

**THIS CIRCULAR TO SHAREHOLDERS OF TIGER SYNERGY BERHAD ("TIGER" OR THE "COMPANY") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

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**TIGER SYNERGY BERHAD**

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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:-**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,101,480,437 NEW ORDINARY SHARES IN THE COMPANY ("TIGER SHARES" OR "SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 1,101,480,437 FREE DETACHABLE WARRANTS IN THE COMPANY ("WARRANTS D") ON THE BASIS OF 3 RIGHTS SHARES TOGETHER WITH 3 FREE WARRANTS D FOR EVERY 4 EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Principal Adviser*



**MERCURY SECURITIES SDN BHD**

[Registration No. 198401000672 (113193-W)]  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of the Company ("**EGM**") will be held on a fully virtual basis and entirely via remote participation and voting via ShareWorks Sdn Bhd Online Meeting Platform hosted virtually at [www.swsb.com.my](http://www.swsb.com.my).

If you decide to appoint a proxy or proxies for the EGM, you must complete, sign and return the Form of Proxy and deposit it at the registered office of the Company at T3-13A-20, Level 13A, Menara 3, 3 Towers, Jalan Ampang, 50450 Kuala Lumpur on or before the date and time indicated below or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

Last day, date and time for lodging the Form of Proxy : Tuesday, 27 July 2021 at 11.00 a.m.  
Day, date and time of the EGM : Thursday, 29 July 2021 at 11.00 a.m.

This Circular is dated 14 July 2021

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

<b>Act</b>	- Companies Act, 2016 of Malaysia, as amended from time to time and any re-enactment thereof
<b>AGM</b>	- Annual general meeting
<b>BNM</b>	- Bank Negara Malaysia
<b>Board</b>	- Board of Directors of the Company
<b>Bursa Depository</b>	- Bursa Malaysia Depository Sdn Bhd [Registration No. 198701006854 (165570-W)]
<b>Bursa Securities</b>	- Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
<b>By-Laws</b>	- By-laws governing the ESOS
<b>Circular</b>	- This circular to Shareholders in relation to the Proposed Rights Issue with Warrants
<b>Code</b>	- Malaysian Code on Take-Overs and Mergers, 2016 as amended from time to time
<b>COVID-19</b>	- Coronavirus disease 2019
<b>Deed Poll D</b>	- Deed poll constituting the Warrants D and governing the rights of Warrant D holders to be executed by the Company
<b>Directors</b>	- Directors of the Company for the time being
<b>EGM</b>	- Extraordinary general meeting
<b>Entitled Shareholders</b>	- Shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date in order to be entitled to participate in the Proposed Rights Issue with Warrants
<b>Entitlement Date</b>	- A date to be determined by the Board and announced later, on which the names of Shareholders must appear in the Record of Depositors of the Company as at the close of business on that date in order to be entitled to participate in the Proposed Rights Issue with Warrants
<b>EPS</b>	- Earnings per Share
<b>ESOS</b>	- Existing employees' share option scheme of the Company which took effect on 2 October 2014 for a period of 5 years and subsequently extended for another 5 years
<b>ESOS Options</b>	- Options granted under the ESOS pursuant to the By-Laws where each option holder can subscribe for 1 new Share for every 1 ESOS Option held
<b>Foreign-Addressed Shareholders</b>	- Shareholders who have not provided an address in Malaysia for the service of documents which will be issued in connection with the Proposed Rights Issue with Warrants
<b>FPE</b>	- Financial period ended

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**DEFINITIONS (CONT'D)**

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<b>FYE</b>	- Financial years ended / ending, as the case may be
<b>GL</b>	- Gross loss
<b>GP</b>	- Gross profit
<b>LAT</b>	- Loss after taxation
<b>Listing Requirements</b>	- Main Market Listing Requirements of Bursa Securities including any amendments made thereto from time to time
<b>LPD</b>	- 14 June 2021, being the latest practicable date prior to the printing of this Circular
<b>LPS</b>	- Loss per Share
<b>Market Days</b>	- Any day on which Bursa Securities is open for trading in securities
<b>Maximum Scenario</b>	- Assuming that all the Entitled Shareholders and/or their renounee(s) fully subscribe for their respective entitlements of the Rights Shares with Warrants D
<b>MCO</b>	- Movement Control Order
<b>Mercury Securities or the Principal Adviser</b>	- Mercury Securities Sdn Bhd [Registration No. 198401000672 (113193-W)]
<b>Minimum Scenario</b>	- Assuming that the Proposed Rights Issue with Warrants is undertaken on the Minimum Subscription Level
<b>Minimum Subscription Level</b>	- Minimum subscription level to raise minimum proceeds of RM12.00 million, which if based on an illustrative issue price of RM0.04 per Rights Share, shall entail the subscription of an aggregate of 300,000,000 Rights Shares together with 300,000,000 Warrants D
<b>NA</b>	- Net assets
<b>Official List</b>	- Official list of the Main Market of Bursa Securities
<b>PAT</b>	- Profit after taxation
<b>PBT</b>	- Profit before taxation
<b>Proposed Rights Issue with Warrants</b>	- Proposed renounceable rights issue of up to 1,101,480,437 Rights Shares together with up to 1,101,480,437 free detachable Warrants D on the basis of 3 Rights Shares together with 3 free Warrants D for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date
<b>Record of Depositors</b>	- A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
<b>Rights Shares</b>	- New Shares to be allotted and issued pursuant to the Proposed Rights Issue with Warrants
<b>RM and sen</b>	- Ringgit Malaysia and sen respectively
<b>Rules of Bursa Depository</b>	- Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act, 1991 as amended from time to time

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**DEFINITIONS (CONT'D)**

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<b>Rules on Take-Overs, Mergers and Compulsory Acquisitions</b>	- Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the SC pursuant to Section 377 of the Capital Markets and Services Act, 2007 as amended from time to time
<b>SC</b>	- Securities Commission Malaysia
<b>Shareholders</b>	- Registered holders of the Shares
<b>TEAP</b>	- Theoretical ex-all price
<b>Tiger or the Company</b>	- Tiger Synergy Berhad [Registration No. 199401039944 (325631-V)]
<b>Tiger Group or the Group</b>	- Collectively, the Company and its subsidiaries
<b>Tiger Shares or Shares</b>	- Ordinary shares in the Company
<b>Undertakings</b>	- The written undertaking from the Undertaking Shareholder dated 14 June 2021, details of which are set out in Section 2.3 of this Circular
<b>Undertaking Shareholder</b>	- Dato' Tan Wei Lian (Executive Chairman of the Company)
<b>VWAP</b>	- Volume-weighted average market price
<b>Warrants C</b>	- Warrants 2016 / 2021 issued by the Company which expired on 11 February 2021
<b>Warrants D</b>	- Free detachable warrants in the Company to be allotted and issued pursuant to the Proposed Rights Issue with Warrants

In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified. All references to "you" in this Circular are to the Shareholders.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated. Any discrepancies in the tables between amounts stated and the totals in this Circular are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company's plans and objectives will be achieved.

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**TABLE OF CONTENTS**

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**LETTER FROM THE BOARD TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED RIGHTS ISSUE WITH WARRANTS CONTAINING:-**

<b>SECTION</b>	<b>PAGE</b>
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RIGHTS ISSUE WITH WARRANTS	3
3. UTILISATION OF PROCEEDS	13
4. RATIONALE FOR THE PROPOSED RIGHTS ISSUE WITH WARRANTS	18
5. INDUSTRY OVERVIEW AND PROSPECTS	20
6. EFFECTS OF THE PROPOSED RIGHTS ISSUE WITH WARRANTS	25
7. TENTATIVE TIMELINE	31
8. APPROVALS REQUIRED	31
9. CONDITIONALITY	32
10. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION	32
11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE OF THE COMPANY AND/OR PERSONS CONNECTED TO THEM	32
12. BOARD'S RECOMMENDATION	32
13. EGM	33
14. FURTHER INFORMATION	33
APPENDIX I FURTHER INFORMATION	34
APPENDIX II HISTORICAL FINANCIAL INFORMATION OF THE GROUP	42
NOTICE OF EGM	ENCLOSED
FORM OF PROXY	ENCLOSED



## **TIGER SYNERGY BERHAD**

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

### **Registered office**

T3-13A-20, Level 13A  
Menara 3, 3 Towers  
No. 296 Jalan Ampang  
50450 Kuala Lumpur

14 July 2021

### **Board of Directors**

Dato' Tan Wei Lian (Executive Chairman)  
Tan Lee Chin (Deputy Chairman / Managing Director)  
Datin Sek Chian Nee (Executive Director)  
Dato' Khoo Seng Hock (Independent Non-Executive Director)  
Dato' Lee Yuen Fong (Independent Non-Executive Director)  
Low Boon Chin (Independent Non-Executive Director)  
Datin Sulizah binti A.Salam (Independent Non-Executive Director)  
Chua Eng Chin (Non-Independent Non-Executive Director)

### **To: The Shareholders**

Dear Sir / Madam,

### **PROPOSED RIGHTS ISSUE WITH WARRANTS**

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#### **1. INTRODUCTION**

On 13 January 2021, Mercury Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposed Rights Issue with Warrants.

