



Property

SIME DARBY PROPERTY BERHAD

(Company No. 15631-P)
(Incorporated in Malaysia)

MINUTES OF THE FORTY-FIFTH (45TH) ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY (“SIME DARBY PROPERTY” OR “THE COMPANY”) HELD AT THE GRAND BALLROOM, FIRST FLOOR, SIME DARBY CONVENTION CENTRE, 1A, JALAN BUKIT KIARA 1, 60000 KUALA LUMPUR ON WEDNESDAY, 31 OCTOBER 2018 AT 10.00 A.M.

- BOARD OF DIRECTORS** : YBhg Tan Sri Dr. Zeti Akhtar Aziz (*Chairman*)
YBhg Dato’ Sri Amrin Awaluddin
YBhg Datuk Tong Poh Keow
YBhg Dato’ Jaganath Derek Steven Sabapathy
YAM Tengku Datuk Seri Ahmad Shah Alhaj ibni
Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj
YBhg Dato’ Johan Ariffin
YBhg Datuk Dr. Mohd Daud Bakar
YBhg Dato’ Seri Ahmad Johan Mohammad Raslan
YBhg Datin Nor Azah Razali
Encik Rizal Rickman Ramli
- GROUP SECRETARY** : Puan Moriami Mohd
- EXTERNAL AUDITORS** : YBhg Dato’ Mohammad Faiz Mohammad Azmi
(*Executive Chairman, PricewaterhouseCoopers PLT*)
Puan Nurul A’in Abdul Latif
(*Partner, PricewaterhouseCoopers PLT*)
- SENIOR MANAGEMENT / SHAREHOLDERS / PROXIES GUESTS** : As per Attendance Lists

As at 23 October 2018, being the cut-off date for determining who shall be entitled to attend the Company’s 45th AGM, the Company had 27,525 depositors and the total number of issued shares stood at 6,800,839,377 ordinary shares. There were approximately 3,122 members who had registered in person or by proxy at the commencement of the Meeting.

1.0 CHAIRMAN’S OPENING REMARKS

- 1.1 The Chairman **welcomed** the shareholders to the 45th AGM of Sime Darby Property and thanked them for their presence. The Chairman proceeded to introduce the Board Members and the Group Secretary present at the Meeting. The Chairman also introduced the Senior Management Team and representatives of PricewaterhouseCoopers PLT, Auditors of the Company.

- 1.2 The Group Secretary confirmed the presence of a requisite quorum pursuant to the Company's Constitution. The Notice of Meeting dated 2 October 2018 was then taken as read as proposed by the Chairman and duly seconded by Encik Mootha Kumaran a/l Bass, a shareholder.
- 1.3 The Chairman informed the shareholders that the information on the Company, its activities, results and financial position as at 30 June 2018 were set out in the Abridged Annual Report 2018 sent to the shareholders on 2 October 2018. The full Annual Report 2018 had been posted on the Company's website on the same day.
- 1.4 The Chairman briefed the shareholders as follows:
- 1) In accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities, all proposed resolutions set out in the Notice of 45th AGM would be voted by way of a poll.
 - 2) There were eleven (11) resolutions to be voted at the 45th AGM, as set out in the Notice of 45th AGM. Resolution one (1) to ten (10) were proposed as ordinary resolutions and resolution eleven (11) was proposed as special resolution. For ordinary resolutions, a simple majority would be sufficient. For special resolution, a majority of not less than seventy-five per centum would be required.
 - 3) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as Poll Administrator to conduct the poll by way of electronic voting ("e-voting") and Deloitte Risk Advisory Sdn Bhd (formerly known as Deloitte Enterprise Risk Services Sdn Bhd) ("Deloitte") as Scrutineers to validate the poll results. The poll would commence upon completion of the deliberation on all items to be transacted at the Meeting.
- 1.5 The Chairman thereafter invited the Group Managing Director ("GMD"), Dato' Sri Amrin Awaluddin to provide a brief presentation on the Company's financial performance and business.

2.0 PRESENTATION BY GMD

- 2.1 Dato' Sri Amrin Awaluddin, the GMD, thanked the Chairman and welcomed all shareholders and guests for their presence. The GMD made a brief presentation which covered the following as per **Appendix 1**:
- 1) 2017/2018 Financial and Operational Review;
 - 2) Moving forward Plan in 2019; and
 - 3) Shift 20 Transformation Plan
- 2.2 At this juncture Puan Lya Rahman, a representative from the Minority Shareholders Watch Group ("MSWG") requested that for the benefit of the shareholders present, the issues raised by MSWG in its letter dated 19 October 2018 and the Sime Darby Property's written reply dated 25 October 2018 be read at the Meeting. A copy of the reply letter was attached as **Appendix 2**.

2.3 Dato' Sri Amrin Awaluddin presented the questions raised by MSWG and the Company's responses as follows:

1) Battersea Power Station ("BPS") Project

- i) In January 2018, Permodalan Nasional Berhad ("PNB") and the Employees Provident Fund ("EPF") signed a Heads of Terms ("HoT") with the Battersea Phase 2 Holding Company Limited to initiate preliminary negotiations to purchase commercial assets within the Power Station building ("Proposed Transaction"). The exclusivity period to conclude the Proposed Transaction shall expire on the earlier of 30 April 2018 or such other date as may be mutually agreed and the execution of the definitive and binding agreements to formalise the Proposed Transaction.

Subsequent to the execution of the HoT, the exclusivity period was extended several times, the latest being 31 December 2018, as announced on 5 October 2018.

What are the reasons for the extensions of the exclusivity period from 30 April 2018 to 31 December 2018? Are there any anticipated hurdles to completing the Proposed Transaction by 31 December 2018?

Response:

The Buyers and Battersea Power Station ("BPS") have made significant progress towards finalising the transaction and BPS anticipates entering into the proposed transaction in the 4th quarter of 2018. If this is achieved, the transaction is expected to complete during Q1 of 2019.

The transaction has been particularly complex given the size of the asset, the current stage of construction and leasing of the Power Station, the mixed use nature of the building and the number of parties involved. With legal terms agreed and documented and due diligence completed, the key steps now relate to obtaining the necessary consents and approvals and negotiating with Lenders.

- ii) As reported on page 77 of the Annual Report, 92 percent of residential units in Phase 2 of the BPS project have been sold.

When will these units be completed and handed-over to purchasers? What is the estimated revenue to be recognised and the years when the revenue will be recognised?

Response:

The residential units in Phase 2 consist of 255 units (with a total gross development value of approximately £700 million) of which 230 units have been exchanged. The last of these units are expected to be completed by end 2020 and handed over in early 2021.

In accordance with the terms and conditions of the Sale and Purchase Agreement, the disposal will be recognised upon completion of the units and hand-over to the buyers.

