



ADVANCE SYNERGY BERHAD

(Company No: 1225-D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **Ninety-fourth ANNUAL GENERAL MEETING** ("94th AGM") of Advance Synergy Berhad will be held at the Auditorium, Level 4, The Podium, Wisma Synergy, No. 72, Pesiarian Jubli Perak, Seksyen 22, 40000 Shah Alam, Selangor Darul Ehsan on Thursday, 7 June 2018 at 10.30 a.m. for the following purposes:

- | | |
|--|--|
| 1. To receive the audited financial statements for the financial year ended 31 December 2017 and the Directors' and Auditors' reports thereon. | Please refer to
Explanatory Note
Resolution 1
Resolution 2
Resolution 3 |
| 2. To declare a single tier dividend of 0.25 sen per ordinary share in respect of the financial year ended 31 December 2017. | Resolution 4 |
| 3. To approve the payment of Directors' fees for the financial year ended 31 December 2017. | Resolution 5 |
| 4. To approve the payment of benefits to the Directors from 8 June 2018 until the next annual general meeting of the Company. | Resolution 6 |
| 5. To re-elect the following Directors:
5.1 Dato' Ahmad Ghiti bin Mohd Daud
5.2 Mr Rali bin Mohd Nor | |
| 6. To re-appoint Messrs Baker Tilly Monteiro Heng as auditors of the Company and to authorise the Directors to fix their remuneration. | |

SPECIAL BUSINESS

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

- | | |
|---|---------------------|
| 7. Ordinary Resolution 1 – Retention of Independent Non-Executive Director
"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 in accordance with the Malaysian Code on Corporate Governance." | Resolution 7 |
| 8. Ordinary Resolution 2 – Authority to allot and issue securities
"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 75(1) and Section 76(1) of the Companies Act 2016 to allot and issue new shares or convertible securities 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 or convertible securities to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding any treasury 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 or convertible securities 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." | Resolution 8 |
| 9. 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 94th AGM, a single tier dividend of 0.25 sen per ordinary share in respect of the financial year ended 31 December 2017 will be paid on 15 August 2018 to the shareholders whose names appear in the Record of Depositors on 27 July 2018.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 27 July 2018 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
30 April 2018

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 May 2018 (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, Pesiarian 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 94th 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 94th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 94th 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 2017

The audited financial statements for the financial year ended 31 December 2017 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 2017 amounting to RM315,000 (2016: RM315,000).

The proposed Resolution 3, if passed, will authorise the payment of benefits to the Directors if any from 8 June 2018 until 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 47 to 49 of the Annual Report. None of them has any securities holdings in the Company and its subsidiaries.

EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 7 – 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, his performance as an Independent Non-Executive Director was excellent and there is no reason to believe that he will 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 Chartered Accountants, Australia, New Zealand and a member of the Institute of Chartered Secretaries and Administrators, United Kingdom. He has vast experience in accounting and a diverse range of business which will 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 8 – Authority to allot and issue securities

The proposed Resolution 8 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-Third Annual General Meeting held on 24 May 2017 as there were no requirements for such fund raising activities.

The proposed Resolution 8, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares or convertible securities for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares or convertible securities in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares or convertible securities 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 or convertible securities. If there should be a decision to issue new shares or convertible securities 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.