

S P SETIA BERHAD
[Company No: 197401002663 (19698-X)]
(Incorporated in Malaysia)

MINUTES of the Adjourned Extraordinary General Meeting (“EGM”) for Holders of Islamic Redeemable Convertible Preference Shares of the Company (“RCPS-i B”) (“Adjourned EGM for Holders of RCPS-i A”) held 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 **Tuesday, 18 October 2022 at 3.30 p.m.**

PRESENT:

Broadcast Venue

Y.A.M. Tan Sri Dato’ Seri Syed Anwar Jamalullail

(Non-Independent Non-Executive Chairman)

YBhg Datuk Choong Kai Wai

(President and Chief Executive Officer)

Remote Participation

YBhg Dato’ Seri Ir. Hj. Mohd Noor Bin Yaacob

(Independent Non-Executive Director)

Mr Philip Tan Puay Koon

(Independent Non-Executive Director)

YM Tengku Dato’ Ab. Aziz Bin Tengku Mahmud

(Non-Independent Non-Executive Director)

YBhg Dato’ Zuraidah Binti Atan

(Independent Non-Executive Director)

YBhg Dato’ Azmi Bin Mohd Ali

(Non-Independent Non-Executive Director)

YBhg Dato’ Merina Binti Abu Tahir

(Independent Non-Executive Director)

YBhg Dato’ Tengku Marina Binti Tunku Annuar

(Independent Non-Executive Director)

Mr Sheranjiv A/L M Sammanthan

(Independent Non-Executive Director)

together with the list of Holders of RCPS-i A and proxies participated by way of remote participation on <https://tjih.online> (“participants”)

BY INVITATION:

Broadcast Venue

YBhg Datuk Yuslina Binti Mohd Yunus

(Acting Chief Financial Officer)

Mr Jason Lam

(Representative from RHB Investment Bank Berhad)

IN ATTENDANCE:

Broadcast Venue

Ms Lee Wai Kim *(Company Secretary)*

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ABSENT WITH
APOLOGIES:

YBhg Dato' Ahmad Pardas Bin Senin
(Senior Independent Non-Executive Director)
YBhg Dato' Halipah Binti Esa
(Independent Non-Executive Director)

1.0 **COMMENCEMENT**

- 1.1 Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail (“the Chairman”) took the Chair and called the meeting to order at 3.30 p.m.. The Chairman then welcomed shareholders and proxies who have joined the Adjourned EGM for Holders of RCPS-i B via remote participation. The Chairman informed that the Adjourned EGM for Holders of RCPS-i B was conducted entirely through live streaming as part of the Company’s continuing effort to ensure safety of the shareholders during this time of the Covid-19 endemic.
- 1.2 The Chairman then introduced the Board of Directors, including the Management and representative from RHB Investment Bank Berhad, the Company’s Principal Adviser, to the participants.
- 1.3 The Company Secretary confirmed that a quorum was present.

2.0 **NOTICE**

- 2.1 The Chairman informed that the Circular to Shareholders and Holders of Islamic Redeemable Convertible Preference Shares of the Company (“RCPS-i A”) and RCPS-i B dated 2 September 2022 (“Circular”) pertaining to the Proposed renounceable rights issue of new Class C Islamic Redeemable Convertible Preference Shares in S P Setia to raise gross proceeds of up to RM1,180.00 million (“Proposed Rights Issue”) and Proposed amendments to the Constitution of S P Setia to include the terms of the RCPS-i C (“Proposed Amendments”), containing the Notice of EGM for Shareholders, was issued and published by the Company on 2 September 2022. The Proposed Rights Issue and Proposed Amendments are collectively referred to as the “Proposals”.
- 2.2 Subsequent to the issuance of the Circular on 2 September 2022, on 21 September 2022, the Company announced its intention to modify the terms of the RCPS-i A and RCPS-i B, in order to provide clarity to certain terms of these preference shares in the event the Company decides to redeem all (but not part) of any class of its preference shares in the future. In order to ensure that the holders of RCPS-i C would be conferred the same rights upon issuance of the new RCPS-i C to be issued pursuant to the Proposed Rights Issue, the Company also intended to incorporate the same modifications to the terms of the new RCPS-i C for clarity purposes.

