paid on 20 December 2017 (i.e. after our Listing).

Based on our pro forma NA as at 30 June 2017 of RM9,630 million, the implied PBR of the Listing Reference Price of RM1.50 per Share is about 1.1 times which falls within the range of the trading PBR of selected comparable listed companies of between 0.6 times and 1.2 times.

Prior to our Listing, there has been no trading market for our Shares within or outside Malaysia. You should also note that the market price of our Shares upon our Listing is subject to the vagaries of market forces and other uncertainties. You are reminded to consider carefully the risk factors as set out in Section 5 of this Prospectus.

4.5 EXPECTED MARKET CAPITALISATION

Based on the Listing Reference Price of RM1.50 per Share and our issued share capital of 6,800,839,377 Shares, the total market capitalisation of our Company upon our Listing will be about RM10.2 billion.

4.6 USE OF PROCEEDS

There are no proceeds to be raised from our Listing as there is no offer for subscription or purchase of our Shares.

4.7 DILUTION

There is no dilution of shares in connection with our Listing as there is no issuance of new Shares.

4.8 TRADING AND SETTLEMENT IN SECONDARY MARKET

Upon our Listing, our Shares will be traded through Bursa Securities and settled by book-entry settlement through CDS, which is operated by Bursa Depository. This will be effected in accordance with the Rules of Bursa Depository and the provisions of the SICDA. Accordingly, our Company will not deliver share certificates to you.

Beneficial owners of our Shares are required under the Rules of Bursa Depository to maintain our Shares in CDS accounts, either directly in their names or through authorised nominees. Persons whose names appear in the Record of Depositors maintained by Bursa Depository will be treated as our shareholders in respect of the number of Shares credited to their respective CDS accounts.

Transactions in our Shares under the book-entry settlement system will be reflected by the seller's CDS account being debited with the number of Shares sold and the buyer's CDS account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for our Shares that are settled on a book-entry basis, although there is a nominal transfer fee of RM10.00 payable for each transfer not transacted on the market.

Shares held in CDS accounts may not be withdrawn from the CDS except in the following instances:

- (i) to facilitate a share buy-back;
- (ii) to facilitate conversion of debt securities;
- (iii) to facilitate a company restructuring process;

4. DETAILS OF OUR LISTING *(Cont'd)*

- (iv) where a body corporate is removed from the Official List;
- (v) to facilitate a rectification of any error; and
- (vi) in any other circumstances determined by Bursa Depository from time to time, after consultation with the SC.

Trading of shares of companies listed on Bursa Securities is normally done in "board lots" of 100 shares. Investors who desire to trade less than 100 shares are required to trade under the odd lot market. Settlement of trades done on a "ready" basis on Bursa Securities generally takes place on the 3rd Market Day following the transaction date, and payment for the securities is generally settled on the 3rd Market Day following the transaction date.

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5. RISK FACTORS

Our businesses are subject to a number of factors, many of which are outside our control. You should carefully consider the risks set out below, along with the other matters in this Prospectus. The risks set out below are not an exhaustive list of the challenges that we currently face or that may develop in the future. These and other risks, whether known or unknown, may have a material adverse effect on us and/or our Shares.

5.1 RISKS RELATING TO OUR INDUSTRY

5.1.1 We are subject to the prevailing market conditions in the property sector in Malaysia

A substantial portion of our inventory, development projects and land bank is located in Malaysia. Historically, the Malaysian property market has been cyclical and Malaysian property values have been affected by, among other factors, supply of and demand for comparable properties, the rate of economic growth in Malaysia, interest rates and inflation. Other adverse factors outside our control include the changing political environment in Malaysia, natural disasters, changes in law and other events which may impact negatively on the Malaysian economy.

The performance of the Malaysian property market is also affected by the regulatory environment.

In Malaysia, the Real Property Gains Tax ("RPGT") was re-introduced by the Government in 2010 to deter speculative activities in the secondary property market. As at the LPD, the RPGT rates for the disposal of properties were as follows:

Disposal period	RPGT Rates (%)		
	Companies	Individuals (citizens and permanent residents)	Individuals (non citizens)
For disposals within 3 years	30	30	30
For disposals in the 4 th year	20	20	30
For disposals in the 5 th year	15	15	30
For disposals after the 5 th year	5	0	5

In addition, in 2010, BNM had also introduced the maximum loan-to-value ("LTV") ratio of 70%, which provided that purchasers with more than 2 outstanding residential mortgages, are only able to obtain loan financing facility of up to 70% of the value of the next residential property. This was introduced by BNM with the aim to moderate the excessive investment and speculative activities in the residential property market. Further, in 2013, BNM issued a ruling that banks are required to give out property loans based on net selling price of the properties, which excludes rebates and discounts as opposed to the gross selling price of the subject properties. In addition, banks can no longer provide financing with developer interest bearing schemes ("DIBS"). DIBS is generally a form of promotional incentive offered to potential purchasers by property developers to attract property buyers. Under DIBS, interests of the loan undertaken by the buyers are borne by the property developers until the property has been constructed.

5. RISK FACTORS (Cont'd)

Further, on 20 November 2017 and 21 November 2017, Malaysia's Minister of Finance II, Datuk Johari Abdul Ghani was reported as saying that a freeze on the grant of new approvals for the development of serviced and high-rise apartments priced above RM1 million, shopping complexes and offices throughout Malaysia has come into effect on 1 November 2017. While this freeze order does not affect ongoing projects and those which have already been approved, as at the date of this Prospectus, it is still unclear as to how long the freeze order will be in place or how it will be implemented.

There can be no assurance that the Malaysian economy will continue to improve, property values will not decline, interest rates or inflation will not rise in the future. There can also be no assurance that the Government will not increase the rates of RPGT or impose additional orders to restrict the development of additional categories of properties, BNM will not increase the LTV ratio or, more generally there will not be other policies introduced which may affect consumer demand, dampen consumer sentiment or restrict our development of new properties, which in turn may affect our decision or cause a delay in the timing to launch our property projects. An economic decline in Malaysia, a decline in real estate market conditions in Malaysia, changes to regulatory conditions making it less attractive or more onerous to invest in properties or other developments outside our control, may have a material adverse effect on our business, financial condition, results of operations and prospects.

5.1.2 Property sector is highly competitive with a large number of property developers

There is intense competition in the offering of property products to the market given the number of property developers in Malaysia and in the other countries, namely the UK and Australia where our property development projects are. Competition among property developers may result in an increase in raw material costs, shortages in quality construction contractors, an over-supply of properties leading to lower property prices, an increase in the cost of acquiring new land bank, a decrease in the pricing and sales of our products if the neighbouring products are more affordable or attractive and higher costs to attract or retain experienced employees, any of which may adversely affect our business and financial condition. There can also be no assurance that we will be able to compete effectively with the new entrants to the market.

5.1.3 Property development is exposed to the risk of construction defects

Construction defects may occur on our development projects and may arise sometime after completion of that particular project. While we may have recourse against our contractors in respect of such defects, such recourse may not be adequate and may only be available for a limited period and significant liabilities may not be identified or may only come to light after such recourse period has expired. Any claims relating to defects on our property developments may give rise to contractual and other liabilities. Unexpected levels of expenditure attributable to defects arising on a project may have a material adverse effect on the levels of return generated from a particular project, and our business, financial condition, results of operations and prospects. Ultimately, it could also have an adverse effect on our Group's reputation, which in turn could have a material impact on our Group's business, financial condition, results of operations and prospects.

5. RISK FACTORS (Cont'd)

5.1.4 The terms on which mortgages are available to property buyers may affect our sales

Most of the purchasers of our residential properties rely on mortgages to fund their purchases. An increase in interest rates may increase the cost of mortgage financing, thus reducing the attractiveness of mortgages as a source of financing for property purchases and adversely affecting the affordability of residential properties. In addition, the Government and commercial banks may also increase the down payment requirement, impose other conditions or otherwise change the regulatory framework in a manner which would make mortgage financing unavailable or unattractive to potential property purchasers. There can be no assurance that benchmark rates will not be raised in the future. If the availability or attractiveness of mortgage financing is reduced or limited, some of our prospective customers may not be able to purchase our properties and as a result, our business results of operations and prospects may be adversely affected.

5.1.5 We are exposed to inherent risks in the property investment industry

Our business strategy moving forward is to increase portfolio of recurring income through property investment activities. Our property investment activities include building, owning, renting and/or managing our property investment portfolios. Our involvement in developing and managing the newly opened Melawati Mall and KL East Gallery which is to be opened by the 4th quarter of 2018 together with our other investment properties are subject to risk such as low occupancy, competition from other landlords, costs resulting from ad-hoc maintenance, repair and re-letting, change of market rental rate, our inability to retain tenants or secure new tenants, office and commercial property overhang and our ability to acquire buildings with good rental yield. Our recurring income generated from property investment activities will also be affected in the event of deterioration in the value of our investment properties due to the quality of our tenants, the less competitive façade, layouts and/or location. The ability to eventually dispose these investment properties will also depend on market conditions and levels of liquidity, which may be limited or subject to significant fluctuation.

If we are unable to generate adequate returns as we look to grow our recurring income portfolio, our business, financial condition, results of operations and prospects could be adversely affected.

5.2 RISKS RELATING TO OUR BUSINESS

5.2.1 Our performance is dependent on our ability to create value for our existing land bank and to replenish our land bank

As at the LPD, we own about 20,763 acres of developable land bank which we expect to contribute sustainable earnings over the next 15 to 20 years. In addition, pursuant to the MVV Option Agreements and Land Option Agreements, we have access to 20,602 acres of additional land bank.

There can be no assurance that we will be successful in implementing our business strategies to unlock the value of these land bank, which could be significantly affected by, among others, adverse events affecting the property markets which in turn may affect the demand for our properties.

Further, in order to remain competitive, we are also looking at opportunities to replenish our land bank in attractive geographical locations and at the right price.

5. RISK FACTORS (Cont'd)

Prior to our Listing, we had immediate access to plantation lands in strategic locations owned by SD Plantation which can be converted for property development. While we will continue to have access to such land bank post-Listing via the MVV Option Agreements and Land Option Agreements, these agreements only subsist for a fixed period of time and only cover the lands specified.

Further, there can also be no assurance that we will or will be able to exercise our option under the MVV Option Agreements or the Land Option Agreements within their respective option periods, since any exercise of our option would be dependent, among others, on the progress of the developments surrounding the MVV Option Lands or the Option Lands, any adverse events affecting the property markets, shareholders approving our acquisition (if required) and our ability to secure the requisite financing on a timely basis to fund the purchase of these lands. There can also be no assurance that the Option Period will be extended once it has lapsed. If we fail to successfully exercise our option under the MVV Option Agreements and Land Option Agreements, we may face competition from our competitors for these lands.

More generally, we will also face competition from other property developers in identifying and acquiring land bank at strategic locations at commercially viable prices. Increased demand for development lands from our competitors and speculative land acquirers may make it more difficult for us to acquire development lands and could potentially lead to an increase in price of procuring development land, failing which adversely affecting the number of new projects our Group is able to undertake.

Our inability to implement our business strategies to unlock value of our existing land bank or land bank which we have access to pursuant to the MVV Option Agreements and Land Option Agreements, exercise our option under the MVV Option Agreements and Land Option Agreements, and/or replenish our land bank at attractive geographical locations and at the right price, could have a material adverse impact on our business, financial condition, results of operations and prospects.

5.2.2 Our continued success relies on the strength and competency of our key management

Our continued success depends to a significant extent on the capability, experience and competency of the members of our key management. Please refer to Section 10.2.1 of this Prospectus for further details of the experience of our key management and personnel. The departure or loss of any of our key management and personnel without suitable and timely replacement, or our inability to retain, attract or recruit, on a timely basis, qualified and skilled key management and personnel, could adversely affect our business, financial condition, results of operations and prospects.

5.2.3 We may be affected by adverse events/developments or negative publicity relating to the "Sime Darby" brand

Our Group is associated with the "Sime Darby" brand name which is owned by SD Malaysia, a wholly-owned subsidiary of SDB. SD Malaysia is the registered owner of the "Sime" and/or "SIME DARBY" marks in Malaysia and other countries where we operate.

We have been granted a non-exclusive, non-assignable and non-transferable licence to use (a) the "SIME DARBY" mark, Sime Darby Shield Device Logo, Shield Device Logo, Sime Darby in Chinese Characters, the "DEVELOPING SUSTAINABLE FUTURES" tagline and the "DELIVERING SUSTAINABLE FUTURES" tagline, worldwide; and (b) the "DARBY PARK" mark only in those countries it is currently registered (collectively, "Trademarks"), solely in the course of or in connection with our business, pursuant to the Trademark and Brand Licence Agreement.

5. RISK FACTORS (Cont'd)

Please refer to Section 7.22 of this Prospectus for further details of the Trademark and Brand Licence Agreement.

We recognise the importance of a good and established brand and reputation to attract and retain customers, business partners, employees, and investors and accordingly, we intend to continue using the Trademarks in the sale and marketing of our property development projects and in undertaking property investment activities.

Although our Group is granted the licence to use the Trademarks, there can be no assurance that our rights in those marks will not be infringed upon by any third party in Malaysia, UK or in such other places where we operate. Depending on our ability and/or the ability of SD Malaysia to discover any such infringement and successfully enforce our legal rights in the jurisdictions where such infringements may occur, any misuse, degradation, adverse market developments and/or negative publicity relating to the Trademarks and brand name may adversely affect our business, financial condition, results of operations and prospects.

Further, as the Trademark and Brand Licence Agreement does not give us exclusive use over the Trademarks, we have no control over the use of the Trademarks by SD Malaysia or any third party licensees which SD Malaysia may grant rights to use the Trademarks. Our business, financial condition, results of operations and prospects may be adversely affected if the Trademarks suffer negative reputation or other harm as a result of the actions or inactions of SD Malaysia and/or its licensees.

In addition, our rights to use these marks subsist only for the duration of the Trademark and Brand Licence Agreement. Our rights to use the Trademarks may be terminated by SD Malaysia in the event of occurrence of such circumstances described in Section 7.22 of this Prospectus. This may adversely affect our business, financial condition, results of operations and prospects.

5.2.4 Our property development business is capital intensive in nature and subject to our ability to raise financing

Our property development activities involve large scale developments as well as greenfield developments where extensive capital outlay is required and are exposed to long gestation periods. One of our key sources of financing to meet our continued capital requirements is through borrowings. There can be no assurance that we will be able to secure borrowings on a timely basis and/or on terms which are favourable to us. If the banks look to tighten their lending due to deteriorating market conditions arising from economic, financial, political or other reasons, our ability to obtain borrowings may be adversely affected and we may be subjected to higher costs of financing. If we are unable to secure the necessary financing to undertake the property development projects in our pipeline or the terms of the financing are not favourable to us, our business growth, financial condition, results of operations and prospects will be adversely affected.

5.2.5 Our property development business is exposed to inventory build-up

Our property development business is exposed to the inherent risk of inventory build-up, i.e. property overhang and low take-up of property due to various external factors including weakness in the economy, unfavourable financial conditions such as higher interest rates and absence of financing for purchase of properties that affect property buyers, negative consumer sentiment or oversupply or low demand for new properties in the property market. The occurrence of any of these factors is likely to affect the demand and pricing of our properties and as a result, may adversely affect our business, financial condition and result of operations. In addition to financial losses that we may incur due to our unsold inventories, we may also incur further costs to maintain and upkeep our unsold inventories until they are sold.

5. RISK FACTORS (Cont'd)

5.2.6 The cost of our development projects may escalate due to increase in construction and labour costs resulting in cost overruns

We typically sell our properties prior to completion based on construction and labour cost estimates provided by engineers, quantity surveyors and tender bids submitted by contractors. Contractors engaged by us will typically supply the construction materials, labour and equipment used in developing our properties and the costs forecasted to be incurred will form part of the contract sum awarded by us to successful contractors.

Under the terms of most of our construction contracts, our construction contractors are responsible for the wages of construction workers and procuring construction materials for our property development projects. They would bear the risk of fluctuations in wages and construction material prices (including fluctuations arising from foreign exchange movements affecting the prices of imported materials) during the term of the relevant contract.

However, even if our contractors have agreed to bear such risk, a persistent uptrend in or significant increase in costs due, among others, to shortage in raw materials or labour, may nevertheless still have an impact on our profit margins, financial condition and results of operations. This is so as an increase in construction costs and wages may subject our contractors to supply risks related to the availability and cost of materials and labour. As we may be unable to pass on any increase in construction costs to property buyers, our contractors may be faced with financial difficulties. This may affect our contractors' ability to carry out the construction work and may result in delay in completion of our projects. A significant increase in costs may also require us to carry out a revised tender with a higher award value for our construction works resulting in a decrease in our profit margins and delay in completion of our projects. Our reputation, business and results of operations may be materially and adversely affected under those circumstances. In addition, there can be no assurance that our contractors in the future will continue to agree to bear the risk of fluctuations in wages and construction material prices. If we fail to secure such contracts in the future, any material increase in such costs may decrease our profit margins from our development projects, and our business and results of operations may be materially and adversely affected.

Further, any subsequent changes to the construction contract due to unforeseen requirements may result in variation orders which could escalate costs. There can be no assurance that there will not be any adverse movements in the cost of construction materials which could have a material adverse effect on our business, financial condition, results of operations and prospects.

5.2.7 There may be delays in the completion of our development projects

The timely completion of a development project is dependent on many external factors, some of which may be beyond our control. Such external factors include obtaining approvals from various regulatory authorities as scheduled, sourcing and securing quality construction materials in adequate amounts, and on favourable credit terms, hiring sufficient labour and appointing competent consultant and contractors to complete the development on time. In addition, environmental factors such as natural disasters, landslides and flooding could also result in delays in the completion of our projects.

5. RISK FACTORS (Cont'd)

We have limited control over the performance of sub-contractors engaged by the main contractors in undertaking our property development projects. There can be no assurance that our main contractors are able to, among other things, hire sufficient labour or complete their work and deliver us the properties within the agreed timeframe. Any delay in the completion of our development projects in Malaysia may give rise to potential claims for liquidated damages from our property buyers pursuant to the terms of the sale and purchase agreements. Delays in completion of development projects in other jurisdictions such as the United Kingdom which extend beyond the contractually specified period, may also entitle purchasers to rescind the sale and purchase agreement and claim a refund of monies paid. Any such claims may adversely affect our reputation, business, financial condition, results of operations and prospects.

5.2.8 We may not be able to secure services of experienced and competent consultants and contractors at the right cost

As a property developer who undertakes several large scale property development projects at any one time, we rely heavily on experienced and competent consultants and contractors to execute those projects cost effectively. Due to competition, there can be no assurance we will be able to secure services from the reliable and reputable consultants and contractors who are able to deliver good quality work within stipulated timeframe at the best cost structures. Failure to secure quality consultants and contractors with best cost structures may materially adversely affect our business, reputation, financial condition, results of operations and prospects.

5.2.9 We may achieve lower GDVs than estimated

The GDVs of the projects undertaken by our Group, joint venture and/or associates are estimated based on market conditions as at the date of valuation of the projects and certain assumptions may ultimately prove to be inaccurate. These assumptions include the product mix, demand for our products, average selling prices and relevant planning permissions and other consents being obtained. Failure to meet these assumptions may result in our Group not achieving our GDVs and in turn, could have a material adverse impact on our business, financial condition, results of operations and prospects.

5.2.10 We are exposed to the foreign exchange fluctuations

We currently operate in several jurisdictions and are subject to fluctuations in the various currencies that we transact with. Foreign currency denominated assets and liabilities together with the expected cash flow from anticipated transactions denominated by the foreign currencies give rise to foreign exchange exposures. Any fluctuations in foreign exchange may affect our performance and results of operations. In particular, with our 40% stake in the joint venture with SP Setia and the EPF to develop the Battersea Power Station where the cash flows of our joint venture are denominated in GBP, a weakening of the GBP against RM may result in a material adverse impact on our financial position and results of operations. The GBP has weakened against RM and other foreign currencies since the United Kingdom's national referendum on 23 June 2016, where a majority of voters in the United Kingdom voted for the United Kingdom to withdraw from the EU ("**Brexit**"), in part due to uncertainties surrounding the implementation and effects of Brexit including the terms and conditions of such exit and the uncertainty in relation to the legal and regulatory framework that would apply to the United Kingdom. If this weakness persists over a lengthy period of time, it could have a material adverse impact on our Group's financial condition and results of operations.

5. RISK FACTORS (Cont'd)

5.2.11 We may suffer uninsured losses or losses in excess of insured limits

We maintain insurance policies where practicable in line with general business practices where practicable, with adequate policy specifications and insured limits. Risks insured against include fire, lightning, flooding, theft, vandalism and public liability. Where practicable, we also maintain insurance to protect against property damage and general liability in countries we operate. There are, however, certain types of losses (such as from wars, acts of terrorism or acts of God) that generally are not insured because they are either uninsurable or not economically insurable. Should an uninsured loss or a loss in excess of insured limits or a failure of insurers to fulfil their obligation for the sum insured occur, we could be required to pay compensation and/or lose the capital we invested in the property, as well as anticipated future revenue from that property. Any such loss could adversely affect our business, financial condition and results of operations. There can be no assurance that material losses will not occur in the future that exceed the compensation received or that adequate insurance coverage will be available in the future on commercially reasonable terms or rates.

5.2.12 Environmental laws, regulations and standards may expose our Group, joint ventures and associates to the risk of substantial costs and liabilities

Our Group, joint venture entities and associates are subject to the risk of environmental liabilities associated with development land and projects. These may be in relation to any soil and/or other contamination that may arise on the sites and land bank being developed. Such liabilities may result in significant investigation, removal, clean-up or remediation costs and claims by third parties and could prohibit or severely restrict development of projects on those sites. These may have a material adverse impact on our business, reputation, financial condition, results of operations and prospects.

There can be no assurance that all costs and risks regarding compliance with environmental laws and regulation can be identified. There can also be no assurance that any site will at all times comply with all applicable environmental laws, regulations and permit requirements. New and more stringent environmental laws, regulations and permit requirements or stricter interpretation of current laws or regulations could impose substantial additional costs on our operations. These could have a material adverse effect on our Group, joint venture entities and associates including penalties, onerous remediation obligations or suspension of development work on our properties.

5.2.13 The market value of our property development projects is subject to changes over time

We have engaged independent registered valuers, namely Jones Lang Wootton, Rahim & Co International Sdn Bhd, Khong & Jaafar Sdn Bhd and CH Williams Talhar & Wong Sdn Bhd to value our current property development projects in Malaysia, and Jones Lang LaSalle Limited and LanMark White (Gold Coast) Ptd Ltd to value our properties in the United Kingdom and Australia respectively. The valuation certificates set out in Section 9 of this Prospectus were made on the basis of certain forecasts and assumptions regarding the real estate markets where our developments are located prevailing at a particular point in time. These may change over time, as property values are subject to, among others, factors affecting supply of and demand for properties, the rate of economic growth of the country, interest rates and inflation.

5.2.14 The interests of our joint venture partners may not be aligned or may conflict with ours

We have entered into various joint ventures in relation to our property development and investment business and will continue to do so in the future. Our key joint venture partners are as follows:

5. RISK FACTORS *(Cont'd)*

- (i) S P Setia and its subsidiary Setia International, and Kwasa Global and Kwasa Jersey (subsidiaries of EPF) for the development of Battersea Power Station in the United Kingdom;
- (ii) Pronto (a subsidiary of CapitaMalls Asia) for the development and management of Melawati Mall in Taman Melawati, Kuala Lumpur;
- (iii) Brunfield Metropolitan Sdn Bhd for the development of Oasis Ara Damansara in Selangor and certain portions of land in ALYA Kuala Lumpur; and
- (iv) UEM Sunrise Bhd for the development of Radia at Bukit Jelutong, Selangor.

We may also enter into joint ventures for purposes of carrying out development projects within MVV. As at the LPD, we have entered into discussions with Kwap and Brunfield Development Sdn Bhd to explore collaboration opportunities to undertake developments within MVV.

There may be disputes between our Group and our joint venture partners regarding the business and operations of such joint ventures that may not be resolved amicably. In certain cases, such disputes may arise in respect of reserved matters identified in our joint venture agreements. As reserved matters require the consents of all the parties to the joint venture agreement to be obtained before action may be undertaken by the joint venture entity, any disputes between the joint venture partners would result in a deadlock where the matter in dispute will not be implemented. In certain cases, where the deadlock cannot be resolved even after repeated attempts by the joint venture partners, this may result in 1 joint venture partner acquiring the shares of the other joint venture partner, bringing the joint venture to an end.

In addition, our joint venture partners may, amongst other things:

- (i) have economic or business interests or goals that are not aligned with ours;
- (ii) experience financial or other difficulties;
- (iii) be unable or unwilling to fulfil their contractual obligations such as not complying with requests in making payments during future capital calls; or
- (iv) take actions contrary to our instructions, requests, policies or objectives.

Although there has been no major disputes or conflict between our joint venture partners, the occurrence of any of these events may materially and adversely affect the performance of the joint ventures, which in turn may materially and adversely affect the business, financial condition, results of operations and prospects of our Group.

5.2.15 We may be involved in legal and other proceedings arising from our operations from time to time

We may be involved from time to time in disputes with various parties that we deal with such as our sub-contractors, suppliers, property buyers, regulatory authorities and other partners. These disputes may lead to legal and other proceedings, administrative proceedings against us and unfavourable decrees issued against us and may cause us to suffer additional costs, delays and/or financial losses. The occurrence of any of these events may materially and adversely affect our business, reputation, financial condition, results of operations and prospects. Please refer to Section 16.5 of this Prospectus for information on the material litigation involving our Group.

5. RISK FACTORS (Cont'd)

5.3 RISKS RELATING TO THE COUNTRIES WHERE WE OPERATE

5.3.1 Our business is subject to government regulations and policies and political considerations in the countries where we operate

Like other businesses, our operations are subject to significant government regulations and policies and political consideration in the countries where we operate, which may affect our financial performance. Please refer to Section 7.24 of this Prospectus for the principal laws and regulations which are material to the operations of our Group, joint ventures and associates.

In countries where our Group, joint ventures and/or associates operate, before we are able to launch new projects, we are required to obtain several approvals, consents, permits, licences and/or certificates from the relevant administrative authorities and/or local government or ministry. Delays or a failure in obtaining the requisite approvals or obtaining approvals which are subject to onerous conditions may cause a delay in the launch of our projects and consequently affect our income.

Further such approvals, consents, permits, licences and/or certificates may be subject to periodic review by the relevant authorities. In addition, there may be conditions imposed and the standards of compliance required may change from time to time. Failure to renew such approval, consents, permits, licences and/or certificates or changes imposed to their terms may cause disruption or delay in relation to our business operations and thus affect our business, financial condition, results of operations and prospects.

While there is no restriction on foreign ownership or occupation of real estate imposed by the government of United Kingdom, our investment in the Battersea Power Station project in the United Kingdom may be affected following the result of Brexit vote to leave EU. Following the Brexit vote to leave EU in June 2016, the government of United Kingdom had on 29 March 2017, invoked Article 50 of the Treaty on the European Union and the United Kingdom is now set to leave the EU by April 2019. Until the terms of leaving and future relationship between the United Kingdom and EU are concluded, it is not possible to determine the full impact of those terms on the economy in the United Kingdom as well as our investment.

Any change (including a change in interpretation) in tax legislation, including the imposition of new taxes or increases in tax rates, or any change in the tax treatment of assets or liabilities held by our Group may have an adverse impact on our Group's business, financial condition, results of operations and prospects. This would include changes in tax laws which may result in us no longer being able to enjoy certain tax benefits or an increase in the rates of stamp duty which could have an adverse impact on the price at which potential land sites can be acquired.

5.3.2 We are dependent on the performance of the property sector in countries where we operate

Our business is subject to the performance of the property sector in countries where we operate where property prices are largely affected by supply and demand, in particular the performance of the property sector in the United Kingdom where we are involved in the development of Battersea Power Station project.

In particular, the demand for our properties could be adversely affected by, among other things, any of the following:

- (i) the consequences of Brexit, including the possibility of lower population growth due to a decrease in migration into the United Kingdom and a decrease in investors in the United Kingdom;

5. RISK FACTORS (Cont'd)

- (ii) weakness in domestic and international economies;
- (iii) adverse government regulations;
- (iv) absence of financing for purchase of properties;
- (v) higher interest rates; and
- (vi) a perception that there has been a decrease in a country's safety and security, as a result of, among other things, an increase in levels of terrorist attacks.

To the extent that any of these factors occur, they are likely to impact the demand and pricing of our properties, which consequently, will adversely affect our business, financial condition, results of operations and prospects.

Furthermore, terrorist threats in countries where our overseas projects are located may create uncertainty and doubt on safety and security which would negatively affect the decision making of potential purchasers / investors' whether to invest in a particular property. This may lead to lower property sales or take-up rates and as a result revenue generated from such projects might not be sufficient to cover the costs incurred which in turn would financially impact our Group as well as impact our Group's reputation.

5.3.3 Our land sites may be subject to compulsory acquisition

The land sites held by our Group, joint venture and/or associates may be compulsorily acquired by the respective government of the countries where they are located, for, among other things, public use or due to public interest. In the event such land sites are compulsorily acquired, and the NBV of the land site to be compulsorily acquired is greater than the compensation paid in respect of the acquired land, our business, financial condition, results or operations and prospects could be adversely affected.

5.4 RISKS RELATING TO OUR SHARES AND OUR LISTING

5.4.1 Our Listing may not result in an active liquid market for our Shares

There can be no assurance as to the liquidity of the market that may develop for our Shares, the ability of holders to sell our Shares or the price at which holders would be able to sell our Shares. Neither our Company nor the Promoter has an obligation to make a market for our Shares or if such market does develop, to sustain it.

In addition, there can be no assurance that the trading price of our Shares will reflect our operations and financial condition, our growth prospects or the growth prospects of the industry in which we operate.

5.4.2 The trading price and trading volume of our Shares may be volatile

The trading price and trading volume of our Shares may be volatile and could be affected by numerous factors, including the following:

- (i) general market, political and economic conditions;
- (ii) trading liquidity of our Shares;
- (iii) differences in our actual financial and operating results and those expected by investors and analysts;

5. RISK FACTORS *(Cont'd)*

- (iv) changes in earnings estimates and recommendations by financial analysts;
- (v) changes in market valuations of listed shares in general or shares of companies comparable to ours;
- (vi) perceived growth prospects of our business and the industry in which we operate;
- (vii) changes in government policy, legislation or regulation;
- (viii) general operational and business risks; and/or
- (ix) sale or possible sale of a substantial number of our Shares in the public market.

In addition, many of the risks described elsewhere in this Prospectus could have a material adverse effect on the market price of our Shares. Accordingly, there can be no assurance that our Shares will not trade at prices lower than the Listing Reference Price.

Over the past few years, the Malaysian, regional and global equity markets have experienced significant price and volume volatility that have affected the share prices of many companies. Share prices of many companies have experienced wide fluctuations that are often unrelated to the operating performance of these companies, including fluctuations as a result of developments in other emerging markets. There can be no assurance that the trading price and trading volume of our Shares will not be subject to the same fluctuations.

5.4.3 There may be a delay in, or termination of, our Listing

The occurrence of certain events, including the following, may cause a delay in, or termination of, our Listing:

- (i) the revocation of approvals from the relevant authorities for our Admission and/or Listing for whatever reason; or
- (ii) the occurrence of certain events or circumstance beyond our control (including any legal suit filed by any party).

If our Listing is aborted, you may end up holding our unlisted Shares.

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6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES

6.1 OUR COMPANY

6.1.1 Background and history

Our Company was incorporated in Malaysia under the Companies Act 1965 as a private limited company on 15 September 1973 under the name of Kumpulan Guthrie Holdings Sendirian Berhad and is deemed registered under the Act. Our name was subsequently changed to Guthrie Property Development Holding Sendirian Berhad on 27 September 1990.

On 2 October 2003, our Company was converted into a public company and assumed the name of Guthrie Property Development Holding Berhad.

Following the merger of the Kumpulan Sime Darby Berhad group, Kumpulan Guthrie Berhad group and Golden Hope Plantations Berhad group in 2007, the property businesses within each of those groups were consolidated under our Company. The Merger was effected through the acquisition of the entire businesses and undertakings (“**Acquisitions**”) of 8 public listed companies, namely Kumpulan Sime Darby Berhad, Sime UEP Properties Berhad, Sime Engineering Services Berhad, Golden Hope Plantations Berhad, Mentakab Rubber Company (Malaya) Berhad, Kumpulan Guthrie Berhad, Guthrie Ropel Berhad and Highlands & Lowlands Berhad (collectively “**Participating Companies**”) by SDB, which was formed as a special purpose vehicle to undertake the Merger.

The Acquisitions by SDB were undertaken together with a capital reduction and repayment exercise by each Participating Company to distribute the purchase consideration for the Acquisitions in the form of redeemable convertible preference shares which entitled the holders to elect to receive cash or ordinary shares in SDB. Following the capital reduction and repayment exercises, each Participating Company issued shares to SDB and became wholly-owned subsidiaries of SDB.

The entire businesses and undertakings of the Participating Companies were transferred to and vested in SDB or nominated intermediate holding companies on 27 November 2007 by way of a scheme of reconstruction and amalgamation under Sections 176 and 178 of the Companies Act 1965. Pursuant to the scheme, similar businesses held by the Participating Companies were integrated under separate intermediate holding companies, creating separate business divisions within the enlarged SDB Group.

SDB was listed on the Main Board of Bursa Securities on 30 November 2007.

On 12 December 2007, our Company changed its name to Sime Darby Property Berhad.

Our Company is principally involved in the business of investment holding, property development and provision of management services whilst the principal activities of our subsidiaries, associates and joint ventures are as set out in Section 6.3 of this Prospectus.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)**6.1.2 Share capital**

As at the date of this Prospectus, our issued share capital is RM6,800,839,377 comprising 6,800,839,377 Shares.

The changes in our issued share capital for the past 3 years preceding the date of this Prospectus are as follows:

(i) SD Property Preference Shares

<u>Date of allotment/ redemption</u>	<u>No. of SD Property Preference Shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>
			<u>RM</u>
9 January 2015	81,433,500	Cash	1,338,111,500
10 April 2015	135,952,500	Cash	1,474,064,000
22 July 2015	106,671,600	Cash	1,580,735,600
12 October 2015	38,750,000	Cash	1,619,485,600
12 January 2016	221,794,100	Cash	1,841,279,700
20 April 2016	199,622,500	Cash	2,040,902,200
12 July 2016	127,948,200	Cash	2,168,850,400
20 October 2016	91,122,700	Cash	2,259,973,100
9 December 2016	69,633,300	Cash	2,329,606,400
13 March 2017	75,889,900	Cash	2,405,496,300
10 November 2017	1,405,496,300	Redemption via issuance of new Shares	Nil

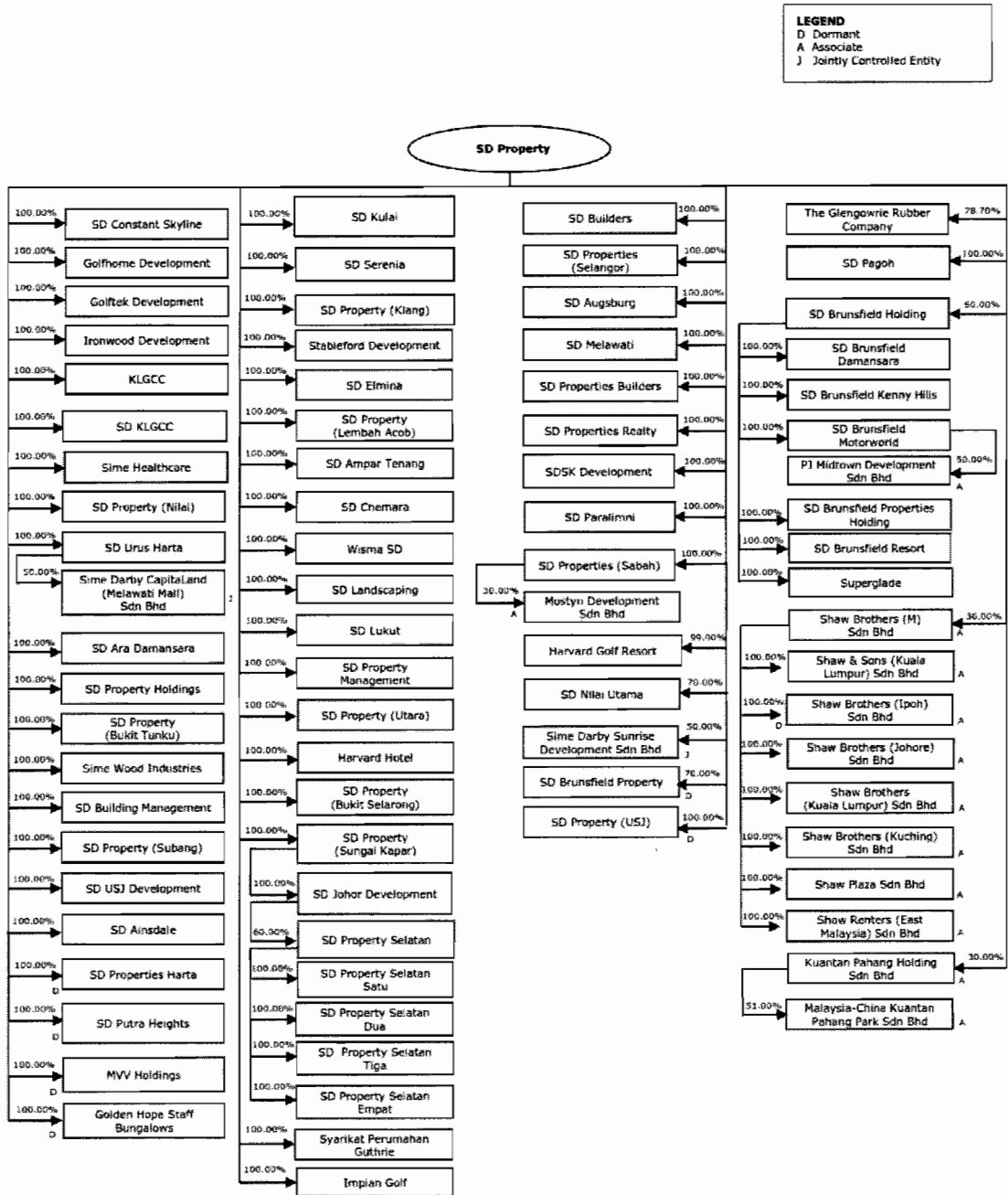
(ii) Shares

<u>Date of allotment</u>	<u>No. of Shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>
			<u>RM</u>
10 November 2017	1,405,496,300	Allotment pursuant to Redemption	2,405,496,300
10 November 2017	4,395,343,077	Capitalisation pursuant to Interco Settlement	6,800,839,377

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

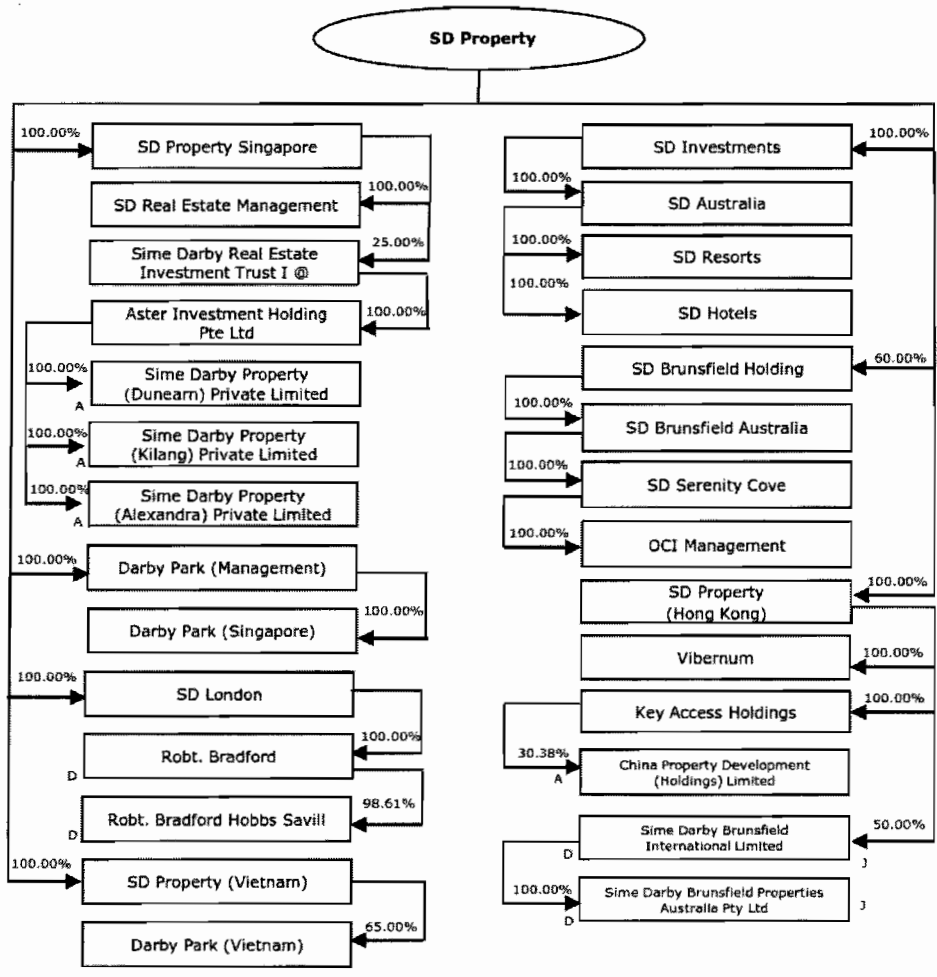
6.2 GROUP STRUCTURE

Our group structure as at the date of this Prospectus is set out below:



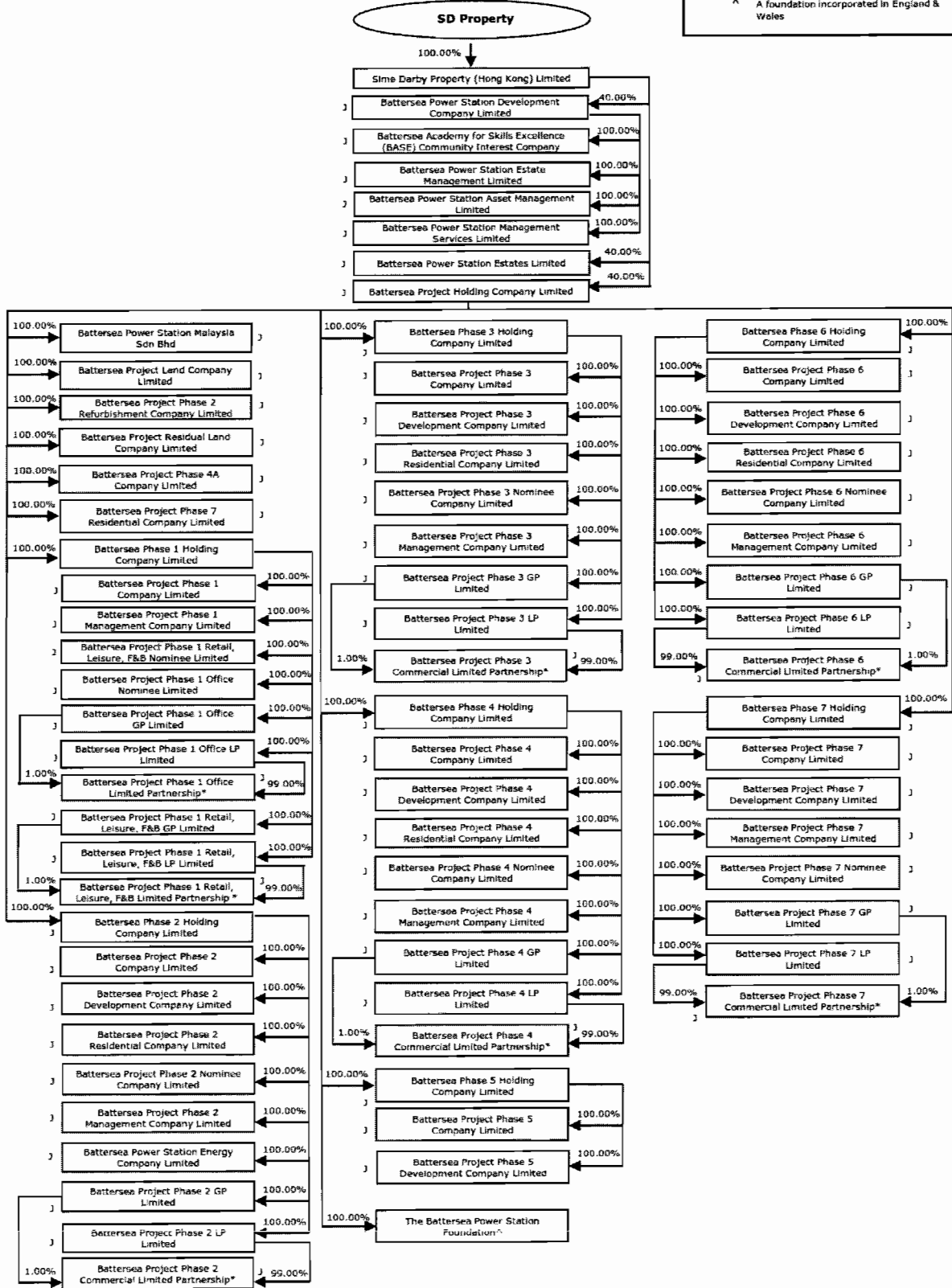
6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

LEGEND
 D Dormant
 A Associate
 J Jointly Controlled Entity
 @ Unit Trust



6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Note: * A partnership formed under the English Limited Partnership
 ^ A foundation incorporated in England & Wales



6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

6.3 OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

6.3.1 Our subsidiaries, associates and joint ventures as at the LPD are as follows:

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital	Our effective equity interest	Principal activities
		RM (unless otherwise stated)	%	
Our directly held subsidiaries				
Darby Park (Management) (199607720G)	25 October 1996 Singapore	N/A / SGD100,000	100	Property investment and management of service apartments and investment holding
Golfhome Development ⁽⁶³⁾ (201142-T)	18 July 1990 Malaysia	N/A / RM2,500,001	100	Property investment and property development
Golftek Development ⁽⁶³⁾ (204185-T)	13 September 1990 Malaysia	N/A / RM100,000	100	Property investment and property development
Golden Hope Staff Bungalows ⁽¹⁾	8 December 1984 Malaysia	N/A / RM3,630,000	100	Dormant. This entity is in the process of a members' voluntary winding-up
Harvard Golf Resort ⁽⁵⁹⁾ (225094-A)	16 September 1991 Malaysia	N/A / RM19,914,682	99 ⁽²⁾	Provision of golfing and sporting services
Harvard Hotel (239126-P)	30 April 1992 Malaysia	N/A / RM7,500,000	100	Operation of a hotel
Impian Golf ⁽⁵⁹⁾⁽⁶³⁾ (259760-U)	18 March 1993 Malaysia	N/A / RM5,000,000	100	Provision of golfing and sporting services
Ironwood Development ⁽⁶³⁾ (202664-X)	16 August 1990 Malaysia	N/A / RM2,500,001	100	Property investment and property development
KLGCC ⁽⁵⁹⁾⁽⁶³⁾ (196581-V)	12 April 1990 Malaysia	N/A / RM518,000,000 ⁽³⁾	100	Provision of golfing and sporting services and property development
MVV Holdings (1143081-U)	5 May 2015 Malaysia	N/A / RM2	100	Dormant. This entity will be used to undertake the development of MVV

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital	Our effective equity interest	Principal activities
		RM (unless otherwise stated)	%	
SD Ainsdale ⁽⁶³⁾ (805032-T)	31 January 2008 Malaysia	N/A / RM2,500,001	100	Property development
SD Ampar Tenang ⁽⁶³⁾ (173004-T)	17 August 1988 Malaysia	N/A / RM30,000,000	100	Property investment
SD Ara Damansara ⁽⁶³⁾ (230755-X)	13 December 1991 Malaysia	N/A / RM2,500,001	100	Property investment and development
SD Augsburg ⁽⁶³⁾ (202039-D)	3 August 1990 Malaysia	N/A / RM2,500,001	100	Property development
SD Brunfield Holding ⁽⁶³⁾ (723039-H)	8 February 2006 Malaysia	N/A / RM1,000,000	60 ⁽⁴⁾	Property development and investment holding
SD Brunfield Property (711653-T)	3 October 2005 Malaysia	N/A / RM1,000,000	70 ⁽⁵⁾	Dormant. This entity is to be liquidated
SD Builders ⁽⁶³⁾ (340331-M)	15 April 1995 Malaysia	N/A / RM1,000,000	100	Property development and construction
SD Building Management (44807-M)	23 January 1979 Malaysia	N/A / RM2,500,001	100	Provision of property management services
SD Chemara ⁽⁶³⁾ (218906-A)	14 June 1991 Malaysia	N/A / RM250,002	100	Property development
SD Constant Skyline (328846-X)	28 December 1994 Malaysia	N/A / RM250,000	100	Property development
SD Elmina ⁽⁶³⁾ (283265-U)	3 December 1993 Malaysia	N/A / RM25,000,000	100	Property development and investment
SD Investments ⁽⁶³⁾ (000759491)	3 March 1970 Australia	N/A / AUD5,650,000	100	Investment holding
SD KLGCC ⁽⁶³⁾ (736546-A)	6 June 2006 Malaysia	N/A / RM3,000,000	100	Property development
SD Kulai (118169-V)	17 April 1984 Malaysia	N/A / RM250,000	100	Property development and property investment

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
SD Landscaping ⁽⁶³⁾ (6814-D)	22 February 1962 Malaysia	N/A / RM2,500,001	100	Property investment and development
SD London ⁽⁶³⁾ (1063138)	27 July 1972 England and Wales	N/A / GBP38,493,886	100	Property investment holding
SD Lukut ⁽⁶³⁾ (205121-D)	28 September 1990 Malaysia	N/A / RM9,450,002	100	Property investment and development
SD Melawati ⁽⁶³⁾ (15228-T)	24 July 1973 Malaysia	N/A / RM10,000,002	100	Property development, property management and property investment
SD Nilai Utama ⁽⁶³⁾ (346918-A)	15 June 1995 Malaysia	N/A / RM500,000	70 ⁽⁶⁾	Property development
SD Pagoh ⁽⁶³⁾ (2666-A)	14 October 1955 Malaysia	N/A / RM41,313,000	100	Property development and property investment
SD Paralimni ⁽⁶³⁾ (201978-H)	2 August 1990 Malaysia	N/A / RM2	100	Property development
SD Properties (Sabah) ⁽⁶³⁾ (356855-T)	25 August 1995 Malaysia	N/A / RM2	100	Property development and investment holding
SD Properties (Selangor) ⁽⁶³⁾ (263040-P)	29 April 1993 Malaysia	N/A / RM2,500,001	100	Property development
SD Properties Builders (361078-P)	26 September 1995 Malaysia	N/A / RM5,000,000	100	Construction
SD Properties Harta ⁽⁷⁾ (389256-T)	4 June 1996 Malaysia	N/A / RM2	100	Dormant. This entity is in the process of a members' voluntary winding-up
SD Properties Realty ⁽⁶³⁾ (116375-A)	13 March 1984 Malaysia	N/A / RM2,500,002	100	Property development and management

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital	Our effective equity interest	Principal activities
		RM (unless otherwise stated)	%	
SD Property (Bukit Selarong) ⁽⁶³⁾ (38248-T)	7 March 1978 Malaysia	N/A / RM26,500,000	100	Property development
SD Property (Bukit Tunku) ⁽⁶³⁾ (73522-W)	24 July 1981 Malaysia	N/A / RM4,000,000	100	Property development
SD Property (Hong Kong) ⁽⁶³⁾ (1066628)	12 August 2006 Hong Kong	N/A / HKD3,803,062,100 ⁽⁸⁾	100	Investment holding
SD Property (Klang) (325356-A)	30 November 1994 Malaysia	N/A / RM1,000,000	100	Property development
SD Property (Lembah Acob) ⁽⁶³⁾ (334185-A)	20 February 1995 Malaysia	N/A / RM2	100	Property development and investment
SD Property (Nilai) ⁽⁶³⁾ (321867-U)	29 October 1994 Malaysia	N/A / RM2,500,001	100	Property development, investment and provision of property management services
SD Property (Subang) ⁽⁶³⁾ (324670-W)	25 November 1994 Malaysia	N/A / RM2,500,001	100	Property development and investment
SD Property (Sungai Kapar) ⁽⁶³⁾ (102210-T)	4 June 1983 Malaysia	N/A / RM448,560,002	100	Investment holding, property development and property investment
SD Property (USJ) (326779-A)	12 December 1994 Malaysia	N/A / RM2	100	Dormant. This entity is to be liquidated
SD Property (Utara) ⁽⁶³⁾ (215700-D)	13 April 1991 Malaysia	N/A / RM5,000,000	100	Property development and property investment
SD Property (Vietnam) (199501337R)	24 February 1995 Singapore	N/A / SGD4,000,000	100	Investment holding and management of service residences

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital	Our effective equity interest	Principal activities
		RM (unless otherwise stated)	%	
SD Property Holdings ⁽⁶³⁾ (83649-D)	19 April 1982 Malaysia	N/A / RM2	100	Property investment and provision of property management services
SD Property Management ⁽⁶³⁾ (130658-U)	13 November 1984 Malaysia	N/A / RM22,836,589	100	Property management services and property investment holding
SD Property Singapore ⁽⁵⁹⁾⁽⁶³⁾ (200415372G)	29 November 2004 Singapore	N/A / SGD1	100	Property management and investment holding
SD Putra Heights (117286-H)	30 March 1984 Malaysia	N/A / RM250,000	100	Dormant. This entity is to be liquidated
SD Serenia ⁽⁶³⁾ (117285-M)	30 March 1984 Malaysia	N/A / RM263,250,000 ⁽⁹⁾	100	Property investment and development
SDSK Development ⁽⁶³⁾ (25861-K)	29 December 1975 Malaysia	N/A / RM20,000,000	100	Property development and management
SD Urus Harta (23531-U)	18 February 1957 Malaysia	N/A / RM4,032,341	100	Investment holding and property management services
SD USJ Development ⁽⁶³⁾ (56669-W)	31 March 1980 Malaysia	N/A / RM5,000,000	100	Property development and property investment
Sime Healthcare (174015-V)	16 September 1988 Malaysia	N/A / RM14,272,000	100	Property investment
Sime Wood Industries ⁽⁶³⁾ (145091-X)	21 September 1985 Malaysia	N/A / RM2	100	Property investment and provision of property management services
Stableford Development ⁽⁶³⁾ (116098-A)	7 March 1984 Malaysia	N/A / RM167,500,001 ⁽¹⁰⁾	100	Property investment and development and operation of a convention centre
Syarikat Perumahan Guthrie ⁽⁶³⁾ (128248-D)	6 October 1984 Malaysia	N/A / RM37,423,985	100	Property development

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
The Glengowrie Rubber Company ⁽⁶³⁾ (1140-W)	8 August 1923 Malaysia	N/A / RM350,000	78.70 ⁽¹¹⁾	Property investment and development
Wisma SD (45505-M)	24 February 1979 Malaysia	N/A / RM5,000,000	100	Property investment, management and related services
Our indirectly held subsidiaries				
<u>Subsidiary of Darby Park (Management)</u>				
Darby Park (Singapore) (199206867W)	19 December 1992 Singapore	N/A / SGD10,000,000	100	Property investment and management of service residences
<u>Subsidiaries of SD Brunfield Holding⁽¹²⁾</u>				
SD Brunfield Damansara ⁽⁶⁴⁾ (736840-A)	8 June 2006 Malaysia	N/A / RM300,000	60	Property investment and development
SD Brunfield Kenny Hills ⁽⁶⁴⁾ (736838-P)	8 June 2006 Malaysia	N/A / RM250,002	60	Property development
SD Brunfield Motorworld (736836-D)	8 June 2006 Malaysia	N/A / RM2	60	Investment holding
SD Brunfield Properties Holding ⁽⁶⁴⁾ (736835-V)	8 June 2006 Malaysia	N/A / RM100,000	60	Property investment
SD Brunfield Resort ⁽⁶⁴⁾ (736839-M)	8 June 2006 Malaysia	N/A / RM250,000	60	Property development
Superglade (1154742-W)	10 August 2015 Malaysia	N/A / RM2	60	Project development services
SD Brunfield Australia (1034675)	26 June 2006 British Virgin Islands	USD50,000 / USD100	60	Investment holding

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

<u>Name (registration number)</u>	<u>Date and country of incorporation</u>	<u>Authorised / Issued share capital</u> RM (unless otherwise stated)	<u>Our effective equity interest</u> %	<u>Principal activities</u>
<u>Subsidiary of SD Brunfield Australia</u>				
SD Serenity Cove ⁽¹³⁾⁽⁶⁵⁾ (120463489)	29 June 2006 Australia	N/A / AUD100	60	Property development
<u>Subsidiary of SD Serenity Cove</u>				
OCI Management ⁽¹⁴⁾ (124656300)	28 March 2007 Australia	N/A / AUD2	60	Security and land care services
<u>Joint venture of SD Brunfield Motorworld</u>				
PJ Midtown Development Sdn Bhd ⁽⁶⁶⁾ (736837-A)	8 June 2006 Malaysia	N/A / RM42,000,000	30 ⁽¹⁵⁾	Property development
<u>Subsidiary of SD Investments</u>				
SD Australia ⁽⁵⁹⁾⁽⁶⁷⁾ (008666359)	14 December 1918 Australia	N/A / AUD7,388,005	100	Investment holding, service apartments, holiday homes
<u>Subsidiaries of SD Australia</u>				
SD Hotels (000520632)	16 December 1965 Australia	N/A / AUD70,000 ⁽¹⁶⁾	100 ⁽¹⁶⁾	Operation of service apartments
SD Resorts (008685023)	26 October 1961 Australia	N/A / AUD400,000	100	Management of a resort
<u>Associate of SD Properties (Sabah)</u>				
Mostyn Development Sdn Bhd ⁽⁷⁶⁾ (714424-T)	8 November 2005 Malaysia	N/A / RM678,000	30 ⁽³⁹⁾	Dormant. This entity has been set up to undertake property development
<u>Subsidiaries of SD Property (Hong Kong)</u>				
Key Access Holdings ⁽⁵⁹⁾ (1529211)	22 April 2009 British Virgin Islands	USD50,000 / USD1	100	Investment holding

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

<u>Name (registration number)</u>	<u>Date and country of incorporation</u>	<u>Authorised / Issued share capital</u>	<u>Our effective equity interest</u>	<u>Principal activities</u>
		<u>RM (unless otherwise stated)</u>	<u>%</u>	
Vibernum ⁽⁵⁹⁾ (51441)	5 February 2010 Guernsey	GBP100,000 / GBP100	100	Property investment holding
<u>Associate of Key Access Holdings</u>				
China Property Development (Holdings) Limited ⁽⁵⁹⁾ (115976)	22 February 2002 Cayman Islands	USD50,000 / USD66.88	30.38 ⁽¹⁷⁾	Investment holding
<u>Joint ventures of SD Property (Hong Kong)</u>				
Sime Darby Brunfield International Limited ⁽⁵⁹⁾ (1401193)	26 April 2007 British Virgin Islands	50,000 shares / USD2	50 ⁽¹⁸⁾	Dormant. This entity is to be liquidated
Battersea Power Station Development Company Limited ⁽⁶⁸⁾ (8150687)	20 July 2012 England and Wales	N/A / GBP50,000	40 ⁽¹⁹⁾	Development management services
Battersea Power Station Estates Limited ⁽⁶⁸⁾ (8338291)	20 December 2012 England and Wales	N/A / GBP50,000	40 ⁽²⁰⁾	Residential sales and lettings services
BPHCL ⁽⁶⁸⁾ (110930)	22 June 2012 Jersey	GBP500,000 / GBP84,825	40 ⁽²¹⁾	Investment holding
<u>Subsidiary of SD London</u>				
Robt. Bradford (00542757)	1 January 1955 England and Wales	GBP123,000 / GBP122,100	100	Dormant. This entity is to be liquidated
<u>Subsidiary of Robt. Bradford</u>				
Robt. Bradford Hobbs Savill ⁽²²⁾ (00458701)	11 September 1948 England and Wales	GBP30,000 / GBP22,665	98.61	Dormant. This entity is to be liquidated
<u>Subsidiary of SD Property (Sungai Kapar)</u>				
SD Johor Development ⁽⁶⁹⁾ (50968-K)	27 September 1979 Malaysia	N/A / RM5,125,000 ⁽²³⁾	100	Property development, property investment and investment holding

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
<u>Subsidiary of SD Johor Development</u>				
SD Property Selatan ⁽⁷⁰⁾ (967595-H)	11 November 2011 Malaysia	N/A / RM22,000,000	60 ⁽²⁴⁾	Investment holding and construction
<u>Subsidiaries of SD Property Selatan</u>				
SD Property Selatan Satu ⁽⁷¹⁾ (1016138-D)	7 September 2012 Malaysia	N/A / RM107,400,000 ⁽²⁵⁾	60	Construction and assets management services under the concession agreement
SD Property Selatan Dua ⁽⁷¹⁾ (1016357-X)	10 September 2012 Malaysia	N/A / RM86,300,000 ⁽²⁶⁾	60	Construction and assets management services under the concession agreement
SD Property Selatan Tiga (1005296-U)	8 June 2012 Malaysia	N/A / RM18,200,000 ⁽²⁷⁾	60	Construction and assets management services under the concession agreement
SD Property Selatan Empat (1010389-M)	18 July 2012 Malaysia	N/A / RM12,000,000 ⁽²⁸⁾	60	Construction and assets management services under the concession agreement
<u>Subsidiary of SD Property (Vietnam)</u>				
Darby Park (Vietnam) ⁽⁵⁹⁾ (1285/GP)	23 June 1995 Vietnam	USD10,300,000 / USD4,000,000	65 ⁽²⁹⁾	Development and operation of service residences
<u>Subsidiaries of SD Property Singapore</u>				
SD Real Estate Management (201541961H)	1 December 2015 Singapore	N/A / SGD100,000	100	Property management services
<u>Associate of SD Property Singapore</u>				
Sime Darby Real Estate Investment Trust I ⁽⁷²⁾	24 March 2016 ⁽⁶⁰⁾ Singapore	N/A	25 ⁽³⁰⁾	Real estate investment

