



**Property**

**SIME DARBY PROPERTY BERHAD**

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

**MINUTES OF THE FORTY-NINTH ANNUAL GENERAL MEETING (“49TH AGM”) OF SIME DARBY PROPERTY BERHAD (“SIME DARBY PROPERTY” OR “THE COMPANY”) HELD AT THE BROADCAST VENUE AT BANQUET HALL, 1ST FLOOR, MAIN LOBBY, KUALA LUMPUR GOLF & COUNTRY CLUB, NO. 10, JALAN 1/70D, OFF JALAN BUKIT KIARA, 60000 KUALA LUMPUR, MALAYSIA ON TUESDAY, 24 MAY 2022 AT 10.00 A.M.**

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- BOARD OF DIRECTORS** : Encik Rizal Rickman Ramli (*Chairman*)  
YBhg Dato’ Azmir Merican  
YBhg Dato’ Jaganath Derek Steven Sabapathy  
YAM Tengku Datuk Seri Ahmad Shah Alhaj ibni  
Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj  
YBhg Dato’ Seri Ahmad Johan Mohammad Raslan\*  
YBhg Datin Norazah Mohamed Razali  
Encik Mohamed Ridza Mohamed Abdulla  
YBhg Dato’ Soam Heng Choon\*  
YBhg Dato’ Hamidah Naziadin  
Dr Lisa Lim Poh Lin\*
- GROUP SECRETARY** : Cik Noreen Melini Muzamli
- EXTERNAL AUDITORS** : YBhg Dato’ Mohammad Faiz Mohammad Azmi  
(*Executive Chairman, PricewaterhouseCoopers PLT*)  
Puan Nurul A’in Abdul Latif  
(*Partner, PricewaterhouseCoopers PLT*)  
Encik Wong Yeow Fei  
(*Director, PricewaterhouseCoopers PLT*)
- SENIOR MANAGEMENT** : As per Attendance List
- SHAREHOLDERS /  
CORPORATE  
REPRESENTATIVES /  
PROXIES** : Participating via Remote Participation and Voting  
 (“RPV”) facilities at the TIIH Online website  
As per the Summary of Attendance List
- SCRUTINEERS** : Encik Chuah Poo Sian  
(*Partner, Coopers Professional Scrutineers Sdn Bhd*)

*\*Attendance via videoconferencing*

## **1.0 CHAIRMAN'S OPENING REMARKS**

- 1.1 The Chairman, on behalf of the Board and Management, welcomed the shareholders to the 49th AGM of Sime Darby Property and thanked them for their participation and continued support to the Company. The Chairman also wished all Muslims shareholders, Selamat Hari Raya Aidil Fitri.
- 1.2 The Chairman also welcomed the Company's two (2) newest Board members to their first AGM, namely Dato' Hamidah Naziadin and Dr Lisa Lim Poh Lin and thanked the former Chairman, Tan Sri Dr Zeti Akhtar Aziz who retired from the Board following last year's AGM.
- 1.3 The Chairman informed the shareholders that the Group Company Secretary had confirmed the presence of a requisite quorum pursuant to the Company's Constitution. The Notice of the 49th AGM dated 25 April 2022, which was issued in accordance with the Company's Constitution, was taken as read. The Chairman then called the Meeting to order at 10.00 a.m.
- 1.4 The Chairman briefed the shareholders as follows :
- 1) Although Malaysia had transitioned to an endemic phase, the Coronavirus Disease 2019 ("COVID-19") pandemic remained a concern. Therefore, to ensure the safety of all attendees and parties involved in the AGM, the Board decided to continue leveraging the convenience of technology to facilitate communication and engagement with its shareholders and thereby conduct the 49th AGM on a fully virtual basis.
  - 2) The holding of the virtual AGM was in line with the provisions of the Companies Act 2016, the Company's Constitution and the latest Securities Commission Malaysia's Guidance on the Conduct of General Meetings for Listed Issuers updated as at 7 April 2022.
  - 3) The operating environment in 2021 remained challenging due to the reimposition of lockdowns under the Movement Control Order and the National Recovery Phase amid the resurgence of COVID-19 cases in Malaysia. Malaysia's prolonged lockdown in 2021 had led to the intermittent closure of the Group's sales galleries, retail and leisure businesses, and impacted the progress of development at the Group's construction sites, exacerbated by a shortage of raw materials supply and a tight labour market.
  - 4) Notwithstanding the above, the Group managed to navigate the challenging environment through the strength of its people and leadership bench, coupled with its renewed digital and technology capabilities. The Group sustained its resilience by achieving a commendable and improved financial performance, underpinned by its strategic launch plans, encouraging sales achievement and enhanced operational efficiency across all business segments. The strategic initiatives implemented throughout the pandemic have enabled the Group to rebound fairly. Nevertheless, the Group remained cautious with the uncertainties and challenges in the property market for 2022 due to the lingering impact of the prolonged COVID-19 pandemic.
  - 5) The Board assured the shareholders that the Group was confident in its ability to navigate the challenging environment and remain on track to achieve its end goal of becoming a real estate company by the end of 2025 through its strong leadership, employees' agility, and sound business fundamentals.

- 1.5 The Chairman then introduced the Board Members present at the Broadcast Venue and participated via video conferencing. The Chairman also introduced the Group Company Secretary, Senior Management Team and representatives of PricewaterhouseCoopers PLT, Auditors of the Company who were also present at the Broadcast Venue.
- 1.6 The Chairman informed the shareholders that the information on the Company, its activities, results and financial position as at 31 December 2021 were set out in the Annual Report 2021 issued electronically on 25 April 2022.
- 1.7 The Chairman briefed the shareholders as follows :
- 1) As of 12 May 2022, the Company has 27,095 depositors. The total number of issued shares stands at 6,800,839,377 (Six Billion Eight Hundred Million Eight Hundred and Thirty-Nine Thousand Three Hundred and Seventy-Seven).
  - 2) Based on the registration data given by the Company's Share Registrar as at 10.00 a.m. on 22 May 2022, 1,117 members have registered to attend the 49th AGM through the RPV facilities. They represented 4,954,243,252 ordinary shares, constituting 72.85% of the Company's total issued shares.
  - 3) In accordance with Paragraph 8.29A of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), all proposed resolutions set out in the Notice of the 49th AGM would be voted by way of a poll.
  - 4) There were nine (9) Ordinary Resolutions to be voted at the 49th AGM, as set out in the Notice of the 49th AGM, each would require a simple majority vote in order for it to be passed.
  - 5) Two (2) of the Company's employees namely, Cik Linda Thien Bit Sin and Encik Yeoh Wei Ling who were also shareholders of the Company, had offered themselves to be the Proposer and Seconder for the proposed resolutions on the Agenda. Therefore, all resolutions tabled at the 49th AGM had been duly proposed and seconded.
  - 6) 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") using the RPV facilities and Coopers Professional Scrutineers Sdn Bhd as Independent Scrutineers to validate the poll results.
- 1.8 The Chairman informed the shareholders that they may submit their votes at any time, from the commencement of the 49th AGM 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.
- 1.9 The Chairman thereafter invited the Group Managing Director ("GMD"), Dato' Azmir Merican, to provide a brief presentation on the Company's financial performance and business.

