



ADVANCE SYNERGY BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Eighty-Eighth ANNUAL GENERAL MEETING** ("AGM") of Advance Synergy Berhad will be held at the Auditorium, Level 4, The Podium, Wisma Synergy, No. 72, Pesiaran Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan on Tuesday, 26 June 2012 at 10.30 a.m. for the following purposes:

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2011 and the Directors' and Auditors' reports thereon. **Resolution 1**
2. To declare a first and final gross dividend of 0.50 sen per ordinary share less 25% income tax in respect of the financial year ended 31 December 2011. **Resolution 2**
3. To approve Directors' fees for the financial year ended 31 December 2011. **Resolution 3**
4. To re-elect the following Directors:
 - 4.1 Dato' Abdul Murad Bin Khalid **Resolution 4**
 - 4.2 Chim Wai Khuan **Resolution 5**
5. To re-appoint Messrs Baker Tilly Monteiro Heng as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
6. As special business, to consider and, if thought fit, pass with or without modifications the following resolutions:

Ordinary Resolution - Authority to allot and issue shares

Resolution 7

"THAT subject always to the Companies Act, 1965 ("the Act"), Articles of Association of the Company and/or approvals of the relevant authorities, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Act to allot and issue new shares in the Company, from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever 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 and paid-up share capital of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Special Resolution - Proposed Amendments to the Articles of Association

Resolution 8

"THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Annual Report 2011 ("Proposed Amendments") be and are hereby approved and adopted AND THAT the Directors be and are hereby authorised to take all such steps as they shall deem necessary and expedient to effect and complete the Proposed Amendments."

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

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the Eighty-Eighth AGM, a first and final gross dividend of 0.50 sen per ordinary share less 25% income tax in respect of the financial year ended 31 December 2011 will be paid on 8 August 2012 to the shareholders whose names appear in the Record of Depositors on 12 July 2012.

A depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 12 July 2012 in respect of transfer; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

HO TSAE FENG

Secretary

Selangor Darul Ehsan

4 June 2012

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 June 2012 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this Eighty-Eighth AGM.
2. A member of the Company entitled to attend and vote at the general meeting is entitled to appoint at least one (1) proxy but not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account.
4. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney duly authorised in writing 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.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or authority) shall be deposited at the Registered Office of the Company at Level 3, East Wing, Wisma Synergy, 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 ORDINARY BUSINESS

Details of the Directors standing for re-election under Resolution 4 and Resolution 5 are stated in Directors' profile on pages 9 to 11 of the Annual Report. Their securities holdings in the Company are stated on page 151 of the Annual Report.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 7 - Authority to allot and issue shares

The Company had, at the Eighty-Seventh AGM held on 29 June 2011, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. The Company did not issue any new shares pursuant to this mandate obtained as at the date of this notice. The Ordinary Resolution pursuant to Section 132D of the Act is a renewal of the general mandate for issuance of shares by the Company. This resolution, if passed, will empower the Directors, from the date of the Eighty-Eighth AGM until the next AGM to allot and issue new shares of the Company up to an amount not exceeding in total 10% of the issued and paid-up 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 AGM of the Company.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

Resolution 8 - Proposed Amendments to the Articles of Association

The Special Resolution proposed under Resolution 8 is to amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad mainly in relation to the appointment of multiple proxies by an exempt authorised nominee and qualification of proxy.

The details of the Proposed Amendments are set out in Appendix I on page 7 of the Annual Report.