



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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Sime Darby Property Berhad (“Sime Darby Property” or “Company”)** will be held at the Grand Ballroom, First Floor, KLGCC Convention Centre (formerly known as Sime Darby Convention Centre), 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia (“**Meeting Venue**”) and virtually via online meeting platform hosted at <https://investor.boardroomlimited.com> on Wednesday, 10 June 2026 at 12.30 p.m. or after the conclusion of the Fifty-Third (53<sup>rd</sup>) Annual General Meeting of the Company or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

### **ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN COMPRISING SHARE GRANT SCHEME CONSISTING OF PERFORMANCE AND/OR RESTRICTED SHARE GRANTS OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN SIME DARBY PROPERTY BERHAD FOR THE EXECUTIVE DIRECTOR(S) AND EMPLOYEES OF SIME DARBY PROPERTY BERHAD AND ITS SUBSIDIARY COMPANIES (WHICH ARE NOT DORMANT) WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE LONG-TERM INCENTIVE PLAN (“PROPOSED LTIP”)**

“**THAT** subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company (“**Board**”), be and is hereby authorised and empowered to:

- (a) establish, implement and administer the Proposed LTIP of up to 5% of the total number of issued ordinary shares (excluding treasury shares, if any) of the Company (“**Shares**”) at any one time during the duration of the Proposed LTIP for the Executive Director(s) of the Group and employees who hold senior management positions and key roles within the Group as selected by the Nomination and Remuneration Committee or such other committee to be established and authorised by the Board to implement and administer the Proposed LTIP in accordance with the provisions of the By-Laws governing the Proposed LTIP (“**By-Laws**”) (the “**LTIP Committee**”), at its sole and absolute discretion, who fulfil the eligibility criteria to participate in the Proposed LTIP in accordance with the provisions of the By-Laws (the “**Eligible Persons**”);
- (b) issue, allot and/or transfer such number of Shares from time to time during the entire duration of the Proposed LTIP to the Eligible Persons who have accepted the award of the Shares (“**LTIP Award(s)**”), as may be required to be issued, allotted and/or transferred to the Eligible Person(s) who have accepted the LTIP Award(s), subject to the terms and conditions of the By-Laws, provided that:
  - (i) the total number of such Shares to be issued under the Proposed LTIP shall not in aggregate exceed 5% of the total number of issued Shares at any one time during the duration of the Proposed LTIP;
  - (ii) no more than 10% of the new Shares which may be issued under the Proposed LTIP, shall be allocated to any Eligible Person, if such Eligible Person, whether individually or collectively through persons connected to him, hold 20% or more of the issued Shares; and
  - (iii) any new Shares to be issued under the Proposed LTIP, shall upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution, the entitlement date of which precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of the Company and such amendments thereafter, if any; and

- (c) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP.

**THAT** the draft By-Laws as set out in Appendix I of the Company's Circular to Shareholders dated 26 May 2026 ("**Circular**"), which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), be and is hereby approved and shall be adopted on the effective date of implementation of the Proposed LTIP.

**AND THAT** the Board be and is hereby empowered and authorised to take such steps and to do all such acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed LTIP and the terms of the By-Laws, with full powers to approve, agree and/or assent to any term, condition, variation, modification and/or amendment in any manner as may be required by the relevant authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interests of the Company, and to deal with all matters incidental to, ancillary to and/or relating to the Proposed LTIP."

## **ORDINARY RESOLUTION 2**

**PROPOSED ALLOCATION OF A MAXIMUM OF UP TO 8,000,000 NEW SHARES OF SIME DARBY PROPERTY BERHAD TO DATO' SERI AZMIR MERICAN AZMI MERICAN, BEING THE GROUP MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF SIME DARBY PROPERTY BERHAD, FOR THE 2026 GRANT UNDER THE PROPOSED LTIP ("PROPOSED ALLOCATION")**

"**THAT** subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, from time to time under the Proposed LTIP, allocate Dato' Seri Azmir Merican Azmi Merican, being the Group Managing Director and Chief Executive Officer of the Company, LTIP Award(s) of a maximum of up to 8,000,000 new Shares for the 2026 grant, as the Board may deem fit, which shall be subject to the following:

- (a) that he shall abstain from all deliberations and/or discussions relating to his own allocation; and
- (b) that the allocation shall be subject to the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.