## 2.0 **PRESENTATION BY THE GMD AND RESPONSE TO ISSUES RAISED BY THE MINORITY SHAREHOLDERS WATCH GROUP**

2.1 The GMD thanked the Chairman and welcomed all shareholders present. The GMD proceeded to brief the Meeting which covered the following as per **Appendix 1** :

- 1) 2021 at a Glance.
- 2) Financial Year (“FY”) 2021 Financial Performance.
- 3) FY2021 Sales and Launches.
- 4) Battersea Power Station Updates.
- 5) Other Operational Matters.
- 6) Shareholders’ Returns.
- 7) Strategy Moving Forward.

Upon the conclusion of the GMD’s presentation, the Chairman informed the shareholders present that the Company had received a letter from the Minority Shareholders Watch Group (“MSWG”) dated 12 May 2022, which sought clarification on several issues in relation to the Annual Report 2021. A copy of the reply letter dated 23 May 2022, enclosed as **Appendix 2**, had been uploaded to the Group’s website. The Group Chief Financial Officer (“GCFO”) was subsequently invited to brief the Meeting on the questions raised by MSWG and the Company’s responses thereto.

2.2 The GCFO proceeded to highlight to the Meeting the following :

### 2.2.1 Operational / Financial Matters

- 1) The Group has a joint venture with LOGOS Property of Australia and various tie-ups with other well-established international groups and organisations such as CapitaMalls Asia Ltd; Mitsui & Co. Ltd.; and Mitsubishi Estate Co., Ltd. to expand its Industrial & Logistics Development (“ILD”) business.
  - i) What were the reasons for the Group to engage with four (4) partners in the ILD business?

#### Response :

*Within the past four (4) years, the Group entered into partnerships with three (3) foreign companies in the ILD business, namely :*

- a) *Mitsui & Co Ltd.*
- b) *Mitsubishi Estate Co., Ltd. – collectively (1) and (2) under Sime Darby Property MIT Development Sdn Bhd; and*
- c) *LOGOS Property Group under SDPLOG IDF 1 (JV Holdings) Pte. Ltd.*

*While leveraging on our key strengths, namely our track record and strong branding as one of the largest property developers in the country with approximately 15,400 acres of landbank and as the first Malaysian listed property developer to diversify into fund management business, Sime Darby Property believes that strategic collaborations with partners are a key strategy for growth.*

*Such partnerships provide (a) access to tenant networks and new markets, (b) specialised knowledge and expertise, and (c) alternative sources of capital. These enable us to accelerate development and be more responsive in riding on demand trends and seizing opportunities in the short to long-term.*

*The next query's response addresses the specific benefits each partner brings to the table.*

- ii) What is the special expertise of each of the four (4) partners?

Response :

*Mitsui & Co., Ltd ("Mitsui") and Mitsubishi Estate Co. ("Mitsubishi"), Ltd. are part of the same Japanese consortium which holds 50% interest (with Sime Darby Property holding the other 50%) in a joint venture ("JV") company called Sime Darby Property MIT Development Sdn Bhd (formed on 22 January 2018) to activate 39 acres of industrial lands in Bandar Bukit Raja. As one of the largest and reputable Japanese conglomerates, Mitsui and Mitsubishi bring to the table their industrial and logistics tenancy networks, coupled with availability of their own capital as well as accompanying project-level debt financing from Japanese financiers.*

*LOGOS Property Group ("LOGOS Property") is a leading logistics real estate specialist in Asia-Pacific, with total assets under management ("AUM") in excess of USD19.6 billion. Under the JV company in which Sime Darby Property and LOGOS Property hold 51% and 49% respectively called SDPLOG IDF 1 (JV Holdings) Pte. Ltd. (formed on 29 September 2021), we will set-up a fund management platform to manage funds for the logistics sector, as well as to provide development services. The JV will be able to tap on LOGOS Property's expertise in fund management, as well as extensive experience in logistics real estate, tenant networks and development and asset management.*

*As for the joint venture with CapitaMalls Asia Ltd ("CapLand"), in which CapLand and Sime Darby Property hold 50% each, please note that it is for a single retail mall in Melawati named Melawati Mall and not for the ILD business.*

- iii) Where are the locations of the land that has been earmarked for the ILD business for each partner?

Response :

*For the JV with Mitsui and Mitsubishi, 39 acres in Bandar Bukit Raja 1 which comprises of ten (10) plots for built-to-suit ("BTS") and lease facilities have been set aside. Out of this, five (5) plots have already been taken up. The first BTS facility measuring c. 200,000 sq. ft. was handed over to SenHeng, a leading consumer electronics chain store in the country in November 2020 as their consolidated warehouse. A double-storey BTS warehouse measuring c. 180,000 sq. ft. was handed over to Leschaco, a third-party logistics provider ("3PL") in August 2021. CEVA Logistics, a logistics and supply chain multinational company, started their operations within the same BTS warehouse with Leschaco in August 2021 as well.*

*As for the JV with LOGOS Property, a 177-acres site within the Bandar Bukit Raja 2 township in Klang has been set aside for purposes of this JV, named E-Metro Logistics Park. To-date, the JV has secured preliminary commitments of 50% for the first close of the inaugural industrial development fund at US\$250 million.*

- iv) How much revenue and profit contribution were from the ILD business in FY2021?

Response :

*The Group's ILD business comprises sale of industrial products under our Property Development segment as well as leasing of industrial and logistics facilities in our Investment and Assets Management segment. In FY2021, the sale of industrial products contributed revenue and profit of approximately RM229.1 million and RM79.3 million, respectively, while the leasing revenue and operating profits from the two (2) operational properties in FY2021 amounted to RM5.5 million and RM1.6 million, respectively, as recognised by our JV with Mitsui and Mitsubishi.*

- 2) The Group disposed of about 70 acres of non-core land to monetise assets with minimal development potential to the Group. (Page 34 of the Annual Report 2021)

- i) Where is the location of the land that was disposed?

Response :

*The land is located in Kulim, Kedah.*

- ii) What is the financial impact to the Group resulting from the disposal of the 70 acres of land?

Response :

*There is no financial impact to the Group's results in FY2021 as yet, as the recognition of the land sale is still subject to fulfilment of conditions precedent ("CP") in the sale and purchase agreement which was entered into in year 2021. Upon fulfilment of the CPs, the Group will recognise the financial impact.*

- 3) The Group's joint venture in Battersea Project Holding Company Limited, ("Battersea") had written-down its inventories by RM842.75 million in FY2020 as compared to RM Nil in FY2021. (Page 271 of the Annual Report 2021)

- i) Why was there no write-down of inventories in FY2021?

Response :

*Based on the assessment performed, no further write-down of inventories is required in the audited financial statement of FY2021. Battersea Group focused intensively on controlling costs, minimising unproductive spending during the lockdown period and maximising productivity where possible, hence keeping costs within the estimated net realisable value as per the impairment assessment performed in FY2020.*

- ii) What are the types and amounts of inventories that were write-down in FY2020?

