

NOTICE OF THIRD ("3rd") ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 3rd Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis via the online meeting platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia on Friday, 20 May 2022 at 3:00 p.m. for the transaction of the following business:-

AGENDA**Ordinary Business**

1. To receive the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
(Refer to Note 2)

2. To approve the following payment of Directors' fees payable to the Non-Executive Directors of the Company and/or its subsidiaries:-

(i) RM468,000/- for the financial year ending 31 December 2022; and

Ordinary Resolution 1

(ii) RM468,000/- for the financial year ending 31 December 2023.

Ordinary Resolution 2

3. To re-elect Ms. Madeline Lee May Ming, a Director who retires in accordance with Clause 21.7 of the Company's Constitution, and being eligible, has offered herself for re-election.

Ordinary Resolution 3

4. To re-elect Mr. Sia Ah Piew, a Director who retires in accordance with Clause 21.7 of the Company's Constitution, and being eligible, has offered himself for re-election.

Ordinary Resolution 4

5. To re-elect Ms. Teo Siew May, a Director who retires in accordance with Clause 21.7 of the Company's Constitution, and being eligible, has offered herself for re-election.

Ordinary Resolution 5

6. To re-appoint Messrs. RSM Malaysia PLT (converted from a conventional partnership, RSM Malaysia, on 3 January 2022) as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to determine their remuneration.

Ordinary Resolution 6**Special Business**

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

7. PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230(1)(b) OF THE COMPANIES ACT 2016**Ordinary Resolution 7**

"THAT the benefits payable to the Directors of the Company up to an amount of RM51,000/- for the period from 21 May 2022 until the next Annual General Meeting of the Company to be held in year 2023 pursuant to Section 230(1)(b) of the Companies Act, 2016 ("the Act"), be and is hereby approved for payment."

8. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**Ordinary Resolution 8**

"THAT pursuant to Sections 75 and 76 of the Act, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities");

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

9. To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN

(SSM PC No. 201908002648 & MAICSA 0777689)

CHENG CHIA PING

(SSM PC No. 202008000730 & MAICSA 1032514)

Company Secretaries

Kuala Lumpur

21 April 2022

Notes:

(1) Information for Shareholders/Proxies

- For the purpose of determining a member who shall be entitled to attend this 3rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("SICDA") to issue a General Meeting Record of Depositors as at 12 May 2022. Only a depositor whose name appears on the Record of Depositors as at 12 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy/proxies to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company and a Member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
- A member may, subject to Notes (d) and (e) below, appoint more than one (1) proxy to attend and vote at the AGM, to the extent permitted by the Act, SICDA, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("ACE LR") and the Rules of Central Depository. Where a member appoints two (2) proxies to attend and vote at the AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which shares in the Company standing to the credit of the said account.
- Where a member of the Company is an exempt authorised nominee which holds security(ies) standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense, in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, in the event the appointor is a corporation, the instrument appointing a proxy must be either under the appointor's Common Seal or under the hand of an officer or attorney duly authorised.
- Publication of Notice of Annual General Meeting on corporate website**
Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form are available at the corporate website of Teladan Setia Group Berhad at <https://teladansetia.com/investor-relations/investor-centre-reports/>.

h. Appointment of Proxies

A member may obtain the proxy form for the 3rd AGM vide Note (g) above or the Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Malaysia Securities Berhad. The appointment of proxy(ies) may now be made via a hard copy form or in electronic form.

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd., either at the designated office as stated below or via Securities Services e-Portal, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. on or before **Wednesday, 18 May 2022 at 3:00 p.m.**):-

Mode of Submission	Designated Address
Hard copy	Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Fax : 03-2094 9940 and/or 03-2095 0292 Email : info@sshsb.com.my
Electronic appointment	Securities Services e-Portal Weblink: https://sshsb.net.my/ Contact Number for enquiry: 03-2084 9008

Explanatory Notes:-**(2) Audited Financial Statements for the financial year ended 31 December 2021**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

(3) Payment of Directors' Fees – Ordinary Resolutions 1 & 2

The Company has completed its initial public offering (IPO) and be listed on ACE Market of Bursa Securities on 16 March 2021 (hereinafter referred to as the "Listing").

