

NOTICE OF ANNUAL GENERAL MEETING

Setia

S P SETIA BERHAD

(197401002663 (19698-X))

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Forty Seventh (47th) Annual General Meeting of the Company will be conducted entirely through live streaming from the broadcast venue at **Annex, Level 1, S P Setia Berhad Corporate HQ, No. 12, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan ("Broadcast Venue") on Wednesday, 27 April 2022 at 10.00 a.m.** for the following purposes:

AGENDA

- To receive the audited financial statements of the Company for the financial year ended 31 December 2021 together with the reports of the Directors and auditors thereon. **Please refer to Explanatory Note A**
- To re-elect the following Directors who retire in accordance with Clause 102 of the Company's Constitution and, being eligible, offer themselves for re-election:
 - Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail **Resolution 1**
 - Philip Tan Puay Koon **Resolution 2**
 - Dato' Azmi Bin Mohd Ali **Resolution 3**
[Explanatory Note 1]
- To re-elect the following Directors who retire in accordance with Clause 107 of the Company's Constitution and, being eligible, offer themselves for re-election:
 - Datuk Choong Kai Wai **Resolution 4**
 - Dato' Merina Binti Abu Tahir **Resolution 5**
[Explanatory Note 1]
- To approve the payment of Directors' fees amounting to RM50,000 per month for the Non-Executive Chairman and RM12,000 per month for each of the Non-Executive Directors for the period from 28 April 2022 up to the date of the next Annual General Meeting. **Resolution 6**
- To approve the payment of Directors' other remuneration and benefits to the Non-Executive Directors for the period from 28 April 2022 up to the date of the next Annual General Meeting amounting up to approximately RM2,200,000. **Resolution 7**
[Explanatory Note 2]
- To re-appoint Messrs Ernst & Young PLT, Chartered Accountants, the retiring auditors, as the auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESS

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

7. ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SPECIFIED IN SECTION 2.3.1 OF THE CIRCULAR TO SHAREHOLDERS DATED 29 MARCH 2022 **Resolution 9**
[Explanatory Note 3]

"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 2022) 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 ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

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(iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

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

8. ORDINARY RESOLUTION

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

Resolution 10
[Explanatory Note 4]

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

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

9. ORDINARY RESOLUTION

PROPOSED PAYMENT TO THE FORMER INDEPENDENT NON-EXECUTIVE DIRECTOR ("INED") OF THE COMPANY ("PROPOSED PAYMENT")

Resolution 11
[Explanatory Note 5]

"THAT approval be and is hereby given for the payment of RM50,000 to the late Puan Noraini Binti Che Dan, former INED of the Company based on compassionate grounds due to COVID-19.

AND THAT the Directors be authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Proposed Payment."

10. ORDINARY RESOLUTION

PROPOSED ALLOCATION OF OPTIONS TO DATUK CHOONG KAI WAI UNDER THE COMPANY'S LONG TERM INCENTIVE PLAN ("LTIP") ("LTIP AWARD")

Resolution 12
[Explanatory Note 6]

"THAT pursuant to the LTIP as approved by the shareholders of the Company at the Extraordinary General Meeting held on 28 February 2013, the Board (save for the Director for which the LTIP Award is to be awarded to) be and is hereby authorised at any time and from time to time to award and to grant to Datuk Choong Kai Wai, being the executive director of the Company, the LTIP Award which gives the executive director the right to subscribe for new ordinary shares in the Company ("S P Setia Shares") at a prescribed price upon the vesting of the options under the Employee Share Option Scheme under the LTIP, of up to an aggregate of 642,800 new S P Setia Shares, in accordance with the By-Laws of the LTIP.

PROVIDED ALWAYS THAT not more than ten percent (10%) of the new S P Setia Shares available under the LTIP at the point in time when the award is offered, be allocated to any individual employee and executive director of the Company and its subsidiaries (excluding subsidiaries which are dormant) who fulfils the criteria of eligibility for participation in the LTIP and who is awarded by a committee established to administer the LTIP ("Selected Person") who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) with the Selected Person, holds twenty percent (20%) or more of the total number of issued shares of the Company (excluding treasury shares, if any);

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AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

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

By Order of the Board

LEE WAI KIM

SSM PC No. 202008001422

MAICSA 7036446

Company Secretary

29 March 2022

Selangor Darul Ehsan

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 47th AGM of the Company in person at the Broadcast Venue on the day of the meeting.
2. Shareholders are to attend, speak (including posing questions to the Board of Directors of the Company via real time submission of typed texts) and vote (collectively, "participate") remotely at the 47th AGM of the Company via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.
3. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the securities account.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney, and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The Form of Proxy duly completed and signed must be deposited at the Company's share registrar, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Counter at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48

hours before the time for holding the meeting or any adjournment thereof. You may also submit the Form of Proxy electronically via **TIIH Online** at <https://tiih.online> not less than 48 hours before the time for holding the meeting or any adjournment thereof. Kindly refer to the Administrative Guide for the 47th AGM on the procedures for electronic submission of proxy form via TIIH Online.