Further to the above, the Board wishes to provide the latest updates on certain litigations involving the Company as well as clarify on whether or not these litigations have any impact on the Proposed Rights Issue with Warrants:-

##### **1.1 Injunction against the Company proceeding with the Proposed Rights Issue with Warrants**

On 25 June 2020, Safari Alliance Sdn Bhd ("**SASB**"), a shareholder of the Company, served an Originating Summons ("**OS 229**") against the following defendants:-

- (i) Tan Lee Chin (1st Defendant);
- (ii) Dato' Tan Wei Lian (2nd Defendant);
- (iii) Chua Eng Chin (3rd Defendant);
- (iv) Dato' Khoo Seng Hock (4th Defendant);
- (v) Low Boon Chin (5th Defendant);

- (vi) Datin Sek Chian Nee (6th Defendant);
- (vii) Dato' Lee Yuen Fong (7th Defendant); and
- (viii) the Company (8th Defendant),

whereby SASB sought for, amongst others, declarations / orders as set out in Section 4.1 of Appendix I of this Circular.

Apart from the above, the Company was served with a sealed ex-parte order where it was ordered "that upon the usual undertaking by SASB, an ex parte interim injunction is granted restraining the 8th Defendant (i.e. the Company) from issuing and allotting new shares pursuant to resolution passed at its AGM held on 9 June 2020 ("**Ex- Parte Injunction**") and a notice of application (*inter parte*) dated 25 June 2020 where SASB seeks for, amongst others, the following orders that:-

- (i) the 2nd and 3rd Defendants be restrained from acting as or otherwise holding themselves as directors of the 8th Defendant (i.e. the Company); and
- (ii) the 2nd and 3rd Defendants be restrained from attending or participating in any board meeting and/or any other affairs of the 8th Defendant (i.e. the Company).

On 3 February 2021, SASB served a sealed notice of application (*inter-partes*) to the Company, whereby SASB sought, amongst others, the following orders that:-

- (i) the 8th Defendant (i.e. the Company) be restrained from proceeding with the Proposed Rights Issue with Warrants pending the disposal of the OS 229; and
- (ii) the 8th Defendant (i.e. the Company) be restrained from issuing and/or allotting any new shares and/or any other equity instruments and/or quasi-instruments, pending the disposal of the OS 229.

On 9 June 2021, the OS 229 was dismissed by the High Court. As a result, all interlocutory applications under the OS 229 including the notice of application (*inter partes*) dated 3 February 2021 to restrain the Proposed Rights Issue with Warrants were struck out.

Following the dismissal of the OS 229 and injunction applications which were made under OS 229 by the High Court on 9 June 2021, the Company wishes to inform that it is no longer restrained from proceeding with the Proposed Rights Issue with Warrants.

## **1.2 Rights of shareholders to exercise their voting rights in relation to the Proposed Rights Issue with Warrants**

On 17 August 2020, Dato' Tan Wei Lian (Executive Chairman of the Company) filed an Originating Summons against several defendants ("**OS 366 Defendants**") to seek, amongst others, that such defendants be restrained from exercising the voting or any other rights attached to their respective shares in the Company as well as acquiring any additional voting shares in the Company and/or disposing of, selling or otherwise transferring or dealing with their existing shares in the Company ("**OS 366**"). Details of the OS 366 are set out in Section 4.3 of Appendix I of this Circular.

Subsequently, on 31 May 2021, the OS 366 was dismissed by the Court. Further to this, Dato' Tan Wei Lian has undertaken not to interfere with the rights of the OS 366 Defendants to exercise their voting rights or any other rights attached to their respective shares in the Company, and henceforth the OS 366 Defendants may proceed to exercise their voting rights to attend the general meeting to participate and deliberate on the Proposed Rights Issue with Warrants and subscribe for their entitlement to the Proposed Rights Issue with Warrants based on their respective shareholdings in the Company.

On 8 July 2021, Mercury Securities had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 7 July 2021, granted its approval for the following:-

- (i) admission of the Warrants D to the Official List;
- (ii) listing and quotation of the Rights Shares and Warrants D; and
- (iii) listing and quotation of the new Shares to be issued arising from the exercise of the Warrants D.

The approval of Bursa Securities is subject to the conditions as set out in Section 8 of this Circular.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSED RIGHTS ISSUE WITH WARRANTS AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED RIGHTS ISSUE WITH WARRANTS WHICH WILL BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF THE EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDICES BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED RIGHTS ISSUE WITH WARRANTS AT THE FORTHCOMING EGM.**

## **2. DETAILS OF THE PROPOSED RIGHTS ISSUE WITH WARRANTS**

### **2.1 Basis and number of Rights Shares and Warrants D to be issued**

The Proposed Rights Issue with Warrants involves the issuance of up to 1,101,480,437 Rights Shares together with up to 1,101,480,437 free Warrants D and is to be implemented on a renounceable basis of 3 Rights Shares together with 3 free Warrants D for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date at an issue price to be determined and announced by the Board at a later date.

The actual number of Rights Shares and Warrants D to be issued will depend on the total number of issued Shares held by the Entitled Shareholders on the Entitlement Date after taking into consideration any new Shares that may be issued arising from the exercise of any convertible securities as well as the eventual subscription level for the Proposed Rights Issue with Warrants.

As at the LPD, the Company has 1,468,640,583 Shares in issue as well as up to 605,908 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS.

Notwithstanding (i) above, the Company has undertaken not to grant any further ESOS Options until the completion of the Proposed Rights Issue with Warrants.

Based on the issued share capital of 1,468,640,583 Shares as at the LPD, the Proposed Rights Issue with Warrants would entail the issuance of up to 1,101,480,437 Rights Shares together with up to 1,101,480,437 Warrants D (assuming all Entitled Shareholders fully subscribe to their entitlements of the Rights Shares with Warrants D).

The Rights Shares and Warrants D will be provisionally allotted and issued to the Entitled Shareholders. The Entitlement Date shall be determined by the Board after obtaining all approvals for the Proposed Rights Issue with Warrants.



The Warrants D are attached to the Rights Shares without any cost and will be issued only to the Entitled Shareholders and/or their renouncee(s) who subscribe for the Rights Shares. Each Warrant D will entitle its holder to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date. The Warrants D will be immediately detached from the Rights Shares upon issuance and will be traded separately. The Warrants D will be issued in registered form and constituted by the Deed Poll D.

The entitlements for the Rights Shares together with the Warrants D are renounceable in full or in part. Accordingly, the Entitled Shareholders may fully or partially renounce their entitlements under the Proposed Rights Issue with Warrants.

However, the Rights Shares and Warrants D cannot be renounced separately and only the Entitled Shareholders who subscribe for the Rights Shares will be entitled to the Warrants D. As such, the Entitled Shareholders who renounce all of their Rights Share entitlements shall be deemed to have renounced all the accompanying entitlements to the Warrants D to be issued together with the Rights Shares. If the Entitled Shareholders accept only part of their Rights Share entitlements, they shall be entitled to the Warrants D in proportion to their acceptance of their Rights Share entitlements.

Any Rights Shares which are not validly taken up shall be offered to other Entitled Shareholders and/or their renouncee(s) under excess shares applications. It is the intention of the Board to reduce the incidence of odd lots and to allocate excess Rights Shares in a fair and equitable manner and on a basis to be determined by the Board later.

Fractional entitlements arising from the Proposed Rights Issue with Warrants, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interests of the Company.

## **2.2 Indicative salient terms of the Warrants D**

Issuer	: Tiger
Issue size	: Up to 1,101,480,437 Warrants D
Form and detachability	: The Warrants D will be issued in registered form and constituted by the Deed Poll D. The Warrants D which are to be issued with the Rights Shares will immediately be detached from the Rights Shares upon allotment and issuance and will be traded separately on Bursa Securities.
Board lot	: For the purpose of trading on Bursa Securities, a board lot of Warrants D shall be 100 units of Warrants D, or such other number of units as may be prescribed by Bursa Securities.
Tenure of the Warrants D	: 3 years commencing on and including the date of issuance of the Warrants D.
Exercise Period	: The Warrants D may be exercised at any time within a period of 3 years commencing from and including the date of issuance of the Warrants D to the close of business at 5.00 p.m. (Malaysia time) on the Market Day immediately preceding the date which is the 3rd anniversary from the date of issuance of the Warrants D ("Exercise Period"). Any Warrants D not exercised during the Exercise Period will thereafter lapse and cease to be valid for any purpose.

Exercise Price : The exercise price of the Warrants D ("**Exercise Price**") shall be determined by the Board at a later date after obtaining the relevant approvals but prior to the announcement of the Entitlement Date.

The Exercise Price shall be determined after taking into consideration, amongst others, the TEAP of the Shares based on the 5-day VWAP of the Shares up to and including the last trading day prior to the price-fixing date. Further details of this are set out in Section 2.4(ii) of this Circular.

The Exercise Price and/or the number of Warrants D in issue during the Exercise Period shall however be subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll D.

Subscription rights : Each Warrant D shall entitle its registered holder to subscribe for 1 new Share at any time during the Exercise Period at the Exercise Price, subject to adjustments under circumstances prescribed in accordance with the terms and provisions of the Deed Poll D.