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
<u>Subsidiary of Sime Darby Real Estate Investment Trust I</u>				
Aster Investment Holding Pte Ltd ⁽³¹⁾⁽⁷³⁾ (201607897G)	28 March 2016 Singapore	N/A / SGD34,259,874	25	Property management and investment holding
<u>Subsidiaries of Aster Investment Holding Pte Ltd⁽³²⁾</u>				
Sime Darby Property (Alexandra) Private Limited (199004261E)	29 August 1990 Singapore	N/A / SGD10,000,000	25	Property investment and management
Sime Darby Property (Dunearn) Private Limited (198303278D)	13 July 1983 Singapore	N/A / SGD100,000	25	Property investment and management
Sime Darby Property (Kilang) Private Limited (199605787G)	8 August 1996 Singapore	N/A / SGD1,000,000	25	Property investment and management
<u>Our associates</u>				
Kuantan Pahang Holding Sdn Bhd (1011338-K)	25 July 2012 Malaysia	N/A / RM100	30 ⁽³³⁾	Investment holding
Shaw Brothers (M) Sdn Bhd ⁽⁷⁴⁾ (117709-T)	9 April 1984 Malaysia	N/A / RM100,000,000	36 ⁽³⁴⁾	Investment holding
<u>Subsidiary of Kuantan Pahang Holding Sdn Bhd</u>				
Malaysia-China Kuantan Industrial Park Sdn Bhd (1032692-U)	23 January 2013 Malaysia	N/A / RM350,000	15.3 ⁽³⁵⁾	Property development
<u>Subsidiaries of Shaw Brothers (M) Sdn Bhd</u>				
Shaw & Sons (Kuala Lumpur) Sdn Bhd ⁽⁷⁵⁾ (3408-U)	30 March 1959 Malaysia	N/A / RM9,123,650	36	Property investment and provision of management services

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
Shaw Brothers (Ipoh) Sdn Bhd (760-M)	4 September 1933 Malaysia	N/A / RM233,000	36	Dormant. This entity has been set up to undertake future developments
Shaw Brothers (Johore) Sdn Bhd (2872-K)	15 October 1956 Malaysia	N/A / RM100,000	36	Investment holding
Shaw Brothers (Kuala Lumpur) Sdn Bhd (967-M)	9 July 1938 Malaysia	N/A / RM6,650,020 ⁽³⁶⁾	36	Letting of property
Shaw Brothers (Kuching) Sdn Bhd (93343-P)	24 October 1966 Malaysia	N/A / RM102	36	Investment holding
Shaw Plaza Sdn Bhd ⁽⁷⁵⁾ (2892-D)	5 December 1956 Malaysia	N/A / RM127,450,000 ⁽³⁷⁾	36	Property investment and provision of management services and owning and operating a hotel
Shaw Renters (East Malaysia) Sdn Bhd (8426-X)	15 March 1969 Malaysia	N/A / RM4,500,102 ⁽³⁸⁾	36	Investment holding
<u>Our joint venture</u>				
Sime Darby Sunrise Development Sdn Bhd ⁽⁷⁷⁾ (882264-V)	10 December 2009 Malaysia	N/A / RM250,000	50 ⁽⁴⁰⁾	Property development
<u>Joint venture of SD Urus Harta</u>				
Sime Darby CapitaLand (Melawati Mall) Sdn Bhd ⁽⁷⁸⁾ (946244-M)	26 May 2011 Malaysia	N/A / RM100,000	50 ⁽⁴¹⁾	Property investment
<u>Subsidiaries of Battersea Power Station Development Company Limited⁽⁴²⁾</u>				
Battersea Power Station Asset Management Limited (10385502)	20 September 2016 England and Wales	N/A / GBP1	40	Asset management services

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital	Our effective equity interest	Principal activities
		RM (unless otherwise stated)	%	
Battersea Power Station Estate Management Limited ⁽⁷⁹⁾ (10385514)	20 September 2016 England and Wales	N/A / GBP1	40	Estate management services
Battersea Power Station Management Services Limited (10385475)	20 September 2016 England and Wales	N/A / GBP1	40	Dormant. This entity has been set up to provide management services to the Battersea group of companies
Battersea Academy For Skills Excellence (BASE) Community Interest Company (10506927)	1 December 2016 England and Wales	N/A / GBP1	40	Promotion of employment, skills development/training, enterprise and culture
<u>Subsidiaries of BPHCL⁽⁴³⁾</u>				
Battersea Phase 1 Holding Company Limited ⁽⁸⁰⁾ (113607)	29 July 2013 Jersey	GBP25,000 / GBP10	40	Investment holding
Battersea Phase 2 Holding Company Limited ⁽⁸⁰⁾ (113777)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Investment holding
Battersea Phase 3 Holding Company Limited ⁽⁸⁰⁾ (113785)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Investment holding
Battersea Phase 4 Holding Company Limited (113792)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Investment holding
Battersea Phase 5 Holding Company Limited (113800)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Investment holding

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital	Our effective equity interest	Principal activities
		RM (unless otherwise stated)	%	
Battersea Phase 6 Holding Company Limited (113804)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Investment holding
Battersea Phase 7 Holding Company Limited (113812)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Investment holding
Battersea Power Station Malaysia Sdn Bhd ⁽⁸⁰⁾ (1022644-X)	30 October 2012 Malaysia	N/A / RM250,000	40	Marketing services
Battersea Project Land Company Limited ⁽⁸⁰⁾ (110931)	22 June 2012 Jersey	GBP500,000 / GBP0.10 ⁽⁴⁴⁾	40	Property development and property investment
Battersea Project Phase 2 Refurbishment Company Limited ⁽⁸⁰⁾ (111904)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Property development
Battersea Project Phase 4A Company Limited ⁽⁸⁰⁾ (113803)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development
Battersea Project Phase 7 Residential Company Limited (113815)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to undertake Battersea Phase 7 residential development
Battersea Project Residual Land Company Limited (113820)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant This entity is to be used for the future transfer of the freehold of the site once the entire development has been completed
The Battersea Power Station Foundation (09337638)	2 December 2014 ⁽⁶¹⁾ England and Wales	N/A	40	Charitable foundation

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

<u>Name (registration number)</u>	<u>Date and country of incorporation</u>	<u>Authorised / Issued share capital</u> RM (unless otherwise stated)	<u>Our effective equity interest</u> %	<u>Principal activities</u>
<u>Subsidiaries of Battersea Phase 1 Holding Company Limited⁽⁴⁵⁾</u>				
Battersea Project Phase 1 Company Limited ⁽⁶¹⁾ (111902)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Property investment holding
Battersea Project Phase 1 Management Company Limited (111901)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Dormant. This entity is to be used in the event the rights to the ground rents* of Phase 1 are to be sold off / transferred to a 3 rd party.
Battersea Project Phase 1 Office GP Limited (120130)	3 December 2015 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 1 Office LP Limited (120132)	3 December 2015 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 1 Office Nominee Limited (120131)	3 December 2015 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 1 Retail, Leisure, F&B GP Limited (formerly known as Battersea Project Phase 1 GP Limited) (111897)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 1 Retail, Leisure, F&B LP Limited (formerly known as Battersea Project Phase 1 LP Limited) (111900)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Property development and property investment

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
Battersea Project Phase 1 Retail, Leisure, F&B Nominee Limited (formerly known as Battersea Project Phase 1 Nominee Company Limited) (111899)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to hold the retail, leisure and food and beverage assets of Phase 1
<u>Limited partnership between Battersea Project Phase 1 Retail, Leisure, F&B GP Limited and Battersea Project Phase 1 Retail, Leisure, F&B LP Limited</u>				
Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership (formerly known as Battersea Project Phase 1 Commercial Limited Partnership) ^{(46)(62) (82)} (LP15351)	19 December 2012 England and Wales	N/A / GBP100	40	Property development and property investment
<u>Limited partnership between Battersea Project Phase 1 Office GP Limited and Battersea Project Phase 1 Office LP Limited</u>				
Battersea Project Phase 1 Office Limited Partnership ^{(47)(62) (82)} (LP17647)	20 October 2016 England and Wales	N/A / GBP100	40	Property development and property investment
<u>Subsidiaries of Battersea Phase 2 Holding Company Limited⁽⁴⁸⁾</u>				
Battersea Power Station Energy Company Limited (113784)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to undertake future developments
Battersea Project Phase 2 Company Limited (111898)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 2 Development Company Limited ⁽⁸³⁾ (113778)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

<u>Name (registration number)</u>	<u>Date and country of incorporation</u>	<u>Authorised / Issued share capital</u> RM (unless otherwise stated)	<u>Our effective equity interest</u> %	<u>Principal activities</u>
Battersea Project Phase 2 GP Limited (113782)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 2 LP Limited (113783)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 2 Management Company Limited (113781)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity is to be used in the event the rights to the ground rents* of Phase 2 are to be sold off / transferred to a 3 rd party.
Battersea Project Phase 2 Nominee Company Limited (113780)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to hold the commercial assets of Phase 2
Battersea Project Phase 2 Residential Company Limited ⁽⁸³⁾ (113779)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development
<u>Limited partnership between Battersea Project Phase 2 GP Limited and Battersea Project Phase 2 LP Limited</u>				
Battersea Project Phase 2 Commercial Limited Partnership ^{(49)(62) (84)} (LP15751)	22 October 2013 England and Wales	N/A / GBP100	40	Property development and property investment
<u>Subsidiaries of Battersea Phase 3 Holding Company Limited⁽⁵⁰⁾</u>				
Battersea Project Phase 3 Company Limited ⁽⁸⁵⁾ (111903)	23 November 2012 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 3 Development Company Limited ⁽⁸⁵⁾ (113786)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
Battersea Project Phase 3 GP Limited (113790)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 3 LP Limited (113791)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 3 Management Company Limited (113789)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity is to be used in the event the rights to the ground rents* of Phase 3 are to be sold off / transferred to a 3 rd party.
Battersea Project Phase 3 Nominee Company Limited (113788)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to hold the commercial assets of Phase 3
Battersea Project Phase 3 Residential Company Limited ⁽⁸⁵⁾ (113787)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development
<u>Limited partnership between Battersea Project Phase 3 GP Limited and Battersea Project Phase 3 LP Limited</u>				
Battersea Project Phase 3 Commercial Limited Partnership ⁽⁵¹⁾⁽⁶²⁾ (LP15752)	22 October 2013 England and Wales	N/A / GBP100	40	Property development and property investment
<u>Subsidiaries of Battersea Phase 4 Holding Company Limited⁽⁵²⁾</u>				
Battersea Project Phase 4 Company Limited ⁽⁸⁶⁾ (113793)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 4 Development Company Limited (113794)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

<u>Name (registration number)</u>	<u>Date and country of incorporation</u>	<u>Authorised / Issued share capital</u> RM (unless otherwise stated)	<u>Our effective equity interest</u> %	<u>Principal activities</u>
Battersea Project Phase 4 GP Limited (113798)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 4 LP Limited (113799)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 4 Management Company Limited (113797)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity is to be used in the event the rights to the ground rents* of Phase 4 are to be sold off / transferred to a 3 rd party.
Battersea Project Phase 4 Nominee Company Limited (113796)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to hold the commercial assets of Phase 4
Battersea Project Phase 4 Residential Company Limited (113795)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development
<u>Limited partnership between Battersea Project Phase 4 GP Limited and Battersea Project Phase 4 LP Limited</u>				
Battersea Project Phase 4 Commercial Limited Partnership ⁽⁵³⁾⁽⁶²⁾ (LP15753)	22 October 2013 England and Wales	N/A / GBP100	40	Property development and property investment
<u>Subsidiaries of Battersea Phase 5 Holding Company Limited⁽⁵⁴⁾</u>				
Battersea Project Phase 5 Company Limited ⁽⁸⁶⁾ (113801)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 5 Development Company Limited (113802)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

<u>Name (registration number)</u>	<u>Date and country of incorporation</u>	<u>Authorised / Issued share capital</u> RM (unless otherwise stated)	<u>Our effective equity interest</u> %	<u>Principal activities</u>
<u>Subsidiaries of Battersea Phase 6 Holding Company Limited⁽⁵⁵⁾</u>				
Battersea Project Phase 6 Company Limited ⁽⁶⁶⁾ (113805)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 6 Development Company Limited (113806)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development
Battersea Project Phase 6 GP Limited (113810)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 6 LP Limited (113811)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 6 Management Company Limited (113809)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity is to be used in the event the rights to the ground rents* of Phase 6 are to be sold off / transferred to a 3 rd party.
Battersea Project Phase 6 Nominee Company Limited (113808)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to hold the commercial assets of Phase 6
Battersea Project Phase 6 Residential Company Limited (113807)	23 August 2013 Jersey	GBP25,000/ GBP10	40	Property development
<u>Limited partnership between Battersea Project Phase 6 GP Limited and Battersea Project Phase 6 LP Limited</u>				
Battersea Project Phase 6 Commercial Limited Partnership ⁽⁵⁶⁾⁽⁶²⁾ (LP15754)	22 October 2013 England and Wales	N/A / GBP100	40	Property development and property investment

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name (registration number)	Date and country of incorporation	Authorised / Issued share capital RM (unless otherwise stated)	Our effective equity interest %	Principal activities
<u>Subsidiaries of Battersea Phase 7 Holding Company Limited⁽⁵⁷⁾</u>				
Battersea Project Phase 7 Company Limited (113813)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property investment
Battersea Project Phase 7 Development Company Limited (113814)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development
Battersea Project Phase 7 GP Limited (113818)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 7 LP Limited (113819)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Property development and property investment
Battersea Project Phase 7 Management Company Limited (113817)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity is to be used in the event the rights to the ground rents* of Phase 7 are to be sold off / transferred to a 3 rd party.
Battersea Project Phase 7 Nominee Company Limited (113816)	23 August 2013 Jersey	GBP25,000 / GBP10	40	Dormant. This entity has been set up to hold the commercial assets of Phase 7

Limited partnership between Battersea Project Phase 7 GP Limited and Battersea Project Phase 7 LP Limited

Battersea Project Phase 7 Commercial Limited Partnership ⁽⁵⁸⁾⁽⁶²⁾ (LP15755)	22 October 2013 England and Wales	N/A / GBP100	40	Property development and property investment
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Notes:

* Ground rents refer to payment made by a holder of a leasehold property to the freeholder/superior leaseholder/landlord, as required under a lease. It is created when a freehold piece of land is sold on a long lease basis (in England). The rights to the ground rent belongs with the freeholder/superior leaseholder/landlord.

(1) The members' voluntary liquidation of Golden Hope Staff Bungalows was approved at its general meeting held on 17 June 2010.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

- (2) The issued share capital of Harvard Golf Resort is RM19,914,682 comprising 50,101 Class A shares and 2,000 Class B shares. Our Company owns 50,101 Class A shares and 1,526 Class B shares, respectively while the other 474 minority shareholders own the remaining 474 Class B shares. The issued share capital of Harvard Golf Resort includes the amount standing to the credit of its share premium account amounting to RM14,704,582, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act.
- (3) The issued capital of KLGCC is RM518,000,000 comprising 5,000,000 ordinary shares and 513,000,000 redeemable preference shares.
- (4) For further details of the shareholders of SD Brunfield Holding and their respective shareholdings, please refer to Section 6.3.2.10 of this Prospectus.
- (5) The issued share capital of SD Brunfield Property is RM1,000,000 comprising 1,000,000 ordinary shares, of which our Company owns 700,000 ordinary shares and Brunfield Subang Jaya Sdn Bhd owns the remaining 300,000 ordinary shares.
- (6) For further details of the shareholders of SD Nilai Utama and their respective shareholdings, please refer to Section 6.3.2.20 of this Prospectus.
- (7) The members' voluntary liquidation of SD Properties Harta was approved at its general meeting held on 30 June 2017.
- (8) The issued and paid-up share capital of SD Property (Hong Kong) is HKD3,803,062,100 comprising 100 ordinary shares and 38,030,620 redeemable preference shares.
- (9) The issued share capital of SD Serenia is RM263,250,000 comprising 5,250,000 ordinary shares and 258,000,000 redeemable preference shares.
- (10) The issued share capital of Stableford Development is RM167,500,001 comprising 2,500,001 ordinary shares and 165,000,000 redeemable preference shares.
- (11) For further details of the shareholders of The Glengowrie Rubber Company and their respective shareholdings, please refer to Section 6.3.2.43 of this Prospectus.
- (12) These companies are wholly-owned subsidiaries of SD Brunfield Holding.
- (13) SD Serenity Cove is a wholly-owned subsidiary of SD Brunfield Australia. For further details of SD Serenity Cove, please refer to Section 6.3.4.1 of this Prospectus.
- (14) OCI Management is a wholly-owned subsidiary of SD Serenity Cove.
- (15) The issued share capital of PJ Midtown Development Sdn Bhd is RM42,000,000 comprising 2,000,000 ordinary shares and 40,000,000 redeemable preference shares. For further details of the shareholders of PJ Midtown Development Sdn Bhd and their respective shareholdings, please refer to Section 6.3.5.1 of this Prospectus.
- (16) The issued and paid-up share capital of SD Hotels is AUD70,000 comprising 35,700 Class A shares and 34,300 Class B shares.
- (17) The issued and paid-up share capital of China Property Development (Holdings) Limited is USD66.88 comprising 3,161 ordinary shares, 460 non-voting shares, 2,567 non-voting deferred shares and 500 redeemable voting deferred shares, of which Key Access Holdings, our wholly-owned subsidiary, owns 1,100 ordinary shares and the remaining 2,061 ordinary shares are held by the following shareholders:

Name	No. of ordinary shares held	%
Precise Honour Investments Limited	928	29.36
Kencheers Investments Limited	750	23.73
Pioneer Group Limited	255	8.07

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

Name	No. of ordinary shares held	%
Timford Resources Limited	128	4.05

The 460 non-voting shares, 2,567 non-voting deferred shares and 500 redeemable voting deferred shares in the share capital of China Property Development (Holdings) Limited are owned by Kencheers Investments Limited, China Property Development Fund Limited and Global Gold Investment Fund, respectively.

- (18) The issued and paid-up share capital of Sime Darby Brunsfield International Limited is USD2 comprising 2 ordinary shares, of which SD Property (Hong Kong), our wholly-owned subsidiary, owns 1 ordinary share and Brunsfield Metropolitan Sdn Bhd owns the remaining 1 ordinary share.
- (19) For further details of the shareholders of Battersea Power Station Development Company Limited and their respective shareholdings, please refer to Section 6.3.17.1 of this Prospectus.
- (20) For further details of the shareholders of Battersea Power Station Estates Limited and their respective shareholdings, please refer to Section 6.3.17.2 of this Prospectus.
- (21) The authorised share capital of BPHCL is GBP500,000 comprising 40,000,000 ordinary shares of GBP0.01 each and 10,000,000 preference shares of GBP0.01 each. The issued and paid-up share capital of BPHCL is GBP84,825 comprising 8,482,500 ordinary shares of GBP0.01 each. For further details of the shareholders of BPHCL and their respective shareholdings, please refer to Section 6.3.17.3 of this Prospectus.
- (22) The issued and paid-up share capital of Robt. Bradford Hobbs Savill is GBP22,665 comprising 22,595 ordinary shares, of which Robt. Bradford, our wholly-owned subsidiary, owns 22,351 ordinary shares and the remaining 244 ordinary shares are owned by 15 minority shareholders. Robt. Bradford Hobbs Savill also issued 2,792 ordinary shares which are partly paid-up and these issued but partly paid-up ordinary shares are owned by 25 minority shareholders.
- (23) The issued capital of SD Johor Development is RM5,125,000 comprising 5,000,000 ordinary shares and includes the amount standing to the credit of its capital redemption reserves amounting to RM125,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its capital redemption reserves in accordance with the Act.
- (24) For further details of the shareholders of SD Property Selatan and their respective shareholdings, please refer to Section 6.3.8.1 of this Prospectus.
- (25) The issued share capital of SD Property Selatan Satu is RM107,400,000 comprising 5,000,000 ordinary shares and 102,400,000 redeemable preference shares. SD Property Selatan Satu is a wholly-owned subsidiary of SD Property Selatan. For further details of SD Property Selatan Satu, please refer to Section 6.3.9.1 of this Prospectus.
- (26) The issued share capital of SD Property Selatan Dua is RM86,300,000 comprising 5,000,000 ordinary shares and 81,300,000 redeemable preference shares. SD Property Selatan Dua is a wholly-owned subsidiary of SD Property Selatan. For further details of SD Property Selatan Dua, please refer to Section 6.3.9.2 of this Prospectus.
- (27) The issued share capital of SD Property Selatan Tiga is RM18,200,000 comprising 5,000,000 ordinary shares and 13,200,000 redeemable preference shares. SD Property Selatan Tiga is a wholly-owned subsidiary of SD Property Selatan. The issued share capital of SD Property Selatan Tiga includes the amount standing to the credit of its share premium account amounting to RM11,187,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act. For further details of SD Property Selatan, please see note (24) above.
- (28) The issued share capital of SD Property Selatan Empat is RM12,000,000 comprising 5,000,000 ordinary shares and 7,000,000 redeemable preference shares. SD Property Selatan Empat is a wholly-owned subsidiary of SD Property Selatan. The issued share capital of SD Property Selatan Empat includes the amount standing to the credit of its share premium account amounting to RM3,861,000, which form part of its share capital upon commencement of the Act on 31 January

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act. For further details of SD Property Selatan, please see note (24) above.

- (29) The issued and paid-up share capital of Darby Park (Vietnam) is USD4,000,000 comprising 4,000,000 ordinary shares of which SD Property (Vietnam), our wholly-owned subsidiary, owns 2,600,000 ordinary shares and The National Oil Services Joint Stock Company of Vietnam owns the remaining 1,400,000 ordinary shares.
- (30) Sime Darby Real Estate Investment Trust I is a unit trust constituted on 24 March 2016 in Singapore. For further details of the unit trust holders in Sime Darby Real Estate Investment Trust I and their respective unitholding, please refer to Section 6.3.10.1 of this Prospectus.
- (31) The issued and paid-up share capital of Aster Investment Holding Pte Ltd is SGD34,259,874 comprising 11,527,012 ordinary shares and 22,732,862 preference shares. The entire issued and paid-up share capital of Aster Investment Holding Pte Ltd is held by Perpetual (Asia) Limited as the trustee for and on behalf of Sime Darby Real Estate Investment Trust I. For further details of Aster Investment Holding Pte Ltd, please refer to Section 6.3.11.1 of this Prospectus.
- (32) These companies are wholly-owned subsidiaries of Aster Investment Holding Pte Ltd, For further details of Aster Investment Holding Pte Ltd, please refer to note (31) above.
- (33) The issued share capital of Kuantan Pahang Holding Sdn Bhd is RM100 comprising 100 ordinary shares, of which our Company owns 30 ordinary shares and the remaining 70 ordinary shares are held by the following shareholders:

Name	No. of ordinary shares held	%
IJM Land Berhad	40	40.0
Perbadanan Setiausaha Kerajaan Pahang	18	18.0
Perbadanan Kemajuan Negeri Pahang	12	12.0

- (34) For further details of the shareholders of Shaw Brothers (M) Sdn Bhd and their respective shareholdings, please refer to Section 6.3.12.1 of this Prospectus.
- (35) The issued share capital of Malaysia-China Kuantan Industrial Park Sdn Bhd is RM350,000 comprising 350,000 ordinary shares of which our associate, Kuantan Pahang Holding Sdn Bhd, owns 178,500 ordinary shares and Guangxi Beibu Gulf ASEAN Investment Co Ltd owns the remaining 171,500 ordinary shares. For further details of the shareholders of Kuantan Pahang Holding Sdn Bhd and their respective shareholdings, please refer to note (33) above.
- (36) The issued share capital of Shaw Brothers (Kuala Lumpur) Sdn Bhd is RM6,650,020 comprising 30,002 ordinary shares and 6,350,000 non-cumulative redeemable preference shares. Shaw Brothers (Kuala Lumpur) Sdn Bhd is a wholly-owned subsidiary of Shaw Brothers (M) Sdn Bhd. For further details of Shaw Brothers (M) Sdn Bhd, please refer to note (34) above.
- (37) The issued share capital of Shaw Plaza Sdn Bhd is RM127,450,000 comprising 1,450,000 ordinary shares and 126,000,000 non-cumulative redeemable preference shares. For further details of Shaw Plaza Sdn Bhd, please refer to Section 6.3.13.2 of this Prospectus.
- (38) The issued share capital of Shaw Renters (East Malaysia) Sdn Bhd is RM4,500,102 comprising 102 ordinary shares and 4,500,000 non-cumulative redeemable preference shares. Shaw Renters (East Malaysia) Sdn Bhd is a wholly-owned subsidiary of Shaw Brothers (M) Sdn Bhd. For further details of Shaw Brothers (M) Sdn Bhd, please refer to note (34) above.
- (39) For further details of the shareholders of Mostyn Development Sdn Bhd and their respective shareholdings, please refer to Section 6.3.14.1 of this Prospectus.
- (40) For further details of the shareholders of Sime Darby Sunrise Development Sdn Bhd and their respective shareholdings, please refer to Section 6.3.15.1 of this Prospectus.
- (41) For further details of the shareholders of Sime Darby CapitaLand (Melawati Mall) Sdn Bhd and their respective shareholdings, please refer to Section 6.3.16.1 of this Prospectus.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

- (42) *These companies are wholly-owned subsidiaries of Battersea Power Station Development Company Limited.*
- (43) *These companies are wholly-owned subsidiaries of BPHCL.*
- (44) *The authorised share capital of Battersea Project Land Company Limited is GBP500,000 comprising 40,000,000 ordinary shares of GBP0.01 each and 10,000,000 preference shares of GBP0.01 each. The issued and paid-up share capital of Battersea Project Land Company Limited is GBP0.10 comprising 10 ordinary shares of GBP0.01 each.*
- (45) *These companies are wholly-owned subsidiaries of Battersea Phase 1 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (46) *Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership (formerly known as Battersea Project Phase 1 Commercial Limited Partnership) is a limited partnership between Battersea Project Phase 1 Retail, Leisure, F&B GP Limited and Battersea Project Phase 1 Retail, Leisure, F&B LP Limited, which in turn are subsidiaries of Battersea Phase 1 Holding Company Limited.*
- (47) *Battersea Project Phase 1 Office Limited Partnership is a limited partnership between Battersea Project Phase 1 Office GP Limited and Battersea Project Phase 1 Office LP Limited, which in turn are subsidiaries of Battersea Phase 1 Holding Company Limited.*
- (48) *These companies are wholly-owned subsidiaries of Battersea Phase 2 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (49) *Battersea Project Phase 2 Commercial Limited Partnership is a limited partnership between Battersea Project Phase 2 GP Limited and Battersea Project Phase 2 LP Limited, which in turn are subsidiaries of Battersea Phase 2 Holding Company Limited.*
- (50) *These companies are wholly-owned subsidiaries of Battersea Phase 3 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (51) *Battersea Project Phase 3 Commercial Limited Partnership is a limited partnership between Battersea Project Phase 3 GP Limited and Battersea Project Phase 3 LP Limited, which in turn are subsidiaries of Battersea Phase 3 Holding Company Limited.*
- (52) *These companies are wholly-owned subsidiaries of Battersea Phase 4 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (53) *Battersea Project Phase 4 Commercial Limited Partnership is a limited partnership between Battersea Project Phase 4 GP Limited and Battersea Project Phase 4 LP Limited, which in turn are subsidiaries of Battersea Phase 4 Holding Company Limited.*
- (54) *These companies are wholly-owned subsidiaries of Battersea Phase 5 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (55) *These companies are wholly-owned subsidiaries of Battersea Phase 6 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (56) *Battersea Project Phase 6 Commercial Limited Partnership is a limited partnership between Battersea Project Phase 6 GP Limited and Battersea Project Phase 6 LP Limited, which in turn are subsidiaries of Battersea Phase 6 Holding Company Limited.*
- (57) *These companies are wholly-owned subsidiaries of Battersea Phase 7 Holding Company Limited, which in turn is a wholly-owned subsidiary of BPHCL.*
- (58) *Battersea Project Phase 7 Commercial Limited Partnership is a limited partnership between Battersea Project Phase 7 GP Limited and Battersea Project Phase 7 LP Limited, which in turn are subsidiaries of Battersea Phase 7 Holding Company Limited.*
- (59) *These entities are public companies.*
- (60) *Being the date on which the unit trust was constituted in Singapore.*
- (61) *Being the date on which the foundation was constituted in England and Wales.*

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

- (62) *Limited partnerships are registered under the English Limited Partnership Act 1907 with a capital contribution by each of the applicable limited and general partner.*
- (63) *For further details of these material entities, please refer to Section 6.3.2 of this Prospectus.*
- (64) *For further details of these material entities, please refer to Section 6.3.3 of this Prospectus.*
- (65) *For further details of this material entity, please refer to Section 6.3.4 of this Prospectus.*
- (66) *For further details of this material entity, please refer to Section 6.3.5 of this Prospectus.*
- (67) *For further details of this material entity, please refer to Section 6.3.6 of this Prospectus.*
- (68) *For further details of these material entities, please refer to Section 6.3.17 of this Prospectus.*
- (69) *For further details of this material entity, please refer to Section 6.3.7 of this Prospectus.*
- (70) *For further details of this material entity, please refer to Section 6.3.8 of this Prospectus.*
- (71) *For further details of this material entity, please refer to Section 6.3.9 of this Prospectus.*
- (72) *For further details of this material entity, please refer to Section 6.3.10 of this Prospectus.*
- (73) *For further details of this material entity, please refer to Section 6.3.11 of this Prospectus.*
- (74) *For further details of these material entities, please refer to Section 6.3.12 of this Prospectus.*
- (75) *For further details of these material entities, please refer to Section 6.3.13 of this Prospectus.*
- (76) *For further details of this material entity, please refer to Section 6.3.14 of this Prospectus.*
- (77) *For further details of this material entity, please refer to Section 6.3.15 of this Prospectus.*
- (78) *For further details of this material entity, please refer to Section 6.3.16 of this Prospectus.*
- (79) *For further details of this material entity, please refer to Section 6.3.18 of this Prospectus.*
- (80) *For further details of these material entities, please refer to Section 6.3.19 of this Prospectus.*
- (81) *For further details of this material entity, please refer to Section 6.3.21 of this Prospectus.*
- (82) *For further details of these material entities, please refer to Section 6.3.22 of this Prospectus.*
- (83) *For further details of these material entities, please refer to Section 6.3.23 of this Prospectus.*
- (84) *For further details of this material entity, please refer to Section 6.3.24 of this Prospectus.*
- (85) *For further details of these material entities, please refer to Section 6.3.25 of this Prospectus.*
- (86) *For further details of these material entities, please refer to Section 6.3.20 of this Prospectus.*

Save as disclosed in note (59) to note (62) above, all of our subsidiaries, associates and joint ventures are private limited companies.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

The details of our material subsidiaries, associates and joint ventures as at the LPD are set out below:

6.3.2 Our directly held subsidiaries

6.3.2.1 Golfhome Development (Company no. 201142-T)

(i) History and business

Golfhome Development was incorporated in Malaysia under the Companies Act 1965 on 18 July 1990 as a private limited company under the name of Marvelink Corporation Sdn Bhd and is deemed registered under the Act. It assumed its present name on 29 April 1991. The principal activity of Golfhome Development is property investment and property development.

(ii) Share capital

As at the LPD, the issued share capital of Golfhome Development is RM2,500,001 comprising 2,500,001 ordinary shares.

The changes in the issued share capital of Golfhome Development for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>
			<u>RM</u>
31 May 2017	2,400,001	Capitalisation of inter-company loan	2,500,001

(iii) Shareholder

Golfhome Development is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Golfhome Development does not have any subsidiary, associate or joint venture.

6.3.2.2 Golftek Development (Company no. 204185-T)

(i) History and business

Golftek Development was incorporated in Malaysia under the Companies Act 1965 on 13 September 1990 as a private limited company under the name of Ultrapack (M) Sdn Bhd and is deemed registered under the Act. It assumed its present name on 8 June 1991. The principal activity of Golftek Development is property investment and property development.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of Golftek Development is RM100,000 comprising 100,000 ordinary shares.

There is no change to the issued share capital of Golftek Development for the past 3 years up to the LPD.

(iii) Shareholder

Golftek Development is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Golftek Development does not have any subsidiary, associate or joint venture.

6.3.2.3 Impian Golf (Company no. 259760-U)

(i) History and business

Impian Golf was incorporated in Malaysia under the Companies Act 1965 on 18 March 1993 as a private limited company under the name of Teladan Johan Sdn Bhd and is deemed registered under the Act. It changed its name to Impian Golf Resort Sdn Bhd on 13 September 1993 and assumed its present name following the conversion to a public company on 16 February 1994. The principal activity of Impian Golf is provision of golfing and sporting services.

(ii) Share capital

As at the LPD, the issued share capital of Impian Golf is RM5,000,000 comprising 5,000,000 ordinary shares.

There is no change to the issued share capital of Impian Golf for the past 3 years up to the LPD.

(iii) Shareholder

Impian Golf is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Impian Golf does not have any subsidiary, associate or joint venture.

6.3.2.4 Ironwood Development (Company no. 202664-X)

(i) History and business

Ironwood Development was incorporated in Malaysia under the Companies Act 1965 on 16 August 1990 as a private limited company under the name of Paling Cerah Sdn Bhd and is deemed registered under the Act. It assumed its present name on 14 March 1991. The principal activity of Ironwood Development is property investment and property development.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)**(ii) Share capital**

As at the LPD, the issued share capital of Ironwood Development is RM2,500,001 comprising 2,500,001 ordinary shares.

The changes in the issued share capital of Ironwood Development for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u> <u>RM</u>
31 May 2017	2,400,001	Capitalisation of inter-company loan	2,500,001

(iii) Shareholder

Ironwood Development is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Ironwood Development does not have any subsidiary, associate or joint venture.

6.3.2.5 KLGCC (Company no. 196581-V)**(i) History and business**

KLGCC was incorporated in Malaysia under the Companies Act 1965 on 12 April 1990 as a private limited company under the name of Gold Passage Sdn Bhd and is deemed registered under the Act. It changed its name to Kuala Lumpur Golf & Country Club Sdn Bhd on 21 March 1991. It assumed its present name following the conversion to a public company on 15 December 1992. The principal activity of KLGCC is provision of golfing and sporting services and property development.

(ii) Share capital

As at the LPD, the issued share capital of KLGCC is RM518,000,000 comprising 5,000,000 ordinary shares and 513,000,000 redeemable preference shares.

The changes in the issued share capital of KLGCC for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of redeemable preference shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u> <u>RM</u>
31 May 2017	513,000,000	Capitalisation of inter-company loan	518,000,000

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iii) Shareholder

KLGCC is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, KLGCC does not have any subsidiary, associate or joint venture.

6.3.2.6 SD Ainsdale (Company no. 805032-T)

(i) History and business

SD Ainsdale was incorporated in Malaysia under the Companies Act 1965 on 31 January 2008 as a private limited company under the name of SD Bandar Gemilang Development Sdn Bhd and is deemed registered under the Act. It changed its name to Sime Darby Property (Bandar Gemilang) Sdn Bhd on 10 June 2010. It assumed its present name on 25 May 2012. The principal activity of SD Ainsdale is property development and it commenced its business on 31 January 2008.

(ii) Share capital

As at the LPD, the issued share capital of SD Ainsdale is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Ainsdale for the past 3 years up to the LPD.

(iii) Shareholder

SD Ainsdale is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Ainsdale does not have any subsidiary, associate or joint venture.

6.3.2.7 SD Ampar Tenang (Company no. 173004-T)

(i) History and business

SD Ampar Tenang was incorporated in Malaysia under the Companies Act 1965 on 17 August 1988 as a private limited company under the name of CC Furniture Manufacturing (M) Sdn Bhd and is deemed registered under the Act. It changed its name to Guthrie-CCF Sdn Bhd on 19 September 1991. It subsequently changed its name to Guthrie Wood Products Sdn Bhd on 20 December 1993. It assumed its present name on 10 June 2010. The principal activity of SD Ampar Tenang is property investment.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of SD Ampar Tenang is RM30,000,000 comprising 5,000,000 ordinary shares and includes the amount standing to the credit of its capital redemption reserves amounting to RM25,000,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act.

On 31 March 2016, there was a redemption of 25,000,000 preference shares. Save for the redemption of the preference shares, there is no change to the issued share capital of SD Ampar Tenang for the past 3 years up to the LPD.

(iii) Shareholder

SD Ampar Tenang is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Ampar Tenang does not have any subsidiary, associate or joint venture.

6.3.2.8 SD Ara Damansara (Company no. 230755-X)

(i) History and business

SD Ara Damansara was incorporated in Malaysia under the Companies Act 1965 on 13 December 1991 as a private limited company under the name of Violenette Sdn Bhd and is deemed registered under the Act. It changed its name to Sime Pilmoor Development Sdn Bhd on 6 June 1996. It assumed its present name on 10 June 2010. The principal activity of SD Ara Damansara is property investment and development.

(ii) Share capital

As at the LPD, the issued share capital of SD Ara Damansara is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Ara Damansara for the past 3 years up to the LPD.

(iii) Shareholder

SD Ara Damansara is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Ara Damansara does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.9 SD Augsburg (Company no. 202039-D)

(i) History and business

SD Augsburg was incorporated in Malaysia under the Companies Act 1965 on 3 August 1990 as a private limited company under the name of Augsburg (M) Sdn Bhd and is deemed registered under the Act. It assumed its present name on 10 June 2010. The principal activity of SD Augsburg is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Augsburg is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Augsburg for the past 3 years up to the LPD.

(iii) Shareholder

SD Augsburg is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Augsburg does not have any subsidiary, associate or joint venture.

6.3.2.10 SD Brunfield Holding (Company no. 723039-H)

(i) History and business

SD Brunfield Holding was incorporated in Malaysia under the Companies Act 1965 on 8 February 2006 as a private limited company under the name of Sime Darby Brunfield Development Sdn Bhd and is deemed registered under the Act. It assumed its present name on 19 June 2006. The principal activity of SD Brunfield Holding is property development and investment holding.

(ii) Share capital

As at the LPD, the issued share capital of SD Brunfield Holding is RM1,000,000 comprising 1,000,000 ordinary shares.

There is no change to the issued share capital of SD Brunfield Holding for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of SD Brunfield Holding and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property	600,000	60
Brunfield Metropolitan Sdn Bhd	400,000	40

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of SD Brunfield Holding are SD Brunfield Damansara, SD Brunfield Kenny Hills, SD Brunfield Motorworld, SD Brunfield Properties Holding, SD Brunfield Resort, Superglade and SD Brunfield Australia. Details of SD Brunfield Damansara, SD Brunfield Kenny Hills, SD Brunfield Properties Holding and SD Brunfield Resort are set out in Section 6.3.3.1 to Section 6.3.3.4 of this Prospectus.

As at the LPD, SD Brunfield Holding does not have any associate or joint venture.

6.3.2.11 SD Builders (Company no. 340331-M)

(i) History and business

SD Builders was incorporated in Malaysia under the Companies Act 1965 on 15 April 1995 as a private limited company under the name of Grand Equinox Sdn Bhd and is deemed registered under the Act. It changed its name to Prang Besar Properties Sdn Bhd on 13 September 1996. It then changed its name to Golden Hope Builders Sdn Bhd on 10 May 2003. It assumed its present name on 10 June 2010. The principal activity of SD Builders is property development and construction.

(ii) Share capital

As at the LPD, the issued share capital of SD Builders is RM1,000,000 comprising 1,000,000 ordinary shares.

There is no change to the issued share capital of SD Builders for the past 3 years up to the LPD.

(iii) Shareholder

SD Builders is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Builders does not have any subsidiary, associate or joint venture.

6.3.2.12 SD Chemara (Company no. 218906-A)

(i) History and business

SD Chemara was incorporated in Malaysia under the Companies Act 1965 on 14 June 1991 as a private limited company under the name of Guthrie Research Chemara Sdn Bhd and is deemed registered under the Act. It changed its name to Guthrie Chemara Sdn Bhd on 4 May 1994. It assumed its present name on 9 June 2010. The principal activity of SD Chemara is property development.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of SD Chemara is RM250,002 comprising 250,002 ordinary shares.

There is no change to the issued share capital of SD Chemara for the past 3 years up to the LPD.

(iii) Shareholder

SD Chemara is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Chemara does not have any subsidiary, associate or joint venture.

6.3.2.13 SD Elmina (Company no. 283265-U)

(i) History and business

SD Elmina was incorporated in Malaysia under the Companies Act 1965 on 3 December 1993 as a private limited company under the name of Guthrie Dimensional Stones (Intl) Corporation Sdn Bhd and is deemed registered under the Act. It changed its name to Guthrie Dimensional Stones Sdn Bhd on 11 January 1996. It assumed its present name on 26 November 2008. The principal activity of SD Elmina is property development and investment.

(ii) Share capital

As at the LPD, the issued share capital of SD Elmina is RM25,000,000 comprising 25,000,000 ordinary shares.

There is no change to the issued share capital of SD Elmina for the past 3 years up to the LPD.

(iii) Shareholder

SD Elmina is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Elmina does not have any subsidiary, associate or joint venture.

6.3.2.14 SD Investments (Company no. 000759491)

(i) History and business

SD Investments was incorporated in Australia under the Companies Act, 1961 (NSW) on 3 March 1970 as a proprietary company under the name of Surfactant Services Pty Ltd. It assumed its present name on 30 June 1981. SD Investments is principally an investment holding company.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued and paid-up share capital of SD Investments is AUD5,650,000 comprising 5,650,000 ordinary shares.

There is no change to the issued and paid-up share capital of SD Investments for the past 3 years up to the LPD.

(iii) Shareholder

SD Investments is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of SD Investments is SD Australia, details of which are set out in Section 6.3.6.1 of this Prospectus.

As at the LPD, SD Investments does not have any associate or joint venture.

6.3.2.15 SD KLGCC (Company no. 736546-A)

(i) History and business

SD KLGCC was incorporated in Malaysia under the Companies Act 1965 on 6 June 2006 as a private limited company under the name of Sime Darby Resort Sdn Bhd and is deemed registered under the Act. It assumed its present name on 2 March 2010. The principal activity of SD KLGCC is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD KLGCC is RM3,000,000 comprising 3,000,000 ordinary shares.

The changes in the issued share capital of SD KLGCC for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u> <u>RM</u>
23 January 2015	2,900,000	Cash	3,000,000

(iii) Shareholder

SD KLGCC is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD KLGCC does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.16 SD Landscaping (Company no. 6814-D)

(i) History and business

SD Landscaping was incorporated in Malaysia under the Companies Ordinance of the Colony of North Borneo on 23 February 1962 as a limited company under the name of Guthrie & Company (Borneo) Limited and is deemed registered under the Act. It changed its name to Palm Oil Bulking Company (Malaysia) Sdn Bhd on 30 June 1970, Guthrie Development Sendirian Berhad on 17 May 1977 and Guthrie Landscaping Sendirian Berhad on 17 April 1990. It assumed its present name on 10 June 2010. The principal activity of SD Landscaping is property investment and development.

(ii) Share capital

As at the LPD, the issued share capital of SD Landscaping is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Landscaping for the past 3 years up to the LPD.

(iii) Shareholder

SD Landscaping is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Landscaping does not have any subsidiary, associate or joint venture.

6.3.2.17 SD London (Company no. 1063138)

(i) History and business

SD London was incorporated in England and Wales under the Companies Acts 1948 to 1967 on 27 July 1972 as a private limited company under the name of Bayfield Investments Limited. It assumed its present name on 11 August 1972. The principal activity of SD London is property investment holding.

(ii) Share capital

As at the LPD, the issued share capital of SD London is GBP38,493,886 comprising 38,493,886 ordinary shares.

There is no change to the issued and paid-up share capital of SD London for the past 3 years up to the LPD.

(iii) Shareholder

SD London is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of SD London is Robt. Bradford.

As at the LPD, SD London does not have any associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.18 SD Lukut (Company no. 205121-D)

(i) History and business

SD Lukut was incorporated in Malaysia under the Companies Act 1965 on 28 September 1990 as a private limited company under the name of Guthrie Lukut Development Sendirian Berhad and is deemed registered under the Act. It assumed its present name on 10 June 2010. The principal activity of SD Lukut is property investment and development.

(ii) Share capital

As at the LPD, the issued share capital of SD Lukut is RM9,450,002 comprising 9,450,002 ordinary shares.

There is no change to the issued share capital of SD Lukut for the past 3 years up to the LPD.

(iii) Shareholder

SD Lukut is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Lukut does not have any subsidiary, associate or joint venture.

6.3.2.19 SD Melawati (Company no. 15228-T)

(i) History and business

SD Melawati was incorporated in Malaysia under the Companies Act 1965 on 24 July 1973 as a private limited company under the name of Negara Properties Sdn Bhd and is deemed registered under the Act. It changed its name to Melawati Development Sdn Bhd on 7 July 1992. It assumed its present name on 10 June 2010. The principal activity of SD Melawati is property development, property management and property investment.

(ii) Share capital

As at the LPD, the issued share capital of SD Melawati is RM10,000,002 comprising 10,000,002 ordinary shares.

There is no change to the issued share capital of SD Melawati for the past 3 years up to the LPD.

(iii) Shareholder

SD Melawati is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Melawati does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.20 SD Nilai Utama (Company no. 346918-A)

(i) History and business

SD Nilai Utama was incorporated in Malaysia under the Companies Act 1965 on 15 June 1995 as a private limited company under the name of Pembinaan Ziraman Sdn Bhd and is deemed registered under the Act. It changed its name to N P Development Sdn Bhd on 9 October 1995. It assumed its present name on 16 June 2010. The principal activity of SD Nilai Utama is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Nilai Utama is RM500,000 comprising 500,000 ordinary shares.

There is no change to the issued share capital of SD Nilai Utama for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of SD Nilai Utama and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property	350,000	70
Menteri Besar Incorporated	150,000	30

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Nilai Utama does not have any subsidiary, associate or joint venture.

6.3.2.21 SD Pagoh (Company no. 2666-A)

(i) History and business

SD Pagoh was incorporated in Malaysia under the Companies Ordinances, 1940 - 1946 on 14 October 1955 as a limited company under the name of Terco (Malaya) Limited and is deemed registered under the Act. Subsequently, it changed its name to Terco (Malaya) Sdn Berhad on 15 April 1966, Dunlop Trading (Malaysia) Sdn Bhd on 23 January 1986, Dunlop Malaysian Latex Products Sdn Bhd on 22 October 1987, DIMB Latex Products Sdn Bhd on 16 August 1988 and Sime Latex Products Sdn Bhd on 27 November 1990. It assumed its present name on 16 March 2012. The principal activity of SD Pagoh is property development and property investment.

(ii) Share capital

As at the LPD, the issued share capital of SD Pagoh is RM41,313,000 comprising 4,131,300 ordinary shares.

There is no change to the issued share capital of SD Pagoh for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iii) Shareholder

SD Pagoh is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Pagoh does not have any subsidiary, associate or joint venture.

6.3.2.22 SD Paralimni (Company no. 201978-H)

(i) History and business

SD Paralimni was incorporated in Malaysia under the Companies Act 1965 on 2 August 1990 as a private limited company under the name of Paralimni Sdn Bhd and is deemed registered under the Act. It assumed its present name on 10 June 2010. The principal activity of SD Paralimni is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Paralimni is RM2 comprising 2 ordinary shares.

There is no change to the issued share capital of SD Paralimni for the past 3 years up to the LPD.

(iii) Shareholder

SD Paralimni is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Paralimni does not have any subsidiary, associate or joint venture.

6.3.2.23 SD Properties (Sabah) (Company no. 356855-T)

(i) History and business

SD Properties (Sabah) was incorporated in Malaysia under the Companies Act 1965 on 25 August 1995 as a private limited company under the name of Antara Pelita Sdn Bhd and is deemed registered under the Act. It changed its name to Golden Hope Properties (Negeri Sembilan) Sdn Bhd on 13 September 1996 and Golden Hope Properties (Sabah) Sdn Bhd on 4 April 2001. It assumed its present name on 10 June 2010. The principal activity of SD Properties (Sabah) is property development and investment holding.

(ii) Share capital

As at the LPD, the issued share capital of SD Properties (Sabah) is RM2 comprising 2 ordinary shares.

There is no change to the issued share capital of SD Properties (Sabah) for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iii) Shareholder

SD Properties (Sabah) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Properties (Sabah) does not have any subsidiary or joint venture.

As at the LPD, the direct associate of SD Properties (Sabah) is Mostyn Development Sdn Bhd.

6.3.2.24 SD Properties (Selangor) (Company no. 263040-P)

(i) History and business

SD Properties (Selangor) was incorporated in Malaysia under the Companies Act 1965 on 29 April 1993 as a private limited company under the name of Pilihan Tanjong Sdn Bhd and is deemed registered under the Act. It changed its name to Golden Hope Properties (Selangor) Sdn Bhd on 13 September 1996. It assumed its present name on 10 June 2010. The principal activity of SD Properties (Selangor) is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Properties (Selangor) is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Properties (Selangor) for the past 3 years up to the LPD.

(iii) Shareholder

SD Properties (Selangor) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Properties (Selangor) does not have any subsidiary, associate or joint venture.

6.3.2.25 SD Properties Realty (Company no. 116375-A)

(i) History and business

SD Properties Realty was incorporated in Malaysia under the Companies Act 1965 on 13 March 1984 as a private limited company under the name of HMPB Property Development Sdn Bhd and is deemed registered under the Act. It changed its name to Golden Hope Realty Sdn Bhd on 2 August 1990 and Negara Properties Realty Sdn Bhd on 15 November 1993. It assumed its present name on 9 June 2010. The principal activity of SD Properties Realty is property development and management.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of SD Properties Realty is RM2,500,002 comprising 2,500,002 ordinary shares.

There is no change to the issued share capital of SD Properties Realty for the past 3 years up to the LPD.

(iii) Shareholder

SD Properties Realty is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Properties Realty does not have any subsidiary, associate or joint venture.

6.3.2.26 SD Property (Bukit Selarong) (Company no. 38248-T)

(i) History and business

SD Property (Bukit Selarong) was incorporated in Malaysia under the Companies Act 1965 on 7 March 1978 as a private limited company under the name of Syarikat Jeleta Bumi Sdn Bhd and is deemed registered under the Act. It assumed its present name on 10 June 2010. The principal activity of SD Property (Bukit Selarong) is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Bukit Selarong) is RM26,500,000 comprising 9,000,000 ordinary shares and includes the amount standing to the credit of its capital redemption reserves amounting to RM17,500,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its capital redemption reserves in accordance with the Act.

There is no change to the issued share capital of SD Property (Bukit Selarong) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Bukit Selarong) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property (Bukit Selarong) does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.27 SD Property (Bukit Tunku) (Company no. 73522-W)

(i) History and business

SD Property (Bukit Tunku) was incorporated in Malaysia under the Companies Act 1965 on 24 July 1981 as a private limited company under the name of Vera (Malaysia) Sdn Berhad and is deemed registered under the Act. It changed its name to Pernas Sime Darby Fibreglass Sdn Bhd on 22 May 1984 and Sime Way Sdn Bhd on 30 December 1996. It assumed its present name on 10 June 2010. The principal activity of SD Property (Bukit Tunku) is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Bukit Tunku) is RM4,000,000 comprising 4,000,000 ordinary shares.

There is no change to the issued share capital of SD Property (Bukit Tunku) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Bukit Tunku) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property (Bukit Tunku) does not have any subsidiary, associate or joint venture.

6.3.2.28 SD Property (Hong Kong) (Company no. 1066628)

(i) History and business

SD Property (Hong Kong) was incorporated in Hong Kong under the Companies Ordinance (Chapter 32) on 12 August 2006 as a private limited company under the name of Sime Darby Brunsfield China Pte Limited. It changed its name to Sime Darby Brunsfield Holdings Limited on 13 September 2006, Sime Darby Brunsfield Holdings Limited 森達美天龍控股(香港)有限公司 on 8 February 2007, SD Properties Holdings (HK) Limited 森達美房地產控股(香港)有限公司 on 22 August 2007 and Sime Darby Properties Holdings (HK) Limited 森達美房地產控股(香港)有限公司 on 11 January 2008. It assumed its present name on 1 June 2010. SD Property (Hong Kong) is principally an investment holding company.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of SD Property (Hong Kong) is HKD3,803,062,100 comprising of 100 ordinary shares and 38,030,620 redeemable preference shares.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

The changes in the issued and paid-up share capital of SD Property (Hong Kong) for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of redeemable preference shares</u>	<u>Consideration</u>	<u>Cumulative issued and paid-up share capital</u>
			<u>HKD</u>
9 January 2015	1,774,500	Cash	1,679,810,100
10 April 2015	2,879,300	Cash	1,967,740,100
21 July 2015	2,212,360	Cash	2,188,976,100
13 October 2015	715,720	Cash	2,260,548,100
7 January 2016	3,908,450	Cash	2,651,393,100
21 April 2016	3,968,000	Cash	3,048,193,100
12 July 2016	2,501,510	Cash	3,298,344,100
20 October 2016	1,691,050	Cash	3,467,449,100
9 December 2016	1,220,670	Cash	3,589,516,100
13 March 2017	1,325,030	Cash	3,722,019,100
21 July 2017	810,430	Cash	3,803,062,100

(iii) Shareholder

SD Property (Hong Kong) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of SD Property (Hong Kong) are Key Access Holdings and Vibernum.

As at the LPD, the direct joint ventures of SD Property (Hong Kong) are Sime Darby Brunfield International Limited, Battersea Power Station Development Company Limited, Battersea Power Station Estates Limited and BPHCL, details of which are set out in Section 6.3.17.1 to Section 6.3.17.3 of this Prospectus.

As at the LPD, SD Property (Hong Kong) does not have any associate.

6.3.2.29 SD Property (Lembah Acob) (Company no. 334185-A)**(i) History and business**

SD Property (Lembah Acob) was incorporated in Malaysia under the Companies Act 1965 on 20 February 1995 as a private limited company under the name of Prime Bay Sdn Bhd and is deemed registered under the Act. It changed its name to Sime UEP Lembah Acob Sdn Bhd on 28 June 1996. It assumed its present name on 10 June 2010. The principal activity of SD Property (Lembah Acob) is property development and investment.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Lembah Acob) is RM2 comprising 2 ordinary shares.

There is no change to the issued share capital of SD Property (Lembah Acob) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Lembah Acob) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property (Lembah Acob) does not have any subsidiary, associate or joint venture.

6.3.2.30 SD Property (Nilai) (Company no. 321867-U)

(i) History and business

SD Property (Nilai) was incorporated in Malaysia under the Companies Act 1965 on 29 October 1994 as a private limited company under the name of Ideal Panorama Sdn Bhd and is deemed registered under the Act. It changed its name to Sime Darby Land Sdn Bhd on 22 March 1996. It assumed its present name on 10 June 2010. The principal activity of SD Property (Nilai) is property development, investment and provision of property management services.

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Nilai) is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Property (Nilai) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Nilai) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property (Nilai) does not have any subsidiary, associate or joint venture.

6.3.2.31 SD Property (Subang) (Company no. 324670-W)

(i) History and business

SD Property (Subang) was incorporated in Malaysia under the Companies Act 1965 on 25 November 1994 as a private limited company under the name of Ganda Dahlia Sdn Bhd and is deemed registered under the Act. Subsequently, it changed its name to Sime UEP Centre Sdn Bhd on 28 June 1996. It assumed its present name on 10 June 2010. The principal activity of SD Property (Subang) is property development and investment.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Subang) is RM2,500,001 comprising 2,500,001 ordinary shares.

There is no change to the issued share capital of SD Property (Subang) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Subang) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property (Subang) does not have any subsidiary, associate or joint venture.

6.3.2.32 SD Property (Sungai Kapar) (Company no. 102210-T)

(i) History and business

SD Property (Sungai Kapar) was incorporated in Malaysia under the Companies Act 1965 on 4 June 1983 as a private limited company under the name of Syarikat Pembangunan Highlands and Lowlands Sdn Bhd and is deemed registered under the Act. It changed its name to Syarikat Pembangunan Hartanah Guthrie Sdn Berhad on 29 December 1998. It assumed its present name on 16 June 2010. The principal activity of SD Property (Sungai Kapar) is investment holding, property development and property investment.

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Sungai Kapar) is RM448,560,002 comprising 448,560,002 ordinary shares.

There is no change to the issued share capital of SD Property (Sungai Kapar) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Sungai Kapar) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of SD Property (Sungai Kapar) is SD Johor Development, details of which are set out in Section 6.3.7.1 of this Prospectus.

As at the LPD, SD Property (Sungai Kapar) does not have any associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.33 SD Property (Utara) (Company no. 215700-D)

(i) History and business

SD Property (Utara) was incorporated in Malaysia under the Companies Act 1965 on 13 April 1991 as a private limited company under the name of Richeasy Sdn Bhd and is deemed registered under the Act. It changed its name to Jerai Golf & Country Club Sdn Bhd on 29 July 1991 and Harvard Jerai Development Sdn Berhad on 12 December 1998. It assumed its present name on 27 May 2015. The principal activity of SD Property (Utara) is property development and property investment.

(ii) Share capital

As at the LPD, the issued share capital of SD Property (Utara) is RM5,000,000 comprising 5,000,000 ordinary shares.

There is no change to the issued share capital of SD Property (Utara) for the past 3 years up to the LPD.

(iii) Shareholder

SD Property (Utara) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property (Utara) does not have any subsidiary, associate or joint venture.

6.3.2.34 SD Property Holdings (Company no. 83649-D)

(i) History and business

SD Property Holdings was incorporated in Malaysia under the Companies Act 1965 on 19 April 1982 as a private limited company under the name of Pernas Sime Darby Properties Sendirian Berhad and is deemed registered under the Act. It changed its name to Sime Property Holdings Sendirian Berhad on 15 August 1997. It assumed its present name on 9 June 2010. The principal activity of SD Property Holdings is property investment and provision of property management services.

(ii) Share capital

As at the LPD, the issued share capital of SD Property Holdings is RM2 comprising 2 ordinary shares.

There is no change to the issued share capital of SD Property Holdings for the past 3 years up to the LPD.

(iii) Shareholder

SD Property Holdings is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property Holdings does not have any subsidiary, associate or joint venture.

6.3.2.35 SD Property Management (Company no. 130658-U)

(i) History and business

SD Property Management was incorporated in Malaysia under the Companies Act 1965 on 13 November 1984 as a private limited company under the name of Mechmar Land Sdn Bhd and is deemed registered under the Act. It changed its name to Mechmar Bina Sdn Bhd on 16 April 1986, Mechmar Latex Products Sdn Bhd on 20 January 1989, Laprex Latex Products Sdn Bhd on 17 January 1992, Guthrie Medicare Products (Melaka) Sdn Bhd on 17 February 1994 and Guthrie Property Management Sdn Berhad on 3 April 2003. It assumed its present name on 10 June 2010. The principal activity of SD Property Management is property management services and property investment holding.

(ii) Share capital

As at the LPD, the issued share capital of SD Property Management is RM22,836,589 comprising 22,836,589 ordinary shares.

There is no change to the issued share capital of SD Property Management for the past 3 years up to the LPD.

(iii) Shareholder

SD Property Management is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property Management does not have any subsidiary, associate or joint venture.

6.3.2.36 SD Property Singapore (Company no. 200415372G)

(i) History and business

SD Property Singapore was incorporated in Singapore under the Companies Act (Cap. 50) of Singapore on 29 November 2004 as a public company limited by shares under the name of Sime Allied Properties Limited. It changed its name to Sime Darby Properties Singapore Limited on 21 May 2008. It assumed its present name on 4 May 2010. SD Property Singapore is principally involved in property management and investment holding.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of SD Property Singapore is SGD1 comprising 1 ordinary share.

There is no change to the issued and paid-up share capital of SD Property Singapore for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iii) Shareholder

SD Property Singapore is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of SD Property Singapore is SD Real Estate Management.

As at the LPD, the direct associate of SD Property Singapore is Sime Darby Real Estate Investment Trust I, details of which is set out in Section 6.3.10.1 of this Prospectus.

As at the LPD, SD Property Singapore does not have any joint venture.

6.3.2.37 SD Serenia (Company no. 117285-M)

(i) History and business

SD Serenia was incorporated in Malaysia under the Companies Act 1965 on 30 March 1984 as a private limited company under the name of Subang Jaya Office Complex Sdn Bhd and is deemed registered under the Act. It changed its name to Sime UEP Industrial Park Sdn Bhd on 20 November 1991, Sime Darby Industrial Park Sdn Bhd on 10 June 2010 and Sime Darby Ampar Tenang Development Sdn Bhd on 15 July 2013. It assumed its present name on 12 May 2014. The principal activity of SD Serenia is property investment and development.

(ii) Share capital

As at the LPD, the issued share capital of SD Serenia is RM263,250,000 comprising 5,250,000 ordinary shares and 258,000,000 redeemable preference shares.

The changes in the issued share capital of SD Serenia for the past 3 years up to the LPD are as follows:

Date of allotment	No. of redeemable preference shares	Consideration	Cumulative issued share capital
			RM
31 May 2017	258,000,000	Capitalisation of inter-company loan	263,250,000

(iii) Shareholder

SD Serenia is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Serenia does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.2.38 SDSK Development (Company no. 25861-K)

(i) History and business

SDSK Development was incorporated in Malaysia under the Companies Act 1965 on 29 December 1975 as a private limited company under the name of Asatulin Sdn Bhd and is deemed registered under the Act. It changed its name to HMPB – Maluri Sdn Bhd on 14 May 1984, Golden Hope – Maluri Sdn Bhd on 27 June 1990 and Sungai Kantan Development Sdn Bhd on 18 November 1991. It assumed its present name on 10 June 2010. The principal activity of SDSK Development is property development and management.

(ii) Share capital

As at the LPD, the issued share capital of SDSK Development is RM20,000,000 comprising 20,000,000 ordinary shares.

There is no change to the issued share capital of SDSK Development for the past 3 years up to the LPD.

(iii) Shareholder

SDSK Development is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SDSK Development does not have any subsidiary, associate or joint venture.

6.3.2.39 SD USJ Development (Company no. 56669-W)

(i) History and business

SD USJ Development was incorporated in Malaysia under the Companies Act 1965, on 31 March 1980 as a private limited company under the name of Malaysian Acid Oils Sendirian Berhad and is deemed registered under the Act. It changed its name to Seafeld Jaya Sdn Bhd on 18 April 1984, UEP Development Sdn Bhd on 22 October 1986 and Sime UEP Development Sdn Bhd on 18 May 1989. It assumed its present name on 10 June 2010. The principal activity of SD USJ Development is property development and property investment.

(ii) Share capital

As at the LPD, the issued share capital of SD USJ Development is RM5,000,000 comprising 5,000,000 ordinary shares.

There is no change to the issued share capital of SD USJ Development for the past 3 years up to the LPD.

(iii) Shareholder

SD USJ Development is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD USJ Development does not have any subsidiary, associate or joint venture.

