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**INFORMATION ON ASB (Continued)**


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**4.2 Substantial Shareholders**

Based on the Register of Substantial Shareholders, the substantial shareholders of ASB (holding 5% or more of the issued and paid-up capital) and their respective shareholdings as at the LPD are as follows:

Shareholders	< ----- Direct ----- >		<----- Indirect ----->	
	No. of ASB Shares	%	No. of ASB Shares	%
Dato' Ahmad Sebi Bakar	15,203,509	3.29	89,057,609 <sup>1</sup>	19.28
Suasana Dinamik Sdn Bhd	77,518,599	16.78	-	-

Note:

<sup>1</sup> Deemed interested by virtue of his interest in Suasana Dinamik Sdn Bhd and Bright Existence Sdn Bhd pursuant to Section 6A of the Act.

**5. SUBSIDIARY AND ASSOCIATED COMPANIES**

The subsidiary and associated companies of ASB as at the LPD are as follows:

Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
<b>Subsidiaries of ASB</b>				
ASCAP	10.01.1994; Malaysia	156,860,835	88.71	Investment holding and provision of management services
iSynergy Sdn Bhd*	07.08.1995; Malaysia	12,250,000	76.73	Provision of payment related products and services
Alangka-Suka Hotels & Resorts Berhad	31.03.1994; Malaysia	119,443,000	100.00	Investment holding
Calmford Incorporated	13.05.1997; British Virgin Islands	USD2	100.00	Investment holding
Advance Synergy Properties Sdn Bhd	08.10.1994; Malaysia	2	100.00	Investment holding
Advance Synergy Realty Sdn Bhd	30.04.1980; Malaysia	18,143,373	100.00	Property development
Ausborn Sawmill Sdn Bhd	12.11.1979; Malaysia	2,000,000	100.00	Inactive
Bornion Sawmill Sdn Bhd	26.04.1979; Malaysia	2,000,000	100.00	Inactive
Excellent Arch Sdn Bhd	11.12.1992; Malaysia	2	100.00	Investment holding
Excellent Display Sdn Bhd	11.01.1993; Malaysia	2	100.00	Investment holding

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**INFORMATION ON ASB (Continued)**


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Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
Nagapura Management Corporation Sdn Bhd	06.03.1986; Malaysia	250,000	100.00	Provision of management services
Sadong Development Sdn Bhd	26.05.1981; Malaysia	5,000,000	100.00	Property development, management and rental of properties
Synergy Gold Incorporated	01.05.1996; British Virgin Islands	USD2	100.00	Investment holding
Synergy Petroleum Incorporated	03.05.1995; British Virgin Islands	USD2	100.00	Investment holding
Alam Samudera Corporation Sdn Bhd	17.01.1995; Malaysia	300,000	100.00	Inactive
Advance Synergy Timber Sdn Bhd	20.10.1994; Malaysia	2	100.00	Dormant
Worldwide Matrix Sdn Bhd	05.04.2001; Malaysia	2	100.00	Investment holding
P.T. Asbindo Infocitra	24.01.1995; Republic of Indonesia	Indonesian Rupiah 500,000,000	51.00	Inactive
Strategic Research & Consultancy Sdn Bhd	16.09.2002; Malaysia	2	100.00	Inactive
Diversified Gain Sdn Bhd	07.01.1997; Malaysia	6,000,000	100.00	Investment holding
Synergy Cards Sdn Bhd <sup>#</sup>	15.03.2005; Malaysia	10,000,000	76.73	Provision of designated payment instruments and products
<b>Subsidiaries of ASCAP</b>				
ASC Equities Sdn Bhd	20.02.1997; Malaysia	5,000,000	88.71	Investment holding and venture capital
ASC Credit Sdn Bhd	29.12.1997; Malaysia	2,000,000	88.71	Credit and leasing
Triton-K Sdn Bhd	01.10.2001; Malaysia	3,000,000	88.71	Management services
Triton Khidmat Sdn Bhd	28.07.2001; Malaysia	200,000	88.71	Provision of manpower management services
Triton Engineering Sdn Bhd	10.10.2001; Malaysia	2,000,000	88.71	Provision of bus repair and maintenance services
Triton Commuter Sdn Bhd	27.08.2001; Malaysia	200,000	88.71	Provision of stage bus services

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**INFORMATION ON ASB** *(Continued)*


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Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
Triton Express Sdn Bhd	05.06.2001; Malaysia	200,000	88.71	Provision of express bus services
Triton Feeder Services Sdn Bhd	18.06.2002; Malaysia	200,000	88.71	Dormant
Triton Terminal Management Sdn Bhd	20.06.2002; Malaysia	2	88.71	Dormant
Triton Excursions Sdn Bhd	13.06.2002; Malaysia	2	88.71	Dormant
Triton Synergy Holdings Sdn Bhd	26.06.2002; Malaysia	2	88.71	Dormant
Triton Express Holdings Sdn Bhd	11.07.2002; Malaysia	2	88.71	Dormant
AESBI Power Systems Sdn Bhd	20.03.1995; Malaysia	3,000,000	88.71	Property investment and management services
Quality Bus & Coach (M) Sdn Bhd	23.09.2002; Malaysia	1,206,000	54.11	Design, building and fabrication of coaches
<b>Subsidiary of Triton Express Sdn Bhd</b>				
Triton Express (S) Pte Ltd	20.11.2002; Singapore	SGD2	88.71	Dormant
<b>Associated companies of ASCAP</b>				
SIBB Berhad <i>(formerly known as Southern Investment Bank Berhad)</i>	14.04.1988; Malaysia	77,900,000	17.74	Investment dealing
Kumpulan Powernet Berhad	03.02.1997; Malaysia	56,375,000	17.74	Investment holding
ACE Synergy Insurance Berhad	26.10.1995; Malaysia	100,000,000	43.47	Underwriting of general insurance business
Quality Bus & Coach Pty Ltd <i>(formerly known as Hicom Australia Pty Ltd)</i>	15.12.1997; Australia	AUD 20 "A" class shares	44.36	Design, building and fabrication of coaches
<b>Subsidiaries of iSynergy Sdn Bhd</b>				
Cosmocourt.com (Malaysia) Sdn Bhd	18.03.1996; Malaysia	500,000	76.73	Inactive
Rewardstreet.com (Malaysia) Sdn Bhd	18.03.1996; Malaysia	500,000	76.73	Inactive

## INFORMATION ON ASB (Continued)

Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
Datakey Sdn Bhd	15.05.1999; Malaysia	2	76.73	Dormant
<b>Subsidiaries of Alangka-Suka Hotels &amp; Resorts Berhad</b>				
Asbina Hotel & Property Sdn Bhd	25.01.1995; Malaysia	15,200,000	100.00	Leasehold owner of Holiday Villa Hotel & Suites Phnom Penh
Alor Setar Holiday Villa Sdn Bhd	23.02.1995; Malaysia	12,170,000	100.00	Operates Holiday Villa Hotel & Suites Alor Setar
Cherating Holiday Villa Berhad	26.04.1984; Malaysia	4,260,000	100.00	Operates Holiday Villa Beach Resort Cherating
Langkawi Holiday Villa Sdn Bhd	02.11.1989; Malaysia	14,000,000	100.00	Operates Holiday Villa Beach Resort & Spa Langkawi
Mayor Hotels Berhad	12.11.1988; Malaysia	19,500,000	100.00	Owens and operates City Villa Kuala Lumpur
Grand Hotel Sudan Limited	08.05.1997; British Virgin Islands	USD2	100.00	Leasehold owner of Grand Holiday Villa Hotel & Suites Khartoum
Alangka-Suka International Limited	28.08.1996; British Virgin Islands	USD2	100.00	Investment holding
Antara Holiday Villas Sdn Bhd	12.06.1990; Malaysia	100,000	100.00	Provision of hotel management services
Holiday Villas International Limited	18.09.1996; British Virgin Islands	USD2	100.00	Hotel management services
Holiday Villa Travel & Tours Sdn Bhd	11.02.1988; Malaysia	250,000	100.00	Hiring of limousines
Holiday Villa Subang Sdn Bhd	23.02.1995; Malaysia	2	100.00	Dormant
Super Leisure Sdn Bhd	26.10.1993; Malaysia	100	100.00	Restaurant management
<b>Associated companies of Alangka-Suka Hotels &amp; Resorts Berhad</b>				
Suntop Corporation Sdn Bhd	08.02.1988; Malaysia	205,000	40.00	Inactive
Holiday Villa Kuala Lumpur Sdn Bhd	12.03.2007; Malaysia	9,000,000	40.00	Investment holding