Mode of exercise : The holders of the Warrants D are required to lodge a subscription form with the Company's share registrar, duly completed, signed and stamped together with payment by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia for the aggregate of the Exercise Price payable when exercising their Warrants D to subscribe for new Shares. The payment of such fee must be made in Ringgit Malaysia.

Adjustments to the Exercise Price and/or the number of Warrants D : Subject to the provisions of the Deed Poll D, the Exercise Price and/or the number of unexercised Warrants D in issue may be subject to adjustments by the Board in consultation with an approved adviser appointed by the Company or the auditors in the event of any alteration in the share capital of the Company at any time during the tenure of the Warrants D, whether by way of, amongst others, rights issue, bonus issue, consolidation of shares, subdivision of shares or reduction of capital, in accordance with the provisions of the Deed Poll D.

Any adjustment to the exercise price and/or number of Warrants D must be done in full compliance with Paragraph 6.54(3)(b) of the Listing Requirements, which states that a deed poll or trust deed must not include any provision for changes to the number of shares received for the exercise or conversion of each convertible security or changes to the pricing mechanism for the exercise or conversion price of the convertible security, except where these changes are adjustments following capitalisation issues, rights issue, bonus issue, consolidation or subdivision of shares or capital reduction exercises.

- Rights of the Warrant D holders : The Warrants D do not confer on their holders any voting rights or any right to participate in any form of distribution and/or offer of further securities in the Company until and unless such holders of Warrants D exercise their Warrants D for new Shares in accordance with the provisions of the Deed Poll D and such new Shares have been allotted and issued to such holders.
- Ranking of the new Shares to be issued pursuant to the exercise of the Warrants D : The new Shares to be issued pursuant to the exercise of the Warrants D in accordance with the provisions of the Deed Poll D shall, upon allotment, issuance and full payment of the Exercise Price of the Warrants D, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares arising from the exercise of the Warrants D.
- Rights of the Warrant D holders in the event of winding up, liquidation, compromise and/or arrangement : Where a resolution has been passed for a members' voluntary winding-up of the Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with 1 or more companies, then:-
- (i) for the purposes of such winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which the Company is the continuing corporation) to which the holders of the Warrants D (or some other persons designated by them for such purpose by special resolution) shall be a party, the terms of such winding-up, compromise or arrangement shall be binding on all the holders of the Warrants D; and
  - (ii) in any other cases, every Warrant D holder shall be entitled to exercise his / her Warrants D at any time within 6 weeks after the passing of such resolution for a members' voluntary winding up of the Company or within 6 weeks after the granting of the court order approving the winding-up, compromise or arrangement, whereupon the Company shall allot the relevant new Shares to the Warrant D holder credited as fully paid subject to the prevailing laws, and such Warrant D holder shall be entitled to receive out of the assets of the Company which would be available in liquidation if he / she had on such date been the holder of the new Shares to which he / she would have become entitled pursuant to such exercise and the liquidator of the Company shall give effect to such election accordingly. Upon the expiry of the above 6 weeks, all subscription rights of the Warrants D shall lapse and cease to be valid for any purpose.

Modification of rights of Warrant D holders	: Save as otherwise provided in the Deed Poll D, a special resolution of the Warrant D holders is required to sanction any modification, alteration or abrogation in respect of the rights of the Warrant D holders.
Modification of Deed Poll D	<p>: Any modification to the terms and conditions of the Deed Poll D may be effected only by a further deed poll, executed by the Company and expressed to be supplemental to the Deed Poll D. Any of such modification shall however be subject to the approval of Bursa Securities (if so required).</p> <p>No amendment or addition may be made to the provisions of the Deed Poll D without the sanction of a special resolution unless the amendments or additions are required to correct any typographical errors or relate purely to administrative matters or are required to comply with any provisions of the prevailing laws or regulations of Malaysia or in the opinion of the Company, will not be materially prejudicial to the interests of the Warrants D holders.</p>
Listing	: The Warrants D will be listed and traded on the Main Market of Bursa Securities. The listing and quotation of the Warrants D on the Main Market of Bursa Securities is subject to a minimum of 100 holders of Warrants D.
Transferability	: The Warrants D shall be transferable in the manner provided under the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository.
Deed Poll D	: The Warrants D shall be constituted by the Deed Poll D.
Governing laws	: The Warrants D and the Deed Poll D shall be governed by the laws and regulations of Malaysia.

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### 2.3 Minimum Subscription Level and Undertakings

The Company intends to raise a minimum of RM12.00 million from the Proposed Rights Issue with Warrants to meet the funding requirements of the Group, which will be channelled towards the proposed utilisation as set out in Section 3 of this Circular.

In view of the above, the Board has determined to undertake the Proposed Rights Issue with Warrants based on the Minimum Subscription Level, which if based on an illustrative issue price of RM0.04 per Rights Share, shall entail the subscription of an aggregate of 300,000,000 Rights Shares together with 300,000,000 Warrants D.

To meet the Minimum Subscription Level, the Company has procured the Undertaking from Dato' Tan Wei Lian (Executive Chairman of the Company) to apply and subscribe in full for his entitlement of Rights Shares and additional Rights Shares not taken up by other Entitled Shareholders by way of excess Rights Shares application, to the extent such that the aggregate subscription proceeds of the Rights Shares received by the Company arising from the subscription by all Entitled Shareholders and/or their renouncee(s) (including by the Undertaking Shareholder, if necessary) amounts to not less than RM12.00 million.

The details of the Undertaking under the Minimum Scenario are as follows:-

Undertaking Shareholder	Existing direct shareholding as at the LPD		Minimum Rights Shares to be subscribed for pursuant to the Undertakings			Assuming none of the other Entitled Shareholders subscribe for their Rights Shares	
	No. of Shares	%(1)	Subscription based on entitlement	Subscription based on excess shares application	Total(2)	No. of Shares held after the Proposed Rights Issue with Warrants	%(3)
Dato' Tan Wei Lian	176,761,959	12.04	132,571,469	167,428,531	300,000,000	476,761,959	26.96

**Notes:-**

(1) Based on the issued share capital of 1,468,640,583 Shares as at the LPD.

(2) Based on an illustrative issue price of RM0.04 per Rights Share.

(3) Based on the enlarged issued share capital of 1,768,640,583 Shares under the Minimum Scenario.

Pursuant to the Undertaking, the Undertaking Shareholder has confirmed that he has sufficient financial means and resources to fulfil his obligations under his Undertaking.

Mercury Securities has verified the sufficiency of financial resources of the Undertaking Shareholder for the purpose of subscribing for the Rights Shares and excess Rights Shares pursuant to the Undertaking.

For illustrative purposes, assuming none of the other Entitled Shareholders subscribe for their entitlement of the Rights Shares, the Undertaking Shareholder will be subscribing for a total of 300,000,000 Rights Shares based on an illustrative issue price of RM0.04 per Rights Share.

However, should the actual issue price be higher or lower than RM0.04 per Rights Share, the total number of Rights Shares and excess Rights Shares to be subscribed by the Undertaking Shareholder (which is computed based on RM12.00 million divided by the actual issue price of the Rights Shares) will be adjusted correspondingly such that the Company will raise a minimum of RM12.00 million.

The Undertaking Shareholder has confirmed that:-

- (i) his subscription for Rights Shares pursuant to the Undertaking will not give rise to any consequence of mandatory take-over offer obligation under the Code and the Rules on Take-Overs, Mergers and Compulsory Acquisitions immediately after completion of the Proposed Rights Issue with Warrants; and
- (ii) he will observe and comply at all times with the provision of the Code and the Rules on Take-Overs, Mergers and Compulsory Acquisitions and will seek from the SC the necessary exemptions from undertaking such mandatory take-over offer, if required.

As the Minimum Subscription Level will be fully satisfied via the Undertaking, the Company will not procure any underwriting arrangement for the remaining Rights Shares not subscribed for by other Entitled Shareholders.

The Undertaking is not expected to result in any breach in the public shareholding spread requirement by the Company under Paragraph 8.02(1) of the Listing Requirements, which stipulates that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. As at the LPD, the Company does not hold any treasury shares.

For avoidance of doubt, if the Undertaking Shareholder exercises a sufficient number of Warrants D, he may trigger a mandatory take-over offer obligation under the Code and the Rules on Take-Overs, Mergers and Compulsory Acquisitions. In this regard, the Undertaking Shareholder will be required to comply with the relevant provisions of the Code and the Rules on Take-Overs, Mergers and Compulsory Acquisitions. For illustration, assuming full exercise of the Warrants D under the Minimum Scenario, the Undertaking Shareholder will hold a total of 776,761,959 Rights Shares, representing 37.55% of the enlarged issued share capital of the Company.

The Company has not approached other shareholders for the requisite undertaking in order to achieve the Minimum Subscription Level.

## **2.4 Basis and justification of determining the issue price of the Rights Shares and the exercise price of the Warrants D**

### **(i) Issue price of the Rights Shares**

The issue price of the Rights Shares shall be determined and announced by the Board at a later date (before the announcement of the Entitlement Date) after taking into consideration, amongst others, the following:-

- (a) the funding requirements of the Group as set out in Section 3 of this Circular;
- (b) the TEAP of the Shares based on the 5-day VWAP of the Shares up to and including the last trading day prior to the price-fixing date.