6.3.2.40 Sime Wood Industries (Company no. 145091-X)

(i) History and business

Sime Wood Industries was incorporated in Malaysia under the Companies Act 1965, on 21 September 1985 as a private limited company under the name of Sime Hyundai Wood Industries Sdn Bhd and is deemed registered under the Act. It assumed its present name on 30 December 1996. The principal activity of Sime Wood Industries is property investment and provision of property management services.

(ii) Share capital

As at the LPD, the issued share capital of Sime Wood Industries is RM2 comprising 20 ordinary shares.

There is no change to the issued share capital of Sime Wood Industries for the past 3 years up to the LPD.

(iii) Shareholder

Sime Wood Industries is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Sime Wood Industries does not have any subsidiary, associate or joint venture.

6.3.2.41 Stableford Development (Company no. 116098-A)

(i) History and business

Stableford Development was incorporated in Malaysia under the Companies Act 1965, on 7 March 1984 as a private limited company under the name of Syarikat Chung Min Sdn Bhd and is deemed registered under the Act. It assumed its present name on 14 March 1991. The principal activity of Stableford Development is property investment and development and operation of a convention centre.

(ii) Share capital

As at the LPD, the issued share capital of Stableford Development is RM167,500,001 comprising 2,500,001 ordinary shares and 165,000,000 redeemable preference shares.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

The changes in the issued share capital of Stableford Development for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of redeemable preference shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>
			<u>RM</u>
31 May 2017	165,000,000	Capitalisation of inter-company loan	167,500,001

(iii) Shareholder

Stableford Development is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Stableford Development does not have any subsidiary, associate or joint venture.

6.3.2.42 Syarikat Perumahan Guthrie (Company no. 128248-D)

(i) History and business

Syarikat Perumahan Guthrie was incorporated in Malaysia under the Companies Act 1965, on 6 October 1984 as a private limited company under the name of Fascia Construction Sdn Bhd and is deemed registered under the Act. It assumed its present name on 16 April 1986. The principal activity of Syarikat Perumahan Guthrie is property development.

(ii) Share capital

As at the LPD, the issued share capital of Syarikat Perumahan Guthrie is RM37,423,985 comprising 37,423,985 ordinary shares.

There is no change to the issued share capital of Syarikat Perumahan Guthrie for the past 3 years up to the LPD.

(iii) Shareholder

Syarikat Perumahan Guthrie is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Syarikat Perumahan Guthrie does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

6.3.2.43 The Glengowrie Rubber Company (Company no. 1140-W)

(i) History and business

The Glengowrie Rubber Company was incorporated in Malaysia under Ordinance-Ordinance Syarikat Negeri-Negeri Tanah Melayu 1940-1946 on 8 August 1923 as a limited company under the name of The Glengowrie Rubber Company, Limited and is deemed registered under the Act. It assumed its present name on 15 April 1966. The principal activity of The Glengowrie Rubber Company is property investment and development.

(ii) Share capital

As at the LPD, the issued share capital of The Glengowrie Rubber Company is RM350,000 comprising 350,000 ordinary shares.

There is no change to the issued and paid-up share capital of The Glengowrie Rubber Company for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of The Glengowrie Rubber Company and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property	275,508	78.70
Chermang Development (Malaya) Sdn Bhd	60,992	17.50
Platform Securities Nominees Limited	6,000	1.70
Jacob Ballas	6,000	1.70
Judith Maisie Price Robinson & Thomas	1,500	0.40
William Robinson		

(iv) Subsidiaries, associates and joint ventures

As at the LPD, The Glengowrie Rubber Company does not have any subsidiary, associate or joint venture.

6.3.3 Subsidiaries of SD Brunfield Holding

6.3.3.1 SD Brunfield Damansara (Company no. 736840-A)

(i) History and business

SD Brunfield Damansara was incorporated in Malaysia under the Companies Act 1965 on 8 June 2006 as a private limited company and is deemed registered under the Act. The principal activity of SD Brunfield Damansara is property investment and development.

(ii) Share capital

As at the LPD, the issued share capital of SD Brunfield Damansara is RM300,000 comprising 300,000 ordinary shares.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

The changes in the issued share capital of SD Brunfield Damansara for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u> <u>RM</u>
9 February 2015	50,000	Cash	300,000

(iii) Shareholder

As at the LPD, SD Brunfield Damansara is a wholly-owned subsidiary of SD Brunfield Holding, which in turn is our Company's 60%-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Brunfield Damansara does not have any subsidiary, associate or joint venture.

6.3.3.2 SD Brunfield Kenny Hills (Company no. 736838-P)

(i) History and business

SD Brunfield Kenny Hills was incorporated in Malaysia under the Companies Act 1965 on 8 June 2006 as a private limited company and is deemed registered under the Act. The principal activity of SD Brunfield Kenny Hills is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Brunfield Kenny Hills is RM250,002 comprising 250,002 ordinary shares.

There is no change to the issued share capital of SD Brunfield Kenny Hills for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, SD Brunfield Kenny Hills is a wholly-owned subsidiary of SD Brunfield Holding, which in turn is our Company's 60%-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Brunfield Kenny Hills does not have any subsidiary, associate or joint venture.

6.3.3.3 SD Brunfield Properties Holding (Company no. 736835-V)

(i) History and business

SD Brunfield Properties Holding was incorporated in Malaysia under the Companies Act 1965 on 8 June 2006 as a private limited company and is deemed registered under the Act. The principal activity of SD Brunfield Properties Holding is property investment.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

(ii) Share capital

As at the LPD, the issued share capital of SD Brunfield Properties Holding is RM100,000 comprising 100,000 ordinary shares.

There is no change to the issued share capital of SD Brunfield Properties Holding for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, SD Brunfield Properties Holding is a wholly-owned subsidiary of SD Brunfield Holding, which in turn is our Company's 60%-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Brunfield Properties Holding does not have any subsidiary, associate or joint venture.

6.3.3.4 SD Brunfield Resort (Company no. 736839-M)

(i) History and business

SD Brunfield Resort was incorporated in Malaysia under the Companies Act 1965 on 8 June 2006 as a private limited company and is deemed registered under the Act. The principal activity of SD Brunfield Resort is property development.

(ii) Share capital

As at the LPD, the issued share capital of SD Brunfield Resort is RM250,000 comprising 250,000 ordinary shares.

The changes in the issued share capital of SD Brunfield Resort for the past 3 years up to the LPD are as follows:

Date of allotment	No. of ordinary shares	Consideration	Cumulative issued share capital RM
21 January 2016	249,998	Cash	250,000

(iii) Shareholder

As at the LPD, SD Brunfield Resort is a wholly-owned subsidiary of SD Brunfield Holding, which in turn is our Company's 60%-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Brunfield Resort does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.4 Subsidiary of SD Brunfield Australia

6.3.4.1 SD Serenity Cove (Company no. 120463489)

(i) History and business

SD Serenity Cove was incorporated in Australia under the Australia Corporations Act 2001 on 29 June 2006 as a proprietary company under the name of Oyster Cove International Pty Ltd. It changed its name to Sime Darby Eagles Cove Development Pty Ltd on 4 June 2010. It assumed its current name on 20 December 2012. The principal activity of SD Serenity Cove is property development.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of SD Serenity Cove is AUD100 comprising 100 ordinary shares.

There is no change to the issued and paid-up share capital of SD Serenity Cove for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, SD Serenity Cove is a wholly-owned subsidiary of SD Brunfield Australia. SD Brunfield Australia is a wholly-owned subsidiary of SD Brunfield Holding, which in turn is our Company's 60%-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of SD Serenity Cove is OCI Management.

As at the LPD, SD Serenity Cove does not have any associate or joint venture.

6.3.5 Joint venture of SD Brunfield Motorworld

6.3.5.1 PJ Midtown Development Sdn Bhd (Company no. 736837-A)

(i) History and business

PJ Midtown Development Sdn Bhd was incorporated in Malaysia under the Companies Act 1965 on 8 June 2006 as a private limited company under the name of Sime Darby Brunfield Darby Hills Sdn Bhd and is deemed registered under the Act. It assumed its present name on 27 May 2013. The principal activity of PJ Midtown Development Sdn Bhd is property development.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued share capital of PJ Midtown Development Sdn Bhd is RM42,000,000 comprising 2,000,000 ordinary shares and 40,000,000 redeemable preference shares and includes the amount standing to the credit of its share premium account amounting to RM39,600,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act.

There is no change to the issued share capital of PJ Midtown Development Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of PJ Midtown Development Sdn Bhd and their shareholdings are as follows:

Name	No. of ordinary shares held	No. of redeemable preference shares held	%
SD Brunfield Motorworld	1,000,000	20,000,000	50
IOI Properties Berhad	1,000,000	20,000,000	50

SD Brunfield Motorworld is a wholly-owned subsidiary of SD Brunfield Holding, which in turn is our Company's 60%-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, PJ Midtown Development Sdn Bhd does not have any subsidiary, associate or joint venture.

6.3.6 Subsidiary of SD Investments

6.3.6.1 SD Australia (Company no. 008666359)

(i) History and business

SD Australia was incorporated in Australia under the Companies Act, 1893 (WA) on 14 December 1918 as a public company under the name of Mortlock Bros. Limited. It assumed its present name on 22 December 1986. SD Australia is principally an investment holding company and involved in the operation and management of serviced apartment and holiday homes.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the issued and paid-up share capital of SD Australia is AUD7,388,005 comprising 14,776,010 ordinary shares.

There is no change to the issued and paid-up share capital of SD Australia for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, SD Australia is a wholly-owned subsidiary of SD Investments, which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of SD Australia are SD Hotels and SD Resorts.

As at the LPD, SD Australia does not have any associate or joint venture.

6.3.7 Subsidiary of SD Property (Sungai Kapar)

6.3.7.1 SD Johor Development (Company no. 50968-K)

(i) History and business

SD Johor Development was incorporated in Malaysia under the Companies Act 1965 on 27 September 1979 as a private limited company under the name of Teamco Sdn Bhd and is deemed registered under the Act. It changed its name to UEP (Johor) Sdn Bhd on 4 December 1985 and subsequently to Sime UEP (Johor) Sdn Bhd on 4 May 1994. It assumed its present name on 10 June 2010. The principal activity of SD Johor Development is property development, property investment and investment holding.

(ii) Share capital

As at the LPD, the issued share capital of SD Johor Development is RM5,125,000 comprising 5,000,000 ordinary shares and includes the amount standing to the credit of its capital redemption reserves amounting to RM125,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its capital redemption reserves in accordance with the Act.

There is no change to the issued share capital of SD Johor Development for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, SD Johor Development is a wholly-owned subsidiary of Sime Darby Property (Sungai Kapar) Sdn Bhd, which in turn is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of SD Johor Development is SD Property Selatan, details of which are set out in Section 6.3.8.1 of this Prospectus.

As at the LPD, SD Johor Development does not have any associate or joint venture.

6.3.8 Subsidiary of SD Johor Development

6.3.8.1 SD Property Selatan (Company no. 967595-H)

(i) History and business

SD Property Selatan was incorporated in Malaysia under the Companies Act 1965 on 11 November 2011 as a private limited company under the name of Intrisik Klasik Sdn Bhd and is deemed registered under the Act. It assumed its present name on 10 May 2012. SD Property Selatan is principally an investment holding company and involved in construction. It commenced its business on 15 March 2013.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of SD Property Selatan is RM22,000,000 comprising 22,000,000 ordinary shares.

There is no change to the issued share capital of SD Property Selatan for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of SD Property Selatan and their shareholdings in SD Property Selatan are as follows:

<u>Name</u>	<u>No. of ordinary shares held</u>	<u>%</u>
SD Johor Development	13,200,000	60
Tunas Selatan Pagoh Sdn Bhd	8,800,000	40

SD Johor Development is a wholly-owned subsidiary of SD Property (Sungai Kapar), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of SD Property Selatan are SD Property Selatan Satu, SD Property Selatan Dua, SD Property Selatan Tiga and SD Property Selatan Empat. Details of SD Property Selatan Satu and SD Property Selatan Dua are set out in Sections 6.3.9.1 and 6.3.9.2 of this Prospectus.

As at the LPD, SD Property Selatan does not have any associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.9 Subsidiaries of SD Property Selatan

6.3.9.1 SD Property Selatan Satu (Company no. 1016138-D)

(i) History and business

SD Property Selatan Satu was incorporated in Malaysia under the Companies Act 1965 on 7 September 2012 as a private limited company under the name of Meridian Integrasi Sdn Bhd and is deemed registered under the Act. It assumed its present name on 10 October 2012. SD Property Selatan Satu is principally involved in construction and assets management services for Pagoh Polytechnic branch campus and shared facilities at Lanadron Estate, Pagoh, Johor Darul Takzim under the concession agreement and it commenced its business on 7 November 2012.

(ii) Share capital

As at the LPD, the issued share capital of SD Property Selatan Satu is RM107,400,000 comprising 5,000,000 ordinary shares and 102,400,000 redeemable preference shares and includes the amount standing to the credit of its share premium account amounting to RM83,457,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act.

The changes in the issued share capital of SD Property Selatan Satu for the past 3 years and up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of redeemable preference shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>
			<u>RM</u>
30 June 2015	12,820,000	Capitalisation of shareholder's advances	38,800,000
30 June 2016	50,500,000	Capitalisation of shareholder's advances	89,300,000
2 May 2017	18,100,000	Capitalisation of shareholder's advances	107,400,000

(iii) Shareholder

As at the LPD, SD Property Selatan Satu is a wholly-owned subsidiary of SD Property Selatan, which is a 60%-owned subsidiary of SD Johor Development. SD Johor Development is a wholly-owned subsidiary of SD Property (Sungai Kapar), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property Selatan Satu does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

6.3.9.2 SD Property Selatan Dua (Company no. 1016357-X)

(i) History and business

SD Property Selatan Dua was incorporated in Malaysia under the Companies Act 1965 on 10 September 2012 as a private limited company under the name of Simfoni Giro Sdn Bhd and is deemed registered under the Act. It assumed its present name on 9 October 2012. SD Property Selatan Dua is principally involved in construction and assets management services for Universiti Tun Hussein Onn Malaysia branch campus at Lanadron Estate, Pagoh, Johor Darul Takzim under the concession agreement and it commenced its business on 7 November 2012.

(ii) Share capital

As at the LPD, the issued share capital of SD Property Selatan Dua is RM86,300,000 comprising 5,000,000 ordinary shares and 81,300,000 redeemable preference shares and includes the amount standing to the credit of its share premium account amounting to RM60,885,000, which form part of its share capital upon commencement of the Act on 31 January 2017. Notwithstanding this, it may, within 24 months upon the commencement of the Act, use the amount standing to the credit of its share premium account in accordance with the Act.

The changes in the issued share capital of SD Property Selatan Dua for the past 3 years up to the LPD are as follows:

Date of allotment	No. of redeemable preference shares	Consideration	Cumulative issued share capital RM
30 June 2015	14,855,000	Capitalisation of shareholder's advances	30,900,000
30 June 2016	35,600,000	Capitalisation of shareholder's advances	66,500,000
2 May 2017	19,800,000	Capitalisation of shareholder's advances	86,300,000

(iii) Shareholder

As at the LPD, SD Property Selatan Dua is a wholly-owned subsidiary of SD Property Selatan, which is a 60%-owned subsidiary of SD Johor Development. SD Johor Development is a wholly-owned subsidiary of SD Property (Sungai Kapar), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, SD Property Selatan Dua does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.10 Associate of SD Property Singapore

6.3.10.1 Sime Darby Real Estate Investment Trust I

(i) History and business

Sime Darby Real Estate Investment Trust I was constituted in Singapore under the Trust Deed on 24 March 2016 as a unit trust. Sime Darby Real Estate Investment Trust I is principally involved in real estate investment and it commenced its business on 24 March 2016.

(ii) Unit issued

As at the LPD, the total units issued by Sime Darby Real Estate Investment Trust I is 115,270,620.

The changes in the units issued by Sime Darby Real Estate Investment Trust I since its constitution up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of units</u>	<u>Consideration</u>	<u>Cumulative units issued</u>
24 March 2016	1	Cash	1
24 May 2016	76,829,083	Cash	76,829,084
22 June 2016	71,140	Cash	76,900,224
29 September 2016	38,370,396	Cash	115,270,620

(iii) Unit holders

As at the LPD, the unit holders of Sime Darby Real Estate Investment Trust I and their unitholdings in Sime Darby Real Estate Investment Trust I are as follows:

<u>Name</u>	<u>No. of units held</u>	<u>%</u>
SD Property Singapore	28,817,655	25
Sedan Holding Limited	86,452,965	75

SD Property Singapore is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiary of Sime Darby Real Estate Investment Trust I is Aster Investment Holding Pte Ltd, details of which are set out in Section 6.3.11.1 of this Prospectus.

As at the LPD, Sime Darby Real Estate Investment Trust I does not have any associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

6.3.11 Subsidiary of Sime Darby Real Estate Investment Trust I

6.3.11.1 Aster Investment Holding Pte Ltd (Company no. 201607897G)

(i) History and business

Aster Investment Holding Pte Ltd was incorporated in Singapore under the Companies Act (Cap. 50) of Singapore on 28 March 2016 as a private company limited by shares. Aster Investment Holding Pte Ltd is principally involved in property management and investment holding and it commenced its business on 28 March 2016.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of Aster Investment Holding Pte Ltd is SGD34,259,874 comprising 11,527,012 ordinary shares and 22,732,862 preference shares.

The changes in the issued and paid-up share capital of Aster Investment Holding Pte Ltd since its incorporation up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of shares</u>	<u>Consideration</u>	<u>Cumulative issued and paid-up share capital</u>
			<u>SGD</u>
<u>Ordinary shares</u>			
28 March 2016	1	Cash	1
24 May 2016	7,682,908	Cash	7,682,909
22 June 2016	7,064	Cash	7,689,973
29 September 2016	3,837,039	Cash	11,527,012
<u>Preference shares</u>			
24 May 2016	69,146,176	Cash	80,673,188
22 June 2016	63,576	Cash	80,736,764
29 September 2016	34,533,357	Cash	115,270,121

On 19 June 2017, Aster Investment Holding Pte Ltd carried out a redemption exercise in respect of 81,010,247 preference shares. Following such redemption exercise, the issued and paid-up share capital of Aster Investment Holding Pte Ltd became SGD34,259,874 comprising 11,527,012 ordinary shares and 22,732,862 preference shares.

(iii) Shareholder

As at the LPD, Aster Investment Holding Pte Ltd is a wholly-owned subsidiary of Perpetual (Asia) Limited. Perpetual (Asia) Limited holds the entire issued and paid-up share capital of Aster Investment Holding Pte Ltd as trustee for and on behalf of Sime Darby Real Estate Investment Trust I. The beneficiaries of Sime Darby Real Estate Investment Trust I include SD Property Singapore which owns 25% of the total issued units of Sime Darby Real Estate Investment Trust I. SD Property Singapore is in turn our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of Aster Investment Holding Pte Ltd are Sime Darby Property (Alexandra) Private Limited, Sime Darby Property (Dunearn) Private Limited and Sime Darby Property (Kilang) Private Limited.

As at the LPD, Aster Investment Holding Pte Ltd does not have any associate or joint venture.

6.3.12 Our associates

6.3.12.1 Shaw Brothers (M) Sdn Bhd (Company no. 117709-T)

(i) History and business

Shaw Brothers (M) Sdn Bhd was incorporated in Malaysia under the Companies Act 1965 on 9 April 1984 as a private limited company and is deemed registered under the Act. Shaw Brothers (M) Sdn Bhd is principally an investment holding company.

(ii) Share capital

As at the LPD, the issued share capital of Shaw Brothers (M) Sdn Bhd is RM100,000,000 comprising 100,000,000 ordinary shares.

There is no change to the issued share capital of Shaw Brothers (M) Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of Shaw Brothers (M) Sdn Bhd and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property	36,000,000	36
PPB Group Berhad	34,000,000	34
The Shaw Organisation (Pte) Ltd	30,000,000	30

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of Shaw Brothers (M) Sdn Bhd are Shaw & Sons (Kuala Lumpur) Sdn Bhd, Shaw Plaza Sdn Bhd, Shaw Brothers (Johore) Sdn Bhd, Shaw Renters (East Malaysia) Sdn Bhd, Shaw Brothers (Kuala Lumpur) Sdn Bhd, Shaw Brothers (Kuching) Sdn Bhd and Shaw Brothers (Ipoh) Sdn Bhd.

As at the LPD, Shaw Brothers (M) Sdn Bhd does not have any associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.13 Subsidiaries of Shaw Brothers (M) Sdn Bhd

6.3.13.1 Shaw & Sons (Kuala Lumpur) Sdn Bhd (Company no. 3408-U)

(i) History and business

Shaw & Sons (Kuala Lumpur) Sdn Bhd was incorporated in Malaysia under the Companies Ordinances, 1940 to 1946 on 30 March 1959 as a limited company under the name of Shaw & Sons (Kuala Lumpur) Limited and is deemed registered under the Act. It changed its name to Shaw & Sons (Kuala Lumpur) Sdn Bhd on 15 April 1966. Shaw & Sons (Kuala Lumpur) Sdn Bhd is principally involved in property investment and the provision of management services.

(ii) Share capital

As at the LPD, the issued share capital of Shaw & Sons (Kuala Lumpur) Sdn Bhd is RM9,123,650 comprising 9,123,650 ordinary shares.

There is no change to the issued share capital of Shaw & Sons (Kuala Lumpur) Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, Shaw & Sons (Kuala Lumpur) Sdn Bhd is a wholly-owned subsidiary of Shaw Brothers (M) Sdn Bhd, which in turn is our 36%-owned associate.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Shaw & Sons (Kuala Lumpur) Sdn Bhd does not have any subsidiary, associate or joint venture.

6.3.13.2 Shaw Plaza Sdn Bhd (Company no. 2892-D)

(i) History and business

Shaw Plaza Sdn Bhd was incorporated in Malaysia under the Companies Ordinances, 1940 to 1946 on 5 December 1956 as a limited company under the name of Kim Wah Theatre Limited and is deemed registered under the Act. It changed its name to Shaw Plaza Sdn Bhd on 6 October 1992. Shaw Plaza Sdn Bhd is principally involved in property investment and the provision of management services and it owns and operates a hotel.

(ii) Share capital

As at the LPD, the issued share capital of Shaw Plaza Sdn Bhd is RM127,450,000 comprising 1,450,000 ordinary shares and 126,000,000 preference shares.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

The changes in the issued share capital of Shaw Plaza Sdn Bhd for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of redeemable preference shares</u>	<u>Consideration</u>	<u>Cumulative issued share capital</u>
			<u>RM</u>
24 August 2016	44,500,000	Cash	127,450,000

(iii) Shareholders

As at the LPD, Shaw Plaza Sdn Bhd is a wholly-owned subsidiary of Shaw Brothers (M) Sdn Bhd, which in turn is our 36%-owned associate.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Shaw Plaza Sdn Bhd does not have any subsidiary, associate or joint venture.

6.3.14 Associate of SD Properties (Sabah)

6.3.14.1 Mostyn Development Sdn Bhd (Company no. 714424-T)

(i) History and business

Mostyn Development Sdn Bhd was incorporated in Malaysia under the Companies Act 1965 on 8 November 2005 as a private limited company and is deemed registered under the Act. Mostyn Development Sdn Bhd has not commenced its business and has been set up to undertake property development.

(ii) Share capital

As at the LPD, the issued share capital of Mostyn Development Sdn Bhd is RM678,000 comprising 678,000 ordinary shares.

There is no change to the issued and paid-up share capital of Mostyn Development Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of Mostyn Development Sdn Bhd and their shareholdings are as follows:

<u>Name</u>	<u>No. of ordinary shares held</u>	<u>%</u>
SD Properties (Sabah)	203,400	30
Sabaland Construction Sdn Bhd	474,600	70

SD Properties (Sabah) is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Mostyn Development Sdn Bhd does not have any subsidiary, associate or joint venture.

6.3.15 Our joint venture

6.3.15.1 Sime Darby Sunrise Development Sdn Bhd (Company no. 882264-V)

(i) History and business

Sime Darby Sunrise Development Sdn Bhd was incorporated in Malaysia under the Companies Act 1965 on 10 December 2009 as a private limited company under the name of Baywood Avenue Sdn Bhd and is deemed registered under the Act. It assumed its present name on 26 March 2010. Sime Darby Sunrise Development Sdn Bhd is principally involved in property development and it commenced its business on 20 August 2010.

(ii) Share capital

As at the LPD, the issued share capital of Sime Darby Sunrise Development Sdn Bhd is RM250,000 comprising 250,000 ordinary shares.

There is no change to the issued share capital of Sime Darby Sunrise Development Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of Sime Darby Sunrise Development Sdn Bhd and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property	125,000	50
Sunrise Berhad	125,000	50

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Sime Darby Sunrise Development Sdn Bhd does not have any subsidiary, associate or joint venture.

6.3.16 Joint venture of SD Urus Harta

6.3.16.1 Sime Darby CapitaLand (Melawati Mall) Sdn Bhd (Company no. 946244-M)

(i) History and business

Sime Darby CapitaLand (Melawati Mall) Sdn Bhd was incorporated in Malaysia under the Companies Act 1965 on 26 May 2011 as a private limited company under the name of Prized Corridor Sdn Bhd and is deemed registered under the Act. It changed its name to Sime Darby CapitaMalls Asia (Melawati Mall) Sdn Bhd on 12 April 2013. It assumed its present name on 27 August 2015. Sime Darby CapitaLand (Melawati Mall) Sdn Bhd is principally involved in property investment and it commenced its business on 26 May 2013.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

(ii) Share capital

As at the LPD, the issued share capital of Sime Darby CapitaLand (Melawati Mall) Sdn Bhd is RM100,000 comprising 100,000 ordinary shares.

There is no change to the issued share capital of Sime Darby CapitaLand (Melawati Mall) Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholders

As at the LPD, the shareholders of Sime Darby CapitaLand (Melawati Mall) Sdn Bhd and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Urus Harta	50,000	50
Pronto	50,000	50

SD Urus Harta is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Sime Darby CapitaLand (Melawati Mall) Sdn Bhd does not have any subsidiary, associate or joint venture.

6.3.17 Joint ventures of SD Property (Hong Kong)

6.3.17.1 Battersea Power Station Development Company Limited (Company no. 8150687)

(i) History and business

Battersea Power Station Development Company Limited was incorporated in England and Wales under the United Kingdom Companies Act 2006 on 20 July 2012 as a private limited company. Battersea Power Station Development Company Limited is principally involved in the provision of development management services and it commenced its business on 6 September 2012.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of Battersea Power Station Development Company Limited is GBP50,000 comprising 50,000 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Power Station Development Company Limited for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)**(iii) Shareholders**

As at the LPD, the shareholders of Battersea Power Station Development Company Limited and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property (Hong Kong)	20,000	40
Setia International Limited	20,000	40
Kwasa Global Development Limited	10,000	20

SD Property (Hong Kong) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of Battersea Power Station Development Company Limited are Battersea Power Station Asset Management Limited, Battersea Power Station Estate Management Limited, Battersea Power Station Management Services Limited and Battersea Academy For Skills Excellence (BASE) Community Interest Company. Details of Battersea Power Station Estate Management Limited are set out in Section 6.3.18.1 of this Prospectus.

As at the LPD, Battersea Power Station Development Company Limited does not have any associate or joint venture.

6.3.17.2 Battersea Power Station Estates Limited (Company no. 8338291)**(i) History and business**

Battersea Power Station Estates Limited was incorporated in England and Wales under the United Kingdom Companies Act 2006 on 20 December 2012 as a private limited company under the name of BPS Sales And Lettings Limited. It assumed its present name on 14 January 2014. Battersea Power Station Estates Limited is principally involved in the provision of sales and lettings services to residents and tenants of the Battersea Power Station estate in London and it commenced its business on 30 May 2014.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of Battersea Power Station Estates Limited is GBP50,000 comprising 50,000 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Power Station Estates Limited for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

(iii) Shareholders

As at the LPD, the shareholders of Battersea Power Station Estates Limited and their shareholdings are as follows:

<u>Name</u>	<u>No. of ordinary shares held</u>	<u>%</u>
SD Property (Hong Kong)	20,000	40
Setia International Limited	20,000	40
Kwasa Global Development Limited	10,000	20

SD Property (Hong Kong) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Power Station Estates Limited does not have any subsidiary, associate or joint venture.

6.3.17.3 BPHCL (Company no. 110930)

(i) History and business

BPHCL was incorporated in Jersey under the Companies (Jersey) Law 1991 on 22 June 2012 as a private limited company. The principal activity of BPHCL is an investment holding company and it commenced its business on 4 July 2012.

(ii) Share capital

As at the LPD, the authorised share capital of BPHCL is GBP500,000 comprising 40,000,000 ordinary shares of GBP0.01 each and 10,000,000 preference shares of GBP0.01 each. As at the LPD, the issued and paid-up share capital of BPHCL is GBP84,825 comprising 8,482,500 ordinary shares of GBP0.01 each.

The changes in the issued and paid-up share capital of BPHCL for the past 3 years up to the LPD are as follows:

<u>Date of allotment</u>	<u>No. of ordinary shares</u>	<u>Consideration</u>	<u>Cumulative issued and paid-up share capital</u>
			<u>GBP</u>
9 January 2015	375,000	Cash	36,575
10 April 2015	625,000	Cash	42,825
23 July 2015	450,000	Cash	47,325
9 October 2015	150,000	Cash	48,825
8 January 2016	850,000	Cash	57,325
22 April 2016	900,000	Cash	66,325
13 July 2016	550,000	Cash	71,825
21 October 2016	440,000	Cash	76,225
9 December 2016	310,000	Cash	79,325
14 March 2017	350,000	Cash	82,825
21 July 2017	200,000	Cash	84,825

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES (Cont'd)

(iii) Shareholders

As at the LPD, the shareholders of BPHCL and their shareholdings are as follows:

Name	No. of ordinary shares held	%
SD Property (Hong Kong)	3,313,000	40
Setia International Limited	3,313,000	40
Kwasa Global Development Limited	1,656,500	20

SD Property (Hong Kong) is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, the direct subsidiaries of BPHCL are Battersea Phase 1 Holding Company Limited, Battersea Phase 2 Holding Company Limited, Battersea Phase 3 Holding Company Limited, Battersea Phase 4 Holding Company Limited, Battersea Phase 5 Holding Company Limited, Battersea Phase 6 Holding Company Limited, Battersea Phase 7 Holding Company Limited, Battersea Power Station Malaysia Sdn Bhd, Battersea Project Land Company Limited, Battersea Project Phase 2 Refurbishment Company Limited, Battersea Project Phase 4A Company Limited, Battersea Phase 7 Residential Company Limited and Battersea Project Residual Land Company Limited.

Details of Battersea Phase 1 Holding Company Limited, Battersea Phase 2 Holding Company Limited, Battersea Phase 3 Holding Company Limited, Battersea Power Station Malaysia Sdn Bhd, Battersea Project Land Company Limited, Battersea Project Phase 2 Refurbishment Company Limited and Battersea Project Phase 4A Company Limited are set out in Section 6.3.19.1 to Section 6.3.19.7 of this Prospectus.

As at the LPD, BPHCL does not have any associate or joint venture.

6.3.18 Subsidiary of Battersea Power Station Development Company Limited

6.3.18.1 Battersea Power Station Estate Management Limited (Company no. 10385514)

(i) History and business

Battersea Power Station Estate Management Limited was incorporated in England and Wales under the United Kingdom Companies Act 2006 on 20 September 2016 as a private limited company. Battersea Power Station Estate Management Limited is principally involved in the provision of estate management services and it commenced its business on 11 October 2016.

(ii) Share capital

As at the LPD, the issued and paid-up share capital of Battersea Power Station Estate Management Limited is GBP1 comprising 1 ordinary share of GBP1 each.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

There is no change to the issued and paid-up share capital of Battersea Power Station Estate Management Limited since its incorporation up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Power Station Estate Management Limited is a wholly-owned subsidiary of Battersea Power Station Development Company Limited. Battersea Power Station Development Company Limited is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Power Station Estate Management Limited does not have any subsidiary, associate or joint venture.

6.3.19 Subsidiaries of BPHCL

6.3.19.1 Battersea Phase 1 Holding Company Limited (Company no. 113607)

(i) History and business

Battersea Phase 1 Holding Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 29 July 2013 as a private limited company. Battersea Phase 1 Holding Company Limited is principally an investment holding company and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Phase 1 Holding Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Phase 1 Holding Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Phase 1 Holding Company Limited is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates, joint ventures and partnerships

As at the LPD, the direct subsidiaries of Battersea Phase 1 Holding Company Limited are Battersea Project Phase 1 Company Limited, Battersea Project Phase 1 Management Company Limited, Battersea Project Phase 1 Office GP Limited, Battersea Project Phase 1 Office LP Limited, Battersea Project Phase 1 Office Nominee Limited, Battersea Project Phase 1 Retail, Leisure, F&B GP Limited (formerly known as Battersea Project Phase 1 GP Limited), Battersea Project Phase 1 Retail, Leisure, F&B LP Limited (formerly known as Battersea Project Phase 1 LP Limited) and Battersea Project Phase 1 Retail, Leisure, F&B Nominee Limited (formerly known as Battersea Project Phase 1 Nominee Company Limited).

Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership (formerly known as Battersea Project Phase 1 Commercial Limited Partnership) and Battersea Project Phase 1 Office Limited Partnership are indirect subsidiary undertakings of Battersea Phase 1 Holding Company Limited.

Details of Battersea Project Phase 1 Company Limited, Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership (formerly known as Battersea Project Phase 1 Commercial Limited Partnership) and Battersea Project Phase 1 Office Limited Partnership are set out in Sections 6.3.21.1, 6.3.22.1 and 6.3.22.2 of this Prospectus.

As at the LPD, Battersea Phase 1 Holding Company Limited does not have any associate or joint venture.

6.3.19.2 Battersea Phase 2 Holding Company Limited (Company no. 113777)

(i) History and business

Battersea Phase 2 Holding Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Phase 2 Holding Company Limited is principally an investment holding company and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Phase 2 Holding Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Phase 2 Holding Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Phase 2 Holding Company Limited is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) **Subsidiaries, associates, joint ventures and partnerships**

As at the LPD, the direct subsidiaries of Battersea Phase 2 Holding Company Limited are Battersea Power Station Energy Company Limited, Battersea Project Phase 2 Company Limited, Battersea Project Phase 2 Development Company Limited, Battersea Project Phase 2 GP Limited, Battersea Project Phase 2 LP Limited, Battersea Project Phase 2 Management Company Limited, Battersea Project Phase 2 Nominee Company Limited and Battersea Project Phase 2 Residential Company Limited.

Battersea Project Phase 2 Commercial Limited Partnership is an indirect subsidiary undertaking of Battersea Phase 2 Holding Company Limited.

Details of Battersea Project Phase 2 Development Company Limited, Battersea Project Phase 2 Residential Company Limited and Battersea Project Phase 2 Commercial Limited Partnership are set out in Sections 6.3.23.1, 6.3.23.2 and 6.3.24.1 of this Prospectus.

As at the LPD, Battersea Phase 2 Holding Company Limited does not have any associate or joint venture.

6.3.19.3 **Battersea Phase 3 Holding Company Limited (Company no. 113785)**

(i) **History and business**

Battersea Phase 3 Holding Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Phase 3 Holding Company Limited is principally an investment holding company and it commenced its business on 15 October 2013.

(ii) **Share capital**

As at the LPD, the authorised share capital of Battersea Phase 3 Holding Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Phase 3 Holding Company Limited for the past 3 years up to the LPD.

(iii) **Shareholder**

As at the LPD, Battersea Phase 3 Holding Company Limited is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates, joint ventures and partnerships

As at the LPD, the direct subsidiaries of Battersea Phase 3 Holding Company Limited are Battersea Project Phase 3 Company Limited, Battersea Project Phase 3 Development Company Limited, Battersea Project Phase 3 GP Limited, Battersea Project Phase 3 LP Limited, Battersea Project Phase 3 Management Company Limited, Battersea Project Phase 3 Nominee Company Limited and Battersea Project Phase 3 Residential Company Limited.

Battersea Project Phase 3 Commercial Limited Partnership is an indirect limited partnership of Battersea Phase 3 Holding Company Limited.

Details of Battersea Project Phase 3 Company Limited, Battersea Project Phase 3 Development Company Limited and Battersea Project Phase 3 Residential Company Limited are set out in Section 6.3.25.1 to Section 6.3.25.3 of this Prospectus.

As at the LPD, Battersea Phase 3 Holding Company Limited does not have any associate or joint venture.

6.3.19.4 Battersea Power Station Malaysia Sdn Bhd (Company no. 1022644-X)

(i) History and business

Battersea Power Station Malaysia Sdn Bhd was incorporated in Malaysia under the Companies Act 1965 on 30 October 2012 as a private limited company and is deemed registered under the Act. Battersea Power Station Malaysia Sdn Bhd is principally involved in the provision of marketing services and it commenced its business on 30 October 2013.

(ii) Share capital

As at the LPD, the issued share capital of Battersea Power Station Malaysia Sdn Bhd is RM250,000 comprising 250,000 ordinary shares.

There is no change to the issued share capital of Battersea Power Station Malaysia Sdn Bhd for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Power Station Malaysia Sdn Bhd is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Power Station Malaysia Sdn Bhd does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.19.5 Battersea Project Land Company Limited (Company no. 110931)

(i) History and business

Battersea Project Land Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 22 June 2012 as a private limited company. Battersea Project Land Company Limited is principally involved in property development and property investment and it commenced its business on 4 July 2012.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Land Company Limited is GBP500,000 comprising 40,000,000 ordinary shares of GBP0.01 each and 10,000,000 preference shares of GBP0.01 each, and its issued and paid-up share capital is GBP0.10 comprising 10 ordinary shares of GBP0.01 each.

There is no change to the issued and paid-up share capital of Battersea Project Land Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Land Company Limited is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Land Company Limited does not have any subsidiary, associate or joint venture.

6.3.19.6 Battersea Project Phase 2 Refurbishment Company Limited (Company no. 111904)

(i) History and business

Battersea Project Phase 2 Refurbishment Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 November 2012 as a private limited company under the name of Battersea Project RS1B Company Limited. It assumed its present name on 12 April 2013. Battersea Project Phase 2 Refurbishment Company Limited is principally involved in property development and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 2 Refurbishment Company Limited is GBP25,000 comprising 25,000 of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 2 Refurbishment Company Limited for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iii) Shareholder

As at the LPD, Battersea Project Phase 2 Refurbishment Company Limited is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 2 Refurbishment Company Limited does not have any subsidiary, associate or joint venture.

6.3.19.7 Battersea Project Phase 4A Company Limited (Company no. 113803)

(i) History and business

Battersea Project Phase 4A Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company under the name of Battersea Project Phase 5 Residential Company Limited. It assumed its present name on 10 March 2015. Battersea Project Phase 4A Company Limited is principally involved in property development and it commenced its business on 21 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 4A Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 4A Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 4A Company Limited is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 4A Company Limited does not have any subsidiary, associate or joint venture.

6.3.20 Indirect subsidiaries of BPHCL

6.3.20.1 Battersea Project Phase 4 Company Limited (Company no. 113793)

(i) History and business

Battersea Project Phase 4 Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 4 Company Limited is principally involved in property investment and it commenced its business on 15 October 2013.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 4 Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 4 Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 4 Company Limited is a wholly-owned subsidiary of Battersea Phase 4 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 4 Company Limited does not have any subsidiary, associate or joint venture.

6.3.20.2 Battersea Project Phase 5 Company Limited (Company no. 113801)

(i) History and business

Battersea Project Phase 5 Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 5 Company Limited is principally a property investment company and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 5 Company Limited is GBP25,000 comprising 25,000 ordinary of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 5 Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 5 Company Limited is a wholly-owned subsidiary of Battersea Phase 5 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 5 Company Limited does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.20.3 Battersea Project Phase 6 Company Limited (Company no. 113805)

(i) History and business

Battersea Project Phase 6 Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 6 Company Limited is principally involved in property investment and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 6 Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 6 Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 6 Company Limited is a wholly-owned subsidiary of Battersea Phase 6 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 6 Company Limited does not have any subsidiary, associate or joint venture.

6.3.21 Subsidiary of Battersea Phase 1 Holding Company Limited

6.3.21.1 Battersea Project Phase 1 Company Limited (Company no. 111902)

(i) History and business

Battersea Project Phase 1 Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 November 2012 as a private limited company under the name of Battersea Project RS1A Company Limited. It changed its name to Battersea Project Phase 1 Residential Company Limited on 30 November 2012 and assumed its present name on 17 December 2012. Battersea Project Phase 1 Company Limited is principally a property investment holding company and it commenced its business on 19 December 2012.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 1 Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 1 Company Limited for the past 3 years up to the LPD.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iii) Shareholder

As at the LPD, Battersea Project Phase 1 Company Limited is a wholly-owned subsidiary of Battersea Phase 1 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 1 Company Limited does not have any subsidiary, associate or joint venture.

6.3.22 Indirect subsidiary undertakings of Battersea Phase 1 Holding Company Limited

6.3.22.1 Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership (formerly known as Battersea Project Phase 1 Commercial Limited Partnership) (Registration no. LP15351)

(i) History and business

Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership was registered in England and Wales under the Limited Partnerships Act 1907 on 19 December 2012 as a limited partnership under the name of Battersea Project Phase 1 Commercial Limited Partnership. It assumed its present name on 10 November 2016. Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership is principally involved in property development and property investment and it commenced its business on 7 January 2013.

(ii) Capital contribution

As at the LPD, the capital contribution in Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership is GBP100.

There is no change to the capital contribution of Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership for the past 3 years up to the LPD.

(iii) Partnership interests

As at the LPD, Battersea Project Phase 1 Retail, Leisure, F&B LP Limited hold a 99.0% interest in Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership and Battersea Project Phase 1 Retail, Leisure, F&B GP Limited holds a 1.0% interest in Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership.

Battersea Project Phase 1 Retail, Leisure, F&B LP Limited and Battersea Project Phase 1 Retail, Leisure, F&B GP Limited are wholly-owned subsidiaries of Battersea Phase 1 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 1 Retail, Leisure, F&B Limited Partnership does not have any subsidiary, associate or joint venture.

6.3.22.2 Battersea Project Phase 1 Office Limited Partnership (Registration no. LP17647)

(i) History and business

Battersea Project Phase 1 Office Limited Partnership was registered in England and Wales under the Limited Partnerships Act 1907 on 20 October 2016 as a limited partnership. Battersea Project Phase 1 Office Limited Partnership is principally involved in property development and property investment and it commenced its business on 31 October 2016.

(ii) Capital contribution

As at the LPD, the capital contribution in Battersea Project Phase 1 Office Limited Partnership is GBP100.

There is no change to the capital contribution of Battersea Project Phase 1 Office Limited Partnership since the last contribution on its date of incorporation up to the LPD.

(iii) Partnership interests

As at the LPD, Battersea Project Phase 1 Office LP Limited holds a 99.0% interest in Battersea Project Phase 1 Office Limited Partnership and Battersea Project Phase 1 Office GP Limited holds a 1.0% interest in Battersea Project Phase 1 Office Limited Partnership.

Battersea Project Phase 1 Office LP Limited and Battersea Project Phase 1 Office GP Limited are wholly-owned subsidiaries of Battersea Phase 1 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 1 Office Limited Partnership does not have any subsidiary, associate or joint venture.

6.3.23 Subsidiaries of Battersea Phase 2 Holding Company Limited

6.3.23.1 Battersea Project Phase 2 Development Company Limited (Company no. 113778)

(i) History and business

Battersea Project Phase 2 Development Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 2 Development Company Limited is principally involved in property development and it commenced its business on 15 October 2013.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 2 Development Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 2 Development Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 2 Development Company Limited is a wholly-owned subsidiary of Battersea Phase 2 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 2 Development Company Limited does not have any subsidiary, associate or joint venture.

6.3.23.2 Battersea Project Phase 2 Residential Company Limited (Company no. 113779)

(i) History and business

Battersea Project Phase 2 Residential Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 2 Residential Company Limited is principally involved in property development and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 2 Residential Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 2 Residential Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 2 Residential Company Limited is a wholly-owned subsidiary of Battersea Phase 2 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 2 Residential Company Limited does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.24 Indirect subsidiary undertakings of Battersea Phase 2 Holding Company Limited

6.3.24.1 Battersea Project Phase 2 Commercial Limited Partnership (Registration no. LP15751)

(i) History and business

Battersea Project Phase 2 Commercial Limited Partnership was registered in England and Wales under the Limited Partnerships Act 1907 on 22 October 2013 as a limited partnership. Battersea Project Phase 2 Commercial Limited Partnership is principally involved in property development and property investment and it commenced its business on 28 October 2013.

(ii) Capital contribution

As at the LPD, the capital contribution in Battersea Project Phase 2 Commercial Limited Partnership is GBP100.

There is no change to the capital contribution of Battersea Project Phase 2 Commercial Limited Partnership for the past 3 years up to the LPD.

(iii) Partnership interests

As at the LPD, Battersea Project Phase 2 LP Limited holds a 99.0% interest in Battersea Project Phase 2 Commercial Limited Partnership and Battersea Project Phase 2 GP Limited holds a 1.0% interest in Battersea Project Phase 2 Commercial Limited Partnership.

Battersea Project Phase 2 LP Limited and Battersea Project Phase 2 GP Limited are wholly-owned subsidiaries of Battersea Phase 2 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 2 Commercial Limited Partnership does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

6.3.25 Subsidiaries of Battersea Phase 3 Holding Company Limited

6.3.25.1 Battersea Project Phase 3 Company Limited (Company no. 111903)

(i) History and business

Battersea Project Phase 3 Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 November 2012 as a private limited company under the name of Battersea Project RS1B Management Company Limited. It assumed its present name on 12 April 2013. Battersea Project Phase 3 Company Limited is principally a property investment company and it commenced its business on 19 December 2012.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 3 Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 3 Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 3 Company Limited is a wholly-owned subsidiary of Battersea Phase 3 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 3 Company Limited does not have any subsidiary, associate or joint venture.

6.3.25.2 Battersea Project Phase 3 Development Company Limited (Company no. 113786)

(i) History and business

Battersea Project Phase 3 Development Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 3 Development Company Limited is principally involved in property development and it commenced its business on 15 October 2013.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 3 Development Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1 each.

There is no change to the issued and paid-up share capital of Battersea Project Phase 3 Development Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 3 Development Company Limited is a wholly-owned subsidiary of Battersea Phase 3 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 3 Development Company Limited does not have any subsidiary, associate or joint venture.

6.3.25.3 Battersea Project Phase 3 Residential Company Limited (Company no. 113787)

(i) History and business

Battersea Project Phase 3 Residential Company Limited was incorporated in Jersey under the Companies (Jersey) Law 1991 on 23 August 2013 as a private limited company. Battersea Project Phase 3 Residential Company Limited is principally involved in property development and it commenced its business on 15 October 2013.

(ii) Share capital

As at the LPD, the authorised share capital of Battersea Project Phase 3 Residential Company Limited is GBP25,000 comprising 25,000 ordinary shares of GBP1 each and its issued and paid-up share capital is GBP10 comprising 10 ordinary shares of GBP1.

There is no change to the issued and paid-up share capital of Battersea Project Phase 3 Residential Company Limited for the past 3 years up to the LPD.

(iii) Shareholder

As at the LPD, Battersea Project Phase 3 Residential Company Limited is a wholly-owned subsidiary of Battersea Phase 3 Holding Company Limited, which is a wholly-owned subsidiary of BPHCL. BPHCL is a 40%-owned joint venture of SD Property (Hong Kong), which in turn is our wholly-owned subsidiary.

(iv) Subsidiaries, associates and joint ventures

As at the LPD, Battersea Project Phase 3 Residential Company Limited does not have any subsidiary, associate or joint venture.

6. INFORMATION ON OUR GROUP, ASSOCIATES AND JOINT VENTURES *(Cont'd)*

For the past 3 years up to the LPD, none of our Shares and the shares in our material subsidiaries, associates and joint ventures were issued and allotted at a discount or have any special terms. Our issued Shares and the issued shares in our subsidiaries save for Robt. Bradford Hobbs Savill are fully paid-up.

As at the LPD, neither our Company nor our material subsidiaries, associates and joint ventures are involved in any winding up, receivership or similar proceedings.

There will be no emergence of a new substantial shareholder in any of our non-material joint ventures and non-material associates pursuant to the exercise of outstanding options or conversion of outstanding convertible securities issued by such non-material joint ventures or non-material associates as at the LPD.

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7. BUSINESS OVERVIEW

7.1 OVERVIEW

We are an established property developer with our track record of over 40 years in the development of landed to strata properties, with well-known townships such as Taman Melawati, Subang Jaya and Bukit Jelutong. According to Frost & Sullivan, we have the largest land bank in Malaysia and are also one of the largest property developers by revenue and scale of operations, with a footprint in the United Kingdom through our involvement in the development of the iconic Battersea Power Station in London.

Our existing land bank with a total estimated remaining GDV of RM100.4 billion as at the LPD are strategically connected to major highways and are located mainly within key growth areas and economic corridors from the central region of Klang Valley all the way to Negeri Sembilan and Johor in the south.

Our property development business is complemented by our investment in 2 other business segments, namely property investment and, leisure and hospitality. Our property development business has been our principal revenue contributor and had contributed 92.1%, 90.1% and 93.3% of our revenue for the FYEs 30 June 2015, 2016 and 2017 respectively.

(a) Property Development

We have been involved in the property development business for over 40 years and have a strong track record of developing landed to strata properties covering residential, offices, retail and industrial developments. We are also present in the United Kingdom through the development of Battersea Power Station, a project under a joint venture with S P Setia and EPF.

Over the years, we have established ourselves as a Malaysian developer of townships where vibrant communities emerge and grow. We pride ourselves as a developer of homes, lifestyles and communities where generations of families live in environments that are safe, secure and environmentally sustainable.

The product of our development philosophy can be seen in how our earliest townships, Taman Melawati and Subang Jaya, have evolved since the 1970s. Today, these mature townships continue to be sought after addresses and remain as vibrant population centres. Some of our current major ongoing township developments include the City of Elmina in Shah Alam, Serenia City in Sepang and Bandar Bukit Raja in Klang.

Since 2008, we have also diversified into integrated and niche developments. Our integrated developments consist of 2 or more revenue-generating components such as retail, office or residential. An example would be Oasis Damansara - an integrated development consisting of Oasis Square, Sime Darby Plantation Tower, Oasis Corporate Park and Oasis AutoNexus. Spanning across 85.1 acres of freehold land, it is the largest integrated development in Petaling Jaya North. Meanwhile, our niche developments are carried out as stand-alone developments targeting specific demographics of urban population.

As at the LPD, we own about 20,763 acres of remaining developable land bank which are located mainly at strategic locations around the Klang Valley, Negeri Sembilan and Johor. 12,026 acres of the remaining developable land bank which we own are located within our existing 23 active townships (being developments that are on-going, having obtained development approvals as at the LPD, launched projects/products during the past 3 FYEs 30 June 2015, 2016 and 2017 and having remaining developable land parcels) as well as integrated and niche developments. These developments are estimated to generate a GDV of about RM85.9 billion. The remaining 8,737 acres of land bank are for our future development.

7. BUSINESS OVERVIEW (Cont'd)

A summary of our active townships and developments are as follows:

No.	Township / Development name	Location	Year commenced ^(*)	Total area (acres)	Remaining developable area (acres) [#]	Total Remaining GDV (RM' billion)
<u>Niche</u>						
1	ALYA Kuala Lumpur	Kuala Lumpur	2012	62	51	6.8
2	Chemara Hills, Seremban	Negeri Sembilan	2013	44	3	0.1
3	USJ Heights, Subang Jaya	Selangor	2007	375	17	0.2
<u>Integrated</u>						
4	SJ 7, Subang Jaya	Selangor	2015 [^]	40	35	5.2
5	SJCC, Subang Jaya	Selangor	2012	30	28	3.8
6	KL East, Kuala Lumpur	Kuala Lumpur	2011	160	97	2.0
<u>Township</u>						
7	City of Elmina: Elmina West, Shah Alam	Selangor	2015	2,661	2,623	16.1
8	City of Elmina: Elmina East, Shah Alam	Selangor	2012	1,089	856	3.6
9	City of Elmina: Denai Alam & Bukit Subang, Shah Alam	Selangor	1999	1,250	104	0.7
10	Bandar Bukit Raja 2 & 3, Klang	Selangor	2016	2,820	2,472	12.4
11	Bandar Bukit Raja 1, Klang	Selangor	2002	1,513	144	2.2
12	Serenia City, Dengkil / Sepang	Selangor	2013	2,370	1,486	8.7
13	Putra Heights, Subang Jaya	Selangor	1999	1,796	86	3.8
14	Ara Damansara, Petaling Jaya	Selangor	1999	693	74	5.8
15	Bukit Jelutong, Shah Alam	Selangor	1995	2,205	165	2.1
16	Saujana Impian, Kajang	Selangor	1995	600	13	0.01
17	Taman Melawati, Ulu Klang	Selangor	1972	880	6	0.7
18	Nilai Impian 2, Nilai	Negeri Sembilan	2014	546	426	3.2
19	Nilai Impian 1, Nilai	Negeri Sembilan	1997	1,263	189	0.9
20	Bandar Ainsdale, Seremban	Negeri Sembilan	2011	562	195	1.3
21	Planters' Haven, Nilai	Negeri Sembilan	1996	250	81	0
22	Bandar Universiti Pagoh, Muar	Johor	2013	4,099	2,855	6.2
23	Taman Pasir Putih, Pasir Gudang	Johor	1981	356	20	0.1
Total				25,664	12,026	85.9

Notes:

* Refers to the year of first product launch.

[^] Refers to the year in which initial planning approval was obtained from the local authority.

[#] Forms part of our remaining developable land bank of about 20,763 acres.

7. BUSINESS OVERVIEW (Cont'd)

Within the abovementioned 23 townships as well as integrated and niche developments, we currently have 44 on-going property development phases with a total estimated GDV of RM5.9 billion as at the LPD.

In 2012, we expanded our overseas property development footprint through our 40% stake in a joint venture with S P Setia and EPF to develop the Battersea Power Station site in south-west London. The main site was acquired by the joint venture entity for £400 million. Our involvement in this project has provided us with a unique opportunity to expand our overseas property development footprint and participate in the development of the iconic Battersea Power Station in London.

Please refer to Section 7.5 of this Prospectus for details of our major property development projects.

(b) Property Investment

Under our property investment arm, we undertake leasing and property management services in respect of assets which are located in Malaysia, Singapore and the United Kingdom. As at the LPD, we (including our joint venture) manage and lease a total net commercial space of about 2 million sq ft.

As part of our strategy to grow our portfolio of assets (including those held under our joint venture), we have entered into a joint venture with Pronto, a subsidiary of CapitaMalls Asia, via a shareholders agreement dated 9 May 2012, to develop and manage Melawati Mall which is located in Taman Melawati, Kuala Lumpur. Melawati Mall opened its doors to the public in July 2017 whereas KL East Gallery is targeted to open in the 4th quarter of 2018. KL East Gallery is being developed by SD Melawati and will be managed by SD Property (Sungai Kapar), both of which are our wholly-owned subsidiaries. These retail developments will form the key components of our property investment portfolio.

(c) Leisure and Hospitality

Under our leisure and hospitality arm, we manage our hospitality and leisure assets which include Sime Darby Convention Centre in Kuala Lumpur, TPC Kuala Lumpur (formerly known as Kuala Lumpur Golf and Country Club), Impian Golf and Country Club at Kajang, Selangor, Darby Park Serviced Residences Margaret River in Australia, Darby Park Executive Suites in Singapore and Darby Park Serviced Residences in Vietnam.

7.2 COMPETITIVE STRENGTHS

Our competitive strengths are as follows:

(a) **We have a large developable land bank and strong development pipeline located at strategic locations**

As at the LPD, we have about 20,763 acres of remaining developable land bank in Malaysia with an estimated GDV of RM100.4 billion. Our land bank is strategically connected to major highways and is located mainly within key growth areas and economic corridors from the central region of Klang Valley all the way to Negeri Sembilan and Johor in the south. Our current land bank is expected to provide us with a strong development pipeline and will continue to contribute sustainable earnings over the next 15 to 20 years, particularly City of Elmina, Bandar Bukit Raja, Serenia City and Bandar Universiti Pagoh.

7. BUSINESS OVERVIEW (Cont'd)

Most of our land bank is located within close proximity to commercial areas, established townships and growth corridors which we foresee to have significant potential in the short to long term.

Our existing portfolio of lands is also well-positioned as they are in different stages of maturity in prime areas such as Klang Valley for integrated developments, strategic land bank along the Guthrie Corridor Expressway and West Coast Expressway for township developments which would be our main growth engine in the coming years. The different stages of land maturity allow us to have a balanced development portfolio ranging from new township developments with high growth potential to integrated developments in mature areas with high commercial demand.

In addition, our land bank within Negeri Sembilan and Johor is strategically located in close proximity to the High Speed Rail project, a high speed rail line which the governments of Malaysia and Singapore have agreed to construct and reduce the travel time between Kuala Lumpur and Singapore to 90 minutes. The train service is expected to commence operations in 2026. As Seremban and Muar have been identified as transit stops along the rail line, we expect that our property developments undertaken in the surrounding areas like Bandar Ainsdale, Seremban, Nilai Impian 1 and Nilai Impian 2 in Negeri Sembilan as well as Bandar Universiti Pagoh in Muar, Johor will benefit from this catalyst.

We have the opportunity to further strengthen our portfolio of land through the Land Option Agreements which provide access to additional land bank totalling 11,806 acres which are located in Kulai in Johor, Sepang and Klang in Selangor as well as plots of land located in Negeri Sembilan, Penang and Kedah.

(b) We are well-positioned to benefit from opportunities in a major new strategic development region known as MVV

We have access to strategic land bank surrounding MVV area, a component of the Government's 11th Malaysia Plan and the National Transformation Plan which is intended to drive Malaysia's long term economic growth.

MVV is a large-scale 30-year project announced by the Malaysian Prime Minister during his 2016 Budget speech. It covers an area of over 379,000 acres, encompassing Seremban and Port Dickson in Negeri Sembilan. The area is intended to focus on four key development drivers, i.e. high-technology manufacturing, tourism, skill-based education as well as research and specialised services. It is expected that MVV will attract investments of RM290 billion by 2045 and create 1.38 million new job opportunities. Meanwhile, we have entered into discussions with KWAP and Brunsfield Development Sdn Bhd to explore collaboration opportunities to develop the first phase of development within MVV.

As at the LPD, we own about 3,196 acres of land bank within MVV and will have access to a further about 8,796 acres of land via the MVV Option Agreements which will offer us an opportunity to increase our developable land bank within the area. On a near term basis, the proposed development of MVV will help boost our existing property developments in Nilai Impian and Bandar Ainsdale in Negeri Sembilan.

(c) We have an established track record in property development

We are one of the leading property developers in Malaysia with a track record in property development spanning over 40 years. Our ability to deliver quality products to our customers over the past four decades has cemented our position among Malaysians as an experienced and trusted property developer.

7. BUSINESS OVERVIEW (Cont'd)

Our core strength lies in township development where we have been successful in transforming former estate lands into townships with vibrant communities and neighbourhoods. We pride ourselves as a leading developer focused on building sustainable communities where Malaysians over many generations can call their homes. Our notable developments include Subang Jaya, Taman Melawati and other ongoing townships along the Guthrie Corridor Expressway.

Launched in 1976, Subang Jaya has grown to become a leading self-contained township which contains developments in residential, commercial, industrial, recreation and education and this is evidenced by the awards won over the years including the FIABCI International d'Prix Excellence Award in 1995 and 2001 where Subang Jaya was recognised as the largest township in the ASEAN region built by a single developer. Home to over 700,000 residents, Subang Jaya's community of residents, commercial activities and businesses continue to grow providing a successful example of urban sustainability.

Taman Melawati is another example of our success in township development where over the last 40 years, we have managed to transform a rubber plantation in Ulu Klang into a residential development targeting the growing middle-income group. In July 2017, Melawati Mall which is part of our urban regeneration initiative opened its doors to the public and is expected to develop into an active and urban lifestyle destination centre.

In addition, we have successfully developed a number of flagship townships located strategically along the Guthrie Corridor Expressway, namely Bukit Jelutong and City of Elmina.

Our earliest townships continue to remain as vibrant population centres and sought-after addresses by young and mature families, which is testament to our capabilities and strength as a reputable township developer. This is further affirmed through the accolades and awards which we have garnered over the years. Please refer to Section 7.4.2 of this Prospectus for the list of our key achievements and awards.

(d) We have a broad product offering

We have a broad product offering from affordable to luxury homes, office buildings, retail malls and industrial business parks. Our wide-ranging product offering allows us to capture various market segments which are differentiated based on affordability and lifestyle preferences of the consumers.

In addition to township development, we have successfully broadened our product offering to cater to evolving consumer demands by undertaking integrated and niche developments. Oasis Damansara in Ara Damansara, Radia in Bukit Jelutong and Quarza in KL East are some of our integrated mixed development projects whereas our recent residential strata developments include The Véo in KL East, Cantara in Ara Damansara, Rimbun Sanctuary in Bukit Jelutong, Serini in Melawati and Senada Residences in ALYA Kuala Lumpur.

Meanwhile, ALYA Kuala Lumpur represents our maiden involvement in the premium, branded lifestyle segment. ALYA Kuala Lumpur comprises prime residential, office and retail components on 62 acres of our prime development land in Kuala Lumpur, with a total estimated GDV of about RM7.3 billion as at the LPD.

We have also sought to capitalise on the TOD and TAD concepts within our townships. Our proposed integrated mixed developments in Subang Jaya, Subang Jaya City Centre (SJCC), SJ 7 and Putra Heights, will be an integral component of the integrated transportation hubs served by LRT and KTM Komuter trains.

7. BUSINESS OVERVIEW (Cont'd)

In addition, at Bandar Bukit Raja in Klang, our industrial products are built in order to capitalise on the township's connectivity to many major highways and ports.

Our broad product range provides us the flexibility to plan our development projects and tailor its product mix to best meet the prevailing property market trends and conditions.

(e) **Recognised brand with established market reputation**

The Sime Darby brand is a highly recognised brand in the Malaysian property sector.

Our reputation and the strength of our brand are further affirmed through the numerous property development awards which we have consistently garnered over the years. For example, we won the Gold Award in the Property Category awarded by Putra Brand Awards for 7 consecutive years since 2010. Please refer to Section 7.4.2 of this Prospectus for further details of our awards and accolades.

With our established track record in property development in Malaysia of over 40 years, we have built meaningful relationships with our customers and have benefited from a sizeable number of repeat purchasers.

