

**This Notice is important and requires your immediate attention.**

If you are in any doubt as to what action you should take, please consult an appropriate independent professional adviser. If you have sold or transferred all of your warrants in **Advance Synergy Berhad**, you should send this Notice to the stockbroker, or whoever that arranged for the sale or transfer, for transmission to the purchaser or transferee.

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**ADVANCE SYNERGY BERHAD**

(Company No.: 1225-D)  
(Incorporated in Malaysia)

**Notice to Warrantholders**

in relation to the

**Extension of the duration and exercise period of Advance Synergy Berhad's outstanding warrants 2000/2003 by five (5) years from 28 August 2003 up to and including 28 August 2008 and thereafter the option to extend the exercise period for a further period of two (2) years expiring on 28 August 2010**

This Notice is dated 26 July 2003



**ADVANCE SYNERGY BERHAD**

(Company No.: 1225-D)  
(Incorporated in Malaysia)

**Extension of the duration and exercise period of Advance Synergy Berhad's outstanding warrants 2000/2003 by five (5) years from 28 August 2003 up to and including 28 August 2008 and thereafter the option to extend the exercise period for a further period of two (2) years expiring on 28 August 2010**

NOTICE IS HEREBY GIVEN to the holders of outstanding warrants 2000/2003 of Advance Synergy Berhad (ASB) that the duration and exercise period of the warrants 2000/2003 has been extended for a period of five (5) years from 28 August 2003 up to and including 28 August 2008 and thereafter an option to extend the duration and exercise period for a further period of two (2) years expiring on 28 August 2010 (Extension).

The Securities Commission (SC) has via its letter dated 9 June 2003 informed that the SC has no objection towards the Extension subject to the following conditions:

Conditions	Status of compliance
(i) ASB is to comply with the relevant requirements as announced by the SC on 30 October 1998 and the legal opinion by Messrs Jin & Co dated 16 April 2003;	Complied
(ii) ASB is required to insert a clause in the deed poll stating clearly that notification for extension will be despatched to warrant holders thirty (30) days prior to the expiry of the warrants;	Complied
(iii) ASB is required to disclose clearly in the circular to stockholders/warrant holders and deed poll, the following: (a) terms and conditions including the mechanism for the option to extend the duration and exercise period of the warrants for a further period of two (2) years expiring on 28 August 2010; (b) legal opinion by Messrs Jin & Co; and	Complied
(iv) ASB is required to ensure that a timely and appropriate announcement is made to the Kuala Lumpur Stock Exchange (KLSE) for the implementation of the said extension.	On 23 July 2003, Southern Investment Bank Berhad (SIBB) on behalf of ASB announced that the duration and exercise period of ASB's outstanding warrants 2000/2003 will be extended by five (5) years from 28 August 2003 up to and including 28 August 2008. A timely and appropriate announcement will be made in due course to the KLSE if the exercise period is extended for a further period of two (2) years expiring on 28 August 2010

Conditions	Status of compliance
In addition, SIBB is required to inform the SC upon completion of the Extension.	Will be complied

The stockholders of ASB present at the Extraordinary General Meeting of ASB on 9 July 2003 and the warrant holders present at the Adjourned Warrant holders' Meeting on 23 July 2003 have voted in favour of the Extension.

As all requisite approvals for the Extension have been obtained, the duration and exercise period of ASB's outstanding warrants 2000/2003 have been extended by five (5) years from 28 August 2003 up to and including 28 August 2008.

The extension for a further period of two (2) years expiring on 28 August 2010 will be implemented if the weighted average price of ASB's stock units of RM1.00 each (Stock Units) quoted on the KLSE is not more than 20% over the exercise price of RM1.00 per ASB Stock Unit for any period of thirty (30) consecutive days during the six (6)-month period from 29 November 2007 to 28 May 2008. This extension is not subject to any further approval of regulatory authorities, stockholders and warrant holders.

If the expiry date is not a day on which the KLSE is open for trading, then the exercise period shall expire at 5.00 p.m. on the day immediately preceding the expiry date on which the KLSE is open for trading.

NOTICE IS ALSO HEREBY GIVEN that the deed poll dated 28 April 2000 has been duly amended by way of a supplemental deed poll executed on 24 July 2003 to incorporate the extended duration and exercise period of the warrants pursuant to the Extension. Warrants which are not exercised by the extended exercise period will lapse and become null and void and will cease to be exercisable thereafter.

The Board of Directors of ASB (Board) has seen and approved this Notice. The members of the Board collectively and individually accept full responsibility for the accuracy of the information contained in this Notice. The Board confirms that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Notice misleading.

By order of the Board

**Sng Ngiap Koon**  
Secretary

Kuala Lumpur  
26 July 2003

DUPLICATE

DATED THIS 24<sup>th</sup> DAY OF JULY 2003

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**SUPPLEMENTAL DEED POLL**

Relating to 168,896,809 detachable Warrants 2000/2003  
wherein each Warrant carries the right to subscribe for one  
(1) new stock unit at RM1.00 at anytime during the Exercise Period.

