

# ADMINISTRATIVE GUIDE

for the 16<sup>th</sup> Annual General Meeting of Sime Darby Berhad

Date	:	Tuesday, 15 November 2022
Time	:	10.00 a.m.
Broadcast Venue	:	Function Room, Ground Floor Menara Sime Darby, Oasis Corporate Park Jalan PJU 1A/2, Ara Damansara 47301 Petaling Jaya Selangor Darul Ehsan, Malaysia

## MODE OF MEETING

1. The Securities Commission Malaysia had, on 7 April 2022, issued a revised Guidance Note on the Conduct of General Meeting for Listed Issuers stating various mode of conducting general meetings as to be aligned with the “Transition to Endemic” phase subject to the requirements under the prevailing and applicable Standard Operating Procedures by Majlis Keselamatan Negara and the Ministry of Health (“Revised Guidance Note”). The Revised Guidance Note further states that listed issuers are encouraged to continue leveraging technology to conduct their general meetings beyond the Movement Control Order in accordance with the recommendation stated under Practice 13.3 of the Malaysian Code on Corporate Governance.
2. In line with the Malaysian Government’s directive and the Revised Guidance Note, Sime Darby Berhad (“the Company”) will conduct its 16<sup>th</sup> Annual General Meeting (“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>.
3. The broadcast venue of the 16<sup>th</sup> 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 present at the main venue of the meeting. Shareholder(s) or proxy(ies) or authorised representative(s) or attorney(s) **WILL NOT BE ALLOWED** to attend the 16<sup>th</sup> AGM in person at the broadcast venue on the day of the meeting.

## RPV FACILITIES

1. Shareholders are able to attend virtually, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 16<sup>th</sup> AGM using the RPV provided by Tricor via its **TIIH Online** website at <https://tiih.online>. Please refer to the Procedure for RPV contained herein for more information.
2. A shareholder who has appointed a proxy(ies) or authorised representative(s) or attorney(s) to participate at the 16<sup>th</sup> AGM via the RPV must request his/her proxy(ies) or authorised representative(s) or attorney(s) to register himself/herself for RPV at the TIIH Online website at <https://tiih.online>. Please refer to the Procedure for RPV contained herein for more information.

## PROCEDURES FOR RPV

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate in the 16<sup>th</sup> AGM will need to follow the requirements and procedures as summarised below:

	Procedure	Action
<b>BEFORE THE AGM DAY</b>		
(a)	Sign-up as a user with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, access the TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>. Sign-up as a user under “e-Services” select “<b>Create Account by Individual Holder</b>”. Refer to the tutorial guide posted on the homepage for assistance.</li> <li>User application will be approved within one (1) working day and you will be notified via email.</li> <li>If you are already a user with TIIH Online, you are not required to sign-up again. You will receive an email to notify you that remote participation is available for registration at TIIH Online.</li> </ul>
(b)	Submit your registration for RPV	<ul style="list-style-type: none"> <li>Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 16<sup>th</sup> AGM to ascertain their eligibility to participate at the 16<sup>th</sup> AGM using the RPV. Pre-registration is open from Monday, 17 October 2022 until the day of the 16<sup>th</sup> AGM, Tuesday, 15 November 2022.</li> <li>To register for RPV, visit the TIIH Online website and login with your user ID (i.e. email address) and password and select the corporate event: “<b>(REGISTRATION) SIME DARBY BERHAD 16<sup>TH</sup> AGM</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration and proceed to register.</li> <li>The system will send an email to notify you that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors dated 7 November 2022, the system will send you an email to approve your registration for remote participation and the procedures to use the RPV will be detailed therein. In the event your registration is not approved, you will also be notified via email.</li> </ul> <p><i>(Note: Please allow sufficient time for approval as a new user of TIIH Online as well as the registration for RPV in order for you to log into TIIH Online and participate in the 16<sup>th</sup> AGM remotely.)</i></p>
<b>ON THE DAY OF THE AGM</b>		
(a)	Login to TIIH Online	<ul style="list-style-type: none"> <li>To participate in the 16<sup>th</sup> AGM, visit the TIIH Online website and log in with your user ID (i.e. email address) and password at any time from 9.00 a.m. i.e. 1 hour before the commencement of the 16<sup>th</sup> AGM on Tuesday, 15 November 2022 at 10.00 a.m.</li> </ul>
(b)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: “<b>(LIVE STREAM MEETING) SIME DARBY BERHAD 16<sup>TH</sup> AGM</b>” to engage in the proceedings of the 16<sup>th</sup> AGM.</li> <li>If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavour to respond to all questions submitted during the 16<sup>th</sup> AGM.</li> </ul>

	Procedure	Action
(c)	Online Remote Voting	<ul style="list-style-type: none"> <li>▪ The voting session will commence from 10.00 a.m. on Tuesday, 15 November 2022 until a time when the Chairman announces the end of the session.</li> <li>▪ To submit your vote, on the TIIH Online website, select the corporate event: “(REMOTE VOTING) SIME DARBY BERHAD 16<sup>TH</sup> AGM” or if you are in the live stream meeting page, you can select the “GO TO REMOTE VOTING PAGE” button, located below the query box.</li> <li>▪ Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>▪ Select the CDS account that represents your shareholdings.</li> <li>▪ Indicate your votes for the resolutions that are tabled for voting.</li> <li>▪ Confirm and submit your votes.</li> </ul>
(d)	End of remote participation	Upon the announcement by the Chairman on the closure of the 16 <sup>th</sup> AGM, the live streaming will end.

