

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Seventh Annual General Meeting (“47th AGM”) of Sime Darby Property Berhad (“Sime Darby Property” or “Company”) will be held at Banyan Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Friday, 26 June 2020 at 10.00 a.m. to transact the following businesses:

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
2. To re-elect the following Directors, who retire pursuant to Rule 111 of the Constitution of the Company and being eligible, offer themselves for re-election:
 - (i) Dato’ Jaganath Derek Steven Sabapathy **(Resolution 1)**
 - (ii) Encik Rizal Rickman Ramli **(Resolution 2)**

Dato’ Johan Ariffin who also retires pursuant to Rule 111 of the Constitution of the Company, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the 47th AGM.
Refer to Explanatory Note 2
3. To re-elect Dato’ Azmir Merican Dato’ Azmi Merican who retires pursuant to Rule 92.3 of the Constitution of the Company and being eligible, offer himself for re-election. **(Resolution 3)**
Refer to Explanatory Note 3
4. To approve the payment of fees to the Non-Executive Directors for the period from 27 June 2020 until the next AGM of the Company to be held in year 2021. **(Resolution 4)**
Refer to Explanatory Note 4
5. To approve the payment of benefits to the Non-Executive Directors up to an amount of RM500,000 for the period from 27 June 2020 until the next AGM of the Company to be held in year 2021. **(Resolution 5)**
Refer to Explanatory Note 5
6. To re-appoint PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **(Resolution 6)**
Refer to Explanatory Note 6

As Special Business

To consider and, if thought fit, pass the following Ordinary Resolutions:

7. **RETENTION OF TENGKU DATUK SERI AHMAD SHAH ALHAJ IBNI ALMARHUM SULTAN SALAHUDDIN ABDUL AZIZ SHAH ALHAJ AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
 “THAT approval be and is hereby given to Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, the Independent Non-Executive Director of the Company, who has served for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.” **(Resolution 7)**
Refer to Explanatory Note 7



NOTICE OF ANNUAL GENERAL MEETING

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, other applicable laws, guidelines, rules and regulations, and the approval of the relevant Government and/or regulatory authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties ("Recurrent Related Party Transactions") as set out in Section 2.4 of the Circular to Shareholders dated 28 April 2020 ("the Circular"), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm's length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;
- (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall commence immediately upon passing of this ordinary resolution and continue to be in full force until:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which this shareholders' mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed; or
 - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Sections 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) this shareholders' mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company and/or any one of them be and are/is hereby authorised to complete and do all such acts, deeds and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution."

Refer to Explanatory Note 8

(Resolution 8)

9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member whom shall be entitled to attend, speak and vote at this 47th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 76 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 15 June 2020. Only a depositor whose name appears on the Record of Depositors as at 15 June 2020 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

By Order of the Board

Moriami Mohd
(MAICSA 7031470)
Group Secretary

Petaling Jaya, Malaysia
28 April 2020

NOTES:

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 47th AGM will be conducted on **a virtual basis through live streaming and online remote voting** via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Details for the 47th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 47th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No Shareholders/proxy(ies) from the public will be physically present at the meeting venue.
3. Since the 47th AGM will be conducted via a virtual meeting, a Member entitled to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
4. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 47th AGM of the Company shall be put to vote by way of a poll.
5. 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 the Chairman of the Meeting 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.
6. 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 be entitled to instruct the Exempt Authorised Nominee to appoint the Chairman of the Meeting to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
7. 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 under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.



NOTICE OF ANNUAL GENERAL MEETING

8. The appointment of proxy may be made in a hardcopy form or by electronic means as follows:
- i) In Hardcopy Form
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding this AGM or no later than 24 June 2020 at 10.00 a.m.
 - ii) By Tricor Online System (TIIH Online)
The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online (applicable to individual shareholder only). The website to access TIIH Online is <https://tiih.online> (Kindly refer to the Annexure of the Administrative Details-Electronic Submission of Form of Proxy for General Meeting).
9. Only Members registered in the Record of Depositors as at 15 June 2020 shall be entitled to attend, speak and vote at the 47th AGM or appoint the Chairman of the Meeting as proxy to attend and vote on their behalf.

