

TIGER SYNERGY BERHAD

(Company No. 325631-V)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Royal Sungei Ujong Club, 2A, Jalan Dato' Kelana Maamor, 70700 Seremban, Negeri Sembilan Darul Khusus on Friday, 8 December 2017 at 11:00 a.m. for the following purposes:-

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To approve the payment of Directors' Meeting Allowance of up to RM100,000 for the period from January 2017 until the next AGM to be held in year 2018 and be payable after the meeting in arrears. **(Resolution 1)**
3. To re-elect the following Directors retiring pursuant to Article 71 of the Company's Articles of Association:-
 - (a) Dato' Khoo Seng Hock; and **(Resolution 2)**
 - (b) Dato' Lee Yuen Fong. **(Resolution 3)**
4. To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. **(Resolution 4)**

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolution with or without modifications:-

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016** **(Resolution 5)**

"THAT subject always to the Companies Act 2016 ("**the Act**"), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to the Act, to issue and allot shares in the capital of the Company at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

AND THAT the Directors be and are also 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 commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

6. PROPOSED GRANTING OF OPTIONS TO THE DIRECTORS OF TIGER SYNERGY BERHAD ("TSB")

THAT 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:

Directors

Designation

1. Dato' Lee Yuen Fong Independent Non-Executive Director

(Resolution 6)

2. Low Boon Chin Independent Non-Executive Director

(Resolution 7)

- (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.

- 7. To transact any other ordinary business for which due notice shall have been given.

On Behalf of the Board

Lim Seck Wah (MAICSA No. 0799845)

M. Chandrasegaran A/L S. Murugasu (MAICSA No. 0781031)

Company Secretaries

Negeri Sembilan Darul Khusus

31 October 2017

Explanatory Notes to Special Business

1. Item 1 of the Agenda

The 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.

2. Authority to issue shares pursuant to the Companies Act 2016

The proposed adoption of Ordinary Resolution 5 is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten per centum (10%) from the unissued share capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company.

The Company had been granted a general mandate by its shareholders at the Twenty-First Annual General Meeting of the Company held on 23 December 2016 (hereinafter referred to as the "Previous Mandate").

Pursuant to the Previous Mandate, the Company has undertaken several private placement exercises where the Company had placed out a total of 139,059,011 new ordinary shares, which raised a total proceed of RM7,622,078.

The details of the utilization of proceeds from the abovementioned corporate exercise are as follows:-

	Proposed Utilisation	Amount utilised RM	Amount unutilised as at 31 October 2017 RM
General working capital	3,426,078	696,207	2,729,871
Repayment of bank borrowings	4,100,000	366,798	3,733,202
To defray the estimated expenses of the Proposed Private Placement	96,000	40,397	55,603
Total	7,622,078	1,103,402	6,518,676

This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

NOTICE OF ANNUAL GENERAL MEETING

CONT'D

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 December 2017 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend, speak and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee 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 with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, 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.
6. If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 67 of the Company's Articles of Association.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised, and shall be deposited at the registered office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution.
8. All resolutions are to be voted by way of poll pursuant to Bursa Malaysia Securities Berhad's Listing Requirement.