Response :

*The write-downs of RM842.8 million (RM337.1 million at 40% share) are in relation to inventories for residential development.*

- iii) Is there any amount of write-down inventories written back in FY2021? If yes, what is the type and amount written back?

Response :

*There is no write back of inventories in FY2021.*

- 4) The accumulated impairment losses on other receivables remain high, constituting 73.1% and 69.6% of the other receivables as at FYs 2021 and 2020 respectively. (Page 295 of the Annual Report 2021)

- i) Please provide the ageing profile of the impairment losses on other receivables for bands less than 1 year, 1-2 years, 2-3 years, and more than 3 years for FY2021.

Response :

*The Group's accumulated impairment losses of other receivables amounting to RM57.9 million and RM57.5 million for FY2021 and FY2020 respectively includes impairment from Other Receivables and Deposits as follows :*

- impairment from Other Receivables (e.g. claims and disputed amounts under arbitration); and*
- impairment from Deposits (e.g. plan deposits, infrastructure related deposits)*

*With that, the analysis of impairment losses on other receivables should be analysed together with Other Receivables and Deposits balances.*

*Accordingly, as at FY2021 and FY2020, the accumulated impairment constitutes 32.6% and 34.8% of total Other Receivables and Deposits, respectively, reflecting amounts in the process of potential recovery which has similarly been provisioned for in the event of any disputes.*

*The ageing profile of the said impairment losses is as tabulated below:*

<b>Ageing Profile</b>	<b>FY2021 Accumulated Impairment Loss (RM'000)</b>
Less than 1 year	529
1-2 years	8,460
2-3 years	13,219
More than 3 years	35,730
<b>Total</b>	<b>57,938</b>

- ii) What are the challenges the Group faced in collecting the impaired other receivables?

Response :

*Close to 50% of the impairment made are in relation to aged refundable deposits balances from prior years (e.g. plan deposits, infrastructure related deposits). The challenges involved include :*

- regular follow-ups with the authorities on application for refunds made; and*
- time required to track and resolve the required documentation and processes for refund.*

*The balance of the impairment is mainly related to disputed amounts under arbitration.*

- iii) What is the expected amount of the impairment losses that will have to be written-off eventually?

Response :

*The accumulated impairment as at 31 December 2021 was provided and recognised as per the Group's accounting policies. The provisions made are in relation to amounts for which recovery is still being pursued. The Group will continue to review the provisions and will only write-off the balances when there is a certainty that the debts will not be collectable.*

- 5) The Group has fully impaired its Quoted Investment (“QI”) of RM2.1 million in FY2021. (Page 291 of the Annual Report 2021)

- i) What was the reason for the full impairment of QI?  
ii) In which exchange is QI listed?

Response :

*The QI relates to the Group's legacy, non-strategic holding of a c. 6.1% interest in a company listed on the Main Market of Bursa Malaysia that has been classified as a Practice Note (“PN17”) Company pursuant to PN17 of the Listing Requirements of Bursa Malaysia since early 2020. In 2021, the said company had announced that the financial statements for the financial year ended 31 December 2020 were prepared on a non-going concern basis and its management has initiated a debt settlement arrangement and are in discussion with bankers to complete the proposed debt settlement agreements for which discussions with bankers are ongoing. In view of the prolonged delay in the submission of regularisation plan to address the above, full impairment has been recognised in FY2021 due to uncertainty on recoverability of the carrying amount.*

- iii) In which market-sector is QI quoted?

Response :

*The QI is classified under the Transportation and Logistics sector.*



- iv) Is there any potential that the impairment loss can be written back in the future?

Response :

*Based on public disclosure made by the said company, it has submitted an application to Bursa Malaysia for an extension of time for a period of twelve (12) months up to 9 February 2023 to submit its regularisation plan to the relevant authorities. Hence, it is uncertain whether the impairment loss could be returned back until the financial position of the company improves. We will continue to monitor the developments closely.*

**2.2.2 Corporate Governance Matters**

During the financial year under review, several complaints were channelled through the whistleblowing channels and have been dealt with in the strictest confidence by the Group Corporate Assurance (“GCA”) in consultation with the Chairman of the Audit Committee. (Page 25 of MCCG Report)

Please summarise the nature of complaints received, and how they were resolved.

Response :

<b>Subject</b>	<b>Details</b>
Overview	<p>There were thirteen (13) complaints received via the Sime Darby Property Whistleblowing Channel in 2021.</p> <p>There were no proven severe misconduct/wrongdoing and no cases have been escalated for reporting to external authorities in FY2021.</p>
Nature of the complaints	<p>For FY2021, the complaints received generally related to :</p> <ul style="list-style-type: none"> <li>i) Project Implementation</li> <li>ii) Human Resources</li> <li>iii) Procurement</li> <li>iv) Sales and Marketing</li> <li>v) Customer/product related complaints</li> </ul>
How these complaints were resolved	<p>The investigations were solely conducted in-house by the GCA Department.</p> <p>In some cases, the investigations were jointly performed by GCA and other relevant departments. For instance, it is related to staff grievances, the investigation would be performed by both GCA and the Human Resource Department.</p> <p>The final outcome of the investigation will be presented to the Audit Committee for their deliberation before closure, as per Sime Darby Property’s Whistleblowing Policy.</p>

2.3 The Chairman, on behalf of the Board, expressed appreciation to the MSWG for raising the aforesaid questions, which were considered very important, and to the GCFO for sharing the Company's responses to the said questions with the shareholders.

### **3.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

3.1 The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and the Auditors thereon ("AFS").

3.2 The Chairman further informed the Meeting that as stated in the Notice of the 49th AGM, the AFS would not be put forward for voting. This was in line with Section 340 (1) (a) of the Companies Act 2016, which only required the AFS to be laid before the shareholders. The AFS was provided in the Annual Report 2021 from pages 218 to 348, followed by the Independent Auditors' Report on pages 224 to 229.

3.3 The Chairman then invited the GMD to read out the questions received from the shareholders in advance and the live questions received.

3.4 The GMD informed the Meeting that the Company had received several questions in advance. He then read the questions and responded to them on behalf of the Board and Management, as follows :

1) Questions from Encik Tan Song Lim (Shareholder)

Can you elaborate on the Group's future projects?

Response :

*We have in our launch pipeline for FY2022 a total of 3,976 units worth a Gross Development Value of RM2.8 billion, comprising of a diversified mix of residential landed at 58.8%; residential high-rise at 22.0%; industrial products at 16.3%; commercial at 1.7% and statutory products at 1.1%.*

2) Question from Encik Yong Joon Fah (Shareholder)

When is the Battersea power station phase 3B expected to be launched?  
How much profit is expected to be generated upon the launch?

