

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

MINUTES of the Forty Eighth (48<sup>th</sup>) Annual General Meeting (“AGM”) of the Company 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 Thursday, 27 April 2023 at 10.00 a.m.**

---

PRESENT:

**Broadcast Venue**

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

*(Non-Independent Non-Executive Chairman and Chairman of Nomination and Remuneration Committee)*

**YBhg Datuk Choong Kai Wai**

*(President and Chief Executive Officer)*

**YBhg Dato’ Zuraidah Binti Atan**

*(Chairperson of Audit Committee)*

**Remote Participation**

**YBhg Dato’ Ahmad Pardas Bin Senin**

*(Senior Independent and Non-Executive Director and Chairman of Risk Management Committee)*

**YBhg Dato’ Halipah Binti Esa**

*(Chairperson of Tender and Projects Committee)*

**Mr Philip Tan Puay Koon**

*(Chairman of Finance and Investment Committee)*

**Mr Sheranjiv A/L M Sammanthan**

*(Chairman of Sustainability Committee)*

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

*(Independent Non-Executive Director)*

**YM Tengku Dato’ Ab. Aziz Bin Tengku Mahmud**

*(Non-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)*

together with the list of shareholders and proxies participated by way of remote participation on <https://tiih.online> (“participants”)

BY INVITATION:

**Broadcast Venue**

**Encik Annuar Marzuki Bin Abdul Aziz**

*(Chief Financial Officer)*

IN ATTENDANCE:

**Broadcast Venue**

**Ms Lee Wai Kim** *(Company Secretary)*

S P SETIA BERHAD  
Minutes of Forty Eighth (48<sup>th</sup>) Annual General Meeting for Shareholders  
held on 27 April 2023

---

**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 10.00 a.m.. The Chairman then welcomed shareholders and proxies who have joined the 48<sup>th</sup> AGM of the Company via remote participation. The Chairman informed that the 48<sup>th</sup> AGM of the Company 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 and to leverage on technology to facilitate communication and engagement with its shareholders.
- 1.2 The Chairman then introduced the Board of Directors, including the Management and representative from Messrs Ernst & Young PLT, to the participants.
- 1.3 The Company Secretary confirmed that a quorum was present.

**2.0 NOTICE**

- 2.1 The notice convening the meeting was, with the permission of the meeting, taken as read.
- 2.2 The Chairman informed that pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the resolutions set out in the Notice of 48th AGM of the Company dated 29 March 2023 would be voted by way of a poll via online remote voting on <https://tiah.online>. In this regard, the Chairman informed that the voting session had commenced from 10.00 a.m. and would remain open until such time the Chairman declares the voting session close. The Chairman advised the participants on their voting rights.
- 2.3 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.
- 2.4 A video presentation from Tricor was played to brief the participants on the online remote voting process.
- 2.5 The Company Secretary then informed that the Company had received a total of 192 proxy forms from ordinary shareholders representing total shareholdings of 3,472,466,526 ordinary shares or 85.10% of the issued ordinary shares of the Company. Shareholders holding 452,627,302 ordinary shares, representing 11.10% of the issued ordinary shares of the Company have appointed the Chairman of the meeting as their proxies.

S P SETIA BERHAD  
Minutes of Forty Eighth (48<sup>th</sup>) Annual General Meeting for Shareholders  
held on 27 April 2023

---

2.6 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 **AUDITED FINANCIAL STATEMENTS**

3.1 The audited financial statements of the Company for the financial year ended 31 December 2022 (“FY2022”) together with the reports of the Directors and Auditors thereon were tabled for the meeting’s consideration.

3.2 The Chairman invited YBhg Datuk Chong Kai Wai (“YBhg Datuk Choong”), President and Chief Executive Officer, to give a presentation on the Group’s results for the FY2022 and outlook for 2023.

3.3 Upon completion of the presentation by YBhg Datuk Choong, the Chairman then informed that the Company had received a letter from Minority Shareholders Watchdog Group (“MSWG”) dated 13 April 2023 and Employees Provident Fund Board (“EPF”) dated 20 April 2023 and the Company would respond to MSWG and EPF’s letters later, during the question and answer session. For expediency of the meeting, the Company proceeded with the remaining items on the Agenda before responding to questions from the participants.

4.0 **RE-ELECTION OF DIRECTOR RETIRING PURSUANT TO CLAUSE 102 OF THE COMPANY’S CONSTITUTION**

4.1 **YBhg Dato’ Zuraidah Binti Atan [Resolution 1]**

4.1.1 YBhg Dato’ Zuraidah Binti Atan retired in accordance with Clause 102 of the Company’s Constitution and, being eligible, offered herself for re-election. Her profile was set out on page 157 of the Integrated Report 2022.

4.2 **YBhg Dato’ Ahmad Pardas Bin Senin and YBhg Dato’ Seri Ir Hj Mohd Noor Bin Yaacob**

4.2.1 Y.A.M Tan Sri Dato’ Seri Syed Anwar Jamalullail informed that YBhg Dato’ Ahmad Pardas Bin Senin and YBhg Dato’ Seri Ir Hj Mohd Noor Bin Yaacob were due to retire in accordance with Clause 102 of the Company’s Constitution.

