

NOTICE OF ANNUAL GENERAL MEETING

Setia

S P SETIA BERHAD

(197401002663(19698-X))

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Forty Eighth (48th) Annual General Meeting of the Company will be conducted entirely through live streaming from the broadcast venue at **Annex, Level 1, S P Setia Berhad Corporate HQ, No. 12, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan (“Broadcast Venue”) on Thursday, 27 April 2023 at 10.00 a.m.** for the following purposes:

AGENDA

1. To receive the audited financial statements of the Company for the financial year ended 31 December 2022 together with the reports of the Directors and auditors thereon. **Please refer to Explanatory Note A**
2. To re-elect Dato’ Zuraidah Binti Atan, the Director who retires in accordance with Clause 102 of the Company’s Constitution and, being eligible, offers herself for re-election. **Resolution 1**
[Explanatory Note 1]
3. To re-elect the following Directors who retire in accordance with Clause 107 of the Company’s Constitution and, being eligible, offer themselves for re-election:
 - (1) Dato’ Tengku Marina Binti Tunku Annuar **Resolution 2**
 - (2) Mr Sheranjiv Sammanthan **Resolution 3**
[Explanatory Note 1]
4. To approve the payment of Directors’ fees amounting to RM50,000 per month for the Non-Executive Chairman and RM12,000 per month for each of the Non-Executive Directors for the period from 28 April 2023 up to the date of the next Annual General Meeting. **Resolution 4**
5. To approve the payment of Directors’ other remuneration and benefits to the Non-Executive Directors for the period from 28 April 2023 up to the date of the next Annual General Meeting amounting up to approximately RM2,200,000. **Resolution 5**
[Explanatory Note 2]
6. To re-appoint Messrs Ernst & Young PLT, Chartered Accountants, the retiring auditors, as the auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**
[Explanatory Note 3]

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

7. ORDINARY RESOLUTION

- PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SPECIFIED IN SECTION 2.3.1 OF THE CIRCULAR TO SHAREHOLDERS DATED 29 MARCH 2023** **Resolution 7**
[Explanatory Note 4]

“THAT, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“S P Setia Group”) to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of the S P Setia Group with specified classes of Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and as specified in Section 2.3.1 of the Circular to Shareholders dated 29 March 2023) which are necessary for the day to day operations in the ordinary course of business and are carried out at arm’s length basis on normal commercial terms of the S P Setia Group and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:

NOTICE OF ANNUAL GENERAL MEETING

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

8. ORDINARY RESOLUTION

PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY ("S P SETIA SHARES"), FOR THE PURPOSE OF THE COMPANY'S DIVIDEND REINVESTMENT PLAN ("DRP") THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY ("SHAREHOLDERS") THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW S P SETIA SHARES

Resolution 8

[Explanatory Note 5]

"THAT pursuant to the DRP as approved by the Shareholders at the Extraordinary General Meeting held on 20 March 2014 and subject to the approval of the relevant regulatory authority (if any), approval be and is hereby given to the Company to allot and issue such number of new S P Setia Shares from time to time as may be required to be allotted and issued pursuant to the DRP upon such terms and conditions and to such persons as the Directors of the Company at their sole and absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new S P Setia Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5) market days volume weighted average market price ("VWAP") of S P Setia Shares immediately prior to the price-fixing date, of which VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of S P Setia Shares;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRP with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or agreed to by any relevant authorities (if any) or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, by the Directors as they, in their absolute discretion, deem fit and in the best interest of the Company."

- 9. To transact any other business of which due notice shall have been given.

By Order of the Board

LEE WAI KIM

SSM PC No. 202008001422

MAICSA 7036446

Company Secretary

29 March 2023

Selangor Darul Ehsan

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. A member of the Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of members of the Company, subject to the Constitution of the Company. The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 60 of the Company's Constitution** which require the Chairman of the meeting to be present at the main venue of the meeting. Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the 48th AGM of the Company in person at the Broadcast Venue on the day of the meeting.
2. Shareholders are to attend, speak (including posing questions to the Board of Directors of the Company via real time submission of typed texts) and vote (collectively, "participate") remotely at the 48th AGM of the Company via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.
3. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds 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.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the securities account.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The Form of Proxy duly completed and signed must be deposited at the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof. You may also submit the Form of Proxy electronically via **TIIH Online** at <https://tiih.online> not less than 48 hours before the time for holding the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for the 48th AGM on the procedures for electronic submission of proxy form via **TIIH Online**.
8. Only members whose names appear in the Record of Depositors on 18 April 2023 shall be entitled to participate in the 48th AGM of the Company via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.
9. To participate in the 48th AGM of the Company via RPV and appoint proxy/authorised representative, please follow the Procedures for RPV in the Administrative Guide.