## INFORMATION ON ASB (Continued)

Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
Holiday Villa Hotels & Resorts Sdn Bhd <b>Subsidiary of Asbina Hotel &amp; Property Sdn Bhd</b>	20.04.2007; Malaysia	10	40.00	Dormant
Asbina Hotel & Property (Cambodia) Pte Ltd <b>Subsidiaries of Alangka-Suka International Limited</b>	09.12.1996; Kingdom of Cambodia	Cambodian Riel 2,025 million	100.00	Operates Holiday Villa Hotel & Suites Phnom Penh
Asbina Shenzhen Limited	28.08.1996; British Virgin Islands	USD100	90.00	Dormant
Grand Holiday Villa Khartoum Co Ltd	18.11.1996; Republic of Sudan	Sudanese Dinar 10,767,120	100.00	Operates Grand Holiday Villa Hotel & Suites Khartoum
Interwell Management Limited	04.05.1994; England and Wales	GBP2	100.00	Dormant
Larkwood Assets Limited	01.07.1997; British Virgin Islands	USD2	100.00	Investment holding
Launceston Developments Limited	01.07.1997; British Virgin Islands	USD2	100.00	Investment holding
P.T. Diwangkara Holiday Villa Bali <b>Subsidiaries of Holiday Villas International Limited</b>	14.05.2003; Republic of Indonesia	USD 100,000	90.00	Operates and manages Diwangkara Holiday Villa Beach Resort Bali and Holiday Villa Hotel Wina Kuta
Holiday Villa (UK) Ltd	13.03.1997; England and Wales	GBP1	100.00	Operates Holiday Villa Hotel & Suites London
Holiday Villa China International Limited	01.07.1997; British Virgin Islands	USD100	70.00	Hotel management services
Holiday Villa Middle East Limited	29.04.1997; British Virgin Islands	USD10	70.00	Hotel management services

## INFORMATION ON ASB (Continued)

Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
<b>Subsidiaries of Larkwood Assets Limited</b>				
Alangka-Suka Australia Pty Ltd	31.10.2003; Australia	AUD100	100.00	Owns and operates Manor House Boutique Hotel Sydney
Holiday Villa Australia Pty Ltd	12.11.2003; Australia	AUD2	100.00	Hotel management services
<b>Subsidiary of Holiday Villa China International Limited</b>				
Changshu Holiday Villa Hotel Management Co, Ltd	04.06.2004; People's Republic of China	USD 100,000	70.00	Hotel management services
<b>Subsidiaries of Calmford Incorporated</b>				
Advansa Pty Ltd	13.02.1996; Australia	AUD 4,700,002	100.00	Manufacturing and marketing of builder hardware products
Home Cinema Studio Pty Ltd	08.07.2002; Australia	AUD10	100.00	Retailer of home entertainment products
Advansa Sdn Bhd (formerly known as Visage Synergy Sdn Bhd)	11.12.1995; Malaysia	100	100.00	Dormant
<b>Subsidiary of Advance Synergy Properties Sdn Bhd</b>				
Synergy Realty Incorporated	04.04.1996; British Virgin Islands	USD2	100.00	Inactive
<b>Subsidiary of Synergy Realty Incorporated</b>				
Builderworks Pty Ltd	24.02.1997; Australia	AUD100	100.00	Inactive
<b>Subsidiary of Excellent Arch Sdn Bhd</b>				
Advance Synergy Furniture Sdn Bhd	13.02.1991; Malaysia	27,030,256	100.00	In liquidation

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**INFORMATION ON ASB** *(Continued)*


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Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
<b>Subsidiaries of Nagapura Management Corporation Sdn Bhd</b>				
Xgo Teknik Sdn Bhd	09.12.1999; Malaysia	2,000,000	100.00	Inactive
Syarikat Fit and Weld Engineering (M) Sdn Bhd	24.02.1982; Malaysia	735,000	70.00	In liquidation
Acrylic Synergy Sdn Bhd	05.03.1990; Malaysia	4,082,002	81.00	Inactive
<b>Subsidiary of Sadong Development Sdn Bhd</b>				
Hotel Golden Dragon Sdn Bhd	01.11.1975; Malaysia	3,060,015	95.00	Property development
<b>Subsidiary of Hotel Golden Dragon Sdn Bhd</b>				
Simpang Tiga Realty Sdn Bhd	03.01.1980; Malaysia	18,000	95.00	Property development
<b>Subsidiary of Worldwide Matrix Sdn Bhd</b>				
Unified Communications Holdings Limited	27.12.2002; Singapore	SGD 31,947,814	58.30	Investment holding and the provision of management services
<b>Subsidiaries of Unified Communications Holdings Limited</b>				
Unified Communications Sdn Bhd	24.03.1998; Malaysia	1,000,200	58.30	Research and development, software engineering, system integration, project management and maintenance and support services for the telecommunications industry
Unified Communications Pte Ltd	28.05.1998; Singapore	SGD 11,000,000	58.30	Distribution of telecommunications products, the design and development of telecommunications solutions, project management and maintenance and support services for the telecommunications industry

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**INFORMATION ON ASB (Continued)**


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<b>Name of company</b>	<b>Date/place of incorporation</b>	<b>Issued and paid-up capital (RM)</b>	<b>Effective equity interest %</b>	<b>Principal activities</b>
Unified Communications (OSS) Sdn Bhd	13.01.2009; Malaysia	100	58.30	Investment holding
Unified Communications (OHQ) Sdn Bhd	13.01.2009; Malaysia	100	58.30	Operational headquarter for Unified Communications Holdings Limited group of companies
<b>Subsidiaries of Unified Communications Sdn Bhd</b>				
AttrixTech Sdn Bhd	06.03.2002; Malaysia	2	58.30	Distribution of information technology and telecommunications products
Unified Communications (Shenzhen) Private Limited	23.03.2005; People's Republic of China	USD 390,000	58.30	Distribution of telecommunications products, development of localised telecommunications solutions and maintenance and support services for the telecommunications industry
Attrix Technology Pte Ltd	21.12.2001; Singapore	SGD 100,000	58.30	Distribution of information technology and telecommunications products
<b>Subsidiaries of Unified Communications Pte Ltd</b>				
Unified Communications Limited	05.07.1999; Hong Kong	HKD10,000	29.73	Distribution of telecommunications products, the design and development of telecommunications solutions, project management and maintenance and support services for the telecommunications industry
Unified Communications (Private) Limited	15.10.2008; Pakistan	Pakistan Rupee 500,000	58.30	Provision of telecommunications products, technology and customised solutions to telecommunication operators, service providers and enterprises