2) Malaysia Vision Valley (“MVV”)

- i) With the lapse of Memorandum of Understanding (“MOU”) between Sime Darby Property, Brunfield Development Sdn Bhd and Kumpulan Wang Amanah Pencen (“KWAP”) in November 2017, it was recently reported that Sime Darby Property has decided to undertake the development project by itself.
- a) What factors have the Board taken into consideration in arriving at the decision to take up the project without any partners?
- b) What are the challenges for the Company to undertake the MVV development projects without any partners?
- ii) How will the deferment of the Kuala Lumpur-Singapore High Speed Rail (“HSR”) affect the development plan of the MVV project?

Response:

MVV is a corridor development project that aims to spur new investment and economic activities and growth in Negeri Sembilan. The project is expected to attract significant investment value over 30 years and creating numerous new jobs and business opportunities. Sime Darby Property Group currently owns 2,838 acres of land within MVV and has the option to acquire another 8,796 acres from Sime Darby Berhad.

- i) *What factors have the Board taken into consideration in arriving at the decision to take up the project without any partners?*

Following the lapse of the MoU with KWAP and Brunfield, Sime Darby Property has reviewed the development strategy and will undertake this project as a Master Developer. Being a Master Developer for a project of this magnitude also has its advantages, as it would allow Sime Darby Property to extract and enhance the value of the MVV land-bank, as well as enable other developers to concurrently develop parcels of land in MVV to expedite and mitigate overall development risks. Sime Darby Property has also been approached by both local and foreign investors, who have expressed interest to participate in the MVV development.

Sime Darby Property plans to implement the development of MVV in stages. The first stage of MVV implementation is about mobilising MVV by building the right foundation, generating potential leads and building good rapport and relationship with stakeholders. Sime Darby Property has been actively engaging with both Federal and state governments, as well as local stakeholders to take this development forward.

The initial development area of 2,838 acres has been identified as the first heartbeat project to be activated. This development will leverage on the following:

- a) *Its proximity to the existing ecosystem from Nilai to Seremban.*
- b) *The existing connectivity to North-South Expressway (“NSE”).*

- c) *The existing Keretapi Tanah Melayu (“KTM”) railway connectivity; and*
- d) *The upcoming Nilai-Labu-Enstek (“NLE”) road, which will traverse Hamilton and Labu estates, due for completion in 2021.*

ii) *What are the challenges for the Company to undertake the MVV development projects without any partners?*

Sime Darby Property agrees that a project of this magnitude comes with challenges, whether it is done via partnership or as the Master Developer. KWAP had reiterated that it may consider investing in MVV project, not as a consortium member but on a project by project basis, as MVV in its entirety is a massive project.

The key challenges to undertaking the MVV development, would include, among others, as follows:

a) *High capital outlay requirement to kick-start the project.*

In this regard, Sime Darby Property has put in place funding strategies to optimize the requirement for capital. Additionally, the implementation of MVV would be by phases, resulting in a sustainable development programme.

b) *Ability to attract investors into MVV.*

To manage this, Sime Darby Property has established a dedicated Division to manage MVV implementation, and invested in resources and talents who have in depth experience and network in creating the right B2B sources and channels.

The collaborative model being implemented is such that Sime Darby Property collaborates closely with the relevant agencies, such as MIDA, MVV Secretariat, Negeri Sembilan Investment Centre (“NSIC”) and various agencies and departments in both the Federal and State Governments to ensure seamless delivery.

iii) *How will the deferment of the Kuala Lumpur-Singapore HSR affect the development plan of the MVV project?*

Response:

MVV remains attractive despite the deferment of the Kuala Lumpur-Singapore HSR, though HSR has been a value add feature to this development. The development enjoys comprehensive mobility and connectivity from the surrounding road and rail infrastructure that is currently available and the new infrastructure that is being constructed.

MVV is strategically located adjacent to south of Greater Kuala Lumpur region. Its proximity to Greater KL region provides a distinct advantage due to connection to major economic centers.

MVV is also linked to the international arena through the Kuala Lumpur International Airport (“KLIA”), which is 30 minutes away. The North-South highway, KTM commuter rail (via Labu and Batang Benar with double tracking), LEKAS, and ELITE highway and the soon-to-be completed Nilai-Labu-Enstek toll free highway serve to provide enhanced connectivity and mobility for both supply of labour and capital.

3) As disclosed in Note 26 to the Financial Statements, the completed development units in the inventories as at 30 June 2018 increased by RM36.2 million to RM835.5 million. As stated in the Group Financial Review, on page 56 of the Annual Report 2018, these inventories largely comprise unsold units from East Residence at ALYA Kuala Lumpur and The Glades at Putra Heights.

- i) When were these properties launched?
- ii) To-date, what is the number of units that have been sold from the inventories?
- iii) What are the strategies to increase the sale of these unsold units?

Response:

Out of the Group’s total value of completed development units of RM836 million, about RM479 million or 57% comprise the units at East Residences at ALYA Kuala Lumpur and at The Glades at Putra Heights.

Township	Unit Type	Units Launched	Units Sold	Units Balance	Year Launch	Carrying Value (RM'm)
East Residences, ALYA Kuala Lumpur	Townhouse	126	22	104	August 2016	378.3
The Glades, Putra Heights	Semi-detached	48	35	13	May 2016	30.9
	Townhouse	78	71	7	May 2016	8.1
	Link houses	56	41	15	May 2016	26.4
	Bungalows	40	37	3	May 2017	10.6

The Group has been focusing on the sale of completed development units and the strategies adopted include as follows:

- i) *Special campaigns such as “Rediscover Evergreen Raya” and “Hidden Gems”, which provides special packages, rebates, low down-payment, etc.*
 - ii) *Site events.*
 - iii) *Roadshows / Product Displays at various sites including shopping malls.*
 - iv) *Special previews for targeted customers.*
- 4) As reported in the Management Discussion & Analysis, on page 81 of the Annual Report, the Company has, in several of its development, used Industrialised Building Systems (“IBS”).

Given that the use of IBS in construction will be made compulsory for all private real estate developers within the next three years, does the Company plan to invest in facilities for manufacturing IBS components?

Response:

The Group adopts the use of IBS components which are readily available in the market so as to achieve economy of scale and drive down construction cost. We are also engaging with IBS product suppliers / manufacturers to assess the viability of the IBS construction for adoption in our projects.

The IBS Score for all our projects have been tracked since 2013 and the current average IBS score is about 45 points. The Group has put in place a 5-year IBS Roadmap Action Plan to achieve a target minimum IBS score of 50 points by Year 2020. This is as outlined by the Construction Industry Development Board (“CIBD”) for private sector real estate developers for construction value of RM50 million and above.

Currently, the Group has no plans to invest in facilities for manufacturing IBS components but would continue to review the viability for such an investment option.

- 5) In FY2018, the Group registered a net cash deficit from operating activities amounting to RM589 million. The funding of the working capital is supported by the proceeds from sale of numerous assets (Cash Flow from Investing Activities). As at 30 June 2018, 68% of the current assets of the Group is inventories which comprise unsold completed units and properly development cost.

Please share your approach to working capital management going forward?