EXPLANATORY NOTE A

This Agenda item is meant for discussion only as under the provisions of Sections 248(2) and 340(1)(a) of the Act and the Company's Constitution, the audited accounts do not require the formal approval of shareholders. As such, this item is not put forward for voting.

OTHER EXPLANATORY NOTES

1. Resolutions 1, 2 and 3 - Re-election of Directors

The Board is satisfied that in consideration of the wealth of expertise and experience of the following Directors of the Company, they will continue to bring sound judgment and valuable contribution to board deliberations through active participation in discussions and decision making by the Board:

1. Dato' Zuraidah Binti Atan;
2. Dato' Tengku Marina Binti Tunku Annuar; and
3. Mr Sheranjiv Sammanthan.

The aforesaid Directors have also confirmed that they satisfy all the requirements as set out in the Fit and Proper Policy for Directors of the Company. Their profiles are set out on pages 157, 162 and 163 of the Integrated Report 2022. The skillsets of the aforesaid Directors have also been mapped against the Board Succession Plan and Diversity Policy. In view thereof, the Board supports their re-election at the 48th AGM.

Dato' Ahmad Pardas Bin Senin and Dato' Seri Ir Hj Mohd Noor Bin Yaacob are due to retire by rotation at the 48th AGM in accordance with Clause 102 of the Company's Constitution. Pursuant to the Step-up Practice 5.4 of the Malaysian Code on Corporate Governance, which is adopted by the Company, Dato' Ahmad Pardas Bin Senin and Dato' Seri Ir Hj Mohd Noor Bin Yaacob will be retiring from the Board upon reaching their 9th year as Directors of the Company in September 2023 and October 2023 respectively. In this regard, they have indicated that they do not wish to seek re-election and will be retiring upon the conclusion of the 48th AGM.

NOTICE OF ANNUAL GENERAL MEETING

2. **Resolution 5 - Payment of Other Remuneration and Benefits to Non-Executive Directors of the Company**

Based on the Non-Executive Directors' Remuneration Framework, the Non-Executive Directors' remuneration (other than fee) comprised of the following:

Description of Remuneration/Benefits	
Monthly Fixed Allowance	Chairman of Audit Committee - RM5,000 Chairman of other Board Committee - RM3,000 Member of Board Committee - RM2,000
Meeting Allowance	Chairman and Board Member - RM1,500 per meeting Board Committee Chairman and Member - RM1,500 per meeting
Allowance for membership on the board of directors of significant project/investment as appointed by the Board of the Company	RM5,000 per month
Other Benefits	Car, petrol and driver for Chairman, security services, Directors and Officers Liability Insurance, medical, hospitalisation and travel insurance and other claimable benefits

The estimated amount of up to approximately RM2,200,000 is calculated based on the expected number of meetings and other monthly allowances and benefits for the period from 28 April 2023 up to the date of the next AGM of the Company.

3. **Resolution 6 - Re-appointment of Messrs Ernst & Young PLT ("EY")**

The Audit Committee ("AC") has in February 2023, undertaken an External Auditors Evaluation to assess the performance of EY for the financial year ended 31 December 2022. This assessment was undertaken when deciding on the re-appointment of external auditors and took into account the following criteria:

- (1) Quality of Services Provided;
- (2) Sufficiency of Audit Firm Resources;
- (3) Communication and Interaction; and
- (4) Independence, Objectivity and Professional Skepticism.

The feedback from the Finance Department of all the Business Units in the Group was taken into consideration in the AC's assessment.

The AC and the Board were satisfied with the performance of EY based on the criteria of assessment and the requirements as prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. In this regard, the Board recommends the re-appointment of EY as external auditors of the Company for the financial year ending 31 December 2023.

4. **Resolution 7 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 7, if approved, will allow the S P Setia Group to enter into recurrent related party transactions of a revenue and trading nature relating to sale of properties by the S P Setia Group to related parties. The details of the proposal are set out in the Circular to Shareholders dated 29 March 2023 which is published together with the Notice of 48th AGM.