Response :

*Phase 3 of the Battersea Power Station project comprises of two (2) phases, Phase 3A and Phase 3B.*

*Phase 3A's product offerings include food and beverage ("F&B"), hotel and residential development by Frank Gehry & Foster + Partners while Phase 3B comprises a retail element, a c.200,000 sq. ft. state of the art office building and residential units.*

*Planning permission for Phase 3B was secured in September 2020 and construction works to deliver the Phase 3B building, including the new office, have commenced, with the project on track to be completed by 2023.*

*Launching and commencement of marketing and leasing activities for Phase 3B's office component is targeted to be between June and September 2022.*

*The Battersea Power Station project's financial performance remains under constant review to reduce the need for further funding from its shareholders, and repatriate capital to shareholders.*

3) Question from Encik Tan Kwong Meng (Shareholder)

Is there any pervasive adoption of IR4.0 to enhance the processes? In particular, is there any plan to harness the power of IoT technology? Does the company have a technology team studying the technology trend and how technology could be utilised to improve productivity and automate processes with the aim of enhancing quality too? Please elaborate on the efforts that are ongoing and how successful we are in the endeavour?

Response :

*Digital transformation is one of the four (4) Corporate Priorities in Sime Darby Property's corporate strategy. Within the organisation, we have dedicated personnel focused on digital transformation as well as innovation, and research and development ("R&D"), respectively to drive these initiatives. The Group is also preparing beyond IR4.0 to the extent of defining the Digital Blueprint for the next 3-5 years which encompasses comprehensive review on systems and software, project management tools, platforms, data analytics, and new digital capabilities. The Digital Blueprint has since been approved in 2021 and workstreams has been kickstarted.*

*Our first digital transformation initiative was completed in January 2021, whereby Sime Darby Property became the first property developer in Malaysia to fully migrate its existing core applications and servers to the Microsoft Azure cloud. As shared in our Annual Report 2021, we are building our data warehouse on Microsoft Azure, utilising cloud computing technology. The Group has connected all systems data into a master depository to enable data-driven decision-making. Data-driven decision-making provides businesses with the capability to generate real time insights and predictions to optimise their performance. This will provide the Group with many benefits of different strategies to make informed business decisions for sustainable growth.*

*Other digital transformation efforts at Sime Darby Property as disclosed in our Annual Report 2021 are:*

- i) *Introduced an end-to-end digital journey for homebuyers built in-house called the Online Booking System ("OBS") and launched the first-generation Virtual Sales Gallery ("VSG"). The OBS kickstarted in March 2020. 22 of our FY2021 launches were on this platform. In particular, Maya Ara in Ara Damansara, launched in October 2021, saw a 90% take-up over its weekend virtual launch. Today, all our product sales can be transacted seamlessly through the OBS. The pilot VSG was launched on 16 June 2021 for the City of Elmina and then BBR Gallery, KL East Gallery, Putra Heights Gallery and SJCC Gallery. To-date, there are nine (9) townships available for viewing via the VSG experience.*

- ii) *Deployed the Procore project management collaboration tool for construction project management to drive productivity and add value to our business. This end-to-end solution is designed to connect multiple stakeholders within the construction value chain. The implementation process started in May 2021, and to-date we have 32 projects running with over 400 users comprising consultants, contractors, and staff members.*
- iii) *Earlier in 2021, we embarked on a 'digitised and digitalised' exercise to improve procurement processes via the set-up of an e-Procurement platform. The e-Procurement platform aims to provide better process efficiency, simpler data management, and stricter governance control throughout the Group as we move away from paper-based procurement processes.*
- iv) *With the return of our iconic KLGCC brand, we introduced a new mobile app which allows members to book golf sessions and order F&B online, together with a back-end system that significantly improves the operational efficiency with digital workflows. We also introduced the KL East Mall app which is a great platform to connect us with the shoppers and the stores through various events, promotions, and rewards programmes.*

4) Questions from Encik Venkatachalam Alagappan (Shareholder)

- i) What is the progress you made in 2021 in terms of achieving your 70:30 target for SHIFT25 by year 2025? As of 2021, it appears that revenue from Investment and Asset Management division forms only less than 5% of total revenue, thus, how achievable is the 70:30 target by 2025.

Response :

*The Group expects to generate 30% of its income base from recurring income streams by 2025 via organic and inorganic means. One significant initiative to-date is the Group's inaugural Industrial Development Fund ("IDF") platform which will focus on developing logistics assets, with an inaugural fund size of up to US\$250 million (RM1 billion) which will contribute recurring income streams via fees derived from fund management and development services, as well as leasing income.*

- ii) How do you intend to finance your SHIFT25 ambitions? Would you be increasing your gearing to fund this strategy?

Response :

*We will finance our ambitions by accelerating our developments and disposal of non-core assets and lands which are not strategic to the Group to generate internally generated funds, as well as leverage on debt funding where required. Thorough considerations will be given to enable the Group to grasp growth opportunities without weighing on the gearing level significantly. As of 31 December 2021, the Group's net debt-to-equity ("D/E") ratio remains moderate at 32%.*

- iii) In the last 5 years net gearing has increased from 18% to 32%. What is the gearing level that you are comfortable with?

Response :

*The Group will endeavour to maintain a comfortable net D/E ratio of around 50%. As at 31 December 2021, the Group's net D/E ratios remains healthy at 32%. Sime Darby Property continues to monitor closely its gearing level, ensuring it is maintained at a sustainable level. A moderate and balanced gearing could have a positive impact to the Group's ROE, given the lower cost of capital compared to equity fund raising.*

- iv) Can you provide more insight in respect to the JV with LOGOS? What is this "Fund Management Platform"? Is the JV developing logistics assets, where you hope to be deriving rentals?

Response :

*Under the JV company in which Sime Darby Property and LOGOS Property hold 51% and 49% respectively called SDPLOG IDF 1 (JV Holdings) Pte Ltd, the Fund Manager will provide services to the Fund and receive fees for such services directly, whereas the development company will undertake the development of logistic assets and carry out facility and leasing management to derive fees for these services. Leasing income shall be derived via the Group's share of interest in the Fund, which owns the logistics assets.*

*The GMD clarified that there were two (2) main parts to the Fund Management platform. Firstly, the Fund Management Company which will derive income from managing the Fund. Secondly, the Fund itself will invest in assets which will increase the Company's AUM which in turn will give the fund managers management fees. The Fund will secure investors and the investors will invest in the Fund which in turn will be invested in projects. The GMD further added that Sime Darby Property is the first property developer to embark on the platform.*

- v) Will the Leisure division still be part of the long-term vision for the company, especially in light of the SHIFT25 strategy?