EXPLANATORY NOTES

1. Audited Financial Statements for the Financial Year Ended 31 December 2019

The Audited Financial Statements are laid before the shareholders pursuant to the provisions of Section 266(1) (a) and Section 340(1)(a) of the Companies Act 2016 ("Act") for discussion only and will not be put forward for voting.

2. Ordinary Resolutions 1 to 2: Re-election of Directors Pursuant to Rule 111 of the Constitution

Rule 111 of the Constitution expressly states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office. In addition, Rule 112 of the Constitution states that all Directors shall retire from office once at least in each three (3) years. A retiring Director shall be eligible for re-election.

Dato' Jaganath Derek Steven Sabapathy, Dato' Johan Ariffin and Encik Rizal Rickman Ramli are due to retire at the 47th AGM pursuant to Rule 111 of the Company's Constitution.

Dato' Jaganath Derek Steven Sabapathy and Encik Rizal Rickman Ramli being eligible, have offered themselves for re-election at the 47th AGM pursuant to Rule 112 of the Constitution.

Dato' Johan Ariffin, has reached the nine (9)-year cumulative tenure on 30 December 2019 and has been re-designated from Independent Non-Executive Director ("NED") to Non-Independent NED upon reaching the ninth (9th) year.

Dato' Johan Ariffin has informed the Board of his intention not to seek re-election at the 47th AGM. Hence, he will retain office until the conclusion of this AGM and retires in accordance with Rule 111 of the Constitution.

The Board is satisfied that in consideration of the wealth of expertise and experience which the retiring Directors possess, they will continue to bring sound judgement and valuable contribution to the board deliberations through active participation in discussions and decision making by the Board.

Based on the results of the Board Effectiveness Evaluation, all retiring Directors had contributed positively to the performance of the Board. The Nomination and Remuneration Committee ("NRC") and the Board were also satisfied that the retiring Independent NEDs have maintained their independence in the financial period under review.

The Board recommends the re-election of Dato' Jaganath Derek Steven Sabapathy and Encik Rizal Rickman Ramli at the 47th AGM.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and Board meetings and will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at this AGM.

**3. Ordinary Resolution 3:
Re-election of Director Pursuant to Rule 92.3 of the Constitution**

Rule 92.3 of the Constitution provides that any Director appointed during the year shall hold office only until the next AGM and shall be eligible for re-election. The Director shall not be taken into account in determining the Directors to retire by rotation at the AGM.

The Company had, on 28 January 2020, announced the appointment of Dato' Azmir Merican Dato' Azmi Merican as Group Managing Director of the Company effective 22 April 2020 to Bursa Malaysia Securities Berhad.

Dato' Azmir Merican Dato' Azmi Merican whose appointment is effective 22 April 2020 shall hold office until the 47th AGM and shall then be eligible for re-election pursuant to Rule 92.3 of the Constitution.

The profile of Dato' Azmir Merican Dato' Azmi Merican is set out in the Statement Accompanying Notice of the 47th AGM.

**4. Ordinary Resolution 4:
Payment of Directors' Fees to the NEDs for the period from 27 June 2020 until the next AGM of the Company to be held in year 2021**

Pursuant to Section 230(1) of the Act, any "fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. Rule 94.1 of the Constitution of the Company further provides that the fees and benefits payable to the NEDs shall be subject to annual shareholders' approval at a general meeting.

The Company had, at its Forty-Sixth ("46th") AGM held on 2 May 2019, obtained approval from the shareholders in respect of the payment of Directors' fees to the NED for the period from 3 May 2019 until the 47th AGM.