4.2.2 Pursuant to the Step-up Practice 5.4 of the Malaysian Code on Corporate Governance, YBhg Dato’ Ahmad Pardas Bin Senin and YBhg Dato’ Seri Ir Hj Mohd Noor Bin Yaacob would 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 had indicated that they did not wish to seek re-election and would be retiring upon the conclusion of this 48<sup>th</sup> AGM.

- 5.0 **RE-ELECTION OF DIRECTORS RETIRING PURSUANT TO CLAUSE 107 OF THE COMPANY'S CONSTITUTION**
- 5.1 **YM Dato' Tengku Marina Binti Tunku Annuar [Resolution 2]**
- 5.1.1 YM Dato' Tengku Marina Binti Tunku Annuar retired in accordance with Clause 107 of the Company's Constitution and, being eligible, had indicated her willingness to be re-elected as a Director of the Company. Her profile was set out on page 162 of the Integrated Report 2022.
- 5.2 **Mr Sheranjiv Sammanthan [Resolution 3]**
- 5.2.1 Mr Sheranjiv Sammanthan retired in accordance with Clause 107 of the Company's Constitution and, being eligible, had indicated his willingness to be re-elected as a Director of the Company. His profile was set out on page 163 of the Integrated Report 2022.
- 6.0 **PAYMENT OF DIRECTORS' FEES FOR THE PERIOD FROM 28 APRIL 2023 UP TO THE NEXT AGM OF THE COMPANY [Resolution 4]**
- 6.1 Resolution 4 was with regard to 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 AGM of the Company.
- 7.0 **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 AGM OF THE COMPANY [Resolution 5]**
- 7.1 Resolution 5 was with regard to the payment of Directors' other remuneration and benefits for the period from 28 April 2023 up to the date of the next AGM of the Company amounting to approximately RM2,200,000.
- 7.2 The details of other remuneration and benefits were set out in the Explanatory Note 2 of the Notice of the AGM. It was noted that the other remuneration and benefits were necessary for the Directors to defray expenses incurred in the discharge of their duties as Directors of the Company.

S P SETIA BERHAD  
Minutes of Forty Eighth (48<sup>th</sup>) Annual General Meeting for Shareholders  
held on 27 April 2023

---

**8.0 RE-APPOINTMENT OF AUDITORS [Resolution 6]**

- 8.1 Resolution 6 was with regard to the re-appointment of Messrs Ernst & Young PLT, Chartered Accountants, the retiring auditors as auditors of the Company for the ensuing year and authorization to the Directors to fix their remuneration.

**SPECIAL BUSINESS**

**9.0 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]**

- 9.1 Resolution 7 was with regard to the proposed shareholders' mandate for the Company and its subsidiaries to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature of the S P Setia group of companies 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).

**10.0 PROPOSED RENEWAL OF THE AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN THE COMPANY, FOR THE PURPOSE OF THE COMPANY'S DIVIDEND REINVESTMENT PLAN THAT PROVIDES THE SHAREHOLDERS OF THE COMPANY THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW S P SETIA SHARES [Resolution 8]**

- 10.1 Resolution 8 was with regard to the renewal of authority to allot and issue new ordinary shares in the Company pursuant to the Dividend Reinvestment Plan of the Company.

**11.0 QUESTION AND ANSWER SESSION**

- 11.1 The Chairman invited the Company Secretary to read out the questions from MSWG and EPF via letter dated 13 April 2023 and 20 April 2023, respectively, and YBhg Datuk Choong and Encik Annuar Marzuki Bin Abdul Aziz ("Encik Annuar Marzuki") to address the questions from MSWG and EPF, respectively, as attached to these Minutes as Appendices A and B.
- 11.2 The Chairman then invited the Company Secretary to read out the written questions from shareholders received up to 21 April 2023 and YBhg Datuk Choong to address the written questions, as attached to these Minutes as Appendix C.

S P SETIA BERHAD  
Minutes of Forty Eighth (48<sup>th</sup>) Annual General Meeting for Shareholders  
held on 27 April 2023

---

11.3 Thereafter, the Management dealt with the questions submitted by participants during the proceedings of the 48th AGM of the Company. The list of questions raised by the participants and the Company's responses is attached to these Minutes as Appendix D.

11.4 At 10.55 a.m., there being no further questions, the Chairman declared that the question and answer session closed.

11.5 The Chairman further informed that the voting session would close in 10 minutes at 11.05 a.m. and the meeting would adjourn to count and validate the votes. He informed the participants that the meeting would resume at 11.40 a.m. for declaration of the poll results.

## 12.0 ANNOUNCEMENT OF RESULTS

12.1 At 11.40 a.m., the Chairman called the meeting to order for the declaration of the poll results which had been verified by the Scrutineers. The poll results were projected on the screen of the live webcast and attached to these Minutes as Appendix D.

## 12.2 ORDINARY RESOLUTION

### **YBHG DATO' ZURAIDAH BINTI ATAN**

[Resolution 1]

12.2.1 The Chairman declared that Resolution 1 was carried and that YBhg Dato' Zuraidah Binti Atan be re-elected as a Director of the Company.

## 12.3 ORDINARY RESOLUTION

### **RE-ELECTION OF YM DATO' TENGKU MARINA BINTI TUNKU ANNUAR**

[Resolution 2]

12.3.1 The Chairman declared that Resolution 2 was carried and that YM Dato' Tengku Marina Binti Tunku Annuar be re-elected as a Director of the Company.

