



**SIME DARBY PROPERTY BERHAD**

Registration No. 197301002148 (15631-P)  
(Incorporated in Malaysia)

**NOTICE OF COURT-CONVENED MEETING**  
**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR**  
**(COMMERCIAL DIVISION)**  
**ORIGINATING SUMMONS NO: WA-24NCC-277-06/2024**

In the matter of the Proposed Internal Reorganisation of SIME DARBY PROPERTY BERHAD [Registration No.: 197301002148 (15631-P)] to be undertaken by way of a scheme of arrangement;

And

In the matter of Sime Darby Property (Bukit Jelutong) Sdn. Bhd. [Registration No.: 199001010469 (202039-D)], Sime Darby Property (City of Elmina) Sdn. Bhd. [Registration No.: 199301028527 (283265-U)], Sime Darby Property (Lagong) Sdn. Bhd. [Registration No.: 196201000060 (6814-D)], MVV Holdings Sdn. Bhd. [Registration No.: 201501017749 (1143081-U)], Sime Darby Property (H&L) Sdn. Bhd. [Registration No.: 197501003096 (24817-H)] and Sime Darby Property (Management Services) Sdn. Bhd. [Registration No.: 202401018168 (1564017-T)];

And

In the matter of the Reorganisation Agreement between Sime Darby Property Berhad [Registration No.: 197301002148 (15631-P)] and Sime Darby Property (Bukit Jelutong) Sdn. Bhd. [Registration No.: 199001010469 (202039-D)];

And

In the matter of the Reorganisation Agreement between Sime Darby Property Berhad [Registration No.: 197301002148 (15631-P)] and Sime Darby Property (City of Elmina) Sdn. Bhd. [Registration No.: 199301028527 (283265-U)];

And

In the matter of the Reorganisation Agreement between Sime Darby Property Berhad [Registration No.: 197301002148 (15631-P)] and Sime Darby Property (Lagong) Sdn. Bhd. [Registration No.: 196201000060 (6814-D)];

And

In the matter of the Reorganisation Agreement between Sime Darby Property Berhad [Registration No.: 197301002148 (15631-P)] and MVV Holdings Sdn. Bhd. [Registration No.: 201501017749 (1143081-U)];

And

In the matter of the Reorganisation Agreement between Sime Darby Property Berhad [Registration No.: 197301002148 (15631-P)] and Sime Darby Property (H&L) Sdn. Bhd. [Registration No.: 197501003096 (24817-H)];

And

In the matter of the Reorganisation Agreement between Sime Darby Property Berhad [Registration No.: 197301002148 (15631-P)] and Sime Darby Property (Management Services) Sdn. Bhd. [Registration No.: 202401018168 (1564017-T)];

In the matter of Sections 366 and 370 of the Companies Act 2016;

And

In the matter of Order 7, Order 28 and Order 88 of the Rules of Court 2012.

**Sime Darby Property Berhad**  
**Registration No.: 197301002148 (15631-P)**

**APPLICANT**

### **NOTICE OF COURT-CONVENED MEETING**

**NOTICE IS HEREBY GIVEN THAT** by an Order of the High Court of Malaya (“**Court**”) dated 2 July 2024 (“**Order**”) in respect of the above matter, the Court has directed that a court-convened meeting of the shareholders of Sime Darby Property Berhad (“**Sime Darby Property**” or “**Company**”) is to be convened on a virtual basis through live streaming from the broadcast venue at Multipurpose Hall, Level 5, Sime Darby Property Berhad, No. 2, Jalan PJU 1A/7A, Ara Damansara, PJU 1A, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) via <https://investor.boardroomlimited.com> on Monday, 5 August 2024 at 10.00 a.m. (“**CCM**”), for the purpose of considering and if thought fit, passing with or without modification, a proposed scheme of arrangement between Sime Darby Property and its shareholders (“**Shareholders**”) pursuant to Sections 366 and 370 of the Companies Act, 2016 (“**Act**”).

The following resolution is proposed to be voted upon and approved at the CCM by way of a resolution to be passed by not less than 75% in total value of the Shareholders present and voting, in accordance with the Constitution of the Company and Section 366(3) of the Act:

“**THAT** Dato’ Rizal Rickman Ramli (NRIC No.: 780120-07-5921), being a Director of the Company, be and is hereby elected, approved, ratified and confirmed to act as the Chairman of the CCM and to report the results of the CCM to the Court following the CCM.

**THAT** subject to the sanction of the Court, approvals being obtained from the relevant authorities and subject to the passing of the following resolution, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to implement the following:

- (i) transfer of the identified assets, liabilities and business undertakings of Sime Darby Property relating to the existing township development in Bukit Jelutong, Selangor to Sime Darby Property (Bukit Jelutong) Sdn. Bhd. ("**SDP (Bukit Jelutong)**"), subject to the terms and conditions as set out in the reorganisation agreement dated 6 June 2024 entered into between Sime Darby Property and SDP (Bukit Jelutong);
- (ii) transfer of the identified assets, liabilities and business undertakings of Sime Darby Property relating to the existing township development in Denai Alam, Selangor to Sime Darby Property (City of Elmina) Sdn. Bhd. ("**SDP (City of Elmina)**"), subject to the terms and conditions as set out in the reorganisation agreement dated 6 June 2024 entered into between Sime Darby Property and SDP (City of Elmina);
- (iii) transfer of the identified assets, liabilities and business undertakings of Sime Darby Property relating to the existing township development in Elmina Business Park, Selangor to Sime Darby Property (Lagong) Sdn. Bhd. ("**SDP (Lagong)**"), subject to the terms and conditions as set out in the reorganisation agreement dated 6 June 2024 entered into between Sime Darby Property and SDP (Lagong);
- (iv) transfer of the identified assets, liabilities and business undertakings of Sime Darby Property relating to the proposed township development to be undertaken in Bandar Hamilton Nilai, Negeri Sembilan to MVV Holdings Sdn. Bhd. ("**MVV**"), subject to the terms and conditions as set out in the reorganisation agreement dated 6 June 2024 entered into between Sime Darby Property and MVV;
- (v) transfer of the identified liabilities and property titles of Sime Darby Property relating to the township development in Bukit Subang, Selangor to Sime Darby Property (H&L) Sdn. Bhd. ("**SDP (H&L)**"), subject to the terms and conditions as set out in the reorganisation agreement dated 6 June 2024 entered into between Sime Darby Property and SDP (H&L); and
- (vi) transfer of the identified assets, liabilities and business undertakings relating to the management service business/activities of Sime Darby Property to Sime Darby Property (Management Services) Sdn. Bhd. ("**SDP (Management Services)**"), subject to the terms and conditions as set out in the reorganisation agreement dated 6 June 2024 entered into between Sime Darby Property and SDP (Management Services),

(collectively referred to as the "**Proposed Internal Reorganisation**").

**THAT** the Board be and is hereby authorised to complete and to give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient with full power to:

- (i) execute any other agreements, deeds, instruments, undertakings, declaration and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (ii) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by any other relevant authorities or as may be deemed necessary by the Directors in the best interests of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation.

**THAT** authority be and is hereby given for the affixation of the Common Seal of the Company on the relevant documents or agreements to be entered into or prepared in connection with the Proposed Internal Reorganisation in accordance with the Constitution of the Company.

**AND THAT** all previous actions taken by the Directors for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

A copy of the Circular and Explanatory Statement to the Shareholders dated 5 July 2024 detailing the Proposed Internal Reorganisation and containing the Proxy Form required to be furnished pursuant to Section 369 of the Act is enclosed herewith (“**Document**”). Hardcopy of the Document can be obtained from the Share Registrar’s office, 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 during normal business hours from Monday to Friday (except public holidays) from the date of the Document up to and including the date of the CCM for the Shareholders.

The Proposed Internal Reorganisation will be subject to subsequent final sanction of the Court.

## **SIME DARBY PROPERTY BERHAD**

Date: 5 July 2024

### **Notes:**

#### **A) Registration for Remote Participation and Electronic Voting (“RPEV”) Facilities**

1. *The CCM will be conducted on a **virtual basis through live streaming and online remote voting** via RPEV facilities at <https://investor.boardroomlimited.com>. Members can attend, participate and vote in the meeting remotely or online using the RPEV facilities. Please follow the procedures provided in the Administrative Details for the CCM in order to register, participate and vote remotely via the RPEV facilities.*

*The Administrative Details on the conduct of the virtual CCM is available at the Company’s website at [www.simedarbyproperty.com/investor-relations/shareholders](http://www.simedarbyproperty.com/investor-relations/shareholders).*

2. *The Broadcast Venue of the CCM 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 of the meeting. No shareholder(s), proxy(ies), authorised representative(s) or attorney(s) will be physically present at the Broadcast venue on the day of the meeting.*

#### **B) Submission of questions before and during the meeting**

1. *Members may submit questions in relation to the agenda items for the CCM prior to the meeting via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than Saturday, 3 August 2024. The responses to these questions will be shared at the CCM.*
2. *During the CCM live streaming, members may also pose questions via real time submission of typed texts at <https://investor.boardroomlimited.com>. The Messaging window facility will be opened concurrently with the Meeting Platform (i.e. one hour before the CCM from 9.00 a.m. on Monday, 5 August 2024). The Board and Senior Management will be in attendance either at the Broadcast Venue or remotely to provide responses accordingly.*

#### **C) Proxy**

1. *For the purpose of determining a member who shall be entitled to attend this CCM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Rule 76 of the Company’s Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), to issue a General Meeting Record of Depositors as at 26 July 2024. Only a depositor whose name appears on the Record of Depositors as at 26 July 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her/its behalf.*
2. *A member shall be entitled to appoint another person as his/her/its proxy. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to attend, participate, speak and vote at the meeting. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
3. *A member may appoint up to 2 proxies to attend and vote at the meeting. Where a member appoints 2 proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*

4. 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 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 2 proxies to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.
5. The instrument appointing a proxy shall be in writing, executed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hands of 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.
6. The appointment of proxy may be made in a hardcopy form or by electronic means as follows:
  - i) In Hardcopy Form

The Proxy Form 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 Poll Administrator’s office, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding this meeting or no later than Saturday, 3 August 2024 at 10.00 a.m.
  - ii) By Electronic Form

The Proxy Form can be electronically submitted via <https://investor.boardroomlimited.com> (Kindly refer to the Administrative Details).
7. Pursuant to Paragraph 8.29(A)(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of Court-Convened Meeting will be put to vote by way of poll.

*Personal data privacy:*

Please refer to the Notice to Shareholders under the Personal Data Protection Act 2010 (“**PDPA Notice**”) published on the Company’s website under the Shareholders and Dividend Info section at <https://www.simedarbyproperty.com/investor-relations/shareholders> 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.

In disclosing the proxy’s personal data, you as a shareholder, warrant that the proxy(ies) has/have given his/her/their explicit consent for his/her/their personal data being disclosed to and processed by the Company in accordance with the Notice to Proxies under the Personal Data Protection Act 2010 published on the Company’s website under the Shareholders and Dividend Info section at <https://www.simedarbyproperty.com/investor-relations/shareholders>.