During the financial year under review, the NRC appointed an external international consultant to conduct a fresh review of the NEDs' Remuneration Framework based on the results of a market survey carried out on the remuneration and benefits received by the NEDs. The survey also considered other major factors including the revenue/size of the group against its peers as well as

the fiduciary duties and time commitments expected of the NEDs and Board Committee members. The NRC had, on 19 February 2020, deliberated and provided its recommendation to the Board for approval.

Pursuant to the findings of the consultant, the Board had on, 26 February 2020, approved the NRC's recommendation for a revision to the NEDs Remuneration Framework as follows:

	Annual Fixed Fees	
	Current NED Fees (RM)	Proposed NED Fees (RM)
Chairman	540,000	No Change
Resident Director	220,000	220,000
Non-Resident Director	360,000	
Audit Chairman	80,000	70,000
Audit Member	50,000	40,000
Other Committees* Chairman	60,000	70,000
Other Committees* Member	35,000	40,000

* Note: Excluding Special Committee of the Board

The rationale of the above proposal and the remuneration of each Director are set out in the Corporate Governance Overview Statement.

Shareholders' approval is hereby sought under Resolution 4 on the payment of NEDs' fees for the period from 27 June 2020 until the next AGM of the Company to be held in year 2021. If passed, it will give approval to the Company to continue paying the NEDs' fees on a monthly basis after every AGM for their services on the Board and Board Committees.

Any NEDs who are shareholders of the Company will abstain from voting on Resolution 4 concerning the remuneration to the NEDs at the 47th AGM.



NOTICE OF ANNUAL GENERAL MEETING

5. Ordinary Resolution 5:

Payment of Benefits to the NEDs up to an amount of RM500,000 for the period from 27 June 2020 until the next AGM of the Company to be held in year 2021

The Company had, at its 46th AGM held on 2 May 2019, obtained approval from the shareholders in respect of the payment of benefits to the NEDs up to an amount of RM500,000 for the period from 3 May 2019 until the 47th AGM comprising, amongst others, the following key benefits:

- Telecommunication devices/facilities
- Club membership subscription
- Medical and insurance coverage
- Discount on purchases of Group/Company products
- Use of local holiday bungalow and apartments maintained by Sime Darby Property Group
- Other claimable benefits incurred in the course of carrying out their duties as Directors

On 16 January 2020, the Board had approved the establishment of a temporary Special Committee of the Board primarily to oversee the implementation and monitoring of the Board's decisions and to provide strategic guidance to the Group and payment of meeting allowance of RM1,500 per person per meeting payable to the members of the Special Committee and other NEDs who attend and participate in the Special Committee Meetings. The tenure of the Special Committee shall continue up to Third ("3rd") Quarter 2020 and if deemed necessary by the Board, shall be extended for another three (3) months (or up to the Fourth (4th) Quarter 2020).

The Board had also approved that the per diem allowance for official events be reimbursed to NEDs on a reasonable claims basis instead of the current approved allowance of RM1,000 per day.

In view of the above, the total payment of benefits to the NEDs for the period from 27 June 2020 until the next AGM of the Company to be held in year 2021 is expected to increase. Nevertheless, since the actual utilisation amount is not expected to exceed RM500,000, the Company is seeking shareholders' approval for the same approval limit as that obtained in the preceding AGM in respect of the amount of benefits payable to the NEDs of up to RM500,000 at the 47th AGM.

If the proposed Resolution 5 is passed, the payment of benefits to the NEDs will be made as and when incurred.

Any NEDs who are shareholders of the Company will abstain from voting on Resolution 5 concerning the remuneration to the NEDs at the 47th AGM.

6. Ordinary Resolution 6: Re-appointment of Auditors

The Audit Committee ("AC") at its meeting held on 18 February 2020, had undertaken an annual assessment of the suitability and effectiveness of the external audit process, performance, suitability and independence of the external auditors, PricewaterhouseCoopers PLT ("PwC") as prescribed under the Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The AC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Sime Darby Property Group. The AC was also satisfied in its review that the provisions of non-audit services by PwC during the period under review did not impair PwC's objectivity and independence.