12.4 **ORDINARY RESOLUTION**

**RE-ELECTION OF MR SHERANJIV SAMMANTHAN**

[Resolution 3]

- 12.4.1 The Chairman declared that Resolution 3 was carried and that Mr Sheranjiv Sammanthan be re-elected as a Director of the Company.

12.5 **ORDINARY RESOLUTION**

**PAYMENT OF DIRECTORS' FEES FOR THE PERIOD FROM 28 APRIL 2023 UP TO THE DATE OF THE NEXT AGM OF THE COMPANY**

[Resolution 4]

- 12.5.1 The Chairman declared that Resolution 4 was carried and that 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 AGM of the Company, be approved.

12.6 **ORDINARY RESOLUTION**

**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 AGM OF THE COMPANY**

[Resolution 5]

- 12.6.1 The Chairman declared that Resolution 5 was carried and that the payment of Directors' other remuneration and benefits for the period from 28 April 2023 up to the date of the next AGM of the Company amounting to approximately RM2,200,000, be approved.

12.7 **ORDINARY RESOLUTION**

**RE-APPOINTMENT OF AUDITORS**

[Resolution 6]

- 12.7.1 The Chairman declared that Resolution 8 was carried and that Messrs Ernst & Young PLT, Chartered Accountants, the retiring auditors be re-appointed as auditors of the Company for the ensuing year and the Directors be authorised to fix their remuneration.

## 12.8 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]

12.8.1 The Chairman declared that Resolution 7 was carried and that the resolution was passed as follows:

“**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:

- (i) the conclusion of the next Annual General Meeting of the Company (“AGM”) 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.”



12.9 **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]

- 12.9.1 The Chairman declared that Resolution 8 was carried and that the resolution was passed as follows:

“**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.”

S P SETIA BERHAD  
Minutes of Forty Eighth (48<sup>th</sup>) Annual General Meeting for Shareholders  
held on 27 April 2023

---

- 13.0 Before Y.A.M Tan Sri Dato' Seri Syed Anwar Jamalullail close the 48<sup>th</sup> AGM of the Company, he on behalf of the Company, the Board and the Management of S P Setia Berhad Group, expressed the Group's heartfelt appreciation to YBhg Dato' Ahmad Pardas Bin Senin and YBhg Dato' Seri Ir Hj Mohd Noor Bin Yaacob for their contributions to S P Setia Group during their tenure with the Group and wished them good health and happiness and many successes in their future endeavors.
- 13.1 Y.A.M Tan Sri Dato' Seri Syed Anwar Jamalullail further informed that Mr Philip Tan Puay Koon would take over from YBhg Dato' Ahmad Pardas Bin Senin as Senior Independent Non-Executive Director effective 28 April 2023.
- 14.0 **CLOSE OF MEETING**
- 14.1 There being no further business to discuss, the meeting closed at 11.43 a.m. with a vote of thanks to the Chairman.

Signed as a correct record

.....  
CHAIRMAN

**Appendix A - Responses to Minority Shareholders Watchdog Group's letter dated 13 April 2023**

No.	Questions	Answers																																				
	<b>Operational and Financial Matters</b>																																					
1.	<p>To clear the completed stocks from the Group's projects in the Klang Valley, Johor, Penang and Sabah is one of the Group's internal strategies to face the property market in 2023. [Page 33 of IAR]</p> <p>a) What were the number and value of completed properties remaining unsold for the Klang Valley, Johor, Penang and Sabah respectively as of FY2022?</p> <p>b) Please outline the strategies which the Group has deployed to clear the completed properties in each of the regions mentioned above.</p> <p>c) What is the number and value the Group has targeted to sell from the unsold completed properties located in Klang Valley, Johor, Penang and Sabah respectively in FY2023?</p>	<p>a) The number of units and corresponding value of the completed properties remaining unsold are:</p> <table border="1"> <thead> <tr> <th>Region</th> <th>No of units</th> <th>Completed properties RM'mil</th> </tr> </thead> <tbody> <tr> <td>Klang Valley</td> <td>310</td> <td>821</td> </tr> <tr> <td>Johor</td> <td>431</td> <td>568</td> </tr> <tr> <td>Sabah</td> <td>143</td> <td>263</td> </tr> <tr> <td>Penang</td> <td>174</td> <td>536</td> </tr> <tr> <td><b>Total</b></td> <td><b>1,058</b></td> <td><b>2,187</b></td> </tr> </tbody> </table> <p>b) Sales strategies, where deem relevant:</p> <ul style="list-style-type: none"> <li>• Home Finance Package of Setia S.E.A.L. (Setia Express Advance Loan) (differential sum loan scheme)</li> <li>• RIA Bumiputra Campaign (Johor)</li> <li>• Review of pricing and promotional package</li> <li>• Citizen Setia Loyalty rewards through relationship selling</li> <li>• Roadshows</li> <li>• Social media platforms</li> <li>• Engagement with property agents</li> </ul> <p>c) Targeted number of units and value to be monetised in 2023 for unsold completed properties are:</p> <table border="1"> <thead> <tr> <th>Region</th> <th>No of units</th> <th>Completed properties RM'mil</th> </tr> </thead> <tbody> <tr> <td>Klang Valley</td> <td>173</td> <td>197</td> </tr> <tr> <td>Johor</td> <td>247</td> <td>266</td> </tr> <tr> <td>Sabah</td> <td>48</td> <td>75</td> </tr> <tr> <td>Penang</td> <td>22</td> <td>89</td> </tr> <tr> <td><b>Total</b></td> <td><b>490</b></td> <td><b>627</b></td> </tr> </tbody> </table>	Region	No of units	Completed properties RM'mil	Klang Valley	310	821	Johor	431	568	Sabah	143	263	Penang	174	536	<b>Total</b>	<b>1,058</b>	<b>2,187</b>	Region	No of units	Completed properties RM'mil	Klang Valley	173	197	Johor	247	266	Sabah	48	75	Penang	22	89	<b>Total</b>	<b>490</b>	<b>627</b>
Region	No of units	Completed properties RM'mil																																				
Klang Valley	310	821																																				
Johor	431	568																																				
Sabah	143	263																																				
Penang	174	536																																				
<b>Total</b>	<b>1,058</b>	<b>2,187</b>																																				
Region	No of units	Completed properties RM'mil																																				
Klang Valley	173	197																																				
Johor	247	266																																				
Sabah	48	75																																				
Penang	22	89																																				
<b>Total</b>	<b>490</b>	<b>627</b>																																				

