

Spring Gallery Berhad (504718-U)

(Formerly Known As PFCE Berhad)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of Spring Gallery Berhad (formerly known as PFCE Berhad) ("SGB" or the "Company") will be held at Level 16, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor, Malaysia on Tuesday, 8 December 2015, at 9.00 a.m., for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1.	To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 30 June 2015.	(Please refer to Explanatory Notes)
2.	To approve the payment of Directors' fees amounting to RM18,000 for the financial year ended 30 June 2015.	(Resolution 1)
3.	To approve the payment of Directors' fees of not exceeding RM300,000 for the financial year ending 30 June 2016 which is payable quarterly in arrears.	(Resolution 2)
4.	To re-elect the following Directors who retire in accordance with the Articles of Association of the Company and being eligible, have offered themselves for re-election:-	
	i. Datuk Lim Chaing Cheah (Article 91)	(Resolution 3)
	ii. Kuan Poh Huat (Article 96)	(Resolution 4)
	iii. Tang Nai Soon (Article 96)	(Resolution 5)
	iv. Lim Yoon Loy (Article 96)	(Resolution 6)
5.	To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.	(Resolution 7)
6.	As Ordinary Resolution Proposed Authority to Directors to Issue New Ordinary Shares Pursuant to Section 132D of the Companies Act 1965 "THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit PROVIDED THAT the aggregate number of new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company and that such authority shall unless revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting, commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company AND THAT the Directors are further authorised to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."	(Resolution 8)
7.	To transact any other business of which due notice shall have been given in accordance with the Act.	

By Order of the Board

SPRING GALLERY BERHAD

(Formerly known as PFCE Berhad)

LAM SOOK CHING (MAICSA 7006942)

LOW BEE KHENG (MAICSA 7060813)

Company Secretaries

Melaka

16 November 2015

NOTES:

1. Depositors whose names appear in the Record of Depositors as at 1 December 2015 are entitled to attend, speak and vote at the meeting.
2. Where a member of the Company who is entitled to attend and vote at the meeting is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary 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. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A (1) of SICDA.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies failing which, the appointment(s) shall be invalid.
5. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
6. The instrument appointing a proxy or proxies, in the case of an individual, must be signed by the appointer or his/her attorney duly authorised in writing and in the case of a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
7. If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the Form of Proxy but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
8. To be valid, the instrument appointing a proxy or proxies shall be deposited at the registered office of the Company at 49-B Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory Notes: -

Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Item 6 of the Agenda

The proposed Ordinary Resolution 8 is to renew the general mandate obtained from the shareholders at the last Annual General Meeting ("AGM") of the Company held on 2 December 2014 (the "General Mandate").

The proposed Ordinary Resolution 8 is a renewal of the General Mandate obtained from the members at the last AGM and if passed, would provide flexibility to the Directors to undertake fund raising activities including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this mandate does not exceed ten percent (10%) of the nominal value of the total issued and paid-up share capital (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

The Company had on 29 April 2015 completed the private placement by issuing 9,500,000 new ordinary shares of RM0.50 each at an issue price of RM0.525 per ordinary share, representing up to ten (10%) of the issued and paid-up share capital of the Company. Details and status of the utilisation of proceeds from the private placement is set out in the "Additional Compliance Statement" on page 20 of this Annual Report.