Response:

The Group is mindful of the current soft property market conditions and the need for discipline working capital management. The following measures have already been instituted:

- i) Rigorous marketing and sales programme to reduce completed and launched inventories;*
- ii) Reassessment of the products to be launched to ensure that the products meets the demands of the buyers;*
- iii) Close monitoring on all operating expenditure and tightening of the procurement practices;*
- iv) Efficient monitoring of working capital i.e. liquidity, inventories and receivables management;*
- v) Active management of Housing Development Accounts, including maximisation of withdrawals upon expiry of Defect Liability Period (“DLP”) for completed development (HDA balance, 2018: RM493 million vs 2017: RM581 million); and*
- vi) Review capital expenditure to prioritise spending on a need-to-have basis.*

In addition, we will ensure that the Group carries sufficient standby credit facilities to support its business requirements and also available to tap any opportunities that may avail.

3.0 The Chairman then opened the floor for questions and answers. The questions / comments raised at the Meeting were responded by the Chairman / GMD as follows:

1) Questions / Comments from Encik Lim Jit Hai (shareholder)

- i) The Company and other property developers had been struggling to find the right strategies under current challenging property market. The Company should review the current policy involving the property market in Malaysia such as restriction to purchase properties above RM1 million by foreigners and allocation of Bumiputera units in each development.
- ii) The current policy might be workable if there were tight supply in the market. With the current high unsold inventories, most of the developers had delayed their launches.
- iii) The Government should consider a higher stamp duty for the purchase of properties by the foreigners above RM1 million.
- iv) In relation to the reserved units for Bumiputera, additional discount should be offered to dispose the unsold units to reduce the holding cost by the Company. Another incentive to be considered would be to increase the Bumiputera discount to 7.5%.

Response:

The Chairman responded that the suggestions would be escalated to the policy makers concerned for consideration.

2) Questions / Comments from Puan Lya Rahman (representative of MSWG)

- i) In relation to item no. 2.3 (3) above, since the launch of East Residence, ALYA Kuala Lumpur, only 26 units out of 126 units were sold. Based on the low take up rate, the current strategy adopted might not be effective.

Puan Lya Rahman enquired whether there were any aggressive strategies in the pipeline to be adopted by the Company to improve sale.

Response:

- a) *Dato' Sri Amrin Awaluddin responded that the Company had adopted new initiatives in the beginning of year 2018 as follows:*

- aa) *Invitation to private bankers and department from the commercial banks to attend a Special Preview on East Residence, ALYA Kuala Lumpur which was held last week. The Special Preview was targeted on not more than twenty (20) high net worth individuals.*

- bb) *Collaboration with reputable brands such as BMW for launch of high end products.*
 - b) *The sale of East Residence, ALYA Kuala Lumpur with price ranging from RM4 million to RM5 million was challenging as compared to the sale of other residential units. Nevertheless, Management had secured two (2) bookings arising from the Special Preview.*
 - c) *In future, Management would build properties or products which would be more saleable and have less risk impact to the profit and loss account of the Company. The future development would be based on market and consumers' preference.*
- ii) Dato' Sri Amrin Awaluddin sat on two (2) other Boards which were not related to the Group namely Taliworks Corporation Berhad and CIMB Bank. There were concerns whether Dato' Sri Amrin would be able to focus and dedicate his time in the Company given his directorships in these two (2) other listed companies.

Puan Lya Rahman enquired whether there was any internal guideline or policy on Executives to sit on other Boards which was not related to the Group.

Response:

- a) *The Chairman responded that currently there was no existing policy in place at the moment to restrict the Executives from sitting on the Board of other companies not related to the Group.*
- b) *The Company would review the matter and would establish a clear policy accordingly.*

3) Questions / Comments from Encik Cheah Eng Ann (shareholder)

- i) Sime Darby Group had completed a merger exercise in 2007 at a cost and recently demerged in 2017 which incurred additional cost to the Group. The shareholders wanted assurance that there would not be any major corporate exercise again in the near future.

Response:

- a) *Dato' Sri Amrin Awaluddin responded that Management would continue to find ways to maximise shareholders' value and to unlock greater potential for its shareholders.*
- b) *The merger exercise of Sime Darby Berhad which took place in year 2007 was intended to group several entities involving property, plantation, trading and automobile sector. The pure play exercise in year 2017 involved the listing of three (3) operating businesses namely property (Sime Darby Property Berhad), plantation (Sime Darby Plantation Berhad) and trading / logistics (Sime Darby Berhad).*

- c) *The Board would ensure that any proposed corporate exercise to be undertaken by the Company in the near future would continue to enhance the value of the Company and provide good returns to the shareholders.*
- ii) What was the profitability of the BPS Phase 1 and the projected profitability of BPS Phase 2?

Response:

- a) *Dato' Sri Amrin Awaluddin responded that the BPS project comprised eight (8) phases of development up until year 2030. Phase 1 of the BPS project had been completed and Phase 2 was currently towards tail-end of the project. Phase 2 development comprised the iconic power station with retail and commercial areas.*
- b) *Management was currently looking into disposal of Phase 2 to EPF and PNB. From this monetization exercise, the proceeds from the disposal would be used for reinvestment in future development of BPS project to ensure sustainability of the said project.*
- c) *The Gross Development Value ("GDV") for all eight (8) phases of the BPS project was estimated at £9.0 billion until year 2030.*
- d) *At this juncture, the margin for this project was approximately 19% and the equity internal rate of return ("IRR") was 8% which was considered as satisfactory return to the Company.*

4.0 **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

- 4.1 The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2018 and the Reports of the Directors and the Auditors thereon ("2018 AFS").
- 4.2 The Chairman further informed that as stated in the Notice of 45th AGM, the Audited Financial Statements would not be put forward for voting. This was in line with the provisions of Section 340(1) of the Companies Act 2016 which only require the Audited Financial Statements to be laid before the shareholders. The Audited Financial Statements and the Reports of the Directors and Auditors were provided in the Annual Report 2018 from pages 191 to 307 followed by the Independent Auditors' Report on pages 197 to 201.
- 4.3 As proposed by the Chairman and seconded by Encik Mootha Kumaran a/l Bass (shareholder), the Independent Auditors' Report in the Annual Report 2018 was taken as read.

4.4 The Chairman then opened the floor for questions on the 2018 AFS. The questions / comments raised at the Meeting were responded by the Company as follows:

1) Questions / Comments from Encik Rien Hashim (proxy)

- i) In relation to the IBS construction, how much was the margin after scoring an IBS score of 50 points?

Response:

- a) *Dato' Sri Amrin Awaluddin responded that the IBS score of 50 points was a target set by the authorities namely, Kementerian Perumahan dan Kerajaan Tempatan ("KPKT") and Construction Industry Development Board ("CIDB") for all property developers with projects above RM50 million.*
- b) *The Company would embark on IBS if there was a value proposition and improvement in terms of cost savings. In terms of impact on the profit and loss, it was too early for the Company to assess the cost savings as it was still at a preliminary stage.*
- c) *Currently, IBS would be best suited for high rise or integrated development. Even without embarking on the IBS, the Company had its own initiative to introduce a uniform system in the development to achieve the economies of scale as well as to improve its profit margin.*
- ii) What was the value and number of units in completed projects remained unsold for a period of six (6) months?