**Appendix A - Responses to Minority Shareholders Watchdog Group’s letter dated 13 April 2023 (Cont’d)**

No.	Questions	Answers
2.	<p><b>Operational and Financial Matters</b></p> <p>The Group had made a provision for write-down in value of completed properties amounting to RM4.22 million in FY2022 as compared to RM Nil in FY2021. [Page 323 of IAR]</p> <p>a) Please provide the locations and values of the RM4.22 million write-down in value of completed properties in FY2022.</p> <p>b) Please provide the age profile of the completed properties amounting to the RM4.22 million in bands of less than 1 year, 1 to 2 years, 2 to 3 years and more than 3 years.</p> <p>c) Has the Company managed to sell any of these completed properties since the last FY2022? If yes, what is the value?</p>	<p>a) The RM4.22 million written down completed inventories are for projects located in Sabah with a Gross Development Value (GDV) of RM54.2 million.</p> <p>b) These stocks are aged more than 3 years.</p> <p>c) At present there are 2 units under sales in pipeline/booking from potential overseas buyer with GDV circa RM2 million.</p>
3.	<p>The cost of building materials will remain on the high side, thus increasing the prices of property which could lead to affordability challenges for consumers. [Page 31 of IAR]</p> <p>a) How did the Group deal with the rising cost of building materials in FY2022 and how does it plan to deal with such rising costs moving forward?</p> <p>b) Will the Group consider either increasing house prices to mitigate the rising cost of building material or sacrificing the gross profit on new properties?</p>	<p>The rising cost of raw materials such as steel bar, cement has been partially mitigated with bulk purchases given various projects that we have and by increasing the selling price of the products where possible.</p> <p>Going forward we would be looking at innovation of our products to meet the different segments – starter homes, industrial estate etc while ensuring costs are managed and products remain attractive.</p> <p>For mature projects like Setia Alam, Setia AlamImpian and Bandar Kinrara, which are our immediate future planned launches, the additional costs could be passed on via price increase while managing the profit margin within our target level.</p>

**Appendix A - Responses to Minority Shareholders Watchdog Group’s letter dated 13 April 2023 (Cont’d)**

No.	Questions	Answers
	<b>Operational and Financial Matters</b>	
4.	<p>Battersea Group of Companies (“BGoC”) recorded a much higher revenue of RM5.52 billion in FY2022 as compared to RM1.79 billion in FY2021. However, BGoC recorded a much higher loss before tax of RM61.6 million in FY2022 as compared to loss before tax of RM53.5 million in FY2021. [Page 281 of IAR]</p> <p>a) BGoC’s higher revenue in FY2022 did not translate into a higher profit but instead resulted in a higher loss. Why?</p> <p>b) Which company with BGoC contributed to the higher loss before tax in FY2022?</p> <p>c) What measures has BGoC taken to mitigate further losses in FY2023?</p> <p>d) What is the outlook of BGoC in FY2023?</p>	<p>a) In 2022, the loss was mainly attributable to marketing expenses incurred for Phase 3B. However, revenue will only be recognised upon completion of Phase 3B, targeted to be in Q42023. The grand official opening of Battersea Power Station held on 14 October 2022 has generated global press coverage with strong retailer and industry reaction worldwide, resulting in a one-off expense in 2022.</p> <p>b) Battersea Project Holding Company Limited.</p> <p>c) In FY2023 Battersea Group of Companies is focused on the completion of Phase 3B in Q42023 and remains business-as-usual. We do not envisage any major one-off costs to impact the P&amp;L.</p> <p>d) Outlook remains strong for the commercial segment of BPS, with major retailers such as Apple’s flagship store opening, as well as other major brands across the other retail segments and new train station, coupled with targeted events, family-friendly activities to improve footfall, weekend markets, and arts &amp; culture events to “warm-up” BPS; which is catalytic to live and future phases of the entire development.</p>

Appendix A - Responses to Minority Shareholders Watchdog Group's letter dated 13 April 2023 (Cont'd)

