



TIGER SYNERGY BERHAD

[Registration No. 199401039944 (325631-V)]
(Incorporated in Malaysia)

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 25th Annual General Meeting (“**AGM**”) of Tiger Synergy Berhad (“**Tiger**” or the “**Company**”) will be conducted on a fully virtual basis via ShareWorks Sdn Bhd Online Meeting Platform hosted virtually at www.swsb.com.my on Monday, 6th December 2021 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions.

AGENDA

ORDINARY BUSINESS

1. **Laying of the audited financial statements and the reports of the directors and auditors**
To consider the Audited Financial Statements for the financial period ended 30th June 2021 together with the Reports of the Directors and Auditors thereon.

For compliance only, no voting required.
2. **Election of Director**
THAT re-election of the Independent Non-Executive Director, Dato’ Lee Yuen Fong who retires in accordance with Article 71 of the Company’s Constitution, be hereby approved.

Ordinary Resolution 1
3. **Election of Director**
THAT re-election of the Executive Director, Datin Sek Chian Nee who retires in accordance with Article 71 of the Company’s Constitution, be hereby approved.

Ordinary Resolution 2
4. **Election of Director**
THAT re-election of the Independent Non-Executive Director, Datin Sulizah binti A. Salam, who retires in accordance with Article 77 of the Company’s Constitution, be hereby approved.

Ordinary Resolution 3
5. **Appointment of auditors**
THAT the appointment of Messrs UHY, Chartered Accountants, as the auditors in accordance with Article 121 of the Company’s Constitution and pursuant to Section 271(4)(a) of the Companies Act 2016 for the ensuing financial year ending 30 June 2022 be confirmed and that the directors be authorised to fix the remuneration of the auditors pursuant to Section 274(1)(a) of the Companies Act 2016 be hereby approved.

Ordinary Resolution 4

SPECIAL BUSINESS

6. **Approval for directors' meeting allowance in accordance with Article 78(a) of the Constitution and pursuant to Section 230(1)(a) of the Companies Act 2016**
THAT approval be given for the payment of Directors' meeting allowance of up to RM100,000.00 (2020 : RM100,000.00) for the period from this AGM until the next AGM to be held in year 2022 and be payable after the meeting in arrears. Ordinary Resolution 5
7. **Allotment of shares or grant of rights with the Company approval pursuant to Sections 75 and 76 of the Companies Act 2016**
THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approval of all relevant authorities being obtained, the directors be empowered for the purposes of Sections 75 and 76 of the Companies Act 2016 to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid up capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting be hereby approved. Ordinary Resolution 6
8. **Retention of director as Independent Director Non-Executive Director of the Company**
THAT approval be and is hereby given to Dato' Khoo Seng Hock who had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company. Ordinary Resolution 7

SPECIAL RESOLUTIONS

9. **Proposed adoption of a new constitution of the Company in place of the existing Memorandum and Articles of Association ("proposed new Constitution")**
THAT approval be and is hereby given to replace the existing Memorandum of Association and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix 1 as annexed herewith, be and is hereby adopted as the Constitution of the Company **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing. Special Resolution 1
10. **Proposed change of name of the Company**
"THAT approval be and is hereby given for the name of the Company to be changed from TIGER SYNERGY BERHAD to TWL HOLDINGS BERHAD with effect from the date of Notice of Registration of New Name to be issued by the Companies Commission of Malaysia ("CCM") to the Company **AND THAT** the Constitution of the Company be amended accordingly, wherever the name of the Company appears. Special Resolution 2

AND THAT the Directors and the Secretary of the Company be and hereby authorised to take such necessary steps to give effect to the

Proposed Change of Name and to carry out all the necessary formalities
to effect the Proposed Change of Name of the Company."

