

Sime Darby Berhad

Registration No. 200601032645 (752404-U)

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting (AGM) of Sime Darby Berhad (Sime Darby or Company) will be held virtually through live streaming from the broadcast venue at Function Room, Ground Floor, Menara Sime Darby, Oasis Corporate Park, Jalan PJU 1A/2, Ara Damansara, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 14 November 2024 at 10.00 a.m. for the following businesses:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon.
Refer to Explanatory Note 1
- To approve the payment of fees to the Non-Executive Directors up to an amount of RM4,600,000 from the Eighteenth AGM until the next AGM of the Company.
Refer to Explanatory Note 2
- To approve the payment of benefits to the Non-Executive Directors up to an amount of RM1,500,000 from the Eighteenth AGM until the next AGM of the Company.
Refer to Explanatory Note 2
- To elect Professor Datuk Ts. Ir. Dr. Siti Hamisah Tapsir, who retires pursuant to Rule 82.2 of the Constitution of the Company and who being eligible, offer herself for election.
Refer to Explanatory Note 3
- To re-elect the following Directors who retire pursuant to Rule 103 of the Constitution of the Company and who being eligible, offer themselves for re-election:
 - Tan Sri Samsudin Osman (Resolution 4)
 - Dato' Lee Cheow Hock Lawrence (Resolution 5)
 - Moy Pui Yee (Resolution 6)
 - Mohamad Idros Mosin (Resolution 7)*Refer to Explanatory Note 3*
- To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Directors to determine their remuneration.
Refer to Explanatory Note 4

AS SPECIAL BUSINESS

- To consider and, if thought fit, pass the following Ordinary Resolutions:
 - Proposed Shareholders' Ratification and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties Involving the Interest of the following parties:**
 - Toyota Motor Corporation (Resolution 9)
 - Toyota Tsusho Corporation (Resolution 10)
 - KYB Corporation, Japan (Resolution 11)
 - Toyota Industries Corporation (Resolution 12)THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties involving the interest of the above-mentioned parties pursuant to Resolutions 9 to 12, as set out in Section 2.3(i) of the Circular to Shareholders dated 16 October 2024, which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiary companies on normal commercial terms and are not detrimental to the minority shareholders of the Company (Mandate);
THAT the Mandate shall continue to be in force until:
 - the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting whereby the Mandate is renewed; or
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - the Mandate is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,
whichever is the earlier;THAT the recurrent related party transactions entered into or to be entered into by the Company and/or its subsidiaries with related parties involving the interest of the above-mentioned parties from 19 February 2024, being the delisting date of UMW Holdings Berhad, until the date of the Eighteenth AGM of the Company, particulars which are set out in Section 2.3(i) of the Circular to Shareholders dated 16 October 2024, be and are hereby approved, confirmed and ratified;
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate.
Refer to Explanatory Note 5
 - Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties Involving the Interest of Bermaz Auto Berhad (Bermaz)**
THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties involving the interest of Bermaz, as set out in Section 2.3(ii)(b) and 2.3(iii) of the Circular to Shareholders dated 16 October 2024, which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiary companies on normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not detrimental to the minority shareholders of the Company (Mandate);
THAT the Mandate shall continue to be in force until:
 - the conclusion of the next Annual General Meeting (AGM) of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting whereby the Mandate is renewed; or
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - the Mandate is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,
whichever is the earlier;AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate.
Refer to Explanatory Note 5
- 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.

By Order of the Board

Dato' Jeffri Salim Davidson
Director
Selangor Darul Ehsan, Malaysia
16 October 2024

NOTES:

- It is our pleasure to invite you to our Eighteenth AGM of the Company which will be held virtually through live streaming from the broadcast venue. Members and proxies are advised to participate and vote remotely at this AGM using the Remote Participation and Voting (RPV) facilities provided by the Company's Share Registrar, Tricor Investor & Issuing Services Sdn Bhd (Tricor) through its TIIH Online website at <https://tiih.online>. Members are advised to read the Administrative Guide carefully and follow the procedures in the Administrative Guide for this AGM in order to participate remotely.
- For the purpose of determining who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Rule 64 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA), to issue to the Company, a Record of Depositors as at 7 November 2024. Only a Member whose name appears on this Record of Depositors as at 7 November 2024 shall be entitled to attend this AGM or appoint a proxy to attend, participate, speak and vote on his/her behalf.
- A Member entitled to attend and vote at this AGM 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 this AGM 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. A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements), all resolutions set out in the Notice of the Eighteenth 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 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.
- 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.
- 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 initialled.
- The Form of Proxy and 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 with Tricor not less than 24 hours before the time appointed for the taking of the poll or no later than Wednesday, 13 November 2024 at 10.00 a.m. The Form of Proxy can be submitted through either one of the following avenues:

- Lodgement of Form of Proxy in hard copy: To be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at Tricor's Customer Services Centre at Unit G-3, Ground Floor, Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - Electronic lodgement of Form of Proxy: The Form of Proxy can be lodged electronically via Tricor's TIIH Online website at <https://tiih.online>. Please follow the procedures for electronic lodgement of Form of Proxy in the Administrative Guide for this AGM.
- A Member who has appointed a proxy to participate in this AGM must request his/her proxy to register himself/herself for the RPV at Tricor's TIIH Online website at <https://tiih.online>. Please follow the procedures in the Administrative Guide for this AGM.
 - The Administrative Guide on the conduct of a virtual AGM of the Company is available at the Company's website at <https://www.simedarby.com/investor/agmegm>.