The Board had, at its meeting held on 26 February 2020, approved the AC's recommendation for the shareholders' approval to be sought at the 47th AGM on the re-appointment of PwC as external auditors of the Company for the financial year ending 31 December 2020, under Resolution 6. The present external auditors, PwC, have indicated their willingness to continue their services for the next financial year.

EXPLANATORY NOTES ON SPECIAL BUSINESS

7. Ordinary Resolution 7:

Retention of Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj as Independent NED

The Company had, at its 46th AGM held on 2 May 2019, obtained shareholders' approval to retain Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj (who has served as an Independent NED of the Company for nine (9) years on 30 December 2019) to continue to act as an Independent NED of the Company until the conclusion of the forthcoming 47th AGM.

The proposed Ordinary Resolution 7, if passed, will allow Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj to continue to act as an Independent NED until the conclusion of the next AGM of the Company.

The NRC of the Company has assessed the independence of all Independent NEDs including Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj and recommended to retain him as Independent NED of the Company. The Board endorsed the NRC's recommendation and was of the view that his retention as Independent NED is in the best interest of the Company. Details of the Board's justification and recommendation for the retention of Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj as Independent Director are set out in the Company's Corporate Governance Report.

Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj has abstained from deliberation and decision at the Board meeting in relation to the recommendation of this Resolution to the shareholders and will continue to abstain from deliberation and voting on the proposed Ordinary Resolution 7 at this AGM.

8. Ordinary Resolution 8:

Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Circular to Shareholders dated 28 April 2020 for further information.



STATEMENT ACCOMPANYING NOTICE OF THE FORTY-SEVENTH ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The details of the Directors' interest in the securities of the Company as at 31 March 2020 are stated in the "Analysis of Shareholdings" section in the Company's Annual Report.

The profile of the Directors who are standing for re-election (as per Resolutions 1 to 2 as stated above) at the Forty-Seventh Annual General Meeting ("47th AGM") of Sime Darby Property Berhad are set out in the "Board of Directors' Profile" section in the Company's Annual Report.

The profile of Dato' Azmir Merican Dato' Azmi Merican who is standing for re-election (as per Resolution 3) at the 47th AGM of Sime Darby Property Berhad is set out as follows:

Nationality/Age/Gender	Malaysian/49/Male
Date of Appointment	22 April 2020
Membership of Board Committees	Nil
Academic Qualification(s)	Bachelor's Degree in Business Administration (Finance) from Haworth College of Business, Western Michigan University, United States of America
Present Directorship(s)	<ul style="list-style-type: none"> • Sime Darby Property Berhad (appointed on 22 April 2020) • UEM Edgenta Berhad (resigned on 21 April 2020) • Edgenta PROPEL Berhad (resigned on 21 April 2020) • Opus Group Berhad (resigned on 21 April 2020)
Present Appointment(s)	<ul style="list-style-type: none"> • Group Managing Director, Sime Darby Property Berhad (appointed on 22 April 2020) • Managing Director/Chief Executive Officer, UEM Edgenta Berhad (resigned on 21 April 2020)
Past Relevant Experience	<p>Aug 2014-April 2020 – Managing Director/Chief Executive Officer, UEM Edgenta Berhad</p> <p>Feb 2014-July 2014 – Executive Director, UEM Edgenta Berhad</p> <p>Dec 2012-Jan 2014 – Non-Independent Non-Executive Director, UEM Edgenta Berhad</p> <p>Oct 2012-Dec 2012 – Group Chief Operating Officer, Business Units, UEM Group Berhad</p> <p>2007-2012 – Group Chief Executive Officer/Managing Director, AWC Berhad</p> <p>2003-2007 – Various positions held, CIMB Investment Bank Berhad</p> <p>1997-2002 – Consultant/Senior Consultant, PricewaterhouseCoopers</p> <p>1995-1997 – Investment Analyst/Senior Investment Analyst – Maybank Group</p>

- He does not have any conflict of interest with the Company or any family relationship with any other Director and/or major shareholders of the Company.
- He has not been convicted for any offences within the past five (5) years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies during the financial year ended 31 December 2019.

