



**S P SETIA BERHAD**  
(Registration No. 197401002663 (19698-X))  
(Incorporated in Malaysia)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING FOR SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**EGM**”) for the shareholders of S P Setia Berhad (“**S P Setia**” or 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 Monday, 26 September 2022 at 9:00 a.m. or at any adjournment thereof (“**EGM for Shareholders**”), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions, by way of poll:

### **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 Special Resolution as well as the passing of the Ordinary Resolution at the EGMs for the holders of the Islamic redeemable convertible preference shares of the Company (RCPS-i A) and the Class B Islamic redeemable convertible preference shares of the Company (RCPS-i B), 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 utilisation of proceeds from the Proposed Rights Issue, as detailed in Section 3 of the Circular, be and is hereby approved; and
- (c) 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;
  - (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;
  - (iv) make available for excess applications by the other Entitled Shareholders and/or their renounee(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;
  - (v) vary the manner and/or purpose of utilisation of proceeds from the Proposed Rights Issue in such manner as the Board may deem fit and in the best interest of the

Company in accordance with the quantum of the proceeds of the Proposed Rights Issue ultimately received by the Company;

- (vi) allot and issue such number of new Shares, credited as fully paid-up, to the holders of the RCPS-i C pursuant to the conversion of the RCPS-i C by the holders of the RCPS-i C, from time to time, in accordance with the provisions of the Constitution of the Company; and
- (vii) enter into underwriting arrangement(s) for the underwriting of all or part of the remaining portion of the RCPS-i C for which no irrevocable written undertakings to subscribe has been obtained, and all other documents, agreements and/or arrangements in connection with the underwriting of the RCPS-i C with such parties and upon such terms and conditions as the Board may deem fit;

**THAT** for the purposes of compliance with Shariah, in the event dividends are declared by the Company after the issuance of the RCPS-i C, and subject to the Board approving such declaration, the ordinary shareholders of the Company shall waive their right to such dividend payment unless and until the Company has paid any preferential dividends declared but unpaid or deferred dividends that the Company has not declared as preferential dividends and accumulated to the holders of the RCPS-i C; and that the priority of distribution of the preferential dividends shall be determined by the Board at the point of distribution on behalf of the shareholders of the Company;

**THAT** the new Shares to be issued pursuant to the conversion of the RCPS-i C shall upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid to ordinary shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;

**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.”

## **SPECIAL RESOLUTION**

### **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY (“PROPOSED AMENDMENTS”)**

“**THAT** subject to the passing of the Ordinary Resolution, and conditional upon the approvals of all relevant authorities being obtained, the Proposed Amendments be and is hereby approved, by inserting the new Clause 13A in the Constitution of the Company, setting out the terms of the RCPS-i C as set out in Appendix I of the Circular;

**AND THAT** the Board be and is hereby authorised and empowered to implement, finalise and give full effect to the Proposed Amendments 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.”

## BY ORDER OF THE BOARD

**LEE WAI KIM**

SSM PC No.: 202008001422

MAICSA 7036446

Company Secretary

Selangor Darul Ehsan

2 September 2022

### 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 EGM for Shareholders 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 EGM for Shareholders 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 office of the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or at its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or deposit 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 at any adjournment thereof. Kindly refer to the Administrative Guide for the EGM for Shareholders on the procedures for electronic submission of form of proxy via **TIIH Online**.*
8. *Only members whose names appear in the Record of Depositors on 19 September 2022 shall be entitled to participate in the EGM for Shareholders via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.*
9. *To participate in the EGM for Shareholders via RPV and appoint proxy/authorised representative, please follow the Procedures for RPV in the Administrative Guide.*

**FORM OF PROXY FOR EGM FOR SHAREHOLDERS****S P SETIA BERHAD**(Registration No. 197401002663 (19698-X))  
(Incorporated in Malaysia)

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).....  
(FULL ADDRESS)and/or failing \*him/her, ..... NRIC No. ....  
(FULL NAME IN BLOCK LETTERS)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 Extraordinary General Meeting for the shareholders of S P Setia Berhad ("**S P Setia**" or 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, 26 September 2022 at 9:00 a.m. or at any adjournment thereof ("**EGM for Shareholders**") in the manner as indicated below:

No.	Resolutions	FOR	AGAINST
ORDINARY RESOLUTION	Proposed Rights Issue		
SPECIAL RESOLUTION	Proposed Amendments		

\* *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 ..... 2022.

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

**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 EGM for Shareholders 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 EGM for Shareholders 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 office of the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or at its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or deposit 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 at any adjournment thereof. Kindly refer to the Administrative Guide for the EGM for Shareholders on the procedures for electronic submission of form of proxy via **TIIH Online**.
8. Only members whose names appear in the Record of Depositors on 19 September 2022 shall be entitled to participate in the EGM for Shareholders via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.
9. To participate in the EGM for Shareholders via RPV and appoint proxy/authorised representative, please follow the Procedures for RPV in the Administrative Guide.

