



SPRITZER BHD 199301010611 (265348-V)
(Incorporated in Malaysia)

NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh (27th) Annual General Meeting ("AGM") of Spritzer Bhd ("Spritzer" or "Company") will be held at Ground Floor Function Room, Flemington Hotel of No. 1, Jalan Samanea Saman, 34000 Taiping, Perak Darul Ridzuan on Tuesday, July 28, 2020 at 10.30 a.m. for the transaction of the following business:-

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended December 31, 2019 and the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 1
- To declare a first and final dividend of 4.5 sen per share, under the single tier system, in respect of the financial year ended December 31, 2019. **Resolution 1**
- To re-elect the following Directors who retire by rotation in accordance with Article 85 of the Company's Constitution and, being eligible, offer themselves for re-election:-
(i) Dato' Lim A Heng @ Lim Kok Cheong, DPMP, JSM, JP **Resolution 2**
(ii) Dato' Lim Kok Boon, DPMP **Resolution 3**
(iii) Lam Sang **Resolution 4**
- To approve the payment of Directors' fees in respect of the financial year ended December 31, 2019. **Resolution 5**
- To approve the payment of benefits up to RM760,000 to the Non-Executive Directors from July 29, 2020 until the next AGM of the Company. **Resolution 6**
- To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

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

Ordinary Resolutions

- Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares of the Company, from time to time, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being, and that such authority shall continue to be in force until the conclusion of the next AGM of the Company" **Resolution 8**
- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("**Proposed Shareholders' Mandate**")
"THAT approval be and is hereby given to the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations as set out in Section 2.4 of Part A of the Circular/Statement to Shareholders dated June 29, 2020 subject to the followings:-
(i) the transactions are carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
(ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Proposed Shareholders' Mandate during the period with a breakdown of the aggregate value of the recurrent transactions based on the following information:-
(a) the type of the recurrent transactions made; and
(b) the names of the related parties involved in each type of the recurrent transactions and their relationship with the Company.
AND THAT such approval shall continue to be in force until:-
(i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed by the shareholders of the Company in a general meeting, the authority is renewed; or
(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
(iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is the earliest.
AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may deemed necessary or expedient to give full effect to the Proposed Shareholders' Mandate." **Resolution 9**

Proposed Renewal of Authority to Purchase its Own Shares by Spritzer Bhd

- "THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by law, to buy-back and/or hold such amount of shares as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("**Bursa Securities**") upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-
(i) The aggregate number of shares bought-back and/or held does not exceed ten per cent (10%) of the total number of issued shares of the Company at any point of time;
(ii) The maximum amount to be allocated for the buy-back of the Company's own shares shall not exceed the retained profits of the Company; and
(iii) Upon completion of buy-back by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in any of the following manners:-
(a) cancel the shares so purchased; or
(b) retain the shares so purchased as treasury shares and held by the Company; or
(c) retain part of the shares so purchased as treasury shares and cancel the remainder, and the treasury shares may be distributed as dividends to the shareholders of the Company and/or resold on Bursa Securities and/or subsequently cancelled or any combination of the three.
AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:-
(i) the conclusion of the next AGM of the Company following the AGM at which such resolution was passed at which time it will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.
AND THAT authority be and is hereby unconditionally and generally given to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991, and the entering into of all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid buy-back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Companies Act 2016, the provisions of the Constitution of the Company, the Listing Requirements and all other relevant governmental and/or regulatory authorities." **Resolution 10**

Retention of Independent Non-Executive Directors

- "THAT authority be and is hereby given to Dato' Ir. Nik Mohamad Pena bin Nik Mustapha, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, be retained as an Independent Non-Executive Director of the Company." **Resolution 11**
- "THAT authority be and is hereby given to Dato' Mohd Adhan bin Kechik, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, be retained as an Independent Non-Executive Director of the Company." **Resolution 12**
- "THAT authority be and is hereby given to Dato' Sri Kuan Khian Leng, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, be retained as an Independent Non-Executive Director of the Company." **Resolution 13**
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a first and final dividend of 4.5 sen per share, under the single tier system, in respect of the financial year ended December 31, 2019, subject to the approval of the shareholders at the 27th AGM will be paid on August 18, 2020 to Depositors whose names appear in the Record of Depositors at the close of business on August 4, 2020.