The Board intends to fix the issue price of the Rights Shares such that the issue price is at a discount of between 10% to 30% to the TEAP of the Shares.

This discount range was determined by the Board after taking into consideration the need of the Company to price the Rights Shares at an issue price deemed sufficiently attractive to encourage subscription of the Rights Shares and to enable the Group to raise the necessary funds required for the intended utilisation as set out in Section 3 of this Circular; and

- (c) the rationale for the Proposed Rights Issue with Warrants, as set out in Section 4 of this Circular.

The illustrative issue price of RM0.04 per Rights Share represents a discount of 13.23% to the TEAP of the Shares of RM0.0461, calculated based on the 5-day VWAP of the Shares up to and including the LPD of RM0.0552 and assuming an illustrative exercise price of RM0.04 per Warrant D.

**(ii) Exercise price of the Warrants D**

The exercise price of the Warrants D shall be determined and announced by the Board at a later date (before the announcement of the Entitlement Date) after taking into consideration, amongst others, the TEAP of the Shares based on the 5-day VWAP of the Shares up to and including the last trading day prior to the price-fixing date.

The Board intends to fix the exercise price of the Warrants D such that the exercise price is at a discount of between 10% to 30% to the TEAP of the Shares.

This discount range was determined by the Board after taking into consideration the future prospects of the Group, further details of which are set out in Section 5 of this Circular, as well as the need to fix an exercise price that makes the Warrants D attractive for the purposes of enhancing the subscription level of the Rights Shares.

The illustrative exercise price of RM0.04 per Warrant D represents a discount of 13.23% to the TEAP of the Shares of RM0.0461, calculated based on the 5-day VWAP of the Shares up to and including the LPD of RM0.0552 and assuming an illustrative issue price of RM0.04 per Rights Share.

**2.5 Ranking of the Rights Shares and new Shares to be issued arising from the exercise of the Warrants D**

**(i) Rights Shares**

The Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Rights Shares.

**(ii) New Shares arising from the exercise of the Warrants D**

The new Shares to be issued arising from the exercise of the Warrants D shall, upon allotment, issuance and full payment of the exercise price of the Warrants D, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares.

**2.6 Foreign-Addressed Shareholders**

An abridged prospectus together with its accompanying documents or any other documents to be issued in connection with the Proposed Rights Issue with Warrants are not intended to comply with the laws of any jurisdiction other than Malaysia and will not be lodged, registered or approved under applicable securities legislation of any jurisdiction other than Malaysia. Accordingly, the Proposed Rights Issue with Warrants will not be offered for subscription in any countries or jurisdictions other than Malaysia.

The abridged prospectus together with its accompanying documents or any other documents relating to the Proposed Rights Issue with Warrants will only be sent to the Entitled Shareholders who have a registered address or an address for service of documents in Malaysia as registered in the Record of Depositors on the Entitlement Date and will not be sent to Foreign-Addressed Shareholders as at the Entitlement Date.

Foreign-Addressed Shareholders who wish to provide Malaysian addresses should inform their respective stockbrokers as well as the share registrar of the Company at Bina Management (M) Sdn Bhd, Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor, to effect the change of address prior to the Entitlement Date.

Alternatively, such Foreign-Addressed Shareholders may collect the abridged prospectus from the Company's share registrar who shall be entitled to request for such evidence as they deem necessary to satisfy themselves as to the identity and authority of the person collecting the abridged prospectus.

The Company will not make or be bound to make any enquiry as to whether the Entitled Shareholders have a registered address other than as stated in the Company's Record of Depositors as at the Entitlement Date and will not accept or deemed to accept any liability whether or not any enquiry or investigation is made in connection therewith.

Foreign-Addressed Shareholders may only exercise their rights in respect of the Proposed Rights Issue with Warrants to the extent that it would be lawful to do so and the Company and/or any of its advisers would not, in connection with the Proposed Rights Issue with Warrants, be in breach of the laws of any jurisdiction to which the Foreign-Addressed Shareholders may be subject to.

Foreign-Addressed Shareholders will be responsible for payment of any issue or transfer fees or costs, and any taxes or requisite payments due in such jurisdiction and the Company shall be entitled to be fully indemnified and held harmless by such foreign applicants for any issue, transfer or any other taxes or duties as such persons may be required to pay. They will have no claims whatsoever against the Company, its share registrar and/or any of its advisers in respect of their rights or entitlements under the Proposed Rights Issue with Warrants. Such applicants should also consult their professional advisers as to whether they require any governmental, exchange control or other consents or need to comply with any other applicable legal requirements to enable them to exercise their rights in respect of the Proposed Rights Issue with Warrants.



The Foreign-Addressed Shareholders shall be solely responsible to seek advice as to the laws of any jurisdiction to which they may be subject, and participation by the applicants in the Proposed Rights Issue with Warrants shall be on the basis of a warranty by the applicants that they are allowed to do so lawfully without the Company and/or the advisers being in breach of the laws of any jurisdiction.

Neither the Company nor any of its advisers to the Proposed Rights Issue with Warrants shall accept any responsibility or liability in the event that any acceptance by a Foreign-Addressed Shareholder of his/her rights in respect of the Proposed Rights Issue with Warrants is or shall become illegal, unenforceable, voidable or void in any country or jurisdiction.

Foreign-Addressed Shareholders who do not provide an address in Malaysia or who are not entitled to subscribe for the Rights Shares under the laws and jurisdiction to which they are subject, will have no claims whatsoever against the Company and/or any of its advisers in respect of their rights entitlements or any net proceeds arising from the Proposed Rights Issue with Warrants.

The Company reserves the right in its absolute discretion to treat any subscription of the Rights Shares as being invalid if it believes or has reason to believe that such subscription for the Rights Shares may violate applicable legal or regulatory requirements.

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### 3. UTILISATION OF PROCEEDS FROM THE PROPOSED RIGHTS ISSUE WITH WARRANTS

Based on an illustrative issue price of RM0.04 per Rights Share, the gross proceeds to be raised from the Proposed Rights Issue with Warrants are intended to be utilised in the following manner:-

Utilisation of proceeds	Intended timeframe for utilisation from completion of the Proposed Rights Issue with Warrants	<sup>(1)</sup> Minimum Scenario RM'000	Maximum Scenario RM'000
(i) Funding for existing and future property development projects	Within 36 months	10,000	30,000
(ii) Repayment of borrowings	Within 6 months	-	<sup>(2)</sup> 11,001
(iii) Working capital	Within 24 months	2,000	2,258
(iv) Estimated expenses for the Proposed Rights Issue with Warrants	Immediate	<sup>(3)</sup> -	<sup>(4)</sup> 800
<b>Total</b>		<b>12,000</b>	<b>44,059</b>

**Notes:-**

(1) Any additional proceeds raised in excess of the RM12.00 million under the Minimum Scenario will be allocated up to its respective maximum allocation under the Maximum Scenario in the following order:-

- (i) estimated expenses for the Proposed Rights Issue with Warrants;
- (ii) funding for existing and future property development projects;
- (iii) repayment of borrowings; and
- (iv) working capital.

(2) Under the Maximum Scenario, the Group intends to allocate proceeds of RM11.00 million from the Proposed Rights Issue with Warrants to fully repay its borrowings, details of which are set out in Section 3(i) of this Circular. This figure is based on approximately the outstanding amount of the Group's borrowings as at the LPD.

As the borrowings are subject to monthly principal repayments and/or interest expenses, the actual outstanding amount of such borrowings at the point of repayment may be higher or lower than the current amount as at the LPD.

As such, any surplus or deficit following the repayment of borrowings shall be allocated to / from the proceeds earmarked for funding for existing and future property development projects.

(3) Under the Minimum Scenario, the expenses for the Proposed Rights Issue with Warrants shall be funded via internally generated funds.

(4) If the actual expenses incurred are higher than this budgeted amount, the deficit will be funded via the amount earmarked for the working capital. Conversely, any surplus of funds following payment of expenses will be utilised in the order as set out in Note (1) above.

Pending the utilisation of proceeds from the Proposed Rights Issue with Warrants, the unutilised proceeds shall be placed in interest-bearing deposits and/or money market financial instruments.

**(i) Funding for existing and future property development projects**

The Group intends to utilise part of the proceeds from the Proposed Rights Issue with Warrants to fund the following property development projects currently undertaken by the Group as well as any other new property development projects to be undertaken by the Group in the future:-

No.	Project name / location	Estimated GDV RM'million	Details	Expected launch date	Expected completion date	Percentage of completion %
1.	Aster Residence in Cheras, Selangor <sup>(1)</sup>	72.0	Residential development project comprising 1 tower block with 120 executive condominium units	3 <sup>rd</sup> half of 2021	2024	5
2.	Alam Impian Affordable Housing Project in Shah Alam, Selangor <sup>(2)</sup>	176.0	Joint-development residential project comprising 640 units of medium-cost condominium	1 <sup>st</sup> half of 2022	2025	5
3.	Bangsar South Luxury Condominium Project in Kuala Lumpur <sup>(3)</sup>	450.0	Joint-development residential project comprising 206 units of condominium	1 <sup>st</sup> half of 2023	2026	5
4.	Alam Impian Commercial Development Project in Shah Alam, Selangor <sup>(4)</sup>	52.5	Joint-development commercial project comprising 38 units of 2- and 3-storey shop houses	1 <sup>st</sup> half of 2022	2024	5

Any shortfall in the Group's funding requirement for the respective projects are expected to be met via progressive sales billings to be received, internally generated funds and/or bank borrowings.

