



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

MINUTES OF THE COURT-CONVENED MEETING (“CCM”) OF SIME DARBY PROPERTY BERHAD (“SIME DARBY PROPERTY” OR “THE COMPANY”) HELD AT THE BROADCAST VENUE AT THE 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 ON MONDAY, 5 AUGUST 2024 AT 10.00 A.M.

BOARD OF DIRECTORS	:	YBhg Dato’ Rizal Rickman Ramli (“ Chairman ”) YBhg Dato’ Seri Azmir Merican YBhg Dato’ Soam Heng Choon * YAM Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj YBhg Tan Sri Jaganath Derek Steven Sabapathy YBhg Dato’ Seri Ahmad Johan Mohammad Raslan * YBhg Datin Norazah Mohamed Razali * Mr. Mohamed Ridza Mohamed Abdulla YBhg Dato’ Hamidah Naziadin * Dr. Lisa Lim Poh Lin * Ms. Nur Farahbi Shaari * Mr. Khalid Mohammed Noor (<i>Alternate to Ms. Nur Farahbi Shaari</i>)
GROUP COMPANY SECRETARY	:	Ms. Noreen Melini Muzamli
REPRESENTATIVE OF THE LEGAL ADVISER	:	<u>Messrs. Mah-Kamariyah & Philip Koh</u> Mr. Adrian Koh
SENIOR MANAGEMENT / GUESTS	:	As per Attendance List
SHAREHOLDERS / CORPORATE REPRESENTATIVES / PROXIES	:	<i>Participating via Boardroom Share Registrar Sdn Bhd’s Remote Participation and Electronic Voting (“RPEV”) facilities at https://investor.boardroomlimited.com website</i> As per the Summary of Attendance List
SCRUTINEERS	:	Mr. Chuah Poo Sian (<i>Partner, Coopers Professional Scrutineers Sdn Bhd</i>)

**Attendance via video conferencing.*

1.0 CHAIRMAN'S OPENING REMARKS

- 1.1 The Chairman, on behalf of the Board and Management, welcomed the shareholders to the CCM of Sime Darby Property and thanked them for their participation and continued support to the Company.
- 1.2 The Chairman informed that the Group Company Secretary had confirmed the presence of a requisite quorum pursuant to the Company's Constitution. The Notice of the CCM dated 5 July 2024, which was issued in accordance with the Company's Constitution, was taken as read. He then called the Meeting to order at 10.00 a.m.
- 1.3 The Chairman briefed the shareholders as follows:
- 1) The High Court of Malaya had, on 2 July 2024, directed that a court-convened meeting of the shareholders of Sime Darby Property be convened on a virtual basis through live streaming from the broadcast venue.
 - 2) The CCM was specifically convened to seek approval of the shareholders for the Proposed Internal Reorganisation of Sime Darby Property, involving the Reorganisation Agreements by way of a Members' Scheme of Arrangement pursuant to Sections 366 and 370 of the Companies Act 2016 ("**Act**") to effect the Proposed Internal Reorganisation and upon such terms and subject to such conditions as may be sanctioned by the Court.
- 1.4 The Chairman introduced the Board members present at the Broadcast Venue and participated via video conferencing. He also introduced the Group Company Secretary, Senior Management Team and representative of the Legal Adviser, Messrs. Mah-Kamariyah & Philip Koh, who were also present at the Broadcast Venue.
- 1.5 The Chairman briefed the shareholders as follows:
- 1) As of 26 July 2024, the Company had 30,315 depositors and the total number of issued shares stood at 6,800,839,377 ordinary shares.
 - 2) Based on the registration data given by the Company's Poll Administrator, Boardroom Share Registrars Sdn Bhd as at 10.00 a.m. on 26 July 2024, 805 members had registered to attend the CCM through the RPEV facilities. They represented 4,462,030,003 ordinary shares, constituting 65.61% of the Company's total issued shares.
 - 3) The proposed Special Resolution required the passing of not less than 75% in total value of the shareholders present and voting, in accordance with the Constitution of the Company and Section 366 of the Act.
 - 4) In accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"), the proposed resolution set out in the Notice of the CCM would be voted by way of a poll.
 - 5) Ms. Linda Thien and Mr. Yeoh Wei Ling who were shareholders, had offered themselves to be the Proposer and Seconder for the proposed Special Resolution on the Agenda.

