

## Further Information

### 1. Responsibility Statement

The Board has seen and approved this Circular. The members of the Board collectively and individually accept full responsibility for the accuracy of the information contained in this Circular. 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 Circular misleading.

No representation with regard to the information on three subsidiaries of the Company namely, Kedah Marble Sdn Bhd (KMSB), Advance Synergy Furniture Sdn Bhd (ASF) and Syarikat Fit & Weld Engineering (M) Sdn Bhd (SFWE), are made in this Circular due to the following factors:

- The Company does not exercise any significant influence over the Board of Directors of KMSB. Management control of KMSB is exercised by the minority shareholders pursuant to a Shareholders' Agreement. Furthermore, there is a proposed disposal of ASB's equity interest in KMSB to the minority shareholders. The financial statements of KMSB have been excluded from the consolidated financial statements of ASB since 1994 and effective from the financial year ended 31 December 2000, the Company's investment in KMSB has been treated as a simple investment. A Winding-Up Petition dated 25 March 2002 was served on KMSB, on or about 19 April 2002, by Malaysia Airports Sdn Bhd, a trade creditor of KMSB. On 11 June 2003, a Winding-up Order was granted by the Kuala Lumpur High Court and the Official Receiver was appointed the Provisional Liquidator.
- With regard to ASF, a wholly-owned subsidiary of Excellent Arch Sdn Bhd, which in turn is a wholly-owned subsidiary of ASB, two Special Administrators (SA) have been appointed by Pengurusan Danaharta Nasional Berhad on 9 September 1999. On 24 October 2002, the SA were terminated with the appointment of a Liquidator. Since the appointment of the SA, the Company has been unable to exercise any further control over ASF.
- A Notice of Winding-up Petition dated 8 April 2000 was served on SFWE, a 70%-owned subsidiary of Nagapura Management Corporation Sdn Bhd, which in turn is a wholly-owned subsidiary of ASB, by the Malaysian Government. On 15 September 2000, a Winding-up Order was granted by the Kuala Lumpur High Court and served on SFWE on 16 November 2001. A Provisional Liquidator was appointed on 15 September 2000.

### 2. Consent

SIBB, SBI E2, SBI E2-Capital Securities Pte Ltd and CLSA have given and have not subsequently withdrawn their written consents to the inclusion in this Circular of their names and all references thereto in the form and manner in which they so appear.

### 3. Material Litigation

#### ASB Group

Save as disclosed below, ASB and/or its subsidiaries are not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of ASB and/or its subsidiaries and the Directors of ASB are not aware of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position or business of ASB and/or its subsidiaries:

- (i) On 29 November 1993, the Company received a notice of a legal action taken by a stockholder, Mr V. Balakrishnan, who is disputing the basis of determining the entitlement to the bonus issue carried out by the Company in 1993. The suit was struck out by the Senior Assistant Registrar on ASB's application on 30 September 1997. However, Mr V. Balakrishnan has appealed to the Judge in Chambers and on 12 April 2002, the High Court allowed the Petitioner's appeal against the Company, with costs both in respect of the appeal and the hearing before the Senior Assistant Registrar. The Company has on 2 May 2002 lodged an appeal to the Court of Appeal against the High Court's decision given on 12 April 2002, which is still pending. Although the final outcome of this matter is currently uncertain, the Directors are of the opinion that the legal suit has no merit and will not succeed.
- (ii) A third party action was filed by American Home Assurance Company (AHA) on 24 October 2002 against Rewardstreet.com (Malaysia) Sdn Bhd, a wholly-owned subsidiary of iSynergy Sdn Bhd which in turn is a 51%-owned subsidiary of ASB. AHA is sued as a Defendant in the main suit filed by Ultra Dimension Sdn Bhd as Plaintiff for, inter alia, the alleged infringement of their copyright via the AHA Privilege Cash-In Rebate Cards. An application filed by Rewardstreet.com (Malaysia) Sdn Bhd to strike-out the third party action by AHA on the basis that the Defendant was responsible for the design and that no cause of action lay against Rewardstreet.com (Malaysia) Sdn Bhd, was not successful. The matter is fixed for case management on 30 October 2003. The solicitors are of the opinion that the outcome may be favourable.

