NOTICE OF PROVISIONAL ALLOTMENT OF ICPS WITH WARRANTS

Terms defined in the Abridged Prospectus dated 21 March 2016 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment. The provisional allotment of ICPS (as defined herein) with Warrants (as defined herein) is a prescribed security pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Malaysia Depository Sdn Bhd (**"Bursa Depository**") shall apply in respect of dealings in the provisional allotment of ICPS and Warrants.



SPRING GALLERY BERHAD

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

RENOUNCEABLE RIGHTS ISSUE OF UP TO 522,500,000 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES OF RM0.05 EACH IN SPRING GALLERY BERHAD ("SGB" OR THE "COMPANY") ("ICPS") ON THE BASIS OF FIVE (5) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH IN SGB ("SGB SHARE" OR "SHARE") HELD AS AT 5.00 P.M. ON 21 MARCH 2016 AT AN ISSUE PRICE OF RM0.06 PER ICPS, TOGETHER WITH UP TO 52,250,000 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TEN (10) ICPS ("RIGHTS ISSUE OF ICPS WITH WARRANTS")



ating Organisation of Bursa Malaysia Securities Berhad)

To: Shareholders of SGB

Dear Sir/ Madam,

The Board of Directors of SGB ("Board") has provisionally allotted to you, in accordance with the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") dated 19 January 2016 and the Ordinary Resolution passed by shareholders of the Company at the Extraordinary General Meeting convened on 1 March 2016, the number of ICPS with Warrants as indicated below ("Provisional Allotment").

We wish to advise that the following ICPS with Warrants provisionally allotted to you in respect of the Rights Issue of ICPS with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("CDS") account(s) subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form dated 21 March 2016 issued by the Company.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus dated 21 March 2016 issued by the Company. Bursa Securities has already prescribed the securities of SGB listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the provisional allotment of ICPS with Warrants arising from the Rights Issue of ICPS with Warrants are prescribed securities Industry (Central Depositories) Amendment Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

ALL ICPS WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE OF ICPS WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE ICPS WITH WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S)/TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES OR WARRANT CERTIFICATES WILL BE ISSUED.

It is the intention of the Board to allot the excess ICPS with Warrants, if any, on a fair and equitable basis and in the following priority:

secondly, on a pro-rata basis and in board lots, to the entitled shareholders who have applied for the excess ICPS with Warrants, based on their respective shareholdings in the Company as at the Entitlement Date; (i) (ii)

lastly, on a pro-rata basis and in board lots, to the entitled shareholders who have applied for excess ICPS with Warrants, based on the quantum of their respective excess application; and lastly, on a pro-rata basis and in board lots, to transferees and/or renouncees who have applied for excess ICPS with Warrants, based on the quantum of their respective excess application; and (iv)

Nevertheless, the Board reserves the right to allot any excess ICPS with Warrants applied for under Part I(B) of the Rights Subscription Form in such manner as it deems fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis and that the intention of the Board as set out in (i) to (iv) above are achieved. The Board also reserves the right to accept any excess ICPS with Warrants application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER

NUMBER OF SGB SHARES HELD As at 5.00 p.m. on 21 March 2016	NUMBER OF ICPS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE At RM0.06 PER ICPS (RM)						
IMPORTANT RELEVANT DATES:								
Entitlement Date Last date and time for sale of provisional allotmu Last date and time for transfer of provisional allo Last date and time for acceptance and payment Last date and time for excess application and p	Monday, 21 March 2016 at 5.00 p.m. Monday, 28 March 2016 at 5.00 p.m. Thursday, 31 March 2016 at 4.00 p.m. Tuesday, 5 April 2016 at 5.00 p.m.* Tuesday, 5 April 2016 at 5.00 p.m.*							
* or such later date and time as the Board may decide at their absolute discretion and announce not less than two (2) market days before the stipulated date and time								
BY ORDER OF THE BOARD			SHARE REGISTRA					

LAM SOOK CHING (MAICSA 7006942) LOW BEE KHENG (MAICSA 7060813) Company Secretaries

MEGA CORPORATE SERVICES SDN BHD Level 15-2, Bangunan Faber Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur Tel. no.: 03-2692 4271 Fax. no.: 03-2732 5388 / 2732 5399