ADMINISTRATIVE DETAILS FOR THE FORTY-SEVENTH ANNUAL GENERAL MEETING (“47th AGM”) OF SIME DARBY PROPERTY BERHAD

Date	: Friday, 26 June 2020
Time	: 10.00 a.m.
Venue	: Banyan Room, Ground Floor, Sime Darby Convention Centre 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia

Precautionary Measures Against the Coronavirus Disease (“COVID-19”)

- As you may be aware, the COVID-19 had infected more than 2,400,000 people around the world and there are already 5,425 confirmed cases (as at 20 April 2020) in Malaysia. As part of the initiatives to curb the spread of Coronavirus Disease 2019 (“COVID-19”), the Government had, on 18 April 2020, directed all companies to postpone their general meetings to a later date to be advised or alternatively, to only conduct virtual general meetings during the Movement Control Order (“MCO”) period. The Securities Commission Malaysia (“SC”) had, on 18 April 2020, issued a Guidance Note on the Conduct of General Meetings for Listed Issuers (“SC Guidance Note”) and encouraged listed companies to continue leveraging on technology even beyond the MCO period.
- In line with the Government’s initiative and the SC Guidance Note, the Company will conduct the 47th AGM on **a virtual basis through live streaming and online remote voting** via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s (“Tricor”) **TIIH Online** website at <https://tiih.online>.
- The venue of the 47th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxy(ies) from the public will be physically present at the meeting venue.
- We **strongly encourage** you to attend the 47th AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 47th AGM.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 47th AGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the 47th AGM.
- The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

Remote Participation and Voting

- The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.
- Corporate Shareholders (through Corporate Representatives) are required to contact Tricor at +603-2783 9299 during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday) and provide the following documents/information to Tricor **no later than 10.00 a.m. on Wednesday, 24 June 2020** to participate via the RPV facilities:
 - i) Original certificate of appointment of its Corporate Representative under the seal of the corporation;
 - ii) Copy of the Corporate Representative’s MyKad (front and back); and
 - iii) Corporate Representative’s e-mail address and handphone number.

Tricor will respond to your remote participation request upon receipt of such documents and information.
- Nominee Company Shareholders (through the beneficiary of the shares in the CDS account) are required to contact Tricor at +603-2783 9299 during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday) and to provide the following documents/information to Tricor **no later than 10.00 a.m. on Wednesday, 24 June 2020** to participate via the RPV facilities:
 - i) Duly completed Form of Proxy;
 - ii) Copy of the beneficiary MyKad (front and back); and
 - iii) Beneficiary’s e-mail address and handphone number.

Tricor will respond to your remote participation request upon receipt of such documents and information.

No Breakfast/Lunch Pack, Door Gift or Food Voucher

- There will be no distribution of breakfast/lunch packs, door gifts or food vouchers during the 47th AGM since the meeting is being conducted on a virtual basis.



ADMINISTRATIVE DETAILS FOR THE FORTY-SEVENTH ANNUAL GENERAL MEETING (“47th AGM”) OF SIME DARBY PROPERTY BERHAD

Pre-Meeting Submission of Questions to the Board of Directors

- In order to enhance the efficiency of the proceedings of the 47th AGM, shareholders may in advance, before the 47th AGM, submit questions to the Board of Directors via Tricor’s TIH Online website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than Thursday, 18 June 2020. The Board of Directors will endeavour to address the questions received at the 47th AGM.