No.	Questions	Answers																																																																																		
	<b>Operational and Financial Matters</b>																																																																																			
5.	<p>The Group delivered RM20.58 billion worth of properties in FY2022 of which 12.9% were from our local projects and the remaining 87.1% from international projects. [Page 27 of IAR]</p> <p>a) Please provide the name and value of the international projects in FY2022.</p> <p>b) What was the take-up rate of each of the 87.1% of completed properties from international projects in FY2022?</p>	<p>a) International projects completed in FY2022:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Project</th> <th>Description</th> <th>GDV Completed (RM mil)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>EcoXuan</td> <td>Apartment</td> <td>102.21</td> </tr> <tr> <td>2</td> <td>EcoXuan</td> <td>Commercial</td> <td>1.22</td> </tr> <tr> <td>3</td> <td>Sapphire by the Garden</td> <td>Apartment</td> <td>1,186.57</td> </tr> <tr> <td>4</td> <td>UNO Melbourne</td> <td>Apartment</td> <td>342.78</td> </tr> <tr> <td>5</td> <td>EcoLakes</td> <td>Landed Residential (Phase R4A)</td> <td>102.47</td> </tr> <tr> <td>6</td> <td>Daintree Residence</td> <td>Condominium</td> <td>1,459.50</td> </tr> <tr> <td>7</td> <td>Battersea Power Station</td> <td>Phase 2 (Retail)</td> <td>8,405.73</td> </tr> <tr> <td>8</td> <td>Battersea Power Station</td> <td>Phase 3a (Apartment)</td> <td>4,432.42</td> </tr> <tr> <td>9</td> <td>Battersea Power Station</td> <td>Phase 3a (Electric Boulevard))</td> <td>1,378.60</td> </tr> <tr> <td>10</td> <td>Battersea Power Station</td> <td>Phase 3a (Hotel)</td> <td>509.76</td> </tr> <tr> <td></td> <td>Total</td> <td></td> <td>17,921.27</td> </tr> </tbody> </table> <p>b) Take-up rates as at 31 December 2022:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Project</th> <th>Description</th> <th>Take-up Rate (%)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td><u>EcoXuan</u></td> <td>Apartment &amp; Commercial</td> <td>100%</td> </tr> <tr> <td>2</td> <td><u>EcoLakes</u></td> <td>Landed Residential (Phase R4A)</td> <td>99%</td> </tr> <tr> <td>3</td> <td>Sapphire by the Garden</td> <td>Apartment</td> <td>97%</td> </tr> <tr> <td>4</td> <td>UNO Melbourne</td> <td>Apartment</td> <td>87%</td> </tr> <tr> <td>5</td> <td>Daintree Residence</td> <td>Condominium</td> <td>100%</td> </tr> <tr> <td>6</td> <td>Battersea Power Station</td> <td>Phase 2 (Retail)</td> <td rowspan="3">91% (combined for Phase 2 and Phase 3a)</td> </tr> <tr> <td>7</td> <td>Battersea Power Station</td> <td>Phase 3a (Apartment)</td> </tr> <tr> <td>8</td> <td>Battersea Power Station</td> <td>Phase 3a (Electric Boulevard)</td> </tr> </tbody> </table>	No.	Project	Description	GDV Completed (RM mil)	1	EcoXuan	Apartment	102.21	2	EcoXuan	Commercial	1.22	3	Sapphire by the Garden	Apartment	1,186.57	4	UNO Melbourne	Apartment	342.78	5	EcoLakes	Landed Residential (Phase R4A)	102.47	6	Daintree Residence	Condominium	1,459.50	7	Battersea Power Station	Phase 2 (Retail)	8,405.73	8	Battersea Power Station	Phase 3a (Apartment)	4,432.42	9	Battersea Power Station	Phase 3a (Electric Boulevard))	1,378.60	10	Battersea Power Station	Phase 3a (Hotel)	509.76		Total		17,921.27	No.	Project	Description	Take-up Rate (%)	1	<u>EcoXuan</u>	Apartment & Commercial	100%	2	<u>EcoLakes</u>	Landed Residential (Phase R4A)	99%	3	Sapphire by the Garden	Apartment	97%	4	UNO Melbourne	Apartment	87%	5	Daintree Residence	Condominium	100%	6	Battersea Power Station	Phase 2 (Retail)	91% (combined for Phase 2 and Phase 3a)	7	Battersea Power Station	Phase 3a (Apartment)	8	Battersea Power Station	Phase 3a (Electric Boulevard)
No.	Project	Description	GDV Completed (RM mil)																																																																																	
1	EcoXuan	Apartment	102.21																																																																																	
2	EcoXuan	Commercial	1.22																																																																																	
3	Sapphire by the Garden	Apartment	1,186.57																																																																																	
4	UNO Melbourne	Apartment	342.78																																																																																	
5	EcoLakes	Landed Residential (Phase R4A)	102.47																																																																																	
6	Daintree Residence	Condominium	1,459.50																																																																																	
7	Battersea Power Station	Phase 2 (Retail)	8,405.73																																																																																	
8	Battersea Power Station	Phase 3a (Apartment)	4,432.42																																																																																	
9	Battersea Power Station	Phase 3a (Electric Boulevard))	1,378.60																																																																																	
10	Battersea Power Station	Phase 3a (Hotel)	509.76																																																																																	
	Total		17,921.27																																																																																	
No.	Project	Description	Take-up Rate (%)																																																																																	
1	<u>EcoXuan</u>	Apartment & Commercial	100%																																																																																	
2	<u>EcoLakes</u>	Landed Residential (Phase R4A)	99%																																																																																	
3	Sapphire by the Garden	Apartment	97%																																																																																	
4	UNO Melbourne	Apartment	87%																																																																																	
5	Daintree Residence	Condominium	100%																																																																																	
6	Battersea Power Station	Phase 2 (Retail)	91% (combined for Phase 2 and Phase 3a)																																																																																	
7	Battersea Power Station	Phase 3a (Apartment)																																																																																		
8	Battersea Power Station	Phase 3a (Electric Boulevard)																																																																																		