## INFORMATION ON ASB (Continued)

Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
Unified (Thailand) Ltd	09.09.2003; Thailand	Thai Baht 2,000,000	51.89	Distribution of telecommunications products, the design and development of telecommunications solutions, project management and maintenance and support services for the telecommunications industry
Unified Communications (VAS) Sdn Bhd	12.01.2009; Malaysia	100	58.30	Provision of telecommunications products, technology and customised solutions to telecommunication operators, service providers and enterprises
<b>Subsidiary of Unified Communication (OSS) Sdn Bhd</b>				
GlobeOSS Sdn Bhd	23.02.2006; Malaysia	100,000	29.73	Provision of global roaming quality of service management solutions
<b>Subsidiary of GlobeOSS Sdn Bhd</b>				
GlobeOSS Pte Ltd	04.06.2007; Singapore	SGD2	29.73	Provision of global roaming quality of service management solutions
<b>Associated companies of Unified Communications Sdn Bhd</b>				
Ahead Mobile Sdn Bhd	10.11.2003; Malaysia	380,000	23.32	Software engineering, system integration, project management and maintenance and support services for the telecommunications industry
Unified Telecom Private Limited	08.11.2007; India	Indian Rupees 7,500,000	29.15	Provision of telecommunications products, services and customised solutions
<b>Subsidiary of Diversified Gain Sdn Bhd</b>				
Orient Escape Travel Sdn Bhd	03.04.1985; Malaysia	9,050,000	100.00	Travel and tour agent, licensed money changer and the provision of travel related services

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**INFORMATION ON ASB (Continued)**


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Name of company	Date/place of incorporation	Issued and paid-up capital (RM)	Effective equity interest %	Principal activities
<b>Subsidiaries of Orient Escape Travel Sdn Bhd</b>				
Columbus Travel & Tours Sdn Bhd	02.03.1990; Malaysia	1,800,000	100.00	Travel and tour agent
Motorsports Adventure Sdn Bhd	26.05.1997; Malaysia	4	100.00	Inactive
Marketing and Event Management Integrated Sdn Bhd	12.04.1997; Malaysia	2	100.00	Inactive
Orient Escape Travel (Penang) Sdn Bhd	01.12.1989; Malaysia	200,000	100.00	Inactive
Orient Escape Travel (Sabah) Sdn Bhd	13.06.1990; Malaysia	350,000	100.00	Inactive

*Notes:*

- \* 29% of the equity interest of this company is held by ASCAP, a 88.71%-owned subsidiary of ASB.
- # 29% of the equity interest of this company comprising 2,000,000 ordinary shares of RM1.00 each is held by ASCAP, a 88.71%-owned subsidiary of ASB. ASCAP also holds 8,000,000 preference shares in this company.

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**INFORMATION ON ASB (Continued)**


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**6. PROFIT AND DIVIDEND RECORD**

The profit and dividend record of the ASB Group based on the audited consolidated financial statements for the past five (5) FYE 31 December 2007 and the unaudited financial results for the FYE 31 December 2008 are as follows:

	←----- Audited ----->					Unaudited
	←----- FYE 31 December ----->					
	2003 <sup>I</sup>	2004 <sup>II</sup>	2005 <sup>III</sup>	2006 <sup>IV</sup> (restated)	2007 <sup>V</sup>	2008 <sup>VI</sup>
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	218,898	227,040	246,733	230,674	223,715	210,994
PBT/(LBT)	19,871	(1,344)	11,265	(54,991)	(14,672)	(3,422)
Taxation	(4,348)	(3,121)	(7,155)	254	(3,131)	(4,197)
PAT/(LAT)	15,523	(4,465)	4,110	(54,737)	(17,803)	(7,619)
MI	(9,463)	9,950	2,479	27,732	3,588	723
Net profit/ (Net Loss) attributable to shareholders	6,060	5,485	6,589	(27,005)	(14,215)	(6,896)
No. of ASB Shares in issue ('000)	337,794	337,794	337,794	337,794	337,794	461,908
NA per share (RM)	1.13	1.15	1.17	0.96	0.94	0.88
Net EPS/(LPS) (sen)	1.79	1.62	1.95	(7.99)	(4.21)	(1.56)*
Gross dividend rate (%)	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

\* Based on weighted average number of shares.

<sup>I</sup> The Group recorded a total revenue of RM218.9 million for the FYE 31 December 2003 compared to RM203.62 million for the preceding year ended 31 December 2002, an increase of 7.5%. PAT achieved for the year was RM15.5 million as opposed to loss of RM60.7 million in 2002. This substantial improvement in profitability was attributable to the improved performance from our subsidiaries, and the sizeable contribution of our Information and Communications Technology ("ICT") division, namely Unified Communications Holdings Limited and its subsidiaries ("Unified Communications Group").

<sup>II</sup> The increase in revenue by approximately 3.7% to RM227.0 million for the FYE 31 December 2004 from the previous financial year was mainly attributable to the higher revenue from our hotel division. However, the LAT of about RM4.5 million was recorded despite the higher revenue achieved for the year. This was mainly due to the loss made by our ICT division.

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**INFORMATION ON ASB (Continued)**

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- III The increase in revenue by approximately 8.7% to RM246.7 million for the FYE 31 December 2005 from the previous financial year and the higher PAT of about RM4.1 million achieved during the year were mainly due to the improved performance of our associated company which is involved in the general insurance businesses. Apart from that, the improved performance was also contributed by the reduction of losses from the ICT division.*
- IV The decrease in revenue by approximately 6.5% to RM230.7 million for the FYE 31 December 2006 compared to RM246.7 million for the FYE 31 December 2005 and a LAT of RM54.7 million for the FYE 31 December 2006 compared to a PAT of RM4.1 million for the previous year was attributable mainly to the lower profit contribution from associated companies and impairment losses on investments, and property, plant and equipment.*
- V The Group recorded a lower LAT of RM17.8 million for the FYE 31 December 2007 as compared to a LAT of RM54.7 million for the FYE 31 December 2006. The improved results was mainly due to lower impairment loss on property, plant and equipment, lower impairment loss on investments, reduction in the Group's operating expenses as well as higher contribution from associated companies.*
- VI The Group recorded a lower LAT of RM7.6 million for the FYE 31 December 2008 compared to RM17.8 million LAT for the FYE 31 December 2007. The improved result was mainly attributable to higher contribution from the ICT division and associated companies, lower loss from Bus Transportation Services division and lower finance costs. However, this was partly offset by lower contribution from Hotels and Resorts division and higher impairment loss on investment securities and investment in associated company amounting to RM8.6 million and RM1.0 million respectively for the FYE 31 December 2008.*

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**INFORMATION ON ASB (Continued)**


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**7. STATEMENT OF ASSETS AND LIABILITIES**

The statement of assets and liabilities of the ASB Group and Company based on the audited financial statements as at 31 December 2007 is as follows:

<b>As at 31 December 2007</b>	<b>Group RM'000</b>	<b>Company RM'000</b>
<b>ASSETS</b>		
<b>Non Current Assets</b>		
Property, plant and equipment	215,501	419
Prepaid lease payments for land	984	-
Land held for development	-	-
Intangible assets	106,523	-
Investments in subsidiaries	-	424,561
Investments in associates	73,132	-
Investment securities	62,224	35,175
Trade and other receivables	3,035	-
Deferred tax assets	1,595	-
	<hr/> 462,994	<hr/> 460,155
<b>Current Assets</b>		
Property development costs	34,201	-
Accrued billings	3,441	-
Inventories	24,633	-
Trade and other receivables	90,638	99,327
Current tax asset	4,040	2,389
Marketable securities	2,019	-
Cash and cash equivalents	62,707	828
	<hr/> 221,679	<hr/> 102,544
<b>Non current asset classified as held for sale</b>	741	-
<b>TOTAL ASSETS</b>	<hr/> <b>685,414</b>	<hr/> <b>562,699</b>
<b>LIABILITIES</b>		
<b>Non Current Liabilities</b>		
Borrowings	88,963	-
Deferred tax liabilities	3,396	-
Provision for retirement benefit obligations	412	-
Deferred income	30	-
	<hr/> 92,801	<hr/> -
<b>Current Liabilities</b>		
Trade and other payables	76,881	214,261
Borrowings	55,336	43,758
Current tax payable	1,146	-
	<hr/> 133,363	<hr/> 258,019
<b>TOTAL LIABILITIES</b>	<hr/> <b>226,164</b>	<hr/> <b>258,019</b>
<b>CAPITAL AND RESERVES</b>		
Share Capital	337,794	337,794
Reserves	(19,380)	(33,114)
	<hr/> <b>318,414</b>	<hr/> <b>304,680</b>
<b>MI</b>	140,836	-
<b>TOTAL LIABILITIES AND EQUITY</b>	<hr/> <b>685,414</b>	<hr/> <b>562,699</b>

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**INFORMATION ON ASCAP**


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**1. HISTORY AND PRINCIPAL ACTIVITIES**

ASCAP was incorporated in Malaysia as a private limited company under the Act under the name of United Merchant Group Sdn Bhd on 10 January 1994. It subsequently converted into a public limited company on 4 April 1994 and assumed its former name of United Merchant Group Berhad and was listed on the Main Board of Bursa Securities on 18 August 1994. It changed its name to Advance Synergy Capital Berhad on 19 July 2002.

The principal activities of ASCAP are that of investment holding and provision of management services. The principal activities of the subsidiaries are set out in Section 5 of this Appendix V.

**2. SHARE CAPITAL**

The authorised and issued and paid-up share capital of ASCAP as at the LPD are as follows:

<b>Ordinary shares</b>	<b>No. of ASCAP Shares</b>	<b>Par value (RM)</b>	<b>Amount (RM)</b>
Authorised	1,000,000,000	1.00	1,000,000,000
Issued and paid-up	156,860,835	1.00	156,860,835

As at the LPD, ASCAP held 14,916,535 ASCAP Shares as treasury shares.

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**INFORMATION ON ASCAP (Continued)**


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**3. CHANGES IN THE ISSUED AND PAID-UP SHARE CAPITAL**

The changes in the issued and paid-up share capital of ASCAP since the date of its incorporation up to the LPD are as follows:

<b>Date of allotment</b>	<b>No. of ASCAP Shares allotted</b>	<b>Par Value (RM)</b>	<b>Consideration</b>	<b>Cumulative issued and paid-up share capital (RM)</b>
10.01.1994	2	1.00	Subscribers' shares	2
21.06.1994	90,000,000	1.00	Issued as consideration for the acquisition of 100% equity interest in United Merchant Finance Berhad	90,000,002
29.07.1994	90,000,002	1.00	Rights issue on the basis of 1:1	180,000,004
29.06.1995	133,721,667	1.00	Issued as consideration for the acquisitions of 70.10% equity interest in Perdana Merchant Bankers Berhad and 44.28% equity interest in Ban Hin Lee Bank Berhad	313,721,671
31.12.2002	*	*	*	31,372,167
31.12.2002	125,488,668	1.00	Bonus issue on the basis of 4:1	156,860,835

*Note:*

\* On 31 December 2002, ASCAP returned 90 sen cash per ordinary share of RM1.00 each to shareholders amounting to RM282,349,504 by the cancellation of 90 sen from every one then existing ordinary share of RM1.00 each and to consolidate ten of the resultant ordinary shares of 10 sen each into one ordinary share of RM1.00 each resulting in 31,372,167 ordinary shares of RM1.00 each.

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**INFORMATION ON ASCAP (Continued)**


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**4. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS****4.1 Directors**

The Directors of ASCAP and their respective shareholdings as at the LPD are as follows:

Directors	Designation/ Nationality	< ----- Direct ----- >		< ----- Indirect ----- >	
		No. of ASCAP Shares	%	No. of ASCAP Shares	%*
Dato' Ahmad Sebi Bakar	Chairman, Non- Independent Non- Executive Director/ Malaysian	-	-	125,921,952 <sup>1</sup>	88.71
Wong Joon Hian	Managing Director/ Malaysian	-	-	-	-
Ir. Haji Mansor Bin Salleh @ Md Salleh	Independent Non- Executive Director/ Malaysian	-	-	-	-
Chim Wai Khuan	Independent Non- Executive Director/ Malaysian	-	-	-	-
Dr. Haji Ahmad Ghiti Bin Haji Mohd Daud	Independent Non- Executive Director/ Malaysian	-	-	-	-

*Notes:*

*1 Deemed interested by virtue of his interest in ASB pursuant to Section 6A of the Act.*

*\* The percentage shareholdings are computed after excluding 14,916,535 ASCAP Shares held as treasury shares as at the LPD.*

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**INFORMATION ON ASCAP (Continued)**


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**4.2 Substantial Shareholders**

Based on the Register of Substantial Shareholders, the substantial shareholders of ASCAP (holding 5% or more of the issued and paid-up capital) of ASCAP and its respective shareholdings as at the LPD are as follows:

Shareholders	<----- Direct ----->		<----- Indirect ----->	
	No. of ASCAP Shares	%*	No. of ASCAP Shares	%*
ASB	125,921,952 <sup>1</sup>	88.71	-	-
Dato' Ahmad Sebi Bakar	-	-	125,921,952 <sup>2</sup>	88.71
Suasana Dinamik Sdn Bhd	-	-	125,921,952 <sup>3</sup>	88.71

Notes:

1 Of which 26,950,000 shares are held through a nominee company.

2 Deemed interested by virtue of his interest in ASB pursuant to Section 6A of the Act.

3 Deemed interested by virtue of its interest in ASB pursuant to Section 6A of the Act.

\* The percentage shareholdings are computed after excluding 14,916,535 ASCAP Shares held as treasury shares as at the LPD.

**5. SUBSIDIARY AND ASSOCIATED COMPANIES**

The subsidiary and associated companies of ASCAP as at the LPD are as follows:

Name of company	Date/Place of Incorporation	Issued and paid-up capital (RM)	Effective equity interest (%)	Principal activities
ASC Equities Sdn Bhd	20.02.1997; Malaysia	5,000,000	100.00	Investment holding and venture capital
ASC Credit Sdn Bhd	29.12.1997; Malaysia	2,000,000	100.00	Credit and leasing
Triton-K Sdn Bhd	01.10.2001; Malaysia	3,000,000	100.00	Management services
Triton Khidmat Sdn Bhd	28.07.2001; Malaysia	200,000	100.00	Provision of manpower management services
Triton Engineering Sdn Bhd	10.10.2001; Malaysia	2,000,000	100.00	Provision of bus repair and maintenance services
Triton Commuter Sdn Bhd	27.08.2001; Malaysia	200,000	100.00	Provision of stage bus services
Triton Express Sdn Bhd	05.06.2001; Malaysia	200,000	100.00	Provision of express bus services
Triton Feeder Services Sdn Bhd	18.06.2002; Malaysia	200,000	100.00	Dormant

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**INFORMATION ON ASCAP (Continued)**