The Board is of the view that Directors of the Company/ Group should be paid such fees on a monthly basis upon them discharging their responsibilities and rendering their services to the Company.

In view that this is the first AGM to be held after the Listing of the Company, the Board would like to propose the following resolutions in relation to Directors' fees (to be made in accordance with the remuneration structure as set out below – payable on a monthly basis) for the consideration of the shareholders of the Company:-

Office	Amount (RM) per annum
Board Chairman	84,000/-
Non-Executive Directors	240,000/-
Subsidiary Board	144,000/-
	468,000/-

(a) **Ordinary Resolution 1** on payment of Directors' fees of RM468,000/- in respect of current financial year ending 31 December 2022.

[This is a one-off approval to be sought from shareholders of the Company in order to regularise the sequence of payment of Directors' fees to the Directors of the Company/Group post-Listing as the Board was of the view that it would be fair and equitable for the Directors of the Company/Group to receive their fees upon the discharge of their duties and responsibilities, instead of having subject to being arbitrarily withheld until the next AGM for shareholders' post-event approval.]

(b) **Ordinary Resolution 2** on payment of Directors' fees of RM468,000/- in respect of next financial year ending 31 December 2023.

[The Board wish to inform that moving forward, there shall only be one such approval on payment of Directors' fees from shareholders to be sought at the AGM for the next financial year, after the 3rd AGM].

The Ordinary Resolutions 1 and 2, if approved, will authorise the payment of Directors' Fees pursuant to Clause 21.4 of the Constitution of the Company.

(4) Re-election of Directors – Ordinary Resolutions 3, 4 & 5

In determining the eligibility of the Directors to stand for re-election at the forthcoming 3rd AGM, the Nominating Committee ("NC"), guided by the Directors' Assessment Policy has considered the criteria as stated in the said Policy as well as the requirements of ACE LR of Bursa Securities and recommended the re-election of the following Directors pursuant to Clause 21.7 of the Constitution of the Company:

- Ms. Madeline Lee May Ming;
- Mr. Sia Ah Piew; and
- Ms. Teo Siew May;

(collectively, the "Retiring Directors")

The Board, vide the NC, has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors, the Board would like to recommend the same be tabled to the shareholders for approval at the forthcoming 3rd AGM of the Company under Ordinary Resolutions 3, 4 and 5 respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2021 of the Company.

All the Retiring Directors have consented to their re-election, and have abstained from deliberation and voting in relation to their individual re-election at the NC and Board of Directors' meetings, respectively.

(5) Re-appointment of Auditors – Ordinary Resolution 6

The Audit Committee ("AC") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Messrs. RSM Malaysia PLT (converted from a conventional partnership, RSM Malaysia, on 3 January 2022) as External Auditors of the Company for the financial year ending 31 December 2022. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 3rd AGM of the Company under Ordinary Resolution 6. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2021 of the Company.

(6) Payment of Benefits Payable to Directors – Ordinary Resolution 7

The benefits payable to the Non-Executive Directors ("NEDs") comprise the meeting allowances, medical and insurance coverage. The total amount of benefits payable to the NEDs is estimated to be up to RM51,000/-, based on the number of scheduled Board/ Board Committee Meetings as well as the number of NEDs involved/covered.

(7) Authority to Issue Shares pursuant to the Companies Act, 2016 – Ordinary Resolution 8

The Company wishes to obtain the mandate on the authority to issue shares of not more than 10% of the total issued shares capital for the time being pursuant to the Act at the 3rd AGM of the Company (hereinafter referred to as the "General Mandate").

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

This is the first General Mandate to be sought by the Company since Listing.

Important Notes:-

The Company shall be closely monitoring the COVID-19 situation and reserves the right to take further measures or short-notice arrangements as and when appropriate in order to minimise any risk to the AGM and/or its stakeholders. Any material developments will be announced on the Bursa Securities and members are advised to be mindful of the Company's announcement(s) made via Bursa Securities regularly for updates on the AGM and/or material developments.