



TIGER SYNERGY BERHAD

(Company No. 325631-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Tiger Synergy Berhad (“**Tiger**” or “**Company**”) will be held at Avillion Admiral Cove, Batu 5 ½, Jalan Pantai, 71050 Si Rusa Port Dickson, Negeri Sembilan Darul Khusus, Malaysia on Friday, 15 November 2013, 11.00a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

ORDINARY RESOLUTION 1

PROPOSED RATIFICATION OF BUSINESS DIVERSIFICATION OF TIGER AND ITS SUBSIDIARIES (“TIGER GROUP” OR “GROUP”) INTO PROPERTY DEVELOPMENT AND CONSTRUCTION ACTIVITIES (“PROPOSED RATIFICATION OF BUSINESS DIVERSIFICATION”)

“**THAT** for the purposes of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) and all other purposes, the shareholders of the Company hereby approve and ratify the Proposed Ratification of Business Diversification;

AND THAT subject to the Listing Requirements and the approval of all relevant authorities (if any), the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid Proposed Ratification of Business Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF SHARES UP TO 424,710,000 NEW ORDINARY SHARES OF RM0.20 EACH IN TIGER (“RIGHTS SHARES”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARES OF RM0.20 EACH IN TIGER HELD, TOGETHER WITH UP TO 424,710,000 FREE DETACHABLE WARRANTS 2013/2018 (“WARRANTS 2013/2018”) ON THE BASIS OF ONE (1) WARRANT 2013/2018 FOR EVERY ONE (1) RIGHTS SHARE SUCCESSFULLY SUBSCRIBED AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS”);

“**THAT** subject to the passing of Ordinary Resolution 3 and Special Resolution 1 and to all approvals being obtained from the relevant authorities including but without limited to the approval being obtained from Bursa Securities for the listing of and quotation for the Rights Shares, Warrants 2013/2018, the additional warrants to be issued in consequence of adjustment arising from the Proposed Rights Issue of Shares with Warrants during the exercise period as stipulated in the existing deed poll dated 9 July 2010 (“**Adjustment Warrants**”) and the new ordinary shares of RM0.20 each in Tiger (“**Shares**”) to be issued arising from the exercise of the Warrants 2013/2018 and the new Shares to be issued arising from the exercise of the Adjustment Warrants (whether in its original form or with or subject to any condition, modification, variation and/or amendment imposed by Bursa Securities), approval be and is hereby given to the Board of Directors to:

- (a) provisionally allot and issue Rights Shares to the registered shareholders of the Company whose names appear in the Record of Depositors at the close of business on a date to be determined by the Directors of the Company as they may deem fit (“**Entitled Shareholders**”), on the basis of one (1) Rights Share for every one (1) existing Share held on the entitlement date to be determined by the Board, at an issue price to be determined later;

- (b) allot and issue up to Warrant 2013/2018 to those Entitled Shareholders who have successfully applied for the Rights Shares on the basis of one (1) Warrant 2013/2018 for every one (1) Rights Share subscribed;
- (c) constitute the Warrants 2013/2018 upon the terms and conditions of a deed poll to be executed by the Company (“**Deed Poll**”), the principal terms of which are set out in **Appendix IV** of the Circular to Shareholders dated 21 October 2013; and
- (d) allot and issue such number of new Shares credited as fully paid-up arising from the exercise of Warrants 2013/2018 and/or such other additional warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll.

AND THAT the Directors be and are hereby authorised to allocate the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Directors in their absolute discretion.

AND THAT the Directors be and are hereby entitled to deal with all or any of the fractional entitlement of the Rights Shares and Warrants 2013/2018 arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason, whatsoever, in such manner as the Directors may in their absolute discretion deems fit or in the best interest of the Company.

AND THAT approval be hereby granted to Tiger to allow and issue the new Shares arising from the exercise of Warrants 2013/2018 shall remain in full force and effect for the duration of the tenure of the Warrants 2013/2018.