EXPLANATORY NOTES

1. Audited Financial Statements for the financial year ended 30 June 2024

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Act. There is no requirement to seek shareholders' approval and hence, this agenda item is meant for discussion only and will not be put forward for voting.

2. Resolutions 1 and 2 – Directors' Fees and Benefits

Section 230(1) of the Act provides that the 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. The shareholders' approvals are hereby sought for the payment of Directors' fees and benefits up to an amount of RM4,600,000 and RM1,500,000 respectively, to the NEDs with effect from the Eighteenth AGM until the next AGM of the Company.

(i) The payment of Directors' fees for the NEDs is based on the fee structure below:

Board/Board Committee	NED Fees (RM/Year)	
	Chairman	Member
Board	560,000	240,000 ¹ 380,000 ²
• Governance & Audit Committee	80,000	50,000
• Risk Management & Sustainability Committee		
• Nomination & Remuneration Committee	70,000	40,000
• Investment Committee		

Notes:

- Fee for Non-Resident Director
- Fee for Non-Director

(ii) The benefits payable for the NEDs comprising the following:

- Company car, petrol and driver for the Non-Executive Chairman
- Telecommunication devices/facilities
- Club membership subscription
- Medical and insurance coverage
- Discount on purchases of Group/Company products on terms not more favourable than those given to the public/employees
- Other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors

In determining the estimated total amount of Directors' fees and benefits payable for the NEDs, the Board has considered various factors including the number of scheduled and special meetings for the Board and Board Committees, based on the current number of NEDs including a provisional sum as a contingency for future appointment of NEDs on the Board and Board Committees.

The proposed Resolutions 1 and 2, if passed, will give authority to the Company to pay the Directors' fees and benefits on a monthly basis and/or as and when incurred. The Board is of the view that it is just and equitable for the NEDs to be paid the Directors' fees and benefits on a monthly basis and/or as and when they are incurred, particularly after the Directors have discharged their responsibilities and rendered their services to the Company.

Any NEDs who are shareholders of the Company will abstain from voting on Resolutions 1 and 2 concerning the Directors' fees and benefits of the NEDs at the Eighteenth AGM.

The remuneration of each Director for the financial year ended 30 June 2024 is set out on page 124 of the Annual Report 2024.

3. Resolutions 3 to 7 – Election and re-election of Directors

(i) Rule 82.2 of the Constitution of the Company states that a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall be eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Professor Datuk Ts. Ir. Dr. Siti Hamisah Tapsir was appointed during the year, is standing for election as Director, and has consented to be elected as Director of the Company.

(ii) Rule 103 of the Constitution of the Company states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office at each annual general meeting. A Director retiring at a general meeting shall retain office until the conclusion of the meeting. In addition, Rule 104 of the Constitution of the Company states that all Directors shall retire from office at least once every three (3) years. A retiring Director shall be eligible for re-election.

The Directors who are subject to re-election at the Eighteenth AGM of the Company are Tan Sri Samsudin Osman, Dato' Lee Cheow Hock Lawrence, Moy Pui Yee and Mohamad Idros Mosin. All of them, being eligible, have offered themselves for re-election at the Eighteenth AGM pursuant to Rule 104 of the Constitution of the Company.

For the purpose of determining the eligibility of the Directors to stand for election (NRC), had assessed each of the retiring Directors, and considered the following:

- Performance and contributions based on 2024 Board Effectiveness Assessment results;
- Level of contributions to the Board deliberations through their skills, experience, in qualities and commitment;
- Character, integrity, experience and competence, as well as fit and propensities in discharging their roles effectively; and
- Level of independence demonstrated by the Independent Directors, and their ability to act in the best interest of the Company in decision making.

Based on the aforesaid assessment, the Board and the NRC are satisfied that the retiring Directors met the performance criteria required of an effective and high-performance Board and the Board's expectations by continuously discharging their duties diligently.

4. Resolution 8 – Re-appointment of Directors

The Governance & Audit Committee (GAC) at its meeting held on 19 September 2024 undertook the annual assessment of the suitability and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, PricewaterhouseCoopers PLT (PwC). The following factors were taken into consideration:

- Dissemination of information about policies and processes for maintaining independence, objectivity and the monitoring of PwC's compliance with professional ethical standards;
- Communication of audit strategy and current developments in relation to accounting and auditing standards relevant to the Group's financial statements and the potential impact on the audit;
- Timeliness and quality of communications with regard to significant audit, accounting, related risks and control weaknesses and recommendations as well as effective use of meetings with the GAC without management presence;
- Competency in the coordination of resources and technical knowledge, and expertise in managing its engagement; and
- Reasonableness of the audit fees charged.

The GAC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources that the external audit team had provided to the Sime Darby Group as prescribed under Paragraph 15.21 of the Listing Requirements.

The Board at its meeting held on 26 September 2024 approved the GAC's recommendation that the shareholders' approval be sought at the Eighteenth AGM on the re-appointment of PwC as external auditors of the Company for the financial year ending 30 June 2025, under Resolution 8. The present external auditors, PwC, have indicated their willingness to continue their services for the next financial year.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. Resolutions 9 to 13 – Proposed Shareholders' Ratification and Proposed Shareholders' Mandate

The proposed Resolutions 9 to 13, if passed, will ratify the recurrent related party transactions entered into or to be entered into by the Company and/or its subsidiaries with related parties for the period from 19 February 2024 until the Eighteenth AGM and renew the existing shareholders' mandate and grant a new mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations and are on normal commercial terms and are not detrimental to the minority shareholders of the Company.

Detailed information on the Proposed Shareholders' Ratification and Proposed Shareholders' Mandate is set out in Section 2.3 of the Circular to Shareholders dated 16 October 2024.