



SPRING ART HOLDINGS BERHAD

REGISTRATION NO.: 201801016143 (1278159-A)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of SPRING ART HOLDINGS BERHAD ("Spring Art Holdings" or the "Company") will be conducted entirely through live streaming from the Meeting Venue at Mahkota 1, Level 9, Classic Hotel, No. 69, Jalan Ali, Pekan Muar, 84000 Muar, Johor on Tuesday, 29 June 2021 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees and allowances up to RM1,600,000 for the financial year ending 31 December 2021 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.
- Ordinary Resolution 1**
- To declare a final single tier dividend of 0.4 sen per share in respect of the financial year ended 31 December 2020.
- To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:
 - Kwan Chian Poh
 - Law Sang Thiam
- To approve the appointment of Messrs. Crowe Malaysia PLT in place of retiring Auditors, Messrs Grant Thornton Malaysia PLT for which Notice of Nomination as set out in Appendix A of the 2020 Annual Report has been received and to authorise the Directors to fix their remuneration.

Ordinary Resolution 2

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

- Authority to Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016** ("THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad and other relevant governmental or regulatory bodies, where such approvals are necessary, the Directors be hereby empowered, pursuant to Section 75 of the Act, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 6

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Third Annual General Meeting, the proposed final single tier dividend of 0.4 sen per share in respect of the financial year ended 31 December 2020, will be paid on 07 July 2021 to depositors registered in the Record of Depositors of the Company at the close of business on 15 June 2021.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 15 June 2021 in respect of ordinary transfers; or
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By order of the Board,

NG MEI WAN
(SSM Practicing Certificate No.: 201908000801 (MIA 28862))
TAN HUI KHIM
(SSM Practicing Certificate No.: 201908000859 (LS 0009936))
Company Secretaries
Muar, Johor Darul Takzim
28 May 2021

Notes:

- IMPORTANT NOTICE**
The Meeting Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the Third Annual General Meeting in person at the Meeting Venue on the day of the meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Third Annual General Meeting via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Information for Shareholders on Third Annual General Meeting and take note of Notes (2) to (7) below in order to participate remotely via RPV.**
- Only depositors whose names appear in the Record of Depositors as at 22 June 2021 shall be regarded as members and be entitled to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member of the Company is an Exempt Authorised Nominee 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 holds.

Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointor is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised. In the event the member(s) duly executes the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

- A member who has appointed a proxy or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Information for Shareholders on Third Annual General Meeting.**
- The proxy form duly completed must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, 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, or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than twenty-four (24) hours before the time for holding the meeting. For electronic lodgement please follow the **Procedures for RPV in the Information for Shareholders on Third Annual General Meeting.**

Explanatory Notes:

Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.

Item 2 of the Agenda – Ordinary Resolution 1 Approval of Directors' fees and allowances for the financial year ending 31 December 2021

Directors' fees and allowances approved for the financial year ended 31 December 2020 was RM1.5 million. The Directors' fees and allowances proposed for the financial year ending 31 December 2021 are calculated based on the number of scheduled Board and Committee Meetings for year 2021 and assuming that all Non-Executive Directors will hold office until the conclusion of the next annual general meeting. This resolution is to facilitate payment of Directors' fees and allowances on current financial year basis. In the event the Directors' fees and allowances proposed are insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees and allowances to meet the shortfall.

Item 6 of the Agenda – Ordinary Resolution 6 Authority to Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016

- The proposed Ordinary Resolution no.6, if passed, will empower the Directors of the Company, from the date of the forthcoming Annual General Meeting ("AGM") to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued share capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.
- The mandatenow sought is a renewal from the previous mandate obtained at the last AGM held on 29 June 2020 which will expire at the conclusion of the forthcoming AGM.
- 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 29 June 2020.
- The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

12. ANNUAL REPORT

The Annual Report for the financial year ended 31 December 2020 is now available at the Company's corporate website, www.springart.com.my. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholder who wishes to receive the printed Annual Report may request at <https://tiih.online> by select "Request for Annual Report" under the "Investor Services" to submit the request form electronically or contacting Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)] at 03-27839299 or email your request to is.enquiry@my.tricorglobal.com.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS

No individual is seeking election as a Director at the Third Annual General Meeting of the Company.

ADMINISTRATIVE DETAILS FOR THE THIRD ANNUAL GENERAL MEETING ("3RD AGM") OF SPRING ART HOLDINGS BERHAD

Date : Tuesday, 29 June 2021
Time : 11.00 a.m.
Meeting Venue : Mahkota 1, Level 9, Classic Hotel, No. 69, Jalan Ali, Pekan Muar, 84000 Muar, Johor.