Notes:-

(1) *The Aster Residence comprises 1 block of building consisting of 120 units of executive condominium with an estimated GDV and GDC of approximately RM72.0 million and RM58.5 million respectively. The development order has been obtained in 2018. The expected profits to be derived from this project is approximately RM13.5 million. The Aster Residence Project is expected to be launched in the 3rd half of 2021 and to be completed within 3 years from the commencement of the construction of the said project.*

- (2) *The Alam Impian Affordable Housing Project is a joint-development affordable housing project for the development of 640 units of affordable housing units on freehold lands with a total area of 9.0 acres in Shah Alam with an estimated GDV and GDC of approximately RM176.0 million and RM144.0 million respectively. The expected profits to be derived from this project is approximately RM32.0 million. The Group is currently in the process of applying for the development order from the relevant authorities. This project is expected to be launched in the 1st half of 2022 and be completed within 3 years from the commencement of the said project.*
- (3) *The Bangsar South Luxury Condominium Project is a joint-development project for the development of 206 units of luxury condominium on 12 plots of freehold vacant land located at Mukim Kuala Lumpur, Daerah Kuala Lumpur with an estimated GDV and GDC of approximately RM450.0 million and RM322.0 million respectively. The expected profits to be derived from this project is approximately RM128.0 million. The GDV and GDC currently provided is only an estimated sum which is still subject to adjustments until the building plan approval is obtained. The proposed development project is still in the planning and design stage and the Group will be applying for the development order from the relevant authorities at a later stage.*
- (4) *The Alam Impian Commercial Development Project is a joint-development commercial development project for the development of 38 units of 2 and 3 storey shop houses on freehold vacant land with a total area of 2.89 acres located at H.S.(M) 55825, PT 148792 Mukim Klang, Sungei Kandis, Daerah Klang, State of Selangor with an estimated GDV and GDC of approximately RM52.5 million and RM41.5 million respectively. The expected profits to be derived from this project is approximately RM11.0 million. The GDV and GDC currently provided is only an estimated sum which is still subject to adjustments until the building plan approval is obtained. The proposed commercial development project is still in the planning and design stage and the Group will be applying for the development order approval from the relevant authorities at a later stage.*

Notwithstanding the above, there may be potential delays to the project timelines set out above in view of the ongoing MCO restrictions imposed by the Government of Malaysia which currently do not allow construction activities to be undertaken. Further, the uncertainties caused by the prolonging of the COVID-19 pandemic on the property market and the general economy may affect the progress of the Group's projects.

Nevertheless, the Group will strive to expedite the progress of its projects once it is allowed to resume operations. In addition, the COVID-19 pandemic is expected to be contained gradually in tandem with the ongoing progress of the national vaccination programme. In turn, the property market as well as the general economy is expected to return to growth upon containment of the COVID-19 pandemic.

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**(ii) Repayment of borrowings**

As at the LPD, the total outstanding principal amount of the Group's borrowings stood at approximately RM11.00 million.

The Group intends to utilise part of the proceeds from the Proposed Rights Issue with Warrants towards the full repayment of the following borrowings:-

Name of bank	Facility	Outstanding principal amount as at the LPD RM'000	Proposed repayment amount RM'000	Estimated annual interest savings RM'000
Public Islamic Bank Berhad	Term loan <sup>(1)</sup>	5,199	5,199	<sup>(5)</sup> 417
Ambank (M) Berhad	Term equity <sup>(2)</sup>	2,530	2,530	<sup>(6)</sup> 124
Ambank (M) Berhad	Term equity <sup>(3)</sup>	2,518	2,518	<sup>(7)</sup> 193
Malayan Banking Berhad	Hire purchase <sup>(4)</sup>	754	754	<sup>(8)</sup> 35
<b>Total</b>		<b>11,001</b>	<b>11,001</b>	<b>769</b>

**Notes:-**

- (1) *This term loan facility was drawn down in July 2015 by Pembinaan Terasia Sdn Bhd, a wholly-owned subsidiary of the Company, to part-finance the acquisition of a vacant land currently held for property development purposes.*
- (2) *This term equity facility was drawn down in December 2016 by Tiger Synergy Land Sdn Bhd, a wholly-owned subsidiary of the Company, to refinance a vacant land currently held for property development purposes.*
- (3) *This term equity facility arises following the restructuring of an overdraft facility that was drawn down in July 2015 by Pembinaan Terasia Sdn Bhd, a wholly-owned subsidiary of the Company, to part-finance the acquisition of a vacant land currently held for property development purposes.*
- (4) *This comprises several hire purchase facilities drawn down between 2013 and 2018 by several wholly-owned subsidiaries of the Company to part-finance the purchase of motor vehicles.*
- (5) *Based on an effective interest rate of 8.02% per annum.*
- (6) *Based on an effective interest rate of 4.90% per annum.*
- (7) *Based on an effective interest rate of 7.67% per annum.*
- (8) *Based on a weighted-average effective interest rate of 4.62% per annum.*

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**(iii) Working capital**

The Group intends to utilise the balance proceeds from the Proposed Rights Issue with Warrants for working capital purposes in the following manner:-

Utilisation	Percentage allocation %	Minimum Scenario RM'000	Maximum Scenario RM'000
Payment of salaries to staff of the Group	50	1,000	1,129
Operating expenses and administrative expenses <sup>(1)</sup>	50	1,000	1,129
<b>Total</b>	<b>100</b>	<b>2,000</b>	<b>2,258</b>

Note:-

(1) These expenses may include, amongst others, utilities, rental costs, transportation costs, marketing costs and other miscellaneous items such as audit fees, consultancy fees, professional fees and secretarial fees. The actual breakdown of these expenses cannot be determined at this juncture as it will depend on the actual operating and administrative requirements of the Group at the relevant time.

**(iv) Estimated expenses for the Proposed Rights Issue with Warrants**

The breakdown of the estimated expenses for the Proposed Rights Issue with Warrants is illustrated below:-

Estimated expenses	Amount RM'000
Professional fees <sup>(1)</sup>	560
Fees to relevant authorities	95
Printing, despatch, advertising and meeting expenses	100
Miscellaneous expenses and contingencies	45
<b>Total</b>	<b>800</b>

Note:-

(1) These include advisory fees payable to the Principal Adviser and other professional fees payable to the solicitors, company secretary, share registrar and reporting accountants.

The actual gross proceeds to be raised from the Proposed Rights Issue with Warrants will depend on the actual number of Rights Shares that will be issued as well as the issue price of the Rights Shares, which shall be determined in due course.

The exact quantum of proceeds that may be raised by the Company from the exercise of the Warrants D would depend on the actual number of Warrants D exercised as well as the exercise price of the Warrants D, which shall be determined by the Board at a later date. The proceeds from the exercise of the Warrants D will be received on an "as and when basis" over the tenure of the Warrants D.

Strictly for illustrative purposes, based on the illustrative exercise price of RM0.04 per Warrant D, the Company will raise gross proceeds of up to RM44.06 million upon full exercise of the Warrants D under the Maximum Scenario. Any proceeds arising from the exercise of the Warrants D in the future will be used to finance the future working capital requirements such as those described above. The exact breakdown of the utilisation of proceeds for each component of working capital are subject to the actual requirements of the Group at the relevant time and the timeframe for full utilisation from the date of receipt of the proceeds cannot be determined at this juncture.

#### 4. RATIONALE FOR THE PROPOSED RIGHTS ISSUE WITH WARRANTS

The Proposed Rights Issue with Warrants will enable the Company to raise funds and channel them towards the proposed utilisation as set out in Section 3 of this Circular.

After due consideration of the various options available, the Board is of the opinion that the Proposed Rights Issue with Warrants is the most suitable means of fund raising for the Company for the following reasons:-

- (i) it will involve the issuance of new Shares without diluting the Entitled Shareholders' shareholdings provided that they subscribe in full for their respective entitlements under the Proposed Rights Issue with Warrants and exercise their Warrants D subsequently;
- (ii) it provides an opportunity for the Entitled Shareholders to participate in the equity offering of the Company on a pro-rata basis; and
- (iii) it will enable the Company to raise the requisite funds without incurring additional interest expense from bank borrowings, thereby minimising any potential cash outflow in respect of interest servicing costs.

The free Warrants D which are attached to the Rights Shares are intended to provide an added incentive to the Entitled Shareholders to subscribe for the Rights Shares. In addition, the free Warrants D will provide the Entitled Shareholders with an opportunity to increase their equity participation in the Company at a pre-determined exercise price during the tenure of the Warrants D and will allow Entitled Shareholders to further participate in the future growth of the Company as and when the Warrants D are exercised.