**Appendix A - Responses to Minority Shareholders Watchdog Group's letter dated 13 April 2023 (Cont'd)**

No.	Questions	Answers
	<b>Operational and Financial Matters</b>	
6.	<p>The Group launched two hotels, Amari Kuala Lumpur and Amari SPICE Penang in September 2022. [Page 15 of IAR]</p> <p>a) What were the occupancy rates for each of the two hotels in FY2022?</p> <p>b) When will these two hotels turn profitable?</p>	<p>a) The occupancy rates for KLEC Amari &amp; Amari SPICE as at 31 December 2022 are quite commendable given both hotels are newly opened:</p> <ul style="list-style-type: none"> <li>- KLEC Amari @ 58%</li> <li>- Amari SPICE @ 55%</li> </ul> <p>b) Based on our forecast, both hotels, EBITDA will turn positive by Q42023.</p>

**Appendix B - Responses to Employees’ Provident Fund Board’s letter dated 20 April 2023**

No.	Questions	Answers									
1.	<p>Could S P Setia provide more information about the types of properties that were sold to Directors and/or Major Shareholders of S P Setia and persons connected to them in 2022? Specifically, were raw land or completed properties sold, or were there other types of properties that were sold as well? Please provide the actual transacted amount in Ringgit Malaysia for each category.</p>	<p>The Recurrent Related Parties Transactions (“RRPTs”) entered into under the shareholders’ mandate sought at the 47th AGM held on 27 April 2022 of RM32.6 million were all sale of properties to Directors of the Company and subsidiaries. The amount and types of property are as follows:</p> <table border="1" data-bbox="940 407 1713 581"> <thead> <tr> <th data-bbox="951 415 1024 456">No.</th> <th data-bbox="1031 415 1430 456">Types of Properties</th> <th data-bbox="1436 415 1703 456">Amount (RM’000)</th> </tr> </thead> <tbody> <tr> <td data-bbox="951 480 1024 521">1.</td> <td data-bbox="1031 480 1430 521">Properties under construction</td> <td data-bbox="1436 480 1703 521">31,783</td> </tr> <tr> <td data-bbox="951 529 1024 570">2.</td> <td data-bbox="1031 529 1430 570">Completed stocks</td> <td data-bbox="1436 529 1703 570">786</td> </tr> </tbody> </table>	No.	Types of Properties	Amount (RM’000)	1.	Properties under construction	31,783	2.	Completed stocks	786
No.	Types of Properties	Amount (RM’000)									
1.	Properties under construction	31,783									
2.	Completed stocks	786									
2.	<p>Could S P Setia provide clarity in the types of properties that will be included in the Recurrent Related Party Transactions (“RRPTs”) mandate for the validity period, which is from 27 April 2023 until the next AGM?</p>	<p>The types of property under the new mandate remain the same as previous years including but not limited to properties under construction, completed stocks as well as enterprise lands.</p>									
3.	<p>The EPF scrutinizes RRPTs closely and would like to get the management’s assurance that these transactions are undertaken on an arm’s length basis and are not detrimental to minority shareholders. The EPF is also concerned if the type of properties transacted under the RRPT mandate is raw land or land plots, as these assets are future development profits for the company.</p>	<p>Disposal of development lands and investment properties are not covered under the shareholders’ mandate as such disposal if any is not considered as being carried out in the Group’s ordinary course of business. Specific approval from the Board is required and the Company is guided by Chapter 10 of the Listing Requirements for disclosure purposes.</p> <p>RRPTs entered into by the Group are subject to review and audit by the Company’s Group Internal Audit (“GIA”) and GIA’s report is tabled to the Audit Committee on a quarterly basis. For the RRPTs transacted from 27 April 2022 until to-date, GIA had given their assurance that there were no transactions undertaken that were on terms more favourable than those generally available to the public (arm’s length transaction) and which were detrimental to the minority shareholders’ (minority protection) rights.</p>									