Response:

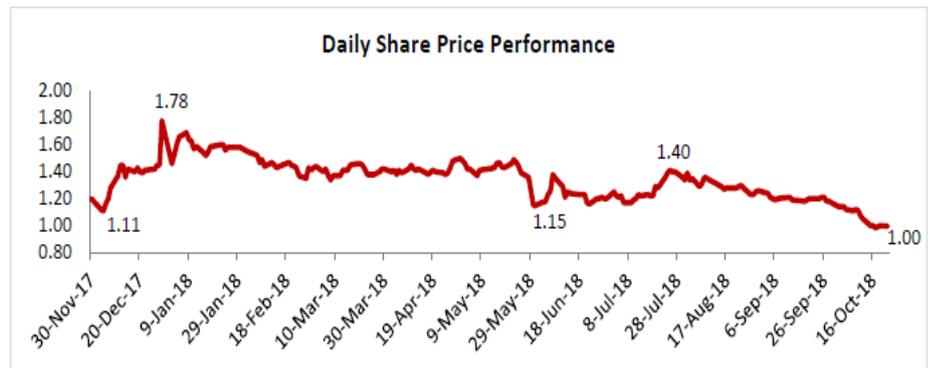
- a) *Dato' Sri Amrin Awaluddin responded that based on slide 7 in his presentation earlier in relation to the Group Inventories under item no. 2.3 (3) above, the amount of unsold units from completed projects was RM837.0 million with approximately 60% of the inventories from East Residence, ALYA Kuala Lumpur and The Glades, Putra Heights.*
- b) *As highlighted in the response to Puan Lya Rahman under item no. 3.0 (2)(i)(b) above, the high inventories were due to unsold units in East Residence, ALYA Kuala Lumpur with a selling price ranging from RM4 million to RM5 million. Management would look into effective ways to address the matter.*
- c) *By comparing with the peers in the industry, the value of inventories was high. However, the number of units unsold remained below the market average.*

d) *Management would continue to look into effective ways to reduce the unsold inventories particularly on East Residence, ALYA Kuala Lumpur and would share the information with the shareholders at the next AGM of the Company.*

iii) The share price of the Company had declined substantially recently. Can the Company share as to who were the major sellers for the past six (6) months?

Response:

a) *Dato' Sri Amrin Awaluddin shared the share price performance of the Company as follows:*



b) *There had been a tremendous selling pressure on the Exchange in particularly stocks for index link counters such as the Company which commenced before the General Election 2018 (“GE 2018”). The trend continued post GE 2018 for certain companies such as banks, construction and property developer, etc.*

c) *All peers suffered the decline in share price and market capitalisation. Nevertheless, the pressure on share price of the Company was lesser as compared to its peers in the industry.*

d) *The Chairman commented that those companies with strong fundamentals would recover faster when stability in the economy is restored. Hence, it was important to focus on good business strategy in order to be resilience during the downward pressure in the market.*

iv) The venue of meeting was conducive to convene general meetings of shareholders and this should be the standard facilities for general meetings of all public listed companies. Commendable.

v) In terms of financing, was there a creative way or proposal submitted by the Company to the Government to overcome the financing issue for acquiring property in Malaysia?

Response:

Dato' Sri Amrin Awaluddin responded that the Company would continue to engage with the relevant authorities and banking institutions in exploring viable options to assist the sale of properties and reducing the Company's inventories.

- vi) Based on the first quarter results, the revenue was approximately RM472 million with a profit of RM425 million. However, the recent quarter reported a revenue of RM617 million and much lower profit of RM91 million. Was there a mismatch in the quarterly results and why there was tremendous fluctuation in profit as compared to constant revenue?

Response:

a) *Dato' Sri Amrin Awaluddin responded that movement in profit was related to the nature of business of the Company as a property developer. In property development, development cost would be recognised as and when incurred as compared to revenue through billing which would only be issued to the end financier or purchasers at certain progress of development.*

b) *In relation to the quarter-to-quarter comparison, Datuk Tong Poh Keow, Group Chief Financial Officer responded that the Company had registered a substantial gain in the first quarter of year 2018 due to disposals of the Group's entire 100% equity interest in Malaysia Land Development Company Berhad ("MLDC") and the Group's entire 40% equity interest in Seriemas Development Sdn Bhd. These were one-off gains by the Company. In addition, the Company had also registered a profit of RM84 million in the second quarter of year 2018 from the sale of land in New Lunderston Estate. Hence, there would not be consistent profit in the quarter due to such transaction.*

2) Questions / Comments from Encik Mootha Kumaran a/l Bass (shareholder)

- i) Sime Darby Property's revenue was RM2.5 billion with a net profit of RM600 million. The amount of Directors' fees and salary of Senior Management were considered high. The new Government had mentioned that the remuneration or salaries of the Directors in the Government-Linked-Companies would be reviewed.

Was there any plan to restructure the Directors' fees or Senior Management Team who were not performing?

Response:

a) *The Chairman responded that the remuneration of the Directors had been reviewed prior to the Company's listing in November 2017. The review process was conducted by an external consultant and it was benchmarked against other regional companies and aligned with the Company's peers.*

- b) *The Directors' remuneration provided by the Company was competitive and must be able to attract high calibre individuals and with diversified and relevant expertise to join the Board.*
- ii) The Group's liabilities had increased from year to year. Please provide the details of liabilities and borrowings for shareholders' information.

Response:

- a) *Dato' Sri Amrin Awaluddin responded that the increase in liabilities was due to the increase in bank borrowings to fund the acquisition of the MVV land measuring approximately 1,880 acres in area from Sime Darby Berhad. Notwithstanding the increase, the Company's gearing position remained low.*
- b) *The borrowings were also due to financing of projects or working capital for the developments. These borrowings would generally be settled upon completion and handover of properties to the end purchaser. Rest assured, Management and the Board would be mindful of the Company's gearing position.*
- iii) Please advise the state of corporate governance of the Company.

Response:

- a) *Dato' Sri Amrin Awaluddin responded that as disclosed in the Annual Report 2018, the Board had been supported by various Board Committees such as Nomination and Remuneration Committee, Risk Management Committee and Governance and Audit Committee chaired by Independent Directors and comprised Independent Directors to ensure governance.*
- b) *The Board was also supported by Board Tender Committee with an Independent Chairman in decision making for procurement matters or tenders of up to a certain amount.*
- c) *The Chairman responded that the Board assured that it would continue to strengthen not only the governance process to ensure robust and rigorous decision making process but also the risk management within the Company.*

4.5 Since there was no further question raised, it was taken that the 2018 AFS of the Company had been duly received by the members.