The exercise of the Warrants D in the future will allow the Company to obtain additional funds without incurring additional interest expenses from borrowings. Furthermore, the exercise of Warrants D will increase Shareholders' funds, thereby strengthening the financial position of the Company and providing the Company with flexibility in terms of the options available to meet its funding requirements.

For information, the Company has not undertaken any fund-raising exercises in the past 12 months preceding the LPD.

Further to the above, the Company wishes to provide the following additional information:-

##### (i) Insignificant business or operations

On 30 April 2021, the Company announced that it has triggered Paragraph 8.03A(2)(b) of the Listing Requirements for having an insignificant business or operations (i.e. business or operations which generates revenue on a consolidated basis that represents 5% or less of the share capital (excluding any redeemable preference shares and treasury shares) of the Company) based on its latest unaudited financial statements for the FYE 31 December 2020 ("**First Announcement**").

Pursuant to Paragraph 8.03A(3) of the Listing Requirements, the Company as an affected listed issuer must comply with the following, failing which Bursa Securities may suspend the trading of listed securities of the Company or de-list the Company, or both:-

- (a) immediately announce to Bursa Securities of its condition and provide such information from time to time for public release in accordance with the disclosure obligations set out in paragraph 4.0 of Practice Note 17 of the Listing Requirements, with the necessary modifications;
- (b) regularise its condition by complying with the requirements set out in paragraph 8.04(3) and paragraph 5.0 of Practice Note 17 of the Listing Requirements, with the necessary modifications; and

- (c) comply with such other requirements or do such other acts or things as may be prescribed or required by Bursa Securities.

However, pursuant to the “Additional Temporary Relief Measures to Listed Issuers Amid the Evolving COVID-19 Situation” issued by Bursa Securities on 17 February 2021, the Company:-

- (a) has been granted relief from complying with the other obligations under Paragraph 8.03A of the Listing Requirements for a period of 12 months from the date of triggering Paragraph 8.03A(2)(b); and
- (b) must, upon the expiry of 12 months from the First Announcement, reassess its condition and announce whether it continues to trigger Paragraph 8.03A(2)(b) of the Listing Requirements (“**Subsequent Announcement**”).

If the Company continues to trigger Paragraph 8.03A(2)(b) of the Listing Requirements, the Company must comply with all the obligations under Paragraph 8.03A of the Listing Requirements from the date of the Subsequent Announcement.

**(ii) Unqualified opinion with material uncertainty relating to going concern**

The Company’s external auditor had expressed an unqualified opinion with material uncertainty relating to going concern in the latest audited financial statements of the Company for the financial period ended 31 December 2019 due to the following:-

- (a) the Group and the Company incurred net loss of RM9,303,815 and RM3,773,977 respectively for the financial period ended 31 December 2019;
- (b) the Group and the Company reported negative operating cash flows amounted RM78,713,270 and RM80,114,061 for the financial period ended 31 December 2019; and
- (c) the subsidiary companies delayed the payment of its borrowing obligations during the financial period (for information, as at the LPD, the subsidiary companies have regularised the payment of such borrowing obligations).

According to the Company’s external auditor, these conditions indicate the existence of material uncertainties that may cast significant doubt on the Group’s and the Company’s ability to continue as going concerns.

Further to (i) and (ii) above, the Proposed Rights Issue with Warrants is being undertaken as part of an overall turnaround plan to help to address this matter as it would provide the necessary funds for the Group to undertake the projects as set out in Section 3(i) of this Circular.

In turn, these projects are expected to contribute revenue and earnings to the Group, thus alleviating its current “insignificant business or operations” condition whereby its business or operations generates revenue on a consolidated basis that represents 5% or less of its share capital as well as potentially returning the Group to profitability and positive operating cash flows.

Further, as part of the proceeds from the Proposed Rights Issue with Warrants is intended to be utilised to repay borrowings, this would also help to alleviate the Group’s financial burden with respect to its borrowing obligations.

Apart from the above, the Group will continue to be on the lookout for opportunities to undertake new property development projects, either on its own or via joint-ventures with other third parties / landowners, subject to the feasibility of such projects and the availability of resources. In this regard, the Group will adopt a wait-and-see approach in view of the current uncertainties caused by the ongoing MCO restrictions and the COVID-19 pandemic. Once the COVID-19 pandemic is gradually contained with the ongoing progress of the national vaccination programme, the Group will aim to capitalise on any property development opportunities that may arise following the ensuing return to growth in business and economic activities.



## **5. INDUSTRY OVERVIEW AND PROSPECTS**

### **5.1 Malaysian economy**

The Malaysian economy registered a smaller decline of 0.5% in the first quarter (4Q 2020: -3.4%). The growth performance was supported mainly by the improvement in domestic demand and robust exports performance, particularly for E&E products. Growth was also supported by the continued policy measures. The imposition of the Second Movement Control Order (MCO 2.0) and the continued closure of international borders and restrictions on inter-state travel, however, weighed on economic activity. Nevertheless, as restrictions were eased in February and March, economic activity gradually picked up.

All economic sectors registered an improvement, particularly in the manufacturing sector. On the expenditure side, growth was driven by better private sector expenditure and strong exports. On a quarter-on-quarter seasonally-adjusted basis, the economy registered a growth of 2.7% (4Q 2020: -1.5%).

Despite the recent re-imposition of containment measures, the impact on growth is expected to be less severe than that experienced in 2020, as almost all economic sectors are allowed to operate. Overall, the growth recovery will benefit from better global demand, increased public and private sector expenditure as well as continued policy support. This will also be reflected in the recovery in labour market conditions, especially in the gradual improvement in hiring activity. Higher production from existing and new manufacturing facilities, particularly in the E&E and primary-related sub-sectors, as well as oil and gas facilities will provide a further impetus to growth. The roll-out of the domestic COVID-19 vaccine programme will also lift sentiments and contribute towards recovery in economic activity. Nevertheless, the pace of recovery will be uneven across economic sectors.

*(Source: Economic and Financial Developments in the Malaysian Economy in the First Quarter of 2021, Bank Negara Malaysia)*

Reinforced by the reopening of the economy in phases, growth is expected to improve gradually during the second half of the year, cushioning the significant contraction in the first half. Thus, Malaysia's gross domestic product ("GDP") is expected to contract by 4.5% in 2020 (2019: expanded by 4.3%), before rebounding between 6.5% and 7.5% in 2021.

*(Source: Economic Outlook 2021, Ministry of Finance Malaysia)*

Overall, Malaysia's GDP growth contracted by 5.6% in 2020 (2019: expanded by 4.3%).

*(Source: Annual Report 2020, Bank Negara Malaysia)*

### **5.2 Property market in Malaysia**

The Malaysian economy contracted by 17.1% in Q2 2020 (Q1 2020: 0.7%). The performance for Q2 2020 was the lowest recorded since Q4 1998 (-11.2%). On the production side, all sectors recorded negative growth in Q2 2020 with the exception of agriculture (1.0%) – services (-16.2%), manufacturing (-18.3%), mining & quarrying (-20%), construction (-44.5%). On the demand side, all final demand components declined except for Government expenditure which recorded a positive growth of 2.3 %, according to the Department of Statistics Malaysia.

Under budget 2020, the government introduced several measures aimed to improve property market activities:

1. the revision of the base year for real property gains tax ("**RPGT**") to 1 January 2013 (initially 1 January 2000) for property purchased before the date (i.e. 1 January 2013).
2. the reduction of price threshold for foreign purchase from RM1 million to RM600,000 for unsold completed high-rise properties in urban areas. Consequently, several states have revised the minimum price for foreign purchase.

The positive signs in the 2019 property market are seen to have diluted due the aftermath of COVID-19 pandemic. The pandemic has immensely taken its toll on the world economies and the Malaysian economy, in particular tourism-related sectors such as airlines, retail, food and beverage and hospitality as well as the manufacturing and selected services sector.

The nationwide lockdowns and international travel restrictions imposed by countries to curb the spread of the outbreak has led to the severe decline in tourist arrivals in Q1 2020. According to Tourism Malaysia, the country recorded 4.23 million international tourist arrivals in Q1 2020, a decrease of 36.8% compared to Q1 2019. The tourist expenditure for Q1 2020 recorded a total of RM12.5 billion, a decrease of 41.5% compared to RM21.4 billion registered in Q1 2019. In line with the MCO, the Ministry of Tourism, Arts and Culture has cancelled the Visit Malaysia 2020 campaign with effect from 18 March 2020.