Response :

*As part of the Group's SHIFT25 transformation plan, community, and lifestyle placemaking is an important component of our Property Development business model. To this end, our Leisure segment has been identified as a key driver for placemaking and developing catalytic components via hospitality assets such as Kuala Lumpur Golf & Country Club and Sime Darby Convention Centre in our KLGCC Resort township to uplift the value of the township and its surrounding developments.*

## 5) Similar Question from Several Shareholders

Similar questions were received from the following shareholders in relation to door gifts to shareholders for attending the AGM :

- i) Encik Teo Cher Ming
- ii) Cik Lee Chew Foong

- iii) Cik Yew Nyuk Yoon
- iv) Cik Ngoh Yoke Chin
- v) Cik Tee Woan Fen
- vi) Encik Cheah Yew Boon
- vii) Encik Stephen Lye Tuck Meng
- viii) Encik Loo Yeo Ming
- ix) Cik Wong Yoon Ying
- x) Encik Tan Chai Heng
- xi) Cik Tai Phoo Siew @ Thay Phoo Siew
- xii) Encik Yong Joon Fah
- xiii) Cik Lum Peck Wan
- xiv) Encik Chan Chee Kong

Response :

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

- 3.5 The GMD further informed the Meeting that the Company had received several questions / comments / suggestions from the shareholders via the RPV facilities. The questions / comments / suggestions were then read and responded to by the GMD on behalf of the Board / Management, as follows :

1) Question from Encik Teo Shew Meng (Shareholder)

Were the quoted securities which were impaired acquired many years ago?

Response :

*The question was similar to the question raised by MSWG earlier. The quoted securities relate to the Group's legacy, non-strategic holding of a c. 6.1% interest in a company listed on the Main Market of Bursa Malaysia that has been classified as a PN17 Company pursuant to PN17 of the Listing Requirements of Bursa Malaysia since early 2020. In 2021, the said company had announced that the financial statements for the financial year ended 31 December 2020 were prepared on a non-going concern basis, and its management has initiated a debt settlement arrangement and is in discussion with bankers to complete the proposed debt settlement agreements for which discussions with bankers are ongoing. Given the prolonged delay in submitting the regularisation plan to address the above, full impairment has been recognised in FY2021 due to uncertainty on the recoverability of the carrying amount.*

2) Suggestion from Encik Lim San Kim (Shareholder)

The Company's performance will reflect the share price, and if it doesn't perform, it's better to reverse to other decisions.

Response :

*Management is committed to an improved financial performance from 2022 onwards, taking into account the recovery from the post-pandemic economic crisis. As demonstrated by the Company's efforts taken in 2021, the Company had a good year executing its strategies.*

*The Company was confident that it would pan out in the long term, buoyed by the Company's SHIFT25 strategy, and plans to grow and diversify its income streams. The Management hopes that the shareholders will give the Management more time to recover from the pandemic.*

3) Question from Encik Lew Tuck Wai (Shareholder)

How many units of completed properties in Battersea JV were still unsold, and what is the value in GBP and RM as of the latest available date?

Response :

*There are 100 unsold residential units out of 800 units under Phases 2 and 3A. The total value of current inventory as of 31 December 2021 is at 14.2 billion.*

4) Question from Encik Lew Tuck Wai (Shareholder)

The Non-Current liabilities of Battersea JV have reduced to RM544.109 million but the Current Liabilities increase substantially to RM6.114 billion (page 272 of Annual Report). What were the reasons for the spike in Current Liabilities vs Non-Current Liabilities in FY2021 vs FY2020?

Response:

*The increase in current liabilities was mainly due to the classification of loans, previously classified as non-current in 2020 and subsequently reclassified to current liabilities in 2021 as the loans are maturing in FY2022. These loans will be refinanced.*

5) Question from Encik Hiu Chee Keong (Shareholder)

How will minimum wage affect Sime Darby Property?

Response :

*There is going to be almost a negligible impact. There are only going to be 70 employees impacted by the minimum wage. The Company's primary concern is how minimum wage will impact the overall value chain, which includes the Company's contractors. For FY2021, the Company spent approximately RM2 billion on its development activities and roughly from the RM2 billion spent, about 30% is on manpower costs. Overall, no impact on the Company itself; it only impacts the overall value chain, specifically the contractors.*

6) Question from Encik Lim San Kim (Shareholder)

The Directors' fees and benefits are very high, please allow some for food vouchers.

Response :

*An external consultant had conducted a comprehensive and independent review in 2019. The fees have remained the same, and there has been no increase since then. The GMD emphasised that Directors' fiduciary duties are evolving and becoming increasingly complex. The Company viewed that given the need to attract and retain high calibre directors,*

*the Directors would need to be reasonably rewarded commensurate with the level of responsibilities and expected time commitment and risks to be taken. Concerning vouchers, as mentioned earlier, the Group intends to reward its shareholders via payment of dividends.*

7) Question from Encik Teh Peng Tin (Shareholder)

How much does the company spend on this virtual AGM?

Response :

*The cost incurred for this virtual AGM is approximately RM250,000.*

8) Question from Encik Venkatachalam Alagappan (Shareholder)

What was the overall profit generated or expected to be generated by the Company on the Battersea Project? Are there any further impairments expected for this project?

Response :

*In 2022 itself, the Company made a loss of RM75 million based on the Company's 40% stake. For the project itself, the Company needs to consider that the project is long-tailed. In terms of management's projection, it is profitable based on the GDV expected to be developed. However, this is on the assumption that the project will complete in 2035. It is a very long-tailed project. Things are evolving, and as it evolves, the Company needs to consider in its projection of the GDV and the components of the development that are also evolving.*

*Based on the assessment performed, no further write-down of inventories is required in the audited financial statements of FY2021. Battersea Group focused intensively on controlling costs, minimising unproductive spending during the lockdown period and maximising productivity where possible, hence keeping costs within the estimated net realisable value as per impairment assessment performed in FY2020.*

9) Question from Encik Lim San Kim (Shareholder)

When to pay dividends?

Response :

*The Group is committed towards payment of dividends at least once a year.*

10) Suggestion from Encik Lim San Kim (Shareholder)

Build Infrastructure to collect toll can generate more profit.

Response :

*The Group's core expertise lies in property development and not infrastructure and the idea is for the Company to focus on property development.*



11) Question from Encik Tan Chew Boon (Shareholder)

May I know what is the occupancy rate of KL East Mall nowadays?

Response :

*As of 30 April 2022, KL East Mall's occupancy stood at 81%.*

12) Question from Encik Lim San Kim (Shareholder)

How much did the Company lost during the lockdown?

Response :

*The Company recorded a RM15.8 million loss after tax and minority interests (LATAMI) for Q3, 2021. The lockdowns during Full Movement Control Order ("FMCO") from July 2021 to September 2021 had impacted the Group significantly as it had caused major delays in projects.*

13) Question from Encik Venkatachalam Alagappan (Shareholder)

With the raw materials and other supplies costs rising, also with labour costs rising and with a challenging property market how much margin compression do you expect in 2022? How do you intend to handle any margin compression, if any?

Response :

*The Company expects the margin compression to have an impact on our gross margin. The Company is now above 25%. The Company projects that it would move to a more moderate gross margin of between 20% to 25%, depending on the individual projects. The Company sees that the margins would decrease due to the increased availability of raw materials. The Company is also the only property developer that offers VOP contracts. Variation of Price ("VOP") contracts allow price adjustments where the Company will pay the contractors more if the price of materials moves against the latter. On the flip side, if it moves the other way, the Company will benefit from that. However, the Company is cognisant of the impact of the shortage of Ia. Hence progress may be slower. With progress being slower, this may impact the Company's margin. The Company intends to be very strict in signing off project margins, specifically when the Company launches a new project. Presently, the Company has a Design-to-Cost principle, whereby if the contractors do not meet the ratios, the Company will not be approving / launching the projects.*

14) Suggestion from Cik Chea Ah Chun (Shareholder)

Do not engage expensive Auditors to save cost.