**Note to users of the RPV facilities:**

1. Should your registration for the RPV be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device you use.
3. In the event you encounter any issues logging in, connecting to the live streamed meeting or voting online on the day of the meeting, kindly call the Tricor Help Line at 011-40805616/011-40803168/011-40803169/011-40803170 or email to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

**ENTITLEMENT TO PARTICIPATE AND VOTE**

1. Only shareholders whose names appear on the Record of Depositors as at 7 November 2022 shall be entitled to attend the 16<sup>th</sup> AGM or appoint proxy(ies) to attend and/or vote on his/her behalf. A shareholder will not be allowed to participate at the meeting if his/her proxy(ies) has/have been registered to participate in the meeting.
2. If a shareholder is unable to participate in the 16<sup>th</sup> AGM, he/she may also appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the form of proxy.

**APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE OR ATTORNEY**

1. The appointment of proxy(ies) may be submitted in hard copy form or electronically.

(i) In hard copy form

The form of proxy must be deposited with 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) Electronically

The form of proxy can be electronically submitted via Tricor’s TIIH Online website at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy.

2. The form of proxy and 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 with Tricor not less than 24 hours before the time appointed for the taking of the poll or no later than **Monday, 14 November 2022 at 12.00 p.m.**
3. Shareholders who have appointed proxy(ies) or authorised representative(s) or attorney(s) to participate in the 16<sup>th</sup> AGM must request his/her proxy(ies) or authorised representative(s) or attorney(s) to register himself/herself/themselves for the RPV at Tricor’s TIIH Online website at <https://tiih.online>.

#### PROCEDURE FOR ELECTRONIC SUBMISSION OF FORM OF PROXY

The procedures to submit your form of proxy electronically via Tricor’s **TIIH Online** website are summarised below:

	Procedure	Action
<b>i</b>	<b>Steps for Individual Shareholders</b>	
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>▪ Using your computer, please access the TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>▪ If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>▪ After the release of the Notice of Meeting by the Company, log in with your username (i.e. email address) and password.</li> <li>▪ Select the corporate event: “Submission of Proxy Form”.</li> <li>▪ Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>▪ Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>▪ Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy.</li> <li>▪ Indicate your voting instructions – <b>FOR</b> or <b>AGAINST</b>, otherwise your proxy(ies) will decide your vote.</li> <li>▪ Review and confirm your proxy(ies) appointment.</li> <li>▪ Print the form of proxy for your record.</li> </ul>
<b>ii</b>	<b>Steps for Corporation or Institutional Shareholders</b>	
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>▪ Using your computer, please access the TIIH Online website at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>▪ Complete the registration form and upload the required documents.</li> <li>▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>▪ Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>

	Procedure	Action
(b)	Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>▪ Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>▪ Select the corporate exercise name: <b>“SIME DARBY BERHAD 16<sup>TH</sup> AGM “Submission of Proxy Form”</b>.</li> <li>▪ Agree to the Terms &amp; Conditions and Declaration.</li> <li>▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>▪ Prepare the file for the appointment of proxies by inserting the required data.</li> <li>▪ Submit the proxy appointment file.</li> <li>▪ Login to TIIH Online, select corporate exercise name: <b>“SIME DARBY BERHAD 16<sup>TH</sup> AGM “Submission of Proxy Form”</b>.</li> <li>▪ Proceed to upload the duly completed proxy appointment file.</li> <li>▪ Select “Submit” to complete your submission.</li> <li>▪ Print the confirmation report of your submission for your record.</li> </ul>

#### POLL VOTING

1. The voting at the 16<sup>th</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as the Poll Administrator to conduct the poll by way of electronic voting (e-voting) and Coopers Professional Scrutineers Sdn Bhd as the Scrutineers to verify the poll results.
2. Shareholders or proxy(ies) or corporate representative(s) or attorney(s) may proceed to vote on the resolutions at any time from 10.00 a.m. on **Tuesday, 15 November 2022** until the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (c) of the above Procedures for RPV for guidance on how to vote remotely from Tricor’s TIIH Online website at <https://tiih.online>.
3. Upon completion of the voting session for the 16<sup>th</sup> AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration on whether the resolutions are duly passed.

#### PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

1. Shareholders may submit questions for the Board in advance of the 16<sup>th</sup> AGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to log in and submit questions no later than **Monday, 14 November 2022 at 10.00 a.m.**
2. The Board will endeavour to answer the questions received at the 16<sup>th</sup> AGM.

#### DOOR GIFT/FOOD VOUCHER

There will be no distribution of voucher(s) or door gift(s) to shareholders/proxy(ies) who participate in the 16<sup>th</sup> AGM.

#### NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 16<sup>th</sup> AGM.