**AND THAT** the Board is also authorised to issue new Shares pursuant to the vesting of the LTIP Award(s) that may be awarded to him under the Proposed LTIP."

## **BY ORDER OF THE BOARD**

**Noreen Melini Muzamli**  
Group Company Secretary  
SSM PC No. 201908002218  
LS 0008290

Petaling Jaya  
Dated: 26 May 2026

**Notes:**

1. **EGM**

The EGM of the Company will be held in a hybrid mode and shareholder(s) ("Member"), proxy(ies), corporate representative(s) or attorney(s) are given an option, either:

- (i) to attend physically in person at the Meeting Venue ("Physical Attendance"); or
- (ii) to attend virtually using the Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the appointed Poll Administrator for the EGM, Boardroom Share Registrars Sdn Bhd ("Boardroom") ("Virtual Attendance").

Physical Attendance

All Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend and participate at the EGM physically are required to register for the meeting at the Meeting Venue.

Virtual Attendance

For Member(s), proxy(ies), corporate representative(s) or attorney(s) who wish to attend and participate at the EGM remotely, the meeting will be conducted through live streaming and online remote voting via the RPEV facilities to be provided by Boardroom on the Boardroom Smart Investor Portal ("BSIP") platform at <https://investor.boardroomlimited.com>.

Please refer to the Administrative Details to register, participate and vote remotely via the RPEV facilities.

2. **Submission of questions before and during the EGM**

2.1 Members may submit questions in relation to the agenda items for the EGM prior to the meeting via BSIP at <https://investor.boardroomlimited.com> not later than Monday, 8 June 2026. The responses to these questions will be shared at the EGM.

2.2 During the EGM, Members who are physically present at the Meeting Venue will be able to ask questions. Members who attend virtually may also pose questions via real time submission of typed texts at <https://investor.boardroomlimited.com>. The Messaging window facility will be opened concurrently with the online meeting platform (i.e. one hour before the EGM from 11.30 a.m. on Wednesday, 10 June 2026). The Board and Senior Management will be in attendance either at the Meeting Venue or remotely to provide responses accordingly.

3. **Proxy**

3.1 A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to exercise all or any of his/her rights to attend, participate, speak and vote at the Meeting on his/her behalf. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may, but need not, be a Member of the Company.

3.2 A Member may appoint any person to be his/her proxy without any restriction as to the qualification of such person.

3.3 Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM of the Company shall be put to vote by way of a poll.

3.4 Where a Member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), he/she may appoint not more than two (2) proxies in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account to attend and vote at a meeting of the Company instead of him/her.

3.5 Where a Member of the Company is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (Omnibus Account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than two (2) proxies to attend and vote at a general meeting of the Company instead of the beneficial owner or joint beneficial owners.

3.6 The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director, or of its attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.

3.7 The appointment of proxy may be made in a hard copy form or by electronic means as follows:

(i) In Hard Copy Form

The Proxy Form or the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Poll Administrator's office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

(ii) By Electronic Form

The Proxy Form can be electronically submitted via <https://investor.boardroomlimited.com> or by sending it via email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com) (kindly refer to the Administrative Details).

All instruments appointing a proxy must be deposited with Boardroom no later than Monday, 8 June 2026 at 12.30 p.m.

3.8 Only Members whose name appear on the Record of Depositors as at 29 May 2026 shall be entitled to attend, speak and vote at the EGM or appoint a proxy(ies) to attend and vote on their behalf.

4. **Personal data privacy**

Please refer to the Privacy Notice for Shareholders ("Privacy Notice") published on the Company's website under the Shareholders and Dividend Info section at <https://www.simedarbyproperty.com/investor-relations/shareholders> concerning the Company's collection, use, and disclosure of your personal data.

You hereby declare that you have read, understood, and accepted the statements and terms contained in the Privacy Notice.

By submitting the Proxy Form, you as a shareholder of the Company, warrant and undertake that the proxy(ies) has/have given his/her/their explicit consent for the collection, use, and disclosure of his/her/their personal data by the Company in accordance with the Privacy Notice.