

S P SETIA BERHAD

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

ADMINISTRATIVE GUIDE

FORTY EIGHTH (“48TH”) ANNUAL GENERAL MEETING (“AGM”) OF S P SETIA BERHAD (“THE COMPANY”)

Date : Thursday, 27 April 2023
Time : 10.00 a.m.
Broadcast Venue : Annex, Level 1, S P Setia Berhad Corporate HQ
12 Persiaran Setia Dagang, Setia Alam, Seksyen U13
40170 Shah Alam, Selangor Darul Ehsan.
Online Meeting : TIIH Online website at <https://tiih.online>
Platform

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 48th AGM 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 virtual general meeting, 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 Chairperson of the meeting to be present at the main venue of the AGM. Shareholders/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the 48th AGM in person at the Broadcast Venue on the day of the 48th AGM.

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 48th AGM using RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>.

PROCEDURES FOR RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 48th AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE DAY OF AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. 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. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. 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.
(b)	Submit your request	<ul style="list-style-type: none"> Registration is open from 10.00 a.m. on Wednesday, 29 March 2023 until the day of AGM, Thursday, 27 April 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate in the AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) S P SETIA 48th AGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 18 April 2023, the system will send you an e-mail after 25 April 2023 to approve or reject your registration for remote participation. <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 AGM remotely).</i></p>
ON THE DAY OF THE AGM (27 APRIL 2023)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the AGM on Thursday, 27 April 2023 at 10.00 a.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) S P SETIA 48th AGM” to engage in the proceedings of the AGM remotely. 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 48th AGM.

(e)	Online Remote Voting *(Applicable for Ordinary Shareholders only)	<ul style="list-style-type: none"> • Voting session commences from 10.00 a.m. on Thursday, 27 April 2023 until a time when the Chairperson announces the end of the voting session of the AGM. • Select the corporate event: “(REMOTE VOTING) S P SETIA 48th AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the AGM, the Live Streaming will end.

Note to users of the RPV:

1. Should your application to join the AGM be approved, we will make available to you the rights to join the live streamed meetings 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.
3. 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 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to 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 48th AGM 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 **Tuesday, 25 April 2023 at 10:00 a.m.**

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 proxy form 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, 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 proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide on the conduct for the 48th AGM on the procedures for electronic lodgement of proxy form via TIH Online.

Please ensure ALL the particulars as required in the proxy form 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, 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 **Tuesday, 25 April 2023 at 10.00 a.m.** to participate via RPV in the 48th AGM. 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, 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 **Tuesday, 25 April 2023 at 10.00 a.m.** to participate via RPV in the 48th AGM. 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.
- (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.

	Procedure	Action
i. Steps for Individual Members		
(a)	Register as a User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Using your computer, please access the website at https://tjih.online Register as a user under the "e-Services". Please do refer to the tutorial guide posted on the homepage for assistance. • Registration will be verified and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. • If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to Tricor's TIIH online website at https://tjih.online/ with your username (i.e. email address) and password. • Select the corporate event: "S P SETIA 48TH AGM – Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(ies) appointment. • Print Form of Proxy for your record.

ii. Steps for Corporation or Institutional Members		
(a)	Register as an User with Tricor's TIIH Online website	<ul style="list-style-type: none"> • Access TIIH online at https://tjih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional member selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <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"> • Login to Tricor's TIIH online website at https://tjih.online/ with your username (i.e. email address) and password. • Select the corporate event: “S P SETIA 48TH AGM – Submission of Proxy Form”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

- Only a depositor whose name appears on the ROD as at **18 April 2023** shall be entitled to attend, speak and vote at the AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

POLL VOTING

- The voting at the 48th AGM 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 48th AGM at 10.00 a.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://tjih.online>.
- Upon completion of the voting session for the 48th AGM, 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 48th AGM via Tricor's TIH Online website at <https://tiah.online> by selecting "e-Services" to login, pose and submit questions electronically no later than **Friday, 21 April 2023 at 6.00 p.m.** The Board will endeavor to answer the questions received at the 48th AGM.

RECORDING OR PHOTOGRAPHY

Unauthorized recording or photography of the proceedings of the 48th AGM are strictly not allowed.

NO DOOR GIFT/FOOD VOUCHER

There will be no distribution of door gifts or food vouchers for the 48th AGM since the meeting is being conducted on a fully virtual basis.

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

Contact persons : Ms Stephanie Wee: +603-2783 9265 / Email : Stephanie.Wee@my.tricorglobal.com

Mr Ludwig Wong : +603-2783 9244 / Email: Ludwig.Wong@my.tricorglobal.com

Ms Wong Pang Yi : +603-2783 9242 / Email: Pang.Yi.Wong@my.tricorglobal.com