PRECAUTIONARY MEASURES AGAINST THE CORONAVIRUS DISEASE ("COVID-19")

- In view of the COVID-19 outbreak and as part of the safety measures, the Company will conduct the 3rd AGM on a **fully virtual basis through live streaming and online remote voting** via Remote Participation and Voting ("RPV") facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's ("Tricor") **TIIH Online** website at <https://tiih.online>. This is in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 6 May 2021 (including any amendment that may be made from time to time).
- The venue of the 3rd AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue of the meeting. No shareholders/proxy(ies) from the public will be physically present at the meeting venue.
- We **strongly encourage** you to attend the 3rd AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 3rd AGM.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 3rd AGM at short notice. Kindly check the Company's website at www.e-serbadk.com or announcements for the latest updates on the status of the 3rd AGM.
- The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

- The RPV facilities are available on Tricor's **TIIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 3rd AGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 3rd AGM using the RPV facilities:

Before the 3rd AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none">Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance.Registration as a user will be approved within one (1) working day and you will be notified via e-mail.If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend 3rd AGM remotely	<ul style="list-style-type: none">Registration is open from 11.00 a.m. Friday 28 May 2021 until the day of 3rd AGM on Tuesday, 29 June 2021. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 3rd AGM to ascertain their eligibility to participate the 3rd AGM using the RPV.Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) SPRING ART HOLDINGS 3RD AGM".Read and agree to the Terms & Conditions and confirm the Declaration.Select "Register for Remote Participation and Voting".Review your registration and proceed to register.System will send an e-mail to notify that your registration for remote participation is received and will be verified.After verification of your registration against the Record of Depositors as at 22 June 2021, the system will send you an e-mail after 28 June 2021 to approve or reject your registration for remote participation. <i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i>

On the 3rd AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none">Login with your user ID and password for remote participation at the 3rd AGM at any time from 10.30 a.m. i.e. 30 minutes before the commencement of meeting at 11.00 a.m. on Tuesday, 29 June 2021.
ii. Participate through Live Streaming	<ul style="list-style-type: none">Select the corporate event: (Live Stream Meeting) SPRING ART HOLDINGS 3RD AGM" to engage in the proceedings of the 3rd AGM remotely.If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 3rd AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
iii. Online remote voting	<ul style="list-style-type: none">Voting session commences from 11:00 a.m. on Tuesday, 29 June 2021 until a time when the Chairman announces the end of the session.Select the corporate event: (Remote Voting) SPRING ART HOLDINGS 3RD AGM or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box.Read and agree to the Terms & Conditions and confirm the Declaration.Select the CDS account that represents your shareholdings.Indicate your votes for the resolutions that are tabled for voting.Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none">Upon the announcement by the Chairman on the conclusion of the 3rd AGM, the Live Streaming will end.

Note to users of the RPV facilities:

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 /

011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

Entitlement to Participate and Appointment of Proxy

- Only members whose names appear on the Record of Depositors as at 22 June 2021 shall be eligible to attend, speak and vote at the 3rd AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the 3rd AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the 3rd AGM yourself, please do not submit any Form of Proxy for the 3rd AGM. You will not be allowed to participate in the 3rd AGM together with a proxy appointed by you.
- Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 3rd AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Monday, 28 June 2021 at 11.00 a.m.:**
 - In Hard copy:
 - By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
 - By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com
 - By Electronic form:
All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of form of proxy	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.Select the corporate event: SPRING ART HOLDINGS 3RD AGM - "Submission of Proxy Form".Read and agree to the Terms and Conditions and confirm the Declaration.Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.Review and confirm your proxy(s) appointment.Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none">Access TIIH Online at https://tiih.onlineUnder e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder".Complete the registration form and upload the required documents.Registration will be verified, and you will be notified by email within one (1) to two (2) working days.Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none">Login to TIIH Online at https://tiih.onlineSelect the corporate exercise name: SPRING ART HOLDINGS 3RD AGM - "Submission of Proxy Form".Agree to the Terms & Conditions and Declaration.Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein.Prepare the file for the appointment of proxies by inserting the required data.Proceed to upload the duly completed proxy appointment file.Select "Submit" to complete your submission.Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the 3rd AGM will be conducted by poll in accordance with Rule 8.31A(1) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).
- Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from 10.00 a.m. on Tuesday, 29 June 2021 but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to "Procedures to Remote Participation and Voting via RPV Facilities" provided above for guidance on how to vote remotely via TIIH Online.
- Upon completion of the voting session for the 3rd AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS

- The Board recognises that the 3rd AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 3rd AGM, shareholders may in advance, before the 3rd AGM, submit questions to the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically no later than Monday, 28 June 2021. The Board of Directors will endeavor to address the questions received at the 3rd AGM.

NO DOOR GIFTS/FOOD VOUCHERS

- There will be no distribution of door gifts or food vouchers for the 3rd AGM as the meeting will be conducted on a fully virtual basis.
- The Company would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

ENQUIRIES

If you need any assistance, kindly contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299 Fax Number : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact persons :

Mohammad Amirul Iskandar : +603-2783 9263 /

email : Mohammad.Amirul@my.tricorglobal.com

Mohamad Khairudin Bin. Tajudin : +603-2783 7973 /

email : Mohamad.Khairudin@my.tricorglobal.com