Procedures to Remote Participation and Voting via RPV Facilities

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 47th AGM using the RPV facilities:

Before the 47th AGM Day

Procedure	Action
i. Register as a user with TIH Online (applicable for Individual Shareholders only)	<ul style="list-style-type: none"> Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.
ii. Submit your request to attend 47th AGM remotely	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. Tuesday, 28 April 2020 up to 10.00 a.m. Wednesday, 24 June 2020. Login with your user ID and password and select the corporate event: (Registration) Sime Darby Property Berhad 47th AGM. Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate number of shares. Submit to register your attendance remotely. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 15 June 2020, the system will send you an e-mail to approve or reject your registration for remote participation.

On the 47th AGM Day

Procedure	Action
i. Login to TIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 47th AGM at any time from 9.40 a.m. i.e. 20 minutes before the commencement of meeting at 10.00 a.m. on Friday, 26 June 2020.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: (Live Streaming Meeting) Sime Darby Property Berhad 47th AGM to engage in the proceedings of the 47th AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 47th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
iii. Online remote voting	<ul style="list-style-type: none"> Select the corporate event: (Remote Voting) Sime Darby Property 47th AGM Read and agree to the Terms & Conditions and confirm the Declaration. Voting session commences from 10.00 a.m., Friday, 26 June 2020 until a time when the Chairman announces the completion of the voting session at the 47th AGM. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the 47th AGM, the Live Streaming will end.

Entitlement to Attend and Vote

- Only members whose names appear on the Record of Depositors as at 15 June 2020 shall be eligible to attend, speak and vote at the 47th AGM or appoint the Chairman of the Meeting as proxy to attend and vote on their behalf.
- In view that the 47th AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in 47th AGM yourself, please do not submit any Form of Proxy for the 47th AGM. You will not be allowed to participate in the 47th AGM together with a proxy appointed by you.
- The duly completed Form of Proxy must be deposited at the office of the Share Registrar, 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, no later than Wednesday, 24 June 2020 at 10.00 a.m. You may also submit the proxy appointment electronically via Tricor's TIIH Online website at <https://tiih.online> no later than Wednesday, 24 June 2020 at 10.00 a.m. For further information on the electronic submission of Form of Proxy, kindly refer to the Annexure below.

Voting at Meeting

- The voting at the 47th AGM will be conducted on a poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"). The Company has appointed Tricor to conduct the poll voting electronically ("e-voting") via Tricor e-Vote application ("Tricor e-Vote App") and Deloitte Enterprise Risk Services Sdn Bhd as Independent Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the 47th AGM at 10.00 a.m. Kindly refer to "Procedures to Remote Participation and Voting via RPV Facilities" provided above for guidance on how to vote remotely via TIIH Online.

Results of the voting

- The resolutions proposed at the 47th AGM and the results of the voting will be announced at the 47th AGM and subsequently via an announcement made by the Company through Bursa Malaysia at www.bursamalaysia.com.

Annual Report

- The Annual Report is available on the Company's website at www.simedarbyproperty.com and Bursa Malaysia's website at www.bursamalaysia.com under Company's announcements.
- You may request for a printed copy of the Annual Report at <https://tiih.online> by selecting "Request for Annual Report" under the "Investor Services".
- In light of the Government's announcements on 16 March 2020, 25 March 2020, 10 April 2020 and 23 April 2020 in relation to the MCO effective 18 March 2020 to 12 May 2020 (and any extension thereof), please be informed that there may be some delay in the delivery of the printed copy of the Annual Report. The Annual Report will be delivered as soon as reasonably practicable.
- Nevertheless, it is hoped that you would consider the environment before you decide to request for the printed copy of the Annual Report. The environmental concerns like global warming, deforestation, climate change and many more affects every human, animal and nation on this planet.

Enquiry

- If you have any enquiry prior to the meeting, please call our Share Registrar, Tricor, at +603-2783 9299 during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday).








Dear Shareholders of Sime Darby Property Berhad,

We are pleased to inform that as a shareholder you can have the option to submit your Form of Proxy by electronic means through our system, TIIH Online (“e-Proxy”).