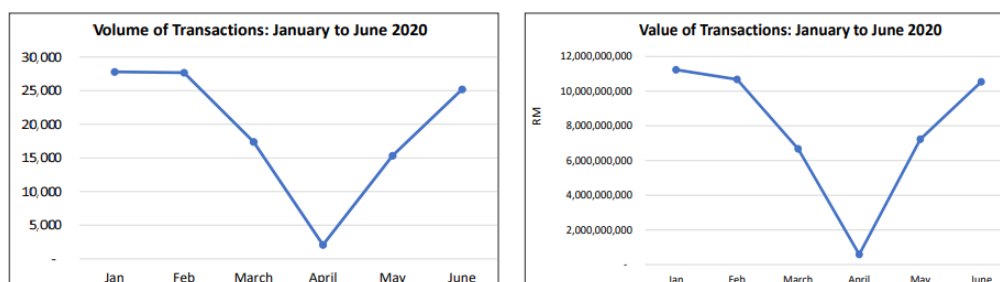
To stimulate Malaysia's economy and mitigate the impact of COVID-19 and the MCO, the Government introduced the Prihatin Rakyat Economic Stimulus Package or PRIHATIN. The financial initiatives introduced by the government which have helped soften the impact on property market include:

1. An automatic six-month loan moratorium for individual borrowers and small and medium sized-enterprises from 1 April 2020 ending on 30 September 2020.
2. The overnight policy rate cut with a cumulative 125 basis points would help lower the borrowing cost; thus, lower the monthly repayment amount.

On the demand-side, the amount of loan application and total loan approval for the purchase of residential property in H1 2020 decreased by 24.1% and 39.1% respectively. For the non-residential property, the amount of loan application and total loan approval saw similar pattern, decreased by 36.3% and 46.9% respectively. The ratio of loans approvals against loans applications for the purchase of residential property and non-residential property stood at 34.1% and 33.0% respectively in H1 2020 as against 42.4% and 39.6% in H1 2019.

The property market performance recorded a total of 328,647 transactions worth RM141.40 billion in 2019. The property market performance recorded a sharp decline in the first half of 2020 (H1 2020). The sharp decline was in consonant with the Malaysian economic performance, which contracted by 17.1% in Q2 2020 (Q1 2020: 0.7%). According to Bank Negara Malaysia report, Malaysian economy is expected to recover gradually in H2 2020 as the economy progressively re-opens and external demand improves. The Malaysia's GDP is projected to grow within the range of -3.5% to -5.5% in 2020 and 5.5% to 8.0% in 2021.

With the resuming of economic activities since early May 2020, property market activities recorded in the month of May and June 2020 saw a turnaround.



Further assistance from the government, initiated under a new short-term Economic Recovery Plan or Penjana, proposed a recovery plan which is related to property which include:

1. Reintroduction of Home Ownership Campaign ("**HOC**") - Stamp duty exemption on the instruments of transfer and loan agreement for the purchase of residential homes priced between RM300,000 to RM2.5 million subject to at least 10% discounts provided by the developer. The exemption on the instrument of transfer is limited to the first RM 1 million of the home price while full stamp duty exemption is given on loan agreement effective for sales and purchase agreements signed between 1<sup>st</sup> June 2020 to 31<sup>st</sup> May 2021.
2. RPGT exemption for disposal of residential homes from 1<sup>st</sup> June 2020 to 31<sup>st</sup> December 2021 (This exemption is limited to the disposal of three units of residential homes per individual).
3. The uplifting of the current 70 percent margin of financing limit applicable for the third housing loan onwards for property valued at RM600,000 and above, during the period of the HOC, subject to internal risk management practices of financial institutions. (Ministry of Finance).

Notwithstanding the upturn of market activity and the proposed measures under Penjana, the property market is more than likely to remain soft for the rest of the second half 2020. The pace of improvement, will be depend on both domestic and external factors such as political stability, global oil and commodity prices as well as the COVID-19 pandemic development.

(Source: Property Market Report First Half 2020, Valuation and Property Services Department, Ministry of Finance)

### 5.3 Construction industry in Malaysia

The construction sector contracted by 25.9% in the first half of 2020 and is expected to shrink by 11.8% in the second half with all segments declining significantly. At the same time, prolonged property overhangs continue to weigh down the performance of the sector. However, civil engineering and specialised construction activities subsectors are expected to improve gradually, cushioned by various measures under the economic stimulus packages. Overall, for the year, the sector is projected to contract by 18.7%.

The construction sector is expected to rebound by 13.9% in 2021 on account of the acceleration and revival of major infrastructure projects, coupled with affordable housing projects. The civil engineering subsector will continue to be the main driver of the construction sector. Among the major infrastructure projects include Mass Rapid Transit 2 (MRT2), Light Rail Transit 3 (LRT3), West Coast Expressway (WCE) and Bayan Lepas Light Rail Transit (LRT) as well as Pan Borneo and Coastal Highways in Sarawak. Utility projects include the Langat 2 Water Treatment Plant, Baleh Hydroelectric Dam and Sarawak Water Supply Grid Programme (Phase 1).

The residential subsector is anticipated to improve, supported by various measures taken by the Government to address the property overhang situation. Among the measures include the extension of Home Ownership Campaign (“**HOC**”), exemption of real property gains tax (“**RPGT**”), the introduction of rent-to-own scheme as well as reduction of foreign ownership threshold. The performance of the non-residential subsector is expected to recover marginally, supported by on-going commercial projects, including Bukit Bintang City Centre, Cyberjaya City Centre, Forest City and Malaysia Vision Valley 2.0.

*(Source: Economic Outlook 2021, Ministry of Finance Malaysia)*

## **5.4 Prospects and future plans of the Group**

### **5.4.1 Steps taken by the Group to improve its financial condition**

Moving forward, the Group will focus on the following property development projects in hand as at the LPD which are expected to contribute positively to the future earnings of the Group and improve its financial condition:-

- (a) Aster Residence project – a residential development project comprising 1 tower block with 120 executive condominium units in Cheras, Selangor with an estimated GDV of RM72.0 million.

As at the LPD, the site clearance and earthworks have been completed and the project is currently 5% completed. The project is expected to be completed by 2024.

- (b) A joint-development project for the development of 640 units of medium-cost condominium on a freehold land measuring 9 acres in Alam Impian, Shah Alam, Selangor with an estimated GDV of RM176.0 million.

As at the LPD, the site clearance and partial earthworks have been completed and the project is currently 5% completed. The project is expected to be completed by 2025.

- (c) A joint-development project for the development of 206 condominium units on 12 plots of freehold land measuring 2 acres in Bangsar South, Kuala Lumpur with an estimated GDV of RM450.0 million.

As at the LPD, the earthworks and construction of the retaining walls have been completed and the project is currently 5% completed. The project is expected to be completed by 2026.

- (d) A joint-development project for the development of 38 units of 2-storey and 3-storey shop houses with an estimated GDV of RM52.5 million.

As at the LPD, the site clearance and access road, earthworks and earth drain works have been partially completed and the project is currently 5% completed. The project is expected to be completed by 2024.

Apart from the above, the Group will continue to explore opportunities for new property development projects with priority on the affordable housing segment as well as for the acquisition of landbank in strategic locations at attractive prices in view of the anticipated softer property market following the COVID-19 outbreak.

In the immediate term, the Group has restructured and rescheduled the payment schedule for its bank borrowings, which will allow the Group to preserve its cash flow for the Group's existing operations pending the resumption of construction activities once the current MCO restrictions are gradually eased / lifted.

In the medium term, as the current MCO restrictions are gradually eased / lifted, the Group will aim to complete the Proposed Rights Issue with Warrants and expedite the progress of its current projects in order to generate revenue and cash flows to the Group.

In the longer term, once the COVID-19 pandemic is gradually contained with the ongoing progress of the national vaccination programme, the Group will aim to capitalise on any property development opportunities that may arise following the ensuing return to growth in business and economic activities.

#### **5.4.2 Impact of the Proposed Rights Issue with Warrants to the Company and its Shareholders**

The Proposed Rights Issue with Warrants will enable the Group to raise funds without incurring additional interest expense, thereby minimising any potential cash outflow in respect of interest servicing costs and preserving the Group's cash flow.

Notwithstanding the above, the consolidated EPS of the Group shall be diluted as a result of the increase in the number of Shares arising from the Proposed Rights Issue with Warrants. Further details on the effects of the Proposed Rights Issue with Warrants on the NA and gearing as well as the earnings and EPS of the Group are set out in Section 6 of this Circular.

As set out in Section 3 of this Circular, the proceeds to be raised from the Proposed Rights Issue with Warrants are intended to be utilised mainly for funding for existing and future property development projects of the Group, repayment of borrowings and working capital.

The additional funding for existing and future property development projects will help to support the Group's cash flow to ensure smooth completion of the projects. Meanwhile, the repayment of borrowings is expected to result in interest savings while the additional working capital funds will help to support the day-to-day operations of the Group by providing more flexibility in terms of cash flow management as it focuses on its property development projects.

#### **5.4.3 Value creation to the Company and its Shareholders**

Despite the expected dilution in the consolidated EPS of the Company, the Proposed Rights Issue with Warrants is expected to generate the benefits as disclosed in Section 5.4.2 above. This will aid the Company in its effort to continuously improve its financial performance and to enhance value for the Shareholders moving forward.

#### **5.4.4 Adequacy of the Proposed Rights Issue with Warrants in addressing the Group's financial requirements**

Premised on Sections 5.4.1 and 5.4.2 above as well as the effects of the Proposed Rights Issue with Warrants as set out in Section 6 of this Circular, the Board is of the view that the Proposed Rights Issue with Warrants is adequate to address the Group's financial requirements at this juncture.