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Name of company	Date/Place of Incorporation	Issued and paid-up capital (RM)	Effective equity interest (%)	Principal activities
Triton Terminal Management Sdn Bhd	20.06.2002; Malaysia	2	100.00	Dormant
Triton Excursions Sdn Bhd	13.06.2002; Malaysia	2	100.00	Dormant
Triton Synergy Holdings Sdn Bhd	26.06.2002; Malaysia	2	100.00	Dormant
Triton Express Holdings Sdn Bhd	11.07.2002; Malaysia	2	100.00	Dormant
AESBI Power Systems Sdn Bhd	20.03.1995; Malaysia	3,000,000	100.00	Property investment and management services
Quality Bus & Coach (M) Sdn Bhd	23.09.2002; Malaysia	1,206,000	61.00	Design, building and fabrication of coaches
<b>Subsidiary of Triton Express Sdn Bhd</b>				
Triton Express (S) Pte Ltd	20.11.2002; Singapore	SGD2	100.00	Dormant
<b>Associated companies of ASCAP</b>				
SIBB Berhad ( <i>formerly known as Southern Investment Bank Berhad</i> )	14.04.1988; Malaysia	77,900,000	20.00	Investment dealing
Kumpulan Powernet Berhad	03.02.1997; Malaysia	56,375,000	20.00	Investment holding
ACE Synergy Insurance Berhad	26.10.1995; Malaysia	100,000,000	49.00	Underwriting of general insurance business
iSynergy Sdn Bhd	07.08.1997; Malaysia	580,000	29.00	Provision of payment related products and services
Synergy Cards Sdn Bhd	15.03.2005; Malaysia	3,550,000	29.00	Provision of designated payment instruments and products
Quality Bus & Coach Pty Ltd ( <i>formerly known as Hicom Australia Pty Ltd</i> )	15.12.1997; Australia	AUD20 "A" class shares	50.00	Design, building and fabrication of coaches

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**INFORMATION ON ASCAP (Continued)**


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**6. PROFIT AND DIVIDEND RECORD**

The profit and dividend record of the ASCAP Group based on the audited consolidated financial statements for the past five (5) FYE 31 December 2007 and the unaudited financial results for the FYE 31 December 2008, are as follows:

	----- Audited ----->					Unaudited
	----- FYE 31 December ----->					
	2003 <sup>I</sup>	2004 <sup>II</sup>	2005 <sup>III</sup>	2006 <sup>IV</sup>	2007 <sup>V</sup>	2008 <sup>VI</sup>
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	14,711	22,093	28,188	27,257	20,516	17,253
PBT/(LBT)	4,210	(9,685)	(471)	(49,339)	(2,711)	(8,149)
Taxation	(1,575)	(1,838)	(663)	537	2,091	8
PAT/(LAT)	2,635	(11,523)	(1,134)	(48,802)	(620)	(8,141)
MI	-	530	-	-	-	-
Net profit/(loss) attributable to shareholders	2,635	(10,993)	(1,134)	(48,802)	(620)	(8,141)
No. of ASCAP Shares in issue ('000)	156,861	156,861	156,861	156,861	156,861	156,861
NA per share (RM) <sup>^</sup>	2.50	2.42	2.39	2.07	2.07	1.99
Net EPS/(LPS) (sen) <sup>*</sup>	1.68	(7.05)	(0.74)	(32.33)	(0.41)	(5.49)
Gross dividend rate (%)	1	1	1	-	-	-

*Notes:*

<sup>\*</sup> Based on weighted average number of shares.

<sup>^</sup> Computed based on the NA of ASCAP divided by the number of ordinary shares that were issued and paid up (excluding treasury shares) as at the respective years.

<sup>I</sup> For FYE 2003, ASCAP Group recorded a PAT of RM2.6 million compared to the preceding year's PAT of RM9.9 million. Revenue was RM14.7 million compared to the previous year's revenue of RM21.4 million. The lower revenue and profit were mainly due to the lower interest income earned from the placement of ASCAP Group's funds. However, these were partly offset by higher contribution from associated companies.

<sup>II</sup> During FYE 2004, ASCAP Group intensified its efforts to develop its core business in the bus transportation industry. As a result, the ASCAP Group was able to achieve a level of operations which enabled ASCAP to be uplifted from Practice Note 10 classification under the Listing Requirements. However, during the year, the earnings of ASCAP Group were affected by lower interest income, the requirement to make certain accounting adjustments and higher operating expenses. As a result, ASCAP Group incurred a LAT of RM11.5 million.

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**INFORMATION ON ASCAP (Continued)**

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- <sup>III</sup> For FYE 2005, ASCAP Group suffered a LAT of RM1.1 million. Throughout the financial year, ASCAP Group continued to intensify its efforts to develop its core business in the public transportation and ancillary services under the Triton brand. ASCAP Group's revenue from the bus transportation services increased from RM13.4 million in 2004 to RM21.5 million, representing an annual growth rate of 60%. The revenue growth was also assisted by an overall increase in bus fares. Operating costs however, continued to increase due mainly to escalating diesel cost. Losses from buses operations were mitigated by higher contribution from associated companies.
- <sup>IV</sup> For FYE 2006, ASCAP Group registered a lower revenue of RM27.3 million compared with RM28.2 million in 2005. In addition, the results reported by the associated companies showed a decline from RM25 million in 2005 to RM5.9 million in 2006 mainly attributable to a one time impact of a revision in an associated company's (ACE Synergy Insurance Berhad) accounting policies for loss provisioning, which resulted in higher profit reported in 2005. Coupled with ASCAP Group's impairment losses, ASCAP Group recorded a LAT of RM48.8 million compared to a loss of RM1.1 million in 2005.
- <sup>V</sup> For FYE 2007, ASCAP Group registered a revenue of RM20.5 million compared to RM27.3 million in 2006, a decrease of 25%. This was mainly due to route rationalisation of bus transportation business. However, there was a substantial reduction in the level of losses in the current year compared to preceding year mainly due to decrease in bus operating costs and impairment loss for buses, and write back of impairment loss on investment and tax expenses provided in prior years.
- <sup>VI</sup> For FYE 2008, ASCAP Group registered a lower revenue of RM17.3 million compared to RM20.5 million in 2007. LAT was RM8.14 million compared to the previous year's LAT of RM0.62 million. The higher losses incurred in the current year as compared to the preceding year were mainly due to impairment loss on investments in the current year compared with write back of impairment loss on investments in the preceding year and impairment loss and write off on property, plant and equipment in the current year.

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**INFORMATION ON ASCAP (Continued)**


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**7. STATEMENT OF ASSETS AND LIABILITIES**

The statement of assets and liabilities of the ASCAP Group and Company based on the audited financial statements as at 31 December 2007 are as follows:

<b>As at 31 December 2007</b>	<b>Group RM'000</b>	<b>Company RM'000</b>
<b>ASSETS</b>		
<b>Non Current Assets</b>		
Property, plant and equipment	58,613	322
Prepaid lease payments for land	984	-
Investments in subsidiaries	-	5,200
Investments in associates	107,628	78,619
Investment securities	35,026	20,217
Sale and leaseback, factoring and bridging loan receivables	65,925	-
	<hr/> 268,176	<hr/> 104,358
<b>Current Assets</b>		
Inventories	3,135	-
Sale and leaseback, factoring and bridging loan receivables	409	-
Receivables	54,615	137,526
Tax recoverable	1,074	1,073
Marketable securities	1,449	1,449
Short term deposits	3,005	3,005
Cash and cash equivalents	773	151
	<hr/> 64,460	<hr/> 143,204
Non-current assets classified held for sale	497	-
<b>TOTAL ASSETS</b>	<hr/> <b>333,133</b>	<hr/> <b>247,562</b>
<b>LIABILITIES</b>		
<b>Non-current liability</b>		
Borrowings	4,381	-
<b>Current liabilities</b>		
Payables	2,759	6,338
Borrowings	1,647	-
<b>TOTAL LIABILITIES</b>	<hr/> <b>8,787</b>	<hr/> <b>6,338</b>
<b>CAPITAL AND RESERVES</b>		
Share capital	156,861	156,861
Share premium	221,962	221,962
Accumulated losses	(51,373)	(134,495)
Treasury shares	(3,104)	(3,104)
	<hr/> 324,346	<hr/> 241,224
<b>TOTAL LIABILITIES AND EQUITY</b>	<hr/> <b>333,133</b>	<hr/> <b>247,562</b>

