

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

**FORM OF PROXY**

		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 B Islamic Redeemable Convertible Preference Shares held		First proxy:
		Second proxy:
CDS Account Number		

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

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 fully virtual Forty Fifth (45th) 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 Monday, 22 June 2020 at 10.00 a.m.** and at any adjournment thereof in the manner as indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
1.	Re-election of Dato’ Ahmad Pardas bin Senin.		
2.	Re-election of Dato’ Seri Ir Hj Mohd Noor bin Yaacob.		
3.	Re-election of Dato’ Zuraidah binti Atan.		
4.	Approval for the Directors’ Fees for the period from 23 June 2020 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 23 June 2020 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 22 May 2020.		
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 \_\_\_\_\_ 2020.

\_\_\_\_\_  
Signature of Member(s) or Common Seal



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**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 **WILL NOT BE ALLOWED** to attend the 45th 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 in the 45th 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.
8. Only members whose names appear in the Record of Depositors on 16 June 2020 shall be entitled to participate in the 45th AGM of the Company via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.
9. To participate in the 45th AGM of the Company via RPV and appoint proxy/authorized representative, please follow the Procedures for RPV in the Administrative Guide.

AFFIX  
STAMP

**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

*1<sup>st</sup> fold here*