TIIH Online is an application that provides an online platform for shareholders (*individuals only*) to submit document/form electronically which includes the Form of Proxy in a paperless form (“e-Submission”). Once you have successfully submitted your e-proxy form, you are no longer required to complete and submit the physical Form of Proxy to the company or Tricor office.









To assist you on how to engage with e-Proxy, kindly read and follow the guidance notes which are detailed below:

1. Sign up as user of TIIH Online

- | | |
|--|--|
|  Using your computer, access our website at https://tiih.online |  Administrator will approve your registration within one working day and notify you via email |
|  Sign up as a user by completing the registration form, registration is free |  Activate your account by re-setting your password |
|  Upload a softcopy of your MyKad (front and back) or your passport | |

- Notes:** (i) *If you are already a user of TIIH Online, you are not required to sign up again*
(ii) *An email address is allowed to be used once to register as a new user account, and the same email cannot be used to register another user account*
(iii) *At this juncture, only individual security holders are offered to register as user and participate in e-Proxy*

2. Proceed with submission of e-Proxy

-  After the release of the Notice of Meeting by the Company, login with your user name (i.e. e-mail address) and password
-  Select the corporate event: **“Submission of Proxy Form”**
-  Read and agree to the Terms & Conditions and confirm the Declaration
-  Select/insert the CDS account number
-  Appoint the Chairman of the Meeting as your proxy
-  Indicate your voting instructions – FOR or AGAINST, otherwise the Chairman of the Meeting will decide your vote
-  Review & confirm your proxy appointment
-  Print e-proxy for your record

Should you need assistance on our e-Submission, please contact us. Thank you.

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, Malaysia

Telephone No: +603-2783 9299
Fax No: +603-2783 9222
E-mail: is.enquiry@my.tricorglobal.com

REQUEST FORM

Please be informed that Sime Darby Property Berhad Annual Report 2019 and Circular to Shareholders on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT Circular") are available on the Company's website at www.simedarbyproperty.com which will enable you to download, print any relevant page or email the file as an attachment to your intended recipient. The same is also available on Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com under Company Announcements.

Should you require a printed copy of the Annual Report 2019 and/or the RRPT Circular, please forward your request by completing and sending this Request Form to our Share Registrar, Tricor, or email your request to Lay.Kiow.Lim@my.tricorglobal.com or Zakiah@my.tricorglobal.com. The printed copy of the Annual Report 2019 and/or RRPT Circular will be provided to you by ordinary post as soon as practicable from the date of receipt of your request.

Contact Person : Ms. Lim Lay Kiow (Lay.Kiow.Lim@my.tricorglobal.com)
Puan Zakiah Wardi (Zakiah@my.tricorglobal.com)
Telephone : +603 2783 9299
Facsimile : +603 2783 9222

REQUEST FOR PRINTED COPY

Please send me a printed copy of the following. Please tick (✓) where applicable.

Annual Report 2019

RRPT Circular

PARTICULARS OF SHAREHOLDER

Name of Shareholder _____
(FULL NAME IN CAPITAL LETTERS)

NRIC No./Passport No./Company No. _____

CDS Account No. _____

Mailing Address _____

Tel No. _____

Signature of Shareholder

Date:



Fold Here

THE SHARE REGISTRAR

Affix Postage
Stamp

SIME DARBY PROPERTY BERHAD

Registration No. 197301002148 (15631-P)

c/o Tricor Investor & Issuing House Services Sdn Bhd

Registration No. 197101000970 (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

No. 8, Jalan Kerinchi

59200 Kuala Lumpur

Malaysia

Fold Here

FORM OF PROXY

SIME DARBY PROPERTY BERHAD
Registration No. 197301002148 (15631-P)
(Incorporated in Malaysia)

Number of ordinary shares held	CDS Account No.									