Response :

*The audit fees and any increase or reduction had been assessed for reasonableness against the Group's operations' level of activities and complexity. The Group engages reputable audit firms from the Big Four to provide the necessary audit quality to ensure stakeholders that the numbers have been thoroughly vetted.*

15) Question from Encik Hiu Chee Keong (Shareholder)

Was the Company affected by Cukai Makmur?

Response :

*Cukai Makmur would only be applicable for FY2022. If any, the actual impact of Cukai Makmur will be accounted for in FY2022 financial results. The Company has two (2) profit-making entities which may be impacted.*

16) Question from Encik Lim Pin Yeong (Shareholder)

The price of the Company is so low now. What can the Board of Directors do to attract more investors?

Response :

*Management is cognisant of the low share price, which may be related to the low liquidity of the shares. Moving forward, the Company will be focusing on how it can generate Total Shareholder Return ("TSR") against the index and how the Company can improve its liquidity. The Company also plans to increase its engagement with investors from FY2022 onwards. Investor relation plans and improved news flow / communications will be put in place in 2022 to target a broader reach of retail investors to increase trading liquidity.*

17) Question from Encik Lew Hin Choy (Shareholder)

- i) What are the expected sales from the Phase 3 launch of Battersea in London for 2022?
- ii) With the rising interest rate environment, do you foresee the property market will be severely impacted going forward?
- iii) With the rising raw material prices, will the company raise its property prices for its future launches?

Response :

*The take-up rate for Phase 3A comprising 540 units, is ~94% (close to being entirely sold). A residential launch under Phase 3 is targeted in June-Sept 2022. Given the high-end customer segment and the gradual reopening of the UK economy, the Company is optimistic that prices will be resilient against interest rates.*

18) Question from Tan Sri Ong Leong Huat (Shareholder)

We have been making provisions for years on the obligation in relation to a property disposed of in 2017. Could you please furnish us with the details of the property disposed of and also the obligation to the purchaser? How long is the obligation period, and when is it expiring?

Response :

*In relation to an industrial property in Singapore that was disposed of in 2017. The Company's obligation is with respect to a commitment to a leaseback for a 10-years period, which has been fully provided for.*

19) Question from Tan Sri Ong Leong Huat (Shareholder)

We sold the Commercial / Retail component of Phase 2 of BPS to PNB-Kwasa sometime in 2018/2019. What is its latest construction stage, and when is it expected to be completed? Have we started recognising profit from the disposal, and what is the expected total profit to be derived upon completion? The disposal came with a 5-years guaranteed rental to the purchaser. Are we optimistic of fulfilling this obligation based on the leasing/tenancy we have achieved to-date?

Response :

*The construction is nearing completion. The PowerStation itself will be completed in June 2022. Fit-outs have already started, whilst major fit-outs will commence in June 2022. If any, profits to Sime Darby Property will be recognised in terms of rental upside vs purchase price. Currently, the Company is unable to determine the total earnings as leasing is still underway. Nonetheless, the Company is optimistic about fulfilling its obligation with the reopening of the UK economy, leasing of commercial and retail is at ~84% to-date.*

20) Question from Encik Tan Kay Wee (Shareholder)

Sime Darby Property had 6.125 million shares in Perak Corp, the listed company under PN17. As mentioned, this was a legacy asset from Golden Hope Plantations Berhad. What was the cost of investment?

Response :

*The question had been addressed earlier, i.e. the value at which the asset was transferred at the point of the merger exercise was RM5.9m.*

21) Question from Cik Lee Kek Eng (Shareholder)

Please update on Environmental, Social, and Governance (“ESG”) compliance by Sime Darby Property. What are your action plans to comply with the set timelines?

Response :

*In 2020, the Group formalised and launched its Sime Darby Property 2030 Sustainability Goals consisting of 18 goals that support the United Nations’ Sustainable Development Goals (“UNSDGs”). As presented earlier and set out in the Annual Report, the Company is tracking well on 13/18 goals and will continue to strive forward.*

22) Question from Encik Lew Tuck Wai (Shareholder)

Currently Sime Darby Property has two (2) retail malls i.e. KL East Mall and Melawati Mall (JV). Are there any retail malls planned in its other township under development such as Bukit Rajah and City of Elmina as such township have strong potential for retail malls in view of the higher number of captive residents in properties sold.

Response :

*The Group is in the midst of identifying townships which benefit from malls as a placemaking component.*

23) Question from Encik Teo Cher Ming (Shareholder)

What are the public responses to KL East Mall and any updates on the covered walkway to LRT Gombak?

Response :

*The public response to KL East Mall since its opening in November 2017 has been encouraging, particularly since the reopening of malls post FMCO, with 800k footfall a month (25-30k a day). The tenancy is at ~79% to-date. The construction of the walkway is ongoing and is targeted to be completed by the end of 2022.*

24) Question from Encik Lim San Kim (Shareholder)

Diversify to consumer products like Nestle or Technology like MPI, they can keep the share price so high.

Response :

*The Group's focus and core expertise lies with property development for residential, commercial and industrial segments. Management is optimistic of the recovery and growth prospects of the property / real estate sector.*

3.6 The Chairman reiterated the key points raised by the GMD and emphasised the following :

- 1) Firstly on the core business, the Company took steps to address some of the legacy issues. The Chairman further added that unsold inventories had reduced significantly. The Company was cognisant of the cost pressures and would continue to be very disciplined in terms of launching products and ensuring that it generates cost savings.
- 2) Secondly, the Board and Management were essentially trying to pivot the Company to where value is which means going into e-logistics, and industrial and fund management. Ultimately, property development companies and leading real estate companies worldwide that undertake business activities like fund management were rewarded with a higher valuation. Companies that remained as property developers would get penalised because of a lower overall multiple. Nonetheless, in many cases, the transformation process takes time. The Chairman assured the shareholders that earnings would improve over the next few years, based on the proportion of launches and sales for ILD and fund management, and the Company would achieve the 30% recurring income stream target that it had committed to.
- 3) Lastly, Battersea is an iconic and transformational project not only in Malaysia but also in the United Kingdom. The Company was taking steps to de-risk the project by looking at economics, partners and other aspects. The Company would update the shareholders on the progress from time to time. The Chairman ended the session with the hope that all questions brought forward by the shareholders had been answered and stated that if the Company had missed out on any questions, the shareholders were welcomed to reach out. The Board and Management would endeavour to respond within five (5) working days, as mentioned earlier.

- 4) As there were no other questions raised by shareholders following a 45-minute Questions-and-Answers session, 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.
- 3.7 The Chairman reminded the shareholders that the polling process for all resolutions had started since the commencement of the AGM. Therefore, the shareholders may begin to submit their e-votes until the announcement on the closing session of the e-voting session.