5. **Resolution 8 - Proposed Renewal of the Authority to Allot and Issue New S P Setia Shares for the purpose of the Company's DRP that provides the Shareholders the Option to Elect to Reinvest their Cash Dividend in New S P Setia Shares**

The proposed Resolution 8, if approved, will re-new the authority given to the Directors to allot and issue new S P Setia Shares pursuant to the DRP under the resolution passed at the 47th AGM held on 27 April 2022, the authority of which will lapse at the conclusion of the 48th AGM.

FORM OF PROXY

S P SETIA BERHAD (197401002663 (19698-X))

For appointment of two (2) proxies, percentage of shareholdings to be represented by each proxy must be indicated below

No. of Ordinary Shares held		First proxy:
		Second proxy:
No. of Islamic Redeemable Convertible Preference Shares held		First proxy:
		Second proxy:
No. of Class C Islamic Redeemable Convertible Preference Shares held		First proxy:
		Second proxy:
CDS Account Number		

I/We _____ (full name in block letters) NRIC No./Company No. _____

of _____ (full address)

being a member/members of S P SETIA BERHAD, hereby appoint _____ (full name in block letters)

NRIC No. _____ of _____ (full address)

and/or failing him/her, _____ (full name in block letters)

NRIC No. _____ of _____ (full address)

or failing him/her, the Chairman of the Meeting as * my/our proxy to attend and vote for * me/us and on * my/our behalf at the virtual Forty Eighth ("48th") Annual General Meeting ("AGM") of the Company to be conducted entirely through live streaming from the broadcast venue at **Annex, Level 1, S P Setia Berhad Corporate HQ, 12 Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on Thursday, 27 April 2023 on at 10.00 a.m.** and at any adjournment thereof in the manner as indicated below:-

NO.	RESOLUTION	FOR	AGAINST
1.	Re-election of Dato' Zuraidah Binti Atan.		
2.	Re-election of Dato' Tengku Marina Binti Tunku Annuar.		
3.	Re-election of Mr Sheranjiv Sammanthan.		
4.	Approval for the Directors' Fees for the period from 28 April 2023 up to the date of the next Annual General Meeting.		
5.	Approval for the Payment of Extra Remuneration and Provision of Benefits to Directors of the Company for the period from 28 April 2023 up to the date of the next Annual General Meeting.		
6.	Re-appointment of Messrs Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.		
7.	Approval for the Proposed Shareholders' Mandate as specified in Section 2.3.1 of the Circular to Shareholders dated 29 March 2023.		
8.	Approval for the Proposed Authority to Allot and Issue New Ordinary Shares under the Company's Dividend Reinvestment Plan.		

* Strike out whichever is not applicable

(Please indicate with an "X" in the spaces above how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion).

Dated this _____ day of _____ 2023

Signature of Member(s) or Common Seal

Notes:

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4. Where a member of the Company is an exempt authorised nominee which holds 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.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the securities account.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The Form of Proxy duly completed and signed must be deposited at the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or any adjournment thereof. You may also submit the Form of Proxy electronically via **TIIH Online** at <https://tiih.online> not less than 48 hours before the time for holding the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for the 48th AGM on the procedures for electronic submission of proxy form via **TIIH Online**.
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9. To participate in the 48th AGM of the Company via RPV and appoint proxy/authorised representative, please follow the Procedures for RPV in the Administrative Guide.

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Stamp Here

The Company Secretary
S P Setia Berhad
c/o Tricor Investor & Issuing House Services Sdn Bhd,
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8 Jalan Kerinchi,
59200 Kuala Lumpur

S P SETIA BERHAD

(197401002663 (19698-X)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

FORTY EIGHTH (“48TH”) ANNUAL GENERAL MEETING (“AGM”) OF S P SETIA BERHAD (“THE COMPANY”)

Date : Thursday, 27 April 2023
Time : 10.00 a.m.
Broadcast Venue : Annex, Level 1, S P Setia Berhad Corporate HQ
12 Persiaran Setia Dagang, Setia Alam, Seksyen U13
40170 Shah Alam, Selangor Darul Ehsan.
Online Meeting : TIIH Online website at <https://tiih.online>
Platform

MODE OF MEETING

With reference to the revised ‘*Guidance and FAQs on the Conduct of General Meetings for Listed Issuers*’ issued by the Securities Commission Malaysia on 7 April 2022, the Company will continue to leverage on technology to facilitate communication and engagement with its shareholders by conducting the 48th AGM on a virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities (“RPV”) which are available on Tricor Investor & Issuing House Services Sdn Bhd’s (“Tricor”) **TIIH Online** website at <https://tiih.online>.