AND THAT all Rights Shares and new Shares to be issued herein shall upon issuance and allotment thereof, rank *pari passu* in all respects with the existing issued and fully paid-up Shares except that the Rights Shares and the new Shares shall not be entitled to any dividends, rights, allotment and/or other distribution that may be declared, made or paid prior to the date of issuance and allotment of the Rights Shares and the new Shares respectively.

AND THAT the Directors be and are hereby authorised to enter into and execute the Deed Poll constituting the Warrants 2013/2018 and to do all acts, deeds, things as they may deemed fit and expedient in order to implement, finalise and give effect to the aforesaid Deed Poll and that the Common Seal of the Company be affixed onto the Deed Poll in accordance with the Articles of Association of the Company.

AND THAT the Directors be and are hereby further authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company in order to carry out, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants with full powers to assent or make any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Rights Issue of Shares with Warrants”.

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000 COMPRISING 500,000,000 SHARES TO RM500,000,000 COMPRISING 2,500,000,000 SHARES (“PROPOSED IASC”)

“**THAT** subject to the passing of Special Resolution 1, the authorised share capital of Tiger be and is hereby increased from RM100,000,000 comprising 500,000,000 Shares to RM500,000,000 comprising 2,500,000,000 Shares by the creation of an additional 2,000,000,000 new Shares **AND THAT** in consequence thereof, Clause 5 of the Memorandum of Association of the Company and all other relevant documents be and are hereby amended accordingly;

AND THAT the Directors be and are hereby authorised to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed IASC”.

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF TIGER (“PROPOSED AMENDMENTS”)

“**THAT** subject to the passing of Ordinary Resolution 3, the following clauses of the Memorandum and Articles of Association of the Company be hereby amended as follows:

Memorandum of Association	Existing	Proposed change
Clause 5	The Authorised Share Capital of the Company be increased from RM100,000.00 divided into 100,000 ordinary shares of RM1.00 each to RM100,000,000.00 divided into 500,000,000 ordinary shares of 20 cents each by the creation of 499,900,000 ordinary shares of 20 cents each and such new shares when issued shall rank pari passu in all respects with the existing shares of the Company.	The Authorised Share Capital of the Company be increased from RM100,000,000.00 divided into 500,000,000 ordinary shares of RM0.20 each to RM500,000,000.00 divided into 2,500,000,000 ordinary shares of RM0.20 each by the creation of 2,000,000,000 ordinary shares of RM0.20 each and such new shares when issued shall rank pari passu in all respects with the existing shares of the Company.

Articles of Association	Existing	Proposed change
Article 3	The authorised share capital of the Company as at the date of the adoption of these Articles is RM100,000,000.00 (Ringgit Malaysia: One Hundred Million Only) divided into 500,000,000 ordinary shares of 20 cents each.	The authorised share capital of the Company as at the date of the adoption of these Articles is RM500,000,000.00 (Ringgit Malaysia: Five Hundred Million Only) divided into 2,500,000,000 ordinary shares of RM0.20 each.

AND THAT the Board be and is hereby authorised to do all such acts and things and to take such steps that are necessary to give full effect to the Proposed Amendments.”

By Order of the Board of
TIGER SYNERGY BERHAD

NG BEE LIAN (MAICSA 7041392)
Company Secretary

Kuala Lumpur
Date: 21 October 2013

Notes:

1. *Each member is entitled to vote/ may vote in person or by proxy or by attorney. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a Member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the Member specifies the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
2. *The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised.*
3. *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 thereof, must be deposited at the Registered Office of the Company at No. 482, Ground Floor, Jalan Zamrud 6, Taman Ko-Op, 70200 Seremban, Negeri Sembilan Darul Khusus, Malaysia, not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.*
4. *Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories Act, 1991 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *Only members whose name appear in the Record of Depositors as at 11 November 2013 shall be eligible to attend and vote at the meeting.*
6. *Where a member of the Company is an authorised nominee as defined under the SICDA, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.*