

# SIME ENGINEERING SERVICES BERHAD

## ELECTION NOTICE

Pursuant to Section 14(1) of the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), Bursa Malaysia Securities Berhad ("Bursa Securities") has prescribed the ordinary shares of RM0.50 each in Synergy Drive ("Synergy Drive Shares") as prescribed securities. Accordingly, the SICDA, the Securities Industry (Central Depositories)(Amendment) Act, 1998 and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the Synergy Drive Shares.

All abbreviated terms used herein are as defined in the Prospectus dated 27 October 2007 accompanying this Election Notice unless defined otherwise.

## SYNERGY DRIVE

### SYNERGY DRIVE BHD

(Company No. 752404-U)  
(Incorporated in Malaysia under the Companies Act, 1965)

### ISSUANCE OF UP TO 6,024,388,983 SYNERGY DRIVE SHARES IN CONJUNCTION WITH ITS LISTING ON THE MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD

Adviser



CIMB Investment Bank Berhad (18417-M)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

### TO: ENTITLED SHAREHOLDERS OF SIME ENGINEERING SERVICES BERHAD ("PARTICIPATING COMPANY")

Dear Sir/Madam,

As a result of the Merger and Capital Repayment which was announced by the Participating Company on 24 January 2007, you have the option to receive cash or Synergy Drive Shares in relation to your shareholding in the Participating Company. This Election Notice (including the Election Form) has been issued in connection with the issuance of Synergy Drive Shares. If you elect to receive Synergy Drive Shares for your shares in the Participating Company, you must complete and sign the Election Form contained in this Election Notice and submit it to the Registrar such that it reaches the Registrar before the last date and time as specified below.

Any issuance of Synergy Drive Shares pursuant to this Election Notice (including the Election Form) is subject to the terms and conditions stated in the Prospectus dated 27 October 2007 issued by Synergy Drive.

The number of Synergy Drive Shares and the amount of cash that are set out in the Election Form have been computed based on the number of shares that you hold in the Participating Company as at the Entitlement Date and the terms of the Sale of Business Agreement between the Participating Company and Synergy Drive dated 24 January 2007.

<b>Last date and time to submit the Election Form</b> : <b>Friday, 16 November 2007 at 5.00 p.m.</b> , or such other time and date as may be extended by the Board of Synergy Drive at its sole discretion
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By order of the Board

Norzilah Megawati Binti Abdul Rahman  
Company Secretary

Registrar  
**Epsilon Registration Services Sdn Bhd**  
G-01 Ground Floor, Plaza Permata  
Jalan Kampar  
Off Jalan Tun Razak  
50400 Kuala Lumpur  
Malaysia

THIS ELECTION NOTICE IS DATED 27 OCTOBER 2007

Telephone no: 603 - 4047 3999  
Fax no: 603 - 4042 6352

## NOTES AND INSTRUCTIONS FOR COMPLETING THE ELECTION FORM

In accordance with the requirements of Section 232(2) of the Capital Markets and Services Act 2007, the Election Notice (containing the Election Form) must not be circulated unless accompanied by the Prospectus dated 27 October 2007. The Prospectus shall expire on 26 October 2008.

ENTITLED SHAREHOLDERS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE PROSPECTUS TO WHICH THIS ELECTION NOTICE (CONTAINING THE ELECTION FORM) RELATES IN ITS ENTIRETY BEFORE COMPLETING THE ELECTION FORM. A copy of the Prospectus has been registered with the Securities Commission ("SC"). A copy of the Prospectus, together with the Election Notice (containing the Election Form), has also been lodged with the Registrar of Companies who takes no responsibility for the contents of these documents.

The Directors of Synergy Drive have seen and approved the Prospectus and except in relation to information provided by the participating companies under the Merger, they collectively and individually accept full responsibility for the accuracy of the information contained in the Prospectus. They confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in the Prospectus false or misleading. Information on the participating companies under the Merger were provided by the respective Board and management of the said participating companies. The said Boards have given their respective written consents and have not subsequently withdrawn their respective written consents to include the respective information in the Prospectus in the form and context in which they appear. The responsibility of the Directors of Synergy Drive is therefore restricted to ensuring that such information is accurately reproduced in the Prospectus.

The distribution of the Prospectus and the issuance of Synergy Drive Shares contemplated therein are subject to Malaysian laws. Synergy Drive and its advisers are not responsible for the distribution of the Prospectus outside Malaysia. Synergy Drive and its advisers have not taken any action to permit an offering of the Synergy Drive Shares based on the Prospectus or the distribution of the Prospectus outside of Malaysia. The Prospectus may not be used for an offer to sell or an invitation to buy or the issuance of Synergy Drive Shares in any jurisdiction or in any circumstance in which such an offer or invitation or issuance is not authorised or unlawful. The Prospectus shall also not be used to make an offer to sell or invitation to buy or the issuance of Synergy Drive Shares to any person to whom it is unlawful to do so. Synergy Drive and its advisers require you to inform yourself of and to observe such restrictions.