I/We _____
(FULL NAME OF SHAREHOLDER AS PER NRIC/PASSPORT/CERTIFICATE OF INCORPORATION IN CAPITAL LETTERS)

(NRIC/Passport/Company No. _____) of _____
(ADDRESS)

_____ (ADDRESS)

Tel. No. _____ being a member/members of SIME DARBY PROPERTY BERHAD hereby

appoint the Chairman of the Meeting, as my/our proxy to attend and vote for me/us on my/our behalf at the Forty-Seventh Annual General Meeting ("47th AGM") of Sime Darby Property Berhad ("Sime Darby Property" or "the Company") to be held at Banyan Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia, on Friday, 26 June 2020 at 10.00 a.m and at any adjournment thereof for the following resolutions as set out in the Notice of 47th AGM:

NO.	AGENDA	RESOLUTION	FOR	AGAINST
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon			
ORDINARY BUSINESS				
2.	To re-elect Dato' Jaganath Derek Steven Sabapathy who retires in accordance with Rule 111 of the Constitution of the Company	1		
3.	To re-elect Encik Rizal Rickman Ramli who retires in accordance with Rule 111 of the Constitution of the Company	2		
4.	To re-elect Dato' Azmir Merican Dato' Azmi Merican who retires in accordance with Rule 92.3 of the Constitution of the Company	3		
5.	To approve the payment of fees to the Non-Executive Directors for the period from 27 June 2020 until the next Annual General Meeting of the Company to be held in year 2021	4		
6.	To approve the payment of benefits to the Non-Executive Directors up to an amount of RM500,000 for the period from 27 June 2020 until the next Annual General Meeting of the Company to be held in year 2021	5		
7.	To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to determine their remuneration	6		
SPECIAL BUSINESS				
8.	To approve the retention of Tengku Datuk Seri Ahmad Shah Alhaj Ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj as Independent Non-Executive Director	7		
9.	To approve the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature	8		

My/Our proxy is to vote on the resolutions as indicated by an "X" in the appropriate space above. If no indication is given, my/our proxy shall vote or abstain from voting as he/she thinks fit.

IMPORTANT: Disclosure of Shareholder's and Proxy's Personal Data

Please refer to the Notice to Shareholders under the Personal Data Protection Act 2010 (PDPA Notice) in the Annual Report concerning the Company's collection of your personal data for the purpose of the Company's General Meeting(s).

You hereby declare that you have read, understood and accepted the statements and terms contained in the PDPA Notice.

Dated this _____ day of _____ 2020

Signature/Common Seal of Member(s)

* Please delete where inapplicable.

Notes:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 47th AGM will be conducted on a **virtual basis through live streaming and online remote voting** via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Details for the 47th AGM in order to register, participate and vote remotely via the RPV facilities.
- The venue of the 47th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No Shareholders/proxy(ies) from the public will be physically present at the meeting venue.
- Since the 47th AGM will be conducted via a virtual meeting, a Member entitled to attend and vote at the Meeting may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 47th AGM of the Company shall be put to vote by way of a poll.
- 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 the Chairman of the Meeting 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.
- 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 be entitled to instruct the Exempt Authorised Nominee to appoint the Chairman of the Meeting to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
- The instrument appointing a proxy shall be 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 under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
- The appointment of proxy may be made in a hardcopy form or by electronic means as follows:
 - In Hardcopy Form
The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time for holding this AGM or no later than 24 June 2020 at 10.00 a.m.
 - By Tricor Online System (TIIH Online)
The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online (applicable to individual shareholder only). The website to access TIIH Online is <https://tiih.online> (Kindly refer to the Annexure of the Administrative Details – Electronic Submission of Form of Proxy for General Meeting).
- Only Members registered in the Record of Depositors as at 15 June 2020 shall be entitled to attend, speak and vote at the 47th AGM or appoint the Chairman of the Meeting as proxy to attend and vote on their behalf.

Fold Here

THE SHARE REGISTRAR

SIME DARBY PROPERTY BERHAD

Registration No. 197301002148 (15631-P)
c/o Tricor Investor & Issuing House Services Sdn Bhd
Registration No. 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Affix Postage
Stamp

Fold Here