

# Setia

S P Setia Berhad  
(197401002663 (19698-X))  
(Incorporated in Malaysia)

## ADMINISTRATIVE GUIDE

FULLY VIRTUAL 45<sup>TH</sup> ANNUAL GENERAL MEETING (“45<sup>TH</sup> AGM”) OF  
S P SETIA BERHAD (“THE COMPANY”)

<b>Day/Date</b>	<b>: Monday, 22 June 2020</b>
<b>Time</b>	<b>: 10.00 a.m.</b>
<b>Broadcast Venue</b>	<b>: Annex, Level 1, S P Setia Berhad Corporate HQ, 12 Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor Darul Ehsan</b>

### MODE OF MEETING

In view of the COVID-19 outbreak and as part of the safety measures, the 45<sup>th</sup> AGM of the Company will be conducted entirely through live streaming from the Broadcast Venue. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020.

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 45<sup>th</sup> AGM of the Company in person at the Broadcast Venue on the day of the meeting.

### 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 in the 45<sup>th</sup> AGM of the Company using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

Shareholders who appoint proxies to participate via RPV in the 45<sup>th</sup> AGM of the Company must ensure that the duly executed Forms of Proxy are deposited either by hard copy or electronic means to Tricor no later than **Saturday, 20 June 2020 at 10.00 a.m.**

Corporate representatives of corporate members must deposit their original certificate of appointment of corporate representative to Tricor not later than **Saturday, 20 June 2020 at 10.00 a.m.** in order to participate via RPV in the 45<sup>th</sup> AGM of the Company.

Attorneys appointed by power of attorney must deposit their power of attorney with Tricor not later than **Saturday, 20 June 2020 at 10.00 a.m.** in order to participate via RPV in the 45<sup>th</sup> AGM of the Company.

**A shareholder who has appointed a proxy or attorney or authorised representative to participate in the 45<sup>th</sup> AGM of the Company via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>**

As the 45<sup>th</sup> AGM of the Company is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

Holders of preference shares are welcome to attend or appoint proxy(ies) to attend on their behalf, the 45<sup>th</sup> AGM remotely via RPV. However, they shall have no voting rights on the resolutions to be tabled at the 45<sup>th</sup> AGM of the Company pursuant to Clause 12(p) and 13(p) of the Company's Constitution.

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Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 45<sup>th</sup> AGM of the Company using the RPV are to follow the requirements and procedures as summarised below:

Procedure	Action
<b>BEFORE THE DAY OF 45<sup>TH</sup> AGM</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”. 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. You will receive an e-mail to notify 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 10.00 a.m. Friday, 22 May 2020 up to 10.00 a.m. Saturday, 20 June 2020.</b></li> <li>Login in with your user ID and password and select the corporate event: <b>“(REGISTRATION) S P SETIA 45<sup>TH</sup> AGM”</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 e-mail to notify 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>16 June 2020</b>, the system will send you an e-mail to approve or reject your registration for remote participation.</li> </ul>
<b>ON THE DAY OF 45<sup>TH</sup> AGM</b>	
(c) Login to TIIH Online	Login with your user ID and password for remote participation at the 45 <sup>th</sup> AGM at any time from <b>9.30 a.m.</b> i.e. 30 minutes before the commencement of the AGM at <b>10.00 a.m. on Monday, 22 June 2020.</b>
(d) Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the corporate event: <b>“(LIVE STREAM MEETING) S P SETIA 45<sup>TH</sup> AGM”</b> to engage in the proceedings of the 45<sup>th</sup> AGM remotely.</li> <li>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 45<sup>th</sup> AGM. 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 from <b>10.00 a.m. on Monday, 22 June 2020</b> until a time when the Chairman announces the completion of the voting session of the 45<sup>th</sup> AGM.</li> <li>Select the corporate event: <b>“(REMOTE VOTING) S P SETIA 45<sup>TH</sup> AGM”</b>.</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 45<sup>th</sup> AGM, the Live Streaming will end.</li> </ul>

### Note to users of the RPV:

- Should your application to join the meeting be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- 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.
- In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-4080 5616/011-40803168/011-40803169/011-4080 3170 for assistance or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

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### ELECTRONIC LODGEMENT OF FORM OF PROXY

The procedures to lodge your Form of Proxy electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
(a) Register as a User with TIIH Online	<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: "Submission of Proxy Form".</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(s) to vote on your behalf.</li><li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy.</li><li>Indicate your voting instructions - FOR or AGAINST, otherwise your proxy will decide your vote.</li><li>Review and confirm your proxy(s) appointment.</li><li>Print proxy form for your record.</li></ul>

### VOTING PROCEDURE

The voting at the 45<sup>th</sup> AGM of the Company will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

To facilitate the voting process, the Company has appointed Tricor as the Poll Administrator to conduct the poll by way of online remote voting and Coopers Professional Scrutineers Sdn Bhd as the Scrutineers to verify the poll results. (Please refer to "Online Remote Voting" under item (e) in the table above on the procedure for online remote voting).

Upon completion of the voting session for the 45<sup>th</sup> AGM of the Company, the Scrutineers will verify the poll results followed by the Chairman's announcement and declaration whether the resolutions are duly passed.

### GENERAL MEETING RECORD OF DEPOSITORS

For purpose of determining a member who shall be entitled to attend the 45<sup>th</sup> AGM of the Company, only the Company's members whose names appear in the Record of Depositors of the Company maintained by Bursa Malaysia Depository Sdn Bhd on **16 June 2020** shall be entitled to participate in the said meeting or appoint proxies to attend and/or vote on their behalf.

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. Please refer to the Electronic Lodgement of Form of Proxy above for further information on submission via TIIH Online.

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### PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF THE COMPANY

Shareholders may submit questions for the Board of the Company in advance of the 45<sup>th</sup> AGM of the Company via Tricor's TIH Online website at <https://tiah.online> by selecting "e-Services" to log in, pose questions and submit electronically no later than **Wednesday, 18 June 2020** at **10.00 a.m.** The Board will endeavour to answer the questions received at the 45<sup>th</sup> AGM of the Company.

### NO DOOR GIFT/FOOD VOUCHER

There will be **no distribution** of door gifts or food vouchers for the 45<sup>th</sup> AGM of the Company since the meeting is being conducted on a fully virtual basis.

S P SETIA Berhad would like to thank all its shareholders for their kind co-operation and understanding on this matter.

### ENQUIRY

If you have any enquiry on the above prior to the 45<sup>th</sup> AGM of the Company, please contact the following officers during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except 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 Christine Cheng**  
+603-2783 9265 ([Christine.Cheng@my.tricorglobal.com](mailto:Christine.Cheng@my.tricorglobal.com))

**Mr Tee Yee Loon**  
+603-2783 9242 ([Yee.Loan.Tee@my.tricorglobal.com](mailto:Yee.Loan.Tee@my.tricorglobal.com))

**Mr Ang Wai Meng**  
+603-2783 9281 ([Wai.Meng.Ang@my.tricorglobal.com](mailto:Wai.Meng.Ang@my.tricorglobal.com))

### NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 45<sup>th</sup> AGM of the Company.