**Appendix C - Responses to questions submitted up to 21 April 2023**

No.	Name of Shareholder	Questions	Answers						
1.	SIM WEE YONG	Can share details of the Battersea projects in term (of) take up rate and margin?	<p>The combined take-up rate of Phase 2 and Phase 3a as at 31 December 2022 was 91%.</p> <table border="1" data-bbox="1071 337 1535 505"> <thead> <tr> <th data-bbox="1071 337 1260 391">Phase</th> <th data-bbox="1260 337 1535 391">Take-up Rate</th> </tr> </thead> <tbody> <tr> <td data-bbox="1071 391 1260 444">2</td> <td data-bbox="1260 391 1535 444">89%</td> </tr> <tr> <td data-bbox="1071 444 1260 505">3a</td> <td data-bbox="1260 444 1535 505">92%</td> </tr> </tbody> </table>	Phase	Take-up Rate	2	89%	3a	92%
Phase	Take-up Rate								
2	89%								
3a	92%								
2.	CHONG MING LEE	a) It is commendable that borrowings have reduced by more than 1 billion ringgit. However, the outstanding borrowings is still huge at 11 billion now. How much can you reduce this year, next year and the following year? What are your plans?	<p>We expect the net gearing to fall below 0.5x from 0.57x by December 2023, primarily attributable to the following key contributions:</p> <ul data-bbox="1071 646 1992 808" style="list-style-type: none"> <li>• Gradual capital repatriation from our investment in the Battersea Power Station, commencing FY2023 onwards;</li> <li>• Completion and handover of UNO Melbourne in the 2H 2023;</li> <li>• Completion and handover of two 10:90 projects, Setia Sky Seputeh and Trio by Setia in 2H 2023.</li> </ul> <p>In the coming years, we are targeting to further reduce the net gearing ratio, with the completion/reduction of, amongst others, the following:</p> <ul data-bbox="1071 948 1992 1175" style="list-style-type: none"> <li>• Settlement of I&amp;P acquisition loans by FY2025;</li> <li>• Settlement of AUD loan due to completion and sales of balanced units in Sapphire by the Gardens and UNO Melbourne;</li> <li>• Monetisation of identified landbanks to strategic buyers, which would create value for our remaining surrounding land banks;</li> <li>• Strategic partners for joint venture to jointly undertake development projects.</li> </ul>						

**Appendix C - Responses to questions submitted up to 21 April 2023 (Cont'd)**

<b>No.</b>	<b>Name of Shareholder</b>	<b>Questions</b>	<b>Answers</b>
		b) The company has huge land banks financed by borrowings? The risk exposure is getting higher in this rising interest rate environment. How much is the company's finance cost per year and how much of it has been capitalised?	In FY2022, the Group incurred finance cost amounting to RM477 million, out of which RM217mil was capitalised.

**Appendix C - Responses to questions submitted by participants during the proceedings of 48<sup>th</sup> Annual General Meeting held on 27 April 2023**

**Ordinary shareholders**

No.	Name of Shareholder	Questions	Answers
1.	NG SIAW CHEEN	Dear Sir, Looking at the challenges of forthcoming quarters, what is the confident in terms of cash flow in sustainability of the projects on hands? Costing, what are the counter measure that has been in place in order to be more resourceful in raw material cost? Labour cost, what are the approaches for maintaining payroll costing, i.e. OT claims from different sites. Thank you.	<p>(1) We would ensure cashflow is managed diligently to meet all the Company's requirements.</p> <p>(2) The rising cost of raw materials such as steel bar, cement has been partially mitigated with bulk purchases given various projects that we have and by increasing the selling price of the products where possible.</p> <p>(3) Overtime claims are managed &amp; paid according to the applicable law &amp; regulations.</p>
2.	THAVARAJAN A/L MUTHIAH PILLAI	Dear BoDs, Please give us e vouchers for our participation in the AGM. Thank you.	We will take that into consideration.
3.	LEW TUCK WAI	<p>The completed properties under Inventories amounted to RM1.238 billion (Statement of Financial Position). Under Note 6 of the AR (page 261), Completed properties are categorized under "Cost" and "Net realisable value".</p> <p>(1) Please explain the difference between the 2 categories.</p> <p>(2) Which is the Top 3 projects with the most completed properties not sold.</p> <p>(3) The latest value of completed properties not sold.</p>	<p>(1) All the completed properties are captured at cost, however few projects where the realizable value is below the cost, a written down value is made, hence the stocks is recorded at net realizable value.</p> <p>(2) The projects are mostly high - rise located in Johor, Aeropod and KL Eco City.</p> <p>(3) Latest value of unsold completed inventories in Gross Development Value (GDV) is RM2.19 billion.</p>

**Appendix C - Responses to questions submitted by participants during the proceedings of 48<sup>th</sup> Annual General Meeting held on 27 April 2023  
(Cont'd)**