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**INFORMATION ON ASCAP (Continued)**


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**8. HISTORICAL PRICES**

The monthly highest and lowest transacted market prices of ASCAP Shares on Bursa Securities for the past twelve (12)-month period from March 2008 to February 2009 are as follows:

	<b>High RM</b>	<b>Low RM</b>
<b>2008</b>		
March	0.460	0.385
April	0.445	0.410
May	0.450	0.410
June	0.490	0.425
July	0.620	0.430
August	0.500	0.430
September	0.595	0.445
October	0.595	0.580
Novemeber	0.600	0.590
December	0.600	0.510
<b>2009</b>		
January	0.620	0.505
February	0.620	0.535

The last transacted price on Bursa Securities on 26 February 2009, being the market day prior to the serving of the Notice on 27 February 2009

0.560

The last transacted price on Bursa Securities on the LPD

0.595

*(Source: Bloomberg)*

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**ADDITIONAL INFORMATION**

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**1. RESPONSIBILITY STATEMENT**

This Offer Document has been seen and approved by the Board of ASB and they collectively and individually accept full responsibility for the accuracy and correctness of the information given in this Offer Document, insofar as it relates to ASB, and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

The information relating to ASCAP was extracted from publicly available documents and information and/or documents and information provided by the management of ASCAP. ASB accepts no further or other responsibility in respect of the accuracy of such information save for such information being accurately reproduced in this Offer Document.

**2. CONSENT**

Maybank IB, Public Investment Bank Berhad, and Sectrars Services Sdn Bhd have given and have not subsequently withdrawn its written consent to the inclusion in this Offer Document of its name in the form and context in which they appear.

**3. MATERIAL LITIGATION**

As at the LPD, save as disclosed below, neither ASB nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as a plaintiff or defendant, and the Board of ASB have no knowledge of any proceedings pending or threatened against ASB or its subsidiaries or of any material facts likely to give rise to any proceedings which might materially and adversely affect the position or the business of ASB:

- (i) A third party action was filed by American Home Assurance Company (“AHA”) on 24 October 2002 against Rewardstreet.com (Malaysia) Sdn Bhd (“RCSB”), a wholly-owned subsidiary of iSynergy Sdn Bhd, which in turn is a 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. AHA’s claim is for general damages, exemplary damages and aggravated damages which are to be assessed by the Court, together with interest at 8% per annum. An application filed by RCSB to strike-out the third party action by AHA on the basis that AHA was responsible for the design and that no cause of action lay against RCSB, was not successful. The file has been transferred to Court (D5). The case is fixed for trial on 4 to 7 May 2009. The solicitors acting for RCSB are of the opinion that they may negate any liability, which is alleged by the Defendant in this suit; and

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**ADDITIONAL INFORMATION** *(Continued)*

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- (ii) ASB had on 14 June 2004 instituted legal action against Perbadanan Kemajuan Negeri Kedah (“**PKNK**”) to recover its investment of RM52,500,000 in Kedah Marble Sdn Bhd together with other sums, damages, interests and costs. ASB’s solicitors have obtained the signed and sealed copy of the Judgment in Default of Appearance dated 1 August 2004 (“**Default Judgment**”) from the High Court of Alor Setar for the sum of RM52,500,000, interest thereon at the rate of 8% per annum from the date of judgment to the date of realisation and cost of RM225. On 10 November 2004, PKNK applied to the court to set aside the Default Judgment. On 3 August 2005, the court had allowed PKNK’s application to set aside the Default Judgment. As a procedural step to progress the suit to a trial, ASB’s solicitors had on 29 December 2005 forwarded to the court for filing of the Notice to Attend Pre-Trial Case Management and the Pre-Trial Case Management was fixed for hearing on 17 May 2006. Due to a change in PKNK’s solicitors, PKNK’s new solicitors had asked for an adjournment on the grounds that they required time to take their client’s instructions and there is a likelihood for an application to amend the Statement of Defence. The court had fixed the Pre-Trial Case Management (“**PTCM**”) for mention on 21 November 2006. PKNK’s new solicitors filed an application to amend PKNK’s Statement of Defence and the application was also fixed for hearing on 21 November 2006. On 21 November 2006 the court granted leave to PKNK to amend their Statement of Defence. The court has fixed the case for further PTCM on 31 March 2009 for full compliance of the PTCM Directions. ASB’s solicitors for the litigation are of the opinion that ASB has a good cause of action against PKNK and the likely outcome of the proceedings would be a decision in favour of ASB.

#### 4. MATERIAL CONTRACTS

As at the LPD, save for the following, there are no material contracts (not being contracts entered into in the ordinary course of business), which have been entered into by ASB within the two (2) years immediately preceding the date of this Offer Document:

- (i) A trust deed dated 10 December 2007 was entered into between ASB and Amanah Raya Berhad (“**ARB**”) for the appointment of ARB as the Trustee for the ICULS holders. ASB will pay to ARB by way of remuneration for its services as the Trustee an annual sum of RM20,000. In a supplemental trust deed dated 4 August 2008 entered into between ASB, ARB and AmanahRaya Trustees Berhad (“**ART**”), ART was appointed as the Trustee for the ICULS holders in replacement of ARB effective from 3 September 2008; and
- (ii) An underwriting agreement dated 10 December 2007 was entered into between our Company and CIMB Investment Bank Berhad in respect of the underwriting of 422,137,410 ICULS for an underwriting commission of 2.5% of the cash call value of the ICULS underwritten based on the cash call amount of RM0.07 per ICULS.

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**ADDITIONAL INFORMATION** *(Continued)*

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**5. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of ASB during the normal business hours from Mondays to Fridays (except public holidays) from the date of this Offer Document up to and including the Closing Date of the Exit Offer:

- (i) the Memorandum and Articles of Association of ASB;
- (ii) the audited financial statements of ASB for the past two (2) FYE 31 December 2006 and 2007 and the unaudited financial results for the FYE December 2008;
- (iii) the Notice referred to in Appendix I of this Offer Document;
- (iv) the letters of consent referred to in Section 2 above;
- (v) the relevant cause papers in respect of the material litigation referred to in Section 3 above; and
- (vi) the material contracts referred to in Section 4 above.

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**FORM OF ACCEPTANCE AND TRANSFER**

## FORM OF ACCEPTANCE AND TRANSFER

## TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE TAKE-OVER OFFER

**THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS FORM IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 12 MARCH 2009 ISSUED BY MAYBANK INVESTMENT BANK BERHAD (FORMERLY KNOWN AS ASEAMBANKERS MALAYSIA BERHAD) (15938-H) ("MAYBANK IB") ON BEHALF OF ADVANCE SYNERGY BERHAD ("ASB").**

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 ("Act"), Bursa Malaysia Securities Berhad has prescribed the ordinary shares of RM1.00 each in Advance Synergy Capital Berhad (286452-T) ("ASCAP") ("ASCAP Shares") as securities which are required to be deposited into the Central Depository System ("CDS"). In consequence thereof, all dealings in ASCAP Shares have been and will be carried out in accordance with the Act and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").

If you intend to accept the take-over offer by Maybank IB on behalf of ASB ("Exit Offer") to acquire all the remaining 16,022,348 ASCAP Shares which are not already held by ASB ("Offer Shares") as defined in the document for the Exit Offer dated 12 March 2009 issued by Maybank IB on behalf of ASB ("Offer Document"), you should complete and sign this Form of Acceptance and Transfer in accordance with the instructions contained herein.