RIGHTS SUBSCRIPTION FORM

TERMS DEFINED I	N THE ABRIDGED	D PROSPECTUS D	ATED 21 MARCH 2	2016 ("ABRIDGED F	PROSPECTUS") SHA	LL HAVE THE SAME N	IEANINGS WHEN USED	IN THIS RIGHTS SU	BSCRIPTION
FORM ("RSF") AND	THE NOTES AND	INSTRUCTIONS	FOR COMPLETING	THIS RSF. THIS RS	F IS ISSUED FOR THE	E PURPOSE OF ACCE	PTING THE ICPS (AS DEF	INED HEREIN) WITH	WARRANTS
AS DEFINED HER	EIN) AND APPLYI	ING FOR EXCESS	ICPS WITH WARF	RANTS PURSUANT	TO THE RIGHTS IS	SUE OF ICPS WITH W	ARRANTS (AS DEFINED) HEREIN) OF SPRI	NG GALLERY
							R SUCH LATER TIME AND		
AND ANNOUNCED	BY THE BOARD	OF DIRECTORS O	F SGB. THIS RSF I	S ONLY APPLICAB	LE TO PERSONS WH	O HAVE PROVISIONA	L ALLOTMENT OF ICPS	WITH WARRANTS S	TANDING TO
THE CREDIT OF HI	IS / HER CENTRA	L DEPOSITORY S	YSTEM ("CDS") A	CCOUNT.					



SPRING GALLERY BERHAD

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

RENOUNCEABLE RIGHTS ISSUE OF UP TO 522,500,000 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES OF RM0.05 EACH IN SGB ("ICPS") ON THE BASIS OF FIVE (5) ICPS FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH IN SGB ("SGB SHARE" OR "SHARE") HELD AS AT 5.00 P.M. ON 21 MARCH 2016 AT AN ISSUE PRICE OF RM0.06 PER ICPS, TOGETHER WITH UP TO 52,250,000 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TEN (10) ICPS ("RIGHTS ISSUE OF ICPS WITH WARRANTS")

NAME AND ADDRESS OF APPLICANT

NRIC NO./ PASSPORT NO. (STATE COUNTRY)/ COMPANY NO.													
PASSPORT NO (STATE COUNTRY)													
COMPANY NO													
COMPANY NO.													
	<u> </u>												
CDS ACCOUNT NO.			- 1	1		-	1			1	1		

NUMBER OF SGB SHARES HELD	NUMBER OF ICPS	NUMBER OF WARRANTS ATTACHED TO THE ICPS	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE		
AS AT 5.00 P.M. ON 21 MARCH 2016	PROVISIONALLY ALLOTTED TO YOU	Provisionally allotted to you	At RM0.06 PER ICPS (RM)		

Note: If you have subsequently purchased additional provisional ICPS with Warrants from the open market, you should indicate your acceptance of the total ICPS with Warrants that you have standing to the credit in your CDS account under Part I(A).

To: The Board of Directors of SGB ("Board")

PART I - ACCEPTANCE OF PROVISIONAL ICPS WITH WARRANTS AND APPLICATION FOR EXCESS ICPS WITH WARRANTS

In accordance with the terms of this RSF and the Abridged Prospectus, I / we* hereby irrevocably: (i) *accept the number of ICPS with Warrants as stated below, which were provisionally allotted / transferred / renounced* to me / us*; (ii) *apply for the number of excess ICPS with Warrants as stated below in addition to the above; in accordance with and subject to the Memorandum and Articles of Association of the Company.

I / We* enclose herewith the appropriate remittance(s) for the payment stated below, in favour of the respective account stated below and crossed "A/C PAYEE ONLY", being the full amount payable for the said number of ICPS with Warrants accepted / applied for, and hereby request for the said ICPS with Warrants to be credited into my / our* valid and subsisting CDS account as stated above:

	TH WARRANTS ACCEPTED / TH WARRANTS APPLIED	AMOUNT PAYABLE BASED ON RM0.06 PER ICPS (RM)	BANKER'S DRAFT / CASHIER'S ORDER / MONEY Order / Postal order No.	PAYABLE TO		
(a) ACCEPTANCE				SGB RIGHTS ICPS ACCOUNT		
(b) EXCESS				SGB EXCESS RIGHTS ICPS ACCOUNT		

I / We* hereby authorise you to return without interest, my / our* application money or the balance thereof should my / our* application for excess ICPS with Warrants be not successful at all or only partial successful by ORDINARY POST to me / us* at MY / OUR* OWN RISK.

PART II - DECLARATION

I / We* hereby accept all the terms and conditions set out in this RSF and the Abridged Prospectus and further confirm compliance with all the requirements for acceptance and payment as set out therein.

Signature/Authorised Signatory(ies)	AFFIX MALAYSIAN REVENUE STAMP RM10.00 HERE		Date				
(Corporate Body must affix their Common Seal)]	Contact telephone number during office hours				
LAST DATE AND TIME FOR:- Acceptance and payment							
Please delete whichever is not applicable.							

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 21 MARCH 2016 ("ADBRIDGED PROSPECTUS").