**Ordinary shareholders**

<b>No.</b>	<b>Name of Shareholder</b>	<b>Questions</b>	<b>Answers</b>
4.	LEW TUCK WAI	<p>The Battersea Group of Companies reported a loss for FY2022 amounted to RM61.732 million (Note 9 - page 281 of AR)</p> <p>(1) What are the reason(s) for the loss despite the substantial increase in Revenue to RM5.52 billion (FY2021: RM1.788 billion)?</p> <p>(2) Will the FY2023 Revenue be similar to FY2022 based on handover of units sold?</p>	<p>(1) In 2022, the loss was mainly attributable to marketing expenses incurred for Phase 3B. However, revenue will only be recognised upon completion of Phase 3B, targeted to be in Q42023. The grand official opening of Battersea Power Station held on 14 October 2022 has generated global press coverage with strong retailer and industry reaction worldwide, resulting in a one off expense in 2022.</p> <p>(2) The FY2023F will not be comparable to FY2022 revenue, due to the timing of the handover of new units in this phase of the BPS project.</p>
5.	LEW TUCK WAI	<p>The Net Assets information for Battersea Group of companies reported a Capital Repatriation amounted to RM1.124 billion in FY2022 (Note 9 - Page 281 of AR). Please provide details on the Capital Repatriation and the financial impact to S P Setia's consolidated financial statements in FY2023 (if any).</p>	<p>The capital repatriation will reduce the carrying amount of our investment in Battersea Group of Companies ("BGoC"). For clarification purposes, no direct P&amp;L impact on SPSB's financial statements as it is a joint venture and its results are not consolidated as our investment in BGoC is via the equity method.</p>
6.	LEW TUCK WAI	<p>The Business Review on Australia reported that The Shangri-la Hotel adjacent to the Sapphire by the Gardens apartments is under construction (page 89 of AR)</p> <p>(1) When will the construction is expected to be completed?</p> <p>(2) The total investment for this hotel.</p> <p>(3) Whether S P Setia intends to retain the hotel as investment properties or will be sold once completed?</p>	<p>(1) The major construction has been completed and currently, the Management is undertaking the fit-out works for the hotel.</p> <p>(2) Total investment is about AUD400 million.</p> <p>(3) S P Setia is looking at options that would maximize value to the Company. This would include partial sale of the hotel.</p>

**Appendix C - Responses to questions submitted by participants during the proceedings of 48<sup>th</sup> Annual General Meeting held on 27 April 2023  
(Cont'd)**

**Ordinary shareholders**

No.	Name of Shareholder	Questions	Answers
7.	KOW LIH SHI	<p>(1) What can board members ensure company financial in cash rich and able distribute dividend?</p> <p>(2) Does today attending have door gift?</p> <p>(3) The cost save, how company arrange the budget of save?</p>	<p>(1) The board members always ensure sufficient cash are generated to run the Group's operations and make the necessary dividends distribution based on the Group's profitability and cash position.</p> <p>(2) The Board takes note of the door gift request.</p> <p>(3) The Management would ensure adequate cost optimization plans are in place to manage the Group cash flows.</p>
8.	CHIN SEE MIN @ CHIN KEONG MN	Good Morning BOD, Pls give some e Wallet as a token of appreciation! Thank you.	We will take that into consideration.
9.	KOW LIH SHI	Our Malaysia prime minister promoting invest Malaysia and invite China to invest, does company benefit from programme or event?	We welcome the Prime Minister's effort to strengthen our relationship with China which would benefit the country. As the company is expanding into industrial estate, we look forward to Chinese investors' participation in our projects.
10.	TEH PENG TIN	How much does the company spend on this virtual AGM? Would the BOD kindly give e-wallet as a token of appreciation for taking time to participate in today's RPV. I would like to request a printed hard copy of the company annual report. May I know when the company going back to physical AGM? Please advise.	<p>The cost incurred for the 48th AGM (virtual) was approximately RM42,500 (excluding out of pocket expenses). 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.</p> <p>In addition, in line with Guidance Note 13.3 of the Malaysian Code on Corporate Governance, a virtual general meeting would promote greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. We will consider conducting a physical AGM in the future when deemed appropriate.</p>

**Appendix C - Responses to questions submitted by participants during the proceedings of 48<sup>th</sup> Annual General Meeting held on 27 April 2023  
(Cont'd)**

**Ordinary shareholders**

<b>No.</b>	<b>Name of Shareholder</b>	<b>Questions</b>	<b>Answers</b>
11.	LAU ATI @ LAU CHUAN TENG	Please consider giving e voucher to participating shareholder. Thank you.	We will take that into consideration.
12.	CHAN AH MOI	Please give e vouchers for refreshments. Thank you.	We will take that into consideration.
13.	KOW LIH SHI	What could board and members action plan to increase revenue and more profit?	The Board and Management have come up with our long-term plan to ensure sustainable growth of the Company as presented earlier. This includes acceleration of project development, expansion into industrial estates, and focus on growth regions. We target moderate growth year-on-year to ensure increasing trend in sales, revenue and profit.
14.	LEONG FOOK SEN @ FRANCIS LEONG	Kindly provide e voucher Touch go voucher 100.00. Tqvm	We will take that into consideration.
15.	MOHD RIDZUAN BIN MOHD NOOR	Tq for the fantastic market outlook. Profit so great but why price keep dropping?	A majority of our shareholders are strong institutional funds (about 75%) and our NTA is RM2.96 per share. We believe the share price is not reflective of the value of the Company and its long-term prospects.
16.	LEE TUCK FEONG	Hi. Please revert back to Physical AGM. Otherwise, have a dual platform for Virtual and Physical AGM simultaneously. It is difficult to see your presentation charts or Tables. No real personal interaction unless you want to hinder or prevent real questions on your company performance.	We will take that into consideration.
17.	NGEE GEOK CHOO	Kindly send me a copy of the annual report.	A copy of the Integrated Report 2022 will be sent as soon as possible after the conclusion of the 48 <sup>th</sup> AGM.
18.	TAN KIM KHUAT	Pls post me the printed report. Tq	A copy of the Integrated Report 2022 will be sent as soon as possible after the conclusion of the 48 <sup>th</sup> AGM.