#### UCHL

The Directors of UCHL have confirmed that UCHL is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of UCHL and the Directors of UCHL are not aware of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position or business of UCHL. Presently, UCHL does not have any subsidiary.

### 4. Material Contracts

#### ASB Group

Save as disclosed below, ASB and/or its subsidiaries have not entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business) during the two (2) years immediately preceding the date of this Circular:

- (i) A sale and purchase agreement dated 10 January 2002 entered into between Advance Synergy Capital Berhad (ASC) (as vendor) together with the 6 other remaining vendors and Kumpulan Powernet Berhad (as purchaser) whereby ASC disposed its entire shareholding of 7,915,000 ordinary shares of RM1.00 each representing 23.77% equity interest in Powernet Industries Sdn Bhd for a sale consideration satisfied by an issuance of 8,152,064 new ordinary shares of RM1.00 each in Kumpulan Powernet Berhad which was completed on 10 January 2002;

- (ii) A sale and purchase agreement dated 23 February 2002 entered into between ASC and Mr Lau Chan Seng (as guarantor and vendor) together with 6 other vendors for the acquisition by ASC of the entire equity interest comprising 7,915,000 ordinary shares of RM1.00 each in Konsortium Bas Ekspres Semenanjung (M) Sdn Bhd (KBES) for a total cash consideration of RM65,389,000 (Proposed KBES Acquisition by ASC). The Proposed KBES Acquisition by ASC was rescinded on 13 November 2002;
- (iii) A sale and purchase agreement dated 19 March 2002 entered into between ASC with Super Trans Capital Sdn Bhd (as vendor) and Mr Lau Chan Seng (as guarantor) for the acquisition by ASC of the entire equity interest comprising 5,000,000 ordinary shares of RM1.00 each in Super Trans Corporation Sdn Bhd (STC) for a total cash consideration of RM21,604,000 (Proposed STC Acquisition by ASC). The Proposed STC Acquisition by ASC was rescinded on 19 March 2003;
- (iv) A supplemental agreement dated 22 March 2002 entered into between WMSB and WTL to vary certain terms of the sale and purchase agreement dated 26 May 2001 entered into between WMSB and WTL for the acquisition of 70% equity interest in both UCSB and UCPL (Proposed UCSB and UCPL Acquisitions) which was completed on 29 August 2002;
- (v) A supplemental agreement dated 24 April 2002 entered into between ASB and ASC to vary certain terms of the sale and purchase agreement dated 13 July 2001 in relation to the acquisition by ASC of 49,000,000 ordinary shares of RM1.00 each representing 49% equity interest in ACE Synergy Insurance Berhad (ACE Synergy) for a total cash consideration of RM71,000,000 (Proposed ACE Synergy Disposal). The Proposed ACE Synergy Disposal was completed on 15 January 2003;
- (vi) A supplemental agreement dated 6 May 2002 entered into between ASC with STC and Mr Lau Chan Seng to suspend, vary and supplement the sale and purchase agreement dated 19 March 2002 in relation to the Proposed STC Acquisition by ASC. The Proposed STC Acquisition by ASC was rescinded on 19 March 2003;
- (vii) A supplemental agreement dated 6 May 2002 entered into between ASC and Mr Lau Chan Seng together with 6 other vendors to vary and supplement the sale and purchase agreement dated 23 February 2002 in relation to the Proposed KBES Acquisition by ASC. The Proposed KBES Acquisition by ASC was rescinded on 13 November 2002;
- (viii) A letter dated 17 May 2002 issued by WMSB to WTL to extend the period for fulfilment of conditions precedent and payment period with regard to the Proposed UCSB and UCPL Acquisitions which was completed on 29 August 2002;
- (ix) A supplemental agreement dated 29 August 2002 entered into between WMSB and WTL to vary the quantum, time of making the second payment and the manner of completion in respect of the Proposed UCSB and UCPL Acquisitions. The Proposed UCSB and UCPL Acquisitions was completed on 29 August 2002;
- (x) A letter dated 29 November 2002 issued by ASC to ASB to agree to a variation of payment terms of the Proposed ACE Synergy Disposal. The Proposed ACE Synergy Disposal was completed on 15 January 2003;
- (xi) A share subscription agreement dated 8 May 2003 entered into between ASC, Hicom Australia Pty Ltd (Hicom Australia) and Frank Michael Turrisi to subscribe for 615,000 new ordinary shares of RM1.00 each in Quality Bus & Coach (M) Sdn Bhd (*formerly known as Comfort Solution Sdn Bhd*) (QBC) for a cash consideration of RM615,000 representing 51% of the enlarged issued and paid-up share capital of QBC;

