



ADVANCE SYNERGY BERHAD

(Company No: 1225-D)
(Incorporated in Malaysia under the Companies Ordinance, 1915)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Advance Synergy Berhad ("Company") 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 Monday, 6 June 2011 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY ADVANCE SYNERGY CAPITAL SDN BHD ("ASCAP"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, OF ITS ENTIRE 49% EQUITY INTEREST IN ACE SYNERGY INSURANCE BERHAD ("ASIB") TO ACE INA INTERNATIONAL HOLDINGS, LTD ("AIH") FOR A TOTAL CASH CONSIDERATION OF RM117.0 MILLION

"**THAT** authority be and is hereby given for the Company to grant approval to ASCAP, a wholly-owned subsidiary of the Company, to dispose of its entire 49% equity interest in ASIB comprising 49,000,000 ordinary shares of RM1.00 each in the issued and paid-up share capital of ASIB to AIH for a total cash consideration of Ringgit Malaysia One Hundred and Seventeen Million only (RM117.0 million) ("Proposed Disposal") subject to such terms and conditions to be mutually agreed to by the parties or so directed by the courts or relevant authorities **AND THAT** the Directors of the Company be and are hereby authorised with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be deemed fit by the Directors of the Company and/or as may be required/permitted by the courts or relevant authorities or deemed necessary, to deal with all matters, incidental, ancillary to and/or relating thereto and to execute or enter into the sale and purchase agreement for the Proposed Disposal, all such other agreements, documents, arrangements, undertakings, transfers, extensions, assignments, deeds, confirmations, declarations with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and things as they may consider necessary to implement, finalise and give full effect, accomplish or complete the Proposed Disposal and any other matters arising from and/or in connection with the Proposed Disposal **AND PROVIDED THAT** in the event that the outcome of any appeal or any proceedings filed or that may be filed by ASCAP in any court against or in connection with the Court Order dated 29 November 2010 made in Originating Summons No. D-24 NCC-332-2010, the decision of the Minister of Finance in approving the Proposed Disposal and/ or the Proposed Disposal is determined in the favour of ASCAP or is otherwise settled, the Company or ASCAP by approval granted by the Company and/or the Directors of the Company be and is/are hereby authorised with full powers to abort or proceed to complete the Proposed Disposal or to make any variations, modifications, settlement, reversals and/or revisions and/or renegotiations of the terms of the Proposed Disposal as may be deemed fit by the Directors of the Company and/or as may be required/permitted by the courts or relevant authorities and/or deemed necessary for completion, to deal with all matters, incidental, ancillary to and/or relating thereto and to execute or enter into all relevant agreements, documents etc with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and things considered as necessary in relation thereto."

**BY ORDER OF THE BOARD
ADVANCE SYNERGY BERHAD**

HO TSAE FENG (Membership No. MAICSA 7028522)
Company Secretary

Selangor Darul Ehsan
20 May 2011

Notes:

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.