- 6) The Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting (“**e-voting**”) using the RPEV facilities and Coopers Professional Scrutineers Sdn Bhd as Independent Scrutineers to validate the poll results.
- 1.6 The Chairman informed the shareholders that they may submit their votes at any time, from the commencement of the CCM at 10.00 a.m. until the announcement of the end of the voting session. A video was then presented to the shareholders on the e-voting procedures.
- 1.7 The Chairman proceeded to invite the Group Chief Financial Officer (“**GCFO**”), Ms. Betty Lau, to provide a brief presentation on the Proposed Internal Reorganisation.

2.0 PRESENTATION BY THE GCFO

2.1 Ms. Betty Lau highlighted to the Meeting the following, as per **Appendix 1**:

- 1) CCM for the Proposed Internal Reorganisation
- 2) Current Corporate Structure of Sime Darby Property
 - i) Current Group Structure of Sime Darby Property
 - ii) Current Principal Activities of Sime Darby Property
 - iii) Proposed Internal Reorganisation
 - iv) Group Structure of Sime Darby Property (Post-Internal Reorganisation)
 - v) Rationale of Proposed Internal Reorganisation
- 3) Effects of the Internal Reorganisation
- 4) Approvals and Timeline

3.0 SPECIAL RESOLUTION - PROPOSED INTERNAL REORGANISATION

- 3.1 The Chairman thanked Ms. Betty Lau and informed the Meeting that the only item on the Agenda was the Special Resolution to approve the Proposed Internal Reorganisation and advised the shareholders to refer to the Circular and Explanatory Statements to the Shareholders dated 5 July 2024, which set out the details of the Proposed Internal Reorganisation.
- 3.2 The Chairman informed the shareholders present that prior to the CCM, the Company did not receive any questions from the Minority Shareholders Watch Group.
- 3.3 Upon invitation by the Chairman, Dato’ Seri Azmir Merican, the Group Managing Director (“**GMD**”), read out and responded to the questions received from the shareholders in advance and the live questions received as follows:
 - 1) The Company received question or request of door gift for those attending the CCM from the following shareholders:
 - i) Mr. Tan Wei Siang
 - ii) Mr. Yong Joon Fah
 - iii) Mr. Tan Keng Chok
 - iv) Ms. Lee Chew Foong
 - v) Mr. Chee Teng Ho
 - vi) Ms. Tee Beng Choo
 - vii) Mr. Lim Ba Tai @ Lim Eng Kim

- viii) Ms. Tee Beng Ngo
- ix) Ms. Tee Beng Hee

Response:

We appreciate the participation of our shareholders at this CCM. There will be no distribution of door gift(s) or food voucher(s) to shareholders or proxies who participate in the CCM. The Group is committed towards maximising shareholders' returns via payment of dividends, while taking into consideration funding requirements for growth and transformation plans.

Similar questions received during the meeting in relation to door gift will not be addressed as this has been explained earlier, this would also allow more time for us to respond to other questions raised by shareholders. We thank you for your understanding and cooperation.

- 2) A request for a printed copy of the Financial Report from Mr. Heng Sau Wah (Shareholder).

Response:

*We have acknowledged the request for a copy of our Financial Report. Our latest Annual Report 2023 (including Financial Report) is available for download on our corporate website:
<https://www.simedarbyproperty.com/annualreport2023>.*

Subsequently, Tricor, our appointed Share Registrar, has also arranged for the delivery of the Annual Report 2023 ahead of the CCM.

- 3) Question from Mr. Choy Yau Kee (Shareholder)

The company is owned by the shareholders who should decide how to run the AGM, i.e. either wholly physical or hybrid (physical and virtual). Virtual AGM is a convenient way to block, filter and ignore shareholders' questions. This the real reason this Group still conduct virtual AGM.

Response:

The Company has decided to continue leveraging on technology and conduct the CCM virtually, which would facilitate communication and engagement with a wider group of shareholders. The questions raised by shareholders at virtual meetings have been responded to accordingly.

