



## ADVANCE SYNERGY BERHAD

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Ninety-third ANNUAL GENERAL MEETING** ("93rd AGM") of Advance Synergy Berhad will be held at the Auditorium, Level 4, The Podium, Wisma Synergy, No. 72, Pesisiran Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan on Wednesday, 24 May 2017 at 2.30 p.m. for the following purposes:

#### ORDINARY BUSINESS

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|---|---|
| 1. To receive the audited financial statements for the financial year ended 31 December 2016 and the Directors' and Auditors' reports thereon.      | <b>Please refer to Explanatory Note</b> |
| 2. To declare a single tier dividend of 0.25 sen per ordinary share in respect of the financial year ended 31 December 2016.                        | <b>Resolution 1</b>                     |
| 3. To approve the payment of Directors' fees for the financial year ended 31 December 2016.   | <b>Resolution 2</b>                     |
| 4. To approve the payment of benefits to the Directors from 31 January 2017 until the conclusion of the next Annual General Meeting of the Company. | <b>Resolution 3</b>                     |
| 5. To re-elect the following Directors:   |   |
| 5.1 Puan Sri Datin Masri Khaw binti Abdullah  | <b>Resolution 4</b>                     |
| 5.2 Ms Aryati Sasya Dato' Ahmad Sebi  | <b>Resolution 5</b>                     |
| 6. To elect Mr Anton Syazi Dato' Ahmad Sebi as Director.  | <b>Resolution 6</b>                     |
| 7. To re-appoint Messrs Baker Tilly Monteiro Heng as auditors of the Company and to authorise the Directors to fix their remuneration.              | <b>Resolution 7</b>                     |

#### SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications the following resolutions:

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|---|---------------------|
| 8. <b>Ordinary Resolution 1 - Retention of Independent Non-Executive Director</b>   | <b>Resolution 8</b> |
| "THAT authority be and is hereby given for Mr Yong Teck Ming who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company in accordance with the Malaysian Code on Corporate Governance 2012."  |                     |
| 9. <b>Ordinary Resolution 2 - Authority to allot and issue shares</b>   | <b>Resolution 9</b> |
| "THAT subject always to the Companies Act 2016, Articles of Association of the Company and/or approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Section 76 of the Companies Act 2016 to allot and issue new shares in the Company, from time to time at such price and upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares 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 from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." |                     |
| 10. 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 93rd AGM, a single tier dividend of 0.25 sen per ordinary share in respect of the financial year ended 31 December 2016 will be paid on 18 August 2017 to the shareholders whose names appear in the Record of Depositors on 28 July 2017.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 28 July 2017 in respect of transfer; and
- 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  
28 April 2017

#### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 May 2017 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
- 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. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- 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.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 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.
- 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, Pesisiran 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.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 93rd AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 93rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 93rd AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

#### EXPLANATORY NOTES ON ORDINARY BUSINESS

##### Agenda 1 - Audited Financial Statements for financial year ended 31 December 2016

The audited financial statements for the financial year ended 31 December 2016 are laid in accordance with Section 340(1)(a) of the Companies Act ("CA") 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

##### Resolution 2 - Directors' Fees

##### Resolution 3 - Directors' Benefits

Following the enforcement of Section 230(1) of the CA 2016 effective 31 January 2017, it provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Resolution 2, if passed, will authorise the payment of Directors' fees for the financial year ended 31 December 2016 amounting to RM315,000 (2015: RM315,000).

The proposed Resolution 3, if passed, will authorise the payment of benefits to the Directors if any from 31 January 2017 until the conclusion of the next Annual General Meeting of the Company as and when incurred. The Board is of the view that it is just and equitable for these benefits to be paid as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the said period.

##### Resolutions 4 and 5 - Re-election of Directors

Details of the Directors standing for re-election under proposed Resolutions 4 and 5 are stated in Directors' profile on pages 33 to 40 of the Annual Report. Their securities holdings in the Company and its subsidiaries are stated on page 234 of the Annual Report.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### Resolution 8 - Retention of Independent Non-Executive Director

The Nomination Committee had assessed the independence of Mr Yong Teck Ming, who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and the Board had discussed and agreed with the recommendation of the Nomination Committee that in his long service to the Company, he has performed very well as an Independent Non-Executive Director and there is no reason to believe that he would not continue to act independently and to contribute to the Company taking into consideration the following:

- he fulfilled the Independent Director criteria under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and thus is able to function as a check and balance and to bring an element of objectivity to the Board;
- he is a member of the Institute of Chartered Accountants, New Zealand and a member of the Institute of Chartered Secretaries and Administrators, United Kingdom. He has vast experience in accounting, finance and a diverse range of business which would enable him to provide the Board with constructive opinion;
- he has been with the Company for more than nine (9) years and is familiar with the Company's business operations which will enable him to contribute actively and effectively during deliberation at meetings of the Board and Board Committees;
- he has exercised his objective and independent judgement on all Board deliberations;
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making;
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders; and
- he has been providing invaluable contributions to the Board in his role as an Independent Non-Executive Director and Chairman of the Audit Committee and Risk Management Committee.

##### Resolution 9 - Authority to Allot Shares

The proposed Resolution 9 is the renewal of the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Ninety-Second Annual General Meeting held on 31 May 2016 as there were no requirements for such fund raising activities.

The proposed Resolution 9, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting 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.

#### STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

##### Details of individual who is standing for election as Directors

Details of the Director standing for election under the proposed Resolution 6 are as stated in the Directors' Profile on page 40 of the Annual Report. His securities holdings in the Company and its subsidiaries are stated on page 234 of the Annual Report.