8. Only members whose names appear in the Record of Depositors on 20 April 2022 shall be entitled to participate in the 47th AGM of the Company via RPV or appoint proxy/proxies to attend and/or vote on his/her behalf.
9. To participate in the 47th AGM of the Company via RPV and appoint proxy/authorised representative, please follow the Procedures for RPV in the Administrative Guide.

EXPLANATORY NOTE A

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

OTHER EXPLANATORY NOTES

1. Resolutions 1, 2, 3, 4 and 5 - Re-election of Directors

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

- (1) Y.A.M. Tan Sri Dato' Seri Syed Anwar Jamalullail
- (2) Philip Tan Puay Koon
- (3) Dato' Azmi Bin Mohd Ali
- (4) Datuk Choong Kai Wai
- (5) Dato' Merina Binti Abu Tahir

Their profiles are set out on page 154 to 163 of the Integrated Report 2021. In view thereof, the Board supports the re-election of the aforesaid Directors at the 47th AGM.

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2. Resolution 7 - Payment of Other Remuneration and Benefits to Non-Executive Directors of the Company

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

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

The estimated amount of up to approximately RM2,200,000 is calculated based on the expected number of meetings and other monthly allowances and benefits for the period from 28 April 2022 up to the date of the next AGM of the Company.

3. Resolution 9 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 9, if approved, will allow the S P Setia Group to enter into recurrent related party transactions of a revenue and trading nature relating to sale of properties by the S P Setia Group to related parties. The details of the proposal are set out in the Circular to Shareholders dated 29 March 2022 which is circulated together with the Notice of 47th AGM.

4. Resolution 10 - Proposed Renewal of the Authority to Allot and Issue New S P Setia Shares for the purpose of the Company's DRP that provides the Shareholders the Option to Elect to Reinvest their Cash Dividend in New S P Setia Shares

The proposed Resolution 10, if approved, will re-new the authority given to the Directors to allot and issue new S P Setia Shares pursuant to the DRP under the resolution passed at the 46th AGM held on 22 April 2021, the authority of which will lapse at the conclusion of the 47th AGM.

5. Resolution 11 – Proposed Payment to Former INED of the Company

Shareholders' approval is sought for the Proposed Payment in accordance with Section 230(1) of the Act. The proposed Resolution 11, if approved, will authorise the Company to pay a sum of RM50,000 to the late Puan Noraini Binti Che Dan, a former INED of the Company, on compassionate grounds due to COVID-19. The late Puan Noraini Binti Che Dan was appointed as INED and Chairman of Audit Committee of the Company on 11 September 2015 and served in that position up to 26 August 2021.

6. Resolution 12 - Proposed Allocation of Options to Datuk Choong Kai Wai under the Company's LTIP

The establishment of the LTIP was approved by the shareholders of the Company at the Extraordinary General Meeting held on 28 February 2013. This LTIP was implemented on 10 April 2013 and will be in force for a period of ten (10) years ie 9 April 2023.

The proposed allocation to Datuk Choong Kai Wai of the above options is pursuant to his entitlement to participate in the LTIP as the President and Chief Executive Officer of the Company. The proposed Resolution 12, if approved, will give authority to the Directors to allot and issue up to an aggregate of 642,800 new S P Setia Shares to Datuk Choong Kai Wai pursuant to the LTIP Award in accordance with the By-Laws of the LTIP.

The LTIP shall be subject to the terms and conditions of the By-Laws and therefore any terms as defined in the By-Laws which are mentioned in the Ordinary Resolution 12 or this explanatory note shall have the same meaning herein.

Datuk Choong Kai Wai has abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to the LTIP and his entitlement under the LTIP at the Board meetings and will continue to abstain from voting in respect of his direct and/or indirect shareholdings in the Company (if any), on the resolution pertaining to proposed allocation to him under the LTIP to be tabled at the forthcoming AGM. Datuk Choong Kai Wai shall also ensure that persons connected to him will abstain from voting in respect of their direct and/or indirect shareholdings in the Company (if any) on the resolution approving the proposed allocation to him under the LTIP to be tabled at the forthcoming AGM.