A Depositor shall qualify for entitlement to the dividends only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on August 4, 2020 in respect of transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

SOW YENG CHONG
SSM PC No. 202008002172
(MIA 4122)

TAN BOONTING
SSM PC No. 202008002254
(MAICSA 7056136)
Company Secretaries

Ipo, Perak Darul Ridzuan
June 29, 2020

IMPORTANT NOTICE

The Securities Commission Malaysia ("SC") had on April 18, 2020 (revised on June 11, 2020) issued a Guidance and FAQs on the Conduct of General Meetings for Listed Issuers ("SC Guidance"). The Malaysian National Security Council had on June 16, 2020 issued a Standard Operation Procedures ("SOP") for government and private events, including meetings. Please refer to our Administrative Guide for details, which has incorporated the provisions of the SC.

You are requested to read and adhere to the Administrative Details which can be downloaded from the Company's website or announcement via Bursa Securities' website.

Notes:-

1. Appointment of Proxy

- In respect of deposited securities, only Members whose name appears on the Record of Depositors as at July 21, 2020 shall be entitled to attend the Meeting or appoint proxies to attend and/or vote on his behalf.
- A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy may but need not be a Member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the Member to speak at the Meeting.
- Where a Member appoints more than one (1) proxy, such appointment shall be invalid unless he specifies the proportions of his shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an attorney.
- Where a Member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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 hold.
- The instrument appointing a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the Meeting at which the person named in the appointment proposes to vote.
(a) In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd of 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.
(b) In the case of electronic appointment, the proxy form must be deposited via TIH Online at <https://tih.online> (applicable to individual shareholders only). Procedures for electronic submission of proxy form can be found in Administrative Guides for the 27th AGM.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the Resolutions set out in the Notice will be put to vote by poll.

2. Explanatory Notes on Ordinary Business

Note 1

This agenda item is intended for discussion only as under Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.

3. Explanatory Notes on Special Business

Ordinary Resolutions

Resolution 8 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 8, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming AGM, the authority to allot and issue ordinary shares of the Company up to an amount not exceeding ten per cent (10%) of the Company's total number of issued shares for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on May 30, 2019 which will lapse at the conclusion of the forthcoming AGM.

Resolution 9 – Proposed Shareholders' Mandate

The proposed Resolution 9, if passed, will authorise the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business.

Resolution 10 – Proposed Renewal of Authority to Purchase its Own Shares

The proposed Resolution 10, if passed, will empower the Company to purchase its own shares up to ten per cent (10%) of the total number of issued shares of the Company at any given point in time through Bursa Securities.

Resolutions 11 to 13 – Retention of Independent Non-Executive Directors

The proposed Resolutions 11, 12 and 13 relate to the approval by shareholders for Dato' Ir. Nik Mohamad Pena bin Nik Mustapha, Dato' Mohd Adhan bin Kechik and Dato' Sri Kuan Khian Leng to continue in office as Independent Non-Executive Directors. The full details of the Board's justifications and recommendations for the retention of the three (3) Directors as Independent Non-Executive Directors are set out in the Corporate Governance Overview Statement in this Annual Report. The Board has recommended that the approval of the shareholders be sought via a two-tier voting process for the retention of Dato' Ir. Nik Mohamad Pena bin Nik Mustapha, Dato' Mohd Adhan bin Kechik and Dato' Sri Kuan Khian Leng as the Independent Non-Executive Directors of the Company.

Please refer to the Circular/Statement to Shareholders dated June 29, 2020 for further information on Resolutions 9 and 10.

4. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll.