



NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth (30th) 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, May 30, 2023 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, 2022 and the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1 Resolution 1**
- To declare a first and final dividend of 6.25 sen per share, under the single tier system, in respect of the financial year ended December 31, 2022.
- To re-elect the following Directors who retire by rotation in accordance with Clause 85 of the Company's Constitution and, being eligible, offer themselves for re-election:
 - Dato' Lim A Heng @ Lim Kok Cheong **Resolution 2**
 - Lam Sang **Resolution 3**
- To re-elect the following Directors who retire in accordance with Clause 93 of the Company's Constitution and, being eligible, offer themselves for re-election:-
 - Ir. Nik Marni binti Nik Mohamad Pena **Resolution 4**
 - Hanani Hayati binti Mohd Adhan **Resolution 5**
- To approve the payment of Directors' fees amounting to RM405,000 in respect of the financial year ended December 31, 2022. **Resolution 6**
- To approve the payment of other benefits (excluding Directors' fees) up to RM800,000 to the Non-Executive Directors from May 31, 2023 until the next AGM of the Company. **Resolution 7**
- To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS

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

- Authority to issue shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights** **Resolution 9**

"THAT pursuant to the Companies Act 2016 ("Act"), 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, pursuant to the Act, to issue and allot shares in the Company, from time to time at such price, 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 percent (10%) of the total number of issued shares of the Company for the time being, and that pursuant to Section 85 of the Act read together with Clause 52 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of Spritzer to be offered new shares of the Company ranking equally to the existing issued shares arising from issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act; AND THAT the Directors be and are also empowered to obtain the approval for listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities"); AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** **Resolution 10**

"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 April 28, 2023 subject to the followings:

- 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
- 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:
 - the type of the recurrent transactions made; and
 - 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:

- 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
- 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- 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 deem necessary or expedient to give full effect to the Proposed Shareholders' Mandate."

- Proposed Renewal of Authority to Purchase its Own Shares by Spritzer Bhd** **Resolution 11**

"THAT, subject always to the Act, 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 Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the aggregate number of shares bought-back and/or held does not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time;
- 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.

THAT the Directors be and are hereby authorised, at their absolute discretion, to deal with the treasury shares which may be distributed as dividends, resold, transferred, cancelled and/or in any other manners as may be permitted or prescribed by the Act, the Listing Requirements and any applicable laws, rules, regulations, guidelines, requirements and/or orders of any other relevant authorities for the time being in force.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:

- the conclusion of the next AGM of the Company 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
- the expiration of the period within which the next AGM after that date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

THAT the Directors of the Company be and are hereby empowered to do all such acts and enter into all such transactions, arrangements and agreements, and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions as may be necessary or expedient in order to give full effect to the proposed share buy-back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as the Directors may, in their absolute discretion, deem fit and in the interest of the Company and/or as may be imposed or agreed to by any relevant authorities."

- Proposed Bonus Issue of up to 106,438,063 new ordinary shares in Spritzer ("Spritzer Share(s)" or "Share(s)") ("Bonus Share(s)") on the basis of 1 Bonus Share for every 2 existing Spritzer Shares held on an entitlement date to be determined later ("Proposed Bonus Issue")** **Resolution 12**

"THAT subject to the approvals being obtained from all relevant authorities and/or parties (where applicable), authority be and is hereby given to the Board of Directors of Spritzer ("Board") to issue and allot up to 106,438,063 Bonus Shares on the basis of 1 Bonus Share for every 2 existing Spritzer Shares held by the shareholders whose names appear in the Record of Depositors of the Company at 5.00 p.m. on a Bonus Shares entitlement date to be determined and announced later ("Bonus Shares Entitlement Date");

THAT the Bonus Shares in respect of the Proposed Bonus Issue shall be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves;

THAT all fractional entitlements, if any, arising from the Proposed Bonus Issue shall be disregarded and that the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank pari passu in all respects with the then existing Spritzer Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the Bonus Shares Entitlement Date;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

- To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a first and final dividend of 6.25 sen per share, under the single tier system, in respect of the financial year ended December 31, 2022, subject to the approval of the shareholders at the 30th AGM will be paid on June 23, 2023 to Depositors whose names appear in the Record of Depositors on June 9, 2023. A Depositor shall qualify for entitlement to the dividends only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on June 9, 2023 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 BOON TING (SSM PC NO. 202008002544) (MAICSA 7056136)

Company Secretaries
Ipoh, Perak Darul Ridzuan
April 28, 2023

Notes:

- Appointment of Proxy**
 - In respect of deposited securities, only Members whose name appears on the Record of Depositors as at May 23, 2023 shall be entitled to attend the Meeting or appoint proxies to attend and/or vote on his behalf.
 - The instrument appointing a proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, either under Seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorized in writing. 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 entitled to vote on a resolution has appointed more than one (1) proxy, the proxies shall only be entitled to vote on poll provided that the Member specifies the proportion of his shareholdings to be represented by each proxy.
 - 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:
 - 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.
 - In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiih.online>. Procedures for electronic submission of proxy form can be found in Administrative Guides for the 30th AGM.
 - Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the Resolutions set out in the Notice will be put to vote by poll.
 - The Members are advised to refer to the Administrative Guides for the 30th AGM on the registration process for the Meeting. Kindly check Bursa Securities' and/or the Company's website at <https://www.spritzer.com.my> for the latest updates on the status of the Meeting, if any.
- Explanatory Note on Ordinary Business**

Note 1
This agenda item is intended for discussion only as under Section 340(1)(a) of the Act, the Audited Financial Statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.
- Explanatory Notes on Special Business**

Ordinary Resolutions
Resolution 9 – Authority to issue shares pursuant to the Companies Act 2016 and Waiver of Pre-emptive Rights
The proposed Resolution 9, 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 percent (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. The Waiver of Pre-emptive Rights will allow the Directors of the Company to issue new ordinary shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company.
Resolution 10 – Proposed Shareholders' Mandate
The proposed Resolution 10, 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 11 – Proposed Renewal of Authority to Purchase its Own Shares
The proposed Resolution 11, if passed, will empower the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares of the Company at any given point in time through Bursa Securities.
Resolution 12 – Proposed Bonus Issue
The proposed Resolution 12, if passed, will give authority to the Board to issue up to 106,438,063 new Spritzer Shares on the basis of 1 Bonus Share for every 2 existing Spritzer Shares held on an entitlement date to be determined later.

Please refer to the Circulars/Statement to Shareholders dated April 28, 2023 for further information on Resolutions 10, 11 and 12.