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. ALL ENQUIRIES CONCERNING THE RIGHTS ISSUE OF ICPS WITH WARRANTS SHOULD BE ADDRESSED TO THE SHARE REGISTRAR OF THE COMPANY, MEGA CORPORATE SERVICES SDN BHD, LEVEL 15-2, BANGUNAN FABER IMPERIAL COURT, JALAN SULTAN ISMAIL, 50250 KUALA LUMPUR. INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

This RSF, together with the Abridged Prospectus and Notice of Provisional Allotment ("NPA") for the Rights Issue of ICPS with Warrants, is not intended to be issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue of ICPS with Warrants complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Entitled shareholders and/or their renouncees/transferees (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their advisers as to whether the acceptance or renunciation (as the case may be) of their entitlements to the Rights Issue of ICPS with Warrants would result in the contravention of any laws of such countries or jurisdictions. Spring Gallery Berhad ("SGB" or "Company") and TA Securities Holdings Berhad shall not accept any responsibility or liability in the event that any acceptance or renunciation made by entitled shareholders and/or their renouncees/transferees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the entitled shareholders and/or renouncees/transferees (if applicable) as created to the state of (if applicable) are residents.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). A copy of the same, together with the NPA and RSF, have also been lodged with the Registrar of Companies, who takes no responsibility for the contents of these documents.

The shareholders of SGB have approved the Rights Issue of ICPS with Warrants at the Extraordinary General Meeting held on 1 March 2016. Approval has also been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 19 January 2016 for the admission of the Warrants to the Official List of the Main Market of Bursa Securities and the listing of and quotation for the ICPS and the new SGB Shares to be issued upon the conversion of the ICPS exercise of the Warrants on the Main Market of Bursa Securities. The official listing of and quotation for ICPS with Warrants will commence after, among others, receipt of confirmation from Bursa Malaysia Depository" Nat all the Central Depository System ("CDS") accounts of entitled shareholders and/or their renouncees/transferees (if applicable) have been duly credited and notices of allotment have been despatched to the successful applicants.

Neither Bursa Securities nor the SC takes any responsibility for the correctness or accuracy of any statements made or opinions expressed herein. Admission to the Official List and quotation of the said securities on the Bursa Securities are in no way reflective of the merits of the Rights Issue of ICPS with Warrants.

This RSF, together with the Abridged Prospectus and NPA, have been seen and approved by our Board of Directors ("**Board**") and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in these documents false or misleading.

The provisionally allotted ICPS with Warrants are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, Securities Industry (Central Depositories) Act, 1991, Securities Industry (Central Depositories) Act, 1991, Securities Industry (Central Depositories) Act, 1993, and therefore, the Securities Industry (Central Depositories) Act, 1993, and the Rules of the Bursa Depository shall apply in respect of dealings of the provisionally allotted ICPS with Warrants. Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this documents, unless they are otherwise defined here or other context otherwise requires.

INSTRUCTIONS:

(i) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on 5 April 2016, or such extended date and time as our Board may decide at their absolute discretion. Where the closing date for acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the original closing date.

FULL ACCEPTANCE OF THE ICPS WITH WARRANTS

If you wish to accept the ICPS with Warrants provisionally allotted to you, please complete Part I(A) and Part II of this RSF and return this RSF, together with the appropriate remittance made in RM for the full amount in the form of Banker's Draft(s)/Cashier's Order(s)/Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made out in favour of "SGB RIGHTS ICPS ACCOUNT" and crossed "A/C PAYEE ONLY" and endorsed on the reverse side with your name, contact number and CDS account number in block letters, for the full amount payable for the ICPS with Warrants accepted, to be received by the Share Registrar as detailed below, before 5.00 p.m. on 5 April 2016 (or such extended date and time as our Board may decide at their absolute discretion). Cheques or any other mode of payments are not acceptable.

Mega Corporate Services Sdn Bhd

Level 15-2, Bangunan Faber Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur Helpdesk Telephone No: 03-2692 4271 Facsimile No: 03-2732 5388 / 2732 5399

If acceptance and payment for the ICPS with Warrants provisionally allotted to you is not received by the Share Registrar by 5.00 p.m. on 5 April 2016, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by our Board), such provisional allotment of rights will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such ICPS with Warrants not taken up, first, to applicants applying for excess ICPS with Warrants in the manner set out in note (iv) below.

The remittance must be made for the exact amount payable for the ICPS with Warrants accepted (ROUNDED UP TO THE NEAREST SEN). No acknowledgment will be issued but a notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors provided by Bursa Depository within eight (8) market days from the last date for acceptance and payment for the ICPS with Warrants.

PART ACCEPTANCE OF THE ICPS WITH WARRANTS

If you wish to accept part of your provisional allotment of the ICPS with Warrants, please complete Part I(A) of this RSF by specifying the number of ICPS with Warrants which you are accepting and Part If of this RSF and deliver the completed RSF together with the relevant payment to the Share Registrar by 5.00 p.m. on 5 April 2016, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by our Board).

