

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 an Extraordinary General Meeting of Tiger Synergy Berhad ("**TSB**" or the "**Company**") will be held at The Royale Bintang Resort & Spa Seremban, Jalan Dato A.S Dawood, 70100 Seremban, Negeri Sembilan, on Thursday, 29 May 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY AT ANY POINT IN TIME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF TSB AND ITS SUBSIDIARY COMPANIES ("PROPOSED ESOS")

"**THAT**, subject to the passing of Special Resolution 1 and the approval of all the relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the new ordinary shares of the Company to be issued hereunder, the board of directors of the Company ("**Board**") be and is hereby authorised to:

- (i) establish and administer an employees' share option scheme of up to fifteen percent (15%) of the issued and paid-up ordinary share capital of the Company ("**Proposed ESOS**") for the benefit of eligible employees and directors of the Company and its subsidiaries (the "**TSB Group**" or "**Group**") in accordance with the provisions of the bylaws of the Proposed ESOS as set out in **Appendix I ("Bylaws")** of this Circular to shareholders of the Company dated 7 May 2014 ("**Circular**") and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) make the necessary applications and do all things necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new ordinary shares of the Company which may from time to time be allotted and issued pursuant to the Proposed ESOS;
- (iii) allot and issue from time to time such number of ordinary shares of RM0.20 each in TSB ("**TSB Shares**" or "**Shares**") as may be required to be issued pursuant to the exercise of the options under Proposed ESOS provided that the aggregate number of new TSB Shares to be allotted and issued pursuant to this resolution shall not exceed in aggregate of fifteen percent (15%) of the issued and paid-up ordinary share capital of the Company at any point of time during the existence of the Proposed ESOS and such new TSB Shares issued shall, upon allotment and issuance, rank *pari passu* in all respect with the then existing issued and fully paid-up ordinary shares capital except that the Shares so issued will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new TSB Shares pursuant to the Proposed ESOS; and
- (iv) modify and/or amend the Proposed ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Bylaws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or

expedient in order to give full effect to the Proposed ESOS."

ORDINARY RESOLUTION 2 TO 6

PROPOSED GRANTING OF OPTIONS TO THE DIRECTORS OF TSB

"THAT, subject to the passing of Ordinary Resolution 1 above and Special Resolution 1, the Board be and is hereby authorised at any time and from time to time to offer and to grant the following persons, being the directors of the Company, options to subscribe for new TSB Shares under the Proposed ESOS subject always to the following provisions:

Ordinary Resolution	Directors	Designation
2	Dato' Tan Wei Lian	Managing Director
3	Tan Lee Chin	Executive Director
4	Dato' Khoo Seng Hock	Independent Non-Executive Director
5	Chua Eng Chin	Independent Non-Executive Director
6	Chew Chee Bor	Independent Non-Executive Director

- (i) he/she must not participate in the deliberation or discussion of his own allocation of new TSB Shares and the allocations of the persons connected to him/her to be issued under the Proposed ESOS;
- (ii) not more than ten percent (10%) of the TSB Shares available under the Proposed ESOS shall be allocated to any director or employee, who either singly or collectively through persons connected with such director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO DATIN SEK CHIAN NEE

"THAT, subject to the passing of Ordinary Resolution 1 above and Special Resolution 1, the Board be and is hereby authorised at any time and from time to time to offer and to grant Datin Sek Chian Nee, the Human Resource Manager of the Company, who is also the spouse of Dato' Tan Wei Lian, the Managing Director of the Company, options to subscribe for new TSB Shares under the Proposed ESOS subject always to the following provisions:

- (i) she must not participate in the deliberation or discussion of her own allocation of new TSB Shares and the allocation of the persons connected to her to be issued under the Proposed ESOS;
- (ii) not more than ten percent (10%) of the TSB Shares available under the Proposed ESOS shall be allocated to any director or employee, who either singly or collectively through persons connected with such director or employee, holds twenty percent (20%) or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

also subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws of the Proposed ESOS and any prevailing

guidelines issued by Bursa Securities, the Main Market Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION AS A CONSEQUENCE OF THE PROPOSED ESOS ("PROPOSED AMENDMENT")

"**THAT**, subject to all approvals being obtained from the relevant authorities (if any), approval be and is hereby given to the Company to amend the Articles of Association of TSB by deleting the existing Clause 4(i)(b) in its entirety and replacing it with the following new Clause 4(i)(b):

"Every issue of shares or options to employees and/or Directors shall be approved by shareholders in general meeting and such approval shall specifically detail the amount of shares or options to be issued to each Director. Directors (including executive and non-executive Directors) shall participate in such an issue of shares and/or options."

THAT the Board be and is hereby authorised to give effect to the Proposed Amendment and to take all such steps and do all acts and things in any manner as they may deem necessary to complete, finalise, implement and give full effect to the Proposed Amendment."

By Order of the Board
TIGER SYNERGY BERHAD

NG BEE LIAN (MAICSA 7041392)

Company Secretary

7 May 2014

Notes:

- (i) *A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies and vote in his/her stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) shall not apply to the Company.*
- (ii) *A member may appoint not more than two (2) proxies to attend on the same occasion.*
- (iii) *Where a Member is a authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
- (iv) *Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- (v) *If more than one (1) proxy is appointed, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.*
- (vi) *If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorized.*
- (vii) *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.*
- (viii) *The Depositors whose name appear in the Record of Depositors as at 23 May 2014 shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on their behalf.*

- (ix) *The Form of Proxy must be deposited at the Registered Office of the Company at Wisma Hwa Lian, No. 482, Ground Floor, Jalan Zamrud 6, Taman Ko-op, 70200 Seremban, Negeri Sembilan, not less than forty-eight (48) hours before the time appointed for holding the meeting.*