5.0 **ORDINARY RESOLUTION 1**
- PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018 AND FOR THE PERIOD FROM 1 JULY 2018 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN 2019

5.1 The Chairman informed the Meeting that Ordinary Resolution 1 was in relation to the payment of Non-Executive Directors' ("NED") fees for financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company to be held in 2019. The Ordinary Resolution 1, if passed, would give approval to the Company to pay the NEDs' fees on a monthly basis instead of in arrears after every AGM for their services to the Board and Board Committees.

5.2 The quantum of fees payable to the NED of the Company for financial year ended 30 June 2018 and the remuneration structure in respect of fees payable to the NEDs for the period from 1 July 2018 until the next AGM of the Company were set out on page 235 of the Annual Report and Note 2 of the Notice of 45th AGM, respectively.

5.3 The shareholders were directed to the Statement on Corporate Governance on pages 128 to 130 of the Annual Report 2018 for a more detailed explanation on the remuneration structure of NEDs and remuneration received by each Director including benefits-in-kind for financial year ended 30 June 2018.

5.4 The Chairman then opened the floor for questions on the Ordinary Resolution 1. The questions / comments raised at the Meeting were responded by the Company as follows:

1) Questions from Encik Rien Hashim (proxy)

i) What was the breakdown of the proposed fees for NEDs?

Response:

a) *The remuneration structure to be approved by the shareholders as per Note 2 of the Notice of 45th AGM was presented as follows:*

	Board (RM / Year)	Governance & Audit Committee (RM / Year)	Other Committees (RM / Year)
Chairman	540,000	80,000	60,000
Member			
i) Resident	220,000	50,000	35,000
ii) Non-resident	360,000		

b) *The Chairman reiterated that as highlighted under item no. 4.4 (2) (i) above, the remuneration structure was based on a review made prior to the listing of the Company and was benchmarked against peer companies. The said remuneration structure remained competitive in order to attract high calibre members in the Board.*

ii) Was there any increase or decrease of Directors' fees?

Response:

- a) *Dato' Sri Amrin Awaluddin responded that there was no increase of fees from the previous financial year ended 30 June 2018 and the current financial year as well as up to the next AGM.*
 - b) *In relation to the benefits provided to the NEDs, as per pages 128 to 130 of the Annual Report 2018, the benefits were provided for nine (9) NEDs.*
 - c) *Some of the benefits had been removed in the current financial year such as company car and petrol allowance.*
- iii) Was there any payment of meeting fees to the NEDs?

Response:

Dato' Sri Amrin Awaluddin responded that there were no meeting fees paid to the NEDs except for Directors' fees.

2) Question / Comments from Puan Lya Rahman (representative of MSWG)

- i) What was the rationale of combining the payment of NEDs' fees for the following two (2) periods:
 - a) For the financial year ended 30 June 2018; and
 - b) For the period from 1 July 2018 until the next AGM to be held in 2019.

It was observed that many institutional shareholders would normally vote against the advance payment of Directors' fees and this included PNB.

Response:

- a) *The Chairman responded that the Company was moving away from yearly payment to monthly payment once the shareholders' approval had been obtained at the 45th AGM. Some corporations adopted payment after the NEDs had served for twelve (12) months and some would arrange monthly payment to their NEDs.*
 - b) *The Chairman of the Nomination and Remuneration Committee, Datin Norazah Mohamed Razali responded that the purpose of the proposed resolution was to obtain approval for the rate of the NEDs' fees for the forthcoming months until the next AGM to be held in 2019 and not on the absolute amount.*
- ii) The combination of payment in respect of the said two (2) periods would not be at the advantage to the Company as there was a possibility that the institutional shareholders and other shareholders would vote against the resolution in view of the advance payment. It was suggested that the best way was to separate the two (2) payments.

Response:

- a) *The Chairman thanked Puan Lya Rahman for her suggestion.*
- b) *The Chairman responded that in future, the Company would separate the resolution involving payment of NEDs' fees for the financial year ended and for the subsequent period up to the next AGM.*

5.5 Since there was no further question raised by the members, the Chairman invited the members from the floor to propose and second the motion.

5.6 Encik Sang Eng Soon (shareholder) proposed and Encik Mootha Kumaran a/l Bass (shareholder) seconded the following motion:

“THAT the payment of Non-Executive Directors’ fees for the financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company to be held in 2019, be approved.”

5.7 The Chairman informed the Meeting that voting on the Ordinary Resolution 1 would be conducted on a poll upon completion of the remaining business of the Meeting.

6.0 **ORDINARY RESOLUTION 2**
- PAYMENT OF BENEFITS TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 1 NOVEMBER 2018 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN 2019

6.1 The Chairman informed the Meeting that Ordinary Resolution 2 was in relation to the payment of benefits to the NEDs based on the remuneration structure as disclosed in Explanatory Note 3 in the Notice of 45th AGM for the period from 1 November 2018 until the next AGM of the Company to be held in 2019.

6.2 The Chairman highlighted that pursuant to Section 230(1) of the Companies Act 2016 which provided amongst others, “any benefits” payable to the directors of a listed company and its subsidiaries should be approved at a general meeting.

6.3 The Chairman further informed the Meeting that the details of the benefits sought to be approved under Ordinary Resolution 2 were set out in the Board Remuneration Framework under pages 128 to 130 of the Statement on Corporate Governance in the Annual Report 2018 and should be read together with Note 3 of the Notice of 45th AGM.

6.4 The Chairman then opened the floor for questions on the Ordinary Resolution 2. The questions raised at the Meeting were responded by the Company as follows:

Question from Puan Lya Rahman (representative of MSWG)

What was the estimated amount of benefits-in-kind to be paid for the period from 1 November 2018 until the next AGM to be held in 2019?

Response:

Dato' Sri Amrin Awaluddin responded that the amount of benefits was estimated at RM700,000. The current benefits extended to the NEDs mainly comprised insurance and medical expenses which were claimable and reimbursable. The Company would explore further on other avenues to reduce the medical claims by reviewing the Group Policy Insurance.

6.5 Since there was no further question raised by the members, the Chairman invited the members from the floor to propose and second the motion.

6.6 Encik Mootha Kumaran a/l Bass (shareholder) proposed and Encik Raymund Dominic a/l Ignatius Louis (shareholder) seconded the following motion:

“THAT the payment of benefits to the Non-Executive Directors based on the remuneration structure as disclosed in Explanatory Note 3 in the Notice of 45th AGM for the period from 1 November 2018 until the next AGM of the Company to be held in 2019, be approved.”

6.7 The Chairman informed the Meeting that voting on the Ordinary Resolution 2 would be conducted on a poll upon completion of the remaining business of the Meeting.