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The Company Secretary

**S P SETIA BERHAD** (Registration No. 197401002663 (19698-X))

c/o TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD (Registration No. 197101000970 (11324-H))

Unit 32-01, Level 32, Tower A, Vertical Business Suite

Avenue 3, Bangsar South, No. 8 Jalan Kerinchi

59200 Kuala Lumpur

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## S P SETIA BERHAD

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

### ADMINISTRATIVE GUIDE

#### ADJOURNMENT OF EXTRAORDINARY GENERAL MEETING FOR SHAREHOLDERS OF S P SETIA BERHAD (“THE COMPANY”) HELD ON 26 SEPTEMBER 2022 (“EGM FOR SHAREHOLDERS”)

The EGM for Shareholders has been adjourned to be held as follows:

**Date** : Tuesday, 18 October 2022  
**Time** : 12:30 p.m.  
**Broadcast Venue** : Annex, Level 1, S P Setia Berhad Corporate HQ  
No. 12, Persiaran Setia Dagang, Setia Alam, Seksyen U13  
40170 Shah Alam, Selangor Darul Ehsan.  
**Online Meeting Platform** : TIIH Online website at <https://tiih.online>

(“Adjourned EGM for Shareholders”)

#### 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 Adjourned EGM for Shareholders 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 fully virtual Adjourned EGM for Shareholders, 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 Chairman of the meeting to be present at the main venue of the Adjourned EGM for Shareholders. Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the Adjourned EGM for Shareholders in person at the Broadcast Venue on the day of the Adjourned EGM for Shareholders.

#### 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 Adjourned EGM for Shareholders via the RPV provided by Tricor via its **TIIH Online** website at <https://tiih.online>.

## PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the Adjourned EGM for Shareholders remotely using the RPV are to follow the requirements and procedures as summarized below:

	Procedure	Action
<b>BEFORE THE DAY OF ADJOURNED EGM FOR SHAREHOLDERS</b>		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. 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.</li> <li>Registration as a user will be approved within one (1) working day and you will be notified via e-mail.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an <b>e-mail to notify</b> you that the remote participation is available for registration at TIIH Online.</li> </ul>
(b)	Submit your request	<ul style="list-style-type: none"> <li><b>Registration is open from Monday, 26 September 2022 until the day of the Adjourned EGM for Shareholders, Tuesday, 18 October 2022.</b> Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the Adjourned EGM for Shareholders to ascertain their eligibility to participate in the Adjourned EGM for Shareholders using the RPV.</li> <li>Login with your user ID (i.e. e-mail address) and password and select the corporate event: “<b>(REGISTRATION) S P SETIA ADJOURNED EGM 2022 FOR SHAREHOLDERS</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Select “Register for Remote Participation and Voting”.</li> <li>Review your registration and proceed to register.</li> <li>System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at <b>7 October 2022</b>, the system will send you an <b>e-mail after 16 October 2022 to approve or reject your registration for remote participation.</b></li> </ul> <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 Adjourned EGM for Shareholders remotely).</i></p>
<b>ON THE DAY OF THE ADJOURNED EGM FOR SHAREHOLDERS (18 OCTOBER 2022)</b>		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the Adjourned EGM for Shareholders at any time from <b>11:30 a.m.</b> i.e. 1 hour before the commencement of the Adjourned EGM for Shareholders on <b>Tuesday, 18 October 2022 at 12:30 p.m.</b></li> </ul>



(d)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select the corporate event: “<b>(LIVE STREAM MEETING) S P SETIA ADJOURNED EGM 2022 FOR SHAREHOLDERS</b>” to engage in the proceedings of the Adjourned EGM for Shareholders remotely.</li> <li>• 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 Adjourned EGM for Shareholders. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.</li> </ul>
(e)	Online Remote Voting	<ul style="list-style-type: none"> <li>• Voting session commences <b>from 12:30 p.m. on Tuesday, 18 October 2022</b> until a time when the Chairperson announces the end of the voting session of the Adjourned EGM for Shareholders.</li> <li>• Select the corporate event: “<b>(REMOTE VOTING) S P SETIA ADJOURNED EGM 2022 FOR SHAREHOLDERS</b>” or if you are on the live stream meeting page, you can select “<b>GO TO REMOTE VOTING PAGE</b>” button below the Query Box.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select the CDS account that represents your shareholdings.</li> <li>• Indicate your votes for the resolutions that are tabled for voting.</li> <li>• Confirm and submit your votes.</li> </ul>
(f)	End of remote participation	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the closure of the Adjourned EGM for Shareholders, the Live Streaming will end.</li> </ul>