We continuously seek to nurture and enhance this relationship through various initiatives, which include:

- (i) carrying out a holistic engagement programme where we adopt a stringent customer satisfaction index in evaluating feedback received from our customers and getting the International Standards Accreditation Board – Australia, a non-government standards organisation, to measure our customer service practices in order to ensure accountability and transparency in everything we do;
- (ii) maintaining an online customer portal that features a reporting channel allowing our customers to report property defects due to aging or other factors, providing a manual for homeowners, featuring a list of suppliers and subcontractors which our customers can contact, renovation guidelines and other information our homeowners would find useful; and
- (iii) setting up PRIME, our customer loyalty programme which offers numerous benefits and privileges to our homeowners. These benefits include discount eligibility of 1.5% - 3% on subsequent selected property purchases, introducer incentives, priority to previews and launches of our projects, special invitations to exclusive PRIME events or activities and exclusive discounts from participating retailers.

These customer-centric initiatives will allow us to continuously engage our present and future customers, providing them with added convenience and a brand new experience and enable us to reach out to the younger generation of customers who are early adopters of technology, further strengthening our brand name amongst our customers.

(f) **We have a qualified and experienced Board and management team**

Our board members have each held prominent positions and directorships in public listed companies involved in the property sector as well as other areas such as the banking and finance sectors and in governmental, regulatory and professional bodies. They are supported by an experienced management team with the necessary expertise, skills and knowledge in the property development industry.

7. BUSINESS OVERVIEW (Cont'd)

The extensive experience of our management team is a competitive advantage in the industry. Our management team comprises qualified personnel with diversified backgrounds and wide experience to lead and manage our business and operations. Our management team has, on average, over 20 years of relevant experience and a proven track record in the real estate industry covering the full spectrum of property development activities, which includes identifying, acquiring, developing, managing, operating and enhancing properties in townships and integrated developments. Our established management team's expansive network, dedication and expertise are also the main contributing factors towards our Group's established reputation and track record.

Please refer to Section 10 of this Prospectus for the profile of our Board and management.

(g) We have size and resilience

As one of the largest property developers in Malaysia by revenue, land bank size and scale of operations, we are able to undertake several large scale property development projects concurrently and have the capacity to undertake property development projects with longer development periods given our size and strong financial position. Please refer to Section 7.5 of this Prospectus for our major ongoing and upcoming projects as at the LPD.

Our cash and cash equivalent and NA as at 30 June 2017 amounted to RM1.13 billion and RM6.32 billion, respectively.

With our financial strength and our broad product offering which caters to market segments differentiated based on affordability and lifestyle preferences, we have added resilience in weathering downturns in economic conditions and cyclical slowdowns in the Malaysian property market. We have also been consistent in delivering our properties on a timely basis with proven quality to the satisfaction of our customers, notwithstanding economic downturns and/or cyclical property slowdowns.

7.3 STRATEGIES AND FUTURE PLANS

We are committed to ensuring business continuity, cementing our position as one of Malaysia's leading developers by implementing the following business strategies:

(a) Focusing on our core strength in township development and increasing our exposure to integrated and niche urban developments

Our core strength lies in our ability to develop successful townships and build vibrant communities for future generations. Our townships such as Subang Jaya, Bukit Jelutong, Taman Melawati and Ara Damansara have remained vibrant population centres and have continued to grow over the years.

We intend to leverage on our distinctive position of having a sizeable land bank located in strategic economic growth areas. We look to replicate our successes in developing our new townships, such as Elmina East, Elmina West, Serenia City and Bandar Bukit Raja. To further enhance the profile of our townships and make them self-sustaining, we are also looking to partner with reputable parties who are able to introduce catalysts such as international schools, hospitals and malls in order to accelerate the vibrancy of the township as well as to ensure its success and growth.

7. BUSINESS OVERVIEW (Cont'd)

In order to capture the highest development value of our plots of land located within mature and well-connected neighbourhoods, we intend to increase our exposure in integrated and niche urban developments located within Ara Damansara, ALYA Kuala Lumpur, KL East and SJCC. We plan to launch Jendela at ALYA Kuala Lumpur and Lot 15 at SJCC in the near future.

In addition, the development of MVV will also be a key priority for us where we hope to unlock the value of about 3,196 acres of land bank in that area which we own and an additional about 8,796 acres of land bank which we have access to pursuant to the MVV Option Agreements, over the expected 30-year development period.

(b) Increase product diversification

To broaden our initiative towards product diversification, we intend to focus on strengthening our product offering by developing industrial business parks particularly for the Built-To-Suit (BTS) facilities as well as the TOD and TAD integrated developments.

For our industrial product offering, we will identify land plots within our existing townships, and depending on customer specification, we may, among other things, construct basic amenities and sell plots of industrial land to the customer, or, we may build industrial products such as warehouses and factories within an industrial park and manage the same for the customers. This initiative aims to help create more business and employment opportunities for the vibrancy of our townships.

In recognising the increasing consumer demand for improved connectivity in urban areas, we are diversifying into the development of integrated TOD and TAD projects in some of our matured townships such as Subang Jaya, Putra Heights and KL East.

(c) Active land bank management

As at the LPD, we own about 20,763 acres of remaining developable land bank. In addition, we have access to a further (i) about 8,796 acres of land bank via the MVV Option Agreements; and (ii) 11,806 acres of land bank under the Land Option Agreements.

Our overall land bank management strategy is guided by the following 4 principles:

- (i) prioritising the development on existing land bank located along the Guthrie Corridor Expressway such as City of Elmina;
- (ii) leveraging on our other key areas with high development potential, such as Bandar Bukit Raja, ALYA Kuala Lumpur and SJCC;
- (iii) building a pipeline of land parcels with good connectivity and major infrastructure; and
- (iv) carrying out opportunistic purchase of land bank that can deliver products to meet the market demand.

As part of the overall strategy set out above, we also have a further set of key action principles which we adopt as part of our land bank evaluation exercise:

- (i) prioritising plots of land for development, where the land bank for accelerated development are selected through a strictly defined criteria relating to location, accessibility and connectivity, future catalysts, organic demand, surrounding competing developments, technical ease of development as well as potential impact from current policies and regulations;

7. BUSINESS OVERVIEW (Cont'd)

- (ii) optimising strategy to monetise non-strategic lands including various land monetisation approaches to maximise value creation to the land that we own by selling existing lands with low development potential whilst reinvesting the proceeds into more attractive land parcels; and
- (iii) identifying key strategic partnerships for selected parcels of land.

(d) Optimise and grow portfolio of recurring income assets

To extract optimal value from our diversified portfolio of assets, we intend to retain and operate selected key assets and plan to grow our recurring income contribution under our property investment segment from currently loss-making for the FYE 30 June 2017 to 10% of our profit before interest and tax by 2022.

In recent years, we have reviewed our portfolio to identify our key assets and have taken steps to divest some of our hospitality assets which we deem as non-core. For example, in 2016, we completed the divestment of our stake in Equatorial Hotel Melaka while the divestment of our stake in Genting View Resort was completed in 2017.

Hospitality assets which are deemed as non-core are those which are not complementary to our Group's township developments i.e. not being located adjacent to existing/potential developments. As the contribution of such hospitality assets are not material to our Group's financial results there are no plans to expand or develop these assets. These include Darby Park Serviced Residences Margaret River in Australia, Darby Park Serviced Residence in Vietnam, Darby Park Executive Suites in Singapore as well as Impian Golf Resort and Harvard Golf Resort.

In order to enhance our recurring income, we are looking to further harness the growing demand for logistics and warehouse facilities by embarking on Built-To-Suit (BTS) facilities in Bandar Bukit Raja, Klang.

As at the LPD, our retail property portfolio includes Melawati Mall which opened its doors to the public in July 2017, as well as the KL East Gallery which is currently under construction.

To better manage and enhance our portfolio of recurring income assets, we intend to put in place a dedicated management team with the requisite skills to manage and grow such assets and to evaluate the most appropriate circumstances and conditions to monetise those assets in the future.

We are also committed to increasing our portfolio of income-generating assets through joint ventures with other reputable property developers in Asia such as CapitaMalls Asia which have the resources and expertise in developing and managing such assets.

(e) Expansion overseas

Our involvement in the Battersea Power Station project has provided us with a unique opportunity to expand our overseas property development footprint and participate in the development of the iconic Battersea Power Station and gain industry experience by working with our partners, consultants and contractors with international experience.

7. BUSINESS OVERVIEW (Cont'd)

The Battersea Power Station project involves the development of about 41.7 acres and has an estimated total GDV of £9.3 billion (equivalent to RM52.0 billion), over 7 phases. As at the LPD, work has commenced on 1,657 residential units as well as more than 1.3 million sq ft of commercial space over in the first 3 phases with a total GDV of £4.4 billion (equivalent to RM24.6 billion). Phase 1 of the development is nearing completion. The entire development of Battersea Power Station is expected to be completed by 2028. As at the LPD, 836 units under Phase 1 – Circus West Village have been served with the notice of sales completion.

While we continue to remain as a property developer focused in the Malaysian property market, we will leverage on our presence in the UK as a platform to consider and evaluate other projects in the UK market.

(f) Pursue growth through selective merger and acquisition opportunities

We intend to continuously evaluate investment opportunities and consider pursuing growth through opportunistic investments in order to capture a larger share of the property development market in Malaysia and to expand our footprint overseas. A successful merger and acquisition will allow us to benefit, among others, from the cost synergies derived from the enlarged scale of our property development business, allow us greater price optimisation from contractors and consultants as well as provide us with revenue synergies potentially through enhancement in branding to targeted market segments.

7.4 HISTORY AND KEY MILESTONES, ACHIEVEMENTS AND AWARDS

7.4.1 History and Key Milestones

We were established in 2007 as a result of the integration of the property businesses of the former Golden Hope Plantation Berhad group, Kumpulan Guthrie Berhad group and Kumpulan Sime Darby Berhad group following the Merger. The following table highlights our Group's key milestones:

Year	Key event
2007	: We were established following the Merger.
2011	: We launched our integrated mixed development KL East. We launched our luxury residence Kenny Hills, in Bukit Tunku. We launched Bandar Ainsdale and our 1st "Affordable Homes" project in collaboration with the Government agency, PR1MA within the township.
2012	: We entered into a joint venture with Pronto, a subsidiary of CapitaMalls Asia, to develop Melawati Mall in Selangor. We ventured into the property development market in the United Kingdom. The Malaysian consortium consisting of our Company, SP Setia and EPF acquired the iconic Battersea Power Station in London for the purchase consideration of £400 million.

7. BUSINESS OVERVIEW (Cont'd)

Year	Key event
	<p>We were awarded by the Government the concession to undertake development of 4 higher learning institutions within the country's 1st multi-varsity education hub located within Bandar Universiti Pagoh, Johor.</p> <p>We launched our 5,000 acre freehold township, City of Elmina, a comprehensive township dedicated to the pursuit of a healthy and balanced lifestyle.</p>
2013	<p>We launched our integrated mixed use township, Serenia City, Dengkil in Sepang.</p> <p>We launched the first commercial product in Bandar Universiti Pagoh, Johor.</p>
2016	<p>We launched ALYA Kuala Lumpur, a new luxury lifestyle property development surrounding one of Malaysia's leading golf courses, TPC Kuala Lumpur (formerly known as Kuala Lumpur Golf and Country Club).</p> <p>We celebrated Subang Jaya's 40th anniversary as a township.</p>
2017	<p>SDB announced a restructuring plan and share distribution exercise that will result in the spin-off and listing of our Company, which will enable our Company to pursue our objectives with greater focus and agility and to take better advantage of potential growth opportunities and maximise value for shareholders.</p> <p>We entered into discussions with KWAP and Brunfield Development Sdn Bhd to explore collaboration opportunities to develop the first phase of development within MVV.</p>

7.4.2 Key achievements and awards

Our Group's key achievements and awards following the Merger are as follows:

Year	Key achievement and award
2009	<p>Awarded as the No. 1 Developer in The Edge Top Property Developers Award 2009.</p> <p>Ranked No. 1 in the Property and Infrastructure category of Malaysia's Most Valuable Brands.</p>
2010	<p>Received the Frost and Sullivan "Green Builder of the Year" Award 2010.</p> <p>Winner of the Gold Award in the Property Category awarded by the prestigious Putra Brand Awards 2010.</p>
2011	<p>Winner of the Gold Award in Property Category awarded by the prestigious Putra Brand Awards 2011.</p>

7. BUSINESS OVERVIEW (Cont'd)

Year	Key achievement and award
2012	<p>Won the BCI Asia Top 10 Developers in Malaysia Awards 2011.</p> <p>The 1st developer in Malaysia awarded with the LEED¹ Gold & Silver for 2 office buildings in Oasis Damansara.</p> <p>Ranked in the Top 3 of The Edge Top Property Developer Awards 2012.</p> <p>Winner of the Gold Award in Property Category by Putra Brand Awards for 3 consecutive years</p> <p>Won the BCI Asia Top 10 Developers in Malaysia Awards 2012.</p>
2013	<p>The 1st property developer in Malaysia awarded with the Brand Icon status by Putra Brand Awards for winning the Gold Award for 4 years in a row.</p> <p>Won the BCI Asia Top 10 Developer in Malaysia Awards 2013.</p> <p>Won the Best Commercial High-Rise Development in Asia Pacific and Malaysia for the development of Radia Bukit Jelutong in the Asia Pacific Property Awards.</p> <p>Won the Best Developer in Malaysia and Best Villa Development in Malaysia for Seri Pilmoor, Ara Damansara in the South East Asia Property Awards 2013.</p> <p>Ranked in the Top 3 of The Edge Top Property Developer Awards 2013.</p>
2014	<p>Winner of the Gold Award in the Property Category by Putra Brand Awards for 5 consecutive years.</p> <p>Ranked in the Top 10 Developers in Malaysia in the BCI Asia Awards for 4 consecutive years.</p> <p>Won the Best Mid-Range Condo Development (Central Malaysia) and Best Interior Design for The Véo in the inaugural South East Asia Property Awards Malaysia.</p> <p>Ranked in the Top 3 of The Edge Top Property Developers Awards 2014.</p>
2015	<p>Ranked in the Top 10 Developers in Malaysia in BCI Asia Awards for 5 consecutive years.</p> <p>Winner of the Gold Award in the Property Category by Putra Brand Awards for 6 consecutive years.</p>
2016	<p>Launched a mobile application to enhance sales opportunities and after sales service.</p>

¹ LEED or Leadership in Energy and Environmental Design is a rating system by the United States Green Building Council (USGBC) to evaluate the environmental performance of a building

7. BUSINESS OVERVIEW (Cont'd)

Year	Key achievement and award
2017	<p>Received the Institute of Landscape Architects Malaysia - Malaysia Landscape Architecture Industry Awards Excellence Awards 2016 - Professional Category – Landscape Analysis and Study Awards for Elmina East Landscape Masterplan.</p> <p>Winner of the Gold Award in the Property Category by Putra Brand Awards for 7 consecutive years.</p> <p>Ranked in the Top 10 in The Edge Top Property Developers Awards 2016.</p> <p>Named as the Best Developer in South East Asia in South East Asia Property Awards 2016.</p> <p>Awarded Gold for National Best Affordable Development of the Year for Saron, Bandar Bukit Raja and National Best Integrated Development of the Year - Oasis Square, Ara Damansara in the Noble Excellence Awards.</p> <p>Awarded the All-Star Award given to the Top Ranked Developers of the Year at the StarProperty.my Awards.</p> <p>Ranked in the Top 10 in The Edge Top Property Developers Awards 2017.</p>

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7. BUSINESS OVERVIEW (Cont'd)

7.5 OVERVIEW OF THE MAJOR PROPERTY DEVELOPMENT PROJECTS

We have divided the property development projects undertaken by our Group, material associates and material joint ventures into the following 3 categories:

- (a) Major completed projects since the commencement of the FYE 30 June 2009, being the first full financial year for our Group following the Merger which was completed in December 2007

These are development projects that are issued with the CCC as at the LPD.

- (b) Major ongoing projects

These are development projects as well as investment property projects where construction work has begun as at the LPD.

- (c) Major upcoming projects

These are development projects that have yet to be launched and constructed as at the LPD and are expected to be launched within the next 1 year.

7.5.1 Summary of major property development projects undertaken by our Group, material associates and material joint ventures

The table below summarises the details of our Group's major property development projects as at the LPD:

<u>Area</u>	<u>Township/ Development*</u>	<u>GDV/ Estimated GDV as at the LPD (RM' million)</u>
Major completed projects since the commencement of the FYE 30 June 2009		
Within Klang Valley	Putra Heights	1,211
	Ara Damansara	819
	KL East	381
	ALYA Kuala Lumpur	573
	SJCC	211
	City of Elmina	3,056
	Bandar Bukit Raja	2,183
Negeri Sembilan	Nilai Impian	759
	Bandar Ainsdale	315
Johor	Bandar Universiti Pagoh	40
	Total	9,548
Major ongoing projects		
Within Klang Valley	ALYA Kuala Lumpur	813
	KL East	550
	City of Elmina	1,134
	Bandar Bukit Raja	676

7. BUSINESS OVERVIEW (Cont'd)

Area	Township/ Development*	GDV/ Estimated GDV as at the LPD (RM' million)
	Serenia City	119
	Putra Heights	209
	Ara Damansara	1,372
Negeri Sembilan	Nilai Impian	72
	Bandar Ainsdale	100
Johor	Bandar Universiti Pagoh	144
	Total	5,190

Major upcoming projects

Within Klang Valley	ALYA Kuala Lumpur	1,120
	KL East	171
	SJCC	250
	City of Elmina	495
	Serenia City	166
	Putra Heights	355
Negeri Sembilan	Nilai Impian	62
Johor	Bandar Universiti Pagoh	111
	Total	2,730

Note:

* The major property development projects are determined based on the following criteria:

- (i) total completed (since the commencement of the FYE 30 June 2009), ongoing and upcoming projects (to be launched within one year) of more than RM1.5 billion in GDV; or
- (ii) balance developable area as a percentage of total land area of more than 20%.

SJ7 and Planters' Heaven have not been selected despite having a balance developable area of more than 20% because there has been no completed projects (since the commencement of the FYE 30 June 2009) or ongoing and upcoming projects (to be launched within one year).

The table below summarises the details of the major property development projects undertaken by our material associates and material joint ventures as at the LPD:

Area	Township/ Development	Estimated GDV as at the LPD (million)
Major completed projects		
Within Klang Valley	Radia	RM573

7. BUSINESS OVERVIEW (Cont'd)

<u>Area</u>	<u>Township/ Development</u>	<u>Estimated GDV as at the LPD (million)</u>
Major ongoing projects		
Battersea Power Station, London, United Kingdom	Battersea Power Station	£4,383 / RM24,488
Within Klang Valley	Radia	RM425
Major upcoming projects		
Within Klang Valley	Radia	RM928

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7. BUSINESS OVERVIEW (Cont'd)

7.5.2 Details relating to the major property development projects undertaken by our Group, material associates and material joint ventures

(a) Major completed projects since the commencement of the FYE 30 June 2015

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Land tenure	Total units completed	Completed year	Average price per sq ft (RM)	GDV (RM' million)
<i>Within Klang Valley</i>									
ALYA Kuala Lumpur	KLGCC	East Residence (Courtyard Villa)	Residential stratified villa	9.2	Leasehold	112	2016	1,029	520.7
		East Residence-Block J	Stratified townhouse	0.79	Leasehold	14	2017	1,329	52.1
SJCC	SD Property (Subang)	Isola	Serviced apartment	2.2	Freehold	216	2016	642	211.2
KL East	SD Melawati	The Véo	Condominium	4.18	Freehold	350	2017	735	340.3
City of Elmina - Denai Alam	SD Property	Saffron Hill 1	Double storey link house	15.6	Freehold	188	2014	308	139.0
		Saffron Hill 2	Double storey link house	11.7	Freehold	140	2015	342	115.0
		e-Boulevard	Shop office	2.8	Freehold	57	2015	349	98.3
		e-Boulevard	Shop office	2.1	Freehold	41	2015	407	84.4
		Cypress Residence	2 storey bungalow	7.5	Freehold	26	2015	501	58.6
		e-Boulevard	Shop office	4.8	Freehold	61	2015	470	118.8
	Astellia Residence	2 and 3 storey bungalow	12.4	Freehold	46	2015	562	116.3	
	Thistle Grove	3 storey link house	7.3	Freehold	54	2015	284	69.0	
	Eight	Double storey shop office	1.5	Freehold	8	2016	439	10.5	

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Land tenure	Total units completed	Completed year	Average price per sq ft (RM)	GDV (RM' million)
City of Elmina - Elmina East	SD Elmina	Ariza	Double storey link house	11.0	Freehold	117	2015	321	73.2
		Keana	Double storey link house	8.4	Freehold	73	2015	329	62.5
		Regia	Double storey link house	7.3	Freehold	65	2015	320	47.9
		Garinia	Double storey link house	13.2	Freehold	129	2016	349	103.6
		Cressida	Double storey link house	5.1	Freehold	53	2016	370	45.1
		Crista	Double storey link house	14.0	Freehold	124	2016	351	117.6
		Aralia	Double storey link house	13.6	Freehold	84	2016	380	105.3
		Clusia	Double storey link house	10.4	Freehold	69	2017	376	90.8
		Bandar Bukit Raja - BBR1	SD USJ Development	Eleven Avenue	2 and 3 storey shop office	17.3	Freehold	112	2014
Nobat 2	Double storey link house			7.9	Freehold	125	2015	312	75.5
Nobat 1	Double storey link house			6.2	Freehold	71	2015	312	42.9
Saron 1	Double storey link house - affordable home			11.0	Freehold	160	2015	293	61.4
Saron 2	Double storey link house - affordable home			11.0	Freehold	161	2015	294	62.0
Cogan 1	Double storey link house			5.7	Freehold	91	2015	312	55.1
Cogan 2	Double storey link house			5.4	Freehold	74	2015	316	45.4
Nahara 1	Double storey link house			5.1	Freehold	66	2016	319	42.4
Nahara 2	Double storey link house			8.3	Freehold	99	2016	319	63.7
Geta	Double storey link house			8.1	Freehold	102	2016	330	66.9
Nafiri 1	Double storey link house			10.6	Freehold	125	2016	341	87.3
Nafiri 2	Double storey link house			7.6	Freehold	104	2016	351	73.8
Gateway 16	Detached factory	18.2	Freehold	36	2017	465	140.8		
Gateway 16	Semi-detached factory	22.5	Freehold	80	2017	502	144.6		

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Land tenure	Total units completed	Completed year	Average price per sq ft (RM)	GDV (RM' million)
Putra Heights	SD USJ Development	Glades - Residences	Stratified bungalow	3.5	Freehold	17	2014	599	72.7
Oasis Corporate Park, Ara Damansara	SD Brunselfield Damansara	Medalla	Serviced apartment and retail unit	9.8	Freehold	233	2015	797	178.3
		Centum	Stratified shop office		Freehold	330	2015	748	230.4
		Meritus	Stratified shop office		Freehold	43	2016	640	154.6
		Augutus	Office tower (en-bloc)		Freehold	1	2017	612	80.0
Bukit Jelutong	Sime Darby Sunrise Development Sdn Bhd	Radia Retail	Retail shop lot	13.43	Freehold	84	2017	1,107	140.0
		Radia Office -- Block A	Office tower		Freehold	159	2017	774	149.0
		Radia Residences Blocks B, C and D	Serviced apartment		Freehold	388	2017	721	274.0
		Affordable Shop Phase 1 and 2	Retail shop lot		Freehold	22	2017	542	10.0
<i>Negeri Sembilan</i>									
Nilai Impian	SD Properties Realty	Delfina	Double storey link house	63.1	Freehold	430	2014	270	224.4
		Azalea 1	Double storey link house	16.6	Freehold	144	2016	263	85.1
		Delfina Commercial	Landed retail shop office	0.7	Freehold	10	2016	509	9.7
		D'Camelia Court A	Strata apartment	1.6	Freehold	80	2017	306	20.3
		D'Camelia Court B	Strata apartment	1.6	Freehold	80	2017	306	20.3

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Land tenure	Total units completed	Completed year	Average price per sq ft (RM)	GDV (RM' million)
		Azalea 2	Double storey link house	21.00	Freehold	178	2017	269	111.7
	SD Nilai Utama	Medina 2 Medina 3	Double storey link house Double storey link house	11.1 13.2	Freehold Freehold	124 159	2015 2015	237 233	56.4 71.2
Bandar Ainsdale	SD Ainsdale	Murni Mekar Segar Abadi Citra Suci 1 Tenang	Double storey link house Double storey link house Double storey link house Double storey link house Double storey shop office Stratified townhouse Double storey link house	13.2 11.5 11.6 8.4 2.3 11.4 8.9	Freehold Freehold Freehold Freehold Freehold Freehold Freehold	167 116 115 56 11 185 111	2015 2015 2015 2017 2017 2016 2016	224 234 215 286 439 201 268	52.3 51.7 56.8 32.0 12.1 38.4 71.5
Johor									
Bandar Universiti Pagoh	SD Pagoh	Sarjana Square	Double storey shop office	6.00	Leasehold	35	2017	287	40.2

7. BUSINESS OVERVIEW (Cont'd)

(b) Major ongoing projects

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Average price per sq ft (RM unless otherwise stated)	Estimated GDV as at 30 June 2017 (RM' million unless otherwise stated)
<i>Within Klang Valley</i>									
ALYA Kuala Lumpur	SD Brunsfield Resort	Senada Residences	Serviced apartment	4.03	Leasehold	429	2020	1,100	425.0
		Senada Retail	Retail podium						
		Senada Office	Office block						
KL East	SD Melawati	Quarza – Tower A	Serviced apartment	6.74	Freehold	254	2020	897	170.0
		KL East Gallery	Retail mall						
City of Elmina - Denai Alam	SD Property	e.Boulevard2	Double storey shop office	3.00	Freehold	9	2018	497	17.9
		Viana	Double storey link house						
City of Elmina - Elmina East	SD Elmina	Tiana	Semi-detached house	17.00	Freehold	80	2018	463	146.3
		Elmina Valley 1	Double storey link house						
City of Elmina - Elmina West	SD Elmina	Elmina Valley 2	Double storey link house	26.00	Freehold	309	2018	345	209.6
		Elmina Valley 3	Double storey link house						
		Elmina Valley 3	Double storey link house						

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Average price per sq ft (RM unless otherwise stated)	Estimated GDV as at 30 June 2017 (RM' million unless otherwise stated)
		Elmina Valley 4	Double storey link house	31.00	Freehold	278	2018	351	222.0
		Elmina Green 1 (EG1a)	Double storey link house	16.43	Freehold	187	2019	340	122.7
Bandar Bukit Raja - BBR 1	SD USJ Development	Gateway 16	Low cost factory	8.45	Freehold	84	2018	125	12.7
		Seruling	Medium cost apartment	7.72	Freehold	618	2020	261	157.1
		Serunai	Medium cost apartment	8.92	Freehold	570	2021	261	144.9
		3 Avenue	Commercial units	6.87	Freehold	36	2019	456	61.2
Bandar Bukit Raja - BBR 2 & 3	SD USJ Development	Persada	Double storey link house	18.35	Freehold	230	2018	382	155.2
		Casira 1	Double storey link house	7.21	Freehold	82	2019	339	57.7
Bandar Bukit Raja - BBR 2 & 3	SD USJ Development	Casira 2	Double storey link house	12.6	Freehold	111	2019	337	87.5
Serenia City	SD Serenia	Cipta 1	3 storey semi-detached factory	23.27	Freehold	15	2018	441	118.6
Putra Heights	SD USJ Development	Putra Residence	Serviced apartment	2.88	Freehold	340	2018	623	209.3

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Average price per sq ft (RM unless otherwise stated)	Estimated GDV as at 30 June 2017 (RM' million unless otherwise stated)
Ara Damansara	SD Ara Damansara	Cantara	Serviced apartment	7.12	Freehold	888	2020	916	658.7
		Centro at Oasis Corporate Park	Shoplex (en-bloc)	9.77	Freehold	1	2017	750	68.5
		Autocity Showroom	Office tower and showroom (en-bloc)	8.72	Freehold	1	2018	308	415.0
		Autocity Office Tower 1	Office tower (en-bloc)		Freehold	1	2018	666	128.8
		Autocity Office Tower 2	Office tower (en-bloc)		Freehold	1	2018	695	101.2
Bukit Jelutong	Sime Darby Sunrise Development Sdn Bhd	Radia Residences Blocks E and F	Serviced apartment	13.43	Freehold	252	2017	865	222.0
		Radia Retail	Retail shop lot		Freehold	68	2017	1,730	133.0
		Radia Office – Block G	Office tower		Freehold	79	2017	580	65.0
		Affordable Shop Phase 3 and 4	Retail shop lot		Freehold	8	2017	542	5.0
<i>Negeri Sembilan</i>									
Nilai Impian	SD Properties Realty	Kiara Court	Apartment	6.00	Freehold	240	2018	330	72.0

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Average price per sq ft (RM unless otherwise stated)	Estimated GDV as at 30 June 2017 (RM' million unless otherwise stated)
Bandar Ainsdale	SD Ainsdale	Anika	Double storey shop office	5.00	Freehold	32	2018	450	39.7
		Redup	Double storey link house	6.00	Freehold	45	2018	306	32.9
		Santai	Double storey link house	5.00	Freehold	43	2018	286	27.3
<i>Johor</i>									
Bandar Universiti Pagoh	SD Pagoh	Harmoni Vista 1	Double storey link house	17.0	Leasehold	206	2018	298	77.5
		Harmoni Vista 2	Double storey link house	10.0	Leasehold	177	2019	302	66.6
London, United Kingdom									
London	Battersea Phase 1 Holding Company Limited group of companies	Circus West Village (Phase 1)	Mixed-use development	Total usable area of 858,466 sq ft	Leasehold of 999 years	865 residential units and 25 commercial units	2017	£1,121 for residential unit	£917 million

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Average price per sq ft (RM unless otherwise stated)	Estimated GDV as at 30 June 2017 (RM' million unless otherwise stated)
	Battersea Phase 2 Holding Company Limited group of companies	The Power Station (Phase 2)	Mixed-use development	Total usable area of 1,353,030 sq ft	Leasehold of 999 years	253 residential units, 6 levels of office and 3 levels of retail and F&B	2020	£2,372 for residential unit	£2,305 million
	Battersea Phase 3 Holding Company Limited group of companies	The Electric Boulevard (Phase 3a)	Mixed-use development	Total usable area of 758,633 sq ft	Leasehold of 999 years	539 residential units, 22 retail and F&B units and 160- room luxury hotel	2021	£1,674 for residential unit	£1,161 million

7. BUSINESS OVERVIEW (Cont'd)

(c) Major upcoming projects									
Location	Name of developer	Product name/ Phase name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Estimated GDV as at 30 June 2017	(RM' million unless otherwise stated)
<i>Within Klang Valley</i>									
ALYA Kuala Lumpur	SD KLGCC	Jendela	Serviced apartment	4.1	Leasehold	565	2022	1,120.1	
KL East	SD Melawati	Quarza – Tower B	Serviced apartment	6.74	Freehold	254	2020	171.0	
SJCC	SD Property (Subang)	Lot 15	Serviced apartment	2.2	Freehold	361	2021	250.0	
City of Elmina - Denai Alam	SD Property	Ferrea	Double storey link house	24.0	Freehold	228	2019	177.0	
		J16	Double storey shop office	2.0	Freehold	17	2020	21.1	
City of Elmina - Elmina West	SD Elmina	Elmina Green 1 (EG 1b & EG 1c)	Double storey link house	32.9	Freehold	392	2020	257.2	
		Elmina Green 2	Double storey shop office	2.0	Freehold	11	2020	13.7	
City of Elmina – Elmina East	SD Elmina	G3A	Double storey shop office	3.0	Freehold	14	2019	26.0	
Serenia City	SD Serenia	A2	Double storey link house	24.3	Freehold	302	2020	166.0	

7. BUSINESS OVERVIEW (Cont'd)

Location	Name of developer	Product name/ Phase name	Type of product	Land area (approximate acres)	Tenure	Total units to be completed	Expected completion	Estimated GDV as at 30 June 2017 (RM' million unless otherwise stated)
Putra Heights	SD USJ Development	Harmoni 1	Medium cost apartment	18.3	Freehold	1700	2021	355.0
Bukit Jelutong	Sime Darby Sunrise Development Sdn Bhd	Serviced Apartment Phase 5	Serviced apartment	7.52	Freehold	To be determined	To be determined	343.0
		Retail Mall Phase 5	Retail mall		Freehold	To be determined	To be determined	585.0
<i>Negeri Sembilan</i>								
Nilai Impian	SD Nilai Utama	Orkid	Double storey link house	10.00	Freehold	132	2020	61.7
<i>Johor</i>								
Bandar Universiti Pagoh	SD Pagoh	Sarjana Promenade	Commercial office	1.00	Leasehold	35	2020	32.9
		Sarjana Promenade	Commercial office	1.00	Leasehold	38	2021	35.8
		Harmoni Damai	Double storey link house	3.0	Leasehold	112	2020	42.2

7. BUSINESS OVERVIEW (Cont'd)

7.5.3 Details of the major property development projects undertaken by our Group, material associates and material joint ventures

The major property development projects undertaken by our Group

(a) Within Klang Valley

(i) City of Elmina



Total area: 5,000 acres | Estimated total GDV: RM24.6 billion | Estimated remaining GDV: RM20.4 billion | Location: Shah Alam, Selangor

The 5,000 acres City of Elmina is a cluster of townships located along the GCE. The project is part of the Selangor Vision City, where the entire Guthrie Corridor is set to be the growth centre and catalyst within the Greater KL and the Klang Valley.

The Selangor Vision City which covers the areas along the GCE was introduced by us in 2007. The 4 townships within this area comprise Bukit Jelutong (2,205 acres), City of Elmina (5,000 acres), Kota Elmina (1,540 acres) and Lagong (1,549 acres).

The City of Elmina is further divided into 4 parts, namely, Bukit Subang (250 acres), Denai Alam (1,000 acres), Elmina East (1,089 acres) and Elmina West (2,661 acres), which we estimate would take 20 years from 2017 onwards to complete. This development is envisioned to be Selangor's "wellness and liveable" city within the Selangor Vision City.

The City of Elmina is located 21 km west of Kuala Lumpur city centre and enjoys connectivity via the GCE (through Denai Alam and Elmina Interchange), Shah Alam - Batu Arang Highway, NKVE, Kuala Lumpur - Kuala Selangor Expressway (LATAR) as well as the proposed Damansara - Shah Alam Elevated Expressway (DASH) which will connect the township to Penchala Link, enabling a shorter drive towards Kuala Lumpur as well as Subang Airport. Additionally, the City of Elmina is also connected to the Mass Rapid Transit (MRT) line via the nearest Sungai Buloh station.

7. BUSINESS OVERVIEW (Cont'd)


The development within the City of Elmina began with Denai Alam and Bukit Subang in the late 1990s. Denai Alam has reached the tail end of its development with more than 91% fully developed area while Bukit Subang has been fully developed. The current launches within City of Elmina are mainly concentrated within Elmina East and Elmina West while the ongoing construction mainly involves landed houses as well as landscaping and infrastructure works for the township.

As at the LPD, there are currently 12 ongoing development phases with a total estimated GDV of RM1.1 billion. The upcoming or future development phases with an estimated GDV of RM19.3 billion are expected to be completed over the next 25 years.

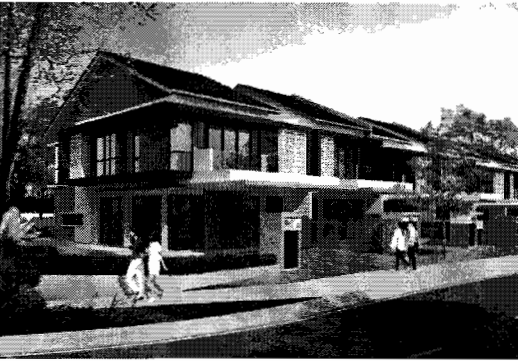
Apart from good connectivity, another key feature of City of Elmina is the 300-acre park (Elmina Central Park) and 2,700 acres of forest reserves located just next to the township. The township also boasts 90 km of continuous cycling and running track. The City of Elmina embraces the concept of wellness living. The township has been designed according to the specifications set out by the Mercer Quality of Living Survey, an internationally recognised standard that measures "liveability".

The Elmina City Centre, which will be the main commercial hub, wellness cluster and shopping destination of the City of Elmina, intersects with Eastern & Oriental Berhad's proposed development in Elmina West. The Elmina City Centre is expected to be a catalyst for economic growth along the GCE, fuelled by the local business and residential communities within the City of Elmina as well as the existing population in the neighbouring areas. The wellness cluster will include a spa which is to be located close to the forest reserve. The complex will sit on 42.39 acres of land and will be managed by us together with another operator. In appointing an operator, we will take into consideration its years of experience and number of similar properties under its management.



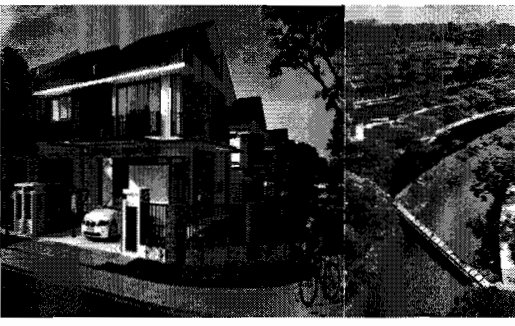
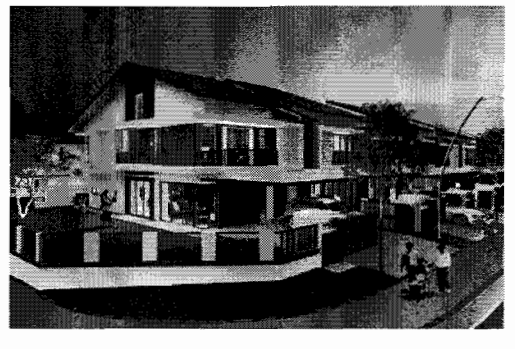
Details of some of our projects within the township are as follows:

DENAI ALAM		
	Product name	Astellia Residence
	Type	2 to 3 storey bungalows
	No. of units	46 units
	Built-up area	4,495 sq ft – 5,165 sq ft
	Selling price	RM2,400,888 – RM4,136,888
	GDV	RM116.3 million
	Launch date	September 2013
	Completion date	September 2015


7. BUSINESS OVERVIEW (Cont'd)

 <p>THISTLE GROVE</p>	<table border="0"> <tr> <td>Product name</td> <td>Thistle Grove</td> </tr> <tr> <td>Type</td> <td>3 storey link house (31' x 65')</td> </tr> <tr> <td>No. of units</td> <td>54 units</td> </tr> <tr> <td>Built-up area</td> <td>3,614 sq ft – 5,363 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM1,083,888 – RM2,130,888</td> </tr> <tr> <td>GDV</td> <td>RM69 million</td> </tr> <tr> <td>Launch date</td> <td>November 2013</td> </tr> <tr> <td>Completion date</td> <td>November 2015</td> </tr> </table>	Product name	Thistle Grove	Type	3 storey link house (31' x 65')	No. of units	54 units	Built-up area	3,614 sq ft – 5,363 sq ft	Selling price	RM1,083,888 – RM2,130,888	GDV	RM69 million	Launch date	November 2013	Completion date	November 2015
Product name	Thistle Grove																
Type	3 storey link house (31' x 65')																
No. of units	54 units																
Built-up area	3,614 sq ft – 5,363 sq ft																
Selling price	RM1,083,888 – RM2,130,888																
GDV	RM69 million																
Launch date	November 2013																
Completion date	November 2015																
	<table border="0"> <tr> <td>Product name</td> <td>Ferrea</td> </tr> <tr> <td>Type</td> <td>Double storey link house (22' x 70' and 22' x 75')</td> </tr> <tr> <td>No. of units</td> <td>228 units</td> </tr> <tr> <td>Built-up area</td> <td>2,204 sq ft – 2,778 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM754,888 – RM1,352,888</td> </tr> <tr> <td>Estimated GDV</td> <td>RM177 million</td> </tr> <tr> <td>Expected launch date</td> <td>November 2017</td> </tr> <tr> <td>Expected completion date</td> <td>November 2019</td> </tr> </table>	Product name	Ferrea	Type	Double storey link house (22' x 70' and 22' x 75')	No. of units	228 units	Built-up area	2,204 sq ft – 2,778 sq ft	Selling price	RM754,888 – RM1,352,888	Estimated GDV	RM177 million	Expected launch date	November 2017	Expected completion date	November 2019
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Estimated GDV	RM177 million																
Expected launch date	November 2017																
Expected completion date	November 2019																
ELMINA EAST																	
	<table border="0"> <tr> <td>Product name</td> <td>Aralia</td> </tr> <tr> <td>Type</td> <td>Double storey link house (30' x 100')</td> </tr> <tr> <td>No. of units</td> <td>84 units</td> </tr> <tr> <td>Built-up area</td> <td>3,300 sq ft – 3,600 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM1,178,888 – RM1,813,888</td> </tr> <tr> <td>GDV</td> <td>RM105.3 million</td> </tr> <tr> <td>Launch date</td> <td>October 2014</td> </tr> <tr> <td>Completion date</td> <td>October 2016</td> </tr> </table>	Product name	Aralia	Type	Double storey link house (30' x 100')	No. of units	84 units	Built-up area	3,300 sq ft – 3,600 sq ft	Selling price	RM1,178,888 – RM1,813,888	GDV	RM105.3 million	Launch date	October 2014	Completion date	October 2016
Product name	Aralia																
Type	Double storey link house (30' x 100')																
No. of units	84 units																
Built-up area	3,300 sq ft – 3,600 sq ft																
Selling price	RM1,178,888 – RM1,813,888																
GDV	RM105.3 million																
Launch date	October 2014																
Completion date	October 2016																
	<table border="0"> <tr> <td>Product name</td> <td>Clusia</td> </tr> <tr> <td>Type</td> <td>Double storey link house (30' x 100')</td> </tr> <tr> <td>No. of units</td> <td>69 units</td> </tr> <tr> <td>Built-up area</td> <td>3,500 – 3,800 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM1,276,888 – RM1,860,888</td> </tr> <tr> <td>GDV</td> <td>RM90.8 million</td> </tr> <tr> <td>Launch date</td> <td>January 2015</td> </tr> <tr> <td>Completion date</td> <td>January 2017</td> </tr> </table>	Product name	Clusia	Type	Double storey link house (30' x 100')	No. of units	69 units	Built-up area	3,500 – 3,800 sq ft	Selling price	RM1,276,888 – RM1,860,888	GDV	RM90.8 million	Launch date	January 2015	Completion date	January 2017
Product name	Clusia																
Type	Double storey link house (30' x 100')																
No. of units	69 units																
Built-up area	3,500 – 3,800 sq ft																
Selling price	RM1,276,888 – RM1,860,888																
GDV	RM90.8 million																
Launch date	January 2015																
Completion date	January 2017																

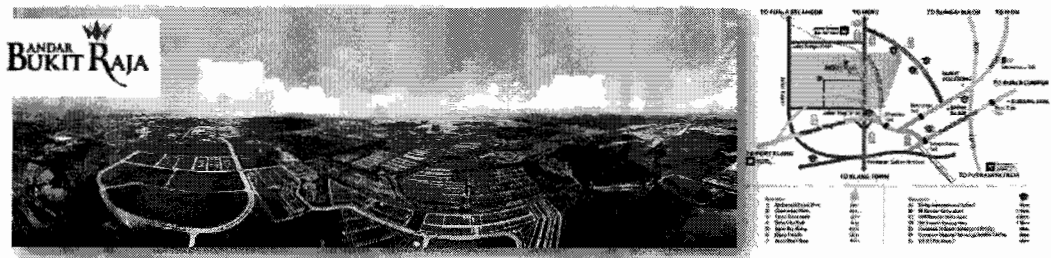
7. BUSINESS OVERVIEW (Cont'd)

	<p>Product name Viana</p> <p>Type Double storey link house (30' x 97')</p> <p>No. of units 67 units</p> <p>Built-up area 3,177 sq ft – 3,343 sq ft</p> <p>Selling price RM1,159,888 - RM2,000,888</p> <p>GDV RM77.4 million</p> <p>Launch date March 2017</p> <p>Expected completion date July 2018</p>
	<p>Product name Tiana</p> <p>Type Semi-detached house (90' x 55')</p> <p>No. of units 80 units</p> <p>Built-up area 4,086 sq ft</p> <p>Selling price RM1,988,888 – 2,307,888</p> <p>GDV RM146.3 million</p> <p>Launch date October 2016</p> <p>Expected completion date October 2018</p>
ELMINA WEST	
	<p>Product name Elmina Valley 1</p> <p>Type Double storey link house (20' x 60')</p> <p>No. of units 341 units</p> <p>Built-up area 1,709 sq ft – 2,100 sq ft</p> <p>Selling price RM596,888 – RM969,888</p> <p>GDV RM207.3 million</p> <p>Launch date February 2016</p> <p>Expected completion date February 2018</p>
	<p>Product name Elmina Valley 4</p> <p>Type Double storey link house (24' x 75')</p> <p>No. of units 278 units</p> <p>Built-up area 2,385 – 2,763 sq ft</p> <p>Selling price RM788,888 – RM1,452,888</p> <p>GDV RM222 million</p> <p>Launch date November 2016</p> <p>Expected completion date November 2018</p>

7. BUSINESS OVERVIEW (Cont'd)

	Product name	Elmina Green 1
	Type	2 storey link house (20' x 70')
	No. of units	579 units
	Built-up area	2,013 sq ft – 2,486 sq ft
	Selling price	RM683,888 – RM1,195,888
	Estimated GDV	RM380 million
	Launch date	February 2018
	Expected completion date	February 2020

(ii) Bandar Bukit Raja



Total area: 4,333 acres | Estimated total GDV: RM17.9 billion | Estimated remaining GDV: RM14.6 billion | Location: North Klang, Selangor

Bandar Bukit Raja comprises 2 townships, namely, Bandar Bukit Raja 1 (1,513 acres) and Bandar Bukit Raja 2 & 3 (2,820 acres) which were launched in 2002 and 2016 respectively. The development consists of a diverse mix of residential projects comprising affordable, medium and high-end homes as well as commercial and industrial properties.

Bandar Bukit Raja is accessible via Jalan Meru, NKVE and New North Klang Straits Bypass. The West Coast Expressway (WCE) which is currently under construction will act as the road transport backbone of Bandar Bukit Raja township upon completion.

It is close to Port Klang and just 30 minutes from KLIA which makes it an ideal hub for international freight and logistics activities, while its close proximity to other surrounding matured townships offers ample employment and business opportunities for its residents.

A 125-acre centralised town park is currently being planned. Once completed, it will be the largest park in Klang; allowing residents to enjoy group activities and family outings amidst greenery and a lush landscape. Bandar Bukit Raja will encompass the 500 acres Sime Darby Business Park as well as supporting port and logistic industries as part of its integration ambition which will also help create employment opportunities. Its proximity to Port Klang, a key gateway to the country, and within the Greater KL boundary ensures its continued importance in terms of location, value and expandability.



7. BUSINESS OVERVIEW (Cont'd)

Bandar Bukit Raja is complemented with a wide range of facilities and amenities located nearby to fulfil the lifestyle convenience of its residents. Apart from retail shops, police station, fire station, mall, parks and playgrounds, there are also numerous primary and secondary schools as well as established institutions of higher learning, such as Tenby International School, Universiti of Selangor and Universiti Teknologi Mara.





This township is only at its second stage of a 3-stage development plan that stretches into the year 2040. On completion, Bandar Bukit Raja is expected to have a population of 82,000.

As at the LPD, there are currently 10 ongoing development phases with a total estimated GDV of RM676.2 million and the upcoming or future development phases with estimated GDV of RM14.0 billion are expected to be completed over the next 27 years.


Details of some of our recent development phases within the township are as follows:

	<table> <tbody> <tr> <td>Product name</td> <td>Geta</td> </tr> <tr> <td>Type</td> <td>Double storey link house (20'x70')</td> </tr> <tr> <td>No. of units</td> <td>102 units</td> </tr> <tr> <td>Built-up area</td> <td>1,987 sq ft – 2,239 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM648,888 – RM670,888</td> </tr> <tr> <td>GDV</td> <td>RM66.9 million</td> </tr> <tr> <td>Launch date</td> <td>March 2014</td> </tr> <tr> <td>Completion date</td> <td>March 2016</td> </tr> </tbody> </table>	Product name	Geta	Type	Double storey link house (20'x70')	No. of units	102 units	Built-up area	1,987 sq ft – 2,239 sq ft	Selling price	RM648,888 – RM670,888	GDV	RM66.9 million	Launch date	March 2014	Completion date	March 2016
Product name	Geta																
Type	Double storey link house (20'x70')																
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GDV	RM66.9 million																
Launch date	March 2014																
Completion date	March 2016																
	<table> <tbody> <tr> <td>Product name</td> <td>Nafiri 1</td> </tr> <tr> <td>Type</td> <td>Double storey link house (20'x70')</td> </tr> <tr> <td>No. of units</td> <td>125 units</td> </tr> <tr> <td>Built-up area</td> <td>2,025 sq ft – 2,345 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM698,888 – RM713,888</td> </tr> <tr> <td>GDV</td> <td>RM87.3 million</td> </tr> <tr> <td>Launch date</td> <td>April 2014</td> </tr> <tr> <td>Completion date</td> <td>May 2016</td> </tr> </tbody> </table>	Product name	Nafiri 1	Type	Double storey link house (20'x70')	No. of units	125 units	Built-up area	2,025 sq ft – 2,345 sq ft	Selling price	RM698,888 – RM713,888	GDV	RM87.3 million	Launch date	April 2014	Completion date	May 2016
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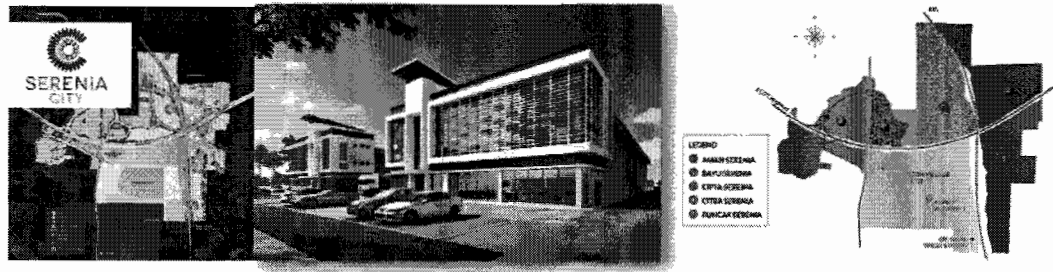
7. BUSINESS OVERVIEW (Cont'd)

	<p>Product name Nafiri 2</p> <p>Type Double storey link house (20'x70')</p> <p>No. of units 104 units</p> <p>Built-up area 2,025 sq ft – 2,345 sq ft</p> <p>Selling price RM698, 888 – RM713, 888</p> <p>GDV RM73.8 million</p> <p>Launch date October 2014</p> <p>Completion date July 2016</p>
	<p>Product name Persada</p> <p>Type Double storey link house (20'x70')</p> <p>No. of units 230 units</p> <p>Built-up area 1,787 sq ft – 2,045 sq ft</p> <p>Selling price RM648, 888 – RM941, 888</p> <p>GDV RM155.2 million</p> <p>Launch date November 2016</p> <p>Expected completion Date March 2018</p>
	<p>Product name 3 Avenue</p> <p>Type Commercial units</p> <p>No of units 36 units</p> <p>Built-up area 3,589 sq ft – 5,394 sq ft</p> <p>Selling price RM1,316,888 – RM3,434,888</p> <p>GDV RM61.2 million</p> <p>Launch date May 2016</p> <p>Expected completion Date May 2019</p>
	<p>Product name Serunai</p> <p>Type Medium cost apartment</p> <p>No of units 570 units</p> <p>Built-up area 900 sq ft – 1,000 sq ft</p> <p>Selling price Type C – RM180,000 Type D – RM250,000</p> <p>GDV RM144.9 million</p> <p>Launch date February 2017</p> <p>Expected completion date February 2021</p>

7. BUSINESS OVERVIEW (Cont'd)

	Product name	Casira 2
	Type	Double storey link house (22' x 75')
	No of units	111 units
	Built-up area	2,284 sq ft – 2,750 sq ft
	Selling price	RM738,888 – RM1,182,888
	Estimated GDV	RM87.5 million
	Launch date	July 2017
Expected completion date	July 2019	

(iii) Serenia City



Total area: 2,370 acres | Estimated total GDV: RM9.3 billion | Estimated remaining GDV: RM8.7 billion | Location: Dengkil/Sepang, Selangor

Serenia City was launched in 2013 and is expected to be fully developed by 2035.



The freehold mixed-development project is intended to comprise more than 14,000 residential units, as well as a variety of commercial and industrial developments. Serenia City currently enjoys access to Maju Expressway. It will also be accessible via direct interchange from the ELITE Highway following the interchange's expected completion in 2018.

With Serenia City being of equal distance from Putrajaya and KLIA, we expect this township to serve as an economic and transportation hub for its surrounding area. We intend to incorporate 2 of our key concepts i.e. the Sime Darby Business Park and the TOD model into this township, in view that there is an existing ERL station in the vicinity.

As at the LPD, there is currently 1 ongoing development phase with a total estimated GDV of RM119 million. The upcoming or future development phases estimated at a GDV of RM8.5 billion are targeted for launch over the next 15 to 20 years.

7. BUSINESS OVERVIEW (Cont'd)

Details of our recent development phases within the township are as follows:

	<table> <tbody> <tr> <td>Product name</td> <td>Cipta 1</td> </tr> <tr> <td>Type</td> <td>3 storey semi-detached factory</td> </tr> <tr> <td>No. of units</td> <td>15</td> </tr> <tr> <td>Built-up area</td> <td>18,352 sq ft – 20,773 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM8,174,720 – RM9,365,100</td> </tr> <tr> <td>GDV</td> <td>RM118.6 million</td> </tr> <tr> <td>Launch date</td> <td>27 July 2016</td> </tr> <tr> <td>Expected completion date</td> <td>July 2018</td> </tr> </tbody> </table>	Product name	Cipta 1	Type	3 storey semi-detached factory	No. of units	15	Built-up area	18,352 sq ft – 20,773 sq ft	Selling price	RM8,174,720 – RM9,365,100	GDV	RM118.6 million	Launch date	27 July 2016	Expected completion date	July 2018
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Expected completion date	July 2018																
	<table> <tbody> <tr> <td>Product name</td> <td>To be determined</td> </tr> <tr> <td>Type</td> <td>Double storey link house (20 x 70)</td> </tr> <tr> <td>No of units</td> <td>302</td> </tr> <tr> <td>Estimated GDV</td> <td>RM166 million</td> </tr> <tr> <td>Expected launch date</td> <td>July 2018</td> </tr> </tbody> </table>	Product name	To be determined	Type	Double storey link house (20 x 70)	No of units	302	Estimated GDV	RM166 million	Expected launch date	July 2018						
Product name	To be determined																
Type	Double storey link house (20 x 70)																
No of units	302																
Estimated GDV	RM166 million																
Expected launch date	July 2018																

7. BUSINESS OVERVIEW (Cont'd)

(iv) Putra Heights



Total area: 1,796 acres | Estimated total GDV: RM7.1 billion | Estimated remaining GDV: RM3.8 billion | Location: Subang Jaya, Selangor

Putra Heights was launched in 1999 and consists of residential and commercial developments. It boasts an innovative and award-winning project, namely, The Glades and one of our latest TADs, Putra Residences.

Putra Heights is connected by major highways and byways through the dedicated interchange to ELITE Highway as well as an access via Damansara-Puchong Expressway (LDP). It now enjoys greater connectivity through the recent completion of the LRT networks and has 3 new LRT stations in the township, namely, Alam Megah, Subang Alam and Putra Heights.

As at the LPD, there is currently 1 ongoing development with a total estimated GDV of RM209.3 million while the upcoming or future development phases with an estimated GDV of RM3.6 billion are expected to be completed over the next 12 years.

Details of some of our recent development phases within the development are as follows:

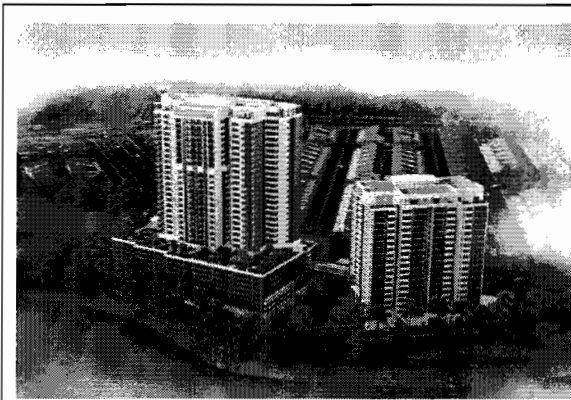
	Product Name	The Glades
	Type	Bungalows, cluster villas, super link, townhouse and condominium
	No. of units	456
	Built-up area	1,259 sq. ft. – 8,191 sq. ft.
	Selling price	RM1.4 million – RM5.2 million
	Estimated GDV	RM1,015 million
	Launch date	May 2011
	Expected completion date	October 2022

The Glades is a gated and guarded mixed residential development designed for modern lifestyle within an 'intimate parklands' setting, offering sustainable, eco-friendly living.

7. BUSINESS OVERVIEW (Cont'd)

Comprising a total of 456 units for all the development phases, ranging from bungalows, cluster villas, super link terraces, townhouses and condominiums, The Glades incorporates sustainable and innovative features such as bio-filtration waterways, automated waste management system, energy-efficient liquefied petroleum gas (LPG) pipeline, sustainable construction materials such as formaldehyde-free finishes, paver brick driveways, rainwater harvesting as well as double volume green-tinted windows for cooler homes.

A total of 222 units of homes have been completed while another 40 units of The Residences bungalows and 194 units of North Brooke & South Brooke condominiums are planned to be launched within the next 3 years.




Product name	Putra Residence
Type	Serviced apartment
No. of units	340
Built-up area	645 sq ft - 1,539 sq ft
Selling price	RM398,888 - RM992,888
GDV	RM209.3 million
Launch date	June 2014
Expected completion date	May 2018

Putra Residence, launched in June 2014, is a lakeside enclave designed as a TAD. It is located about half a kilometre from 2 of the 3 LRT stations in Putra Heights.

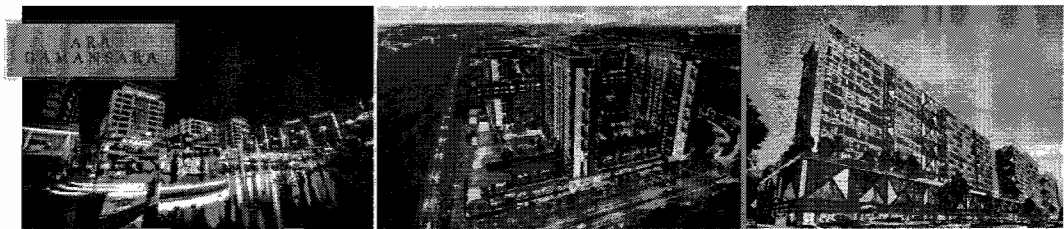
Putra Residence comprises 2 towers with a total of 340 units of freehold serviced apartments and sits on 2.88 acres of tropical landscape. The medium density development of only 8 to 10 units on each floor are complemented by facilities such as an infinity pool, reading area, gym and barbecue area.

7. BUSINESS OVERVIEW (Cont'd)

	Product name	Harmoni 1
	Type	Medium cost apartments
	No. of units	1,700
	Built-up area	800 sq ft and 1,000 sq ft
	Selling price	RM170,000 and RM270,000
	Estimated GDV	RM355 million
	Expected launch date	January 2018
	Expected completion date	2021

Our third development under the *Rumah Selangorku* affordable homes scheme known as Harmoni 1 is expected to be launched in January 2018. It comprises 4 towers with a total of 1,700 comfortable 3-bedroom, 2-bathroom apartment units. It will be developed on 18.32 acres of freehold land.

(v) Ara Damansara



Total area: 693 acres | Estimated total GDV: RM8.9 billion | Estimated remaining GDV: RM5.8 billion | Location: Petaling Jaya, Selangor

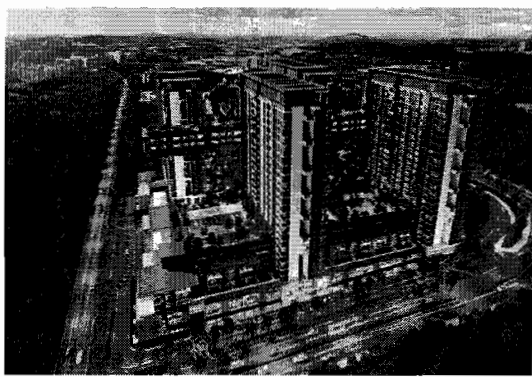
Ara Damansara was launched in 1999 and is located within Petaling Jaya North. This township has evolved from a landed property township into an integrated development which includes retail outlets and offices.

It is accessible via NKVE, Federal Highway and Subang – Kelana Jaya link road, and is near to the Subang Airport. Its connectivity has been improved with the completion of 2 new LRT line stations within Ara Damansara.


As at the LPD, there are currently 3 ongoing developments with an estimated GDV of RM1.4 billion. The upcoming or future development phases estimated at a GDV of RM4.4 billion are planned to be completed over the next 6 years.


7. BUSINESS OVERVIEW (Cont'd)

Details of some of our recent development phases within the development are as follows:

	Product name	Cantara Residences
	Type	Serviced apartment
	No. of units	888
	Built-up area	646 sq ft – 2,145 sq ft
	Selling price	RM613,454-RM2,124,054
	GDV	RM658.7 million
	Launch date	April 2016
	Expected completion date	April 2020

Cantara Residences is a freehold serviced apartment development in Ara Damansara, located within walking distance to an LRT Station and a short drive from Oasis Square, Paradigm Mall and Subang Airport.

	Product name	Oasis Square
	Type	Mixed development
	No. of units	Shop office – 606; 3 office tower; serviced apartment & retail – 326 & 64; and kiosks – 15;
	Built-up area	About 1.79 million sq ft in total
	GDV	RM792 million
	Launch date	November 2006
	Completion date	November 2011

	Product name	Oasis Corporate Park
	Type	Mixed development
	No. of units	3 office tower; serviced apartment (198 units), retail (35 units) and 1 shoplex
	Estimated built-up area	1.36 million sq ft in total
	Estimated GDV	RM862 million
	Launch date	January 2012
	Expected completion date	May 2018

7. BUSINESS OVERVIEW (Cont'd)

Oasis Damansara is a development incorporating business suites and apartments, including Oasis Square and Oasis Corporate Park.

The development is also the first of our projects to receive Gold and Silver certifications of the Leadership in Energy and Environment Design (LEED) programme, a widely adopted green building certification programme. Oasis Damansara is an Entry Point Project (EPP) under the Wholesale and Retail National Key Economic Areas (NKEA). It currently houses the corporate headquarters of our Company.