7.0 **ORDINARY RESOLUTIONS 3, 4 AND 5
- RE-ELECTION OF DIRECTORS PURSUANT TO RULE 109 OF THE
COMPANY'S CONSTITUTION**

7.1 The Chairman informed the Meeting that Agenda Item No. 4 was in relation to the re-election of the following Directors of the Company who retired by rotation in accordance with Rule 109 of the Company's Constitution and who being eligible had offered themselves for re-election:

- 1) Datuk Tong Poh Keow (under Ordinary Resolution 3);
- 2) Dato' Jaganath Derek Steven Sabapathy (under Ordinary Resolution 4);
and
- 3) Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj (under Ordinary Resolution 5).

7.2 The Chairman further informed the Meeting that the profiles of the proposed Directors standing for re-election had been provided to the members in the Annual Report 2018 on pages 99 to 101.

7.3 The Chairman highlighted that in line with the best practice in corporate governance, the Board had conducted the necessary assessment on each of the Directors standing for re-election based on the relevant performance criteria. In this respect, the Board had approved the recommendation of the Nomination and Remuneration Committee that the said Directors were eligible to stand for re-election.

7.4 The Chairman then opened the floor for questions on the Ordinary Resolutions 3, 4 and 5. The comments / issues raised at the Meeting were responded by the Company as follows:

1) Comments / Issues from Encik Muniandy Karishnan (shareholder)

- i) A copy of the Abridged Annual Report had been received. However, the profiles of the Directors were in the full Annual Report. The Company should provide enough hardcopies of the Annual Report 2018 for shareholders who attended the AGM.

Response:

The Chairman thanked Encik Muniandy Karishnan for his comment. The Company would provide sufficient hardcopies of Annual Report in future AGM.

- ii) The feeder service for the members (especially the senior citizens) who parked their car away from the meeting venue should be improved.

Response:

The Chairman responded that relevant actions would be taken to improve feeder transport system for the future AGMs of the Company.

2) Comments from Encik Rien Hashim (proxy)

Encik Rien Hashim commended that the overall conduct of the 45th AGM was excellent. There were sufficient signages, easy access to both lifts and escalators, registration and food distribution were efficient. He urged all other companies to use SDCC as a venue to hold their AGM with the same level of service in future.

7.5 In relation to item no. 7.4 (2) above, the Chairman commended the working team especially Puan Moriemi Mohd, Group Secretary for the well organised meeting.

7.6 Since there was no further question raised by the members, the Chairman proceeded to table the Ordinary Resolutions 3, 4 and 5 in separate motions.

7.7 **Ordinary Resolution 3**
– Re-election of Datuk Tong Poh Keow

7.7.1 The Chairman proposed and Encik Mootha Kumaran a/l Bass (shareholder) seconded the following motion:

“THAT Datuk Tong Poh Keow, who retired by rotation pursuant to Rule 109 of the Constitution of the Company, be re-elected as a Director of the Company.”

7.7.2 The Chairman informed the Meeting that voting on the Ordinary Resolution 3 would be conducted on a poll upon completion of the remaining business of the Meeting.

- 7.8 **Ordinary Resolution 4**
– Re-election of Dato’ Jaganath Derek Steven Sabapathy
- 7.8.1 The Chairman proposed and Encik Mootha Kumaran a/l Bass (shareholder) seconded the following motion:
- “THAT Dato’ Jaganath Derek Steven Sabapathy, who retired by rotation pursuant to Rule 109 of the Constitution of the Company, be re-elected as a Director of the Company.”*
- 7.8.2 The Chairman informed the Meeting that voting on the Ordinary Resolution 4 would be conducted on a poll upon completion of the remaining business of the Meeting.
- 7.9 **Ordinary Resolution 5**
– Re-election of Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj
- 7.9.1 The Chairman proposed and Encik Rien Hashim (proxy) seconded the following motion:
- “THAT Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, who retired by rotation pursuant to Rule 109 of the Constitution of the Company, be re-elected as a Director of the Company.”*
- 7.9.2 The Chairman informed the Meeting that voting on the Ordinary Resolution 5 would be conducted on a poll upon completion of the remaining business of the Meeting.
- 8.0 **ORDINARY RESOLUTIONS 6 AND 7**
- RE-ELECTION OF DIRECTORS PURSUANT TO RULE 90.2 OF THE COMPANY’S CONSTITUTION
- 8.1 The Chairman informed the Meeting that Agenda Item No. 5 was in relation to the re-election of herself and Encik Rizal Rickman Ramli as Directors of the Company who retired in accordance with Rule 90.2 of the Company’s Constitution.
- 8.2 In view of the Chairman’s interest in Ordinary Resolution 6, she proposed that Dato’ Jaganath Derek Steven Sabapathy took over as Chairman for the said Agenda. The proposal was seconded by Encik Mootha Kumaran a/l Bass (shareholder).
- 8.3 Dato’ Jaganath Derek Steven Sabapathy took over the Chairmanship from Tan Sri Dr. Zeti Akhtar Aziz. He informed the Meeting that Agenda Item No. 5 was in relation to the re-election of the following Directors of the Company who retired by rotation in accordance with Rule 90.2 of the Company’s Constitution and who being eligible had offered themselves for re-election:
- 1) Tan Sri Dr. Zeti Akhtar Aziz (under Ordinary Resolution 6); and
 - 2) Encik Rizal Rickman Ramli (under Ordinary Resolution 7).
- 8.4 The Chairman further informed the Meeting that the profiles of the proposed Directors standing for re-election had been provided to the members in the Annual Report 2018 on pages 97 and 106.

8.5 The Chairman informed the Meeting that the appointment of each proposed Director would be voted on individually in a separate motion.

8.6 **Ordinary Resolution 6**
– Re-election of Tan Sri Dr. Zeti Akhtar Aziz

8.6.1 At this juncture, Encik Rien Hashim enquired the reason for Tan Sri Dr. Zeti Akhtar Aziz retiring at the Meeting since she had just been appointed by the Company in July 2018.

Response:

- 1) *Puan Moriami Mohd responded that Tan Sri Dr. Zeti Akhtar Aziz was required to retire at the Meeting pursuant to Rule 90.2 of the Constitution.*
- 2) *Rule 90.2 of the Constitution of the Company stated that the Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with sub-Rule 90.1. Any Director so appointed shall hold office only until the conclusion of the next AGM and shall be eligible for re-election at such meeting. A Director retiring under this Rule shall not be taken into account in determining the Directors or the number of Directors to retire by rotation at such meeting.*

8.6.2 The Chairman proposed and Encik Raymund Dominic a/l Ignatius Louis (shareholder) seconded the following motion:

“THAT Tan Sri Dr. Zeti Akhtar Aziz, who retired pursuant to Rule 90.2 of the Constitution of the Company, be re-elected as a Director of the Company.”

8.6.3 The Chairman informed the Meeting that voting on the Ordinary Resolution 6 would be conducted on a poll upon completion of the remaining business of the Meeting.

8.7 **Ordinary Resolution 7**
– Re-election of Encik Rizal Rickman Ramli

8.7.1 The Chairman proposed and Encik Mootha Kumaran a/l Bass (shareholder) seconded the following motion:

“THAT Encik Rizal Rickman Ramli, who retired pursuant to Rule 90.2 of the Constitution of the Company, be re-elected as a Director of the Company.”