#### **4.0 ORDINARY RESOLUTIONS 1, 2 AND 3 - RE-ELECTION OF DIRECTOR IN ACCORDANCE WITH RULE 111 OF THE COMPANY'S CONSTITUTION**

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- 4.1 The Chairman informed the Meeting that the second item on the Agenda was in relation to the re-election of the following Directors of the Company who retired in accordance with Rule 111 of the Company's Constitution and who were eligible had offered themselves for re-election :
- 1) Dato' Jaganath Derek Steven Sabapathy (under Resolution 1);
  - 2) Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj (under Resolution 2); and
  - 3) Datin Norazah Mohamed Razali (under Resolution 3)
- 4.2 The Chairman further informed the Meeting that the profile of Dato' Jaganath Derek Steven Sabapathy, Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj and Datin Norazah Mohamed Razali standing for re-election had been provided to the shareholders in the Annual Report 2020 on pages 157,158 and 160, respectively.
- 4.3 The Chairman apprised the Meeting that in line with the best practices in corporate governance and for the purpose of determining the eligibility of Directors standing for re-election at the 49th AGM, the Board, through its Nomination and Remuneration Committee ("NRC"), had conducted the necessary assessment on Dato' Jaganath Derek Steven Sabapathy, Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj and Datin Norazah Mohamed Razali based on the relevant performance criteria. In this respect, the Board had approved the recommendation of the NRC that Dato' Jaganath Derek Steven Sabapathy, Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj and Datin Norazah Mohamed Razali were eligible to stand for re-election. The details of the assessment were disclosed in Explanatory Note 2 of the Notice of the 49th AGM on pages 363 to 364 of the Annual Report 2021 and the NRC Report on page 188 of the Annual Report 2021.
- 4.4 The Chairman informed the Meeting that in view that Ordinary Resolutions 1, 2 and 3, as well as Resolutions 4 and 5 on the next Agenda are in relation to the re-election of Directors, the Board would respond to questions on the said matter in the next Agenda.
- 4.5 The Chairman then invited the shareholders to cast their votes on Ordinary Resolution 1, Ordinary Resolution 2, and Ordinary Resolution 3 via the e-voting platform on Tricor's TIIH Online website at <https://tiih.online>.

**5.0 ORDINARY RESOLUTIONS 4 AND 5**  
**- RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH RULE 92.3 OF THE COMPANY'S CONSTITUTION**

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5.1 The Chairman informed the Meeting that the third item on the Agenda was in relation to the re-election of the following Directors of the Company who retired in accordance with Rule 92.3 of the Company's Constitution and who were eligible had offered themselves for re-election :

- 1) Dato' Hamidah Naziadin (under Resolution 4); and
- 2) Dr. Lisa Lim Poh Lin (under Resolution 5).

5.2 The Chairman then invited the GMD to read out the questions received from the shareholders in advance and the live questions received.

5.3 Since there were no questions raised by the shareholders, the Chairman invited the shareholders to cast their votes on Ordinary Resolutions 4 and 5 via the e-voting platform on Tricor's TIIH Online website at <https://tiih.online>.

**6.0 ORDINARY RESOLUTION 6**  
**- PAYMENT OF DIRECTORS' FEES TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 25 MAY 2022 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN YEAR 2023**

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6.1 The Chairman informed the Meeting that Resolution 6 was in relation to the payment of Directors' Fees to the Non-Executive Directors ("NEDs") for the period from 25 May 2022 until the next AGM of the Company to be held in year 2023.

6.2 The Chairman briefed the Meeting :

- 1) During the financial year under review, the NRC had continued to carry out an annual review of the Directors' remuneration. Based on the recommendation from the NRC, the Board had, on 24 February 2022, agreed that the proposed fees payable to the NEDs shall remain unchanged.
- 2) The details of fees payable to the NEDs for the period from 25 May 2022 until the next AGM of the Company in the year 2023 were set out in the Board Remuneration Framework on page 180 of the Corporate Governance Overview Statement and Explanatory Note 4 of the Notice of the 49th AGM on page 364 of the Annual Report 2020, respectively.
- 3) Ordinary Resolution 6, if passed, would authorise the Company to continue paying the NEDs' fees on a monthly basis after the AGM for their services on the Board and Board Committees.

6.3 The Chairman then invited the GMD to read out the questions received from the shareholders in advance and the live questions received.

6.4 Since there were no questions raised by the shareholders, the Chairman invited the shareholders to cast their votes on Ordinary Resolution 6 via the e-voting platform on Tricor's TIIH Online website at <https://tiih.online>.

**7.0 ORDINARY RESOLUTION 7**  
**- PAYMENT OF BENEFITS TO THE NON-EXECUTIVE DIRECTORS UP TO AN AMOUNT OF RM500,000 FOR THE PERIOD FROM 25 MAY 2022 UNTIL THE NEXT AGM OF THE COMPANY TO BE HELD IN YEAR 2023**

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7.1 The Chairman informed the Meeting that Ordinary Resolution 5 was in relation to the payment of benefits to the NEDs up to an amount of RM500,000 for the period from 25 May 2021 until the next AGM of the Company to be held in year 2023.

7.2 The Chairman briefed the Meeting :

- 1) Section 230 (1) of the Companies Act 2016 provided, amongst others, that “any benefits” payable to the directors of a listed company and its subsidiaries should be approved at a general meeting.
- 2) The Company was seeking shareholders’ approval for the same approval limit as obtained in the preceding AGM in respect of the amount of benefits payable to the NEDs of up to RM500,000 at the 49th AGM.
- 3) The details of the benefits sought to be approved under this Resolution were set out in the Board Remuneration Framework on page 180 of the Corporate Governance Overview Statement in the Annual Report 2021, which should be read together with Explanatory Note 5 of the Notice of the 48th AGM on page 365 of the Annual Report 2021.

7.3 The Chairman then invited the GMD to read out the questions received from the shareholders in advance and the live questions received.

7.4 Since there were no questions raised by the shareholders, the Chairman invited the shareholders to cast their votes on Ordinary Resolution 7 via the e-voting platform on Tricor’s TIIH Online website at <https://tiih.online>.

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

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8.1 The Chairman informed the Meeting that Ordinary Resolution 8 was in relation to the re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Director to determine their remuneration. PricewaterhouseCoopers PLT had consented to act as Auditors of the Company.

8.2 The Chairman further informed the Meeting that the Board had recommended the shareholders to approve the appointment of PricewaterhouseCoopers PLT as the External Auditors of the Company for the financial year ending 31 December 2022 based on the Audit Committee’s recommendation.

8.3 The Chairman then invited the GMD to read out the questions received from the shareholders in advance and the live questions received.

8.4 Since there were no questions raised by the shareholders, the Chairman invited the shareholders to cast their votes on Ordinary Resolution 8 via the e-voting platform on Tricor’s TIIH Online website at <https://tiih.online>.