(vi) **ALYA Kuala Lumpur**



Total area: 360 acres | Estimated total GDV: RM7.3 billion | Estimated remaining GDV: RM6.8 billion | Location: Bukit Kiara, Kuala Lumpur

ALYA Kuala Lumpur development which encompasses TPC Kuala Lumpur, one of Malaysia's premier golf and country clubs, is located within a 360-acre natural setting and reflects urban living amidst natural surroundings in Bukit Kiara, Kuala Lumpur. It is located 8 km from the heart of the city centre.


It represents our maiden involvement in the premium, branded lifestyle segment. ALYA Kuala Lumpur comprises 9 development parcels of 62 acres and covers residential, office and retail components flanked by affluent neighbourhoods.

ALYA Kuala Lumpur is located adjacent to the 245 acres Bukit Kiara public park and surrounded by Kuala Lumpur's affluent western suburbs within a 15 km radius. These suburbs are complemented with established international schools, health-care specialist centres, retail malls, and food and beverage outlets.


As at the LPD, there is currently 1 ongoing development with an estimated GDV of RM813 million and the upcoming or future development phases with an estimated GDV of RM6.0 billion are expected to be completed over the next 9 years.

7. BUSINESS OVERVIEW (Cont'd)

Details of some of our recent development phases within the development are as follows:


<p>EAST RESIDENCE</p> 	<p>Product name East Residence</p> <p>Type Courtyard and townhouse villas</p> <p>No. of units 112 units and 14 units</p> <p>Built-up area 4,442 sq ft – 5,488 sq ft</p> <p>Selling price RM3,822,888 – RM6,910,888</p> <p>Estimated GDV RM573 million in total</p> <p>Launch date November 2014 (for 112 courtyard villas)</p> <p>Completion date August 2016 (courtyard villas) July 2017 (townhouse villas)</p>
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East Residence was the first development in ALYA Kuala Lumpur, a gated and low-density development comprising 112 courtyard villas and 14 townhouse villas (which have yet to be launched) with a private residents' clubhouse offering a scenic view of TPC Kuala Lumpur coupled with a lifetime membership.

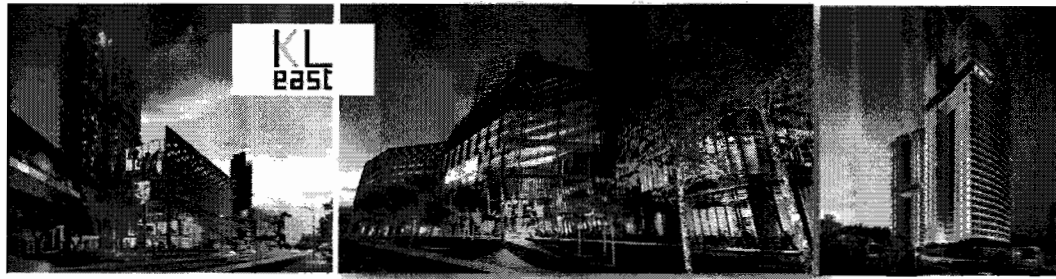
<p>SENADA RESIDENCES</p> 	<p>Product name Senada Residences</p> <p>Type Serviced apartment, retail podium and office</p> <p>No. of units 429 units</p> <p>Built-up area 700 sq ft – 1,900 sq ft</p> <p>Selling price RM978,000 – RM2.9 million</p> <p>Estimated GDV RM813 million</p> <p>Launch date September 2016 (for Tower A)</p> <p>Expected completion date December 2020</p>
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The latest launch of ALYA Kuala Lumpur was Senada Residences in September 2016. The mixed development located next to Sime Darby Convention Centre comprises 2 residential towers with 429 units of serviced apartments and 4 levels of retail podium as well as an office block. Each purchase of the serviced apartment will come with a social membership of TPC Kuala Lumpur.

7. BUSINESS OVERVIEW (Cont'd)

JENDELA		
	Product name	Jendela
	Type	Serviced apartment
	No. of units	565 (for 3 towers)
	Built-up area	807 sq ft - 4,628 sq ft
	Selling price	RM1 million – RM6 million
	Estimated GDV	RM1.1 billion
	Expected launch date	End 2018
	Expected completion date	2022

Jendela, planned to be launched in end 2018, is an upcoming integrated development of serviced apartments and retail spaces flanked by the Bukit Kiara Forest Reserve, the prestigious TPC Kuala Lumpur golf and country club and the affluent suburb of Taman Tun Dr Ismail. It will comprise 3 building blocks with 565 residential units and 27 retail units, featuring a wide array of leisure and recreational facilities with term membership of TPC Kuala Lumpur offered to purchasers.

(vii) **KL East**

Total area: 160 acres | Estimated total GDV: RM2.4 billion | Estimated remaining GDV: RM2.0 billion | Location: Kuala Lumpur, Federal Territory of Kuala Lumpur


KL East was launched in 2011 as an urban integrated residential, lifestyle and commercial enclave with the Klang Gates Quartz Ridge as its natural backdrop.

More than 50% of the development comprises green open spaces, including the KL East Eco Park which spans 53 acres and includes facilities such as look-out points and jungle trekking. Additionally, all buildings within this development are Green Building Index (GBI) rated. It is connected by various highways such as the Ampang-KL Elevated Highway (AKLEH), Duta-Hulu Klang (DUKE), Middle Ring Road 2 (MRR2) and Karak Expressway, and will also benefit from the upcoming Setiawangsa Pantai Expressway (SPE) which has a direct link to the Tun Razak Exchange and Bandar Malaysia development corridor.


7. BUSINESS OVERVIEW (Cont'd)

As at the LPD, there is currently 1 residential development and a retail mall within KL East with a total estimated GDV of RM550.0 million. The upcoming or future development phases with estimated GDV of RM1.5 billion are expected to be completed over the next 12 years.

Details of some of our projects within this development are as follows:

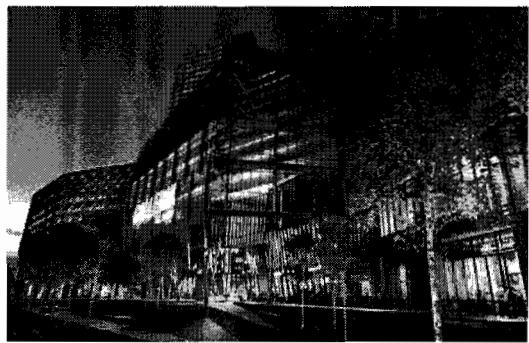
	Product Name	The Véo
	Type	Condominium
	No. of units	350 units
	Built-up area	745 sq ft - 3,245 sq ft
	Selling price	RM480,888 – RM3,282,088
	GDV	RM340 million
	Launch date	November 2012
	Completion date	July 2017

KL East's inaugural residential towers, The Véo, which has won 2 awards at the South-East Asia Property Awards 2014 for Best Mid-Range Condo Development in Central Malaysia and Best Residential Interior Design.

	Product name	Quarza Residence
	Type	Serviced apartment
	No. of units	508 units
	Built-up area	651 sq ft – 850 sq ft
	Selling price	RM516,888 – RM847,888
	Estimated GDV	RM340 million
	Launch date	May 2016 (Tower A – 254 units)
	Expected completion date	May 2020

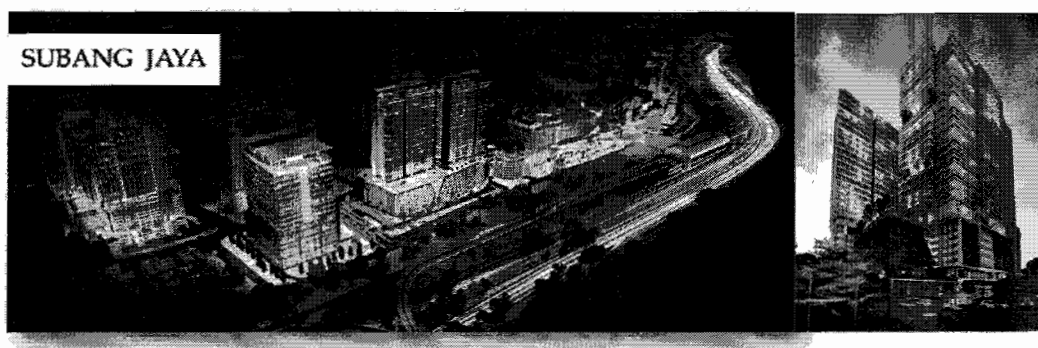
The latest development launched is Quarza Residence, an integrated development featuring 2 residential towers with a total of 508 units. The Quarza Residence sits atop the KL East Gallery, which will have 4 levels of retail space.

7. BUSINESS OVERVIEW (Cont'd)

	Product name	KL East Gallery
	Type	Retail mall
	Net lettable area	384,210 sq ft
	No. of car park	1,366
	Estimated GDV	RM380 million
	Construction date	May 2016
	Expected opening	November 2018

KL East will also be home to Kolej Yayasan Saad (KYS) International School, scheduled for opening in early 2019, catering to pre-school, primary and secondary education levels.

(viii) Subang Jaya City Centre (SJCC)



Total area: 28.11 acres | Estimated total GDV: RM4.1 billion | Estimated remaining GDV: RM3.8 billion | Location: Subang Jaya, Selangor

The year 2016 marked Subang Jaya's 40th anniversary. The township has grown into a thriving and dynamic community. Sime UEP Properties Bhd first began developing Subang Jaya in 1976.


The development of SJCC, envisioned as an urban living lifestyle destination centred on a transit station as the gateway to Subang Jaya is expected to continue to revitalise the matured township for many years to come.

SJCC will feature a modern multi-modal transportation system, with integrated bus and taxi services in addition to KTM Komuter trains and the recently completed LRT train service, within a single integrated transportation hub.

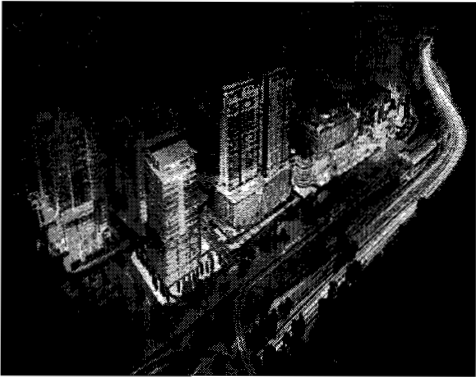
Isola development was launched within SJCC with a GDV of RM211 million. The upcoming or future development phases with a GDV of RM3.6 billion are to be completed over the next 11 years.

7. BUSINESS OVERVIEW (Cont'd)

Details of some of our projects within this development are as follows:

	Product name	Lot 15
	Type	Serviced apartment
	No. of units	361 units
	GDV	RM250 million
	Expected launch date	November 2017
	Expected completion date	End 2021

The Lot 15 residence, a 30-storey high-end serviced apartment is the latest upcoming development in Subang Jaya. The urban dwelling, designed mainly to capture the lifestyle and conveniences of the younger population is located near the SJCC transportation hub, a key component of Subang Jaya's regeneration master plan.

	Product name	SJCC East
	Type	Mixed development comprising SOHO, serviced apartment, retail mall and corporate office
	No. of units	360 SOHO units and 316 serviced apartments
	Estimated GDV	RM1.5 billion
	Expected launch date	January 2019
	Expected completion date	2028

Our development of SJCC East is expected to be launched starting January 2019 in 4 phases. It is expected to comprise 2 towers with 360 SOHO units (Phase 1), 316 units of serviced apartment (Phase 3), Retail Mall (Phase 2) and Corporate Office (Phase 4). It will be developed on 9.19 acres of freehold land. The estimated GDV of SJCC East project is RM1.5 billion.

7. BUSINESS OVERVIEW (Cont'd)

(b) Within Negeri Sembilan

(i) Nilai Impian



Total area: 1,809 acres | Estimated total GDV: RM5.4 billion | Estimated remaining GDV: RM4.1 billion | Location: Nilai, Negeri Sembilan

Nilai Impian comprises 2 townships, namely, Nilai Impian 1 (1,263 acres) and Nilai Impian 2 (546 acres) which were launched in 1997 and 2014 respectively. Set amidst the rapidly growing town of Nilai in Negeri Sembilan, Nilai Impian is a township that embodies the essence of our commitment to innovation and sustainability.

Nilai Impian is the amalgamation of several former estates, transformed into a comprehensive township at the Pajam Nilai interchange along the North-South Expressway.




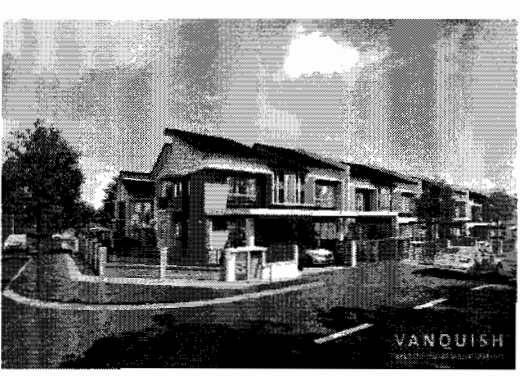
Nilai Impian is strategically situated at the fringe of Greater Kuala Lumpur and is the gateway to the Southern Klang Valley growth corridor. Located within a 30 km radius from major hubs such as KLIA, Putrajaya and KL City Centre, on a site with direct frontage to one of the country's busiest and most prominent expressway, the North-South Expressway, there is considerable growth potential in Nilai Impian.

Set against a stunning backdrop of lush greenery and an idyllic lake, the emphasis of this township development is on the outdoors, with bountiful landscaping, family parks, pedestrian walkways and bicycle paths.

With an array of facilities within close proximity – shopping, schools, colleges, universities and 2 golf courses – Nilai Impian is the epitome of comfortable and convenient living.

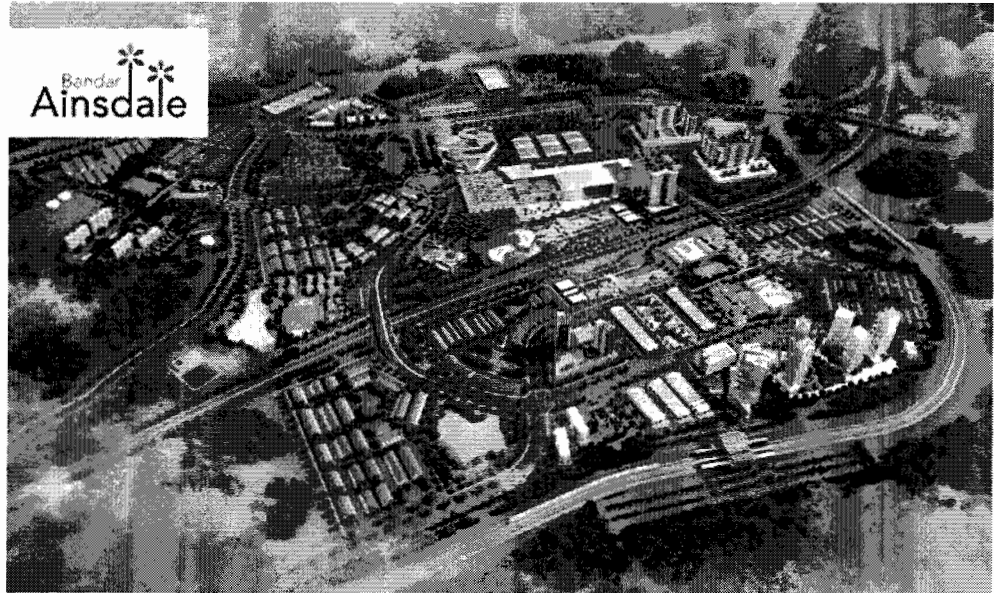
7. BUSINESS OVERVIEW (Cont'd)

Details of some of our recent development phases within the township are as follows:

	<table> <tr> <td>Product name</td> <td>Azalea 1</td> </tr> <tr> <td>Type</td> <td>2 storey link house (22' x 74' & 24' x 74')</td> </tr> <tr> <td>No of units</td> <td>144</td> </tr> <tr> <td>Built-up area</td> <td>2,256 sq. ft. – 2,466 sq. ft.</td> </tr> <tr> <td>Selling price</td> <td>RM539,888 – RM902,888</td> </tr> <tr> <td>GDV</td> <td>RM85.1 million</td> </tr> <tr> <td>Launch date</td> <td>January 2015</td> </tr> <tr> <td>Completion date</td> <td>2016</td> </tr> </table>	Product name	Azalea 1	Type	2 storey link house (22' x 74' & 24' x 74')	No of units	144	Built-up area	2,256 sq. ft. – 2,466 sq. ft.	Selling price	RM539,888 – RM902,888	GDV	RM85.1 million	Launch date	January 2015	Completion date	2016
Product name	Azalea 1																
Type	2 storey link house (22' x 74' & 24' x 74')																
No of units	144																
Built-up area	2,256 sq. ft. – 2,466 sq. ft.																
Selling price	RM539,888 – RM902,888																
GDV	RM85.1 million																
Launch date	January 2015																
Completion date	2016																
	<table> <tr> <td>Product name</td> <td>Azalea 2</td> </tr> <tr> <td>Type</td> <td>Double storey link homes (22' x 74' & 24' x 74')</td> </tr> <tr> <td>No of units</td> <td>178</td> </tr> <tr> <td>Built-up area</td> <td>2,256 sq. ft. – 2,600 sq. ft.</td> </tr> <tr> <td>Selling price</td> <td>RM588,888 – RM885,888</td> </tr> <tr> <td>GDV</td> <td>RM111.7 million</td> </tr> <tr> <td>Launch date</td> <td>October 2015</td> </tr> <tr> <td>Completion date</td> <td>October 2017</td> </tr> </table>	Product name	Azalea 2	Type	Double storey link homes (22' x 74' & 24' x 74')	No of units	178	Built-up area	2,256 sq. ft. – 2,600 sq. ft.	Selling price	RM588,888 – RM885,888	GDV	RM111.7 million	Launch date	October 2015	Completion date	October 2017
Product name	Azalea 2																
Type	Double storey link homes (22' x 74' & 24' x 74')																
No of units	178																
Built-up area	2,256 sq. ft. – 2,600 sq. ft.																
Selling price	RM588,888 – RM885,888																
GDV	RM111.7 million																
Launch date	October 2015																
Completion date	October 2017																
	<table> <tr> <td>Product name</td> <td>Kiara Court</td> </tr> <tr> <td>Type</td> <td>Apartment</td> </tr> <tr> <td>No of units</td> <td>240</td> </tr> <tr> <td>Built-up area</td> <td>929 sq. ft.</td> </tr> <tr> <td>Selling price</td> <td>RM305,888 – RM327,888</td> </tr> <tr> <td>GDV</td> <td>RM72 million</td> </tr> <tr> <td>Launch date</td> <td>August 2015</td> </tr> <tr> <td>Expected completion date</td> <td>August 2018</td> </tr> </table>	Product name	Kiara Court	Type	Apartment	No of units	240	Built-up area	929 sq. ft.	Selling price	RM305,888 – RM327,888	GDV	RM72 million	Launch date	August 2015	Expected completion date	August 2018
Product name	Kiara Court																
Type	Apartment																
No of units	240																
Built-up area	929 sq. ft.																
Selling price	RM305,888 – RM327,888																
GDV	RM72 million																
Launch date	August 2015																
Expected completion date	August 2018																
	<table> <tr> <td>Product name</td> <td>Orkid</td> </tr> <tr> <td>Type</td> <td>2 storey homes (20' x 65')</td> </tr> <tr> <td>No of units</td> <td>132</td> </tr> <tr> <td>Built-up area</td> <td>1,735 sq. ft. – 1,987 sq. ft.</td> </tr> <tr> <td>Selling price</td> <td>RM488,888 – RM688,888</td> </tr> <tr> <td>Estimated GDV</td> <td>RM61.7 million</td> </tr> <tr> <td>Expected Launch date</td> <td>March 2018</td> </tr> <tr> <td>Expected completion date</td> <td>March 2020</td> </tr> </table>	Product name	Orkid	Type	2 storey homes (20' x 65')	No of units	132	Built-up area	1,735 sq. ft. – 1,987 sq. ft.	Selling price	RM488,888 – RM688,888	Estimated GDV	RM61.7 million	Expected Launch date	March 2018	Expected completion date	March 2020
Product name	Orkid																
Type	2 storey homes (20' x 65')																
No of units	132																
Built-up area	1,735 sq. ft. – 1,987 sq. ft.																
Selling price	RM488,888 – RM688,888																
Estimated GDV	RM61.7 million																
Expected Launch date	March 2018																
Expected completion date	March 2020																

7. BUSINESS OVERVIEW (Cont'd)

(ii) Bandar Ainsdale



Total area: 562 acres | Estimated total GDV: RM1.7 billion | Estimated remaining GDV: RM1.3 billion | Location: Labu, Negeri Sembilan

Bandar Ainsdale is a 562-acre freehold mixed residential and commercial township between the 2 cities of Kuala Lumpur and Seremban.




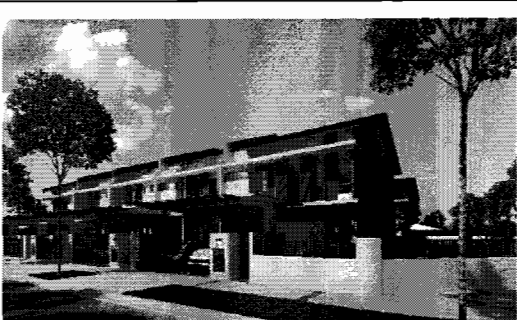
With the rising cost of housing in KL and central Klang Valley, Bandar Ainsdale provides the best of both worlds; a reasonably affordable alternative for those currently working and living in KL while also providing a peaceful and calm lifestyle.

Bandar Ainsdale also boasts quality and wellness amenities where residents can enjoy a more active, outdoor lifestyle surrounded by parks, lakes and wide open natural space.


Bandar Ainsdale is easily accessed via the Bandar Ainsdale Interchange linking to the North-South Expressway and the KTM Komuter station within the township.

7. BUSINESS OVERVIEW (Cont'd)

Details of some of our recent development phases within the township are as follows:

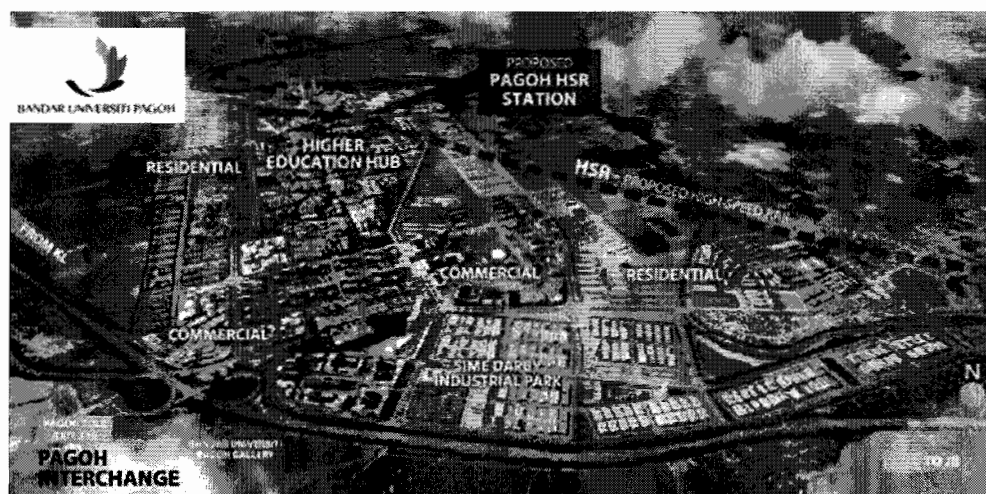
	<p>Product name Abadi</p> <p>Type Double storey link house (22' x 75')</p> <p>No of units 56 units</p> <p>Built-up area 1,949 sq ft – 2,394 sq ft</p> <p>Selling price RM498,888 – RM857,888</p> <p>GDV RM32 million</p> <p>Launch date May 2015</p> <p>Completion date May 2017</p>
	<p>Product name Tenang</p> <p>Type Double storey link house (24' x 75')</p> <p>No. of units 111 units</p> <p>Built-up area 2,480 sq ft – 2,912 sq ft</p> <p>Selling price RM588,888 – RM848,888</p> <p>GDV RM71.5 million</p> <p>Launch date July 2014</p> <p>Completion Date July 2016</p>
	<p>Product name Anika</p> <p>Type Double storey shop office (22' x 75') and (33' x 75')</p> <p>No. of units 32 units</p> <p>Built-up area 3,263 sq ft – 7,254 sq ft</p> <p>Selling price RM988,888 – RM2,463,888</p> <p>Estimated GDV RM39.7 million</p> <p>Launch date February 2015</p> <p>Expected completion date February 2018</p>
	<p>Product name Santai</p> <p>Type Double storey link house (22' x75')</p> <p>No. of units 43 units</p> <p>Built-up area 2,216 sq ft – 2,737 sq ft</p> <p>Selling price RM580,888 – RM2,130,888</p> <p>GDV RM27.3 million</p> <p>Launch date July 2016</p> <p>Expected completion date July 2018</p>

7. BUSINESS OVERVIEW (Cont'd)

	Product name	Redup
	Type	Double storey link house (24'x75')
	No. of units	45 units
	Built-up area	2,564 sq ft – 3,143 sq ft
	Selling price	RM635, 888 – RM972, 888
	Estimated GDV	RM32.9 million
	Launch date	October 2017
	Expected completion date	October 2018

(c) Within Johor

(i) Bandar Universiti Pagoh



Total area: 4,099 acres | Estimated total GDV: RM6.3 billion | Estimated remaining GDV: RM6.2 billion Location: Pagoh, Johor




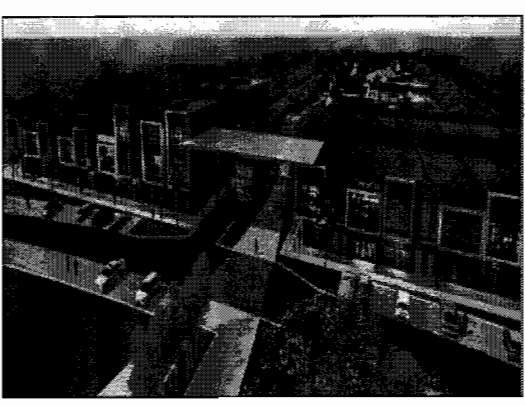
Bandar Universiti Pagoh (BUP) will be the country's first township to be integrated with an education hub from its inception. It is strategically located off the Pagoh interchange on the North-South Expressway in the district of Muar, Johor. This township spans over 4,099 acres and is centrally located between Kuala Lumpur and Singapore making it highly accessible. There are exciting growth prospects for Pagoh, being the gateway to the northern part of Johor.

The proposed Muar high-speed rail station will enhance Bandar Universiti Pagoh's connectivity, making it an ideal location for businesses to develop, grow and succeed.


Pagoh Education Hub which is located within Bandar Universiti Pagoh is Malaysia's largest education hub which will be home to 4 institutions of higher learning which can accommodate a total of 10,800 students from International Islamic University Malaysia (IIUM), Universiti Tun Hussein Onn Malaysia (UTHM), Universiti Teknologi Malaysia (UTM) and Politeknik Tun Syed Nasir Syed Ismail (PTSNSI).

7. BUSINESS OVERVIEW (Cont'd)

Details of some of our recent development phases within the township are as follows:

	<table> <tr> <td>Product name</td> <td>Harmoni Vista</td> </tr> <tr> <td>Type</td> <td>Double storey link house (20' x 65')</td> </tr> <tr> <td>No. of units</td> <td>206 units</td> </tr> <tr> <td>Built-up area</td> <td>1,313 sq ft – 1,517 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM345,888 – RM735,754</td> </tr> <tr> <td>GDV</td> <td>RM77.5 mill</td> </tr> <tr> <td>Launch date</td> <td>May 2016</td> </tr> <tr> <td>Expected completion date</td> <td>May 2018</td> </tr> </table>	Product name	Harmoni Vista	Type	Double storey link house (20' x 65')	No. of units	206 units	Built-up area	1,313 sq ft – 1,517 sq ft	Selling price	RM345,888 – RM735,754	GDV	RM77.5 mill	Launch date	May 2016	Expected completion date	May 2018
Product name	Harmoni Vista																
Type	Double storey link house (20' x 65')																
No. of units	206 units																
Built-up area	1,313 sq ft – 1,517 sq ft																
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GDV	RM77.5 mill																
Launch date	May 2016																
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	<table> <tr> <td>Product name</td> <td>Sarjana Square</td> </tr> <tr> <td>Type</td> <td>Double storey shop office (22' x 75')</td> </tr> <tr> <td>No. of units</td> <td>35 units</td> </tr> <tr> <td>Built-up area</td> <td>3,293 sq ft 10,494 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM888,888</td> </tr> <tr> <td>GDV</td> <td>RM40.2 million</td> </tr> <tr> <td>Launch date</td> <td>August 2015</td> </tr> <tr> <td>Completion date</td> <td>October 2017</td> </tr> </table>	Product name	Sarjana Square	Type	Double storey shop office (22' x 75')	No. of units	35 units	Built-up area	3,293 sq ft 10,494 sq ft	Selling price	RM888,888	GDV	RM40.2 million	Launch date	August 2015	Completion date	October 2017
Product name	Sarjana Square																
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Completion date	October 2017																
	<table> <tr> <td>Product name</td> <td>Harmoni Vista 2</td> </tr> <tr> <td>Type</td> <td>Double storey link house (20' x 65')</td> </tr> <tr> <td>No. of units</td> <td>177 units</td> </tr> <tr> <td>Built-up area</td> <td>1,313 sq ft – 1,517 sq ft</td> </tr> <tr> <td>Selling price</td> <td>RM362,888 – RM666,888</td> </tr> <tr> <td>Estimated GDV</td> <td>RM66.6 million</td> </tr> <tr> <td>Launch date</td> <td>January 2017</td> </tr> <tr> <td>Expected completion date</td> <td>January 2019</td> </tr> </table>	Product name	Harmoni Vista 2	Type	Double storey link house (20' x 65')	No. of units	177 units	Built-up area	1,313 sq ft – 1,517 sq ft	Selling price	RM362,888 – RM666,888	Estimated GDV	RM66.6 million	Launch date	January 2017	Expected completion date	January 2019
Product name	Harmoni Vista 2																
Type	Double storey link house (20' x 65')																
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Launch date	January 2017																
Expected completion date	January 2019																
	<table> <tr> <td>Product name</td> <td>Sarjana Promenade</td> </tr> <tr> <td>Type</td> <td>2 and 3 storey shop office (22' x 70')</td> </tr> <tr> <td>No. of units</td> <td>73 units</td> </tr> <tr> <td>Built-up area</td> <td>3,140 sq ft 7,168 sq ft</td> </tr> <tr> <td>Estimated selling price</td> <td>RM940,000</td> </tr> <tr> <td>Estimated GDV</td> <td>RM68.7 million</td> </tr> <tr> <td>Estimated launch date</td> <td>March 2018</td> </tr> <tr> <td>Expected completion date</td> <td>March 2021</td> </tr> </table>	Product name	Sarjana Promenade	Type	2 and 3 storey shop office (22' x 70')	No. of units	73 units	Built-up area	3,140 sq ft 7,168 sq ft	Estimated selling price	RM940,000	Estimated GDV	RM68.7 million	Estimated launch date	March 2018	Expected completion date	March 2021
Product name	Sarjana Promenade																
Type	2 and 3 storey shop office (22' x 70')																
No. of units	73 units																
Built-up area	3,140 sq ft 7,168 sq ft																
Estimated selling price	RM940,000																
Estimated GDV	RM68.7 million																
Estimated launch date	March 2018																
Expected completion date	March 2021																

7. BUSINESS OVERVIEW (Cont'd)

	Product name	Harmoni Damai
	Type	2 storey homes (20' x 65')
	No. of units	112 units
	Built-up area	1,491 sq ft 1,929 sq ft
	Estimated selling price	RM376,000
	Estimated GDV	RM42.2 mill
	Estimated launch date	March 2018
	Expected completion date	March 2020

The major property development projects undertaken by our material associates and material joint ventures

(a) Battersea Power Station Project



Total area: 41.7 acres | Estimated total GDV: £9.3 billion / RM52.1 billion | Estimated remaining GDV: £8.75 billion / RM49.1 billion | Location: London, United Kingdom



Battersea Power Station (“**BPS**”) development is a joint venture project with S P Setia and the EPF, which expanded our overseas property development footprint and provided us with a unique opportunity to participate in one of London’s most iconic developments. Located in the south-west of London, the Battersea Power Station project involves a development of around 41.7 acres with an estimated total GDV of £9.3 billion, to be launched over 7 phases. The main site measured at 39.1 acres was acquired by the joint venture entity for £400 million in 2012. In 2014, an additional 2.6 acres of land adjacent to the main site was acquired to deliver an alternative affordable housing strategy for the mixed-use development.

7. BUSINESS OVERVIEW (Cont'd)

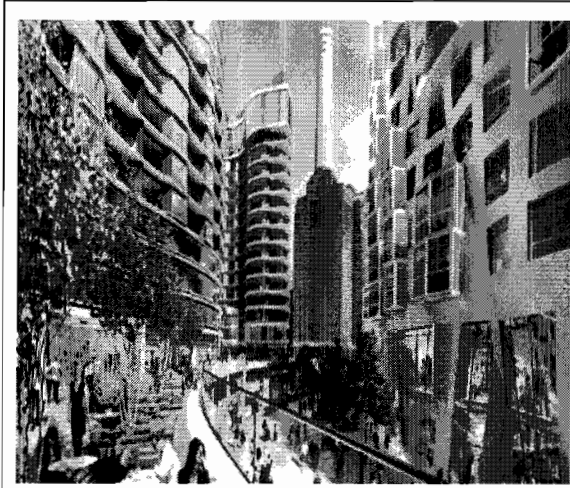
The planned development consists of 3,696 private residential units, up to 636 affordable residential units and around 2.5 million square feet of commercial areas.

As at LPD, work has commenced on 1,657 residential units as well as more than 1.3 million sq ft of commercial space in the first 3 phases with a total GDV of £4.4 billion (equivalent to RM24.6 billion). Phase 1 of the development is nearing completion. The entire 7 phases of development is expected to be completed by 2028.

Details of phases launched for the BPS development are as follows:

	<table> <tbody> <tr> <td>Product name</td> <td>Circus West Village</td> </tr> <tr> <td>Phase name</td> <td>Phase 1</td> </tr> <tr> <td>Type</td> <td>Mixed-use development</td> </tr> <tr> <td>No. of units</td> <td>865 residential and 25 commercial units and high-end amenities for the residents</td> </tr> <tr> <td>Total usable area size</td> <td>858,466 sq ft</td> </tr> <tr> <td>Residential average price</td> <td>£1,121 per sq ft</td> </tr> <tr> <td>Total GDV</td> <td>£917 million / RM5.1 billion</td> </tr> <tr> <td>Launch date</td> <td>Q1 2013</td> </tr> <tr> <td>Expected completion date</td> <td>In stages by December 2017</td> </tr> </tbody> </table>	Product name	Circus West Village	Phase name	Phase 1	Type	Mixed-use development	No. of units	865 residential and 25 commercial units and high-end amenities for the residents	Total usable area size	858,466 sq ft	Residential average price	£1,121 per sq ft	Total GDV	£917 million / RM5.1 billion	Launch date	Q1 2013	Expected completion date	In stages by December 2017
Product name	Circus West Village																		
Phase name	Phase 1																		
Type	Mixed-use development																		
No. of units	865 residential and 25 commercial units and high-end amenities for the residents																		
Total usable area size	858,466 sq ft																		
Residential average price	£1,121 per sq ft																		
Total GDV	£917 million / RM5.1 billion																		
Launch date	Q1 2013																		
Expected completion date	In stages by December 2017																		
	<table> <tbody> <tr> <td>Product name</td> <td>The Power Station</td> </tr> <tr> <td>Phase name</td> <td>Phase 2</td> </tr> <tr> <td>Type</td> <td>Mixed-use development</td> </tr> <tr> <td>No. of units</td> <td>253 units residential, 6 levels of office and 3 levels of retail and F&B</td> </tr> <tr> <td>Total usable area size</td> <td>1,353,030 sq ft</td> </tr> <tr> <td>Residential average price</td> <td>£2,372 per sq ft</td> </tr> <tr> <td>GDV</td> <td>£2,305 million / RM12.9 billion</td> </tr> <tr> <td>Launch date</td> <td>May 2014</td> </tr> <tr> <td>Expected completion date</td> <td>September 2020</td> </tr> </tbody> </table>	Product name	The Power Station	Phase name	Phase 2	Type	Mixed-use development	No. of units	253 units residential, 6 levels of office and 3 levels of retail and F&B	Total usable area size	1,353,030 sq ft	Residential average price	£2,372 per sq ft	GDV	£2,305 million / RM12.9 billion	Launch date	May 2014	Expected completion date	September 2020
Product name	The Power Station																		
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Residential average price	£2,372 per sq ft																		
GDV	£2,305 million / RM12.9 billion																		
Launch date	May 2014																		
Expected completion date	September 2020																		

7. BUSINESS OVERVIEW (Cont'd)



Product name	The Electric Boulevard
Phase name	Phase 3a
Type	Mixed-use development
No. of units	539 units residential, 21 Retail and F&B units and a 167-room luxury hotel
Total usable area size	758,633 sq ft
Residential average price	£1,674 per sq ft
GDV	£1,161 million / RM6.5 billion
Launch date	October 2014
Expected completion date	2021*

Note:

* Pending finalisation of the delivery programme for Phase 3A.

Phase 1 - Circus West Village, dubbed as 'London's New Riverside Village' was designed by SimpsonHaugh & Partners and dRMM which overlooks the River Thames and the 6-acre Power Station Park. The development creates a long curving promenade along the western edge of the Power Station. Circus West comprises 865 residential apartments and 103,162 sq ft of high quality restaurants, shops, offices as well as high-end amenities for the residents. As at the LPD, 836 Sales Completion Notices out of 860 units sold have been served with the balance to be served by December 2017.

Phase 2 - The Power Station, is the centre piece of the regeneration of the Battersea Power Station Master Plan and wider Nine Elms regeneration. In addition to the iconic residential units, the project, designed by Wilkinson Eyre Architects will also deliver world class commercial components of about 524,000 sq ft Grade A offices, 394,000 sq ft of exciting retail and food and beverage spaces, a flexible event space able to accommodate 2,000 standing people, a 3-screen cinema and fronting the 6-acre riverfront park.

Phase 3 - The Electric Boulevard, which has been designed by Gehry Partners and Foster + Partners is the main gateway to the wider site, providing a new High Street for London linking Battersea Park Road and the new underground station to the south of the site, with Malaysia Square. It will deliver extraordinary design, becoming a destination in its own right. Also built as a mixed use phase, it consists of a total of 1,363 residential apartments, 300,000 sq ft of retail and food and beverage space, an approximately 167-room luxury hotel, a 35,000 sq ft allocated for high-end amenities and basement parking for nearly 977 cars, all complemented by a linear roof garden. The Electric Boulevard development has been split into 2 different stages, with the initial launch of Phase 3a in October 2014. The subsequent launch of Phase 3b comprising 824 private residential units is currently targeted for 2019.

7. BUSINESS OVERVIEW (Cont'd)

(b) Radia @ Bukit Jelutong



Total area: 20.95 acres | Estimated total GDV: RM1.9 billion | Estimated remaining GDV: RM1.3 billion | Location: Bukit Jelutong, Selangor

Radia @ Bukit Jelutong is our 50:50 joint venture mixed development project with UEM Sunrise Berhad located on a strategic freehold land in Bukit Jelutong township, Shah Alam. The name 'Radia' which is Latin for radius – a line from the centre of a circle to the outer edge – reflects the design of the 7 blocks, lined up in a semi-curve, hand-fan-like design, incorporating a tree-lined pedestrian space and retail promenade concept that originates from Spain. It consists of service apartments, retail units as well as office units.

As at the LPD, 2 out of 5 phases with a total GDV of about RM0.4 billion are ongoing. The upcoming or future development phases which consist of service apartment and retail mall, estimated at a GDV of RM0.9 billion, will be launched at the appropriate time after completion of the other phases.

Details of the phases launched are as follows:



Product name	Radia Residences, Radia Retail, and Radia Offices
Phase name	Phase 1 to 4
Type	Mix development
No. of units	640 residential and 420 commercial units
Selling price	RM580 to RM1,730 per sq ft
Estimated GDV	RM1.0 billion
Launch date	August 2014
Completion date	Phase 1 and 2 – July 2017
Expected completion date	Phase 3 and 4 – November 2017

7. BUSINESS OVERVIEW (Cont'd)**7.5.4 Material properties owned by our Group, material associates and material joint ventures**

A summary of the material properties owned by our Group, material associates and material joint ventures is set out in Annexure A of this Prospectus.

7.5.5 Location of principal place of business

We currently operate from the following principal premises:

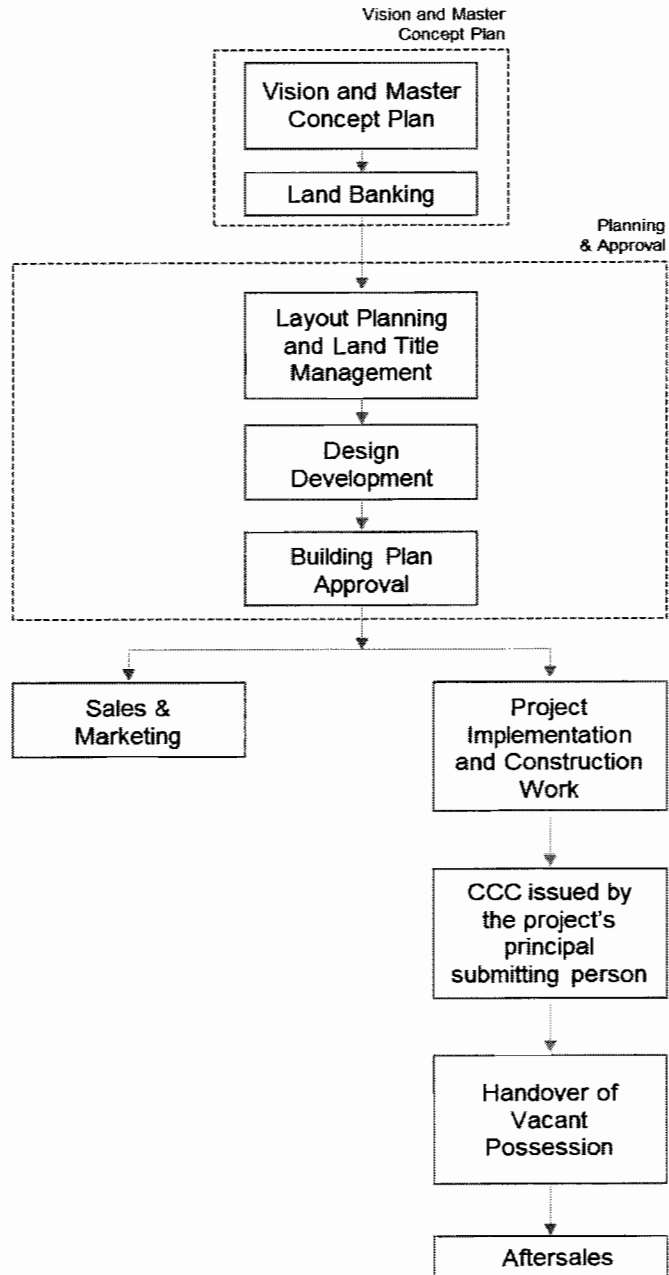
Address	Purpose
Sime Darby Property Berhad Level 10, Block G No. 2, Jalan PJU 1A/7A Ara Damansara, PJU 1A 47301 Petaling Jaya Selangor Darul Ehsan Malaysia	Malaysia office/ Head office

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7. BUSINESS OVERVIEW (Cont'd)

7.6 PROCESS FLOW

The key stages of our property process are as follows:



7. BUSINESS OVERVIEW (Cont'd)

7.6.1 Vision and master concept plan

Our property development and construction cycle begins with the formulation of our overall development strategies and investment plans.

(a) Land banking

Other than assessing our existing portfolio, we also look for opportunities to acquire other strategic lands as part of our effort to achieve the outlined strategies and investment plans. In identifying the potential site and its proposed type of development, we will consider, amongst others, the following factors:

- (i) accessibility of the area and the available supporting infrastructure;
- (ii) marketability of the development and consumer demand for the properties in that area; and
- (iii) the estimated cost of development, investment and financial return ratios.

After a potential site has been identified, we will conduct a preliminary detailed assessment and feasibility study on the proposed development comprising development components such as residential, commercial and industrial properties. Our assessment and feasibility study takes into consideration, amongst others, the market supply and demand, estimated cost of construction and potential competitors developing in the vicinity of the site. A detailed financial analysis and modelling will also be prepared in respect of the selected site.

7.6.2 Planning and approval

(a) Layout planning and land title management

Upon obtaining the approval from Board and our senior management team, we will proceed to appoint consultants, i.e. engineers, architects and town planners from our panel of reputable consultants with proven track record in design, quality and reliability.

During this stage, we will work closely with our appointed consultants to conceptualise the design and layout of the proposed development. Our appointed consultants will begin to prepare the relevant layout and infrastructure plans for the necessary approvals by the relevant local council.

We will also submit the relevant applications concurrently to the land office or land registry, as the case may be, for conversion, amalgamation or subdivision of our sites or lands, where applicable, depending on the requirements and specifications set out in the layout plans to be submitted to the local council.

(b) Design development

Upon submission of the application for planning permission, we will proceed to work with the architects for the detailed design of the respective buildings. Thereafter, the architects and engineers will submit the architectural drawings and other relevant plans to the local council for approval.

7. BUSINESS OVERVIEW (Cont'd)

(c) Building plan approval

Once the local council grants the planning permission, we will submit the building plans to the local council for approval.

7.6.3 Sales and marketing

Generally, we would launch a development project for sale as soon as practicable, in order to shorten the overall development cycle. In line with our marketing strategy, our development projects are sold through a combination of sell-and-build and build-then-sell basis in accordance with applicable Malaysian laws. For further details on our sales and marketing strategies, please refer to Section 7.7 of this Prospectus.

7.6.4 Project implementation and construction work

The commencement of construction of our proposed development is subject to the building plan approval being obtained. Thereafter, we plan a project schedule and detailed project budget of our proposed development.

We will invite our panel contractors to submit their tender bids for the project. The successful contractors are awarded based on our evaluation criteria and the tender they submitted.

During the construction stage, our project coordinators will oversee the progress of the construction works through regular on-site inspections and monitoring of progress reports. This is to ensure timely completion of our proposed development within the contract sum and essentially achieving the required quality.

Upon completion of the construction works and the CCC being issued by the project's principal submitting person (PSP) who is a professional architect, professional engineer or a registered building draughtsman, our contractors will officially handover the completed project to us for the pre-delivery inspection before (a) our handover of the properties to our customers; or (b) the completed properties are leased/rented out.

7.6.5 Handover of vacant possession

Delivery of vacant possession shall be supported by a CCC. Delivery of vacant possession of properties to our customers shall include the handing over of the keys of the properties and the water and electricity supply shall be ready for connection to the properties. All monies due and payable by our customers as agreed under the sale and purchase agreement must also be paid in order to proceed with the handover of vacant possession.

7.6.6 Aftersales

Our aftersales service activities are led by our customer relationship management team and assisted by the relevant departments, if required. Our customer relationship management team is tasked to ensure that our customers are assisted in a timely and efficient manner. The provision of quality aftersales service will enhance our brand and goodwill as a reliable and responsible property developer. This will in turn help to generate new sales and customer referrals for future sales of our properties.

7. BUSINESS OVERVIEW (Cont'd)

7.7 SALES AND MARKETING

Our marketing and sales operations are undertaken by a team of dedicated and experienced sales and marketing professionals. The team is responsible for the conceptualisation and implementation of the overall marketing and sales strategy, product development and innovation, with the objectives of strengthening and developing our brand and image as being customer-centric in our delivery of services, and seeking to optimise our digital and social media presence in order to improve our customer experience.

As part of our strategy to enhance customer engagement and reinforce loyalty, we continuously reach out to our customers through print as well as digital and social media. We also reward our customers through our benefits programme called "PRIME" that rewards customer loyalty by giving repeat buyers priority invitation to attend our launches and offering them loyalty discounts of between 1.5% to 3.0% on subsequent selected properties.

We also use strategic partnerships to create value for our purchasers at all stages of the purchase cycle where our partners facilitate very targeted marketing of our projects to their customer. Our strategic marketing partners include banking institutions, telco companies, lifestyle, travel and airline brands where we partner with them to market each other's products.

We have also sought to leverage on digital innovation to increase the effectiveness of our marketing and sales strategy. In 2016, we launched a mobile application that allows users to take virtual tours of our selected properties in order to strengthen the public awareness of our brand and offerings. The application also allows our existing homeowners to manage their current properties, by enabling them to view billings, statement of accounts and report any defects they may have with their properties, which forms part of our aftersales service to our customers.

We also ensure that our marketing and sales approach is tailored to the customers whom we seek to target, by ensuring that each product launched includes a strong development brand story or theme to highlight its unique selling points. For example, the City of Elmina with its 90 km cycling track and 300-acre park is centred around a holistic approach to wellness living while ALYA Kuala Lumpur which is located 8 km from the city amidst the greenery of Bukit Kiara and TPC Kuala Lumpur, has the theme of exquisite urban living amid the serenity of mother nature.

We ensure that our sales team members are equipped with the relevant skills and knowledge to help them sell directly to customers. For selected projects, we also utilise and centrally manage a pool of performing property agents based on location and product specialty. In countries where we do not have a physical presence, we work with property agents in key markets such as Indonesia, Singapore, Japan, Korea, Hong Kong and China. These property agencies are responsible for sales of our projects based on marketing strategies developed and supervised by our in-house team.

For joint venture projects, the sales and marketing strategy is formulated jointly with our partners and closely monitored by our marketing and sales team.

7. BUSINESS OVERVIEW (Cont'd)

7.8 TYPES, SOURCES AND AVAILABILITY OF RESOURCES

7.8.1 Financial

We are able to source required financing from various sources such as internally generated cash, bank borrowings and facilities and credit sources. As at 30 June 2017, we have bank balances, deposits and cash of approximately RM494.2 million, which comprises deposits with licensed banks and cash in hand and bank of approximately RM316.6 million and RM177.6 million, respectively.

Also, following the novation of the ICP/IMTN Programme (with a combined master limit of RM4.5 billion in nominal value) from SDB to our Company effective 29 September 2017, we are able to utilise the proceeds from issuances from the ICP/IMTN Programme to finance our Group's working capital requirements and general corporate purposes, and/or to finance future investments and/or capital expenditure and/or, if required to refinance debt obligations (whether in whole or in part) of our Group.

7.8.2 Non-financial

As at the LPD, we have a land bank of about 20,763 acres. In addition, we have access to additional strategic land bank surrounding a number of key growth areas or economic corridors identified by the Government, in particular MVV. We own about 3,196 acres of land bank in the areas surrounding the future phases of development of MVV and will have access to a further about 8,796 acres of land in MVV via the MVV Option Agreements. We also have access to an additional 11,806 acres of land bank under the Land Option Agreements.

We maintain a list of experienced and competent contractors and professional consultants with good track record and qualifications given their importance to our Group.

7.9 MAJOR CUSTOMERS AND PRINCIPAL MARKETS

Our principal market is Malaysia.

We did not have any customer contributing 10% or more of our Group's total revenue for the FYEs 30 June 2015 and 2016⁽¹⁾.

For the FYE 30 June 2017, Petaling Garden Sdn Bhd and SDHB were our major customers accounting for 15% and 11%, respectively of our Group's total revenue. This arose from the following sales:

- (i) sale of land located in Mukim Beranang, Daerah Ulu Langat, Negeri Selangor to Petaling Garden Sdn Bhd via a sale and purchase agreement dated 5 October 2016 for a total consideration of RM428.84 million;
- (ii) en-bloc sale of buildings located in Mukim of Damansara, Daerah Petaling, Negeri Selangor to SDHB via 3 sale and purchase agreements dated 20 June 2017 for the following:
 - (a) two blocks of 11 storeys of commercial office building known as Tower 1 and Tower 2 @ AutoNexus and all car parks at second level basement for a consideration of RM230.0 million;

7. BUSINESS OVERVIEW (Cont'd)

- (b) one block of 11 storeys of commercial office known as Meritus Tower Block B1 @ Oasis Corporate Park for a consideration of RM70.0 million; and
- (c) one block of 11 storeys of commercial office known as Tower A (Augustus) @ Oasis Corporate Park for a consideration of RM80.0 million.

The sale of land has enabled us to re-deploy our resources more efficiently for the more strategic development projects such as Elmina West and Bandar Bukit Raja 2 & 3.

Notwithstanding the above, we are not wholly dependent on any one customer for our business.

Note:

- (1) *For the FYE 30 June 2016, 15% of our total revenue arose from the construction of the Pagoh Polytechnic and shared facilities in Muar, Johor under the concession agreement granted by the Government. The revenue was recognised in accordance with MFRS and measured at fair value of the consideration. Notwithstanding the revenue recognition, there were no actual billings and payments for the contract sum during construction period which commenced in May 2014 and completed in May 2017. The concession contract sum is receivable by us via monthly charges payable over a period of 20 years commencing after the completion of the construction of the project and receipt of the certificate of acceptance from the Government. The construction business has been classified as discontinuing operations. For further details of our discontinuing operations, please refer to Section 13.2.4(xi) of this Prospectus.*

7.10 MAJOR SUPPLIERS

Our suppliers primarily comprise of main contractors and consultants to assist in our development operations.

The table below shows our Group's purchases of services, which accounted for at least 10% or more of our Group's total purchases of services for the past 3 financial years:

Name/ Services rendered	Length of Relationship Years	Proportion of Group's Purchases		
		FYE 30 June		
		2015	2016	2017
		%	%	%
Brunsfeld Engineering Sdn Bhd/ Design and build services and other service provider components	11	21.2	19.4	15.9

Notwithstanding the above, our Group generally does not wholly depend on any one main contractor or consultant as there are approximately 740 active contractors registered with our Company which we use for our projects and Brunsfeld Engineering Sdn Bhd only supplies services for projects that are being developed by our joint venture with Brunsfeld for the integrated development in Ara Damansara and Senada at ALYA Kuala Lumpur. Our appointment of contractors and consultants will vary from year to year, depending on the requirements of our projects which include, the quality and pricing of the products or services supplied, their track record, financial strength and their capacity to undertake the project at the particular point in time.

7. BUSINESS OVERVIEW *(Cont'd)*

7.11 COMPETITION

The property development business in Malaysia is highly competitive and we face competition from the large number of property developers in Malaysia. However, the larger property developers with established track record still feature more prominently and tend to dominate the market since they have the resources and access to bigger parcels of land and land banks in prime areas as well as the capacity and resources to deliver more innovative products.

For further details on the barriers to entry and competition, please refer to Section 8 of this Prospectus.

7.12 BUSINESS INTERRUPTIONS

There has not been any interruption in our business which had or may have a significant effect on our Group's operations during the past 12 months preceding the date of this Prospectus.

7.13 SEASONALITY

Generally, our property development and property investment business is not subject to any seasonality.

In relation to our hospitality and leisure business, the demand varies depending on factors such as school and public holidays, festivals and major sporting events.

7.14 RESEARCH AND DEVELOPMENT

Our principal activities are focused on property development and hence, scientific/technical research and development is not directly relevant to our operations. However, in order to remain competitive, we strive to continuously improve our product designs and the quality of the properties by keeping abreast with the market trends and consumer demands in order to ensure that we deliver the best quality products to our customers.

7.15 TECHNOLOGY USED

Our principal activities are focused on property development and hence, scientific technology is not directly relevant to our business.

Notwithstanding the above, in order to remain competitive, we strive to continuously keep ourselves abreast with latest technologies and methods used in property development activities to improve the quality of our products. Our contractors and consultants are required to adopt the modern methods of construction, namely, building information modelling and industrialised building system.

Building information modelling is an intelligent 3-dimensional model-based process with design visualisation capabilities and gives professional consultants and contractors the insight and tools to efficiently plan, design, construct and manage buildings and common facilities. Its accurate 3-dimensional representation of various components of a building in an integrated data environment will provide a comprehensive design and construction, improve costs efficiency and quality delivery.

7. BUSINESS OVERVIEW (Cont'd)

In addition, we have also developed the industrialised building system guide. This involves a technique of construction where components are manufactured in a controlled environment, either at site or off site, to be assembled as building components such as pre-cast walls, beam and columns. The use of industrialised building system reduces construction time and on-site labour and enhances product quality.

7.16 ROLE IN SUSTAINABILITY

We began our journey of inculcating a sustainable business model by focusing on embedding sustainability into our business practices, products and services. This was framed around the 3 spheres of sustainability namely, *People*, *Planet* and *Prosperity* where we look to, contributing to a better society, minimising environmental harm and delivering sustainable development. Towards the end of 2015, we mapped our objectives and approaches against the United Nations Sustainable Development Goals 2030 (SDGs). Examples of the 3 spheres are outlined below.

7.16.1 Contributing to a Better Society (People)

In relation to our employees, examples of the initiatives which we have undertaken are as follows:

- (a) we mobilised our employees to participate in corporate social responsibility (“CSR”) projects. Please refer to Section 7.19 of this Prospectus for further details of the projects undertaken; and
- (b) we organised a structured and talent-building focused training programmes for our employees, which resulted in 32 training hours per employee. Please refer to Section 7.21.1 of this Prospectus for further details relating to our training and development programmes.

In relation to our customers and stakeholders, we have launched numerous campaigns, among others, our ‘Beyond Bins Campaign’ at Bandar Bukit Raja, Klang which demonstrates our approach to building a sense of community and neighbourhood. The campaign ran for 6 months (up till April 2017) covering 21 Resident Associations (RAs). The campaign focused on recycling and engaging the community via monthly workshops about the concept of recycling. Over the 6 month inter-resident recycling competition, 11,077kg of recycled material was collected.

Further, we look to align our organisation and embrace fundamental human rights principles set out in the Universal Declaration for Human Rights and the United Nations Guiding Principles on Business and Human Rights. This is being driven by our Human Rights Task Force, which includes our employees and the communities where we operate. We have also conducted a baseline survey and awareness programmes involving our stakeholders, which has resulted in ‘A Roadmap for Human Rights’ being prepared for execution.

7.16.2 Minimising Environmental Harm (Planet)

In addition to the environmental legal compliance, we have established a broad carbon management agenda cantering on adaptation, mitigation and avoidance through:

7. BUSINESS OVERVIEW (Cont'd)

- (a) public disclosure of carbon emissions in accordance to the International Greenhouse Gas Protocol which we have carried out since 2010. Presently, we measure our emissions based on 2 intensity denominators with reset baselines of 0.0164tCO₂-e/100m² built up area (i.e. 0.0164 tonnes of carbon dioxide equivalent per 100 m² of built up area) and 23.02tCO₂-e/RM million of revenue (i.e. 23.02 tonnes of carbon dioxide equivalent per RM1million of revenue generated);
- (b) a waste and water management program where our baselines were established in 2016. For waste, the intensity baselines are (i) 10.5kg/m² of built up area (for township development), (ii) 5kg/guest (for hospitality and leisure) and 0.3kg/m² of built up area (for asset management) and for water, the intensity baselines are (i) 0.42 m³/m² of built-up area and 922.4 m³/ RM million revenue; and
- (c) a tree planting program which is in line with our policy to replace every tree felled with at least 1 replacement tree. At City of Elmina, we have partnered with the Tropical Rainforest Conservation and Research Centre (TRCRC) and Landscape Malaysia (LM) on a long-term program to plant at least 10,000 International Union for Conservation of Nature (IUCN) Red List Trees in that township development. Please refer to Section 7.19 of this Prospectus for further details of our tree conservation programme.

All carbon emissions, waste generation and water consumption measures are based on an intensity approach which is in accordance with the specifications of The Greenhouse Gas (GHG) Protocol by World Resources Institute (WRI) and World Business Council on Sustainable Development (WBCSD), as well as Intergovernmental Panel on Climate Change (IPCC) methodologies and emission factors. Baselines are established to provide a logical measure to track the progress in achieving the reduction or optimisation targets. The performances can then be objectively measured and course correction can be implemented if reduction targets are not on track. The purpose of carbon, waste and water accounting and reporting are to demonstrate and disclose our understanding that resources are finite and that we have a role in supporting the national commitments for reducing our contribution to global warming, and eventually reduce the impact and/or potential of climate change.

7.16.3 Deliver Sustainable Development (Prosperity)

With regard to prosperity, we had completed 4 green certified projects, namely the Plantation Corporate Tower, Property Corporate Tower, the mosque located in Ara Damansara and Melawati Mall, and accomplished an average of 80% rating in Quality Assessment System in Construction ("QLASSIC") which is endorsed by CIDB. We also pursue cost management and efficiency through a collaboration team-based approach to reduce wasteful practices, processes and waste materials, and improving quality and productivity.

Prosperity also means delivering sustainable economic benefit across the entire value chain, including those we engage as consultants, vendors, and contractors.

We support the prosperity of customers and communities by creating places that are connected, affordable, integrated and which enhance well-being of the residents. We also fulfil State Governments quotas where we operate to deliver affordable housing requirements.

7. BUSINESS OVERVIEW (Cont'd)

7.17 QUALITY ASSURANCE PROCEDURES AND MANAGEMENT, CERTIFICATIONS AND RECOGNITIONS

We have always placed great emphasis on being able to deliver high quality projects to our customers.

Over the years, we have sought to continuously strengthen and improve the quality of our products. Today, from the time we commence construction up till handover of the property to our customers, we engage in carrying out quality inspections at 6 different stages. This would involve the following:

- (a) carrying out quality inspection when the construction is 25% complete (structural stage);
- (b) construction of mock-up units and assessment and identification of any construction or workmanship, or design and functional defects;
- (c) carrying out quality inspection when the construction is 75% complete (architectural stage);
- (d) carrying out inspection prior to issuance of the CCC;
- (e) carrying out inspection prior to vacant possession being granted to the customer; and
- (f) carrying out final inspection prior to handover of unit to the customer.

Over and above that, we also assess our products under the QLASSIC which is endorsed by CIDB.