- (xii) A sale and purchase agreement dated 3 June 2003 entered into between AESBI Power Systems Sdn Bhd, a wholly-owned subsidiary of ASC with Lion Suzuki Motor Sdn Bhd to purchase a piece of freehold land upon which is erected various buildings comprising two (2) four and a half storey (including a mezzanine floor) office buildings, one (1) single storey detached building with a mezzanine floor and one (1) single storey detached building at No. 72, Persiaran Jubli Perak, Lion Industrial Park, Section 22, Shah Alam for a total cash consideration of RM29,000,000;
- (xiii) Supplemental deed poll dated 24 July 2003 executed by ASB constituting the Warrants 2000/2003, amending inter-alia, the exercise period and expiry date in the Deed Poll;
- (xiv) A further supplemental agreement dated 25 September 2003 entered into between WMSB and WTL to vary certain terms and conditions of the supplemental agreement dated 29 August 2002 in relation to the Proposed UCSB and UCPL Acquisitions which were completed on 29 August 2002, pursuant to the Proposed Listing; and
- (xv) A share sale deed dated 16 October 2003 entered into between ASC and Deanne Marie Turrisi for the acquisition by ASC of 10 "A" class shares with par value of Australian Dollar (AUD)1.00 each, representing 50% of the equity interest in Hicom Australia for a total cash consideration of AUD 10 (equivalent to RM26).

#### **UCHL**

The Directors of UCHL have confirmed that UCHL has not entered into any contract which is or may be material (not being contracts entered into in the ordinary course of business) since its incorporation on 27 December 2002.

#### **5. Documents for Inspection**

Copies of the following documents are made available for inspection between 9.00 a.m. and 5.00 p.m. from Monday to Friday (except on public holidays) at the Registered Office of the Company at Level 3A (Tower Block), Menara Milenium, No. 8, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur from the date of this Circular up to and including the date of the EGM:

- (a) Memorandum and Articles of Association of ASB, UCHL, UCSB and UCPL;
- (b) Audited consolidated financial statements of ASB for the two (2) financial years ended 31 December 2002 and the unaudited results for the six (6)-month period ended 30 June 2003;
- (c) Audited consolidated financial statements of UCSB and UCPL for the two (2) financial years ended 31 December 2002 and the unaudited results for the six (6)-month period ended 30 June 2003;
- (d) Audited financial statements of UCHL for the financial period ended 31 December 2002;
- (e) Letters of consent referred to in Section 2 above;
- (f) Writs of summon and statements of claim referred to in Section 3 above; and
- (g) Material contracts referred to in Section 4 above.



**ADVANCE SYNERGY BERHAD**

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

**Notice of Extraordinary General Meeting**

Notice is hereby given that an Extraordinary General Meeting of Advance Synergy Berhad (ASB or Company) will be held at **Dewan Thai, City Villa Kuala Lumpur, 69, Jalan Haji Hussein, 50300 Kuala Lumpur on Wednesday, 12 November 2003 at 10.30 a.m.** or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED LISTING OF UNIFIED COMMUNICATIONS HOLDINGS LIMITED (UCHL), THE PROPOSED INVESTMENT HOLDING COMPANY FOR SUBSIDIARY COMPANIES OF ADVANCE SYNERGY BERHAD (ASB), NAMELY UNIFIED COMMUNICATIONS SDN BHD (UCSB) AND UNIFIED COMMUNICATIONS PTE LTD (UCPL), ON THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (PROPOSED LISTING)**

