



## SPRING GALLERY BERHAD

(Company No. 504718-U)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of Spring Gallery Berhad ("SGB" or the "Company") will be held at Level 16, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor, on Friday, 11 November 2016 at 9.00 a.m., for the following purposes:

#### AGENDA

##### AS ORDINARY BUSINESS

- To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 30 June 2016. (Please refer to Explanatory Notes)
- To approve the payment of Directors' fees of not exceeding RM300,000 for the financial year ending 30 June 2017 which is payable quarterly in arrears. (Ordinary Resolution 1)
- 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:-
  - Encik Amirul Azhar Bin Baharom (Article 91)
  - Encik Ahmad Ruslan Zahari Bin Dato' Dr. Zakaria (Article 91) (Ordinary Resolution 2)(Ordinary Resolution 3)
- To re-appoint Messrs. Crowe Horwath as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Ordinary Resolution 4)

##### AS SPECIAL BUSINESS

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

- As Ordinary Resolution**  
**Proposed Authority to Directors to Issue New Ordinary Shares Pursuant to Section 132D of the Companies Act 1965** (Ordinary Resolution 5)

"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 for the time being 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 acts and 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."

- As Special Resolution**  
**Proposed amendments to the Articles of Association** (Special Resolution 1)

"THAT, the proposed amendment to the Articles of Association of the Company as set out below be and is hereby approved and adopted AND THAT the Board of Directors be and is hereby authorized to give effect to the said amendments to the Articles of Association accordingly:

Article No.	Existing Article	Proposed Article
146	The Directors shall at some date not later than eighteen (18) months after the incorporation of the Company and subsequently once at least in every calendar year at the intervals of not more than fifteen (15) months (or such longer interval as the Companies Commission of Malaysia may upon application permit) lay before the Company in general meeting a profit and loss account for the period since the preceding account, or (in case of the first account) since the incorporation of the Company, made up to a date not more than six (6) months before such meeting. A duly audited balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in annual general meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall in their report state the amount (if any) which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. A copy of the said balance sheet, account and (so far as required by the Act) reports shall not less than twenty one (21) days before the date of meeting be delivered or sent by post to the registered address of all persons entitled to receive notices of general meetings of the Company and the requisite copies as may be determined from time to time of each such document shall at the same time be likewise sent to the relevant Stock Exchange. Such documents shall be issued within four (4) calendar months of the close of the Company's financial year or such other period as may be prescribed by the relevant Stock Exchange. The Auditors' report shall be attached to the balance sheet and shall be read before the Company in general meeting and be opened to inspection by any Member as required by the Act. Nothing in this Article shall require a copy of such documents to be sent to any person of whose address the Company is not aware.	The Directors shall at some date not later than eighteen (18) months after the incorporation of the Company and subsequently once at least in every calendar year at the intervals of not more than fifteen (15) months (or such longer interval as the Companies Commission of Malaysia may upon application permit) lay before the Company in general meeting a profit and loss account for the period since the preceding account, or (in case of the first account) since the incorporation of the Company, made up to a date not more than <del>six (6)</del> <b>four (4)</b> months before such meeting. A duly audited balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in annual general meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall in their report state the amount (if any) which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve fund. A copy of the said balance sheet, account and (so far as required by the Act) reports shall not less than twenty one (21) days before the date of meeting be delivered or sent by post to the registered address of all persons entitled to receive notices of general meetings of the Company <b>and the requisite copies as may be determined from time to time of each such document shall at the same time be likewise sent to the relevant Stock Exchange.</b> Such documents shall be issued within four (4) calendar months of the close of the Company's financial year or such other period as may be prescribed by the relevant Stock Exchange. The Auditors' report shall be attached to the balance sheet and shall be read before the Company in general meeting and be opened to inspection by any Member as required by the Act. Nothing in this Article shall require a copy of such documents to be sent to any person of whose address the Company is not aware.

- 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**

**LEE WAI NGAN** (LS 0000184)  
**TAN KOK SIONG** (LS 0009932)  
Company Secretaries  
Kuala Lumpur  
20 October 2016

#### NOTES:

- Only depositors whose names appear in the Record of Depositors as at 7 November 2016 are entitled to attend, speak and vote at the meeting.
- Where a member/ICPS holder of the Company 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.
- Where a member/ICPS holder of the Company is an exempt authorised nominee which holds ordinary shares/ICPS 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.
- Where a member/ICPS holder or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings/ICPS holdings to be represented by each proxy must be specified in the instrument appointing the proxies failing which, the appointment(s) shall be invalid.
- A proxy may but need not be a member/ICPS holder of the Company. If the proxy is not a member/ICPS holder, the proxy need not be an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia.
- The instrument appointing a proxy or proxies, in the case of an individual, shall be signed by the appointer or his/her attorney and in the case of a corporation, either under seal or under the hand of a duly authorised officer or attorney.
- If there is no indication as to how a member/ICPS holder wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member/ICPS holder duly executes the Form of Proxy but does not name any proxy, such member/ICPS holder shall be deemed to have appointed the Chairman of the meeting as his/her proxy.
- To be valid, the instrument appointing a proxy or proxies shall be deposited at the Registered Office of the Company at Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or at 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 5 of the Agenda

The proposed Ordinary Resolution 5 is to renew the general mandate obtained from the shareholders at the last Annual General Meeting ("AGM") of the Company held on 8 December 2015 (the "General Mandate") 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.

##### Item 6 of the Agenda

The Articles of Association of the Company are proposed to be amended in the manner set out in the Agenda to incorporate relevant provisions of the Main Market Listing Requirements (MMLR) arising from amendments to the MMLR by Bursa Malaysia Securities Berhad.