We have received accolades from CIDB for our strict quality controls. We won 7 awards at the QLASSIC Day 2014, 23 awards at the QLASSIC Day 2015 and 13 awards at the QLASSIC Day 2016. The details of the awards are as follows:

- (a) 7 awards at the QLASSIC Day 2014:
 - (i) Saffron Hills (Phase H2) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (ii) Astergrove (Phase J14) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (iii) Delora (Phase 11C1) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (iv) Delora (Phase 11C2) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (v) The Glades (The Mews Phase 5T & Ensemble Phase 5T3 (II)) at Putra Heights Township (Residential Category: Medium – Scale Project);
 - (vi) Accolades for The Best QLASSIC Achievement (Residential Category: Medium – Scale Project) for The Mews Phase 5T in Putra Heights which is the highest score for that category i.e. scoring of 85%; and

7. BUSINESS OVERVIEW (Cont'd)

- (vii) Special Appreciation (Developer Category) award for the most active projects participation.
- (b) 23 awards at the QCLASSIC Day 2015:
 - (i) Medina 3 (Phase NU3A5) at Nilai Impian Township (Residential Category: Medium – Scale Project);
 - (ii) Delfina (Phase NI1D) at Nilai Impian Township (Non-Residential Category: Medium – Scale Project);
 - (iii) Residences (Phase 5T2(ii)) at Putra Heights Township (Residential Category: Medium – Scale Project);
 - (iv) OASIS Corporate Park at Damansara, Petaling Jaya (Non-Residential Category: Medium – Scale Project);
 - (v) Brynwood (Phase SI2C3) at Saujana Impian Township (Residential Category: Medium – Scale Project);
 - (vi) Ariza (Phase E1) at Elmina East Township (Residential Category: Medium – Scale Project);
 - (vii) Regia/ Keana (Phase G4A & G4B) at Elmina East Township (Residential Category: Medium – Scale Project);
 - (viii) Cogan 1 (Phase 15C1) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (ix) Cogan 2 (Phase 15C2) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (x) Nobat 2 (Phase 15B2) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (xi) Saron 1 (Phase 15A1) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (xii) Saron 2 (Phase 15A2) at Bandar Bukit Raja Township (Residential Category: Medium – Scale Project);
 - (xiii) Mekar (Phase 2A) at Bandar Ainsdale Township (Residential Category: Medium – Scale Project);
 - (xiv) Astelia Residences (Phase J3) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (xv) Saffron Hills 2 (Phase H3) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (xvi) 2 storey shop office (Phase J5) at Denai Alam Township (Non-Residential Category: Medium – Scale Project);

7. BUSINESS OVERVIEW (Cont'd)

- (xvii) Cypress Residences (Phase J17) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (xviii) Thistle (Phase J15) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (xix) Astelia Residences (Phase J3) at Denai Alam Township (Residential Category: Medium – Scale Project);
 - (xx) Medina 3 (Phase NU3A5) at Nilai Impian Township (Residential Category: Medium – Scale Project);
 - (xxi) OASIS Corporate Park at Damansara, Petaling Jaya (Non-Residential Category: Medium – Scale Project);
 - (xxii) Delfina (Phase NI1D) at Nilai Impian (Non-Residential Category: Medium – Scale Project); and
 - (xxiii) Special Appreciation (Developer Category) award for the most active projects participation.
- (c) 13 awards at the QLASSIC Day 2016:
- (i) Delfina (Phase N11D) at Nilai Impian Township, (Residential Category: Medium – Scale Project);
 - (ii) Azalea (Phase NUB1(a) and NUB1(b)) at Nilai Impian Township, (Residential Category: Medium – Scale Project);
 - (iii) Segar (Fasa 2B) at Bandar Ainsdale Township, (Residential Category: Medium – Scale Project);
 - (iv) Tenang (Phase 3B, Bandar Ainsdale Township, (Residential Category: Medium – Scale Project);
 - (v) Nafiri 2 (Phase 15F2) at Bandar Bukit Raja Township, (Residential Category: Medium – Scale Project);
 - (vi) Geta (Phase 15E) at Bandar Bukit Raja Township, (Residential Category: Medium – Scale Project);
 - (vii) Garinia (Phase G8) at Elmina East Township, (Residential Category: Medium – Scale Project);
 - (viii) Nahara (Phase 15D2) at Bandar Bukit Raja Township, (Residential Category: Medium – Scale Project);
 - (ix) Cressida (Phase G9A) at Elmina East Township, (Residential Category: Medium – Scale Project);
 - (x) Nafiri 1 (Phase 15F1) at Bandar Bukit Raja Township, (Residential Category: Medium – Scale Project);

7. BUSINESS OVERVIEW *(Cont'd)*

- (xi) Suci (Phase 1A) at Bandar Ainsdale Township, (Residential Category: Medium – Scale Project);
- (xii) Aralia (Phase G2B) at Elmina East Township, (Residential Category: Medium – Scale Project); and
- (xiii) Meritus, Oasis Corporate Park (Phase 1) at Sime Darby Brunsfield, Ara Damansara (Non-Residential Category: Medium – Scale Project).

We have also been certified by SIRIM QAS as having implemented:

- (a) a quality management system in compliance with ISO 9001: 2008;
- (b) an environmental management system in compliance with ISO 14001:2004; and
- (c) an occupational health and safety management system in compliance with OHSAS 18001: 2007 and MS 1722:2011.

7.18 HEALTH, SAFETY AND ENVIRONMENTAL-RELATED MATTERS

As at the LPD, our Group has not experienced any regulatory requirement or environmental issue which had materially affected our Group's operations and utilisation of assets.

Our operations are subject to regulatory requirements and potential liabilities arising under applicable environmental, health and safety-related laws and regulations applicable in the countries where we operate.

In line with our vision of developing sustainability in our business practices and building sustainable communities, we strive to ensure that our developments are undertaken with the environment and the communities around us in mind. We constantly strive to promote a safe and healthy work culture at the workplace to facilitate a more pleasant and conducive working environment.

We are environmental, health and safety performance oriented and focus is given towards inculcating a culture of safety through, among others, environmental, health and safety capacity building, strengthening of environmental, health and safety elements in procurement processes, monitoring of vendor performance and subscribing to the Safety and Health Assessment in Construction (SHASSIC) by CIDB.

7.19 CORPORATE SOCIAL RESPONSIBILITY

We believe that having the ability to understand and address the needs and interest of communities where we operate is critical to maintaining a sustainable business. Our focus is on developing sustainable communities through shared value creation. We carry out strategic CSR programmes to enhance the quality of life as well as to ensure sufficiency of facilities and amenities in our communities and townships.

Examples of the initiatives undertaken by us are as follows:

7. BUSINESS OVERVIEW (Cont'd)

- (a) we contribute to the Foundation and will continue to do so following our Listing pursuant to the Donation Agreement where our Company endeavours to make an annual cash donation of RM20 million to the Foundation for a term of 5 years with effect from the date of our Listing (unless extended by mutual agreement of the parties) in accordance with the terms and conditions of the Donation Agreement. All the donations received and all amounts earned by investing such donations, if any, will be used by the Foundation to support and promote activities carried out by the Foundation in the areas of community and health, education, youth and sports, environment, and arts and culture to further the charitable intent established by the governing council of the Foundation. The Foundation also targets on programmes and efforts to increase the well-being of neglected children, senior citizens, vulnerable women, physically challenged individuals and other marginalised groups under its community and health pillar. While the youth and sports pillar promotes and provides resources for sporting activities to help youths realise their full potential, cultivate sportsmanship and raise the standards of sports. The arts and culture pillar encourages arts and culture, develops the demand for arts and empowers with knowledge and skills that contribute to the richness of a cultural heritage that is uniquely Malaysian;
- (b) during the township development process, our dedicated Township Community Services teams in each of our townships engage with the immediate community, including local resident associations to resolve any issue that may arise;
- (c) we started the Young Sustainability Ambassador (“YSA”) Programme in 2013. This programme initially focused on our employees’ children aged between 7 and 17 years old, where we looked to educate them about sustainability by applying the experiential learning model. In February 2016, we extended the programme to include children living in our townships. From an initial group of 100 children, we now have, as at the LPD, more than 600 participants who are children of employees and township residents. As at the LPD, we have organised 32 sustainability-related educational events for our YSA members;
- (d) to help poor families and communities near our townships and developments, we initiated the Zakat Membangun Masyarakat (“ZAMM”) program in collaboration with a non-governmental organisation. Beneficiaries of the programme are those categorised as “asnaf fakir miskin” (categories of needy people) as per the definition provided by Lembaga Zakat Selangor;
- (e) under the community development initiative, between 1 July 2016 and 30 June 2017, we enrolled 30 low income families in the programme, providing them with initial business capital and training workshops over 6 months to assist them in improving their income. Upon conclusion of the 6 month programme, an evaluation of the 30 families’ monthly income showed that on average, their monthly income increased by 52%;
- (f) to reduce wastage from food not consumed during buffets, we re-directed the edible excess food from Sime Darby Convention Centre and TPC Kuala Lumpur to the needy. Between 1 July 2016 and 30 June 2017, SDCC donated 200kg of edible excess food to the Lighthouse Children Welfare Home Association;
- (g) in order to preserve threatened and endangered flora and conserve biodiversity, between 2011 and 2016, we planted 17,846 trees from the International Union for Conservation of Nature (IUCN) Red List across sixteen townships under the following 2 programmes:
 - (i) the T.R.E.E. (Together in Restoring the Earth’s Environment) programme; and

7. BUSINESS OVERVIEW (Cont'd)

- (ii) the Tree-2-Tree Program where we implement a policy of replacing every palm oil tree cut with another tree during land use conversion from a palm oil plantation to urban land use; and
- (h) we contributed to the set-up of the Bayuemas Sports Complex in Pandamaran, Klang which contains an indoor lawn bowling arena and a dedicated cricket oval to support the development of cricket and lawn bowls in the country.

Our CSR initiatives have been recognised. In 2015, we won the Special Recognition in CSR category at the South East Asia Property Awards (SEAPA) 2015.

In the United Kingdom, our initiatives are carried out through the BPHCL group of companies which work with local organisations to support projects that improve quality of life of the people living in Lambeth and Wandsworth, London, United Kingdom. The community engagement strategy revolve around 4 themes, Learn (education and skills); Work (jobs and entrepreneurship); Play (community spirit); and Live (quality of life).

Examples of the some of the initiatives undertaken by the BPHCL group of companies are as follows:

- (a) working with the Wandsworth and Lambeth Councils to provide selected students from secondary schools around the area with a one-week work experience in a setting which is as close to the reality of daily working life at Battersea Power Station as possible and sharing with participants a whole range of work experiences in the hopes of attracting the participants to work on this project in the future;
- (b) setting up the Battersea Academy of Skills Excellence ("**BASE**") which provides skills training and a matching service to bring together local talent with the jobs created at the Battersea Power Station. BASE works with the Wandsworth Council, and, together with retailers, hotels, restaurants and office tenants, will help attract, grow and retain local talent through a skills programme tailored to the employers' needs;
- (c) partnering with its contractors and FAST, a local charity, to work with young people to create and design a youth space in the neighbouring Patmore Estate, London, United Kingdom with the young people acting as project managers, holding regular meetings with contractors and getting involved in the building works; and
- (d) establishing the Battersea Power Station Foundation to fund projects that cover a range of areas from the arts, culture and the environment, to well-being, welfare and training for work. 2 types of funds have been created by the foundation namely, The Spring Fund and The Evolve Fund. The Spring Fund helps communities in Lambeth and Wandsworth by funding projects that bring together residents, volunteers, businesses and local authorities to strengthen neighbourhood bonds, create new opportunities and transform lives. The Evolve Fund on the other hand was set up to look into the needs of selected organisations such as the Carney's Community, which was set up to reduce offending and anti-social behaviour and Chance UK, an early intervention mentoring programme providing solution-focused programme to children of between 5 and 11 years of age with behavioural difficulties.

7. BUSINESS OVERVIEW (Cont'd)

7.20 INSURANCE

Our Group is covered by insurance policies such as building and property insurance against fire, public liability insurance, third party liability insurance and contractors' all risk insurance. We believe that we have adequate insurance coverage provided by reputable independent insurance companies, with coverage and financial limits that are commercially reasonable and appropriate for our size and activities.

7.21 EMPLOYEES

As at the LPD, our Group has a total of 1,632 employees. The table below sets out the number of employees of our Group segmented by business function as at the dates indicated:

Function	As at 30 June 2015		As at 30 June 2016		As at 30 June 2017		As at the LPD	
	No. of employees	Proportion of total no. of employees (%)	No. of employees	Proportion of total no. of employees (%)	No. of employees	Proportion of total no. of employees (%)	No. of employees	Proportion of total no. of employees (%)
Management and professionals	704	39.4	732	40.7	719	42.7	728	44.6
Technical and supervisory	188	10.5	220	12.3	173	10.3	146	8.9
Clerical and administrative	424	23.7	422	23.5	348	20.6	303	18.6
General staff	471	26.4	423	23.5	445	26.4	455	27.9
Total	1,787	100.0	1,797	100.0	1,685	100.0	1,632	100.0

The table below sets out the number of employees of our Group segmented by geographical location as at the dates indicated:

Geographical location	As at 30 June 2015		As at 30 June 2016		As at 30 June 2017		As at the LPD	
	No. of employees	Proportion of total no. of employees (%)	No. of employees	Proportion of total no. of employees (%)	No. of employees	Proportion of total no. of employees (%)	No. of employees	Proportion of total no. of employees (%)
Malaysia	1620	90.7	1662	92.5	1548	91.9	1489	91.2
Singapore	56	3.1	34	1.9	36	2.1	35	2.2
Australia	56	3.1	46	2.6	46	2.7	55	3.4
Vietnam	55	3.1	55	3.0	55	3.3	53	3.4
Total	1,787	100.0	1,797	100.0	1,685	100.0	1,632	100.0

7. BUSINESS OVERVIEW (Cont'd)

As at the LPD, 11 employees for our Group in Malaysia are members of National Union of Commercial Workers and 4 employees for our Group in Singapore are members of Building Construction and Timber Industries Employees' Union. In Australia, our subsidiaries have entered into the employee collective agreements with 55 employees while in Vietnam, pursuant to the laws of Vietnam, we have entered into the collective labour agreements with 53 employees. We have always maintained a good and positive relationship between our management and employees. As at the LPD, our Group has not encountered any major problems with staff turnover and there has been no labour and/or industrial disputes taken against our Group.

The reduction in employees under our Malaysian operations can be attributed to normal attrition as well as the continuous rationalisation of our Group's manpower requirements to ensure optimal business efficacy through the following exercises:

- (i) to divest and outsource our non-core business units under the hospitality and leisure segment (i.e. Harvard Hotel & Golf and Genting View Resort) and facilities management (SD Building Management Services); and
- (ii) to rationalise our manpower requirements by reducing positions that are deemed to be redundant to our business requirements.

7.21.1 Training and Development

We regard our employees as crucial assets in our organisation. We provide continuous upskilling training and development for our employees to cultivate their skills and to equip them with requisite competencies to perform and deliver their work as a means for us to remain competitive in the industry. Our training and development programmes include on-the-job training and external training through professional certification programmes or programmes organised by external parties relating to, among other things, project management and property investment and asset management. In addition, we also provide pre-retirement training programmes for our employees aged 45 years and above to assist them in preparation for their retirement.

Between 1 July 2016 and 30 June 2017, our employees have attended both internal and external training programmes amounting to 43,660 training hours, leading to a total of 32 training hours per employee.

7.21.2 Succession Management

We place strong emphasis on developing skilled and competent people at every level of our organisation.

We have also put in place a succession management programme which includes a transparent process of identifying talent and assessing the level of talent existing across our organisation and to ensure we have the right people in the right position.

The succession management processes involve the following:

- (a) identifying critical and pivotal positions based on the organisation structure;
- (b) reviewing success profiles of individuals based on criteria such as technical experience, exposure to various business function and international exposure (where applicable);

7. BUSINESS OVERVIEW (Cont'd)

- (c) identifying and assessing internal and external potential successors; and
- (d) executing development intervention plans which include job rotation, talent attachment programmes with Turner International (an international construction services company), international assignments with Battersea Power Station Development Company Limited, classroom training on high performance coaching programme and accelerated leadership programme.

7.22 INTELLECTUAL PROPERTY

We view the “Sime Darby” as a highly recognised brand in the property sector. With our track record of over 40 years in property development, we have cemented our position among Malaysians as an experienced and trusted property developer with our ability to deliver quality home to our customers. Please refer to Section 7.2(e) of this Prospectus where we have identified the strength of our brand and established market reputation as one of our competitive strengths.

In connection with our Group’s business operations in Malaysia, Singapore, Australia and Vietnam, we use a number of trademarks which include the “Sime Darby”, “ALYA Kuala Lumpur”, “Bandar Bukit Raja”, “City of Elmina”, “SJCC” and “KL East” trademarks.

On 1 November 2017, our Company entered into the Trademark and Brand Licence Agreement with SD Malaysia, pursuant to which SD Malaysia granted to our Company a non-exclusive, non-assignable and non-transferable licence to use:

- (a) the “SIME DARBY” mark, Sime Darby Shield Device Logo, Shield Device Logo, Sime Darby in Chinese Characters, “DEVELOPING SUSTAINABLE FUTURES” tagline and “DELIVERING SUSTAINABLE FUTURES” tagline worldwide; and
- (b) the “DARBY PARK” mark only in those countries it is currently registered,

(collectively, “**Trademarks**”), solely in the course of or in connection with our business.

Our Company may grant a sub-licence to our affiliates, subject to the terms and conditions of the Trademark and Brand Licence Agreement.

The Trademark and Brand Licence Agreement is effective as of the date of our Listing (“**Effective Date**”) and will, unless terminated earlier, continue for a period of 5 years thereafter (“**Term**”). Upon the expiry of the Term, our Company has the option to renew the term of the Trademark and Brand Licence Agreement for a further period as the parties may agree upon giving notice of no later than 6 months prior to the end of the Term, subject to SD Malaysia’s approval and provided that our Company is not in breach of any of the provisions of the Trademark and Brand Licence Agreement.

In consideration of the rights and licence granted by SD Malaysia under the Trademark and Brand Licence Agreement, our Company will pay to SD Malaysia an annual non-refundable licence fee of RM2,000,000.00 (“**Annual Fee**”). The Annual Fee may on the determination of SD Malaysia be reviewed from time to time, whereupon the parties agree to negotiate in good faith the quantum thereof to a mutually agreeable sum.

7. BUSINESS OVERVIEW (Cont'd)

Our Company has undertaken with SD Malaysia to adhere and conform strictly to the branding guidelines relating to the form and conditions of use of the Trademarks as prescribed by SD Malaysia, including the design, identity, size, position, appearance, marking and colour of the Trademarks and the manner, disposition and use of the Trademarks. Our Company must use our best endeavours to preserve the value and validity of the Trademarks, and must ensure that our sub-licensees do not prejudice the rights of SD Malaysia in the Trademarks.

SD Malaysia may terminate the Trademark and Brand Licence Agreement in the following circumstances:

- (a) material breach of any provision of the Trademark and Brand Licence Agreement by our Company and failure on the part of our Company or any of our affiliates or sub-licensees to fully cure such breach within 30 days after provision of notice by SD Malaysia of such breach;
- (b) voluntary or compulsory liquidation of our Company or the appointment of a receiver of its assets; or
- (c) where there is a change of control of our Company from the date of our Listing. Such "control" is presumed to exist upon:
 - possession of beneficial ownership or power to direct more than 50% of the voting rights of our Company; or
 - power to control the composition of our Board.

The parties are entitled to terminate the Trademark and Brand Licence Agreement without cause by serving a 6 months' notice in writing to the other party only after the expiry of the third anniversary of the Effective Date. In the case of a voluntary or compulsory liquidation of our Company and change in controlling interest of our Company vested as at the Effective Date, SD Malaysia has the right to terminate the Trademark and Brand Licence Agreement immediately.

We recognise the importance of a good and established brand to attract and retain customers, business partners, employees and investors. As such, upon the expiry of the Term, our Company intends to renew the term of the Trademark and Brand Licence Agreement for a further period to be mutually agreed by the parties. As at the date of this Prospectus, there is no intention to build other brands.

Please refer to Annexure C of this Prospectus for further details of our trademarks.

Save as disclosed above and the trademarks disclosed in Annexure C of this Prospectus, as at the LPD, our Group does not have any licences, patents, trademarks, brand names, technical assistance agreements, franchises and other intellectual property rights.

7.23 MAJOR LICENCES, PERMITS AND APPROVALS

We have obtained all material licences, permits and regulatory approvals required to conduct our business activities.

Please refer to Annexure B of this Prospectus for further details of the major licences, permits and approvals held by our Group together with the material conditions attached and the status of compliance as at the LPD.

7. BUSINESS OVERVIEW (Cont'd)

7.24 GOVERNING LAWS AND REGULATIONS

The relevant laws and regulations governing our Group and which are material to our operations are summarised below. The following does not purport to be an exhaustive description of all relevant laws and regulations of which our business is subject to and are only intended to provide general information to the investors. The summary is neither designed nor intended to be a substitute for independent professional advice, and prospective investors should consult their own advisers regarding the implications of Malaysian and United Kingdom laws and regulations on our Group and our activities.

7.24.1 Relevant laws and regulations in Malaysia

Our Group's business activities in Malaysia are governed by various laws, regulations and government agencies. These regulations require us to possess or obtain various licences, approvals or permits in order to carry out our operations.

(a) National Land Code 1965 ("NLC")

Pursuant to Article 74 of the Federal Constitution, the legislature of a state (except for Federal Territories of Kuala Lumpur, Labuan and Putrajaya) may make laws with respect to land matters while the legislature of the federal may, for the purpose of ensuring uniformity of law and policy, make laws with respect to land tenure, the relations of landlord and tenant, registration of titles and deeds relating to land, transfer of land, mortgages, leases and charges in respect of land, easements and other rights and interests in land, compulsory acquisition of land, rating and valuation of land, and local government.

The NLC has been enacted to amend, consolidate and ensure uniformity of laws with respect to land and land tenure, registration of titles, leases, charges and such other dealings in respect of land, collection of revenue and other rights and interests in land within the 11 states in Peninsular Malaysia and the Federal Territories of Kuala Lumpur, Labuan and Putrajaya.

Pursuant to Section 40 of the NLC, it shall be vested solely in the state authority the entire property in all state land within the territories of the state and all minerals and rock within or upon any land in the state the rights to which have not been specifically disposed of by the state authority.

Under the NLC, the state shall have the power to dispose of any land by way of, amongst others, alienation of land. The alienation of land by the state authority may be for a term not exceeding 99 years or in perpetuity. The rights exercisable by a person or body to whom the state land has been alienated shall include, subject to the provisions of the NLC and to any restriction in interest to which the land is for the time being subject, the following:

- (i) the right to sub-divide or partition the land, or amalgamate it with other land, in accordance with the provisions of the NLC;
- (ii) the right to sub-divide any building thereon in accordance with the provisions of the NLC;
- (iii) the right to effect transfers, leases, charges, surrenders and any other dealings permitted in accordance with the provisions of the NLC; and

7. BUSINESS OVERVIEW (Cont'd)

- (iv) the right, subject to the provisions of his personal law and of any other laws for the time being in force relating to the disposition or devolution of property on death, to dispose of the land, or any undivided share therein, by will.

(b) Strata Titles Act 1985 (“STA”)

The STA has been enacted to facilitate and ensure uniformity of laws with respect to the subdivision of building or land into parcels, tenure of parcels in a building or land, registration of titles relating to parcels in a building or land, transfer of parcels in a building or land, collection of rent, leases and charges in respect of parcels in a building or land, and easements and other rights and interests in parcels in a building or land within the 11 states in Peninsular Malaysia and the Federal Territories of Kuala Lumpur, Labuan and Putrajaya.

The STA shall be read and construed with the NLC as if it forms part of the NLC and in so far as the NLC and the rules made thereunder the NLC are not inconsistent with the provisions of STA and the rules made thereunder the STA, or are capable of applying to parcels, the NLC and the rules made thereunder shall apply in all respects to parcels held under the strata titles.

Pursuant to Section 6 of the STA, unless otherwise gazetted by the state authority which prohibits the subdivision of buildings or land, any building having 2 or more storeys on alienated land held as 1 lot under final title shall be capable of being subdivided into parcels and any land on the same lot shall also be capable of being subdivided into parcels each of which is to be held under a strata title or an accessory parcel. Section 6 of the STA further provides that any alienated land having 2 or more buildings held as 1 lot under final title shall be capable of being subdivided into land parcels each of which is to be held under a strata title or as an accessory parcel. The original proprietor of any alienated land on which there is a building capable of being issued with strata titles shall apply for the subdivision of the building or land if at any time he has sold or agreed to sell any parcel(s) in such building or land to any person, in accordance with the provisions of the STA. Where an application is not made within the period specified in the STA, the original proprietor shall be guilty of an offence. The original proprietor who is guilty of an offence, on conviction may be liable to a fine of not less than RM10,000 but not more than RM100,000 or to imprisonment for a term not exceeding 3 years or to both and, in the case of a continuing offence, to a further fine of not less than RM100 but not more than RM1,000 for every day during which the offence continues to be committed; and the court may order the original proprietor to apply for subdivision of building or land within a period specified in the order.

(c) Town and Country Planning Act 1976 (“TCPA”)

The TCPA has been enacted for the purpose of ensuring uniformity of laws for the proper control and regulation of town and country planning in Peninsular Malaysia and for the purposes connected thereto.

7. BUSINESS OVERVIEW (Cont'd)

Subject to certain exceptions provided under the TCPA, no person, other than a local authority, shall commence, undertake or carry out development unless planning permission in respect of the development has been granted to him pursuant to the TCPA. Section 2 of the TCPA defines development to mean the carrying out of any building, engineering, mining, industrial, or other similar operation in, on, over, or under land, the making of any material change in the use of any land or building or any part thereof, or the subdivision or amalgamation of lands. TCPA further provides that no person shall commence, undertake, or carry out any development otherwise than in conformity with the planning permission granted to him in respect of the development or with the conditions of the planning permission.

A person who commence, undertakes, or carries out, or permits to be commenced, undertaken, or carried out, any development without the planning permission or otherwise than in conformity with the planning permission commits an offence and is liable, on conviction, to a fine not exceeding RM500,000 or to imprisonment for a term not exceeding 2 years or to both and, in the case of a continuing offence, to a further fine which may extend to RM5,000 for each day during which the offence continues after the first conviction for the offence.

(d) Housing Developers (Control and Licensing) Act 1966 (“HDA”)

The HDA has been enacted to provide for the control and licensing of the business of housing development in Peninsular Malaysia, the protection of the interest of purchasers and for matters connected therewith.

Section 3 of the HDA defines housing development to mean to develop or construct or cause to be constructed in any manner whatsoever more than 4 units of housing accommodation and includes the collection of moneys or the carrying on of any building operations for the purpose of erecting housing accommodation in, on, over or under any land or the sale of more than 4 lots of land or building lots with the view of constructing more than 4 units of housing accommodation. Housing accommodation includes any building, tenement or messuage which is wholly or principally constructed, adapted or intended for human habitation or partly for human habitation and partly for business premises and such other type of accommodation as may be prescribed by the Minister of MUWHLG. As such, the construction of 4 units of housing accommodation or less and the construction of commercial and industrial development projects would not be subject to the governance of the HDA.

Pursuant to Section 5 of the HDA, a valid licence shall be obtained by a housing developer prior to the commencement of a housing development project. The HDA imposes conditions which a housing development company has to comply with prior to its application for a housing developer licence, among other things, the housing development company is required to:

- (i) have an issued and paid-up capital in cash of not less than RM250,000 and make a deposit with the Controller of Housing appointed by the Minister of MUWHLG of a sum equivalent to 3% of the estimated cost of construction as certified by an architect in charge of the housing development in cash or in such other form as the Minister of MUWHLG may determine;

7. BUSINESS OVERVIEW (Cont'd)

- (ii) ensure that none of its directors, managers or secretaries have been convicted of an offence of fraud, dishonesty or is an undischarged bankrupt;
- (iii) ensure that none of its directors, managers or secretaries have, due to a conviction for an offence under the HDA, been sentenced to a fine exceeding RM10,000 or to imprisonment (other than imprisonment in default of a fine not exceeding RM10,000);
- (iv) ensure that none of its directors or any person directly concerned in the management of its business has been a director of or has been directly concerned in the management of a housing development company that has since been wound up by a court order; and
- (v) ensure that, at the time the application is made, the registration of the company's architects and/or engineers under the applicable laws governing the profession remain valid.

The HDA further imposes certain duties upon the licensed housing developer, among other things, every licensed housing developer shall open and maintain a housing development account with a bank or finance company for each housing development undertaken by the licensed housing developer ("**HD Account**"). Where a housing development is to be developed in phases, the licensed housing developer shall open and keep a HD Account for each phase of such housing development. All the monies received by the licensed housing developer from the sale of housing accommodation shall be deposited in the HD Account and the monies in the HD Account shall remain in the account until and unless the withdrawal of such monies is authorised under the HDA.

A tribunal known as "Tribunal for Homebuyer Claims" is also established pursuant to the provisions of the HDA. A homebuyer may lodge with the tribunal a claim in the prescribed form together with the prescribed fee claiming for any loss suffered or any matter concerning his interests as a homebuyer under the HDA. A homebuyer is defined under the HDA as a purchaser and includes a person who has subsequently purchased a housing accommodation from the first purchaser of the housing accommodation while housing accommodation is defined in the HDA to include any building, tenement or messuage which is wholly or principally constructed, adapted or intended for human habitation or partly for human habitation and partly for business premises and such other type of accommodation as may be prescribed by the Minister of MUWHLG from time to time to be a housing accommodation. Subject to the limitations provided in the HDA, the tribunal has jurisdiction to determine a claim where the total amount in respect of which an award of the tribunal is sought does not exceed RM50,000.

(e) **Land Acquisition Act 1960 ("LAA")**

The LAA provides provisions relating to the acquisition of land, the assessment of compensation to be made on account of such acquisition, and other matters incidental thereto.

The LAA has been framed in recognition of Article 13 of the Federal Constitution, which guarantees certain rights to property and which prohibits any person from being deprived of property unless in accordance with the law and any law which provides for the compulsory acquisition of land must also provide adequate compensation.

7. BUSINESS OVERVIEW (Cont'd)

The LAA ensures that no individual's property is compulsorily acquired save in accordance with the requirements of the LAA and that adequate compensation is paid when property is acquired in accordance with the procedures set out in the LAA. The scheme of the LAA is to provide a machinery through which the state authority may acquire property from an individual equitably.

(f) Occupational Safety and Health Act 1994 ("OSHA")

The OSHA provides provisions for securing the safety, health and welfare of persons at work, for protecting others against the risks to safety or health in connection with the activities of persons at work and for matters connected therewith and applies throughout Malaysia to the industries specified in the OSHA.

Employers and every self-employed person must as far as is practicable, ensure the safety, health and welfare at work of all their employees through, amongst other things, (i) the provision and maintenance of plant and systems of work that are, so far as is practicable, safe and without risks to health; (ii) the making of arrangements for ensuring, so far as is practicable, safety and absence of risks to health in connection with the use or operation, handling, storage and transport of plant and substances; (iii) the provision of such information, instruction, training and supervision as is necessary to ensure, so far as is practicable, the safety and health at work of their employees; (iv) so far as is practicable, with regards to any place of work under the control of the employer or self-employed person, the maintenance of it in a condition that is safe and without risks to health and the provision and maintenance of the means of access to and egress from it that are safe and without such risks; and (v) the provision and maintenance of a working environment for their employees that is, so far as is practicable, safe, without risks to health, and adequate with regards to facilities for their welfare at work.

Failure to comply with any of the above provisions constitutes an offence and on conviction, the employer or the self-employed person is liable to a fine not exceeding RM50,000.00 or to imprisonment for a term not exceeding 2 years or to both.

The Department of Occupational Safety and Health officer may also issue (i) an improvement notice for any non-compliance of the OSHA; or (ii) a prohibition notice to an employer if in general an activity is undertaken at the workplace that may create an immediate danger to life or property. Failure to comply with such notice without reasonable excuse constitutes an offence and on conviction, the employer is liable to a fine not exceeding RM50,000.00 or to imprisonment for a term not exceeding 5 years or to both, and to a further fine of RM500.00 for each day during which the offence continues.

(g) Environmental Quality Act 1974 ("EQA")

The EQA relates to the prevention, abatement, control of pollution and enhancement of the environment and shall apply to the whole of Malaysia.

7. BUSINESS OVERVIEW (Cont'd)

Pursuant to Section 22(1) of the EQA, unless licenced, no person shall emit or discharge any environmentally hazardous substances, pollutants or wastes into the atmosphere in contravention of the acceptable conditions specified under Section 21 of the EQA. Any person who contravenes Section 22(1) of the EQA shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM100,000.00 or to imprisonment for a period not exceeding 5 years or to both and to a further fine not exceeding RM1,000.00 a day for every day that the offence is continued after a notice by the Director General of Environmental Quality ("**Director General of Environmental Quality**") requiring him to cease the act specified therein has been served upon him.

Pursuant to Section 23(1) of the EQA, unless licenced, no person shall emit or cause or permit to be emitted any noise greater in volume, intensity or quality in contravention of the acceptable conditions specified under Section 21 of the EQA. Any person who contravenes Section 23(1) of the EQA shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM100,000.00 or to imprisonment for a period not exceeding 5 years or to both and to a further fine not exceeding RM500.00 a day for every day that the offence is continued after a notice by the Director General of Environmental Quality requiring him to cease the act specified therein has been served upon him.

Pursuant to Section 24(1) of the EQA, unless licenced, no person shall pollute or cause or permit to be polluted any soil or surface of any land in contravention of the acceptable conditions specified under Section 21 of the EQA. Any person who contravenes Section 24(1) of the EQA shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM100,000.00 or to imprisonment for a period not exceeding 5 years or to both and to a further fine not exceeding RM1,000.00 a day for every day that the offence is continued after a notice by the Director General of Environmental Quality requiring him to cease the act specified therein has been served upon him.

Pursuant to Section 25(1) of the EQA, unless licenced, no person shall emit, discharge or deposit any environmentally hazardous substances, pollutants or wastes into any inland waters in contravention of the acceptable conditions specified under Section 21 of the EQA. Any person who contravenes Section 25(1) of the EQA shall be guilty of an offence and shall, on conviction, be liable to a fine not exceeding RM100,000.00 or to imprisonment for a period not exceeding 5 years or to both and to a further fine not exceeding RM1,000.00 a day for every day that the offence is continued after a notice by the Director General of Environmental Quality requiring him to cease the act specified therein has been served upon him.

The Department of Environment ("**DOE**") is established to prevent, eliminate, control pollution and improve the environment which is consistent with the purposes of the EQA. The DOE is also responsible for the implementation of Malaysia's environmental regulations and policies.

(h) **Street, Drainage and Building Act 1974 ("**SDBA**")**

The SDBA has been enacted to amend, consolidate and ensure uniformity of laws with regards to local government matters relating to street, drainage and buildings in Peninsular Malaysia.

7. BUSINESS OVERVIEW (Cont'd)

Pursuant to Section 70 of the SDBA, prior written permission of the local authority is required before the construction of a building. Section 70(9) of the SDBA further provides that the erection work of a building shall commence within 12 months from the date of approval by the local authority of the original plans and specifications of the building (excluding any amendments subsequently approved by the local authority in connection with the original plans and specifications) and that a 4-day prior written notice shall be served on the local authority before the commencement of work. Any person who commences the erection of a building in contravention to the provision of Section 70(9) of the SDBA, shall be liable on conviction to a fine not exceeding RM50,000 or to imprisonment for a term not exceeding 3 years or to both and shall also be liable to a further fine of RM1,000 for every day during which the offence is continued after conviction.

The SDBA also provided that a person who occupies or permits to be occupied any building or any part thereof without a CCC, shall be liable on conviction to a fine not exceeding RM250,000 or to imprisonment for a term not exceeding 10 years or to both.

(i) **Strata Management Act 2013 (“SMA”)**

The SMA has been enacted to ensure uniformity of laws relating to the proper maintenance and management of buildings and common property within Peninsular Malaysia and Federal Territory of Labuan. The SMA came into force on 1 June 2015 in all the states within Peninsular Malaysia save for the state of Pulau Pinang and Federal Territories of Kuala Lumpur and Putrajaya.

The SMA shall be read and construed with the STA and the subsidiary legislation made under STA in so far as they are not inconsistent with the provisions of the SMA or the legislations made under the SMA.

The SMA imposes certain duties on the developer to properly manage and maintain any building or land intended for subdivision into parcels and the common property, during the period commencing from the date of delivery of vacant possession of a parcel to a purchaser until 1 month after the establishment of the joint management body or such other time as may be extended by the authority. Under the SMA, the developers are required to, among other things, establish the maintenance account, sinking fund account, pay charges to the maintenance account and contribute to the sinking fund in respect of those parcels in the development projects which have not been sold and to convene the first annual meeting of the joint management body. It is an offence under the SMA if the developer fails to comply with the provisions of the SMA.

(j) **Good and Services Tax Act 2014 (“GST Act”)**

The GST Act provides for the imposition and collection of goods and services tax and for matters connected therewith.

With effect from 1 April 2015, the goods and services tax (“GST”) was implemented in Malaysia at a rate of 6% pursuant to the GST Act. GST is chargeable on all taxable supply of goods and services that are made by a taxable person in the course or furtherance of a business in Malaysia, and is also charged on the importation of goods and services into Malaysia.

7. BUSINESS OVERVIEW (Cont'd)

Under the GST Act, any person who makes a taxable supply for business purposes where the taxable turnover of that supply exceeds the threshold of RM500,000 must register itself as a taxable person. In general, supply for GST purposes covers all forms of supply of goods and services in return for consideration, whether monetary or in kind. A taxable supply may either be standard rated or zero rated. Standard rated supplies are goods and services supplied by businesses that are subject to GST at the standard rate of 6% unless prescribed as zero-rated or exempt. Zero-rated supplies are goods and services supplied by businesses that are subject to a GST rate of 0%. Exempt supplies are goods and services supplied by businesses that are not subject to GST.

(k) Restriction on Foreign Ownership

In line with the announcement made by the Government on 30 June 2009 to liberalise property acquisition by foreigners, the Foreign Investment Committee ("FIC") guidelines were repealed. Previously, any acquisition of property by foreign interest requires the approval of the FIC under the FIC guidelines.

With effect from 1 March 2014, the approval for property acquisitions throughout Malaysia will only be required from the Economic Planning Unit ("EPU") of the Prime Minister's Department, where the acquisition involves a dilution of Bumiputera or government agency's interests for properties valued at RM20,000,000 and above, whether acquired directly or indirectly (via the acquisition of shares in the company that holds the property resulting in a change of control).

All other property transactions (be it residential or commercial), including those between foreigners and non-Bumiputeras, will no longer require FIC or EPU approval, subject to a general minimum pricing threshold of RM1,000,000 per unit.

Based on the EPU guidelines, "foreign interest" means any interest, associated group of interests or parties which comprises of:

- (i) an individual who is not a Malaysian citizen; and/or
- (ii) an individual who is a permanent resident; and/or
- (iii) a foreign company or institution; and/or
- (iv) a local company or local institution whereby the parties as stated in item (a), (b) and/or (c) hold more than 50% of the voting rights in that local company or local institution.

Additional restrictions prohibiting the acquisition by foreign interest:

- (i) Residential units which are categorised as low and low-medium cost units, as determined by the State Authority;
- (ii) Properties built on lands designated as Malay reserved land; and
- (iii) Properties which are allocated as Bumiputera interest in any property development project as determined by the State Authority.

7. BUSINESS OVERVIEW (Cont'd)

Despite the repeal of the FIC guidelines and the limited applicability of the EPU guidelines, acquisition of properties (other than land categorised for industrial use) by foreigners is still governed by section 433B of the NLC, which stipulates the requirement to obtain the prior approval of the relevant state authority. In granting its approval, the state authority is at liberty to impose any other conditions and the payment of such levy as it deems fit.

The application will usually be submitted on the acquirer's behalf by the local solicitors handling the proposed acquisition. It should be noted that several states in Malaysia have adopted the EPU's minimum threshold requirement whereby the property purchased by a foreign interest must be valued at least RM1,000,000 while some other states have maintained a lower or a higher threshold.

7.24.2 Relevant laws and regulations in the United Kingdom

The United Kingdom is comprised of different legal systems, each of which applies to a particular geographical area as the United Kingdom does not have a single legal system. The following description deals primarily with the laws that apply to a property developer in England and Wales although as a result of devolution there are now differences in approach between England and Wales in relation to planning laws. There are different legal systems in Scotland and Northern Ireland.

(a) England and Wales

A property developer in England and Wales must consider various laws and regulations in relation to its development projects. These may require the developer to obtain certain permissions or comply with certain minimum standards. Such laws and regulations include the following:

(i) Health and Safety at Work Act etc 1974 ("HSWA 1974")

The HSWA 1974 applies to everyone at work – employers, the self-employed and employees and protects the general public from work activities. Failure to comply is a criminal offence and proceedings can be taken against the company and/or the directors and senior managers (where the offence has been committed with their consent, connivance or neglect). The HSWA 1974 provides a framework under which regulations (which usually deal with specific topics such as asbestos), guidance notes and codes of practice are published. Rather than setting out prescriptive steps which must be followed, it imposes various duties on employers and employees and requires assessments to be undertaken to prove compliance.

The HSWA 1974 imposes a duty on all employers to ensure, so far as reasonably practicable, the health safety and welfare at work of all their employees. It then goes on to detail specific requirements that need to be considered to satisfy this duty such as:

- the provision and maintenance of safe plant and systems of work;
- the use, handling, storage and transport of articles and substances;
- the provision of information, instruction, training and supervision;

7. BUSINESS OVERVIEW (Cont'd)

- safe places of work and safe means of access and egress; and
- the working environment, facilities and welfare arrangements.

An employer with 5 or more employees must (i) prepare a written health and safety policy statement; (ii) provide details of the organisation and the arrangements for carrying out these policies; and (iii) bring this to the notice of employees.

Employers are also subject to another duty to conduct their undertaking in such a way as to ensure, so far as reasonably practicable, that persons not in his employment (e.g. subcontractors, members of the public, emergency services and visitors) who may be affected are not exposed to risks to their health and safety. The self-employed are placed under a similar duty and must take care of themselves.

Persons in total or partial control of work premises (e.g. a contractor, landlord or managing agent) must take reasonable measures to ensure the health and safety of those who are not their employee. Similarly, employees are also subject to a duty to take care for the health and safety of themselves and any other person who may be affected by their acts or omissions at work.

The term "reasonably practicable" requires the risk to be weighed against the costs likely to be incurred to avert it. This usually requires a risk assessment to be undertaken to determine the answer.

(ii) **The Construction (Design and Management) Regulations 2015 ("CDM 2015")**

The CDM 2015 came into force on 6 April 2015 replacing the CDM 2007. They affect all construction and engineering projects, property development and construction for domestic property, including offshore installations. There is no exclusion for small projects.

The CDM 2015 imposes responsibilities on various duty holders in the construction process, beginning with the 'client'. The client is the organisation for which the construction project is carried out. Their principal responsibility is to "ensure that construction work is carried out as far as reasonably practicable without risk to the health and safety of any person affected by the project". It is an ongoing obligation requiring the client to review and maintain the necessary arrangements throughout the lifetime of the project including during the pre-construction phase and the construction phase. The client will appoint designers and contractors to progress the project who each have their own individual duties.

Amongst other things, the client must:

- make suitable arrangements for managing a project by appointing other duty holders and ensuring that sufficient time and resources are allocated to them;

7. BUSINESS OVERVIEW (Cont'd)

- ensure that other duty holders are provided with relevant information and that they carry out their duties; and
- ensure that welfare facilities are provided for the well-being of workers.

Projects that are scheduled to last longer than 30 days and have more than 20 workers on site at any point in time must be notified to the Health and Safety Executive. Projects that involve construction work that is scheduled to exceed 500 person days (a “**person day**” is a unit of measurement used especially in accountancy that is based on an ideal amount of work done by 1 person in 1 working day) must also be notified to the Health and Safety Executive.

The client is accountable for their decisions on health, safety and welfare on the project and criminal sanctions are applicable for breach of the CDM 2015 (through the HSWA 1974).

(iii) **Building Regulations 2010 (“BR 2010”)**

The function of BR 2010 is to ensure the health and safety of people in and around buildings and provide a minimum standard when it comes to the construction and alteration of buildings.

The regulations derive from 2 main statutory instruments: the BR 2010 and the Building (Approved Inspectors etc.) Regulations 2010 and are split into Parts A to R as supplemented by Regulation 7 of the BR 2010:

- Part A: structure;
- Part B: fire safety;
- Part C: site preparation and resistance of contaminants and moisture;
- Part D: toxic substances;
- Part E: resistance to the passage of sound;
- Part F: ventilation;
- Part G: sanitation, hot water safety and water efficiency;
- Part H: drainage and waste disposal;
- (No Part I)
- Part J: heat producing appliances and fuel storage system;
- Part K: protection from falling, collision and impact;
- Part L: conservation of fuel and power;
- Part M: access to and use of buildings;

7. BUSINESS OVERVIEW (Cont'd)

- Part N: glazing - safety in relation to impact, opening and cleaning (this was repealed in 2013 and its content moved into Part K, other than in Wales);
- (No Part O)
- Part P: electrical safety;
- Part Q: security of dwellings (this was added in 2015);
- Part R: physical infrastructure for high-speed electronic communication networks; and
- Regulation 7: materials and workmanship.

They apply to all building work which includes, amongst other things, the following:

- the erection or extension of a building;
- the material alteration of a building or controlled service or fitting; and
- work required where there is a material change of use.

The BR 2010 are supplemented by detailed technical guidance contained in the Approved Documents which are also labelled Part A to Q as supplemented by Regulation 7. These explain how the regulations can be complied with and are taken into account when building work is assessed.

Enforcement is carried out by the local authority building control department and methods include the service of an enforcement notice, an application for an injunction and prosecution in the Magistrates Court.

(iv) **Housing Grants, Construction and Regeneration Act 1996 (“HGRA 1996”)**

The HGRA 1996 came into force in May 1998 and was substantially amended by the Local Democracy, Economic Development and Construction Act 2009. The purpose of the HGRA 1996 is to enforce fair and prompt payment in construction contracts. Broadly, the HGRA 1996:

- increases the certainty of payment in construction contracts;
- introduces a fairer payment regime for contractors; and
- makes adjudication more accessible when disputes arise.

Provisions of the HGRA 1996 contain:

- the right to be paid in interim or stage payments;
- the right to be informed of the amount due or amounts to be withheld;

7. BUSINESS OVERVIEW (Cont'd)

- the right to suspend performance for non-payment; and
- the right to adjudication.

The Scheme for Construction Contracts (England and Wales) Regulations 1998 applies when a construction contract does not comply with the HGRA 1996.

(v) **Planning permission**

Planning permission is required for the "carrying out of any development on land" - Section 57(1) of the Town and Country Planning Act 1990 ("**TCPA**"). Development will include the carrying out of building, mining or other operations in, on, over or under land or the making of any material change of use of any buildings or land. Planning permission can be granted by a local authority, deemed by a development order or granted by the Secretary of State (on appeal or call in) by Transport and Work Act Orders or by a Hybrid Bill passed by Parliament. Large projects, known as Nationally Significant Infrastructure Projects (NSIPs) will require a "development consent order" ("**DCO**"), which is a statutory instrument granted by the Secretary of State. The DCO will grant consent for development and will include a range of other consents and rights in relation to the land including compulsory purchase order which may extinguish existing rights over land.

Planning applications considered by local authorities will be determined in accordance with the development plan unless material considerations indicate otherwise. Each local authority will produce development plan documents which contain planning policies which it will consider when determining a planning application. In addition local authorities will have regard to the National Planning Policy Framework document ("**NPPF**") which came into force on 27 March 2012. This document states that there is a presumption in favour of sustainable development and where the development plan is silent or not up to date the planning application must be determined in accordance with the NPPF.

There are primarily 2 different types of planning permission: outline planning permission and detailed/full planning permission. However, for large developments, there may also be a combination of the 2 referred to as hybrid planning permissions. A new form of development known as planning in principle for housing developments is also described below. Failure to comply with the planning permission can result in enforcement action by the local authority to rectify any breach of planning control and in serious cases can result in criminal proceedings.

(vi) **Outline planning permission**

This is aimed at establishing whether the scale and nature of a proposed development is acceptable, but certain matters will be reserved and require subsequent approval. Reserved matters can include:

- access: to the land and how routes fit in to the surrounding access network;

7. BUSINESS OVERVIEW (Cont'd)

- appearance;
- landscaping: the treatment of the land to enhance or protect the amenities of the site, i.e. tree planting;
- layout; and
- scale: the height, width and length of the building.

Once outline planning permission has been obtained, approval of the reserved matters must be obtained before work can commence. Applications for the approval of the reserved matters must be made within 3 years of the date of the outline planning permission.

Outline planning permission is not, however, a guarantee that detailed/full planning permission will be granted in the future.

(vii) **Detailed/full planning permission**

This application will include all the necessary details to enable the development to proceed once the planning permission has been granted.

Full planning permission will usually include a specific time period in which the development must be started. This is usually 3 years from the date of the permission in England and 5 years in Wales.

(viii) **Hybrid permissions**

In the case of large housing developments it is not unusual where the development is to be built in phases to submit a single application for a site which gives full details in relation to the first phase and the outline only for the later phases.

7. BUSINESS OVERVIEW (Cont'd)

(ix) **Permission in Principle**

Under the recently enacted Housing and Planning Act 2016 (see (xvii) below), a framework of powers has been introduced for the creation of a new form of Permission in Principle ("PiP"). This concept creates a new route to obtaining planning permission for certain housing-led developments. A PiP granted by a general local planning authority development order (or in some cases by application to the local planning authority) will establish the principle for development on a specific site. A PiP is not itself a planning permission but a subsequent application for "technical details consent" would need to be granted in accordance with the PiP. The Town and Country Planning (Permission in Principle) Order 2017 and the Town and Country Planning (Brownfield Land Register) 2017 came into force in April and require local authorities to prepare and maintain registers of brownfield sites available for housing by 31 December 2017. The brownfield land register will include land which the LPA has decided to allocate for residential development following prescribed publication and consultation procedures. A PiP will be automatically granted for 5 years for this land subject to some exceptions and the technical details consent will provide the necessary details and may be granted subject to conditions.

(x) **Section 106 Agreements**

Section 106 agreements are private legal agreements under section 106 of the Town and Country Planning Act 1990 made between the local planning authority and anyone who has an interest in the land which is the subject of the planning application ("**Section 106 Agreements**"). Therefore a landowner, developer and any funder may be party to the Section 106 Agreement. It will bind subsequent owner(s) of the land so the implications of entering into such an agreement must be understood. Local authorities will grant planning permission subject to entering into a Section 106 Agreement when it is of the opinion that the proposed development will have a significant impact on the local area that cannot be moderated by means of conditions attached to a planning permission.

The Section 106 Agreement may require a financial contribution and or require other community benefits for a variety of purposes depending on the facts of each application such as:

- prescribing the nature of the development: e.g. a requirement that a certain proportion of the housing is affordable (further details of the affordable housing scheme are detailed in item (xv) below);
- compensation for any loss or damage that may be caused by the development;
- contributions towards education and or medical facilities;
- mitigating the impact of a development: e.g. providing increased public transport or highway improvements;
- contributing to the public realm by making improvements to open spaces/providing community facilities; and

7. BUSINESS OVERVIEW (Cont'd)

- providing local jobs and training.

(xi) **Highways Act 1980 (“HA”)**

If improvements or changes are required to be made to the public highway as a result of a property development for example the creation of a new spur road, improvements or changes to a roundabout then the highway authority will require the landowner and/or developer to enter into a legal agreement under section 278 HA (as amended) (“**Section 278 Agreement**”). A Section 278 Agreement will require the works to be funded by the developer or undertaken by the developer. The developer will also be responsible for the cost of maintenance of the works until they are adopted by the highway authority. The Section 278 Agreements are in standard form and amended to suit the particular development. Section 278 Agreements are normally used in conjunction with Section 106 Agreements.

The landowner and or developer can also enter into an agreement with the highway authority under section 38 of the HA which will require the highway authority to adopt any new roads constructed by the developer (provided they have been constructed and maintained to a specified standard to the satisfaction of the local highway authority). These agreements usually apply to the construction of new roads to serve a housing/industrial estate which is being constructed by the developer.

(xii) **Community Infrastructure Levy**

Accompanying the implementation of a planning permission is the payment of the Community Infrastructure Levy (“**CIL**”) (introduced by the Planning Act 2008 and the Community Infrastructure Levy Regulations 2010) which is levied by local authorities in England and Wales to help deliver infrastructure to support any development of their area. The CIL is a charge on new development that is used to help fund the provision of infrastructure in the local authority area. The CIL is based on the size and type of new floorspace in accordance with the local authority’s charging schedule. There are exemptions. Landowners are ultimately liable to pay the levy, but anyone involved in a development may take on the liability to pay. CIL is usually payable on the commencement of the chargeable development but where the development is phased, each phase of the development is treated as if it were a separate chargeable development for levy purposes.

(xiii) **Environmental Impact Assessments (“EIA”)**

The Town and Country Planning (Environmental Impact Regulations) 2017 define circumstances and establish procedures for carrying out an EIA for projects that require planning permission. An EIA is the process of examining the anticipated environmental effects of a proposed project - from consideration of environmental aspects at the design stage, through consultation and preparation of an Environmental Statement containing the results of the evaluation.

7. BUSINESS OVERVIEW (Cont'd)

An EIA may be required because of the size of a proposed development and the Regulations contain a list of projects where it is mandatory to carry out an EIA or because it is likely to have significant effects on the environment by reason of its nature, size or location. An EIA will be accompanied by a Non-Technical Summary.

Local authorities have to take into account the results of the EIA (where there is one) and comments from the public (who will also be able to review the Environmental Statement), when determining the planning application.

(xiv) **Planning Decisions and Appeals**

There is a statutory right of appeal to the Secretary of State against an adverse decision of a local planning authority i.e. refusal of permission to develop land or the grant of planning permission subject to unacceptable conditions; refusal to approve reserved matters required by condition; refusal to give consent under a development order; failure to determine the application within the prescribed period (8 weeks without an EIA and 16 weeks with an EIA) and an appeal against the service of an enforcement or stop notice alleging breach of planning control. The appeal is lodged with the Planning Inspectorate (PINS) who act on behalf of the Secretary of State and the appeal has to be lodged in accordance with the Town and Country Planning (Development Management Procedure) (England) Order 2015 within 6 weeks of the decision notice or failure to determine the planning application.

(xv) **The Affordable Housing Scheme**

There are various different types of affordable housing in the United Kingdom. It comprises social rented housing, affordable rented housing and intermediate housing. These are provided to eligible households whose needs are not met by the market and eligibility is assessed according to local incomes and house prices. The Housing and Planning Act 2016 (as summarised below) has widened the definition of affordable housing.

Eligibility for affordable housing will vary depending on the local authority and type of affordable housing, but it is always based on household income thresholds. For example, in the London Borough of Ealing, you will only be eligible for social housing if your household income is under £60,000 per annum or capital assets are under £24,000. In the London Borough of Wandsworth, eligibility is based on household income not exceeding the household income threshold set by the Greater London Authority for their home ownership scheme (this is currently £75,000 per annum when renting or purchasing a 1 or 2 bedroom home and £85,000 per annum when renting or purchasing a property with 3 bedrooms or more). In the London Borough of Tower Hamlets, household income must not exceed £85,000 per annum.

7. BUSINESS OVERVIEW (Cont'd)

For shared-ownership schemes, the individual will be required to earn a minimum amount per annum (depending on the property they wish to purchase), but this figure cannot exceed a maximum sum. Some shared-ownership properties are available exclusively for key-workers (for example, people who work for the National Health Service, in public education, the police, the Ministry of Defence or fire-fighters). Other than this, an individual's occupation is not considered.

Social rented housing is owned by local planning authorities and private registered providers and rent targets are determined through the national rent regime.

The Homes & Communities Agency ("**Agency**") is a non-departmental public body that funds new affordable housing in England. It was established by the Housing and Regeneration Act 2008 and is responsible for regulating providers of affordable housing in the UK. Registered providers are those who are registered with the Agency as being providers of affordable housing. Private registered providers are those who are not linked to a public body. The Agency publishes a list of private registered providers every year. In order to become a registered provider, you must:

- be an English body;
- provide or intend to provide affordable housing in England; and
- have met the registration criteria (these criteria are based on regulatory standards that registered providers must meet. They can include criteria on the applicant's financial viability, constitution and managing arrangements).

Tenants of local authorities are likely to be **secure tenants**. This means that the tenant has a right to remain in the accommodation for the remainder of their lifetime unless there is a breach of the tenancy. They also have a right to buy the accommodation or exchange it with other social housing tenants ("**Right to Buy Scheme**"). Those who are local authority tenants are also entitled to a vote to transfer to another landlord.

Tenants of housing associations in new developments will be **assured tenants**. This means that the tenant has a degree of security of tenure in the accommodation unless the landlord can convince the court that there are reasons to evict. For example, rent arrears, damage to the property or other breach of the agreement. Assured tenants do not have a right to buy the accommodation but could have a right to acquire after 2 years' of living in the accommodation ("**Right to Acquire Scheme**").

The Right to Acquire Scheme is very similar to the Right to Buy Scheme but applies to housing association tenants as opposed to council tenants. The housing association landlord must opt into the scheme and the property must have been built or bought by the social landlord after April 1997.

7. BUSINESS OVERVIEW (Cont'd)

Affordable rented housing is let by local planning authorities or private registered providers of social housing to households eligible for social rented housing. Affordable rent requires the landlord to charge a rent of no more than 80% of the local market rent (including service charge where applicable). The rent is payable by the affordable housing tenant in the usual way.

Intermediate housing comprises homes for sale and rent at a cost above social rent but below market levels. They can include shared equity schemes (shared ownership and equity loans), low cost homes for sale and intermediate rent (although not affordable rented housing).

Shared ownership schemes are provided through housing associations. Those eligible to participate can buy a certain share in the property (between 25.0% and 75.0%) and pay rent on the remaining equity share. There are various types of shared ownership scheme, all of which require the applicant's household income to be £60,000 a year or less (or £71,000 a year or less in London for a 1 or 2 bedroom property, or £85,000 a year or less in London for a 3 or more bedroom property). You must be a first time buyer and be a council or housing association tenant. Special shared ownership schemes exist for people with disabilities and the older generation.

Help to buy: equity loans the participant contributes at least 5% of the property price as a deposit and the government will provide them with a loan for up to 20% of the price. The rest of the property price is covered by a mortgage obtained by the occupier. The property purchase price cannot exceed £600,000.

Help to buy: mortgage guarantees the government will provide a mortgage lender with a guarantee for the mortgage monies. This scheme gives home buyers the opportunity to purchase a home with just a 5% deposit provided that the purchase price of the property does not exceed £600,000.

Intermediate rent schemes allow the applicant to rent a property on a subsidised rent provided that they are committed to entering into an affordable home ownership scheme in the short to medium term (i.e. up to 5 years). Rents are normally 20% lower than the market rent and the applicant should use this benefit in order to save for a deposit. Those who currently own a property are not eligible and neither are those who receive housing benefits from the government. Household income must be less than £60,000 per annum.

Benefit of Affordable Housing

The National Planning Policy Framework sets out overarching principles of sustainable development and local authorities will set their own targets relating to the amount of affordable housing required in that particular area and how this can be achieved. Percentage targets in new developments vary from 20% to as high as 40% so it is often of critical importance for a developer to consider affordable housing when planning a new project.

7. BUSINESS OVERVIEW (Cont'd)

Failing to include affordable housing in a project is often a barrier to obtaining planning permission at all and as a result, rather than it being a benefit to a developer, the inclusion of affordable housing is often an essential part of any development. For example, certain sites may only become available for development if there is a commitment to include a certain amount of affordable housing. It is sometimes possible to make a financial contribution towards affordable housing in lieu of supplying affordable housing units.

The types of affordable housing to be included may not be required by a condition of the planning permission, but the local planning authority will enforce the provision through a Section 106 Agreement. This is where the developer has some flexibility for the developer to negotiate the type of affordable housing that they wish to provide. Developers are also able to influence where the required affordable housing units will be situated in the development. For example, they may wish to put all of the affordable housing units in the same place, or they may wish to spread them out.

Affordable Housing through Section 106 Agreement

Affordable housing can be imposed on property developers through the use of a Section 106 Agreement. Local planning authorities will require developers to commit to allocating a certain number of units or a certain percentage of the total units in the development to affordable housing as a pre-requisite to granting planning permission. In some instances, the developer may be required to pay a contribution towards the provision of affordable housing elsewhere as an alternative to requiring affordable housing within the scheme. The arrangements will vary from 1 local planning authority to another.

These agreements can be subject to a 'viability review'. This is usually triggered if the development has not reached a certain level of completion by a certain date. Under the viability review, the developer will carry out a viability study which will be submitted to the local planning authority. The viability study will look at the current cost of building of the entire site as compared to the rate that the developer would yield from sale of all the marketed units.

The local planning authority will then approve the affordable housing provision or will amend it in accordance with the prevailing viability of the development. This can lead to an increase or a decrease in the quantity or percentage of affordable units required under the Section 106 Agreement and this may require amendment to the Section 106 Agreement to reflect the final position.

The Affordable Homes Programme

The Affordable Homes Programme 2015-2018 was introduced to increase the supply of new, affordable homes in England. The government has committed to invest £1.7 billion in affordable housing during this period.

7. BUSINESS OVERVIEW (Cont'd)

Property developers are able to submit a bid to the Agency to receive funding for their developments. In exchange, they will be required to increase the supply of new affordable housing. It is similar in concept to its predecessor, The Affordable Homes Programme 2011-2013, except some funding is allocated via continuous market engagement rather than only on a one-off basis.

Whilst there are several ways in which the government aims to provide affordable housing (through shared ownership homes or affordable home ownership for example), the majority of the programme is to be made available as affordable rent. Developers will receive funding for homes which will yield a rent at a certain prescribed discount of the local market rent.

All developers must be Investment Partners to qualify for the scheme. To be registered as an Investment Partner, the applicant must fill out and submit a questionnaire which assesses the applicant's financial and technical capacity to undertake an agreed programme of new affordable homes as well as the organisation's financial standing. Further, all developers who intend to be the landlords of grant funded schemes must be **Registered Providers** of social or affordable housing.

(xvi) **Social housing rent cut**

In July 2015, it was announced that housing associations (including all registered providers of social and affordable housing) will have to cut their rents by 1% each year for the next 4 years commencing in April 2016. The government intends to reinstate the consumer prices index formula for rent increase after the expiry of these 4 years.

(xvii) **Housing and Planning Act 2016**

The Housing and Planning Act 2016 introduced a broader definition of Affordable Housing and is the primary legislation for Starter Homes. It introduces a new definition of Affordable Housing into the Town and Country Planning Act 1990 and defines it as housing for individuals whose needs are not adequately served by the commercial housing market and now includes Starter Homes (as defined by the Housing and Planning Act 2016).