**"THAT**, subject to the approvals of all relevant authorities, both in Malaysia and Singapore, including the approval-in-principle of the Singapore Exchange Securities Trading Limited (SGX) for the admission to the Official List of the SGX of such number of ordinary shares in UCHL at par value to be determined and for permission to deal in and for listing of and quotation for the entire enlarged issued and fully paid-up share capital of UCHL, approval be and is hereby given for the proposed listing of the entire enlarged issued and fully paid-up share capital of UCHL on the SGX which involves UCHL acquiring the entire issued and fully paid-up share capital of UCSB and UCPL comprising 1,000,200 ordinary shares of RM1.00 each and 1,000,000 ordinary shares of SGD1.00 each respectively from Worldwide Matrix Sdn Bhd (WMSB), a wholly-owned subsidiary of ASB, Primeace Holdings Sdn Bhd (Primeace) and Mr Wong Tze Leng for a total purchase consideration of SGD22,525,812 based on the aggregate proforma consolidated unaudited net tangible assets of UCSB and UCPL as at 30 June 2003 of SGD22,525,812 or equivalent to RM48,725,584 (based on an exchange rate of SGD1 = RM2.1631 as at 30 June 2003) to be satisfied via the issuance of 22,525,812 ordinary shares of SGD1.00 each in UCHL at par, **AND THAT**, following the acquisitions of UCSB and UCPL, UCHL will undertake a share consolidation and share split exercise involving the entire 22,525,814 ordinary shares of SGD1.00 each in UCHL into such number of ordinary shares at such par value to be determined later (UCHL Shares), and to undertake to implement a public issue of such number of new UCHL Shares at an issue price to be determined by the Board of Directors of UCHL, and an offer for sale by WMSB and Primeace of such number of UCHL Shares at an offer price to be determined at a later date by the respective Board of Directors of WMSB, Primeace and UCHL **AND THAT**, WMSB shall be authorised to grant options to certain key members of the management comprising executive directors and senior management of the proposed UCHL Group (i.e. UCHL and its subsidiaries upon completion of the restructuring exercise to be undertaken prior to the Proposed Listing) via a Management Performance Incentive, the rights to purchase up to such number of UCHL Shares representing up to 5% of WMSB's shareholding in UCHL after the Proposed Listing, at the same price as the issue/offer price for the Proposed Listing to be determined at a later date **AND FURTHER THAT**, the Directors be and are hereby authorised with full power to assent to any conditions, modifications, revaluations, variations and/or amendments including compliance with any conditions imposed by the relevant authorities and generally to enter into for and on behalf of the Company any such agreements and arrangements and to do all acts and things that they consider necessary and expedient in the best interests of the Company to give effect to the Proposed Listing and Management Performance Incentive."

By order of the Board

Sng Ngiap Koon  
Secretary

Kuala Lumpur  
27 October 2003

Notes:

1. A member of the Company entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Central Depositories Act, 1991 may appoint one (1) proxy in respect of each securities account it holds with stock units of the Company standing to the credit of the said securities account.
3. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney duly authorised and in the case of a corporation, the instrument appointing a proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 3A (Tower Block), Menara Milenium, No. 8, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any other adjournment thereof.



**ADVANCE SYNERGY BERHAD**

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

**PROXY FORM FOR EXTRAORDINARY GENERAL MEETING**

Number of stock units held

Please refer to the notes below before completing this Proxy Form.

I/We .....  
(full name in block letters)

NRIC/Company No. .... or CDS Account No. ....  
(for nominee companies only)

of .....  
(full address)

being a stockholder/stockholders of Advance Synergy Berhad, hereby appoint .....

..... NRIC No. ....  
(full name in block letters)

of .....  
(full address)

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Dewan Thai, City Villa Kuala Lumpur, 69, Jalan Haji Hussein, 50300 Kuala Lumpur on Wednesday, 12 November 2003 at 10.30 a.m. or any adjournment or postponement (as the case may be) thereof.

My/Our proxy is to vote on the resolution as indicated by an X in the appropriate space below. If no indication is given, my/our proxy shall vote or abstain as he/she thinks fit.

Resolution	FOR	AGAINST
Ordinary Resolution – Proposed Listing		

Dated this ..... day of ..... 2003

.....  
Signature(s) of stockholder(s)

**Notes:**

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3. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney duly authorised and in the case of a corporation, the instrument appointing a proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
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