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MESSRS. JIN & CO.  
ADVOCATES & SOLICITORS  
Suite 8-10-9, Level 10, Menara Mutiara Bangsar,  
No. 8 Jalan Liku, Bangsar, 59100 Kuala Lumpur  
Tel No.:03-22842811 Fax No.: 03-22842611

☐ : C2  
☐ : ASB  
☐ : SuppDPoll-(4)  
☐ : 11/7/2003

[File Ref : JC90/ASB (2.2003)]

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THIS INSTRUMENT by way of SUPPLEMENTAL DEED POLL is executed on ~~24<sup>th</sup>~~ day of ~~JULY~~, 2003 by **ADVANCE SYNERGY BERHAD (1225-D)** a public company of limited liability incorporated and existing under the laws of Malaysia and having its registered office at Level 3A (Tower Block) Menara Milenium, No. 8 Jalan Damansara, Bukit Damansara, 50490 Kuala Lumpur (hereinafter called "**ASB**" or "**the Company**").

**WHEREAS;**

- (A) The Company had earlier executed an instrument by way of a deed poll on the 28<sup>th</sup> April 2000 (hereinafter referred to as "**the Principal Deed Poll**" ) to constitute the issue of 168,896,809 detachable Warrants, the rights to allotment of which was issued together with the Loan Stocks (as defined in the Principal Deed Poll) wherein each Warrant carries the right to subscribe for one (1) new stock unit at the Exercise Price during the Exercise Period, more particularly referred to and subject to the terms and conditions contained in the Principal Deed Poll.
- (B) The Expiry Date of the Warrants is on the 28<sup>th</sup> August 2003. The Principal Deed Poll expressly permits the extension of the Exercise Period under Condition 10 of the Principal Deed Poll subject to the relevant regulations and approval of all relevant authorities, Stockholders and Warrantheolders of ASB, as shall be required at the relevant time.
- (C) The Company proposes to extend the Expiry Date and Exercise Period of the Warrants by five (5) years from 28<sup>th</sup> August 2003 up to and including the 28<sup>th</sup> August 2008 (hereinafter referred to as "**the 1<sup>st</sup> Extension**") and thereafter the option to extend the exercise period for a further period of two (2) years expiring on 28<sup>th</sup> August 2010 (hereinafter referred to as "**the Further Extension**").
- (D) Subsequent to the 1<sup>st</sup> Extension, the Further Extension will only be implemented by the Company if the weighted average price of the Company's stock units quoted on the Kuala Lumpur Stock Exchange (hereinafter called "**KLSE**") is not more than twenty per centum (20%) over the Exercise Price of RM1.00 per ASB stock unit for any period of thirty (30) consecutive days during the six (6)-month period preceding 28<sup>th</sup> May 2008, being three (3) months prior to the proposed Expiry Date under the 1<sup>st</sup> Extension i.e. for the period between 29<sup>th</sup> November 2007 to 28<sup>th</sup> May 2008 (hereinafter referred to as "**the Condition for Further Extension**").
- (E) The Securities Commission (hereinafter called "**SC**") has approved the Proposed Extension of the Warrants on the 9<sup>th</sup> day of June, 2003 on the basis inter alia that:-
  - (i) ASB shall comply with the relevant requirements as announced by SC on the 30<sup>th</sup> October 1998 and the legal opinion by M/s Jin & Co. dated the 16<sup>th</sup> April 2003;
  - (ii) ASB shall insert a clause in the Supplemental Deed Poll inter alia providing that notification of the extension will be despatched to the Warrantheolders thirty (30) days prior to the expiry of the Warrants;
  - (iii) ASB is required to disclose clearly in the Circular to be issued to the Stockholders/Warrantheolders and in the Supplemental Deed Poll the following:-
    - (a) the terms and conditions including the mechanism for the Further Extension;
    - (b) the legal opinion by Messrs. Jin & Co.; and
  - (iv) ASB is required to ensure that a timely and appropriate announcement is made to the KLSE for the implementation of the extension(s).

- (F) By a Circular dated the 16<sup>th</sup> June 2003 issued by ASB to the Stockholders and/or Warrantheolders the terms and conditions including the mechanism for the 1<sup>st</sup> and Further Extension were clearly explained and the legal opinion by Messrs. Jin & Co dated the 16<sup>th</sup> April 2003 was duly disclosed under Appendix 1 of the aforesaid Circular.
- (G) By the Special Resolution of the Warrantheolders duly passed on the 23<sup>rd</sup> day of July, 2003 approval was given to the Board of Directors of the Company to effect the extension of the Expiry Date and Exercise Period of the Warrants in the manner prescribed by Recital (C) above.
- (H) By the Special Resolution of the stockholders of the Company duly passed on the 9<sup>th</sup> day of July, 2003 approval was given to the Board of Directors of the Company to enter into this Supplemental Deed Poll in respect of the Proposed Extension (as defined below).
- (I) The Board of Directors of the Company has on the 24<sup>th</sup> day of July, 2003 approved this Supplemental Deed Poll and has authorised the execution of this instrument by way of a supplement to the Deed Poll under the Common Seal of the Company in connection with the proposed amendments herein to cater for the Proposed Extension (as defined below).