Starter Homes are a new form of Affordable Housing for first-time home buyers between the ages of 23 and 40. These homes will be sold at no more than 80% of open market value, capped at £450,000 in Greater London and £250,000 across the rest of England. The exact proportion of Starter Homes required and the scale of qualifying sites upon which they must be delivered will be confirmed via secondary legislation. The Housing and Planning Act 2016 does not clarify as to whether or not the delivery of 20% Starter Homes will take precedence over the delivery of other forms of **traditional** or other affordable housing in the application of Local Plan policies to provide housing. Secondary legislation is required.

7. BUSINESS OVERVIEW (Cont'd)

CIL may not be payable on Starter Homes. Starter Homes should qualify for relief from CIL liability under Regulation 49A of the CIL Regulations 2010 (as amended). This permits a charging authority to introduce a policy offering discretionary social housing relief from CIL liability for a dwelling sold for no more than 80% of its market value. As this is done on a voluntary basis, a charging authority may choose not to introduce such relief.

(xviii) **Build for Rent**

The Department for Communities for Local Government published a consultation paper in February 2017 seeking views until May 2017 on planning and affordable housing policies intended to speed up the development of large-scale, purpose-built privately rented housing – including an emerging housing sector known as ‘Build to Rent’. The Government is considering whether to amend the National Planning Policy Framework to refer to Build to Rent as a form of housing which local planning authorities should consider as part of their housing provision. The Department for Communities for Local Government published a summary of the consultation responses in August 2017 which were largely supportive of the Government’s proposals outlined in the consultation paper which included the proposal to amend the National Planning Policy Framework to specifically refer to Build to Rent. The Department for Communities for Local Government has indicated that it intends to publish a revised National Planning Policy Framework for comment in 2018. The Framework will contain revisions to national planning policies not just Build to Rent.

(xix) **Rights to Light**

A right to light is a civil matter and is separate from daylight and sunlight which are considered by local planning authorities when determining a planning application. Rights of light must therefore be considered even if planning permission has been granted. A right to light is an easement (a right to cross or otherwise use someone else’s land for a specified purpose). It is a legal right to enjoy light to a building that enters through defined apertures across land that belongs to someone else. Rooms used for different purposes will be entitled to receive different levels of light.

The most common way to acquire a legal right to light is by long usage (normally at least 20 years) under the Prescription Act 1832. This can be defeated by physically interrupting the right before the prescription period is satisfied or by serving a light obstruction notice (under section 2 the Rights of Light Act 1959).

If a development reduces a neighbour’s right to light to such an extent that it causes a nuisance, the courts will likely rule that a remedy is required. Remedies that are available to the courts include an injunction to prevent or remove the obstruction in question or an award of damages. The court will decide at its own discretion which of these remedies is most appropriate in the circumstances. These rights may impact on the proposed development.

7. BUSINESS OVERVIEW (Cont'd)

Separately, most local planning authorities will have design guidelines that seek to protect neighbours rights to light. In order to obtain planning permission for a proposed development, a developer will have to demonstrate to the local planning authority that surrounding sensitive receptors (i.e. neighbouring properties) will not incur an excessive loss of daylight or sunlight.

(xx) **Energy Performance Certificates (“EPC”)**

The EU Energy Performance of Buildings Directive 2010 was implemented in England and Wales by the Energy Performance of Buildings (England and Wales) Regulations 2012 and affects both residential and commercial properties.

An EPC is a certificate detailing the energy efficiency of a property and must contain:

- the asset rating: a number which places the property on a sliding scale of energy efficiency (A to G with A being the highest rating);
- a recommendations report: including cost effective recommendations to improve the property's efficiency;
- reference number of the data file containing the data about the property;
- details of the property: including the address and useful floor area (being space available for occupation) etc;
- the date the EPC was issued; and
- Green Deal information: the Green Deal is the government's initiative to improve the energy efficiency of buildings by removing the up-front cost of such measures.

EPC is required when a property is being sold or rented out, when a new property is built and when an existing property is altered in a significant way. There is a further duty to display the EPC in public buildings with a useful floor area of more than 500 sq. m.

EPC will be required before the marketing of a property that is for sale or for letting and there is a duty to put the EPC rating in any advertisement of the property for sale or letting. There is also a duty to make available a valid EPC to a prospective buyer or tenant of a property. Generally the EPC will be valid for 10 years after registration unless subsequent works are undertaken.

Enforcement is normally carried out by Trading Standards Officers by issuing penalty charge notices to those who fail to comply.

7. BUSINESS OVERVIEW (Cont'd)

(xxi) **The Energy Efficiency (Private Rented Property) (England and Wales) Regulations 2015**

These Regulations set out minimum energy efficiency standards (MEES) for England and Wales. These regulations make it unlawful for landlords to grant a new lease of properties that have an EPC rating below E from 1 April 2018 and from 1 April 2023 it will apply to all lettings (including existing lettings).

(xxii) **Building Research Establishment Environmental Assessment Method for Commercial Space ("BREEAM")**

This BREEAM is an environmental assessment method and rating system for non-residential buildings that was first launched in 1990. It creates an incentive to build in a manner that is environmentally-friendly as its results can lead to an increase in capital valuation. Although it is currently a voluntary programme, it is expected to become a requirement for certain organisations. It assesses and gives "credits" for categories of environmental impacts of developments including:

- management: management policy, commissioning, site management and procurement;
- health and well-being: indoor and external issues (including noise, light and air quality);
- energy: operation energy and carbon dioxide;
- water consumption and efficiency;
- materials;
- waste: construction, resource efficient and operational waste management and minimisation;
- land use and ecology; and
- pollution: external air and water pollution.

BREEAM will give a score as 1 of 5 levels: pass, good, very good, excellent or outstanding. It is common to find planning permissions referring to this standard as a benchmark for a development.

(xxiii) **Code for Sustainable Homes**

The Code for Sustainable Homes was introduced in 2007 and sets out sustainable buildings standards for residential properties against which all new homes in England must be rated. Ratings included Code Level 3, 4, 5 or 6. It is a voluntary code introduced as part of government's measures to help achieve the target for all new homes to be zero carbon by 2016. Its principal objective is to ensure that the building industry constructs new homes that use energy, water and materials more efficiently.

7. BUSINESS OVERVIEW (Cont'd)

It was announced that the essential requirements for houses will be consolidated into the Building Regulations and their annexure entitled "Approved Documents". As a result, the Code has now been withdrawn but elements of it have been incorporated into the Building Regulations regime. The Building Research Establishment for example, will continue to use the Code's rating system.

(xxiv) Part 2A of the Environmental Protection Act 1990 ("Part 2A")

The contaminated land regime is the statutory regime for remediation of contaminated land that causes an unacceptable level of risk and can be found in Part 2A. Part 2A was inserted into the Environmental Protection Act 1990 by Section 57 of the Environment Act 1995. Part 2A is supported by regulations (e.g. Contaminated Land (England) Regulations 2006, Contaminated Land (Wales) Regulations 2006, Radioactive Contaminated Land (Modification of Enactments) (England) Regulations 2006 and Radioactive Contaminated Land (Modification of Enactments) (Wales) Regulations 2006), statutory guidance and technical guidance.

Under Part 2A, local authorities must identify contaminated land. Contaminated land is defined Section 78A(2) of Part 2 A as:

"any land which appears to the local authority in whose area it is situated to be in such a condition, by reason of substances in, on or under the land, that-

- (a) significant harm is being caused or there is a significant possibility of such harm being caused; or*
- (b) significant pollution of controlled waters is being caused, or there is a significant possibility of such pollution being caused."*

The relevant enforcing authority (the local authority, the Environment Agency or Natural Resources Wales must then require those who are responsible for the contamination to remediate it so that the land is suitable for use.

Liability for the remediation of contaminated land or water broadly falls according to the "polluter pays" principle. The polluter is the person (or persons) who "caused" (i.e. the original polluter) or "knowingly permitted" contamination to remain on a site or to move (migrate) to other sites. A knowing permitter is someone who has knowledge of pollution on their land and who fails to take any action to remove or control it. The concept of knowingly permitting means subsequent owners of land can be held liable as well as the original polluter.

If no polluter or knowing permitter can be found after reasonable enquiry, then the owner or occupier of the site may be liable to pay the remediation costs. If more than 1 person is identified, then it may be possible to apply certain tests as set out in statutory guidance to exclude people from liability. As noted above, Part 2A does not apply to all contamination - only the most serious forms, where:

- significant harm is being caused;

7. BUSINESS OVERVIEW (Cont'd)

- there is a significant possibility of significant harm being caused; or
- pollution of controlled waters (such as rivers or groundwater) is being, or is likely to be, caused. This statutory regime is accompanied by a number of common law principles like nuisance, trespass or negligence resulting in the escape of hazardous substances.

Where land has been identified as contaminated land, following a risk assessment the relevant enforcing authority is under an obligation to serve a remediation notice on the relevant appropriate persons requiring them to remediate the contamination unless the site is being remediated on a voluntary basis. The identification of responsible parties is determined in accordance with statutory guidance.

Most contaminated land in England and Wales is remediated following the grant of planning permission (which is usually granted subject to conditions requiring approval of the local planning authority in consultation with the Environment Agency) to the scope of investigations and remediation works and if necessary post-monitoring results to show that the remediated site is "suitable for its proposed use". The objective of the remediation works undertaken under the planning process is to avoid liability under the Part 2A regime.

(xxv) **Bribery Act 2010 ("Bribery Act")**

The Bribery Act establishes 4 categories of offence. These are:

- (a) offering, promising or giving a bribe ("**Active Bribery**");
- (b) requesting, agreeing to receive or accepting a bribe ("**Passive Bribery**");

(**Active Bribery** and **Passive Bribery** collectively referred to as "**General Offences**")

- (c) bribing a foreign public official to obtain or retain business; and
- (d) failure of commercial organisations to prevent bribery.

General Offences (Section 1 and 2 of the Bribery Act)

The General Offences can be committed by an individual or a corporate organisation. There are 2 elements to these offences:

- (a) the payment or acceptance of a financial or other advantage; in exchange for
- (b) the improper performance of a function or activity.

"Financial or other advantage" is not defined but is understood to include items such as contracts, non-monetary gifts, facilitation payments and offers of employment.

7. BUSINESS OVERVIEW (Cont'd)

A "function or activity" can be as far reaching as to include any function of a public nature; any activity connected with a business, trade or profession; any activity performed, or not performed in the course of a person's employment; or any activity performed by or on behalf of a body of persons whether corporate or unincorporated.

The offence can be committed through an act or omission. This broad scope covers both state and privately owned organisations, and would extend to activities performed outside the UK (including activities with no geographical link to the UK). With respect to the extra-territorial application of the Bribery Act, proceedings for an offence under Section 1, 2 or 6 may be taken in the UK even if: (i) no act or omission that forms part of an offence under sections 1, 2 or 6 takes place in the UK (Section 12(2)(a) of the Bribery Act); provided that (ii) a person's acts or omissions done or made outside the UK would form part of such an offence if done or made in the UK; and (iii) that person has a "close connection" with the UK. In accordance with Section 12(4) of the Bribery Act, a person has a "close connection" with the UK if the person is one of the following at the time the acts or omissions concerned were done or made:

- (i) a British citizen;
- (ii) a British overseas territories citizen;
- (iii) a British national (overseas);
- (iv) a British overseas citizen;
- (v) a person who under the British Nationality Act 1981 is a British subject;
- (vi) a British protected person under the British Nationality Act 1981;
- (vii) an individual ordinarily resident in the UK;
- (viii) a body incorporated under the law of any part of the UK; or
- (ix) a Scottish partnership.

"Improper performance" is deemed to occur when the expectation of good faith or impartiality has been breached, or if the method of performance falls short of that expected of a person in a position of trust. It should be noted that when the breach arises outside the UK, local customs are disregarded when assessing the breach, unless they form part of the codified "written" law of the jurisdiction.

In addition to the risk of liability in their individual capacity, senior corporate officers of British nationality or who are ordinarily resident in the UK (including managers and company secretaries as well as directors) may also be prosecuted for the General Offences and the offence of bribing a foreign public official if the company has committed a bribery offence with their consent or connivance.

7. BUSINESS OVERVIEW (Cont'd)

The offence of bribing a foreign public official (Section 6 of the Bribery Act)

This is a stand-alone offence which is committed where a person offers, promises or gives a financial or other advantage to a foreign public official with the intention of influencing the official in the performance of his functions. The person must also intend to obtain an advantage in the conduct of business in doing so. However, the offence is not committed where the official is permitted or required by the local written law to be influenced by the financial or other advantage.

A "foreign public official" is a person who (i) holds a legislative, administrative or judicial position of any kind outside the UK; (ii) exercises a public function for a country or territory outside the UK; or (iii) is an official or agent of a public international organisation (Section 6(5) of the Bribery Act). This definition is likely to be broad enough to cover employees of a foreign municipality, a nationalised industry or a state-owned enterprise.

The offence of failing to prevent bribery (Section 7 of the Bribery Act)

This corporate offence goes further than a prohibition on committing bribery - it makes it an offence for a "relevant commercial organisation" to fail to prevent bribery by an "associated person," regardless of whether the commercial organisation knew of the bribery in question. However, the offence will only be committed if the "associated person" acted with an intention to obtain or retain business (or a business advantage) for the commercial organisation. This is a strict liability offence. The only defence available is if the commercial organisation can prove that it had in adequate procedures in place and designed to prevent corrupt practices committed for the commercial organisation's benefit by the associated persons.

Penalties under the Bribery Act

The maximum penalty for an individual found guilty of an offence under the Act is 10 years imprisonment or an unlimited fine, or both. A commercial organisation found guilty of an offence faces an unlimited fine.

Senior officers found guilty of an offence may be subject to civil claims, director disqualification proceedings, and/or regulatory proceedings.

Commercial organisations found guilty of an offence might face civil claims (such as from competitors), the voiding of contracts, and/or potential debarment from bidding for public sector contracts.

7. BUSINESS OVERVIEW (Cont'd)

7.25 HIGHLY DEPENDENT CONTRACTS

As at the LPD, save as disclosed below and the Trademark and Brand Licence Agreement as disclosed in Section 7.22 of this Prospectus, there are no material agreements or contracts (including informal arrangements or understandings), which have been entered into by our Group and which our Group is highly dependent upon:

7.25.1 BPHCL Subscription and Shareholders' Agreement

On 4 July 2012, S P Setia, SDB, Kwasa Jersey (a wholly-owned company of EPF), Setia International, SD Property (Hong Kong), Kwasa Global and BPHCL entered into a subscription and shareholders' agreement, which was supplemented by an amendment agreement dated 6 May 2016, to regulate their participation as shareholders in BPHCL ("**BPHCL Subscription and Shareholders' Agreement**"). S P Setia, Kwasa Jersey, Setia International, Kwasa Global and BPHCL have consented for the novation of SDB's rights, duties and obligations under the BPHCL Subscription and Shareholders' Agreement to SD Property with effect from the date of our Listing and, together with SDB and our Company, have entered into a novation agreement on 7 November 2017 to give effect to the same.

Setia International (a wholly-owned subsidiary of S P Setia) and SD Property (Hong Kong) respectively, own a 40.0% equity interest while Kwasa Global (a wholly-owned subsidiary of Kwasa Jersey) owns the remaining 20.0% equity interest in BPHCL.

BPHCL was incorporated for the purpose of, among other things, investing in Battersea Project Land Company Limited (a wholly-owned subsidiary of BPHCL) ("**BPLCL**") which was incorporated to acquire the Battersea Power Station site in Central London, United Kingdom to be developed as a mixed residential and commercial development project ("**Project**") and thereafter to sell and/or invest in the units and/or components developed within the Project ("**Objective**"), and investing in any other wholly-owned subsidiaries and entities established to achieve the Objective (together with BPLCL, "**Project Companies**").

In furtherance of the Project, Setia International, SD Property (Hong Kong), Kwasa Global have also entered into, among other things, separate subscription and shareholders' agreements for the constitution of different joint venture entities for the different phases of developments within the Project while S P Setia, SDB, Kwasa Jersey, Setia International, SD Property (Hong Kong) and Kwasa Global have provided letters of undertakings to contribute towards the repayment of the loans and facilities taken up to finance the Project.

The shareholders of BPHCL agree that the estimated project cost for the Project shall be £600,000,000 comprising the acquisition cost of the Battersea Power Station site of £400,000,000 and the project development cost of £200,000,000 for the 2 year period commencing from the date of completion of the contract for the sale and purchase of the Battersea Power Station site ("**Initial Period**"). The shareholders agree that each shall fund the estimated project cost, whether in the form of subscription for additional shares in BPHCL and/or the grant of shareholder's loans, in the agreed proportion as shall reflect their shareholdings interest in the ordinary share capital of BPHCL ("**Agreed Proportion**"). The project cost for the Project for the periods subsequent to the Initial Period shall be reflected within the business plans of BPHCL.

7. BUSINESS OVERVIEW (Cont'd)

The shareholders agree that, whenever practicable, BPHCL would meet its funding requirements by way of external borrowings from financiers provided that such borrowings or effect of such borrowings would not make the gearing of BPHCL exceed prudent levels. If it is not possible to obtain such borrowings or the effect of such borrowings shall make the gearing of BPHCL exceed the prudent levels, the shareholders shall provide requisite finance, on a pro rata basis based on the Agreed Proportion, by way of shareholder's loan, subscription of additional shares, ordinary or preference shares, in BPHCL and/or any other debt or equity instruments by way of financing ("**Shareholders Funding**"). All Shareholders Funding shall accrue interest or preferential dividends, as the case may be, payable to the respective shareholders at the rate of 1% per annum plus the base lending rate of Malayan Banking Berhad at the applicable time when the Shareholders Funding is granted, or such other rate(s) as the shareholders may agree upon from time to time, subject to the terms of borrowings with the financiers and the relevant laws and regulations.

The BPHCL Subscription and Shareholders' Agreement also provides deadlock procedures to be complied with in the event a resolution, proposed at a board meeting or shareholders' meeting of BPHCL in respect of any matter that will prevent BPHCL from operating and/or prevent the Project Companies from proceeding with the Project, is not passed due to either:

- (a) a failure to achieve the required votes for the resolution at 4 consecutive adjourned meetings of the board or the shareholders; or
- (b) a lack of quorum at the third adjourned board or shareholders meeting of BPHCL.

Upon occurrence of a deadlock, the shareholders of BPHCL shall procure that their senior representatives shall use their best endeavours to reach a decision to overcome the deadlock. In the event the deadlock is not resolved, the shareholder who holds the highest number of issued and paid-up ordinary shares in BPHCL ("**Majority Shareholder**") (in the event there are 2 or more shareholders each holding an equal number of the issued and paid-up ordinary shares in BPHCL and they are the largest shareholders, the shareholder who first did so shall be the Majority Shareholder) may offer, by way of a written notice ("**Deadlock Option Notice**") and at a price determined by the Majority Shareholder ("**Specified Price**"):

- (a) to sell to the other shareholder(s) of BPHCL, who is/are not in agreement with the Majority Shareholder on the matter in dispute ("**Dissenting Shareholder(s)**"), all the Majority Shareholder's equity interest and shareholder's loans in BPHCL; or
- (b) to purchase from the Dissenting Shareholder(s), all the Dissenting Shareholder(s)' equity interest and shareholder's loans in BPHCL.

The Dissenting Shareholder(s) shall, upon receipt of the Deadlock Option Notice, elect to sell all of its/their equity interest and shareholder's loans in BPHCL to the Majority Shareholder, at the Specified Price ("**Sale Option**") or to purchase all of the Majority Shareholder's equity interest and shareholder's loans in BPHCL, at the Specified Price ("**Purchase Option**").

7. BUSINESS OVERVIEW (Cont'd)

If there is only 1 Dissenting Shareholder, the Dissenting Shareholder shall be deemed to have elected the option indicated in the Deadlock Option Notice if no election is made by the Dissenting Shareholder within the agreed period stipulated in the BPHCL Subscription and Shareholders' Agreement. The Majority Shareholder or the Dissenting Shareholder, as the case may be, shall inquire as to whether the other shareholder (other than Dissenting Shareholder) ("**Other Shareholder**") wishes to purchase, in proportion to the Other Shareholder's shareholding at the time and at the Specified Price, (a) the Dissenting Shareholder's equity interest in BPHCL; or (b) the Majority Shareholder's equity interest and shareholder's loan in BPHCL. If there are more than 1 Dissenting Shareholders, a Dissenting Shareholder shall be deemed to have elected the Sale Option if no election is made by the Dissenting Shareholder within the agreed period stipulated in the BPHCL Subscription and Shareholders' Agreement.

If the Dissenting Shareholders have made or are deemed to have made, differing elections, the Sale Option shall prevail over the Purchase Option and the Purchase Option shall be deemed not to have been exercised by the Dissenting Shareholder who has elected the Purchase Option ("**Purchasing Shareholder**") which shall be null and void. The Majority Shareholder and the Purchasing Shareholder shall purchase, at the Specified Price and on a proportionate basis based on their respective Agreed Proportion (disregarding the Agreed Proportion of the Dissenting Shareholder who has elected or is deemed to have elected the Sale Option ("**Selling Shareholder**")), all the Selling Shareholder's equity interest and shareholder's loan in BPHCL. In relation to the key issues (as set in the BPHCL Subscription and Shareholders' Agreement) that has given rise to the deadlock, the Majority Shareholder and Purchasing Shareholder (collectively, "**Staying Shareholders**") shall procure that their senior representatives shall use their best endeavours to reach a decision to overcome the deadlock and the abovementioned deadlock procedure shall apply if the deadlock is not resolved, in which event, any of the Staying Shareholders shall be entitled to serve the Deadlock Option Notice.

In the event that no Deadlock Option Notice is issued, the shareholders of BPHCL or the Staying Shareholders, as the case may be, shall secure a third party purchaser on the open market to purchase and assume from the shareholders or the Staying Shareholders, the entirety of their equity interest and shareholders' loans in BPHCL, or purchase the assets of BPHCL including the Project Companies, on such terms and conditions mutually agreed by the shareholders or the Staying Shareholders.

Notwithstanding the occurrence of any deadlock, the provisions of the BPHCL Subscription and Shareholders' Agreement shall continue to be applicable until such time that the BPHCL Subscription and Shareholders' Agreement is terminated pursuant to a separately negotiated termination.

Upon occurrence of the events of default by a shareholder as set out in the BPHCL Subscription and Shareholders' Agreement, the non-defaulting shareholders shall, without prejudice to such other rights and remedies as they may have, and at their option, be entitled to collectively:

- (a) acquire all of the defaulting shareholder's equity interest and shareholder's loans in BPHCL, based on the Agreed Proportion of the non-defaulting shareholders (disregarding the defaulting shareholder's Agreed Proportion) for an amount equal to 90.0% of the value agreed by the shareholders or in default of agreement, the market value of the defaulting shareholder's equity interest in BPHCL ("**Default Sale**") as determined by experts; or

7. BUSINESS OVERVIEW (Cont'd)

- (c) require the defaulting shareholder to acquire all of the non-defaulting shareholders' equity interest and shareholders' loans in BPHCL for an amount equal to 110.0% of the value agreed by the shareholders or in default of agreement, the market value of the non-defaulting shareholders' equity interest in BPHCL as determined by experts; and

in the event no collective election is made by the non-defaulting shareholder, then the Default Sale option shall be deemed to have been elected ("**EOD Option**").

If the event the EOD Option is not proceeded with, the non-defaulting shareholders may require the winding-up of BPHCL. On liquidation, the defaulting shareholder shall be entitled to only 90.0% of its Agreed Proportion of the proceeds or assets to be distributed in specie to the shareholders of BPHCL and the remaining 10.0% of such proceeds or assets shall be distributed to the non-defaulting shareholders proportionately based on the Agreed Proportion of the non-defaulting shareholders (disregarding the defaulting shareholder's Agreed Proportion).

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8. INDUSTRY OVERVIEW

F R O S T & S U L L I V A N



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Date: 20 NOV 2017

The Board of Directors
Sime Darby Property Berhad
 Level 10, Block G
 No. 2, Jalan PJU 1A/7A
 Ara Damansara, PJU 1A
 47301 Petaling Jaya
 Selangor Darul Ehsan
 Malaysia

Dear Sirs,

Independent Market Research Report on the Property Sector in Malaysia, UK and selected APAC countries for Sime Darby Property Berhad ("SDPB" or the "Company")

We, Frost & Sullivan GIC Malaysia Sdn Bhd ("Frost & Sullivan"), have prepared this Independent Market Report on the property sector in Malaysia, UK and selected APAC countries ("the Report") for inclusion in SDPB's Prospectus in relation to the listing of and quotation for the entire enlarged issued and paid-up share capital of SDPB on the Main Market of Bursa Malaysia Securities Berhad.

We are aware that this Report will be included in the Prospectus and we further confirm that we are aware of our responsibilities under Section 215 of the Capital Markets and Services Act, 2007.

We acknowledge that if we are aware of any significant changes affecting the content of this Report between the date hereof and the issue date of the Prospectus, we have an on-going obligation to either cause this Report to be updated for the changes and, where applicable, cause SDPB to issue a supplementary prospectus, or withdraw our consent to the inclusion of this Report in the Prospectus.

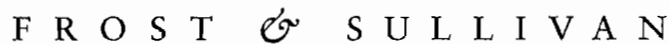
Frost & Sullivan has prepared this Report in an independent and objective manner and has taken adequate care to ensure the accuracy and completeness of this Report. We believe that this Report presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and does not purport to be exhaustive. Our research has been conducted with an "overall industry" perspective and may not necessarily reflect the performance of individual companies in the industry. Frost & Sullivan shall not be held responsible for the decisions and/or actions of the readers of this Report. This Report should also not be considered as a recommendation to buy or not to buy the shares of any company or companies as mentioned in this Report or otherwise.

For and on behalf of Frost & Sullivan GIC Malaysia Sdn Bhd:



Keith Lee
 Director
 Business and Financial Services

8. INDUSTRY OVERVIEW (Cont'd)



1. ANALYSIS OF THE PROPERTY DEVELOPMENT & INVESTMENT INDUSTRY IN MALAYSIA

1.1. DEMAND CONDITIONS

1.1.1. Demand Drivers

Urbanisation Driving Real Estate Activities in Existing and New Urban Centres

Malaysia's urbanisation rate is forecasted to grow at a CAGR of 2.19% from 2015 to 2020¹. As of 2014, 77.0% of Malaysian households live in urban areas, as compared to 72.0% in 2012². By 2030, Malaysia is projected to have an urban share of more than 80.0. Increasing foreign direct investments from countries such as China, Netherlands, Germany, the UK, South Korea and Singapore³, facilitated by government agencies such as Malaysian Investment Development Authority ("MIDA"), InvestKL, Invest Selangor and others, are expected to create more job opportunities and therefore spur urbanisation. Rapid urbanisation is expected to further drive the property market in Malaysia, especially in the main conurbations such as Greater Klang Valley and Johor Bahru.

Comprehensive Government Housing Programmes to support the purchase or rental houses

With the rising cost of living and difficulty in securing housing loans, the Government of Malaysia has launched several housing programmes to assist first-time house buyers and low-to-middle income groups in purchasing residential properties. These schemes include MyDeposit Scheme, MyFirst House Scheme, 1Malaysia Transit Home Programme, People Friendly Home by SPNB and Government Housing Loan Scheme, among others. An allocation of RM2.2 billion has also been announced in Budget 2018 by the Government of Malaysia to boost home ownerships in the country.

The Expansion of Public Transportation Services in Greater Kuala Lumpur is Improving the Attractiveness of Developments Located Outside the City Centre

Rapid development of public transportation services has supported the emergence of Transit Oriented Development⁴ ("TOD") and Transit Adjacent Development⁵ ("TAD") in areas within Greater Kuala Lumpur and its peripheral surroundings. Developers are strategising their future developments in proximity to current or planned public transportation systems. Properties located close to public transportations are likely to have a 5% to 10% premium in the reselling and rental markets⁶.

The Launch of Major Infrastructure Projects Improves Accessibility to New Urban Centres and Creates Opportunities for New Developments in Greenfield Land Banks

Under the 11th Malaysia Plan, the Government of Malaysia unveiled several infrastructure projects to further spur economic growth in the country. These upcoming projects are the High Speed Rail ("HSR"), Pan Borneo Highway, and East Coast Rail Line, among others.

The HSR project is envisaged to be a catalyst for development in Seremban and Johor. SDPB, one of the major developers in Negeri Sembilan, is expected to benefit from this due to the anticipated increase in land value and demand for TOD and TAD within the areas along the HSR lines⁷. The Malaysia Vision Valley ("MVV") which will be spearheaded by SDPD is likely to benefit from this infrastructural development. The long-term objective of the project, which is due to be developed in phases until 2045, is to attract investments of up to RM290 billion, create 1.38 million jobs⁸ and have a population of 2.5 million people⁹. SDPB is expected to benefit from the 3,196 acres (approximately 1,293 hectare) of land bank owned in MVV and will have access to a further 8,793 acres of land which will boost its existing property developments in Nilai Impian and Bandar Ainsdale.

¹ United Nations Population Division, Department of Economic and Social Affairs – World Urbanisation Prospects 2014

² DOSM: Household Income survey 2014

³ MIDA: Investment Performance Report 2016

⁴ TOD developments are situated within 400m from transit points.

⁵ TAD developments are situated within 800m from transit points.

⁶ Invest Cyberjaya

⁷ The Edge Property: Johor, Seremban developers to benefit most from HSR, January 2016

⁸ TheEdgeProperty: Sime Darby Property, KWAP and Brunsfield Development sign MoU to kick-start Malaysia Vision Valley, May 2017

⁹ The Edge Property: Sime Darby gearing up for Malaysian Vision Valley, May 2017

8. INDUSTRY OVERVIEW (Cont'd)

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Changing Needs from the Industrial Sector Driving Demand for New Industrial Properties
In line with the growth of the e-commerce industry in Malaysia¹⁰, the landscape for industrial property development is changing by creating opportunities for the manufacturing and logistic sectors, especially large-sized warehouses for operations or storage spaces. Most business operators are looking for modern and larger warehouses that could serve as offices and storage spaces as well as distribution hubs.

1.1.2. Industry size and growth based on transacted volume & value

Residential Sector**Table 1-1: Residential Property Transactions in Malaysia, 2012 – 2016**

Residential Property Transactions	2012	2013	2014	2015	2016
Volume	272,669	246,225	247,251	235,967	203,064
Value (RM Million)	67,762	72,060	82,060	73,470	65,574

Source: Extracted from the independent market research report prepared by Frost & Sullivan

Transaction volume for residential properties priced RM200,000 and below registered a substantial decline of 12.4% CAGR from RM196,669 million in 2012 to RM115,955 million in 2016. However, transaction volume for residential properties priced RM200,001 to RM500,000 as well as RM500,001 and above registered a positive CAGR of 3.2% and 3.9% respectively.

Commercial Sector**Table 1-2: Commercial Property Transactions in Malaysia, 2012 – 2016**

Commercial Property Transactions	2012	2013	2014	2015	2016
Volume	41,082	34,298	35,528	31,776	23,745
Value (RM Million)	27,792	35,562	31,835	26,400	35,943

Source: Extracted from the independent market research report prepared by Frost & Sullivan

The commercial transactions volume declined at a negative CAGR of 12.8% from 41,082 in 2012 to 23,745 in 2016. However, transaction values in the commercial sub-sector grew at a CAGR of 6.6% from RM27,792 million in 2012 to RM35,943 million in 2016.

1.2. SUPPLY CONDITIONS

Raw material

Steel, cement, sand and concrete are key raw materials used in the construction of homes. These materials typically account for a significant portion (50% to 60%) of total development costs. With the exception of steel reinforcement¹¹, the prices of commonly used construction materials have increased over time and raw material prices are expected to rise gradually, as reflected in the building material cost index (central region) by Construction Industry Development Board of Malaysia.

Supply of foreign labours in the construction sector

Not many locals are willing to work in the construction industry and thus the industry is heavily reliant on foreign labour. The number of construction sector workers in Malaysia grew significantly from 68,226 in 2000 to 807,096 in 2015 at a CAGR of 17.3%¹².

In February 2016, the Government of Malaysian suspended the hiring of unskilled foreign labours for all sectors to encourage employers to recruit local talents. However, the ban was lifted for four sectors: manufacturing, construction, plantation and furniture-making. Moving forward, the construction industry is expected to continue to be reliant on foreign labour. The Master Builders Association Malaysia estimates the gap between on-site workers demand and local supply is widening from 1.2 million in 2015 to 2.0 million workers in 2020.

¹⁰ Malaysia Development Economy Corporation (MDEC): National e-Commerce Strategic Roadmap Overview

¹¹ The steel price in Malaysia has been affected by overcapacity of steel production in China which resulted in China exporting steel to Malaysia at low prices.

¹² Ministry of Home Affairs

8. INDUSTRY OVERVIEW (Cont'd)

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1.3. COMPETITIVE LANDSCAPE

1.3.1. Key Industry players and profiles

Frost & Sullivan defines Tier-1 players in the industry to be property developers to be as follows:

- i. More than RM1 billion in revenue generated from property segment for at least two out of the three most-recent financial years.
- ii. Market capitalisation of RM3 billion and above as at 31 October 2017.

The details of the Tier-1 players are depicted below.

Table 1-3 Profiles of Key Players of Tier-1 Property Development and Property Investment Players

No.	Company Name	Total Revenue from Property Segment in FY2016 (RM mil)	Market Capitalisation (RM bil)	Land Bank Available as at FY2016 (Acres)	Commercial Space Under Management (Million Sq. Ft.) ^(a)	Description
1	S P Setia Berhad	4,484.4	9.8	5,218	NA	<ul style="list-style-type: none"> The company focuses in 3 economic centres, namely Klang Valley, Johor and Penang, under the brands of Setia and Eco brands. Focuses on diversified product offerings including townships, integrated development and niche developments. Also present in the UK, Australia and Singapore.
2	IOI Properties Group Berhad	4,185.4 ^(b)	11.0	10,000	4.6 ^(c)	<ul style="list-style-type: none"> The company will promote TOD along transportation routes in line with various infrastructure projects such as Mass Rapid Transit ("MRT") and Light Rapid Transit ("LRT"). The land bank of IOI Property also include close location to proposed HSR Its property investment activities include retail, offices, 6 hotels/resorts and 2 golf courses Also present in Singapore and PRC.
3	Mah Sing Group Berhad	2,626.7	3.7	2,324	NA	<ul style="list-style-type: none"> The company has diverse range of projects including medium to high end landed projects, high rise, Grade A office buildings, retail, SoHo and industrial projects It also focuses on developing accessible, mass market housing targeting first home buyers in line with market demands Its innovative marketing initiatives include a first-person-view live-rendering enabling customers to envision their future homes
4	SDPB	2,664.4 ^(d)	10.2 ^(e)	20,763 ^(f)	2.1	<ul style="list-style-type: none"> The company focuses on development along the HSR line which the company has a large land bank in Negeri Sembilan and Johor. Aside from property development, SDPB is also involved in the hospitality and leisure segment. Also present in the UK, and hospitality property sector in Australia, Singapore and Vietnam.
5	Eco World Development	2,546.4	4.6	8,053	NA	<ul style="list-style-type: none"> The company focuses only in Klang Valley, Penang and Iskandar region

8. INDUSTRY OVERVIEW (Cont'd)

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No.	Company Name	Total Revenue from Property Segment in FY2016 (RM mil)	Market Capitalisation (RM bil)	Land Bank Available as at FY2016 (Acres)	Commercial Space Under Management (Million Sq. Ft.) ^(a)	Description
6	Group Berhad Sunway Berhad	1,895.2	8.4	3,292	9.5 ^(b)	<ul style="list-style-type: none"> Product range includes affordable, integrated high rise development, luxury homes and green business parks. Sunway Bhd is a conglomerate with footprints in property development, property investment, REIT, construction, healthcare and others. It has a portfolio of leisure and hospitality properties include Sunway Lagoon, Lost World of Tambun, Sunway Pyramid Hotel etc. HSR will be growth catalysts for Sunway in the Iskandar region The company is predominantly present in Klang Valley, Northern Malaysia and Iskandar Malaysia. Growth strategies include strengthening commercial base products and international expansion including Australia, Canada and South Africa As a member of UEM Group, the company is also capable of infrastructure development to improve accessibility of its development UOA Development Bhd is involved in property development for residential, commercial and hospitality sectors. The company is predominately present in Klang Valley. The company is also developing residential properties in Western Australia.
7	UEM Sunrise Berhad	1,841.5	5.0	13,000	10.0	
8	UOA Development Berhad	996.2	4.4	NA	2.3	

Note:

- Commercial space under management is for property in Malaysia only
- Based on financial figures for FY2017, which represent the latest available financial year for IOI Properties Group Berhad .
- NLA of commercial space, e.g.: malls, offices, hotels, university campuses, student accommodation, and medical center
- Based on financial figures for FYE 30 June 2017 for SDPB.
- Based on Listing Reference Price of RM1.50 per share.
- As at LPD.

SDPB is the largest developer in terms of land bank with 20,763 acres and the fourth largest in terms of revenue from property segment with RM2,564.4 million. The company is expected to be the main beneficiary of HSR stations as two of the proposed stations are in Negeri Sembilan and Johor are located within its developments. Aside from the HSR station, SDPB also spearheads the MVV project as its land in Negeri Sembilan is already being selected to be part of the 173,000-hectare development of the MVV.

Source: Extracted from the independent market research report prepared by Frost & Sullivan

8. INDUSTRY OVERVIEW (Cont'd)

F R O S T & S U L L I V A N

1.3.2. Market Share in Residential Units Sold

As at 2016, SDPB sold a total of 1,848 units in Selangor, which translated into a 37.4% market share of developers-sold residential units in the state. SDPB's corresponding market share in Negeri Sembilan and Johor stood at 8.5% and 3.8% respectively in 2016.

Table 1-4 Property (Residential) Transaction in Malaysia, Kuala Lumpur, Selangor, Negeri Sembilan and Johor, 2016

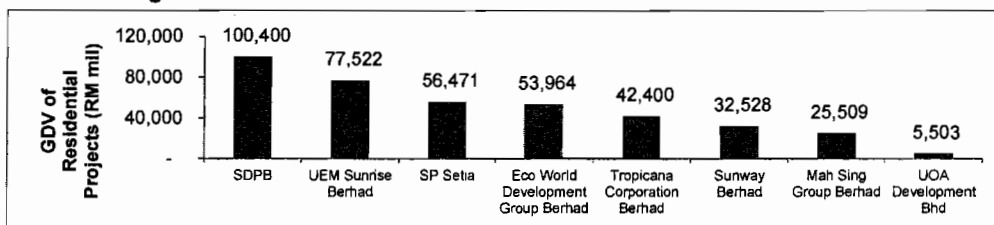
Type of Transaction	No. of Transaction	Value (RM mil)
Malaysia		
From developer to individuals	35,223	14,046.0
SDPB's sales	2,416	1,488.5
SDPB market share	6.9%	10.6%
Selangor		
From developer to individuals	4,939	3,077.7
SDPB's sales	1,848	1,227.9
SDPB market share	37.4%	39.9%
Negeri Sembilan		
From developer to individuals	3,648	1,494.7
SDPB's sales	311	178.7
SDPB market share	8.5%	12.0%
Johor		
From developer to individuals	6,731	3,023.2
SDPB's sales	257	81.9
SDPB market share	3.8%	2.7%

Source: Extracted from the independent market research report prepared by Frost & Sullivan

1.3.3. Development Pipeline

Within Klang Valley and the southern region, SDPB has the largest on-going and future projects GDV compared to other Tier-1 developers. SDPB will also spearhead the development of MVV, in which the company currently owns approximately 3,196 acres of land.

Chart 1-1: GDV of On-going and Future Projects by Tier 1 Developers in Klang Valley and Southern Region



Note:

- (1) Southern Region includes Negeri Sembilan, Melaka and Johor
- (2) Based on publicly available information from Tier 1 developers as of end-June 2017.

Source: Extracted from the independent market research report prepared by Frost & Sullivan

1.4. INDUSTRY OUTLOOK AND PROSPECTS

The Government of Malaysia is placing a higher emphasis on affordable housing, with the launch of new projects and introduction of new policies requiring more commitment from private property developers. Property developers are starting to reconsider their strategies, with some of the Tier-1 players looking into projects to target a lower income segment of the market, in particular the M-40 segment¹³. Under this scenario, Tier-1 developers are looking into new construction techniques and layouts to provide more affordable housing while ensuring sustainable yields.

¹³ M40 defined as the middle 40% of household with monthly income of between RM3,860 and RM8,319 based on DOSM statistics.

8. INDUSTRY OVERVIEW (Cont'd)

F R O S T & S U L L I V A N

The consumer sentiment is recovering, but it is still weak. The property market has been historically considered as one the most preferred investment options among Malaysians. However, due to an increasing number of vacant properties and the recent weak performance of the property market, households are looking at other forms of investments to diversify their portfolio, including the stock market. The recent tightening of lending policies by Bank Negara reduced the number of loans approved for the purchase of properties.

Overall, the property market activity is expected to remain weak in the short-term and experience another adjustment in 2017 and towards 2018, but will still be supported by various property-related incentives and attractive interest rate. For the medium and long-term, industry authorities are calling for both local authorities and property developers to exercise due diligence before deciding on new development decisions in order to avoid an oversupply of property and damage the sustainability of the property market.

2. OVERVIEW OF PROPERTY SECTOR IN THE UK

2.1. DEMAND CONDITIONS

2.1.1. Demand Drivers

The number of households¹⁴ is growing at a faster rate than the growth of dwellings¹⁵

The number of dwellings continuously increased from 2012 to 2016 at a CAGR of 1.0%, but the number of households increased at a CAGR of 2.2%. In 2015, the number of households was higher than the number of dwellings, indicating the need for the development and launch of additional dwellings at a faster pace as compared to the rates between 2012 and 2016.

Between 1997 and 2016 the number of jobs in London has grown by 40% and the number of people by 25%, but the number of homes has grown only by 15%¹⁶.

Government of London launching numerous rejuvenating projects

In 2015, the Mayor of London identified 38 areas in London that have significant capacity for new housing and commercial developments, as well as existing or potentially improved public transport access. These areas are known as Opportunity Areas ("OA") and they are critical in meeting London's overall housing needs as each OA can typically accommodate at least 5,000 jobs and/or 2,500 new homes. In total, these OA have the potential to host over 500,000 new jobs and 300,000 new homes¹⁷.

London property market attracts foreign investors

Between 2014 and 2016, foreign buyers purchased 3,600 homes in London, a 13% out of the total 28,000 newly built in the same period¹⁸. Asian investors represented 61% of all purchases by foreigners, with the majority being investors from Hong Kong (28%) and Singapore (20%).

2.1.2. Industry size and growth

Residential property transactions activity in London was slow in the period 2012-2016 compared to overall sales in England. This reflects a steadily decline in the number of Londoners purchasing their own homes, and rather preferring to pay rent due to high property prices¹⁹. In addition, costs related to buying a new house, such as stamp duty and estate agency fees have also increased, pushing the average cost of moving home in London up to GBP31,416 in 2016; an 18% increase from the 2015 average of GBP26,684²⁰.

¹⁴ The Office for National Statistics defines a household as one person or a group of people who have the accommodation as their only or main residence AND (for a group) either share at least one meal a day, or share the living accommodation, that is, a living room or sitting room.

¹⁵ The Office for National Statistics defines a dwelling as a self-contained unit of accommodation. Self-containment is where all the rooms (including kitchen, bathroom and toilet) in a household's accommodation are behind a single door which only that household can use.

¹⁶ Mayor of London: Housing in London 2017, February 2017

¹⁷ Opportunity Knocks: Piecing together London's Opportunity Areas. London First. 2015

¹⁸ University of York and Centre for Housing Policy: Overseas Investors in London's New Build Housing Market, 2017

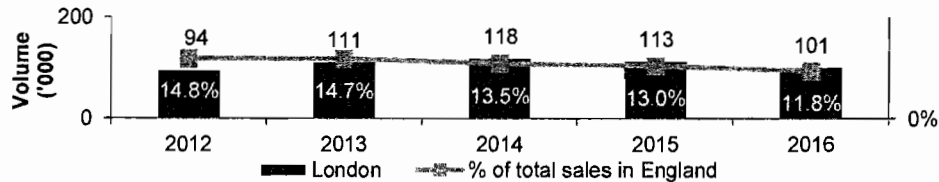
¹⁹ The Telegraph: Generation Rent: London to become a city of renters by 2025, February 2016

²⁰ The Telegraph: Cost of moving homes reaches £31,000 in some parts of Britain, report finds, September 2016.

8. INDUSTRY OVERVIEW (Cont'd)

F R O S T & S U L L I V A N

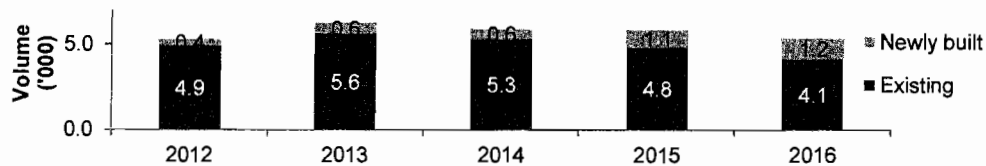
Chart 2-1: Number of residential properties sales in London, 2012-2016



Source: Extracted from the independent market research report prepared by Frost & Sullivan

Just like in London, residential property sales in Wandsworth were also lower in 2016 compared to 2015. However, the residential market was supported by increasing sales of newly-built houses.

Chart 2-2: Number of residential properties sales in Wandsworth, 2012-2016

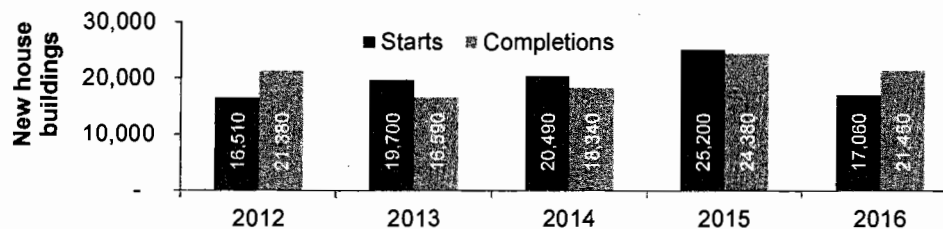


Source: Extracted from the independent market research report prepared by Frost & Sullivan

2.2 SUPPLY CONDITIONS

Supply of properties in London has been slow in the period 2012-2016, with an average of 20,428 homes each year, compared to an average of 61,460 in the 1930s and 29,420 in the 1970s²¹. The number of new house building completions in 2016 has exceeded house building starts for the first time since 2012. New homes built are now expected to be on a decline over the next five years due to declining sales and a higher supply of prime residential units than there are for lower-priced homes²².

Chart 2-3: New house buildings in London, 2012-2016



Source: Extracted from the independent market research report prepared by Frost & Sullivan

The hike in completions in 2015 is due to an increase of supply coming from both the private sector and from housing associations; private sector activity remained strong also in 2016. In November 2016, the Mayor of London drafted a Supplementary Planning Guidance to ensure that private property developers and housing associations activity remain strong and guarantee a minimum level of affordable homes²³, expected to be at 35%.

2.3 COMPETITIVE LANDSCAPE

2.1.3. Key industry players and profiles

Within 2km radius from Battersea Power Station, there is a total of 35 existing and 33 upcoming major residential developments, as of May 2017²⁴. Completed and sold developments located within a 2km radius from Battersea Power Station have an average price of GBP2,465 psf in Kensington and Chelsea, GBP1,618 psf in Westminster, GBP783 psf in Lambeth and GBP741

²¹ Mayor of London: Housing in London 2017

²² Savills: London new homes supply to peak in 2017, but fall sharply from next year, 4 April 2017

²³ Mayor of London: What we do, Planning, Implementing the London Plan, Supplementary Planning Guidance

²⁴ Molior London: approximate data

8. INDUSTRY OVERVIEW (Cont'd)

F R O S T & S U L L I V A N

psf in Wandsworth. The only development in the area with more than 500 private homes belongs to the Ballymore Group (1,679).

Under construction and completed but unsold residential developments in Wandsworth have an average price of GBP1,521 psf, as compared to an average price psf of GBP741 among completed and sold developments. The majority of upcoming residential units are in fact targeted at the high-end segment of the market, with the price per unit as high as GBP21 million.

Table 2-1: Under construction and unsold developments (2km radius from Battersea Power Station) with more than 500 private homes

Building name	Borough	Developer	Private homes	Average price psf (GBP)	Average sales price (GBP)
Prince of Wales Drive (Battersea Gas Holders)	Wandsworth	St William	726	1,198	1,101,079
Embassy Gardens - Phase 2	Wandsworth	Ecworld / Ballymore Group	709	1,554	1,240,000
Riverlight (Tideway Wharf)	Wandsworth	St James	697	1,117	1,109,226
Nine Elms Point (Sainsbury's SW8)	Lambeth	BDWZest Developments LLP	593	1,086	943,545

Source: Extracted from the independent market research report prepared by Frost & Sullivan

2.1.4. Market/Industry share, positioning and ranking

Inner London

Market shares in Inner London are slightly more concentrated compared with Greater London. In Inner London, the top 10 property development companies have 21,717 residential private units under construction out of 49,573 units as of May 2017, or 43.8% out of the total. Battersea Power Station Development Company is estimated to command a market share of 4.2% of market share with 2,068 private units under constructions as of May 2017.

A total of 5 companies with significant foreign participation is in the list of top 10 companies in Inner London, highlighting the important role of foreign investments in the Prime market.

Table 2-2: Projects in London by Malaysian property developers

Building	Boroughs	Total homes	Private homes	Status ²⁵	Average price psf (GBP)	Average price (GBP)
Battersea Power Station Development						
Battersea Power Station - 1 -	Wandsworth	866	866	UC	2,759	17,500,000
Battersea Power Station - 3 -	Wandsworth	1,305	1,202	UC	N/A	N/A
Eastern and Oriental Berhad						
Princes House	Westminster	21	21	C	1,873	1,872,666
Ecworld / Ballymore						
London City Island (Leamouth Peninsula North)	Tower Hamlets	1,706	1,570	UC	799	665,844
Embassy Gardens - Phase 2	Wandsworth	872	709	UC	1,554	1,240,000
Wardian London (Arrowhead Quay / Waterside House)	Tower Hamlets	764	626	UC	1,310	901,227

Source: Extracted from the independent market research report prepared by Frost & Sullivan

2.1 INDUSTRY OUTLOOK AND PROSPECTS

In the short-term, the UK economy will continue to be affected by the uncertainty surrounding the negotiations to leave the EU. Numerous companies are considering relocating or have already relocated part of their operations in Europe, fearing their business activity in Europe might be affected after Brexit. The pound was negatively impacted, which in turn supported the industrial activity through a higher demand for exports, but impacted those businesses which rely heavily on imports.

²⁵ UC: under construction; C: complete

8. INDUSTRY OVERVIEW (Cont'd)

F R O S T & S U L L I V A N

London is expected to show higher resilience to the uncertainty of Brexit as compared to the UK. In particular, the economy in the city is expected to be supported by the strength of its financial centre and the growing technology sector. The resilience of the London economy is expected to support the job market and therefore guarantee a sustained inflow of working adults, driving the demand for both residential and commercial properties.

Residential properties in Inner London will continue to be attractive for foreign investors looking at the buy-to-rent market. Demand for residential properties for rent is expected to be supported by a solid demand from young working adults deciding to live in the city centre, and unable to purchase their house due to high property prices and students due to world-class universities located there

Meanwhile, properties in Outer London are expected to become more attractive due to the improvement of the existing and the opening of new major infrastructure projects, including the Crossrail (Elizabeth line) in 2018. OA across the city will provide a continuous injection of new residential properties in the market, which will be priced higher than existing developments, therefore contributing to a higher average property price in London.

3. PROSPECTS AND OUTLOOK FOR SDPB

In general, the property market in Malaysia has been operating under a challenging environment since 2013 against the backdrop of stricter lending policies, volatile macroeconomic conditions, affordability of properties, and weak consumer sentiment. However, Frost & Sullivan opines that the property market is expected to recover in coming years, underpinned by solid socio-economic fundamentals such as higher population and stable GDP growth rates between 4.5% and 5% from 2017 to 2021. Frost & Sullivan notes that property development has been moving towards outer areas of Klang Valley, which results in active development in Greater Klang Valley and southern corridors such as in Nilai and Seremban. Trends in township development, TOD and TAD are also expected to improve the receptiveness and attractiveness of development located outside of Kuala Lumpur city centre. This is expected to be boosted by the Government of Malaysia's effort in the expansion of public transportation such as the LRT, MRT and HSR.

SDPB, with an established track record in property development for over 40 years, is the largest property developer in Malaysia by land bank, and one of the largest by revenue and scale of operation. SDPB has a diversified portfolio of residential, commercial and industrial properties in key strategic areas of the country. Besides, the vast majority of its land bank, located in Klang Valley and southern region of Klang Valley (Selangor, Negeri Sembilan, Johor) augurs well with the recent and future catalytic projects such as highways and HSR. SDPB currently owns approximately 3,196 acres of land in the MVV, and has entered into discussions with KWAP and Brunsfield Development Sdn Bhd to lead the development of MVV. The MVV is expected to have a population of 2.5 million by 2045. With its strategic partnership and sound track record in township development, Frost & Sullivan opines that SDPB is well positioned to benefit this long term township development and unlock the value of its land bank within this region.

In the UK, London is expected to show higher resilience to the uncertainty of Brexit. In particular, the economy in the city is expected to be supported by the strength of its financial centre and the growing tech sector and its world class universities. In addition, the London property sector is also driven by the higher growth rate of households than the growth of dwellings, rejuvenation of 38 areas for new housing and commercial development, as well as London's overall attractiveness for foreign investors. Meanwhile, properties in the Outer London are expected to become more attractive due to the improvement of existing and the opening of new major infrastructure projects, including the Crossrail (Elizabeth line) in 2018.

SDPB is well positioned to benefit from the Battersea Power Station project, which is located in a prime area of London, capable of attracting both buyers and tenants of both residential and commercial properties. The development of the whole Vauxhall, Nine Elms, Battersea OA, is expected to benefit the Battersea Power Station project by creating a vibrant area for working adults and residents, improving the overall attractiveness of the site.

9. VALUATION CERTIFICATES



Proprietor: Singham Sulaiman Sdn. Bhd. (78217-X)

Chartered Surveyors
International Property Consultants
Registered Valuers
Property and Asset Managers
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Our Ref: V/PC-(P)/001(A-Z)/17/SC

10th November 2017

Regulated by RICS
Firm Reg. No. VE(2) 0078

Sime Darby Property Berhad
Level 10, Block G
No. 2, Jalan PJU 1A/7A
Ara Damansara, PJU 1A
47301 Petaling Jaya
Selangor Darul Ehsan

Dear Sirs,

**VALUATIONS OF THE VARIOUS PROPERTIES OWNED BY
THE SIME DARBY PROPERTY BERHAD GROUP OF COMPANIES**

This valuation certificate has been prepared for the inclusion in the prospectus of Sime Darby Property Berhad ("SDPB").

We hereby confirm that we have valued in accordance with the instruction from SDPB, various properties as listed overleaf and as described in the individual valuation certificates attached as Schedule 'I' vide our Reports and Valuations bearing Reference Nos. V/PC-(P)/001(A-Z)/17/SC for purposes of SDPB's submission to the Securities Commission Malaysia for the inclusion in the prospectus of Sime Darby Property Berhad.

**WE HAVE BEEN SPECIFICALLY INSTRUCTED BY SDPB TO VALUE THE SUBJECT
PROPERTIES AS AT 30TH JUNE 2017.**

The Reports and Valuations have been prepared in accordance with the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents and the Asset Valuation Guidelines issued by the Securities Commission Malaysia, and with the necessary professional responsibility and due diligence. This valuation certificate is to be read in conjunction with the abovementioned Reports and Valuations.

The basis of valuation adopted is the **Market Value** which is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing where the parties had each acted knowledgeably, prudently and without compulsion".

9. VALUATION CERTIFICATES (Cont'd)

**Valuation Methodologies**

In arriving at our opinion of the Market Values, we have adopted the following Valuation Methodologies:-

1. **a. Development Land**
- b. Investment Property (shopping mall and hotel)**
- c. Inventory (detached house plots, terraced, semi-detached and detached houses)**

Comparison Approach

The Comparison Approach generally entails the adoption of the transacted price of a property as the core to determine the value of another property. This approach predominantly relies on the methodology of comparing one property to another to determine the correlation between each other in terms of the various factors that have bearing on value of property. Upon assessing the extent of similarities or differences, market driven adjustment rates, usually in percentage form, are applied to each of the factors that have bearing on value of property. The transacted price upon being adjusted for all the various factors will then be deemed as the value of the property being valued. Under this approach, comparison should be made with two or more properties that have been transacted in the recent past in relation to the date of valuation in order to provide a reliable platform to determine the value of a property. This is particularly important due to the heterogeneous nature of property compared to other forms of asset.

In respect of this engagement, the Comparison Approach has been used in all the valuations (with the exception of the on-going developments) as all the properties valued are types which are traded in the market and accordingly, adequate reliable transaction data from either *Jabatan Penilaian Dan Perkhidmatan Harta* ("JPPH"), public listed companies' announcements made on the website of Bursa Malaysia Securities Berhad ("BURSA") or sale and purchase agreements ("SPA") are available though not to an equal extent between one type to another. In some instances, the Comparison Approach is the only method adopted as there are adequate transactions which can be relied upon with significant level of certainty. There are also instances where only the Comparison Approach is adopted and this is mainly due to the inputs/parameters required for the other valuation approaches/methods not being reliable and/or not being readily available and therefore severely eroding the reliability of the other approaches/methods. This scenario generally applies to development land located in areas which were historically agriculture in nature but as a result of economic and development progress in the specific locality, the development potentialities of the property has enhanced over time. In the absence of detailed development configuration and plans prepared in tandem with market demand and planning parameters as outlined by the authorities, the only other applicable method i.e. the Residual Method of Income Approach will become academic in nature and may not necessarily reflect the market positioning of the property from a market value perspective.

Notwithstanding that the Comparison Approach is used as the only method in some instances as stated in the preceding paragraph, in most instances it is used as one of the two methods adopted to arrive at the value of the property. In instances where there are adequate and reliable comparables, it is used as the primary approach to determine the value of the property whilst in instances where greater emphasis is placed on the income generating nature of a property the Investment Method of Income Approach is used as the primary approach.

9. VALUATION CERTIFICATES (Cont'd)



2. Inventory (detached houses)

Cost Approach

The Cost Approach is defined as the aggregate amount of the value of the land component and the gross replacement cost of the buildings and other site improvements, allowing for depreciation. The land component is arrived at by using the Comparison Approach as per the methodology outlined under the Comparison Approach (as per item 1. above).

In arriving at the gross replacement cost of the building and other site improvements, we have taken into account and adopted the industry average costs as derived from analysis of contracts awarded for the construction of similar type of development components, current cost estimates by quantity surveyors and counter-checked against the actual cost incurred for the subject property itself. Upon determination of the constructions cost new, a depreciation factor of 2% per annum has been adopted and deducted from the construction cost new to arrive at the depreciated gross replacement cost of the buildings and other site improvements. The depreciation rate is tied to the industry norm life span of buildings/site improvements of about 50 years.

3. Investment Property (shopping mall and hotel)

Investment Method of Income Approach

The Investment Method generally entails the capitalisation of net income from a property. Net income is the residue of gross annual income less annual expenses (outgoings) required to sustain the income with allowance for voids and management fees. Therefore the three main components under the Investment Method are the income, expenses and the capitalisation factor.

Income in the context of the Investment Method relates mainly to rental and car park charges. The Investment Method methodology is based on the premise that the property is fully tenanted and accordingly in a multiple tenancy scenario, the vacant spaces are assumed to be let at market rentals. The income component is computed for two specific periods which are defined as 'Term' and 'Reversion'. The 'Term' period relates to income generated from existing tenancies in force whilst the 'Reversion' relates to the income to be generated upon expiry of termination of the tenancy as well as for the vacant spaces. The other component of the Investment Method is the annual expenses (outgoings) which comprises all the property related expenses such as repairs, maintenance, property taxes, insurance as well as cost for provision of services in commercial premises such as cleaning, security, mechanical and electrical installation service contracts, etc. Another two elements which are construed as property expenses includes fee for property management services (either in-house or out-sourced) and the void factor which relates to non-generation of rental income during the period when tenants change and rent free period. The third main component under the Investment method is the capitalization factor which is defined as discounting all future net income to present value. The key aspect of the capitalisation is determination of the yield for the specific property which is derived at by analysing the transacted prices of similar type of properties. These yields are then adjusted to reflect any significant variance in the risk factors between the subject property and the transacted properties.

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulaiman Sdn. Bhd. (78217-X)

This method has been adopted for the income generating properties which are classified as Investment Property by SDPB i.e. Shaw Parade and Shaw Centrepoint. The passing rents of the existing tenancies are adopted as the 'Term' income whilst the rent for the 'Reversion' is benchmarked against recently concluded tenancies within the same property as the main guide as well as market rental evidences for other similar type of properties. In terms of property expenses, historical records as well as budget estimation of the property being valued have been analysed and assessed to determine the level of expenses appropriate as at the date of valuation. We have also incorporated in the valuation computation the analysis of property transactions to arrive at the appropriate yield to be adopted for the capitalisation of the net income for the subject property.

Profits Method (By Discounted Cash Flow) of Income Approach

Profits Method (By Discounted Cash Flow) is adopted where trading is the essence to the value of the property (property based business) and capitalises future net trading profits as a basis for estimating the market value of the property as a going concern inclusive of furniture, fittings and equipments.

We have forecasted the profits for a 10-year period, after which we have calculated the terminal value based on the tenth year's net profit for the remaining term of the tenure.

4. On-going Developments and Development Land

Residual Method of Income Approach

The Residual Method is based on the premise that the price which a purchaser can pay for a property is the surplus of the proceeds from the sales of the finished development after deducting his full cost of development and profit. The three main components of the Residual Method are the Gross Development Value ("GDV"), Gross Development Costs ("GDC") and the Residual Balance. Upon deducting the GDC from the GDV, the Residual Balance is then discounted to present value based on the duration to complete the entire development or a specific phase of the development ("Development Period"). This is based on the premise that the Residual Balance is only fully attainable at the end of the Development Period. This method has been adopted for vacant development land as well as for on-going developments which primarily entails determination of the various value and cost components of the end-products to be developed on the land.

