



SIME DARBY PROPERTY BERHAD

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

**PROXY FORM FOR THE COURT-CONVENED MEETING
FOR THE SHAREHOLDERS**

**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.

CDS Account No.	No. of shares held

I/We * _____ NRIC/Passport/Registration No.* _____
(full name in capital letters)

of _____
(full address)

_____ Tel no. _____

being a member(s) of **SIME DARBY PROPERTY BERHAD** [Registration No. 197301002148 (15631-P)] ("**Company**"), hereby appoint

Full Name (in capital letters)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Address			
Contact No.:			
Email Address:			

and/or*

Full Name (in capital letters)	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Address			
Contact No.:			
Email Address:			

or failing him/her*, the Chairman of the meeting as my/our* proxy to vote for me/us* on my/our* behalf, at the Court-Convened Meeting of the Company, to be conducted as a virtual meeting 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 via <https://investor.boardroomlimited.com> on Monday, 5 August 2024 at 10.00 a.m. or at any adjournment thereof (as the case may be).

Please indicate with an "X" in the appropriate space(s) provided below on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her* discretion.

Resolution	Particulars	For	Against
Special Resolution	Proposed Internal Reorganisation		

* Delete whichever not applicable

Dated this _____ day of _____ 2024

Signature/ Common Seal of Member(s)

Notes:

A) Registration for Remote Participation and Electronic Voting ("RPEV") Facilities

- 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.

- 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

- 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.
- 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>