

**TIGER SYNERGY BERHAD**

(Company No. 325631-V)

(Incorporated in Malaysia)

Minutes of the Twenty-Second Annual General Meeting (“22<sup>nd</sup> AGM”) of the Company 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.

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<b>BOARD OF DIRECTORS</b>	: Mr Chua Eng Chin	(Chairman of the Meeting)
	: Dato’ Tan Wei Lian	(Executive Chairman)
	: Ms Tan Lee Chin	(Managing Director)
	: Datin Sek Chian Nee	(Executive Director)
	: Dato’ Khoo Seng Hock	(Independent Non-Executive Director)
	: Mr Low Boon Chin	(Independent Non-Executive Director)
	: Dato’ Lee Yuen Fong	(Independent Non-Executive Director)
<b>IN ATTENDANCE</b>	: Mr. M. Chandrasegaran a/l S. Murugasu	(Company Secretary)
	: Mr. Alex Hau Yean Chang	(Assistant to Company Secretary)
<b>BY INVITATION</b>	: Mr. Lai Wong Chung Mr. Liow Boon Hau	} (Auditor – Messrs UHY)
	: Mr Kelvin Chia Chin Liang	
	: Cik Wan Nor Safikah Wan Hanpi	(Group Secretarial Executive)
<b>SHAREHOLDERS</b>	: As per attendance list	

**CHAIRMAN**

The Chairman, Mr Chua Eng Chin welcomed all members and proxies who were present at the 22<sup>nd</sup> Annual General Meeting (“AGM”) of the Company.

**QUORUM**

The Company Secretary confirmed that there was a quorum present.

## NOTICE

The Notice of the AGM was sent out to all shareholders and release to Bursa Malaysia on 31 October 2017.

With the permission of members from the floor, the Chairman declared that the notice of the 22<sup>nd</sup> AGM be taken as read.

### **1. POINTS RAISED BY THE MINORITY SHAREHOLDER WATCHDOG GROUP**

Before proceeding with the business of the Meeting, the Chairman informed the meeting that there were few points raised by the Minority Shareholder Watchdog Group (“MSWG”) and read out the points raised and also read the answers to the points raised.

The points raised by MSWG and the answers to the points raised are attached herein in Appendix I.

### **2. MEETING PROCEDURE**

The Company Secretary brief the meeting on the procedure to be followed in tabling and approving resolutions in the meeting, the polling process for the resolutions to be conducted upon completion of deliberation of all items to be transacted at the meeting. With regard to polling, the Company has appointed VotesApp Sdn Bhd (VotesApp) as Poll Administrator to conduct the polling process and All-In Worldwide Sdn Bhd as Scrutineers to verify the poll results.

### **3. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2017 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS REPORT THEREON**

The Chairman proceeded to the business of the meeting and informed that the First Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. The First Agenda was meant for discussion only in accordance with the provisions of Section 251(1)(a) of the Companies Act 2016 and would not be put forward for voting.

The Chairman invited questions from floor on the reports and accounts.

The detailed Question and Answers (Q&A) is as attached herein in Appendix II.

After the questions raised by the members/proxy holders were answered, the Chairman declared that the Audited Financial Statements for the year ended 30 June 2017 and the Reports of the Directors and Auditors thereon duly received.

**4. ORDINARY RESOLUTION 1**

**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**

The proposed resolution 1 under Agenda 2 was 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.

The motion was duly proposed and seconded by the following shareholder/proxy of the Company:-

Proposer: Ms Woon Jing Yu (proxy)

Seconder: Ms Lo Siew Mei (shareholder)

**5. ORDINARY RESOLUTION 2**

**TO RE-ELECT THE DIRECTOR, DATO' KHOO SENG HOCK RETIRING PURSUANT TO ARTICLE 71 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The proposed resolution 2 under Agenda 3 was on the re-election of Dato' Khoo Seng Hock, retiring in accordance with Articles 71 of the Company's Articles of Association and being eligible, offered himself for re-election.