8.7.2 The Chairman informed the Meeting that voting on the Ordinary Resolution 7 would be conducted on a poll upon completion of the remaining business of the Meeting.

8.8 The Chairman then returned the Chair to Tan Sri Dr. Zeti Akhtar Aziz.

9.0 **ORDINARY RESOLUTION 8**
- RE-APPOINTMENT OF AUDITORS

9.1 The Chairman informed that Ordinary Resolution 8 was in relation to the re-appointment of PricewaterhouseCoopers PLT for the six (6) months ending 31 December 2018 and to authorise the Director to fix their remuneration. The Auditors, PricewaterhouseCoopers PLT had consented to act as Auditors of the Company.

9.2 The Chairman further informed that the Board had recommended the shareholders to approve the appointment of PricewaterhouseCoopers PLT as the External Auditors of the Company for the six (6) months ending 31 December 2018 based on the Governance and Audit Committee's recommendation.

9.3 The Chairman then opened the floor for questions on the Ordinary Resolution 8.

9.4 Since there was no question raised by the members, the Chairman proposed and Encik Mootha Kumaran a/l Bass (a shareholder) seconded the following motion:

"THAT PricewaterhouseCoopers PLT be re-appointed as Auditors of Sime Darby Property Berhad for the six (6) months ending 31 December 2018 at a remuneration to be determined by the Directors."

9.5 The Chairman informed the Meeting that voting on the Ordinary Resolution 8 would be conducted on a poll upon completion of the remaining business of the Meeting.

10.0 **ORDINARY RESOLUTION 9**
- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

10.1 The Chairman informed that Ordinary Resolution 9 was in relation to renewal of the general mandate to issue shares pursuant to Section 75 and 76 of the Companies Act 2016 obtained from the previous shareholder of the Company (then Sime Darby Berhad) at the Forty-Fourth AGM on 17 November 2017 which would lapse at the 45th AGM.

10.2 The Chairman further informed as follows:

- 1) The general mandate, if passed, would provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company for any fund raising activities, including but not limited to the placing of shares, for working capital, funding future investments and / or funding of strategic development of the Group.
- 2) The renewal of the general mandate was sought to avoid any delay arising from and cost in convening a general meeting to obtain approval of the shareholders for such issuance of shares, up to an amount not exceeding in total ten percent (10 percent) of the total number of issued shares of the Company, as the Directors consider appropriate in the best interest of the Company.
- 3) The authority, unless revoked or varied by the Company at a general meeting, would expire at the next AGM of the Company.

- 10.3 The Chairman highlighted that there were no new shares issued pursuant to the general mandate approved at the last AGM held on 17 November 2017. As at the date of the Notice of 45th AGM, there was no decision to issue new shares. The Company would make an announcement on the actual purpose and utilisation of proceeds arising from issuance of shares should there be a decision to issue new shares after the authorisation was sought.
- 10.4 The Chairman then opened the floor for questions on the Ordinary Resolution 9.
- 10.5 Since there was no further question raised by the members, the Chairman proposed and Encik Raymund Dominic a/l Ignatius Louis (shareholder) seconded the Ordinary Resolution 9.

The Chairman informed the Meeting that voting on the Ordinary Resolution 9 would be conducted on a poll upon completion of the remaining business of the Meeting.

11.0 **ORDINARY RESOLUTION 10**
- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

- 11.1 The Chairman informed the Meeting that Ordinary Resolution 10 on the Agenda was in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. The details of the proposals were set out in the Circular to Shareholders dated 2 October 2018, a copy of which had been sent to the members together with the 2018 Abridged Annual Report.
- 11.2 The Chairman further informed as follows:
- 1) The proposed Ordinary Resolution 10, once approved, would enable the Company and / or its subsidiary companies to enter into Recurrent Related Party Transactions of Revenue or Trading Nature pursuant to the provisions of the Listing Requirements of Bursa Securities. The mandate shall continue to be in force until the next AGM of the Company.
 - 2) The Recurrent Related Party Transactions were conducted in the ordinary course of business with the related parties and were on normal commercial terms which were not more favourable to the related parties than those generally available to the public and were not detrimental to the minority shareholders.
- 11.3 The Chairman informed the Meeting that all Directors of the Company were deemed interested in the Recurrent Related Party Transactions under item no. 2 of Section 2.4 (Sale of properties by Sime Darby Property Group) of the Circular to Shareholders dated 2 October 2018. The estimated aggregate value of this category of this transaction could not be ascertained given the various types of properties sold by the Group with prices varying from project to project. However, in accordance with Paragraph 3.3 (a) of Practice Note 12 of the Listing Requirements of Bursa Securities, the value of each of the transaction shall not exceed 10% of any one (1) of the percentage ratios. In view of the thereof, all Directors of the Company would abstain from voting on Ordinary Resolution 10.
- 11.4 The Chairman then opened the floor for questions on the Ordinary Resolution 10.

- 11.5 Since there was no further question raised by the members, the Chairman invited the members from the floor to propose and second the motion.
- 11.6 Encik Sang Eng Soon (shareholder) proposed and Encik Mootha Kumaran a/l Bass (shareholder) seconded Ordinary Resolution 10.
- 11.7 The Chairman informed the Meeting that voting on the Ordinary Resolution 10 would be conducted on a poll upon completion of the remaining business of the Meeting.

12.0 **SPECIAL RESOLUTION**
- PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

- 12.1 The Chairman **informed** the Meeting that Resolution 11 was in relation to the Proposed Adoption of the New Constitution of the Company.
- 12.2 The proposed Special Resolution, if passed, would bring the Company's Constitution in line with the amended Listing Requirements of Bursa Securities which was issued on 29 November 2017 and would enhance administrative efficiency. The proposed new Constitution was set out in the Circular to Shareholders dated 2 October 2018 accompanying the Company's Annual Report 2018.
- 12.3 The Chairman then opened the floor for questions on the Special Resolution.
- 12.4 Since there was no question raised by the Meeting, the Chairman proposed and Encik Mootha Kumaran a/l Bass (shareholder) seconded the Special Resolution.
- 12.5 The Chairman informed the Meeting that voting on the Special Resolution would be conducted on a poll upon completion of the remaining business of the Meeting.

13.0 **ANY OTHER BUSINESS**

- 13.1 The Chairman informed the Meeting that the final item in the Agenda was for transaction of any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.
- 13.2 The Chairman further informed that the Group Secretary had confirmed that no notice had been received from the members to transact any other ordinary business at the Meeting.
- 13.3 Since there was no other business, the Chairman thanked the members, corporate representatives and proxies for their encouraging participation at the 45th AGM.
- 13.4 At this juncture, the Chairman declared that the registration for attendance at the Meeting closed.

