

# Sime Darby Plantation Berhad (Company No. 647766-V)

## NOTICE OF EXTRAORDINARY GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Sime Darby Plantation Berhad (“SDP” or “Company”) (“EGM”) will be held at the Grand Ballroom, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, on Wednesday, 21 November 2018 at 11.30 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Fifteenth Annual General Meeting of the Company, whichever is later, for the purpose of considering and if deemed fit, passing with or without modifications the following resolutions:

### ORDINARY RESOLUTION 1

#### PROPOSED DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF SDP WITH AN OPTION TO ELECT TO REINVEST THEIR DIVIDEND IN NEW SDP SHARES (“PROPOSED DRP”)

“THAT subject to the approvals of the relevant regulatory authorities for the Proposed DRP having been obtained at the extent permitted by law:-

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

**AND THAT** the New Shares shall, upon allotment and issuance, rank equally in all respects with the existing SDP shares, save and except that the holders of the New Shares shall not be entitled to any dividend, rights, allotments and/or distributions in respect of which the entitlement date is before the allotment date of the New Shares.”

### ORDINARY RESOLUTION 2

#### ISSUANCE OF NEW SHARES PURSUANT TO THE PROPOSED DRP (“ISSUANCE OF NEW SHARES”)

“THAT subject to the passing of Ordinary Resolution 1, and the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Board to allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRP until the conclusion of the Company’s next annual general meeting, upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

**THAT** the issue price of the said New Shares, which will be determined by the Board on the price-fixing date to be determined and announced relating to the relevant dividend, shall be at an issue price of not more than a 10% discount to the 5-day volume weighted average market price (“VWAMP”) of the SDP shares immediately prior to the price-fixing date. The VWAMP shall be adjusted ex-dividend before applying the aforementioned discount;

**AND THAT** the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of New Shares, with full power to assent to any conditions, variations, modifications and/or amendments, including amendment, modification, suspension and termination of the Proposed DRP, as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities.”

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 91 of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 9 November 2018. Only a depositor whose name appears on the Record of Depositors as at 9 November 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### By Order of the Board

Norzilah Megawati Abdul Rahman (LS 0009247)  
Mazlina Mohd Zain (LS 0008287)  
Company Secretaries

Selangor Darul Ehsan, Malaysia  
31 October 2018

#### Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote at the EGM on his/her behalf. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may, but need not be a member of the Company.
2. A member of the Company may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
3. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of EGM shall be put to vote by way of a poll.
4. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), he/she may appoint not more than two (2) proxies in respect of each securities account he/she holds with ordinary shares of the Company standing to the credit of the said securities account to attend and vote at a meeting of the Company instead of him/her.
5. Where a member of the Company is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“Omnibus Account”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds PROVIDED THAT each beneficial owner of ordinary shares or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
6. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised. Any alteration to the instrument appointing a proxy must be initiated.
7. The Form of Proxy and the Power of Attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority must be deposited at the office of the share registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, before 11.30 a.m. on 20 November 2018 or not less than 24 hours before the time appointed for the taking of the poll at the EGM, whichever is later.
8. Breakfast pack and beverages will be provided. No door gift or lunch will be provided by the Company.