In addition, in line with Guidance Note 13.3 of the Malaysian Code on Corporate Governance, by conducting a virtual general meeting, this would promote greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and Clause 60 of the Company’s Constitution which require the Chairperson of the meeting to be present at the main venue of the AGM. Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the 48th AGM in person at the Broadcast Venue on the day of the 48th AGM.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to attend, speak (including posing questions to the Board of Directors of the Company (“Board”) via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 48th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 48th AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE DAY OF AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” and select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. on Wednesday, 29 March 2023 until the day of AGM, Thursday, 27 April 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate in the AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) S P SETIA 48th AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 18 April 2023, the system will send you an e-mail after 25 April 2023 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for the approval of new user of TIIH Online as well as the registration for RPV in order that you can login to TIIH Online and participate in the AGM remotely).</i></p>
ON THE DAY OF THE AGM (27 APRIL 2023)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the AGM on Thursday, 27 April 2023 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) S P SETIA 48th AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Chairperson/Board, you may use the query box to transmit your question. The Chairperson/Board will endeavor to respond to questions submitted by remote participants during the 48th AGM.

(e)	Online Remote Voting *(Applicable for Ordinary Shareholders only)	<ul style="list-style-type: none"> • Voting session commences from 10.00 a.m. on Thursday, 27 April 2023 until a time when the Chairperson announces the end of the voting session of the AGM. • Select the corporate event: “(REMOTE VOTING) S P SETIA 48th AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the AGM, the Live Streaming will end.

Note to users of the RPV:

1. Should your application to join the AGM be approved, we will make available to you the rights to join the live streamed meetings and to vote remotely. Your login to **TIIH Online** on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV at the 48th AGM must ensure that the duly executed Form of Proxy are deposited in a hard copy form or by electronic means to Tricor no later than **Tuesday, 25 April 2023 at 10:00 a.m.**

The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner:-

- (i) **In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- (ii) **By electronic form**
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the conduct for the 48th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Tuesday, 25 April 2023 at 10.00 a.m.** to participate via RPV in the 48th AGM. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than **Tuesday, 25 April 2023 at 10.00 a.m.** to participate via RPV in the 48th AGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

	Procedure	Action
i. Steps for Individual Members		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tjih.online Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. • Registration will be verified and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. • If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIIH online website at https://tjih.online/ with your username (i.e. email address) and password. • Select the corporate event: "S P SETIA 48TH AGM – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(ies) appointment. • Print Form of Proxy for your record.

ii. Steps for Corporation or Institutional Members		
(a)	Register as an User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Access TIIH online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate member electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIIH online website at https://tiih.online/ with your username (i.e. email address) and password. • Select the corporate event: “S P SETIA 48TH AGM – Submission of Proxy Form”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

- Only a depositor whose name appears on the ROD as at **18 April 2023** shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

POLL VOTING

- The voting at the 48th AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 48th AGM at 10.00 a.m but before the end of the voting session, which will be announced by the Chairman of the Meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from **TIIH Online** website at <https://tiih.online>.
- Upon completion of the voting session for the 48th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARDS OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 48th AGM via Tricor's TIH Online website at <https://tiah.online> by selecting "e-Services" to login, pose and submit questions electronically no later than **Friday, 21 April 2023 at 6.00 p.m.** The Board will endeavor to answer the questions received at the 48th AGM.

RECORDING OR PHOTOGRAPHY

Unauthorized recording or photography of the proceedings of the 48th AGM are strictly not allowed.

NO DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or food vouchers for the 48th AGM since the meeting is being conducted on a fully virtual basis.

The Company would like to thank all its shareholders for their kind co-operation and understanding on this matter.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons : Ms Stephanie Wee: +603-2783 9265 / Email : Stephanie.Wee@my.tricorglobal.com

Mr Ludwig Wong : +603-2783 9244 / Email: Ludwig.Wong@my.tricorglobal.com

Ms Wong Pang Yi : +603-2783 9242 / Email: Pang.Yi.Wong@my.tricorglobal.com