



SPRING GALLERY BERHAD

(Company No. 504718-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Spring Gallery Berhad ("**SGB**" or "**the Company**") will be held at Greens 2, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Monday, 3 April 2017 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE PROPERTY INVESTMENT AND PROPERTY DEVELOPMENT ("**PROPOSED DIVERSIFICATION**")

"THAT approval be and is hereby granted to SGB and its subsidiaries to diversify their principal activities to include property investment and property development;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification."

By Order of the Board

Lee Wai Ngan (LS00184)
Tan Kok Siong (LS0009932)
Company Secretaries
Kuala Lumpur

Date: 15 March 2017

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 28 March 2017 are entitled to attend, speak and vote at the meeting.
2. Where a member of the Company entitled to attend and vote at the meeting is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 1 proxy but not more than 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 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 2 proxies, or where an exempt authorised nominee appoints 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, 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.
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 Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.