- 4) Question from Encik Mohd Khairul Naziri bin Abdul Nashir

*Could you elaborate on Sime Darby Property's strategic priorities for the upcoming year, particularly in terms of sustainability and innovation?
How do you plan to balance these priorities with your growth objectives?*

Response:

The Group remains committed to executing the SHIFT25 strategy to transform Sime Darby Property from a pure-play developer into a diversified real estate company. This involves maximising our core Property Development business (Engine 1), increasing recurring income through Investment & Asset Management (Engine 2), and exploring innovative growth opportunities (Engine 3). In general, the Group allocates 70%, 25%, and 5% of resources to Engines 1, 2, and 3, respectively.

Sustainability remains a key priority across the organisation and within all of our business segments. Our focus and efforts revolves around adopting best sustainability practices to decarbonise our operations towards Net Zero, as well as conservation of urban biodiversity within our townships.

Similarly, the Group is embarking on various innovation initiatives in terms of design and modern methods of construction to disrupt the traditional approach to homebuilding.

5) Questions from Mr. Tan Keng Chok

- a) Other than the discount mandated by Government earlier on, i.e. HOC (Homeownership campaign), is Sime Darby Property giving special discount for purchases of Sime Darby Property houses by shareholders?

Response:

There are no discounts offered specifically to shareholders, as compared to ordinary purchasers.

The Group is committed towards maximising shareholders' returns via payment of dividends, while taking into consideration funding requirements for growth and transformation plans.

- b) To date, how much has Sime Darby Property contributed to Human Resource Development Fund (HRDF) under Kementerian Sumber Manusia, Malaysia? How many staff have gone for training under HRD?

Response:

As at YTD June 2024, Sime Darby Property has contributed ~RM750k to HRDF and claimed ~RM580k (~77%) from HRDF for training of approximately 500 employees.

3.4 The Chairman informed the Meeting that the Company had received several live questions from the shareholders in advance via the RPEV facilities. The questions were then read and responded by the GMD on behalf of the Board / Management, as follows:

1) Question from Mr. Lim San Kim

Why reorganisation? Please elaborate.

Response:

The rationale for the reorganisation exercise has been explained by the GCFO in the earlier presentation.

2) Question from Mr. Lim Jit Thin

Morning to the board, what proposal internal reorganisation exercise is being planned? Kindly clarify, thanks.

Response:

This question has been addressed in the presentation. It is clear that this proposed internal reorganisation is primarily to streamline our businesses and to maximise clarity in terms of the structure.

3) Question from Mr. Lim San Kim

What is mean by court convened meeting, is it instruction from the court to hold this meeting, please elaborate, thank you.

Response:

The court-convened meeting, CCM, is similar to an Extraordinary General Meeting (EGM), for all shareholders and for all intents and purposes, where a resolution is tabled to shareholders via approvals and via polling. It is termed as CCM because it is convened in accordance with the court order.

4) Question from Mr. Lim San Kim

US currency and shares market are falling, why not invest in Russia, China and Middle East?

Response:

By GMD

There are no plans to invest in those markets now. We keep to our core business and focus on our fundamentals, and we run our business based on our long-term plan.

By the Chairman

To recall the discussion in our last AGM (Annual General Meeting) on what Sime Darby Property is trying to achieve in next 5 to 10 years, ultimately, we are trying to shift from being a traditional property developer to a real-estate company that contributes meaningfully to the communities and the environment where we operate in. A big shift of this is to diversify our income stream from very lumpy property development to recurring, hence we are moving into logistics and other REITS.

Regarding international expansion, as of today, the Group operates predominantly in Malaysia, with presence in the UK via Battersea. The question of international expansion is something that the Board is always looking at, namely what does growing overseas add to the Company's portfolio. We will come to the shareholders with an update when we are ready.

In terms of the specific country where you mentioned which is Russia, China and Middle East, we do not think they are appropriate market for us to venture right now. We want to look for markets with strong fundamentals, good liquidity and complement our skill sets. Additionally, we are looking for markets which are fairly transparent, where the investors can come in and operate fairly well. That is the market that the Board is looking at, and we will come back to our shareholders when we have something that is more material.

5) Question from Mr. Au Yang Leong Kiat

What is the purpose of the internal re-organisation and do we have option to reject since this is CCM?

Response:

As mentioned earlier, the rationale was summarised in the presentation by the GCFO. To repeat, it is to streamline our businesses, to provide flexibility for our business operation and efficiency, to segregate the township businesses under respective Transferees and also to provide strategic clarity under distinct strategic objectives with better focus. As such, the Company could have a clearer evaluation on the township performances. Restructuring of management services business is to improve cost effectiveness and overall performance.

