



**SIME DARBY BERHAD**  
(Company No. 752404-U)  
(Incorporated in Malaysia)

**Registered Office**  
19th Floor, Wisma Sime Darby  
Jalan Raja Laut  
50350 Kuala Lumpur  
Malaysia

24 November 2009

**To: The Shareholders of Sime Darby Berhad**

Dear Sir/Madam

**ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING  
RESOLUTION 14 - AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION  
132D OF THE COMPANIES ACT, 1965**

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**INTRODUCTION**

We refer to the Notice of the Third Annual General Meeting ("AGM") of Sime Darby Berhad dated 6 November 2009 ("Notice") wherein the following Ordinary Resolution 14 is proposed as a special business to be considered and, if thought fit, passed at the forthcoming AGM:-

Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965 ("Authority to Allot and Issue Shares")

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"THAT, subject always to the Companies Act, 1965 (Act), the Articles of Association of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Act, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the issued share capital of the Company for the time being."

**The purpose of this Addendum is to provide you with additional information pertaining to the proposed Ordinary Resolution 14 on the Authority to Allot and Issue Shares to be tabled at the forthcoming AGM as required under Paragraph 6.03 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.**

## **EXPLANATORY NOTES ON SPECIAL BUSINESS**

### Authority to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 14, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, to allot and issue ordinary shares from the unissued capital of the Company pursuant to Section 132D of the Companies Act, 1965.

As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 12 November 2008 which will lapse at the conclusion of the forthcoming AGM.

The Board continues to consider opportunities to broaden the operating base and earnings potential of the Company. If any of the expansion/diversification proposals involves the issuance of new shares, the Directors would have to convene a general meeting to approve the issuance of new shares even though the number involved may be less than ten percent (10%) of the issued capital.

In order to avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, it is considered appropriate that the Directors be empowered, as proposed in Resolution 14, to allot and issue shares in the Company, up to an amount not exceeding in aggregate ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Yours faithfully  
for and on behalf of  
**SIME DARBY BERHAD**



**NORZILAH MEGAWATI ABDUL RAHMAN**  
Group Secretary