

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Third Annual General Meeting of TRC Synergy Berhad (Registration No. 199601040839 (413192-D)) ("the Company") will be held at **Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Hulu Kelang, 68000 Ampang, Selangor** on **Wednesday, the 29th day of July, 2020** at 10.30 a.m. for the purpose of transacting the following businesses:-

AGENDA

AS ORDINARY BUSINESS

1	To receive and adopt Audited Financial Statements, Report of the Directors and Report of the Auditors thereon for the year ended 31 December 2019.	(Please refer to Note 1)
2	To approve the payment of first and final single tier dividend of 1.10 sen per share for the year ended 31 December 2019. (Please refer to Note 3)	Ordinary Resolution 1
3	To approve the payment of Directors' fees in respect of the financial year ended 31 December 2019. (Please refer to Note 4)	Ordinary Resolution 2
4	To approve the payment of Directors' benefits (other than Directors' fees) to Non-Executive Directors in respect of the financial year ended 31 December 2019. (Please refer to Note 5)	Ordinary Resolution 3
5	To re-elect YBhg Tan Sri Dato' Sri Sufri bin Hj Mohd Zin who shall retire as Director of the Company pursuant to Articles 84 of the Company's Articles of Association.	Ordinary Resolution 4
6	To re-elect YBhg Dato' Richard Khoo Teng San who shall retire as Director of the Company pursuant to Articles 91 of the Company's Articles of Association.	Ordinary Resolution 5
7	To re-appoint Messrs AljeffriDean as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	Ordinary Resolution 6

SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolution, with or without modification:-

8	Authority to allot shares pursuant to Section 75 of the Companies Act, 2016 (Please refer to Note 6)	Ordinary Resolution 7
---	--	------------------------------

	<p>"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 75 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."</p>	
9	<p>Proposed renewal of authority for the company to purchase its own shares (Please refer to Note 7)</p> <p>"THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 2016 ("Act"), provisions in the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company PROVIDED THAT:-</p> <ol style="list-style-type: none"> (1) the aggregate number of shares purchased does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase; (2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit account of the Company. As at the financial year ended 31 December 2019, the audited retained profit of the Company stood at RM10,484,519; (3) The renewal of authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:- 	<p>Ordinary Resolution 8</p>

	<p>(a) at the conclusion of the next AGM of the Company following the general meeting in which the authorization is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or</p> <p>(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or</p> <p>(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.</p> <p>whichever occurs first;</p> <p>AND THAT upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-</p> <p>(a) to cancel the ordinary shares so purchased; or</p> <p>(b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancelled; or</p> <p>(c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; and</p> <p>(d) in any other manner prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.</p> <p>AND THAT the Directors of the Company be and are hereby authorised to act and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company."</p>	
10	<p>Proposed shareholders' Mandate for Recurrent Related Party Transactions of a revenue and/or Trading Nature (Please refer to Note 8)</p> <p>"THAT subject to the provisions of the MMLR, approval be and is hereby given to the Company and its subsidiaries ("TRC Group") to enter into any of the transactions falling within the</p>	<p>Ordinary Resolution 9</p>

	<p>types of recurrent related party transactions of a revenue and/or trading nature of TRC Group with specified classes of Related Parties (as defined in the MMLR and as specified in Section 2.6 of the Company's circular to shareholders dated 30 June 2020 which are necessary for the day-to-day operations and are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of TRC Group on terms not more favourable to the Related Parties than those generally available to the public and are not, in the Company's opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until :</p> <p>(a) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless renewed by a resolution passed at the general meeting; or</p> <p>(b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act 2016); or</p> <p>(c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,</p> <p>whichever is the earlier;</p> <p>AND THAT the directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution 9.</p>	
11	To transact any other business of which due notice shall be given in accordance with the Articles of Association of the Company and the Companies Act, 2016.	

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN, that a first and final dividend of 1.10 sen per share in respect of the financial year ended 31 December 2019 will be paid on 18th August 2020 to shareholders whose names appear on the Company's Register of Depositors on 30th July 2020.

A Depositor shall qualify for entitlement to the dividend only in respect:-

- a) Shares transferred into the Depositor's Securities Account before 4.00pm on 30th 2020 in respect of ordinary transfers; and
- b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

ABDUL AZIZ MOHAMED (LS 007370)
Secretary

Selangor Darul Ehsan
30 June 2020

Notes:

1. Audited Financial Statements for the Year Ended 31 December 2019

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting by shareholders of the Company.

2. Appointment of Proxies

- a. A proxy may but need not be a member of the Company.
- b. To be valid the proxy form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- c. A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at the meeting.
- d. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the meeting.
- e. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- f. Where a member is an authorised nominee as defined under the Central Depositories Act, 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.
- g. If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- h. Only members whose names appears in the Record of Depositors as at 22nd July 2020 will be entitled to attend and vote at the meeting.

3. Dividend Payment (Ordinary Resolution No. 1)

With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 16 June 2020 the Board of Directors had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

4. Payment of Directors Fees to the Non-Executive Directors (Ordinary Resolution No. 2)

Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the directors payable to the directors of a listed company shall be approved at a general meeting. During the financial year ended 31 December 2019, the Company has paid RM430,000.00 as Directors' fees to its Non-Executive Directors.

5. Payment of Directors' Benefits (excluding Directors' Fees) to the Non-Executive Directors (Ordinary Resolution No. 3)

The Company is seeking shareholders' approval for the following payments of benefits to its Non-Executive Directors pursuant to Section 230(1) of the Companies Act 2016:-

Chairman to the Board of Directors	RM60,000.00
Chairman to the Audit Committee	RM60,000.00
Meeting Allowances	RM17,000.00
Travelling Allowances	RM36,424.00
TOTAL	RM173,424.00

6. Authority for allotment of shares (Ordinary Resolution No. 7)

The proposed Ordinary Resolution 7 is a renewal of the General Mandate for the Directors to allot shares pursuant to Section 75 of the Companies Act, 2016.

The proposed Ordinary Resolution 7, if passed, will authorize the Directors of the Company, from the date of the above Annual General Meeting, to allot shares up to ten per centum (10%) of the issued and paid-up capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were allotted pursuant to the authority granted to the Directors at the Twenty Second Annual General Meeting held on 25 June 2019 and which will lapse at the conclusion of the Twenty Third Annual General Meeting to be held on 29 July 2020.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

The rationale for this resolution is to eliminate the need to convene separate general meeting(s) from time to time to seek Shareholder approval as and when the Company issues new shares and thereby reducing administrative time and costs associated with the convening of such meeting(s).

7. Proposed renewal of authority for the Company to purchase its own shares (Ordinary Resolution No. 8)

The proposed adoption of the Ordinary Resolution 8 is to renew the authority granted by the shareholders of the Company at the Annual General Meeting held on 25 June 2019 to empower the Directors of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company. Further information is set out in the Share Buy-Back Statement dated 30 June 2020 which is dispatched together with the Notice of the Twenty Third Annual General Meeting.

8. Proposed shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature (Ordinary Resolution No. 9)

The proposed adoption of the Ordinary Resolution 9, if passed will enable TRC Group to enter into recurrent transactions involving interests of Related Parties which are necessary for its day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Please refer to the Circular to Shareholders date 30 June 2020 for further information.