**9.0 ORDINARY RESOLUTION 9**  
**- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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9.1 The Chairman informed the Meeting that Ordinary Resolution 9 on the Agenda was in relation to the Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions ("RRPT") of a Revenue or Trading Nature. The details of the proposals were set out in the Circular to Shareholders dated 25 April 2022, a copy of which had been issued electronically to the shareholders together with the Annual Report 2021.

9.2 The Chairman briefed the Meeting :

- 1) The proposed Ordinary Resolution 9, once approved, would enable the Company and / or its subsidiary companies to enter into RRPT of revenue or trading nature pursuant to the provisions of the MMLR of Bursa Malaysia. The mandate shall continue to be in force until the next AGM of the Company.
- 2) The RRPT 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.

9.3 The Chairman informed the Meeting :

- 1) All Directors of the Company were deemed interested in the RRPT under item 2 of Section 2.4 – Sale of properties by Sime Darby Property Group, of the Circular to Shareholders dated 25 April 2022. 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 MMLR, the value of the transaction shall not exceed 10 percent of any one (1) of the percentage ratios.
- 2) The Chairman and Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj were also deemed interested in the RRPT under item 3 of Section 2.4 – Transactions entered into between Sime Darby Property Group with Sime Darby Berhad Group, by virtue of them being the representatives of Permodalan Nasional Berhad on the Board of Sime Darby Property.

9.4 In view of the above, all Directors of the Company would abstain from voting on Ordinary Resolution 9.

9.5 The Chairman then invited the GMD to read out the questions received from the shareholders in advance and the live questions received.

9.6 Since there were no questions raised by the shareholders, the Chairman invited the shareholders to cast their votes on Ordinary Resolution 9 via the e-voting platform on Tricor's TIIH Online website at <https://tiih.online>.

**10.0 ANY OTHER BUSINESS**

10.1 The Chairman informed the Meeting that the final item in the Agenda was for the 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.



10.2 The Chairman further informed the Meeting that the Group Company Secretary had confirmed that no notice had been received from the shareholders to transact any other ordinary business at the Meeting.

## 11.0 **POLL VOTING**

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

11.2 The Chairman then (after 10 minutes) announced that the voting session for the 49th AGM had concluded and thanked all shareholders for their participation and patience throughout the entire 49th AGM.

11.3 The Chairman informed the Meeting that the Poll Administrator, Tricor, would compile and hand over the poll results to the Independent Scrutineers, Coopers Professional Scrutineers Sdn Bhd, for validation.

11.4 The Chairman declared that the 49th AGM be adjourned at 12.20 p.m. to facilitate the completion of the verification for declaration of poll results in respect of Resolutions 1 to 9.

## 12.0 **POLL RESULTS**

12.1 The Chairman called the adjourned 49th AGM to order at 12.50 p.m. for the announcement of the poll results.

12.2 The Chairman invited Encik Chuah Poo Sian, representing Coopers Professional Scrutineers Sdn Bhd, the Independent Scrutineers for the polling exercise, to read out the poll results to the shareholders participating at the Meeting.

### 12.3 **Ordinary Resolution 1 – Re-election of Dato’ Jaganath Derek Steven Sabapathy**

*“THAT Dato’ Jaganath Derek Steven Sabapathy, who retired by rotation in accordance with Rule 111 of the Constitution of the Company, be re-elected as a Director of the Company.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
4,949,150,259	99.9460	2,675,383	0.0540

### 12.4 **Ordinary Resolution 2 – Re-election of Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj**

*“THAT Tengku Datuk Seri Ahmad Shah Alhaj ibni Almarhum Sultan Salahuddin Abdul Aziz Shah Alhaj, who retired by rotation in accordance with Rule 111 of the Constitution of the Company, be re-elected as a Director of the Company.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,566,658,958	99.9582	2,329,173	0.0418

12.5 Ordinary Resolution 3 – Re-election of Datin Norazah Mohamed Razali

*“THAT Datin Norazah Mohamed Razali, who retired by rotation in accordance with Rule 111 of the Constitution of the Company, be re-elected as a Director of the Company.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,548,046,014	99.6240	20,942,117	0.3760

12.6 Ordinary Resolution 4 – Re-election of Dato’ Hamidah Naziadin

*“THAT Dato’ Hamidah Naziadin, who retired in accordance with Rule 92.3 of the Constitution of the Company, be re-elected as a Director of the Company.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,546,156,196	99.5900	22,831,735	0.4100

12.7 Ordinary Resolution 5 – Re-election of Dr. Lisa Lim Poh Lin

*“THAT Dr. Lisa Lim Poh Lin, who retired in accordance with Rule 92.3 of the Constitution of the Company, be re-elected as a Director of the Company.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,568,740,529	99.9956	247,601	0.0044

12.8 Ordinary Resolution 6 – Payment of Directors’ Fees to the Non-Executive Directors for the period from 25 May 2022 until the next AGM of the Company to be held in year 2023

*“THAT the payment of Directors’ Fees to the Non-Executive Directors for the period from 25 May 2022 until the next AGM of the Company to be held in year 2023, be approved.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,568,521,551	99.9910	503,473	0.0090

12.9 Ordinary Resolution 7 – Payment of Benefits to the Non-Executive Directors up to an amount of RM500,000 for the period from 25 May 2022 until the next AGM of the Company to be held in year 2023

*“THAT the payment of benefits to the Non-Executive Directors up to an amount of RM500,000 for the period from 25 May 2022 until the next AGM of the Company to be held in year 2023, be approved.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,566,333,481	99.9517	2,688,543	0.0483

- 12.10 Ordinary Resolution 8 – Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration

*“THAT PricewaterhouseCoopers PLT be re-appointed as Auditors of the Company for the financial year ending 31 December 2022 at a remuneration to be determined by the Directors.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
5,566,358,950	99.9519	2,678,171	0.0481

- 12.11 Ordinary Resolution 9 – Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature

*“THAT subject always to the Companies Act 2016 (“Act”), the 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 Government and/or 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 25 April 2022 (“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;*

*AND THAT the Directors of the Company and/or any one of them be and are/is 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.”*

Voted For		Voted Against	
No. of shares	%	No. of shares	%
1,620,055,088	99.8391	2,610,905	0.1609

The Chairman thanked Encik Chuah Poo Sian and announced that all resolutions were passed.

### **13.0 CONCLUSION**

- 13.1 The Chairman informed the Meeting that the results of the poll voting would be announced to Bursa Malaysia in the evening.
- 13.2 The Chairman thanked all participants including the shareholders, Board Members, Group Company Secretary and Senior Management Team for their participation at the 49th AGM.
- 13.3 There being no other business to be transacted, the Meeting ended at 12.55 p.m. with a vote of thanks to the Chairman.

### **14.0 AFTER THE MEETING**

- 14.1 Sime Darby Property had received further questions which were submitted by the shareholders through the query box provided in the RPV facilities during the 49th AGM. Management had responded to each question within five (5) working days from the 49th AGM. The questions and responses were enclosed as **Appendix 3** to this Minutes.

Dated : 24 June 2022