Although the objective of the developer could be either to retain the end-product as an investment or to be sold during the development period, the Residual Method assumes that the end-product(s) will be sold either during the development period or a longer period (if the end-product(s) require a longer marketing period). The sale prices of the end-product(s) are based on their market value as at the date of valuation and the prevalent developer's selling prices (if any) are used as a benchmark. In determining the market value of the end-product(s), the Comparison Approach and the Investment Method are adopted, whichever is applicable as outlined above under the description of the methods. In arriving at the GDV, the authority requirements pertaining to *Bumiputra* discount are reflected either based on prevailing authority requirements or specific reduction in quota as consented by the authorities. For the on-going developments, the GDV for the unsold end-products are derived at based on the methodology outlined above whilst for the end-products that have been sold, the GDV is based on the unbilled sum as per the sale and purchase agreement.

9. VALUATION CERTIFICATES (Cont'd)



Jones Lang Wootton

Proprietor: Singham Sulaiman Sdn. Bhd. (78217-X)

In arriving at the GDC, we have taken into account and adopted the industry average costs as derived from analysis of contracts awarded for the construction of similar type of development components, current cost estimates by quantity surveyors as well as SDPB. For the on-going developments, we have made reference and adopted the awarded contract sums provided to us by SDPB which are assessed to be fair representation in line with market parameters. In this instance the GDC incorporates the balance of the construction cost to be incurred in accordance with the progress billings based on the construction works certified completed. The developer's profit is adopted at 5% to 10% of the GDV for the affordable housing as well as 12% and 15% for the other residential and commercial components respectively where construction has not commenced whilst for the on-going developments, the developer's profit is based on 15% to 20% of the balance unbilled construction cost and consultancy fee.

The development period adopted in the Residual Method varies between the subject properties, ranging from 0.75 year to 6.5 years for the on-going developments and development land whilst for the larger tract of development land i.e. Nilai Impian 2 and Bandar Universiti Pagoh which have a longer gestation period, the development period has been stretched to over 10 years. The development periods vary significantly between the subject properties due to the variation in the type of development components and extent in terms of the total number of units.

A discount rate of 6.5% is adopted throughout and in line with the base lending rate of financial institutions as at the date of valuation.

5. **Leisure Property (golf course and hotel which are currently tenanted)****Combination of Investment Method of Income Approach and Cost Approach**

This method has been adopted for the income generating properties which are classified as Leisure Property by SDPB i.e. Harvard Golf & Country Club and Harvard Suasana Hotel. We have capitalised the net rent receivables over a period of 6 years in accordance to the terms and covenants as stated in the tenancy agreements, after which we have calculated the terminal value of the subject property based on the Cost Approach.

9. VALUATION CERTIFICATES (Cont'd)

**Opinion of Values**

A summary of the valuations of the properties is as follows:-

Report No.	Location	Identification/Address	Description	Market Value
1	Semenyih	Glengowrie Estate, Semenyih, Selangor Darul Ehsan	A parcel of unconverted development land zoned for residential use	RM3,200,000 (Ringgit Malaysia Three Million and Two Hundred Thousand Only).
2	Kuala Langat	New Lunderston, Kuala Langat, Selangor Darul Ehsan	A parcel of agriculture land with development potential	RM78,000,000 (Ringgit Malaysia Seventy Eight Million Only).
3	Nilai	Planters' Haven, Nilai, Negeri Sembilan Darul Khusus	Sixty (60) parcels of vacant homestead plots (en-bloc)	RM40,000,000 (Ringgit Malaysia Forty Million Only).
			Six (6) parcels of homestead plots, each accommodating an individually designed detached house (en-bloc)	RM9,000,000 (Ringgit Malaysia Nine Million Only).
4	Nilai	Planters' Haven West (Amaya), Nilai, Negeri Sembilan Darul Khusus	Eleven (11) parcels of development land approved for residential development	RM70,000,000 (Ringgit Malaysia Seventy Million Only).
5		Hamilton, Nilai, Negeri Sembilan Darul Khusus	Seven (7) contiguous parcels of agriculture land with development potential	RM285,000,000 (Ringgit Malaysia Two Hundred Eighty Five Million Only).
6		Nilai Impian, Nilai, Negeri Sembilan Darul Khusus	Two (2) on-going residential developments (under construction), twenty five (25) parcels of development land and two (2) units of double storey terraced houses and two (2) units of three bedroom apartment	RM303,350,000 (Ringgit Malaysia Three Hundred Three Million Three Hundred And Fifty Thousand Only).
	Nilai Utama, Nilai, Negeri Sembilan Darul Khusus			
7	Nilai	Nilai Impian 2, Nilai, Negeri Sembilan Darul Khusus	Eight (8) parcels of unconverted development land approved for mixed development use and fourteen (14) parcels of development land approved for commercial use	RM515,000,000 (Ringgit Malaysia Five Hundred Fifteen Million Only),
8		Seremban	Chemara West, Seremban, Negeri Sembilan Darul Khusus	Four (4) adjoining parcels of unconverted development lands zoned for commercial use
9	Seremban	Chemara Hills, Seremban, Negeri Sembilan Darul Khusus	Thirty two (32) units of double storey terraced houses (en-bloc),	RM17,200,000 (Ringgit Malaysia Seventeen Million and Two Hundred Thousand Only).
			Forty five (45) units of three storey semi-detached houses (en-bloc)	RM46,800,000 (Ringgit Malaysia Forty Six Million and Eight Hundred Thousand Only).
			Twenty two (22) parcels of detached house plots (en-bloc)	RM8,400,000 (Ringgit Malaysia Eight Million and Four Hundred Thousand Only).
10	Seremban	Bandar Ainsdale, Seremban, Negeri Sembilan Darul Khusus	An on-going residential development (under construction), twenty two (22) parcels of development land, and twenty three (23) units of double storey terraced houses	RM270,710,000 (Ringgit Malaysia Two Hundred Seventy Million and Seven Hundred Ten Thousand Only).

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Suleiman Sdn. Bhd. (78217-X)

Report No.	Location	Identification/Address	Description	Market Value
11	Port Dickson	Taman Sengkang, Port Dickson, Negeri Sembilan Darul Khusus	Ninety six (96) parcels of low cost terraced house plots, one hundred sixty one (161) parcels of medium cost terraced house plots and five (5) parcels of terraced shop plots	RM2,800,000 (Ringgit Malaysia Two Million and Eight Hundred Thousand Only).
12		Ladang Sua Betong Port Dickson, Negeri Sembilan Darul Khusus	Twenty three (23) parcels of agriculture lands with development potential and seven (7) parcels of residential development land	RM116,000,000 (Ringgit Malaysia One Hundred Sixteen Million Only).
13	Pagoh	Bandar Universiti Pagoh, Pagoh, Johor Darul Takzim.	Sixteen (16) parcels of lands designated for various development uses and a parcel of agriculture land	RM681,000,000 (Ringgit Malaysia Six Hundred Eighty One Million Only).
14	Georgetown	Staff Holiday Bungalow, Georgetown, Pulau Pinang	A parcel of residential development land	RM37,000,000 (Ringgit Malaysia Thirty Seven Million Only).
15	Gurun	Harvard Suasana Resort, Gurun, Kedah Darul Aman	Twenty (20) parcels of development lands within Jerai Estate and two hundred and eighty six (286) parcels of semi-detached house plots, three hundred and fourteen (314) parcels of detached house plots, eight (8) parcels of development land and four (4) parcels of land designated for TNB use within Harvard Suasana Resort.	RM193,000,000 (Ringgit Malaysia One Hundred and Ninety Three Million Only).
16		Harvard Suasana Golf Course & Hotel, Gurun, Kedah Darul Aman	An 18-hole golf course together with a clubhouse and an 82-room hotel	RM46,000,000 (Ringgit Malaysia Forty Six Million Only).
17	Kulim	Ladang Bukit Selarong, Kulim, Kedah Darul Aman	A parcel of industrial development land	RM65,000,000 (Ringgit Malaysia Sixty Five Million Only).
18		Victoria Estate, Kulim, Kedah Darul Aman	A parcel of development land	RM12,700,000 (Ringgit Malaysia Twelve Million and Seven Hundred Thousand Only).
19		Taman Sungai Dingin, Kulim, Kedah Darul Aman	Twelve (12) parcels of vacant terraced shop/house plots and one hundred and nineteen (119) parcels of vacant terraced house plots	RM500,000 (Ringgit Malaysia Five Hundred Thousand Only).
20	Kunak	Mostyn Estate, Kunak, Sabah	A parcel of agriculture land zoned for residential use	RM3,000,000 (Ringgit Malaysia Three Million Only).
21		Mostyn Estate, Kunak, Sabah	Seven (7) adjoining parcels of agriculture lands zoned for residential use and two (2) parcels of lands designated for road reserve use	RM6,000,000 (Ringgit Malaysia Six Million Only).

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulaiman Sdn. Bhd. (78217-X)

Report No.	Location	Identification/Address	Description	Market Value
22	Pudu	Shaw Parade, Pudu, Kuala Lumpur	A 7-storey retail cum car park podium together with one basement level known as Shaw Parade and a 12-storey hotel block comprising 213 rooms known as Mercure Kuala Lumpur Shaw Parade.	RM119,000,000 (Ringgit Malaysia One Hundred Nineteen Million Only).
23	Klang	Shaw Centrepoint, Klang, Selangor Darul Ehsan	A shopping mall known as Shaw Centrepoint.	RM100,000,000 (Ringgit Malaysia One Hundred Million Only).

The details of the subject properties as extracted from the respective Reports and Valuations bearing Reference Nos. V/PC-(P)/001(A-Z)/17/SC are appended as Schedule 'I' (Individual Valuation Certificate).

We would also like to confirm that there are no further pertinent factors which may affect the values of the subject properties and the contents of this Valuation Certificate are in compliance with the Asset Valuation Guidelines issued by the Securities Commission Malaysia.

Yours faithfully
For and on behalf of
JONES LANG WOOTTON

RADHAKRISHNAN
REGISTERED VALUER, V-564
EXECUTIVE DIRECTOR

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sivalman Sdn. Bhd. (78217-X)

REPORT NO. 1 – GLENGOWRIE

A. PROPERTY DETAILS

1.	Identification/Address:	Located along Jalan Kampung Sesapan Batu Rembau, Beranang, Selangor Darul Ehsan.
2.	Type:	A parcel of unconverted development land zoned for residential use.
3.	Lot and Title No.:	Lot 938, Mukim of Beranang, District of Ulu Langat, Selangor Darul Ehsan held under Title No. GRN:48740.
4.	Tenure:	Interest in perpetuity.
5.	Net Land Area:	216,677 square feet (4,974 acres) (after deducting the area affected by the metalled road).
6.	Category of Land Use:	Nil.
7.	Registered Proprietor:	The Glengowrie Rubber Company Limited.
8.	Location:	The subject property is located in Beranang, Selangor and within Kampung Sesapan Batu Rembau. It is sited off the right side of Jalan Seremban, the main trunk road linking Seremban, Beranang and Mainan towns. The subject property is located about 47 kilometres and 8 kilometres to the south-east of Kuala Lumpur city centre and Seremban town respectively. Beranang town is located about 2.5 kilometres due south-west whilst Kajang town is located approximately 18 kilometres due north-west of the subject property.
9.	Planning Details:	Zoned for residential use.

B. VALUATION

1. VALUATION METHODOLOGY

We have adopted only the Comparison Approach in arriving at the Market Value as there are adequate sale comparables which can be relied upon. Furthermore, no planning approval has been obtained in respect of the subject property.

2. COMPARISON APPROACH

Description	Comparable 1	Comparable 2	Comparable 3
Type	A parcel of unconverted development land, zoned for agricultural use	A parcel of unconverted development land, zoned for agriculture use	Four (4) contiguous parcels of unconverted development land, zoned for residential use
Location	Lot 5046, located along Jalan Tarup 1, Kampung Tarun, Langgeng	Lot 3223, located within Kampung Tarun, Langgeng	Lots 1402 (of 415), adjoining Tanas Medang, Mantin
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land Area	7,069 acres / 307,644 square feet	6,6623 acres / 290,218 square feet	11,324 acres / 493,273 square feet
Consideration	RM5,680,000	RM5,000,000	RM7,800,000
Date of Transaction	13th August 2015	7th December 2016	8th August 2016
Vendor	Hiew Yen Suan + 1	Sinbygan Enterprise Sdn Bhd	Leo Chong Fat + 1
Purchaser	Baidunas Sdn Bhd	Tai Tung Holdings Sdn Bhd	KEB Resources Sdn Bhd
Source of Information	JPPH	JPPH	JPPH
Analysis	RM18,446 psf	RM17,233 psf	RM15,811 psf
Factors Considered for Adjustment		Zoning, location, size, terrain and shape.	
Adjusted Value	RM16,25 psf	RM15,16 psf	RM14,23 psf
	We have relied on Sale Comparable 2 as it is similar in land size and is a more recent transaction in the locality.		
	The Market Value as per the Comparison Approach is RM3,200,000 (RM14,77 psf).		

C. OPINION OF VALUE

Accordingly, our opinion of the Market Value of the subject property as at 30th June 2017, with vacant possession and subject to the title being free of all encumbrances, good, marketable and registrable is RM3,200,000 (Ringgit Malaysia Three Million Two Hundred Thousand Only)

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulliman Sdn. Bhd. (78217-X)

REPORT NO. 2 – NEW LUNDERSTON
A. PROPERTY DETAILS

1.	Identification/Address:	Lot 5049, located along Jalan Pusara, Banting, Selangor Darul Ehsan.
2.	Type:	A parcel of agriculture land with development potential.
3.	Lot and Title Nos.:	Lot 5049, Mukim of Bandar, District of Kuala Langat, Selangor Darul Ehsan held under Title No. ORN 252112.
4.	Tenure:	Interest in perpetuity.
5.	Land Area:	12,959,100 square feet (297.5 acres).
6.	Category of Land Use:	Nil.
7.	Registered Proprietor:	Golden Hope Plantations (Pernisular) Sdn. Bhd.
8.	Beneficial Owner:	Sime Darby Builders Sdn Bhd.
9.	Location:	The subject property (which is currently an oil palm plantation known as New Lunderston Estate) is located in Banting and within a locality known as Kampung Sawah which is about 4.5 kilometres from Teluk Panglima Garang town. It is located off the left side of Jalan Klang-Banting, travelling from Klang town centre towards Banting town. Klang and Banting town centres are located approximately 28 and 18 kilometres due north and south-east of the subject property respectively. The town of Jenjarom is located about 10 kilometres due north-east of the subject property whilst Port Klang, is situated approximately 25 kilometres due north-west.
10.	Planning Details:	Zoned for agriculture use.
11.	Remarks:	Vide a company announcement dated 29th June 2017 posted on Bursa Malaysia Securities Berhad's website, we noted that Sime Darby Builders Sdn Bhd (the Vendor) had entered into a Sale and Purchase Agreement (SPA) on 29th June 2017 with PNB Development Sdn Berhad (the Purchaser) to sell the subject property at a consideration of RM85,533,000.00. The transaction is expected to be completed by 31st December 2017. The sale is on an 'as is' basis subject to the following:- (i) a Hindu shrine, which the Vendor shall use its best endeavors to remove the same by 31st December 2018; and (ii) a Tenancy Agreement between Sime Darby Plantation Sdn Bhd and Sime Darby Builders Sdn. Bhd. dated 1st July 2014 which will expire on 30th June 2017.

B. VALUATION

1. VALUATION METHODOLOGY

We have adopted only the Comparison Approach in arriving at the Market Value as there are adequate sale comparables which can be relied upon. Furthermore, there are no development plans in place besides the land being zoned for agriculture use as at the date of our enquiries conducted at the Planning Department.

2. COMPARISON APPROACH

Description Type	Comparable 1	Comparable 2	Comparable 3
Location	Lot 32889, located off Jalan BSE 4/8 and north of Bandar Seri Ehsan	Lot 6612, located within Ladang, Tumbuk Tanjung Segar	Lot 3910, located along Jalan Besar/KMS, Sepang
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land Area	156.66 acres / 6,824,110 square feet	127.38 acres / 5,548,673 square feet	1,677.59 acres / 73,075,810 square feet
Consideration	RM356,000,000	RM40,761,600	RM474,992,765
Date of Transaction	2nd November 2015	30th September 2015	16th October 2015
Vendor	LDH Trading Sdn Bhd	Ya Ichi Palm Oil Plantation Sdn Bhd.	Vinage Heights Sdn Bhd, an associated company of Gaoceoland (Malaysia) Berhad.
Purchaser	KLC Agro Sdn Bhd	Ikatan Kilat Sdn Bhd.	Purajaya Properties Sdn Bhd.
Source of Information	JPPH	JPPH	BURSA
Analysis	RM5.35 psf	RM7.95 psf	RM6.50 psf
Factors Considered for Adjustment		Location, size and zoning	
Adjusted Value	RM6.00 psf	RM5.90 psf	RM5.80 psf

We have relied on Sale Comparable 1 as it is a more recent transaction in the locality as well as being closest in terms of land area (size).

The Market Value as per the Comparison Approach is RM78,000,000 (RM6.02 psf).

C. OPINION OF VALUE

Accordingly, our opinion of the Market Value of the subject property as at 30th June 2017, with vacant possession and subject to the title being free of all encumbrances, good, marketable and registrable is RM78,000,000 (Ringgit Malaysia Seventy Eight Million Only).

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulaiman Sdn. Bhd. (78217-X)

REPORT NO. 3 - PLANTERS' HAVEN

A. PROPERTY DETAILS

1.	Type/Identification/ Address:	<p>Sixty (60) parcels of vacant homestead plots (en-bloc)</p> <p>Six (6) parcels of homestead plots, each accommodating an individually designed detached house (en-bloc)</p> <p>all within Planters' Haven, Nilai, Negeri Sembilan Darul Khusus.</p>	<p>Lot 31302 and 59 others</p> <p>No. 8, Persiaran Alamanda</p> <p>No. 37, Persiaran Alamanda</p> <p>No. 1, Persiaran Begonia</p> <p>No. 6, Persiaran Begonia</p> <p>No. 15, Persiaran Begonia</p> <p>No. 20, Persiaran Begonia</p>								
2.	Lot and Title Nos.:	<p>Sixty (60) parcels of vacant homestead plots (en-bloc)</p> <p>Six (6) parcels of homestead plots, each accommodating an individually designed detached house (en-bloc)</p>	<p>Lot No.</p> <p>Lot 31302 and 59 others</p> <p>GRN 185391 and 59 others</p> <p>Lot PT 13118 and 5 others</p> <p>HSD 109293 and 5 others</p>								
4.	Tenure:	<p>Darul Khusus.</p> <p>Interest in perpetuity in respect of all titles.</p>									
5.	Title Land Area:	<p>Sixty (60) parcels of vacant homestead plots (en-bloc)</p> <p>Six (6) parcels of homestead plots, each accommodating an individually designed detached house (en-bloc)</p>	<table border="1"> <thead> <tr> <th colspan="2">Title Land Area</th> </tr> <tr> <th>Range</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>0.94 to 5.66 acres / 43,107 to 246,493 square feet</td> <td>74.07 acres / 3,226,705 square feet.</td> </tr> <tr> <td>0.99 to 1.24 acres / 43,072 to 67,124 square feet</td> <td>7.06 acres / 307,698 square feet.</td> </tr> </tbody> </table>	Title Land Area		Range	Total	0.94 to 5.66 acres / 43,107 to 246,493 square feet	74.07 acres / 3,226,705 square feet.	0.99 to 1.24 acres / 43,072 to 67,124 square feet	7.06 acres / 307,698 square feet.
Title Land Area											
Range	Total										
0.94 to 5.66 acres / 43,107 to 246,493 square feet	74.07 acres / 3,226,705 square feet.										
0.99 to 1.24 acres / 43,072 to 67,124 square feet	7.06 acres / 307,698 square feet.										
6.	Category of Land Use:	<p><i>Pertanian</i> in respect of all titles.</p>									
7.	Registered Proprietors:	<p>In respect of Lots 31302, 33100, 33101 and 33102.</p> <p>Sime Darby Property (Nilai) Sdn Bhd</p> <p>In respect of all the remaining lots:</p> <p>Sime Darby Land Sdn Bhd</p>									
8.	Location:	<p>Planters' Haven (also known as Desa Hijau Impian) within which the subject properties are located, is a 270 acre gated and gated homestead development, comprising 158 homestead plots together with a clubhouse facilities. It is located in Nilai, Negeri Sembilan Darul Khusus and off Jalan Labu. Planters' Haven is generally located about 20 kilometres due north of Seremban town centre and about 2.5 kilometres due south of Pekan Nilai.</p>									

9. Floor Area (for detached houses):

Type	Range of Floor Area (Square Feet)	
	Main Floor Area	Auxiliary Floor Area
Six (6) parcels of homestead plots, each accommodating an individually designed detached house (en-bloc)	1,742 to 4,162	843 to 1,473

10. Occupancy Status: All the detached houses were vacant.

11. Planning Details: Agricultural.

12. Certificate of Fitness for Occupation (CFO) (for the detached houses):

Property	Date of Issuance
No. 8, Persiaran Alamanda	7th May 2009
No. 37, Persiaran Alamanda	23rd May 2010.
No. 1, Persiaran Begonia	23rd May 2010.
No. 15, Persiaran Begonia	7th May 2009
No. 20, Persiaran Begonia	29th May 2010

A copy of the CFO was not made available to us. However, as per our enquiries with the Building Department of Nilai Municipal Council, as well as SDFB that the CFO has been issued.

B. VALUATION

a) Vacant Homestead Plots

1. VALUATION METHODOLOGY

In arriving at the Market Value, we have adopted the Comparison Approach as there are adequate comparables which can be relied upon in arriving at the market value of the subject property.

2. COMPARISON APPROACH

BASE LOT:

LOT 30561 (LAND AREA: 44,867 SQUARE FEET)

Description	Comparable 1	Comparable 2	Comparable 3
Type	A parcel of vacant homestead plot	A parcel of vacant homestead plot	A parcel of vacant homestead plot
Location	Lot 30515, located within Planters' Haven	Lot 30572, located within Planters' Haven	Lot 30612, located within Planters' Haven
Land Area	65,555 square feet	54,360 square feet	47,363 square feet
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Date of Transaction	8th December 2013	26th June 2015	23rd March 2015
Vendor	Yap Ah Fatt	Sime Darby Property (Nilai) Sdn Bhd	Sime Darby Property (Nilai) Sdn Bhd
Purchaser	Chow Sek Chuen	Lui Pak Leong & Others	Muslim @ Rizal Bin Ahmad
Source of Information	JPPH	JPPH	JPPH
Consideration	RM1,375,794	RM1,414,426	RM1,020,860
Analysis	RM20.99 psf	RM26.02 psf	RM21.55 psf
Factors for Adjustment	Size and terrain.		
Adjusted Value	RM24.00 psf	RM26.00 psf	RM24.00 psf

9. VALUATION CERTIFICATES (Cont'd)



Jones Lang Wootton

Proprietor: Singham Sulliman Sdn. Bhd. (78217-X)

We have relied on Sale Comparable 3 in arriving at our base value as it has similar characteristic in terms of size with the base lot. Further adjustments are made for the differences (size, shape, terrain and the micro location) between the base lot and the other homestead plots.

The total Market Value of all the units is then adjusted to an en-bloc discount (components of the en-bloc discount include marketing fees, holding cost and developer's profit).

The Market Value for sixty (60) parcels of vacant homestead plots (en-bloc) as per the Comparison Approach is RM480,000,000 (RM12.40 psf).

b) Homestead Plots Accommodating An Individually Designed Detached House

1. VALUATION METHODOLOGY
 In arriving at the Market Value, we have adopted the Cost Approach, which is defined as the aggregate amount of the value of the land component and the gross replacement cost of the buildings and other site improvements, allowing for depreciation.

2. COST APPROACH

I) LAND COMPONENT - COMPARISON APPROACH

The land values are arrived by using Lot 30561 as the base lot, which is at RM24.00 per square foot. We have made adjustments for the difference (size, shape, terrain and micro location) between the base lot and the other six (6) homestead plots.

II) BUILDING COMPONENT

Structure / Improvement	Replacement Cost New	Depreciation Rate
Site Improvement	RM10.00 psf	-
Building		
Main Floor Area	RM250.00 to RM300.00 psf	2% per annum
Ancillary Floor Area	RM80.00 psf	2% per annum

In arriving at the building construction cost, we have based on Replacement Cost New for similar type of structure and improvement of the internal finishes based on our check with contractors and quantity surveyors which is in line with the market. RM300.00 psf is adopted for the houses with full floor finishes and RM250.00 psf for the houses with bare finishes.

Age of the buildings is between 7 to 8 years.

The total Market Value of the six (6) parcels of homestead plot, each accommodating an individually designed detached house, are then adjusted for an en-bloc discount, to reflect the time frame required to dispose all the 6 units as well as marketing expenses and developer's return/profit.

The Market Value for six (6) parcels of homestead plots (en-bloc), each accommodating an individually designed detached house (en-bloc) as per the Cost Approach is RM49,000,000.

C. OPINION OF VALUES

Accordingly, our opinion of the Market Value of the subject properties as at 30th June 2017, with vacant possession, with certificates of fitness for occupation issued and subject to the titles being free of all encumbrances, good, marketable and registrable are as follows:

No.	Type	Market Value
1.	Sixty (60) parcels of vacant homestead plots (en-bloc)	RM40,000,000 (Ringgit Malaysia Forty Million Only)
2.	Six (6) parcels of homestead plots, each accommodating an individually designed detached house (en-bloc)	RM9,000,000 (Ringgit Malaysia Nine Million Only)

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Shigam Sultiman Sdn. Bhd. (78217-X)

REPORT NO. 4 - PLANTERS' HAVEN WEST (AMAYA)

A. PROPERTY DETAILS

1. Identification/Address: Lot 30465 and 10 others located along Jalan Labu, Nilai, Negeri Sembilan Darul Khusus (a proposed development which is to be known as Planters' Haven 2 (Amaya)).
2. Type: Eleven (11) parcels of development land approved for residential development.
3. Lot and Title Nos.: Lot 30465 and 10 others, all within Pekan Nilai, District of Seremban, Negeri Sembilan, Darul Khusus held under Title No. GRM 185402 and 10 others.
4. Tenure: Interest in perpetuity in respect of all titles.
5. Land Area: 4,151,442 square feet (95,304 acres).
6. Category of Land Use: Agriculture, in respect of all titles except for Lot 31305 is "Perumahan/Residential".
7. Registered Proprietor: Sime Darby Property (Nilai) Sdn Bhd, in respect of all titles.
8. Location: The subject property is located in Nilai, along Jalan Labu (form the Seremban - Labu - Nilai trunk road), Negeri Sembilan Darul Khusus. The subject property is generally located about 20 kilometres due north-west of Seremban town centre and about 3 kilometres due south of Pekan Nilai whilst Putra Nilai (formerly known as Bandar Baru Nilai) is located about 6.5 kilometres due north of the subject property.

9. Planning Details:

In accordance to an approved layout plan prepared by Ahyat & Associates Urban & Regional Planner and Planning Permission (Kebanan Merancang) letter issued by the Nilai Municipal Council, both dated 30th May 2017, the subject property together with the State Land measuring about 5.39 hectares (13.31 acres) have been approved for development of detached houses under the concept of guarded neighbourhood and terraced shopoffices. We were informed that only a small portion measuring about 0.40 hectare (0.97 acre) of the abovementioned State Land will be designated for residential, commercial and industry use and to be registered under the name of Sime Darby Property (Nilai) Sdn Bhd. The remaining which is a major portion measuring about 4.99 hectares (12.34 acres) is designated for public purposes i.e. retention pond, kindergarten, 'surau', buffer zone, open space, drainage reserve and road reserve and which will be allocated to Sime Darby Property (Nilai) Sdn Bhd and later surrendered to the State Authority. As such, SDPB had written to the Seremban District Land Office to only consider the imposition of land premium for the alienation of the State Land measuring 0.40 hectare (0.97 acre) as the remaining State Land will be for public purposes. However, we have been advised by SPDE that the abovementioned land office has yet to respond to this above application.

B. VALUATION

1. VALUATION METHODOLOGY

In arriving at the Market Value, we have used the Comparison and Income Approaches.

2. COMPARISON APPROACH

Description	Comparable 1 Twenty seven (27) parcels of unconverted development land zoned for residential use	Comparable 2 A parcel of unconverted development land zoned for residential use	Comparable 3 A parcel of converted development land zoned for commercial use
Location	Lots 8931 and 26 others located adjacent Taman Temenggung Jaya, Seremban	Lot 23311, located off Jalan Nilai-Pajam-Salak, Nilai	Lot 23191, located within Putra Nilai, Nilai
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land Area	33.00 acres / 1,524,600 square feet	64.03 acres / 2,789,247 square feet	20.066 acres / 874,061 square feet
Consideration	RM29,999,998	RM55,697,400	RM33,186,364
Date of Transaction	28th July 2015	9th May 2014	27th June 2014
Vendor	Sunshine Success Sdn Bhd	Sime Darby Property (Nilai) Sdn Bhd	N S Township Development Sdn Bhd
Purchaser	Eag Han Property Sdn Bhd	Botanic Acres Development Sdn Bhd	GID Heights Sdn Bhd
Source of Information	JPPH	JPPH	JPPH
Analysis	RM19.68 psf	RM19.97 psf	RM37.97 psf
Adjustment	Time (market condition), conversion premium, location, size, terrain and development approval.		
Factors Considered	RM18.00 psf	RM17.00 psf	RM20.00 psf
Adjusted Rate			

We have relied on Sale Comparable 2 as it has obtained layout plan approval and it is closer in terms of land size with the subject property.

The Market Value as per the Comparison Approach is RM70,000,000 (RM16.86 psf).

3. RESIDUAL METHOD OF INCOME APPROACH

Parameters	Phase 1	Phase 2
Gross Development Value (GDV) ⁽¹⁾	RM167,445,280	RM157,116,720
Gross Development Cost (GDC) ⁽²⁾	RM127,733,905	RM116,449,527
Developer's Profit	12% of Gross Development Value	
Development Period ⁽³⁾	3.5 years	3.0 years
Present Value Factor	6.5%	
No. of Phases ⁽⁴⁾	2	

Note 1: The GDV are derived based on the following:-

Component (Size)	No. of Units	Justification
2-storey detached house (4,000 to 8,000 square feet)	296	Based on transactions of similar properties within Bandar Enstek (4,543 to 6,620 square feet), of which the prices transacted in 2015 and 2016 were between RM784,392 and RM1,200,000 per unit.
2-storey terraced shop/offices (1,540 square feet)	8	Based on transactions of similar properties within Nilai Square and Taman Desa Cempaka (1,647 to 1,787 square feet), of which the prices transacted in 2016 were between RM600,000 and RM760,000 per unit.

Further consideration has been given for the Burmiputra allocation and discount in arriving at the GDV.

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Shigham Sulaiman Sdn. Bhd. (78217-X)

3. RESIDUAL METHOD OF INCOME APPROACH (CONT)
 Note 2: Salient items of the GDC are as follow:

Item	Rate Adopted
Construction cost*	RM190 psf for detached house RM100 psf for terraced shopoffice

*The construction cost is based on our check with contractors and quantity surveyors which is in line with the market.

Note 3: We have taken into consideration the time frame to obtain building plan approvals, construction period up to issuance of Certificate of Completion and Compliance as well as marketing period.

The Market Value as per the Residual Method of Income Approach is RM58,900,000 (RM14.19 psf).

C. RECONCILIATION OF VALUES

Valuation Methodology	Market Value
Comparison Approach	RM70,000,000
Residual Method of Income Approach	RM58,900,000

We are of opinion that Comparison Approach is the most appropriate method of valuation as there are adequate sale comparable closer to the subject property which can be relied upon. The Residual Method of Income Approach is based on the proposed residential and commercial development contained in the approved layout plan, totalling 304 units i.e. at a density of 3.06 units per acre. As per the approved layout plan, the developable / saleable areas forms 42% of the total title land area, with the remaining 58% reserved for infrastructure, open space and public amenities. A prudent development will have a development efficiency of about 50% to 55%, with the remaining areas for infrastructure, open space and public amenities.

We have therefore, did not rely on the Residual Method of the Income Approach as the approved layout plan does not reflect the most effective utilisation of the land from a commercially viable development perspective.

D. OPINION OF VALUE

Accordingly, our opinion of Market Value of the subject property as at 30th June 2017, with vacant possession and subject to the titles being free of all encumbrances, good, marketable and registrable is RM70,000,000 (Ringgit Malaysia Seventy Million Only).

REPORT NO. 5 - HAMILTON

A. PROPERTY DETAILS

1. Identification/Address:	Lot 2832 and 6 others, located within Labu, Seremban, Negeri Sembilan Darul Khusus.
2. Type:	Seven (7) contiguous parcels of agriculture land with development potential.
3. Lot and Title Nos.:	Lots 2832, 1515 and 2601, Mukim of Senal and Lots 1635, 856, 32742 and 38434, Mukim of Labu, all within District of Seremban, Negeri Sembilan Darul Khusus held under Title Nos: Geran 247720, GM 2549, Geran 110410 to Geran 110412, Geran 275527 and Geran 187288 respectively.
4. Tenure:	Interest in perpetuity in respect of all titles.
5. Net Land Area:	40,691,374 square feet (934,143 acres) (after considering the area gazetted for compulsory acquisition and the area affected by the TNB transmission line).
6. Category of Land Use:	In respect of Lots 1515 and 38434: <i>Pertanian</i> . In respect of Lots 2832, 2601, 1635, 856 and 32742: Nil.
7. Registered Proprietors:	In respect of Lots 2832, 32742 and 38434: Sime Darby Property (Nilai) Sdn Bhd. In respect of Lots 1515, 2601, 1635 and 856: Sime Darby Land Sdn Bhd.
8. Location:	The subject property, also identified as Hamilton Division of New Labu Estate, is situated within a locality known as Labu. It is sited off the left side of Jalan Labu, travelling from Putra Nilai (formerly known as Bandar Baru Nilai) towards Pekan Labu/ Seremban town. Pekan Nilai and Pekan Labu are located about 6 kilometres due west and 6 kilometres due south of the subject property respectively. Seremban town is located about 22 kilometres due south-east of the subject property whilst Putra Nilai, is located about 10 kilometres to the north-west.
9. Planning Details:	Zoned for agriculture use with the exception of Lot 38434, which is zoned for industrial use. Further enquiries revealed that favourable consideration will be given for mixed residential and industrial use, subject to a formal application being submitted to the authorities for consideration.

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulaiman Soh, Bhd. (78217-X)

REPORT NO. 6 - NILAI IMPIAN AND NILAI UTAMA

A. PROPERTY DETAILS

1. Type/Identification/Address:	Type (2)	Phase / Project Name		
	Two on-going residential developments	NU 5C / Kiarat Court (Apartments) NU 6B2 / Laman Azalea 2 (double storey terraced house)		
	Twenty five (25) parcels of development lands	NI 2E(1), NI 2E(2), NI 3D & 3E, NI 6B, NI 2E(2), NI 8, NI 9, NI 10, NI 10, NI 1A(3), NI 4A, NI 7B, NI 3A(3), NI 3A(6), NI 4C, NI 4B, NI 4A, NI 3A and Terminal Land		
	Two (2) units of double storey terraced houses and two (2) units of three bedroom apartments all within Nilai Impian and Nilai Utama, both situated within Nilai, Negeri Sembilan Darul Khusus.	NI 1D & NU 6B1 / Delima & Laman Azalea 1 (double storey terraced house) NI 5B2 / D'Camellia Court (Apartment)		
2. Specific Term of Reference:	We were specifically instructed by SDPB to value Phase NU 5C and Phase NU 6B2 based on the status of sales and development/construction as at 30th June 2017. Accordingly, the date of valuation for these properties are based on the above-mentioned cut-off date for development works i.e. 30th June 2017 and we have therefore reflected in our valuation all progress payment billings to purchasers in respect of the units sold (if any) and all progress invoices submitted by the contractors, which have been certified by the appointed consultants for the project in respect of work completed up to 30th June 2017.			
3. Lot and Title Nos.:	Type	Lot No.	Title No.	
	Two (2) on-going residential developments	15974 and PT 2545 to PT 2722	GRN 208823 and HSD 2200051 to HSD 2202338	
	Twenty five (25) parcels of development lands	PT 2335 and 443 others	HSD 217139 and 443 others	
	Two (2) units of double storey terraced houses and two (2) units of three bedroom apartments	PT 2145, PT 2435 and 15973	HSD 216949, HSD 219931 and GRN 206073	
	all within Bandar Nilai Utama/Mukim of Serai, District of Seremban, Negeri Sembilan Darul Khusus.			
4. Land Area:	Type	Phase	Land Area Acres	Square Feet
	Twenty five (25) parcels of development lands	NI 2E(1) and 8 others (Residential) NU 7 and 15 others (Commercial)	NU 5C, NU 6B2, NI 1D & NI 6B1, NI 5B2	99,485 4,335,479
	Two (2) on-going residential developments	NU 5C	6.509	283,521
	Two (2) units of double storey terraced houses and two (2) units of three bedroom apartments	NI 1D & NI 6B1	5.796	252,474
		NI 1D & NI 6B1	0.034	1,485
		NI 5B2	0.078	3,401
		NI 5B2	Not	Not
		Applicable	Applicable	Applicable

B. VALUATION

1. VALUATION METHODOLOGY	Comparable 1	Comparable 2	Comparable 3
We have adopted only the Comparison Approach in arriving at the Market Value as there are adequate sale comparables which can be relied upon. Furthermore, no planning approval has been obtained in respect of the subject property. The only other approach which can be adopted is the Residual Method under the Income Approach which will be very subjective as the configuration of the development components will be arbitrary due to the extensive land area of the subject property.	Two (2) parcels of development land, zoned for residential use	A parcel of development land, zoned for residential use	Twelve (12) parcels of development land, zoned for residential use
Location	Lots 41 and 1807, located along Jalan Kesuma 8, Bandar Tasik Kesuma, Semenyih, Selangor Darul Ehsan	Lot 3910, located along Jalan Banting - Port Dickson, Sepang, Selangor Darul Ehsan	Lot 1135 and 11 others, located along Jalan Broga, Semenyih, Selangor Darul Ehsan
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Land Area	781.374 acres / 34,036,651 square feet (net land area)	1,677.590 acres / 73,075,820 square feet	492.657 acres / 21,460,139 square feet
Consideration	RM428,800,000	RM474,992,765	RM225,331,550
Date of Transaction	5th October 2016	16th October 2015	20th November 2014
Vendor	Glenowrie Rubber Company Sdn Bhd	Vintage Heights Sdn Bhd, an associated company of Gueopoland (Malaysia) Berhad	Unitas (Far East) Sdn Bhd
Purchaser	Pealing Garden Sdn Bhd	Punjaya Properties Sdn Bhd	Majestic Blossom Sdn Bhd
Source of Information	BURSA	BURSA	BURSA
Remarks	Purchase price was paid on a staggered basis		
Analysis	RM12.34 psf	RM6.50 psf	RM10.50 psf
Factors Considered for Adjustment	Time factor, zoning, location, accessibility/ infrastructure, size and terrain.		
Adjusted Value	RM7.00 psf	RM6.60 psf	RM6.10 psf
We have relied on Sale Comparable 1 due to its similar in land size and is the latest transaction.			
The Market Value as per the Comparison Approach is RM285,000,000 (RM7.00 psf).			

C. OPINION OF VALUE

Accordingly, our opinion of the Market Value of the subject property as at 30th June 2017, with vacant possession and subject to the titles being free of all encumbrances (including the private caveats in respect of the title of Lots 2832, 2601, 1635 and 32742), good, marketable and registrable is RM285,000,000 (Ringgit Malaysia Two Hundred Eighty Five Million Only).

9. VALUATION CERTIFICATES (Cont'd)



Jones Lang Wootton

Proprietor: Singham Sulliman Sdn. Bhd. (78217-X)

5. Tenure:	Interest in perpetuity.
6. Category of Land Use:	Bangunan and <i>Pertanian</i> .
7. Registered Proprietor:	The London Asiatic Rubber and Produce Company, Limited. As advised by SDPB, the beneficial owner of all the titles are Sime Darby Properties Realty Sdn Bhd and Sime Darby Nilai Utama which are a wholly owned subsidiary of SDPPB.
8. Location:	Nilai Impian/Nilai Utama is sited off the left side of the North-South Expressway (PLUS), travelling from Kuala Lumpur city towards Seremban town and adjoins another township development known as Nilai Impian 2. It is located about 2 kilometres to the north-east of the Nilai Interchange of PLUS. Seremban town and Nilai town are located about 26 kilometres due south-east and 7 kilometres due south of Nilai Impian/Nilai Utama.
9. Planning Details:	As per the Master Layout Plan extracted from the developer's brochure as well as per a master concept plan approved by <i>Arahan/Keputusan Pucak Seremban</i> (OSC) on 9th January 2014, the proposed township of "Nilai Impian/Nilai Utama" within which the subject properties are sited is a mixed development which consists of residential and commercial components.

B. SALE PROCEEDS, PROGRESS PAYMENTS BILLED AND WORK IN PROGRESS IN RESPECT OF ON-GOING DEVELOPMENT

Details of the development component are as follows:-

Phase	Type / Phase	Standard Lot Size	Developer's Selling Price	No. of Unit Sold	No. of Unit Unsold	Total Sales Revenue Received	Total Progress Payment Billed
NU SC	Three bedroom apartments (Kiara Court)	929 sq'	From RM305,888 to RM327,888	197	43	RM62,251,047	RM45,956,068
NU 682	Double storey terraced house (Laman Azales 2)	22' x 74'	From RM595,888	162	16	RM107,145,836	RM79,037,660
	Total			418	59	RM169,396,903	RM124,113,727

The total contract sums for the development and the total amount certified in respect of work done by the contractor and consultants as at 30th June 2017 are as follows:-

Contract sum	Phase	Amount
Total certified sum	Phase NU SC	RM42,942,257
Date launched	RM35,783,456	RM64,359,921
Construction progress	2nd half of 2015	RM56,229,291
Expected date of completion	84%	1st half of 2015
		88%

C. VALUATION

a) On-Going Development

1. VALUATION METHODOLOGY

In arriving at the Market Value of the subject property in respect of the on-going development, we have only adopted the Residual Method of Income Approach as it is the most appropriate method of valuation which takes into account the benefit of development approval, the amounts billed for sold units, unsold units, the total contract sum, costs for completed works and other development status.

2. RESIDUAL METHOD OF INCOME APPROACH

Summary of Parameters	Phase NU SC (Kiara Court)		Phase NU 682 (Laman Azales 2)	
	Phase 1	Phase 2	Phase 1	Phase 2
Gross Development Value (GDV) ¹⁰	RM13,569,628	15,766,517	RM13,569,628	RM13,569,628
Gross Development Cost (GDC) ¹¹	RM11,818,598		RM13,397,614	
Developer's Profit	25% of balance construction costs and consultancy fees			
Development Period ¹²	1 year			
Present Value Factor	6.5%			
No. of Phases ⁹	1			

Note 1: The GDV are derived based on the following:-

Sold Units	Phase NU SC (Kiara Court)	Phase NU 682 (Laman Azales 2)
Total sale revenue received	RM62,251,047	RM107,145,836
Less progress payment billed	RM45,056,068	RM79,037,660
Balance payment unbilled	RM17,194,979	RM28,108,176

Component (Size)	No. of Unit	Justification
Apartment (929 square feet)	43	In arriving at the Gross Development Value (GDV) of the apartment unit, we have adopted the developer's net selling price of RM310,000 to RM315,000 which in our opinion is a fair representation of its value. We have also benchmarked against the developer's sale prices of the apartment within Phase NU SC.
Double storey terraced house (average 2,378 square feet)	16	In arriving at the Gross Development Value (GDV) of the terraced houses, we have adopted the developer's net selling price of RM640,000 in respect of the standard mid terraced house which in our opinion is a fair representation of its value. We have also benchmarked against the developer's sale prices of the terraced houses within Phase NU 682.

Note 2: We have made reference and adopted the awarded contract sums provided to us by SDPB which are assessed to be fair representation in line with market parameters. Having considered the contract sum and certified sum, the balance to be claimed are as follows:-

Item	Phase NU SC Amount	Phase NU 682 Amount
Balance to be claimed (construction works and consultancy fees)	RM7,158,801	RM8,130,631

Note 3: We have taken into consideration the construction period up to issuance of Certificate of Completion and Compliance and sale/marketing period of the units.

The Market Values for the on-going developments as per the Residual Method of Income Approach are:

No. of Phases	Market Value
1. Phase NU SC (Kiara Court)	RM16,000,000
2. Phase NU 682 (Laman Azales 2)	RM23,000,000

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulliman Sdn. Bhd. (78217-X)

B) Development Lands

1. VALUATION METHODOLOGY
In respect of development lands without planning approval, we have only adopted the Comparison Approach in arriving at the Market Value as there are adequate sale comparables in the locality which can be relied upon.

In respect of development land granted with planning permission, we have only adopted the Residual Method of Income Approach.

2. COMPARISON APPROACH

I) UNCONVERTED RESIDENTIAL DEVELOPMENT LAND

BASE LOT: LOT 15778/PHASE NI 2E(2) (NET LAND AREA: 9.617 ACRES)		Comparable 1		Comparable 2		Comparable 3	
Description	A parcel of development land, zoned for commercial use within Putra Nilai.	A parcel of unconverted development land, zoned for residential use.	Lot 1596, along Jalan Labu KM 8, nearby Baedera Ainsdale	Lot 703 (New Surveyed Lot 9021), fronts onto Jalan Tun Dr Ismail Ainsdale	Interest in perpetuity	Lot 703 (New Surveyed Lot 9021), fronts onto Jalan Tun Dr Ismail Ainsdale	Interest in perpetuity
Location	Lot 23591, located within Putra Nilai.	Lot 1596, along Jalan Labu KM 8, nearby Baedera Ainsdale	Lot 703 (New Surveyed Lot 9021), fronts onto Jalan Tun Dr Ismail Ainsdale	Lot 703 (New Surveyed Lot 9021), fronts onto Jalan Tun Dr Ismail Ainsdale	Interest in perpetuity	Lot 703 (New Surveyed Lot 9021), fronts onto Jalan Tun Dr Ismail Ainsdale	Interest in perpetuity
Tenure	Interest in perpetuity	2.031 acres / 874,061 square feet	3.256 acres / 141,832 square feet	3.256 acres / 141,832 square feet	Interest in perpetuity	3.256 acres / 141,832 square feet	Interest in perpetuity
Land Area	27/6 June 2014	RM2,447,170	RM4,964,478	RM4,964,478	RM2,447,170	RM4,964,478	RM2,447,170
Consideration	27/6 June 2014	15th January 2016	19th May 2015	19th May 2015	15th January 2016	19th May 2015	15th January 2016
Date of Transaction	N 3 Township Development Sdn Bhd	Pathana a/p Arunasalam	Glorio DMC Holdings Sdn Bhd	Glorio DMC Holdings Sdn Bhd	Pathana a/p Arunasalam	Glorio DMC Holdings Sdn Bhd	Pathana a/p Arunasalam
Vendor	GD Heights Sdn Bhd	Higlowres Sdn Bhd	Chan Kee Kai	Chan Kee Kai	GD Heights Sdn Bhd	Higlowres Sdn Bhd	Chan Kee Kai
Purchaser	JPPH	JPPH	JPPH	JPPH	JPPH	JPPH	JPPH
Source of Information	RM3797 psf	RM20.00 psf	RM35.09 psf	RM35.09 psf	RM3797 psf	RM35.09 psf	RM3797 psf
Analysis	Market/ time factor, conversion, location, shape, size, terrain and TNB transmission line.				Market/ time factor, conversion, location, shape, size, terrain and TNB transmission line.		Market/ time factor, conversion, location, shape, size, terrain and TNB transmission line.
Factors Considered for Adjustment							
Adjusted Value	RM26.00 psf	RM20.00 psf	RM18.00 psf	RM18.00 psf	RM26.00 psf	RM20.00 psf	RM18.00 psf
Adjusted Value							

We have adopted RM20 psf for Lot 15778/Phase NI 2E(2) as the base value for unconverted residential land. We have relied on Sale Comparable 2 in arriving at our base value as it is the latest transaction. Accordingly, the Market Value for Phase NI 2E(2) is RM5,900,000.

Further adjustments were made from the base value to arrive at the Market Values of:

Phase	Lot No.	Parcel No.	Land Area (acres)	General Adjustment Consideration	Adjusted Value	Parcel Value (after phasing)
NI 2E(2)	15778	E	9.617	Location, size, terrain, transmission line and holding cost (phasing).	RM14.08 psf	RM5,900,000
NI 8	15955	F	9.449		RM23.02 psf	RM10,300,000
NI 9	15953	G	26.934		RM17.39 psf	RM20,400,000

II) COMMERCIAL DEVELOPMENT LAND (ABOVE 10 ACRES)

BASE LOT:
LOTS PT 3272 TO 3274 (LAND AREA: 16.613 ACRES)

Comparable 1		Comparable 2		Comparable 3	
Description	A parcel of commercial land	A parcel of commercial land	A parcel of commercial land	A parcel of commercial land	A parcel of commercial land
Type	Part of PT 35197 & 35198, located within Bandar Ainsdale	Lot 15956, within Nilai Implan	Lot PT 3271 (Surveyed Lot 30113) and 4 others, all located within Nilai Implan	Lot PT 3271 (Surveyed Lot 30113) and 4 others, all located within Nilai Implan	Lot PT 3271 (Surveyed Lot 30113) and 4 others, all located within Nilai Implan
Location	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity
Tenure	15,000 acres / 633,400 square feet	14,160 acres / 616,809 square feet	20,218 acres / 880,696 square feet	20,218 acres / 880,696 square feet	20,218 acres / 880,696 square feet
Land Area	RM39,204,000	RM33,138,147	RM46,681,510	RM46,681,510	RM46,681,510
Consideration	7th September 2016	21st September 2016	23rd April 2016	23rd April 2016	23rd April 2016
Date of Transaction	Siame Darby Ainsdale Development Sdn. Bhd.	Siame Darby Properties Realty Sdn. Bhd	The London Asiatic Rubber and Produce Company Ltd and Siame Darby Property (Nilai) Sdn Bhd	The London Asiatic Rubber and Produce Company Ltd and Siame Darby Property (Nilai) Sdn Bhd	The London Asiatic Rubber and Produce Company Ltd and Siame Darby Property (Nilai) Sdn Bhd
Vendor	Top3 Development Sdn Bhd	FY Creative Development Sdn. Bhd	Alst Gemilang Sdn Bhd	Alst Gemilang Sdn Bhd	Alst Gemilang Sdn Bhd
Purchaser	SDPB	SDPB	JPPH	JPPH	JPPH
Source of Information	RM460.00 psf	RM37.00 psf	RM35.01 psf	RM35.01 psf	RM35.01 psf
Analysis	Land conversion, location, size and shape.				
Factors Considered for Adjustment					
Adjusted Value	RM35.00 psf	RM35.00 psf	RM37.00 psf	RM37.00 psf	RM37.00 psf
Adjusted Value					

We have adopted RM35.00 psf for Lot PT 3272 - PT 3274/Phase NI 10 as the base value for a parcel of unconverted commercial land of 15 acre to 30 acres. We have relied on Sale Comparable 1 in arriving at our base value as it is the latest transaction.

Further adjustments were made from the base value to arrive at the Market Values of the other lots:

Phase	Lot No.	Parcel No.	Land Area (Acres)	General Adjustment Consideration	Adjusted Value	Parcel Value (after phasing)
NI 10	PT 3273	I	10.343	Conversion premium, size, shape and phasing.	RM24.74 psf	RM17,900,000
	PT 3274	J	3.324			
	PT 3272	K	3.946			
NI 7	15964	H	23.638		RM40.11 psf	RM1,300,000
NI 4B	PT 1250	W	18.358		RM39.64 psf	RM31,700,000

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulliman Sdn. Bhd. (78217-X)

III) COMMERCIAL DEVELOPMENT LAND (BELOW 10 ACRES)					
BASE 1 LOT: PT 1084 (LAND AREA: 3,547 ACRES)					
Description Type	Comparable 1 A parcel of commercial land	Comparable 2 Two (2) contiguous parcels of commercial land	Comparable 3 A parcel of commercial land		
Location	PT 3276 (Lot 14959), located within Nilai Implan	PT 2729 & PT 2730 along Jalan Nilaim, within Nilai Implan	Lot 23142, fronts onto Jalan Permatas 1, Taman Permatas		
Tenure	Interest in perpetuity	Interest in perpetuity	Interest in perpetuity		
Land Area	2,947 acres / 128,356 square feet	2,252 acres / 98,106 square feet	4,449 acres / 193,790 square feet		
Consideration	RM7,062,610	RM8,820,900	RM11,700,000		
Date of Transaction	29th June 2016	31st March 2015	12th January 2016		
Vendor	The London Asiatic Rubber and Produce Company Limited	The London Asiatic Rubber and Produce Company Limited	Matrix Concepts Sdn Bhd		
Purchaser	True Frontiers Sdn Bhd	Kirby Development Sdn Bhd	Karisma Perwira Sdn Bhd		
Source of Information	JPPH	JPPH	JPPH		
Analysis	RM55.05 psf	RM89.91 psf	RM60.37 psf		
Factors Considered for Adjustment	Market/ time factor, planning approval, land conversion, macro & micro location, access, size, terrain, shape and tenure.				
Adjusted Value	RM52.00 psf	RM63.00 psf	RM57.00 psf		
We have adopted RM52 psf for Lot PT 1084/Phase NU 1A(3) as the base value for commercial land. We have relied on Sale Comparable 1 in arriving at our base value as it is the latest transaction.					
Further adjustments were made from the base value to arrive at the Market Values of the other lots:					
Phase	Lot No.	Land Area (Acres)	General Adjustment Consideration	Adjusted Value	Market Value
NU 1A(3)	PT 1084	3,547		RM51.77 psf	RM18,000,000
NU 1A(3)	PT 1085	3,547		RM48.83 psf	RM16,800,000
NU 1A(3)	PT 1086	3,461		RM46.43 psf	RM14,000,000
NU 4A	19057	8.187		RM39.26 psf	RM3,200,000
NU 4A	19061	4.908	Land conversion, micro location, size, shape, land use and planning.	RM36.95 psf	RM1,500,000
NU 7B	15958	5.770		RM36.21 psf	RM2,100,000
NU 7	24331	0.973		RM58.98 psf	RM57,000
Terminal Land	PT				
NU 4A	24329	1.564		RM24.95 psf	RM3,800,000
NU 3A	PT 1231	2.263		RM28.41 psf	RM6,500,000
NU 3A	PT 1229	2.265		RM33.47 psf	RM7,500,000

IV) SUMMARY OF COMPARISON APPROACH

No.	Parcel	Phase	Land Area	Parcel Value (after phasing)
a) Sim's Darby Properties Realty Sdn. Bhd.				
Residential				
1.	F	NU 2E(2)	9,617	RM45,900,000
2.	F	NU 8	9,449	RM10,500,000
3.	G	NU 9	26,934	RM20,400,000
Commercial				
4.	I	NU 10	10,343	RM17,900,000
	J	NU 10	2,324	
	K	NU 10	3,946	
	H	NU 7	23,638	
5.	L	NU 1A(3)	3,547	RM41,300,000
6.	L	NU 1A(3)	3,547	RM8,000,000
7.	M	NU 1A(3)	3,197	RM6,800,000
8.	N	NU 1A(3)	3,461	RM7,000,000
9.	O	NU 4A	3,187	RM14,000,000
10.	P	NU 4A	4,908	RM7,900,000
11.	Q	NU 7B	5,770	RM2,500,000
12.	R	NU 7	0.973	RM1,700,000
13.	S	Terminal Land	1,564	
b) Sim's Darby Nilai Utama Sdn Bhd				
Commercial				
14.	W	NU 4B	18,358	RM31,700,000
15.	X	NU 4A	2,263	RM2,800,000
16.	Y	NU 3A	2,265	RM3,500,000
Total in respect of both Beneficial Owner				
				RM190,800,000

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sulliman Sdn. Bhd. (78217-X)

No.	Phase	Approved Development		
Residential				
1	NI 2E(1)	36 units of detached house.		
2	NI 2E(3)	22 units of detached house.		
3	NI 3D & 5E	115 units of double storey terraced house.		
4	NI 6B	188 units of double storey semi detached house.		
5	NU 3A(3)	132 units of double storey terraced house.		
6	NU 3A(6)	142 units of double storey terraced house.		
Commercial				
7	NU 4C	64 units of double storey shop office and 6 units of three storey shop office.		
Summary of Parameters:				
Parameters	Phase NI 2E(1)	Phase NI 2E(3)	Phase NI 5D&5E	Phase NI 6B
Gross Development Value (GDV) ¹⁾	RM446,036,200	RM28,479,200	RM80,850,000	RM78,295,000
Gross Development Cost (GDC) ¹⁾	RM179,767,831	RM24,639,179	RM61,590,706	RM68,092,273
Developer's Profit				
Development Period ¹⁾	2 years	2 years	2 years	5 years
Present Value Factor	6.5%	6.5%	6.5%	6.5%
No. of Phase(s)	1	1	1	2
Phase NU 3A(6)			Phase NU 4C	
Parameters	Phase NU 3A(3)	Phase NU 3A(6)	Phase NU 4C	
Gross Development Value (GDV) ¹⁾	RM64,823,200	RM79,989,800	RM65,922,000	
Gross Development Cost (GDC) ¹⁾	RM51,404,244	RM70,300,928	RM49,831,853	
Developer's Profit			Commercial (15% of GDV)	
Development Period ¹⁾	2 years	3 years	2 years	
Present Value Factor	6.5%	6.5%	6.5%	
No. of Phase(s)	1	1	1	
Note 1: The GDV are derived based on the following:-			Justification	
Component (size)				
2-storey terraced house (1,520 to 1,950 square feet)	Based on transactions of similar type of properties type within Nilai Impian (1,400 to 1,800 square feet) in 2016 and 2017, ranging from RM460,000 to RM650,000. Also based on developer's selling price of 2-storey terraced houses in Nilai Impian from RM488,888 to RM788,888 launched in 2015 and 2016.			
2-storey detached house (Land 4,500 square feet)	Based on transactions of similar type of properties within Bandar Baru Kota Seremban and Bandar Baru Eminent in 2016 at RM1,195,888 (5,502 square feet) and RM1,200,000 (6,620 square feet) respectively.			
2/3-storey terraced shop/office (1,920 square feet)	Based on transactions of similar type of properties within Taman Desa Cempaka and Nilai Impian in 2016 between RM480,000 and RM1,200,000. Also based on developer's selling price of 2-storey terraced shop/offices in Nilai Impian/Nilai Utama from RM900,000 to RM1,200,000, launched in 2015.			

3. RESIDUAL METHOD OF INCOME APPROACH (CONT)

Note 2: Salient items of the GDC are as follow:

Item	Rate Adopted
Construction cost*	RM130.00 psf to RM200.00 psf for terraced/semi-detached/detached houses. RM170.00 psf to RM140.00 psf for terraced shop/offices.

*The construction cost is based on our check with contractors and quantity surveys which is in line with the market.

Note 3: We have taken into consideration the time frame to obtain building plan approvals, construction period up to issuance of Certificate of Completion and Compliance as well as marketing period.

SUMMARY OF RESIDUAL METHOD OF INCOME APPROACH

No.	Parcel	Phase	Land Area	Parcel Value (after phasing)
a) Sime Darby Properties Realty Sdn Bhd Residential				
1.	A	NI 2E1	8,080	RM5,500,000
2.	B	NI 2E3	6,710	RM3,000,000
3.	C	NI 5D & 5E	13,140	RM17,000,000
4.	D	NI 6B	20,660	RM16,000,000
b) Sime Darby Nilai Utama Sdn. Bhd. Residential				
5.	T	NU 3A3	10,288	RM9,900,000
6.	U	NU 3A6	11,983	RM7,100,000
Cymerrell				
7.	V	NU 4C	3,000	RM13,300,000
Total in respect of both Beneficial Owner				RM71,800,000

9. VALUATION CERTIFICATES (Cont'd)



Proprietor: Singham Sullivan Sdn. Bhd. (78217-X)

c) Inventory - Double Storey Terraced House

1. VALUATION METHODOLOGY		
For purposes of this valuation, we have only adopted the Comparison Approach as there are adequate sale comparables in the locality of the subject properties which can be relied upon in arriving at the Market Value of the subject properties.		
2. COMPARISON APPROACH		
Description	No. 62, Jalan Laman Delfina, Nilai Impian	
Type	Comparable 1(a) A double storey mid terraced house	
Location	No. 311, Jalan Delfina 2/6, Nilai Impian	
Land Area	1,780 square feet	
Floor Area	2,060 square feet	
Tenure	Interest in perpetuity	
Consideration	RM4573,888	
Net	RM498,000	
Consideration	RM609,451	
Date of Transaction	7th March 2016	
Vendor	The London Asiatic Rubber and Produce Company Limited	
Purchaser	K. Subashammugan A/L Kasinathan +1	
Source of Information	JPPH	
Factors Considered for Adjustment	Size	
Adjusted Value	RM4500,000	
No. 62, Jalan Laman Delfina: We have relied on Sale Comparable 1(b) as it is similar in size to the subject property.		
No. 35, Jalan Laman Azalea 1/4: We have relied on Sale Comparable 2(a) as it is the most recent transaction.		
The Market Values as per the Comparison Approach are:		
No.	Properties No.	Market Value
1.	No. 62, Jalan Laman Delfina, Nilai Impian	RM4500,000
2.	No. 35, Jalan Laman Azalea 1/4, Nilai Impian	RM4750,000

d) Inventory - Apartment

1. VALUATION METHODOLOGY		
For purposes of this valuation, we have only adopted the Comparison Approach as there are adequate sale comparables in the locality of the subject property which can be relied upon in arriving at the Market Value of the subject property.		
2. COMPARISON APPROACH		
Description	Tiding Unit B4-4-2, D' Camelia Court (Floor Area: 828 sqft) as a Base Unit	
Type	Comparable 1 A three bedroom apartment	
Location	4th Floor, Block B5, D' Camelia Court	
Floor Area	828 square feet	
Tenure	Interest in perpetuity	
Consideration	RM256,888	
Date of Transaction	20th June 2016	
Vendor	The London Asiatic Rubber and Produce Company Limited	
Purchaser	Lee Kiang Ling & Chin, Wi Chan	
Source of Information	SDPB	
Analysis	RM310.25	
Factors Considered for Adjustment	Macro location and size	
Adjusted Value	RM310.00 psf	
We have relied on Sale Comparables 1 and 2 as it is similar in size and level to the base unit (Unit B4-4-2).		
The Market Values as per the Comparison Approach are:		
No.	Unit No.	Market Value
1.	Unit No. B4-4-2, D' Camelia Court	RM250,000
2.	Unit No. B4-4-5, D' Camelia Court	RM250,000