The motion was duly proposed and seconded by the following shareholder/proxy of the Company:-

Proposer: Ms Hoo Chun Moi (shareholder)

Seconder: Ms Yap Su Pei (proxy)

**6. ORDINARY RESOLUTION 3**

**TO RE-ELECT THE DIRECTOR, DATO' LEE YUEN FONG RETIRING PURSUANT TO ARTICLE 71 OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The proposed resolution 3 under Agenda 4 was on the re-election of Dato' Lee Yuen Fong, retiring in accordance with Articles 71 of the Company's Articles of Association and being eligible, offered himself for re-election.

The motion was duly proposed and seconded by the shareholder/proxy of the Company:-

Proposer: Ms Yong Zi Ling (proxy)

Seconder: Mr Muniandy A/L Karishnan (shareholder)

**7. ORDINARY RESOLUTION 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**

The Chairman informed the Meeting that the retiring auditors Messrs UHY had expressed their willingness to continue office.

The motion on the appointment of Messrs UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration, was duly proposed and seconded by the following proxies of the Company:-

Proposer: Ms Woon Jing Yu (proxy)

Secunder: Ms Yap Su Pei (proxy)

**8. ORDINARY RESOLUTION 5  
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT, 2016**

The following motion was duly proposed and seconded by the shareholder/proxy of the Company:-

“**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.”

Proposer: Ms Kok Mei Wan (proxy)

Secunder: Ms Lo Siew Mei (shareholder)

**9. ORDINARY RESOLUTION 6  
PROPOSED GRANTING OF OPTIONS TO THE DIRECTOR DATO' LEE YUEN FONG  
BEING THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF TIGER SYNERGY  
BERHAD (“TSB”)**

The following motion was duly proposed and seconded by the shareholder/proxy of the Company:-

“**THAT** the Board be and is hereby authorised at any time and from time to time to offer and to grant to Dato' Lee Yuen Fong being the Independent Non-Executive Director of the Company, options to subscribe for new TSB Shares under the Proposed ESOS subject always to the following provisions:

- 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.”

Proposer: Ms Woon Jing Yu (proxy)

Secunder: Mr Muniandy A/L Karishnan (shareholder)

#### 10. ORDINARY RESOLUTION 7

##### PROPOSED GRANTING OF OPTIONS TO THE DIRECTOR LOW BOON CHIN BEING THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF TIGER SYNERGY BERHAD

The following motion was duly proposed and seconded by the proxies of the Company.

“THAT the Board be and is hereby authorised at any time and from time to time to offer and to grant to Mr Low Boon Chin being the Independent Non-Executive Director of the Company, options to subscribe for new TSB Shares under the Proposed ESOS subject always to the following provisions:

- 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.”

Proposer: Ms Kok Mei Wan (proxy)

Secunder: Ms Yap Su Pei (proxy)

There being no other matter, the meeting was adjourned for a short while to give time to the Poll Administrators and the scrutineers to conduct the polling process and verify the poll results respectively.


Upon receipt of the results from the Scrutineers, All-In Worldwide Sdn Bhd, the Chairman resumed the meeting and declared all Ordinary Resolutions CARRIED as detailed below: -

No.	Resolution	Voted in Favour		Voted Against		Results
		No. of Votes	%	No. of Votes	%	
1.	Ordinary Resolution 1	497,229,000	99.9799%	100,000	0.0201	Carried
2.	Ordinary Resolution 2	496,996,000	100%	0	0	Carried
3.	Ordinary Resolution 3	497,054,500	99.9996%	2,000	0.0004	Carried
4.	Ordinary Resolution 4	497,417,500	99.9803%	98,000	0.0197	Carried
5.	Ordinary Resolution 5	497,338,400	99.9664%	167,000	0.0336	Carried
6.	Ordinary Resolution 6	496,966,900	99.9445%	276,100	0.0555	Carried
7.	Ordinary Resolution 7	497,064,400	99.9115%	440,100	0.0885	Carried

## 11. CONCLUSION

The meeting concluded at 12.35p.m with a vote of thanks to the Chair.

CONFIRMED TRUE RECORD



CHUA ENG CHIN  
CHAIRMAN OF THE MEETING

Dated: 26/2/2018