By Order of the Board
TIGER SYNERGY BERHAD

Company Secretary
HENG CHIANG POOH FCIS (CS) (CGP)
MAICSA 7009923

Kuala Lumpur

29.10.2021

Notes

1. *The AGM of the Company will be held as a fully virtual meeting through live streaming and online remote voting using facilities provided by the Company's Poll Administrator, namely ShareWorks Sdn. Bhd. via www.swsb.com.my. Please refer to the Administrative Guide for AGM for the procedures to register, participate and vote remotely through the facilities.*
2. *An online meeting platform can be recognised as the main venue of the meeting pursuant to Section 327 of Companies Act 2016 and in line with the Securities Commission Malaysia's Guidance Note if the online platform is located in Malaysia. As such, the convening of the AGM will be joined by members, the Chairman of the meeting, Board of Directors and other relevant parties via www.swsb.com.my.*
3. *Pursuant to the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and authorised representatives ("Participants") shall communicate via real time submission of typed text through submit questions by clicking on "Ask Question" on the facilities while participating the virtual meeting.*
4. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 November 2021 ("General Meeting Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote via the facilities.*
5. *A member entitled to attend and vote via the facilities is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote via the facilities shall have the same rights as the member to speak at the meeting.*
6. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
7. *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.*
8. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
9. *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 68 of the Company's Constitution.*
10. *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 with the power of attorney or other authority (if any) at the registered office of the Company situated at T3-13A-20, Level 13A, Menara 3, 3 Towers, Jalan Ampang, 50450 Kuala Lumpur or 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 appointed for holding this 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.*

STATEMENT ACCOMPANYING NOTICE OF 25TH ANNUAL GENERAL MEETING

1. **VOTING BY WAY OF POLL**

Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice shall be put to vote by way of poll.

2. **ORDINARY BUSINESS – Agenda 1**

Agenda 1 is meant for compliance purposes only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the members for the audited financial statements and reports thereon. Hence, Agenda 1 is just for the Directors to lay the audited financial statements and reports thereon before the members at the annual general meeting and not put forward for voting.

3. **ORDINARY BUSINESS – ORDINARY RESOLUTION 1, 2 & 3 RESPECTIVELY**

The particulars of the retiring directors who are standing for re-election are set out in the relevant pages of the Annual Report.

Details of directors' attendance at Board Meetings are set out in the Statement of Overview on Corporate Governance of the Annual Report.

4. **ORDINARY BUSINESS – ORDINARY RESOLUTION 4**

Pursuant to Section 273(b) of the Companies Act 2016, an auditor shall cease to hold office at the conclusion of the annual general meeting next following his appointment, unless the auditor is re-appointed.

5. **SPECIAL BUSINESS – ORDINARY RESOLUTION 5**

This authorisation by the general meeting would enable the payment of directors' remuneration in accordance with Article 78(a) of the Company's Constitution as follows.

Article 78(a) – Remuneration of Directors

The remuneration of the Directors shall from time to time be determined by the Company in general meeting. That remuneration shall be deemed to accrue from day to day. Remuneration paid by the Company to the alternate shall be deducted from the Director nominating him. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of Directors or general meetings of the Company or in connection with the business of the Company.

6. **SPECIAL BUSINESS – ORDINARY RESOLUTION 6**

The proposed Ordinary Resolution 6 is to seek a new 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%) 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.

This Proposed Resolution 6 which is an Ordinary Resolution, if passed, will grant a renewed general mandate which will provide flexibility for the Company and will empower the directors to issue new shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the purpose of funding current and/or future investment projects, working capital, and/or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will be valid until the conclusion of the next annual general meeting.

7. **SPECIAL BUSINESS – ORDINARY RESOLUTION 7**

With reference to our Corporate Governance Report on disclosures made pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements and in compliance with the Malaysian Code on Corporate Governance 2017, the next Resolution 7 is with respect to approval sought for an independent director who had served since 7 October 2010.

As stated under Practice 4.2 in the Corporate Governance Report, the Board had in reviewing the independent status, considered that it is necessary to focus not only on whether a director's background and current activities qualify him as being independent but also whether the director can act independently of management.

The Board of Directors has via the Nomination Committee assessed the independence of Dato' Khoo Seng Hock as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications.

- (i) He fulfils the criteria of an Independent Non-Executive Director in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) He is familiar with the Company's business operations as he has been with the Company for more than nine (9) years;
- (iii) He has devoted sufficient time and attention to his responsibilities as an Independent Non-Executive Director of the Company; and
- (iv) He has exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duty in the interest of the Company and shareholders.

The proposed Ordinary Resolution 7, if passed, will enable Dato' Khoo Seng Hock to continue in office as Independent Non-Executive Director.

8. **SPECIAL BUSINESS – SPECIAL RESOLUTION 1**

The proposed Special Resolution 1, if passed, shall streamline provisions of the Constitution with the Companies Act 2016 which came into enforcement on 31 January 2017.

9. **SPECIAL BUSINESS – SPECIAL RESOLUTION 2**

The proposed Special Resolution 2, if passed, shall reflect the corporate identity based on the Group's existing core business and future business undertakings.

The word "TWL" stands for "Tiger Worldwide Leadership" and the proposed name "TWL HOLDINGS BERHAD" was approved for use by CCM and our Board recommends that the name of the Company be changed from "TIGER SYNERGY BERHAD" to "TWL HOLDINGS BERHAD" accordingly.