

NOT FOR DISTRIBUTION TO ANY PERSON RESIDENT OR LOCATED IN THE UNITED STATES OF AMERICA

The securities referred to in this Announcement (the “Securities”) have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold within the United States, except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act. There will be no public offering of the Securities in the United States.

This Announcement does not constitute an offer to buy, or a solicitation of an offer to sell, any Securities and no such offer, solicitation, purchase or sale shall be made in the United States or any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful.

The distribution of the Tender Offer Memorandum (as defined below) in certain jurisdictions may be restricted by law. Sukukholders and any other person into whose possession the Tender Offer Memorandum comes are required by the Company (as defined below), the Dealer Manager (as defined in the Tender Offer Memorandum) and the Information and Tender Agent (as defined in the Tender Offer Memorandum) to inform themselves about, and to observe, any such restrictions.



SIME DARBY BERHAD

Company No. 752404-U
(Incorporated in
Malaysia)

ANNOUNCEMENT

INVITATION TO TENDER FOR CASH REPURCHASE OF U.S.\$400,000,000 SUKUK DUE 2018 (ISIN: XS0879646395) (THE “2018 SUKUK”) ISSUED PURSUANT TO THE U.S.\$1,500,000,000 MULTI-CURRENCY SUKUK ISSUANCE PROGRAMME OF SIME DARBY GLOBAL BERHAD AND CONSENT SOLICITATION IN RELATION TO CERTAIN PROPOSALS RELATING TO THE 2018 SUKUK

NOTICE OF THE RESULTS OF THE 2018 SUKUK TENDER OFFER AND CONSENT SOLICITATION FOLLOWING THE MEETING OF THE 2018 SUKUKHOLDERS

*Terms used in this Announcement but not otherwise defined shall have the meanings given to those terms in the tender offer memorandum dated 18 April 2017 (“**Tender Offer Memorandum**”) issued by the Company (as defined below) in connection with the 2018 Sukuk Tender Offer and 2018 Sukuk Consent Solicitation (each as defined below).*

Sime Darby Berhad (the “**Company**”) refers to:

- (i) its announcement dated 18 April 2017 (the “**Tender Offer Announcement**”) in connection with (1) its invitation to tender for repurchase for cash of its outstanding 2018 Sukuk (the “**2018 Sukuk Tender Offer**”); and (2) the consent solicitation relating to the 2018 Sukuk Proposal (as defined in the Tender Offer Announcement) (the “**2018 Sukuk Consent Solicitation**”); and
- (ii) the Tender Offer Memorandum in connection with the 2018 Sukuk Tender Offer and the 2018 Sukuk Consent Solicitation.

As at the date of this Announcement, the aggregate outstanding principal amount of the 2018 Sukuk is U.S.\$400,000,000.

Following the meeting of the holders of the 2018 Sukuk (the “**2018 Sukukholders**”) held at the offices of Allen & Overy, 9th Floor, Three Exchange Square, Central, Hong Kong on 16 May 2017 (the “**Meeting**”), the Company wishes to inform the 2018 Sukukholders that:

- (a) there were two or more 2018 Sukukholders or proxies or agents present and holding or representing in the aggregate not less than 75 per cent. of the aggregate outstanding face amount of the 2018 Sukuk, and hence the quorum required for the Meeting was met;
- (b) the Extraordinary Resolution was passed by the requisite majority of votes cast at the Meeting;
- (c) the quorum required for, and the requisite majority of votes cast at, the Meeting was satisfied by Eligible Sukukholders, irrespective of any participation at the Meeting by Ineligible Sukukholders, and hence the Eligibility Condition was satisfied;
- (d) as all the Consent Conditions have been met, the Company will proceed with the implementation of the 2018 Sukuk Proposal, including entering into the Novation Documents (as defined in the Tender Offer Memorandum);
- (e) the Company will accept valid tenders received in respect of the 2018 Sukuk (the “**Accepted 2018 Sukuk**”) in an aggregate principal amount of U.S.\$350,370,000, which will be the aggregate principal amount of the 2018 Sukuk to be repurchased by the Company on or around 23 May 2017 (subject to the Company's right to extend, shorten, amend and/or terminate the 2018 Sukuk Tender Offer as provided in the Tender Offer Memorandum) (the “**Settlement Date**”); and
- (f) the total consideration (including the Accrued Periodic Distribution Amounts Payment) payable by the Company for the repurchase of the Accepted 2018 Sukuk is U.S.\$356,061,513.78.

On the Settlement Date, the Accepted 2018 Sukuk will be cancelled and the aggregate outstanding principal amount of the 2018 Sukuk following such cancellation will be U.S.\$49,630,000. The Company expects to make an announcement on or about 23 May 2017, stating, among other things, that settlement has taken place and the total consideration paid for the Accepted 2018 Sukuk.

Save as announced by the Company in this Announcement, all the information and terms in relation to the Tender Offers as disclosed in the Tender Offer Announcement and the Tender Offer Memorandum remain unchanged.

By Order of the Board

Datuk Tong Poh Keow
Group Chief Financial Officer
16 May 2017