



# ADVANCE SYNERGY BERHAD

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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Eighty-Second ANNUAL GENERAL MEETING** of the Company will be held at Mezzanine Floor, Synergy Com Centre, No. 72, Pesiaran Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan on Friday, 30 June 2006 at 9.30 a.m. for the following purposes:-

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2005 and the Directors' and Auditors' reports thereon. **Resolution 1**
2. To approve Directors' fees for the financial year ended 31 December 2005. **Resolution 2**
3. To re-elect the following Directors:-
  - 3.1 Wong Ah Nam @ Wong Joon Tuang **Resolution 3**
  - 3.2 Chim Wai Khuan **Resolution 4**
4. To re-appoint Messrs BDO Binder as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
5. As special business, to consider and, if thought fit, pass the following Ordinary Resolutions:-  
Authority to allot and issue shares **Resolution 6**

"THAT subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965 to issue new shares in the Company, from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Proposed Stockholders' Mandate for Recurrent Related Party Transactions **Resolution 7**

"THAT approval be and is hereby given for the Company and/or its unlisted subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Company's Circular to Stockholders dated 6 June 2006 (the "Circular") provided that:-

- (i) the transactions are undertaken in the ordinary course of business, on arm's length basis, on normal commercial terms and on terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority stockholders; and
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of the transactions conducted pursuant to the stockholders' mandate during the financial year, among others, based on the following information:-
  - (a) the type of the recurrent related party transactions made; and
  - (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company

AND THAT authority conferred by this Ordinary Resolution shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the stockholders in general meeting, whichever is the earlier,

AND FURTHER THAT the Directors of the Company and its unlisted subsidiaries be and are hereby authorised to complete and to do all acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

6. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

**HO TSAE FENG**  
Secretary

Selangor Darul Ehsan  
6 June 2006

**Note:-**

- (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 Securities Industry (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 appointor 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 3, Wisma ASCAP - QBC, No. 72, Pesiaran Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any other adjournment thereof.

**EXPLANATORY NOTE ON SPECIAL BUSINESS**

Resolution 6 - Authority to allot and issue shares

The Ordinary Resolution pursuant to Section 132D of the Companies Act, 1965, if passed, will empower the Directors, from the date of the above General Meeting until the next Annual General Meeting to allot and issue new shares of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being and for such purposes as the Directors consider would be in the best interests of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve the aforesaid. This authority, unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.

Resolution 7 - Proposed stockholders' mandate for Recurrent Related Party Transactions.

Please refer to the Circular to Stockholders dated 6 June 2006 for further information which is despatched together with the Company's Annual Report 2005.