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2.3 Since the proposed modifications to the terms of the RCPS-i A, RCPS-i B and new RCPS-i C were made subsequent to the issuance of the Circular on 2 September 2022, and it was the Board's intention to have all the resolutions pertaining to the Proposals (including the modifications to the terms of RCPS-i C) heard and deliberated on at the same meeting of the respective class of members, the Board announced its intention to adjourn the EGMs which were scheduled on 26 September 2022.

For information purpose, a separate circular in relation to the proposed modifications to the terms of the RCPS-i A and RCPS-i B was issued on 22 September 2022 concurrently with a Supplemental Circular dated 22 September 2022 in relation to the Proposals (for the modification to the terms of the RCPS-i C) to the Shareholders and Holders of the RCPS-i A and RCPS-i B ("Supplemental Circular").

2.4 In this respect, the Company had, at its EGM for Holders of RCPS-i B held on 26 September 2022, obtained the consent from the members to adjourn the EGM for Holders of RCPS-i B to be held today.

2.5 The Notice of EGM for Holders of RCPS-i B convening the meeting was, with the permission of the meeting, taken as read.

2.6 The Chairman then informed that pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the resolution set out in the Notice of EGM for Holders of RCPS-i B dated 2 September 2022 would be voted by way of a poll via online remote voting on <https://tiih.online>. In this regard, the Chairman informed that the voting session would commence from 3.30 p.m. until such time the Chairman declares the voting session close. The Chairman advised the participants on their voting rights.

2.7 The Chairman further informed that for purposes of the poll, the Company had appointed Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") as the poll administrator and Coopers Professional Scrutineers Sdn Bhd as scrutineers to validate the votes casted.

2.8 A video presentation from Tricor was played to brief the participants on the online remote voting process.

2.9 The Company Secretary then informed that the Company had received a total of 16 proxy forms from Holders of RCPS-i B representing total holdings of 1,096,543,930 RCPS-i B or 93.21% of the issued RCPS-i B. Holders of RCPS-i B holding 3,229,639 RCPS-i B, representing 0.27% of the issued RCPS-i B had appointed the Chairman of the meeting as their proxies.

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2.10 The Chairman informed that for expediency of the meeting, the Company shall proceed with the items on the Agenda before the Board took questions from the participants.

**3.0 ORDINARY RESOLUTION
PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW CLASS C
ISLAMIC REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN S
P SETIA (“RCPS-i C”) TO RAISE GROSS PROCEEDS OF UP TO
RM1,180.00 MILLION (“PROPOSED RIGHTS ISSUE”)**

3.1 The Chairman informed that Ordinary Resolution related to the Proposed Rights Issue and the details of the Proposed Rights Issue were set out in the Circular and Supplemental Circular.

4.0 PRESENTATION BY PRINCIPAL ADVISER

4.1 At the invitation by the Chairman, Mr Jason Lam from RHB Investment Bank Berhad gave a short presentation on the Proposed rights Issue.

5.0 QUESTION AND ANSWER SESSION

5.1 The Chairman informed that the Company had not received any written question from Holders of RCPS-i B up to 16 October 2022. The Chairman then invited the Company Secretary to read out the questions from participants and YBhg Datuk Choong to address the questions, as attached to these Minutes as Appendix A.

5.2 There being no further questions, the Chairman declared that the question and answer session and voting session closed at 4.05 p.m..

5.3 The Chairman then adjourned the meeting to count and validate the votes. He informed the participants that the meeting would resume at 4.25 p.m. for declaration of the poll results.

6.0 ANNOUNCEMENT OF RESULTS

6.1 At 4.25 p.m., the Chairman called the meeting to order for the declaration of the poll results which had been verified by the Scrutineers. The results were projected on the screen of the live webcast and attached to these Minutes as Appendix B.