If you are in any doubt about the Exit Offer, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. If you have sold all your Offer Shares, you should at once send this Form of Acceptance and Transfer together with the accompanying Offer Document, to the agent through whom you effected the sale for onward transmission to the purchaser.

The definitions contained in the Offer Document also apply in this Form of Acceptance and Transfer. The due execution of this Form of Acceptance and Transfer may be treated by ASB as a valid acceptance of the Exit Offer whether or not it is accompanied by the relevant document(s) of title.

## TAKE-OVER OFFER

BY



**Maybank  
Investment Bank**

Maybank Investment Bank Berhad (15938-H)  
(Formerly known as Aseambankers Malaysia Berhad)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

ON BEHALF OF



**ADVANCE SYNERGY BERHAD**  
(Company No. 1225-D)

(Incorporated in Malaysia under the Companies Ordinance, 1915)

TO ACQUIRE

**ALL THE REMAINING ASCAP SHARES WHICH ARE NOT ALREADY OWNED BY ASB AT A CASH OFFER PRICE OF RM0.60 PER ASCAP SHARE PURSUANT TO THE DE-LISTING OF ASCAP**

**For holders whose Offer Shares are deposited into the CDS.** If you wish to accept the Exit Offer, please refer to the procedures for acceptance as set out in Note 1(A) herein.

**For holders whose Offer Shares have been transferred to the Minister of Finance.** If you wish to accept the Exit Offer, please refer to the procedures for acceptance as set out in Note 1(B) herein.

**For Non-Resident Holders of the Offer Shares.** If you wish to accept the Exit Offer, please refer to the procedures for acceptance as set out in Note 1(C) herein.

**This Form of Acceptance and Transfer consists of five (5) printed pages only**

## NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM OF ACCEPTANCE AND TRANSFER

In order to be effective, this Form of Acceptance and Transfer must, except as mentioned below, be signed personally by the CDS account holder. A body corporate must execute this Form of Acceptance and Transfer under seal, the seal being affixed and witnessed in accordance with its Articles of Association or other regulations or signed on its behalf by a duly authorised officer or attorney.

In order to avoid inconvenience and delay to yourself, the following points may assist you:-

### 1. (A) FOR HOLDERS WHOSE OFFER SHARES ARE DEPOSITED INTO THE CDS

To accept the Exit Offer for the Offer Shares, you are required to obtain the Bursa Depository Transfer of Securities Request Form (FTF010) or any other acceptable document(s) from your Authorised Depository Agent (“ADA”)/Authorised Direct Member (“ADM”), and take the following steps:-

- (i) Complete and execute this Form of Acceptance and Transfer.
- (ii) Complete in full the following particulars as contained in the Bursa Depository Transfer of Securities Request Form (FTF010) or any other acceptable document(s) in accordance with the instructions printed on the reverse side of the form:-
  - (a) Particulars of the Depositor;
  - (b) Particulars of the Witness;
  - (c) Particulars of the Transferee as appearing below;
  - (d) Particulars of the Securities; and
  - (e) Category and Approved Reasons for Transfer as appearing below.

In respect of (c) and (e) above, the holder of the Offer Shares is requested to complete the particulars as follows:-

CDS Account No.	:	098-001-048310106
Name of Transferee	:	ADVANCE SYNERGY BERHAD
Category of Transfer	:	To cross (X) on Category B (change in beneficial ownership)
Reason for Category B Transfer	:	To cross (X) on Category B1 (Take-over Offer)

- (iii) Proceed to your ADA/ADM to execute the Bursa Depository Transfer of Securities Request Form (FTF010) or any other acceptable document(s) for the transfer of the Offer Shares.
- (iv) Enclose the Depositor copy of the Bursa Depository Transfer of Securities Request Form (FTF010) or any other acceptable document(s) (with the details of the transfer reference number and an acknowledgement of transfer issued by your ADA/ADM, as evidence that the transfer has been effected) duly verified by your ADA/ADM together with this completed Form of Acceptance and Transfer and where applicable, other document(s) of title or the relevant contract notes and despatch by ordinary mail at your own risk or deliver by hand to Sctrars Services Sdn Bhd, 28-1, Jalan Tun Sambanthan 3, Brickfields, 50470, Kuala Lumpur, Malaysia so as to arrive not later than 5.00 p.m. (Malaysian time) on 2 April 2009 or such date(s) as may be announced by Maybank IB on behalf of ASB.

### (B) FOR HOLDERS WHOSE OFFER SHARES HAVE BEEN TRANSFERRED TO THE MINISTER OF FINANCE

To accept the Exit Offer for the Offer Shares, you are required to (provided always that an appeal has been made to the Jabatan Akauntan Negara Malaysia (“JAN”) in accordance with the Securities Industry (Central Depositories) (Amendments) (No. 2) Act, 1998, for the re-transfer of the Offer Shares to your CDS account) take the following steps:-

- (i) Complete and execute this Form of Acceptance and Transfer;
- (ii) Despatch by ordinary mail at your own risk or deliver by hand the duly completed Form of Acceptance and Transfer and a copy of the acknowledgement of your appeal issued by the JAN to Sctrars Services Sdn Bhd, 28-1, Jalan Tun Sambanthan 3, Brickfields, 50470, Kuala Lumpur, Malaysia so as to arrive not later than 5.00 p.m. (Malaysian time) on 2 April 2009 or such date(s) as may be announced by Maybank IB on behalf of ASB; and
- (iii) Upon the JAN’s approval of your appeal to re-transfer your Offer Shares from the Minister of Finance to your CDS account, despatch by ordinary mail at your own risk or deliver by hand prior to the Closing Date the documents set out in Note 1(A) above along with the written official confirmation from JAN stating that your appeal to JAN has been approved and that the Offer Shares have been re-transferred to your CDS account, to Sctrars Services Sdn Bhd at the said address.

The above is subject to the approval of JAN for the Offer Holders’ appeal to re-transfer being obtained prior to the Closing Date, failing which ASB has the right to treat such acceptances as invalid.

**(C) FOR NON-RESIDENT HOLDERS OF THE OFFER SHARES**

To accept the Exit Offer for the Offer Shares, the procedures set out in the Notes 1(A) or 1(B) above shall be applicable.

Please note that it is your sole responsibility if you wish to accept the Exit Offer for the Offer Shares to satisfy yourself as to the full observance of the laws of your relevant jurisdiction and in Malaysia in connection therewith, including without limitation the receipt of cash payments by you, the repatriation of any monies by you out of Malaysia and the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with the other necessary formalities to be observed for payment of any transfer or other taxes or duties due in such jurisdiction. You will be responsible for payment of any transfer or other taxes or other requisite payments due in such jurisdiction and ASB, the Registrar (as defined below) for the Exit Offer and Maybank IB shall be entitled to be fully indemnified and held harmless by you for any transfer or other taxes or duties as you may be required to pay.

No person receiving a copy of the Offer Document and this Form of Acceptance and Transfer in any jurisdiction other than Malaysia may treat the same as constituting an invitation or offer to purchase the Offer Shares or participate in the Exit Offer nor in any event may this Form of Acceptance and Transfer be used if, in the relevant jurisdiction, such an invitation or offer cannot lawfully be made to you or this Form of Acceptance and Transfer cannot lawfully be used without contravention of any relevant registration or other legal requirements. In such circumstances, the Offer Document and this Form of Acceptance and Transfer are sent for information only and any use or acceptance thereof may be invalid and disregarded.