14.0 **POLL VOTING**

14.1 The Chairman reiterated that the polling at the AGM would be conducted via electronic voting.

14.2 The Chairman informed that the overall estimated time for the polling exercise was approximately 15 to 20 minutes. The 45th AGM would be adjourned after the e-voting and would resume for declaration of the poll results. All attendees present were requested to return to their seats after casting their votes.

14.3 The Chairman invited Puan Wong Yoke Fun, a representative of the Poll Administrator, Tricor to brief the floor on the polling exercise.

Puan Wong Yoke Fun briefed the procedures for the conduct of poll at the 45th AGM using Tricor e-Vote Application.

14.4 After all the votes had been cast, the representative of the Poll Administrator announced that the voting session for the 45th AGM had concluded and informed that the results had been handed over to the Independent Scrutineers, Deloitte for validation.

14.5 The Chairman **declared** that the 45th AGM be adjourned at 12.10 p.m. to facilitate the completion of the verification for declaration of poll results in respect of Resolution 1 to Resolution 11.

15.0 **POLL RESULTS**

15.1 The Chairman called the Adjourned 45th AGM to order at 12.25 p.m. for the announcement of the poll results.

15.2 The Chairman invited Mr. Anthony Tai, Partner of Deloitte, the Independent Scrutineers for the polling exercise, to read out the poll results to the members, corporate representatives and proxies present at the Meeting.

15.3 Ordinary Resolution 1 - Payment of NEDs' fees for the financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company to be held in 2019

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 1 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 1	4,493,592,625	84.7790	806,766,722	15.2210

The Chairman **declared** that Ordinary Resolution 1 was duly passed as follows:

“THAT the payment of NEDs' fees for the financial year ended 30 June 2018 and for the period from 1 July 2018 until the next AGM of the Company to be held in 2019, be approved.”

15.4 Ordinary Resolution 2 - Payment of benefits to the NEDs for the period from 1 November 2018 until the next AGM of the Company to be held in 2019

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 2 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 2	5,272,850,963	99.4810	27,508,384	0.5190

The Chairman **declared** that Ordinary Resolution 2 was duly passed as follows:

“THAT the payment of benefits to the NEDs based on the remuneration structure as disclosed in Explanatory Note 3 in the Notice of 45th AGM for the period from 1 November 2018 until the next AGM of the Company to be held in 2019, be approved.”

15.5 Ordinary Resolution 3 – Re-election of Datuk Tong Poh Keow

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 3 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 3	5,278,635,208	99.5901	21,724,139	0.4099

The Chairman **declared** that Ordinary Resolution 3 was duly passed as follows:

“THAT Datuk Tong Poh Keow, who retired by rotation pursuant to Rule 109 of the Constitution of the Company, be re-elected as a Director of the Company.”

15.6 Ordinary Resolution 4 – Re-election of Dato’ Jaganath Derek Steven Sabapathy

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 4 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 4	5,300,321,235	99.9993	38,112	0.0007

The Chairman **declared** that Ordinary Resolution 4 was duly passed as follows:

“THAT Dato’ Jaganath Derek Steven Sabapathy, who retired by rotation pursuant to Rule 109 of the Constitution of the Company, be re-elected as a Director of the Company.”

15.7 Ordinary Resolution 5 – Re-election of Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 5 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 5	5,296,096,686	99.9196	4,262,661	0.0804

The Chairman **declared** that Ordinary Resolution 5 was duly passed as follows:

“THAT Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, who retired by rotation pursuant to Rule 109 of the Constitution of the Company, be re-elected as a Director of the Company.”

15.8 Ordinary Resolution 6 – Re-election of Tan Sri Dr. Zeti Akhtar Aziz

Encik Anthony Tai **announced** the poll result in respect of Ordinary Resolution 6 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 6	5,217,726,718	98.4573	81,757,539	1.5427

The Chairman **declared** that Ordinary Resolution 6 was duly passed as follows:

“THAT Tan Sri Dr. Zeti Akhtar Aziz, who retired pursuant to Rule 90.2 of the Constitution of the Company, be re-elected as a Director of the Company.”

15.9 Ordinary Resolution 7 – Re-election of Encik Rizal Rickman Ramli

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 7 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 7	5,275,378,420	99.5287	24,980,927	0.4713

The Chairman **declared** that Ordinary Resolution 7 was duly passed as follows:

“THAT Encik Rizal Rickman Ramli, who retired pursuant to Rule 90.2 of the Constitution of the Company, be re-elected as a Director of the Company.”

15.10 Ordinary Resolution 8 - Re-appointment of PricewaterhouseCoopers PLT for the six (6) months ending 31 December 2018 and to Authorise the Director to fix their Remuneration

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 8 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 8	5,288,029,676	99.7674	12,329,671	0.2326

The Chairman **declared** that Ordinary Resolution 8 was duly passed as follows:

"THAT PricewaterhouseCoopers PLT be re-appointed as Auditors of Sime Darby Property Berhad for the six (6) months ending 31 December 2018 at a remuneration to be determined by the Directors."

15.11 Ordinary Resolution 9 - Renewal of Authority for the Directors to Issue and Allot Shares of the Company pursuant to Section 75 and Section 76 of the Companies Act 2016

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 9 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 9	1,541,485,839	96.3430	58,511,925	3.6570

The Chairman **declared** that Ordinary Resolution 9 was duly passed as follows:

"THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the total number of issued shares of the Company for the time being and THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."

15.12 Ordinary Resolution 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Encik Anthony Tai announced the poll result in respect of Ordinary Resolution 10 which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Ordinary Resolution 10	1,597,549,352	99.8470	2,448,412	0.1530

The Chairman **declared** that Ordinary Resolution 10 was duly passed as follows:

“THAT subject always to the Companies Act 2016 (“Act”), the existing Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties (“Recurrent Related Party Transactions”) as set out in Section 2.4 of the Circular to Shareholders dated 2 October 2018 (“the Circular”), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm’s length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;*
- (ii) the shareholders’ mandate is subject to annual renewal and this shareholders’ mandate shall commence immediately upon passing of this ordinary resolution and continue to be in full force until:*
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which this shareholders’ mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed; or*
 - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Sections 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
 - (c) this shareholders’ mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,*

whichever is the earlier;

THAT the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts, deeds and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution.”

15.13 Special Resolution - Proposed Adoption of the New Constitution of the Company

Encik Anthony Tai announced the poll result in respect of Special Resolution which was carried as follows:

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
Special Resolution 11	5,300,335,935	99.9996	23,412	0.0004

The Chairman **declared** that Special Resolution was duly passed as follows:

“THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix II of the Circular to Shareholders dated 2 October 2018 accompanying the Company’s Annual Report for the financial year ended 30 June 2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

16.0 **CONCLUSION**

- 16.1 The Chairman informed the Meeting that the results of the poll voting would be announced to Bursa Securities in the evening.
- 16.2 The Chairman **thanked** the shareholders, Board members and guests for their attendance. She further thanked the working committee for the well organised AGM.
- 16.3 There being no other business to be transacted, the Meeting ended at 12.35 p.m. with a vote of thanks to the Chairman.