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6.2 **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW CLASS C ISLAMIC REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN S P SETIA TO RAISE GROSS PROCEEDS OF UP TO RM1,180.00 MILLION**

6.2.1 The Chairman declared that Ordinary Resolution was carried and that the following Ordinary Resolution was passed:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF NEW CLASS C ISLAMIC REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN S P SETIA (“RCPS-i C”) TO RAISE GROSS PROCEEDS OF UP TO RM1,180.00 MILLION (“PROPOSED RIGHTS ISSUE”)

“**THAT** subject to the passing of the Ordinary Resolution at the EGM for the shareholders of the Company and the Ordinary Resolution at the EGM for the holders of the Islamic redeemable convertible preference shares of the Company (RCPS-i A), and conditional upon the approvals of all relevant authorities being obtained,

- (a) the Proposed Rights Issue, based on the terms of the RCPS-i C detailed in Section 2.1.1 of the circular dated 2 September 2022 (“**Circular**”), be and is hereby approved;
- (b) the Board of Directors of the Company (“**Board**”) be and is hereby empowered and authorised to:
 - (i) apply to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of such additional number of RCPS-i C to be issued pursuant to the Proposed Rights Issue and new ordinary shares in the Company (“**Shares**”) to be issued arising from the conversion of the RCPS-i C on the Main Market of Bursa Securities, in the event the eventual number of RCPS-i C to be issued pursuant to the Proposed Rights Issue and new Shares to be issued arising from the conversion of the RCPS-i C exceed the number approved by Bursa Securities as set out in Section 9(i) of the Circular;
 - (ii) allot and issue such number of RCPS-i C at such issue price and entitlement basis to be determined and announced later by the Board, to the entitled shareholders whose names appear in the Company’s Record of Depositors (“**Entitled Shareholders**”), at the close of business on an entitlement date to be determined and announced later by the Board, to raise gross proceeds of up to RM1,180 million;

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- (iii) deal with any fractional entitlement that may arise from the Proposed Rights Issue and any fractional new Shares arising from the conversion of the RCPS-i C in such manner and on such terms and conditions as the Board in its absolute discretion deems fit or expedient or in the best interest of the Company; and
- (iv) make available for excess applications by the other Entitled Shareholders and/or their renouncee(s) and/or transferee(s), and to allocate the excess RCPS-i C in a fair and equitable manner on a basis to be determined by the Board;

THAT the Board be and is hereby authorised and empowered to implement, finalise and give full effect to the Proposed Rights Issue with full power to assent to and accept any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board and to sign, execute and deliver on behalf of the Company all such documents with any party or parties, and to do or procure to be done all such acts, things and matters as they may in their absolute discretion deem fit, necessary, expedient or appropriate and in the best interest of the Company;

AND THAT all previous acts made and/or done by the Board in connection with the Proposed Rights Issue be and are hereby confirmed and ratified.”

7.0 CLOSE OF MEETING

- 7.1 There being no further business to discuss, the meeting closed at 4.30 p.m. with a vote of thanks to the Chairman.

Signed as a correct record

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CHAIRMAN

Appendix A – Responses to questions from participant at the Adjourned EGM for Holders of RCPS-i B

Holders of RCPS-i B

No.	Name of Shareholder	Questions	Answers
1.	LEE SUAN BEE	<p>Q1: How much does the company spend on this virtual EGM?</p> <p>Q2: Would the board kindly consider giving shareholder with e- wallet as a token of appreciation for attending today’s meeting.</p> <p>Q3: May I know what’s the rationale for this proposal? Please explain</p>	<p>Q1 : The cost of virtual EGM is RM19,000.</p> <p>Q2 : We take note of the suggestion.</p> <p>Q3: The Proposed Rights Issue is undertaken to raise gross proceeds to finance the redemption of all the outstanding RCPS-i B which were issued on 29 December 2017. The Board believes that preferential dividend of the RCPS-i B of 5.93% per annum and the stepped-up preferential dividend rate of 1.0% per annum which was determined by the Board in 2017 would be excessive amid the country’s current low interest rate environment and could be detrimental to the Group in the longer run. The Company intends to redeem all the outstanding RCPS-i B upon the 5th anniversary of the issue date of the RCPS-i B and the RCPS-i C to be issued under the Proposed Rights Issue will bear a lower preferential dividend rate of 5.43% per annum, with a stepped-up due only on the 5th anniversary of the issue date of the RCPS-i C.</p>
2.	LOKE YOON HOE	<p>Good afternoon everyone, if the RCPS-I B shares are redeemed at the end of December 2022, will the preferential dividend be paid at the same time or later?</p>	<p>The Company is looking into this matter. Should there be any preferential dividend to be declared and paid prior to the redemption of the RCPS-i B, the Company will make the necessary announcement to Bursa Securities.</p>