**NOW THIS SUPPLEMENT TO THE DEED POLL WITNESSETH** as follows :-

**1. EXPRESSIONS**

In this Supplemental Deed Poll, save and except when the context otherwise requires or as expressly provided herein, the expressions which have been defined in the Principal Deed Poll shall have the meanings set out hereunder and adopted for use herein.

**2. AMENDMENTS TO PRINCIPAL DEED POLL**

In consideration of the premises herein contained, the Company hereby agrees and declares that the following modification to the Warrants or Principal Deed Poll is hereby effected by the Company with the consent of the Warrantheolders and the terms of the Warrants or Principal Deed Poll shall be deemed and treated as having been amended and/or modified in the following manner with immediate effect:-

**2.1 Definitions Varied**

- (a) The following definitions appearing in the Principal Deed Poll, the Warrant's Conditions at the Second Schedule (Part III) and wherever appearing in the Principal Deed Poll shall have the following new meanings shown opposite it:-

<u>Definitions Varied</u>	<u>Variation</u>
Exercise Period	The period commencing on and including the date of the issue of the Warrants and ending at the close of business at 5.00 p.m. in Malaysia on a date being <del>three</del> eight (3) (8) years from the date of the issue of the Warrants <u>up to and including the 28<sup>th</sup> August 2008 subject to the Further Extension upon occurrence of the Condition for Further Extension;</u>
Expiry Date	At the close of business at 5.00 p.m. in Malaysia being a date following <del>three</del> eight (3) (8) years <u>(upon expiry of the 1<sup>st</sup> Extension) or ten (10) years (if the Condition for Further Extension has occurred)</u> from the Issue Date of the Warrants <u>up to and including the 28<sup>th</sup> August 2008 or 28<sup>th</sup> August 2010 respectively</u> provided that if such date does not fall on a Market Day, then the Exercise Period shall be deemed to expire on the Market Day immediately preceding such date.

- (b) There shall be the following new definitions included in the Principal Deed Poll comprising the following expressions used in this Supplemental Deed Poll:-

New Definitions

1 <sup>st</sup> Extension	The first extension period of five (5) years from the 28 <sup>th</sup> August 2003 up to and including 28 <sup>th</sup> August 2008;
Further Extension	Subject to the occurrence of the Condition for Further Extension, the next extension period of two (2) years expiring on the 28 <sup>th</sup> August 2010;
Condition for Further Extension	The basis for the Further Extension which is dependent upon the occurrence of the events stated at Recital (D) above;
Proposed Extension	The Proposed Extension of the Warrants in the manner of the 1 <sup>st</sup> Extension and Further Extension collectively.

**2.2 Clause 6.1 - amended**

Reference to the approval of the KLSE being required in respect of any modification to the Principal Deed Poll or rights attaching to the Warrants at Clause 6.1 of the Principal Deed Poll or wherever appearing shall be deemed amended by including the words “(if required)” wherever reference is made to the approval of KLSE being needed.

**2.3 Conditions - amended**

Reference to the approval of the KLSE being required in respect of any modification to the Principal Deed Poll or the rights for the time being attached to the Warrants at Conditions 7.2, 9.1 and 10.1 or wherever appearing in the Conditions of the Warrants at Second Schedule (Part III) of the Principal Deed Poll shall be deemed amended by including the words “(if required)” after the words “subject to the approval of the KLSE”, wherever appearing.

**3. COVENANTS**

Aside from the provisions of the Principal Deed Poll the Company further covenants to comply with the following provisions of this Supplemental Deed Poll:-

**3.1 Endorsement By Memorandum**

To endorse a memorandum of this Supplemental Deed Poll on the Principal Deed Poll.

**3.2 Notice of Modification**

To provide notice of modification of the Principal Deed Poll by this Supplemental Deed Poll by advertisement of such notice in a daily newspaper circulating generally throughout Malaysia and by sending it by post to the Warrantholders in the manner provided by Condition 13 of the Principal Deed Poll and the Articles of Association of the Company.

**3.3 Notice of Extension**

To send to each of the Warrantholders a notice of extension of the Warrants at least thirty (30) days prior to the Expiry Date and such notice shall also be advertised in a local daily newspaper circulating in Malaysia.

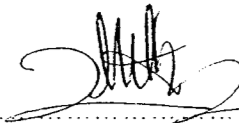
**4. EFFECTS**


Save and except for the foregoing modifications and amendments made herein, each and every term and condition contained in the Principal Deed Poll shall continue to have full force and effect and the Principal Deed Poll shall be read in conjunction with this Supplemental Deed Poll with the foregoing amendments which shall be deemed to apply with immediate effect and operate mutates mutandis with effect from the date of signing of this Supplemental Deed Poll.



IN WITNESS WHEREOF the Company has hereunto affixed its Common Seal in the presence of its respective officers duly authorised the day and year first abovewritten .

The execution of this instrument by )  
**ADVANCE SYNERGY BERHAD** )  
(1255-D) was duly effected in a manner )  
authorised by its constitution under the )  
Common Seal of the Company which )  
said Common Seal was hereunto affixed )  
in the presence of : )

  
.....  
Director

  
.....  
Director/Secretary

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