**Note to users of the RPV:**

1. Should your application to join the Adjourned EGM for Shareholders be approved, we will make available to you the rights to join the live streaming meeting 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. As such, it is your responsibility to ensure the stability of your internet connectivity throughout the Adjourned EGM for Shareholders.
3. In the event you encounter any issues with logging-in, connection to the live streaming 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](mailto: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 Adjourned EGM for Shareholders 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 **Sunday, 16 October 2022 at 12:30 p.m.**

*(The Form of Proxy which was circulated together with the Notice of EGM for Shareholders dated 2 September 2022 as enclosed in the Circular to Shareholders dated 2 September 2022 and duly validly deposited with Tricor, for purposes of the EGM for Shareholders held on Monday, 26 September 2022, shall remain valid and acceptable, unless a new Form of Proxy is deposited with Tricor, by Sunday, 16 October 2022 at 12:30 p.m., which will supersede the previous deposited Form of Proxy (if any)).*

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 Form of Proxy 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, at 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 Form of Proxy 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 Adjourned EGM for Shareholders on the procedures for electronic lodgement of Form of Proxy via TIIH Online.

Please ensure ALL the particulars as required in the Form of Proxy 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, at 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 **Sunday, 16 October 2022 at 12:30 p.m.** to participate via the RPV in the Adjourned EGM for Shareholders. 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, at 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 **Sunday, 16 October 2022 at 12:30 p.m.** to participate via the RPV in the Adjourned EGM for Shareholders. 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; OR
- (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.

**Electronic Lodgement of Proxy Form**

	Procedure	Action
<b>i. <u>Steps for Individual Members</u></b>		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> <li>• Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance.</li> <li>• If you are already a user with TIIH Online, you are not required to register again.</li> </ul>

(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> <li>• After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>• Select the corporate event: <b>“S P SETIA ADJOURNED EGM 2022 FOR SHAREHOLDERS – Submission of Proxy Form”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.</li> <li>• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>• Review and confirm your proxy(ies) appointment.</li> <li>• Print Form of Proxy for your record.</li> </ul>
<b>ii. Steps for Corporation or Institutional Members</b>		
(a)	Register as an User with Tricor’s TIIH Online website	<ul style="list-style-type: none"> <li>• Access TIIH online at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Under e-Services, the authorised or nominated representative of the corporation or institutional member selects <b>“Create Account by Representative of Corporate Holder”</b>.</li> <li>• Complete the registration form and upload the required documents.</li> <li>• Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>• Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <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"> <li>• Login to Tricor’s TIIH Online website at <a href="https://tiih.online">https://tiih.online</a></li> <li>• Select the corporate event: <b>“S P SETIA ADJOURNED EGM 2022 FOR SHAREHOLDERS – Submission of Proxy Form”</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.</li> <li>• Prepare the file for the appointment of proxies by inserting the required data.</li> <li>• Proceed to upload the duly completed proxy appointment file.</li> <li>• Select “Submit” to complete your submission.</li> <li>• Print the confirmation report of your submission for your record.</li> </ul>

## **GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)**

- Only a depositor whose name appears in the ROD of the Company as at **7 October 2022** shall be entitled to attend, speak and vote at the Adjourned EGM for Shareholders or appoint proxy(ies) to attend and/or vote on his/her behalf.

## **POLL VOTING**

- The voting at the Adjourned EGM for Shareholders 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 Adjourned EGM for Shareholders at 12:30 p.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 Adjourned EGM for Shareholders, 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 Adjourned EGM for Shareholders via Tricor's TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose and submit questions electronically no later than **Sunday, 16 October 2022 at 12:30 p.m.** The Board will endeavor to answer the questions received at the Adjourned EGM for Shareholders.

## **RECORDING OR PHOTOGRAPHY**

**Unauthorised recording or photography** of the proceedings of the Adjourned EGM for Shareholders **are strictly prohibited.**

## **NO DOOR GIFT/FOOD VOUCHER**

There will be no distribution of door gifts or food vouchers for the Adjourned EGM for Shareholders since the meeting is being conducted entirely through live streaming from the Broadcast Venue.

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](mailto:is.enquiry@my.tricorglobal.com)

Contact persons : Ms Lim Lay Kiow : +603-2783 9232 / Email: [Lay.Kiow.Lim@my.tricorglobal.com](mailto:Lay.Kiow.Lim@my.tricorglobal.com)

Pn Siti Zalina Osmin : +603-2783 9247 / Email: [Siti.Zalina@my.tricorglobal.com](mailto:Siti.Zalina@my.tricorglobal.com)

Ms Wong Pang Yi : +603-2783 9242 / Email: [Pang.Yi.Wong@my.tricorglobal.com](mailto:Pang.Yi.Wong@my.tricorglobal.com)

Mr Lim Jia Jin : +603-2783 9246 / Email: [Jia.Jin.Lim@my.tricorglobal.com](mailto:Jia.Jin.Lim@my.tricorglobal.com)