We need at least 75% in total value of the shareholders presence and voting for this proposal to be passed.

6) Question from Mr. Teh Peng Tin

How much the company spend on this CCM?

Would the BOD kindly consider giving Touch 'n' Go e-wallet as a token of appreciation for attending this RPV.

What's the rationale for this proposal? Please explain.

Response:

We spent about RM200,000 for this CCM. For the whole exercise, primarily legal and advisory fees and for the proposal, it costs more, which is RM810,000,

Questions in relation to door gifts and the rationale have been answered earlier.

7) Question from Mr. Yuen Juin Hoe

'Achieve a leaner corporate structure,' does this means involvement of layoffs, post reorganisation? What are the figures involved?

Response:

We do not foresee any layoffs, or any changes in management, arising from this proposed internal reorganisation.

8) Question from Mr. Lim Jit Thin

The word used by GCFO in her presentation is "is not expected to effect the earnings of the company" which means it could well effect the earnings of the company too later!

Response:

We do not foresee any material impact on the earnings and earning per share of the Group, as it involves transfers between Sime Darby Property companies. It is a purely an internal reorganisation exercise, and it should not have any impacts.

9) Question from Ms. Lee Chew Foong

What are the risks and additional costs of this re-organisation to Sime Darby Property?

Response:

We do not expect to have any material impact as it is only an internal transfer of our 100% owned subsidiaries.

The costs for this exercise is minimal at approximately RM810,000, excluding disbursement and service tax.

10) Question from Ms. Lee Chew Foong

Are we saying that Sime Darby Property had been operating inefficiently, ineffectively and uneconomically all these years and therefore this re-organisation is compulsory and necessary?

Response:

The internal reorganisation is to enhance the efficiency, and it is important to improve our focus and resource allocation for our respective businesses. Whilst the benefits of the restructuring via enhanced operational efficiency and streamlining operations are not directly quantifiable.

There are always opportunities for the Company to improve. When we see opportunities to enhance and improve, we will do so. With such internal reorganisation does not mean that we are operating inefficiently.

11) Question from Mr. Ariff bin Adam

Can Management explain the impact on cash flow on both companies for the coming years after this transaction?

Response:

There should not be any impact on the Group's cash flow.

12) Question from Mr. Chua Song Yun

Are these exercises are preparations for the group to monetise assets in future, such as REIT?

Response:

This rationale of this exercise is to allow us to streamline the structure of the Group and provide better efficiency, and not specifically for any purpose of monetising assets.

3.5 As there were no other questions raised by shareholders, the Chairman, on behalf of the Board, expressed appreciation to the shareholders for raising the aforesaid questions, and to the GMD for the respective responses.

4.0 POLL VOTING

4.1 The Chairman reminded the shareholders to cast their votes via the RPEV facilities as the voting session would end in 10 minutes.

(The CCM took a 10-minute break to allow for voting session).

4.2 After 10 minutes, the Chairman announced that the voting session for the CCM had concluded and thanked all shareholders for their participation throughout the CCM. The Poll Administrator would compile and hand over the poll results to the Independent Scrutineers for validation.

4.3 The Chairman informed that the CCM would take a break at 10.50 a.m. to facilitate the completion of the verification for declaration of poll results in respect of the Special Resolution.

5.0 POLL RESULTS

5.1 The Chairman resumed the CCM at 11.00 a.m. for the announcement of the poll results and invited Mr. Chuah Poo Sian, the representative of the Independent Scrutineers for the polling exercise to read out the poll results.

5.2 Mr. Chuah Poo Sian, proceeded to read out the following poll results:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Special Resolution Proposed Internal Reorganisation	5,235,040,380	99.9972	148,693	0.0028

5.3 The Chairman thanked Mr. Chuah Poo Sian and announced that the following resolution was **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.”

6.0 CONCLUSION

- 6.1 The Chairman informed the Meeting that the results of the poll voting would be announced to Bursa Malaysia this evening.
- 6.2 The Chairman thanked all attendees for their participation at the CCM.
- 6.3 There being no other business to be transacted, the Meeting ended at 11.03 a.m. with a vote of thanks to the Chairman.

Dated : 21 August 2024