### INSTRUCTIONS:

**THE ELECTION NOTICE (INCLUDING THE ELECTION FORM CONTAINED HEREIN) IS SPECIFIC TO YOUR SHAREHOLDING IN THE PARTICIPATING COMPANY IN THE SPECIFIED CDS ACCOUNT ONLY.**

1. 1 Election Notice is issued in respect of shares for each participating company under the Merger in each CDS account you hold. For example, if you hold KGB Shares and Sime Darby Shares in 1 CDS account, and GHope Shares and Sime Darby Shares in another CDS account, you will receive a total of 4 Election Notices.
2. If you wish to elect to receive Synergy Drive Shares, you must complete and sign the Election Form and submit it to the Registrar, Epsilon Registration Services Sdn Bhd, by post or by hand such that it reaches the Registrar before the expiry of the Election Offer Period, at the following address:

**Epsilon Registration Services Sdn Bhd**

G-01 Ground Floor, Plaza Permata

Jalan Kampar

Off Jalan Tun Razak

50400 Kuala Lumpur

Malaysia

Telephone no : 603 - 4047 3999

Fax no : 603 - 4042 6352

Email : syn.enq@tricolor.com.my

3. The completed Election Form must be received by the Registrar **no later than 5.00 p.m. on Friday, 16 November 2007** being the closing date of the Election Offer Period, or such other time and date as may be extended by the Board of Synergy Drive at its sole discretion. Any Election Form received by the Registrar after the time and date stipulated above shall be regarded as null and void and of no legal effect unless the Board of Synergy Drive in its sole discretion determines otherwise. A completed and signed Election Form, once received by the Registrar from you, is irrevocable and shall be binding on you.
4. For each Election Form, you cannot elect to receive part cash and part Synergy Drive Shares for your shares in the Participating Company. Accordingly for each Election Form, you can elect to receive all the Synergy Drive Shares as stipulated in the specific Election Form or if you do not so elect, you will receive cash for your shares in the Participating Company as stipulated in the specific Election Form.

However, if you receive more than 1 Election Form, you do not have to make the same election for all the Election Forms that you receive.

5. The Election Form must be completed and signed in accordance with the notes and instructions in the Prospectus and Election Notice. Election Forms that do not conform to the terms of the Prospectus and the Election Notice or which are illegible may not be accepted at the sole discretion of the Board of Synergy Drive. The Board of Synergy Drive reserves the right to reject Election Forms which are incomplete, damaged and illegible at its sole discretion.
6. If you wish to receive cash for your shares in the Participating Company, you do not need to take any action.
7. General Instructions
  - (a) All Entitled Shareholders must sign the Election Form. All corporate bodies must affix their Common Seals.
  - (b) The Synergy Drive Shares that you elect to receive will be credited into the CDS account as stated in the Election Form.
  - (c) You are required to use 1 Election Form for shares of each participating company that you hold in each CDS account.
  - (d) The contract arising from your election of the Synergy Drive Shares shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this Election Form, the Election Notice and the contract arising from the execution of the Election Form.

# SIME ENGINEERING SERVICES BERHAD

## ELECTION FORM

THIS ELECTION FORM IS PART OF THE ELECTION NOTICE FOR THE ISSUANCE OF UP TO 6,024,388,983 SYNERGY DRIVE SHARES IN CONJUNCTION WITH ITS LISTING ON THE MAIN BOARD OF BURSA SECURITIES MALAYSIA BERHAD

IF YOU ELECT TO RECEIVE SYNERGY DRIVE SHARES, YOU MUST COMPLETE AND RETURN THIS ELECTION FORM.

IF YOU WISH TO RECEIVE CASH, YOU DO NOT NEED TO TAKE ANY ACTION.

To: The Board of Directors  
Synergy Drive Bhd (752404-U)

**RE: ELECTION FORM TO RECEIVE SYNERGY DRIVE SHARES FOR SHARES IN SIME ENGINEERING SERVICES BERHAD ("PARTICIPATING COMPANY")**

Name, Address and CDS Account Number of Entitled Shareholder

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No. of Participating Company shares held as at 5.00 p.m. on 24 October 2007

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Number of Synergy Drive Shares receivable on valid election

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OR

Amount of cash receivable

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In respect of my/our entire shareholdings in the Participating Company in my CDS account stated above, I/we hereby irrevocably, elect to receive the number of Synergy Drive Shares as stated above, subject to the terms and conditions stated in the Election Notice and the Prospectus both dated 27 October 2007.

Signature/Authorised Signatory(ies) (Corporate Bodies must affix their Common Seal)	Contact telephone number (during working hours)  House/Office: .....  Mobile: .....
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\*Please delete whichever is not appropriate

Dated this .....day of .....2007

**Notes:**

- (i) This Election Form shall be in writing under the hand of the Entitled Shareholder or if such Entitled Shareholder is a corporation, under the Common Seal or its attorney duly authorised and must be served and delivered by post or by hand at the office of the Registrar, Epsilon Registration Services Sdn Bhd, G-01 Ground Floor, Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia.
- (ii) Kindly return this Election Form duly signed/executed should you elect to receive our Shares. Only the original signed copy of the Election Form duly served and delivered to the address stated above before the last date and time to do so is accepted. Please note that proof of posting cannot be construed or deemed to be proof of receipt by us of such Election Form on or before the last date and time to submit the Election Form.

**Last date and time to submit the Election Form : Friday, 16 November 2007 at 5.00 p.m., or such other time and date as may be extended by the Board of Synergy Drive at its sole discretion**

*Fold this flap for sealing*

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*Then fold here*

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Affix  
stamp

The Registrar  
**Epsilon Registration Services Sdn Bhd**  
G-01 Ground Floor, Plaza Permata  
Jalan Kampar  
Off Jalan Tun Razak  
50400 Kuala Lumpur  
Malaysia

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