**2. IF THE HOLDER OF THE OFFER SHARES IS AWAY FROM HIS/HER REGISTERED/CORRESPONDENCE ADDRESS**

Send this Form of Acceptance and Transfer by the quickest means (e.g. courier or express post) to the holder of the Offer Shares for execution or, if he/she has executed a Power of Attorney, have this Form of Acceptance and Transfer signed by the attorney and accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Form of Acceptance and Transfer for noting. No other signatures are acceptable. The procedures set out in the Notes 1(A) or 1(B) above shall be applicable.

**3. IF THE HOLDER OF THE OFFER SHARES HAS PASSED AWAY**

In order to accept the Exit Offer, the duly completed Form of Notification of Death of Depositor ("**Form of Notification**") as prescribed by the Rules of Bursa Depository must be submitted to Bursa Depository and the transfer of the Offer Shares from the CDS account of the deceased to the CDS account of the executor or administrator must be effected by Bursa Depository. This Form of Acceptance and Transfer must be signed by the executor or administrator of the deceased's estate, named in the Form of Notification to whom the Offer Shares have been effectively transferred by Bursa Depository and who is registered as the holder of the Offer Shares. Accordingly, the procedures set out in Note 1(A) above shall be applicable.

4. If your holding of the Offer Shares has not been credited into your CDS account, you should forward this completed Form of Acceptance and Transfer together with the relevant contract notes as evidence of beneficial ownership of the Offer Shares to Sectrars Services Sdn Bhd, 28-1, Jalan Tun Sambanthan 3, Brickfields, 50470, Kuala Lumpur, Malaysia so as to arrive not later than 5.00 p.m. (Malaysian time) on 2 April 2009 or such date(s) as may be announced by Maybank IB on behalf of ASB. You must then forward the Depositor copy of the Bursa Depository Transfer of Securities Request Form (FTF010) or any other acceptable document(s) duly verified and acknowledged by your ADA/ADM to Sectrars Services Sdn Bhd at the said address within 14 days from 2 April 2009 or such date(s) as may be announced by Maybank IB on behalf of ASB.
5. This Form of Acceptance and Transfer must be completed in English or Bahasa Malaysia. Please type or write clearly in ink using **BLOCK LETTERS**. Forms defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of ASB. Amendments must be clearly legible and should be countersigned by the Accepting Holder of the Offer Shares in full.
6. Further instructions are contained in Appendix III of the Offer Document.

**IF YOU FAIL TO COMPLY IN ALL RESPECTS WITH ANY OF THE TERMS PERTAINING TO THE ACCEPTANCE OF THE OFFER FOR THE OFFER SHARES AS SET OUT IN THIS FORM OF ACCEPTANCE AND TRANSFER AND THE OFFER DOCUMENT, ASB MAY, AT ITS DISCRETION, CONSIDER THAT YOU HAVE NOT ACCEPTED THE OFFER FOR THE OFFER SHARES.**

**SETTLEMENT OF THE CONSIDERATION UNDER THE EXIT OFFER CANNOT BE MADE UNTIL ALL RELEVANT DOCUMENTS HAVE BEEN PROPERLY COMPLETED AND LODGED WITH SECTRARS SERVICES SDN BHD, 28-1, JALAN TUN SAMBANTHAN 3, BRICKFIELDS, 50470 KUALA LUMPUR, MALAYSIA. ALL DOCUMENTS SENT WILL BE AT YOUR OWN RISK.**

**THE LATEST TIME AND DATE FOR THE LODGEMENT OF THIS COMPLETED FORM OF ACCEPTANCE AND TRANSFER (TOGETHER WITH THE DEPOSITOR COPY OF THE BURSA DEPOSITORY TRANSFER OF SECURITIES REQUEST FORM (FTF010) OR ANY OTHER ACCEPTABLE DOCUMENT(S) DULY VERIFIED BY YOUR ADA/ADM AND AN ACKNOWLEDGEMENT OF TRANSFER ISSUED BY YOUR ADA/ADM AND WHERE APPLICABLE, OTHER DOCUMENT(S) OF TITLE OR THE RELEVANT CONTRACT NOTES) IS AT 5.00 P.M. (MALAYSIAN TIME) ON 2 APRIL 2009 OR SUCH DATE(S) AS MAY BE ANNOUNCED BY MAYBANK IB ON BEHALF OF ASB.**

**ALL ENQUIRIES CONCERNING THE PROCEDURES OF ACCEPTANCE OF THE EXIT OFFER SHOULD BE DIRECTED TO THE REGISTRAR FOR THE EXIT OFFER AS FOLLOWS:**

**SECTRARS SERVICES SDN BHD  
28-1, JALAN TUN SAMBANTHAN 3  
BRICKFIELDS  
50470 KUALA LUMPUR, MALAYSIA  
TELEPHONE : 603 - 2274 6133**

**FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARES**

**TO : ADVANCE SYNERGY BERHAD (1225-D)**

Dear Sirs,

In accordance with the terms and conditions of the Offer Document dated 12 March 2009, I/We hereby accept the Exit Offer made by Maybank Investment Bank Berhad (formerly known as Aseambankers Malaysia Berhad) on behalf of Advance Synergy Berhad ("ASB") in respect of \_\_\_\_\_ (number of units) of my/our ordinary shares of RM1.00 each held in Advance Synergy Capital Berhad ("Offer Shares") in consideration of the cash payment of RM0.60 for every one (1) Offer Share hereby transferred by me/us.

I / We enclose herewith the <sup>(1)</sup> Depositor copy of the Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") Transfer of Securities Request Form (FTF010) or any other acceptable document(s)

Transfer Reference No. :    -    -    -

duly verified and acknowledged by my / our Authorised Depository Agent/Authorised Direct Member/<sup>(2)</sup>Contract Note(s) No.(s) \_\_\_\_\_/the <sup>(3)</sup>Power of Attorney/<sup>(4)</sup>transfer notice issued by Bursa Depository evidencing the transfer of the Offer Shares from the deceased's CDS account to my/our CDS account, as the personal representative.

My/our ordinary shares in ADVANCE SYNERGY CAPITAL BERHAD ("ASCAP") have been transferred to the Minister of Finance <sup>(5)</sup>

**(All information given must be as per information in the records of Bursa Depository)**

Name of Depositor (Holder) : \_\_\_\_\_

CDS Account No. :    -    -

NRIC No. : Old : \_\_\_\_\_ New : \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_

Passport No. / Registration No. : \_\_\_\_\_

Correspondence Address : \_\_\_\_\_  
(as per registered address last maintained with Bursa Depository)

Telephone/Contact No. : Office: \_\_\_\_\_ - \_\_\_\_\_ House: \_\_\_\_\_ - \_\_\_\_\_  
H/Phone: \_\_\_\_\_ - \_\_\_\_\_

Date : \_\_\_\_\_

*If Holder is an Individual*

*If Holder is a Corporation <sup>(6)</sup>*

\_\_\_\_\_  
Signature of Holder

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary

**Notes:**

- (1) ASCAP shareholders whose Offer Shares have been transferred to the Minister of Finance need not enclose this document but are subject to the requirements set out in Note 1(B) of this Form of Acceptance and Transfer.
- (2) To be completed if your holding of Offer Shares has not been credited into your CDS account.
- (3) Where Note 2 of this Form of Acceptance and Transfer is applicable.
- (4) Where Note 3 of this Form of Acceptance and Transfer is applicable.
- (5) Please indicate with an "X" in the box if your Offer Shares have been transferred to the Minister of Finance.
- (6) A corporation must affix its common seal, which must be affixed and witnessed in accordance with its Articles of Association or other regulations or signed on its behalf by an authorized officer or attorney.

\* Delete where applicable