(iv) APPLICATION FOR EXCESS ICPS WITH WARRANTS

If you and/or your renouncee(s)/transferee(s) (if applicable) wish to apply for excess ICPS with Warrants in addition to those provisionally allotted to you and/or your renouncee(s)/transferee(s) (if applicable), please complete Part I(B) of this RSF (in addition to Parts I(A) and II) and forward it (together with a <u>separate remittance</u> for the full amount payable in respect of the excess ICPS with Warrants applied for should be made in the same manner described in note (ii) above, with remittance in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "SGB EXCESS RIGHTS ICPS ACCOUNT" and crossed "A/C PAYEE ONLY" and endorsed on the reverse side with the name, contact number and CDS account number of the applicant in block letters to be received by the Share Registrar not later than 5.00 p.m. on 5 April 2016, being the last time and date for the excess ICPS with Warrants acceptance and payment (or such extended time and date as may be determined and announced by our Board). No acknowledgement will be issued but a proting of different to the address totad in the Received D payment or such extended time and date as may be determined and announced by our Board). No acknowledgement will be issued but a proting of different to will be dependent to were address of the payed to were the the address of the payed to were been to the back dates of payement (or such extended time and date as may be determined and announced by our Board). No acknowledgement will be issued but a such extended to were been to the back dates of payement (or such extended time and back provided by were payeided by were back to the back dates for the payeide to were back to the text dates for the payeide to were back to the dates of the payeide to were back to the dates of the payeide to were back to were back to the payeide to were back to wer notice of allotment will be despatched to you by ordinary post to the address stated in the Record of Depositors provided by Bursa Depository within eight (8) market days from the last date for acceptance and payment for the excess ICPS with Warrants.

In respect of unsuccessful or partially successful excess ICPS with Warrants applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest within fifteen (15) market days from the last date for application and payment for the excess ICPS with Warrants by ordinary post to the address shown in the Record of Depositors provided by Bursa Depository at the applicant's own risk. It is the intention of our Board to allot the excess ICPS with Warrants applied, if any, on a fair and equitable basis and in the following priority:

firstly, to minimise the incidence of odd lots:

(b)

Insulty, to finding the incidence of odd lots; secondly, on a pro-rate basis and in board lots, to our entitled shareholders who have applied for the excess ICPS with Warrants, based on their respective shareholdings in our Company as at 21 March 2016 at 5.00 p.m., being the date and time on which our shareholders must be registered on the Record of Depositors in order to be entitled to the Rights Issue of ICPS with Warrants; thirdly, on a pro-rate basis and in board lots, to our entitled shareholders who have applied for excess ICPS with Warrants, based on the quantum of their respective excess application; and lastly, on a pro-rate basis and in board lots, to transferees and/or renouncees who have applied for excess ICPS with Warrants, based on the quantum of their respective excess application.

SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT OF ICPS WITH WARRANTS (v)

If you wish to sell/ transfer all or part of your provisional allotment of the ICPS with Warrants to your renouncee(s)/transferee(s) (if applicable), you may do so immediately through your stockbroker without first having to request the Company for a splitting of the provisional allotment of the ICPS with Warrants standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the ICPS with Warrants standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the ICPS with Warrants standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the ICPS with Warrants on the open market of Bursa Securities or transfer such provisional allotment to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling/transferring all or part of your provisional allotment of the ICPS with Warrants, you and/ or your renouncee(s)/transferee(s) (if applicable) need not deliver any document, including this RSF, to the stockbroker. However, you and/or your renouncee(s)/transferee(s) (if applicable) must ensure that you have sufficient provisional allotment of the ICPS with Warrants standing to the credit of your CDS account before trading.

The purchaser(s)/renouncee(s)/transferee(s) can could this RSF for the acceptance of his/her/their rights from his/her/their stockbroker, the Registered Office of the Company, the Share trar's office or Bursa Securities' website at http://www.bu

If you have sold only part of the provisional allotment of the ICPS with Warrants, you may still accept the balance of your provisional allotment of the ICPS with Warrants by completing Parts I(A) and II of this RSF

GENERAL INSTRUCTIONS (vi)

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals
- All applicants must sign on the front page of this HSF. All corporate bodies must affix their Common Seals. ICPS with Warrants subscribed by the shareholders and/or their renounce(s)/transferee(s) will be credited into their respective CDS accounts as shown in Bursa Depository's Record of Depositors. Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you. The contract arising from the acceptance of the provisional allotment of the ICPS with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract. Our Company reserves the right to acceptance end/or application if the instructions hereinabove stated are not strictly adhered to. Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the RSF.
- (d)