Depending on the development of the economic landscape in the future and the performance of the property market, the Group will explore opportunities to undertake new property development projects and acquire landbanks in strategic locations at attractive prices to improve its financial position and maximise shareholders' value.

## 6. EFFECTS OF THE PROPOSED RIGHTS ISSUE WITH WARRANTS

### 6.1 Share capital

The pro forma effects of the Proposed Rights Issue with Warrants on the issued share capital of the Company are as follows:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	Share capital RM	No. of Shares	Share capital RM
Issued share capital as at the LPD	1,468,640,583	233,127,714	1,468,640,583	233,127,714
New Shares to be issued pursuant to the Proposed Rights Issue with Warrants	300,000,000	<sup>(1)</sup> 12,000,000	1,101,480,437	<sup>(1)</sup> 44,059,217
New Shares to be issued assuming full exercise of the Warrants D	300,000,000	<sup>(2)</sup> 12,000,000	1,101,480,437	<sup>(2)</sup> 44,059,217
<b>Enlarged issued share capital</b>	<b>3,671,601,457</b>	<b>271,527,714</b>	<b>3,671,601,457</b>	<b>436,475,580</b>

Notes:-

(1) Based on an illustrative issue price of RM0.04 per Rights Share.

(2) Based on an illustrative exercise price of RM0.04 per Warrant D and after accounting for the reversal of warrant reserve.

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## 6.2 NA and gearing

The pro forma effects of the Proposed Rights Issue with Warrants on the NA and gearing of the Group are as follows:-

### Minimum Scenario

Group level	Audited as at 31 December 2019 <sup>(1)</sup> RM'000	(I) After subsequent events <sup>(2)</sup> RM'000	(II) After (I) and the Proposed Rights Issue with Warrants <sup>(3)(4)</sup> RM'000	(III) After (II) and assuming full exercise of the Warrants D <sup>(5)</sup> RM'000
Share capital	225,005	233,128	245,128	257,128
Warrant reserve	5,809	-	4,412	-
Other reserve	-	-	(4,412)	-
Retained earnings	65,995	64,184	63,384	63,384
<b>Total equity / NA</b>	<b>296,809</b>	<b>297,312</b>	<b>308,512</b>	<b>320,512</b>
No. of Shares in issue ('000)	1,398,461	1,468,641	1,768,641	2,068,641
NA per Share (RM)	0.21	0.20	0.17	0.15
Total borrowings (RM'000)	9,056	9,056	9,056	9,056
Gearing ratio (times)	0.03	0.03	0.03	0.03

### Notes:-

- (1) On 30 November 2020, the Company announced that the Board had approved the change in the financial year end of the Company from 31 December to 30 June. Thus, the next audited financial statements of the Company shall be for a period of 18 months from 1 January 2020 to 30 June 2021. As at the LPD, the audited financial statements for the 18-month FPE 30 June 2021 has yet to be released. Hence, the latest available audited financial statements at this juncture is for the FYE 31 December 2019.
- (2) After accounting for the following:-
  - (i) issuance of 40,000,000 new Shares pursuant to the conversion of the principal amount of redeemable convertible notes from 1 January 2020 up to the LPD;
  - (ii) granting of 30,180,000 ESOS Options from 1 January 2020 up to the LPD;
  - (iii) issuance of 30,180,000 new Shares pursuant to the exercise of ESOS Options from 1 January 2020 up to the LPD; and
  - (iv) expiry of 48,412,493 Warrants C on 11 February 2021.
- (3) Based on the issuance of 300,000,000 Rights Shares at an illustrative issue price of RM0.04 each together with 300,000,000 Warrants D.
- (4) After accounting for the creation of warrant reserve based on the issuance of the Warrants D at an allocated fair value of RM0.0321 per Warrant D (computed based on the Trinomial option pricing model with data sourced from Bloomberg) and estimated expenses incidental to the Proposed Rights Issue with Warrants of RM0.80 million.
- (5) Based on an illustrative exercise price of RM0.04 per Warrant D and after accounting for the reversal of warrant reserve.

### Maximum Scenario

<b>Group level</b>	<b>Audited as at 31 December 2019<sup>(1)</sup> RM'000</b>	<b>(I) After subsequent events<sup>(2)</sup> RM'000</b>	<b>(II) After (I) and the Proposed Rights Issue with Warrants<sup>(3)(4)</sup> RM'000</b>	<b>(III) After (II) and assuming full exercise of the Warrants D<sup>(5)</sup> RM'000</b>
Share capital	225,005	233,128	277,187	321,246
Warrant reserve	5,809	-	16,200	-
Other reserve	-	-	(16,200)	-
Retained earnings	65,995	64,184	63,384	63,384
<b>Total equity / NA</b>	<b>296,809</b>	<b>297,312</b>	<b>340,571</b>	<b>384,631</b>
No. of Shares in issue ('000)	1,398,461	1,468,641	2,570,121	3,671,602
NA per Share (RM)	0.21	0.20	0.13	0.10
Total borrowings (RM'000)	9,056	9,056	-	-
Gearing ratio (times)	0.03	0.03	-	-

#### Notes:-

- (1) On 30 November 2020, the Company announced that the Board had approved the change in the financial year end of the Company from 31 December to 30 June. Thus, the next audited financial statements of the Company shall be for a period of 18 months from 1 January 2020 to 30 June 2021. As at the LPD, the audited financial statements for the 18-month FPE 30 June 2021 has yet to be released. Hence, the latest available audited financial statements at this juncture is for the FYE 31 December 2019.
- (2) After accounting for the following:-
- (i) issuance of 40,000,000 new Shares pursuant to the conversion of the principal amount of redeemable convertible notes from 1 January 2020 up to the LPD;
  - (ii) granting of 30,180,000 ESOS Options from 1 January 2020 up to the LPD;
  - (iii) issuance of 30,180,000 new Shares pursuant to the exercise of ESOS Options from 1 January 2020 up to the LPD; and
  - (iv) expiry of 48,412,493 Warrants C on 11 February 2021.
- (3) Based on the issuance of 1,101,480,437 Rights Shares at an illustrative issue price of RM0.04 each together with 1,101,480,437 Warrants D.
- (4) After accounting for the following:-
- (i) full repayment of borrowings pursuant to the intended utilisation of proceeds as set out in Section 3 of this Circular; and
  - (ii) creation of warrant reserve based on the issuance of the Warrants D at an allocated fair value of RM0.0321 per Warrant D (computed based on the Trinomial option pricing model with data sourced from Bloomberg) and estimated expenses incidental to the Proposed Rights Issue with Warrants of RM0.80 million.
- (5) Based on an illustrative exercise price of RM0.04 per Warrant D and after accounting for the reversal of warrant reserve.



### 6.3 Substantial shareholders' shareholdings

The pro forma effects of the Proposed Rights Issue with Warrants on the substantial Shareholders' shareholdings in the Company based on the Record of Depositors of the Company as at the LPD are as follows:-

#### Minimum Scenario

Substantial Shareholders	As at the LPD				(I) After the Proposed Rights Issue with Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Goh Ching Mun	144,855,500	9.86	<sup>(4)</sup> 159,973,400	10.89	144,855,500	8.19	<sup>(4)</sup> 159,973,400	9.04
Safari Alliance Sdn Bhd	159,973,400	10.89	-	-	159,973,400	9.04	-	-
Dato' Tan Wei Lian	176,761,959	12.04	<sup>(5)</sup> 44,674,475	3.04	476,761,959	26.96	<sup>(5)</sup> 44,674,475	2.53
Datin Sek Chian Nee	34,342,800	2.34	<sup>(6)</sup> 187,093,634	12.74	34,342,800	1.94	<sup>(6)</sup> 487,093,634	27.54
Tan Lee Chin	10,331,675	0.70	<sup>(7)</sup> 211,104,759	14.37	10,331,675	0.58	<sup>(7)</sup> 511,104,759	28.90

Substantial Shareholders	(II) After (I) and assuming full exercise of the Warrants D			
	Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%
Goh Ching Mun	144,855,500	7.00	<sup>(4)</sup> 159,973,400	7.73
Safari Alliance Sdn Bhd	159,973,400	7.73	-	-
Dato' Tan Wei Lian	776,761,959	37.55	<sup>(5)</sup> 44,674,475	2.16
Datin Sek Chian Nee	34,342,800	1.66	<sup>(6)</sup> 787,093,634	38.05
Tan Lee Chin	10,331,675	0.50	<sup>(7)</sup> 811,104,759	39.21

#### Notes:-

- (1) Based on the issued share capital of 1,468,640,583 Shares.
- (2) Based on the enlarged issued share capital of 1,768,640,583 Shares.
- (3) Based on the enlarged issued share capital of 2,068,640,583 Shares.
- (4) Deemed interest by virtue of his interest in Safari Alliance Sdn Bhd.
- (5) Deemed interest by virtue of his spouse's and sister's shareholding in the Company.
- (6) Deemed interest by virtue of her spouse's and sister-in-law's shareholding in the Company.
- (7) Deemed interest by virtue of her brother's and sister-in-law's shareholding in the Company.

### Maximum Scenario

Substantial Shareholders	As at the LPD				(I) After the Proposed Rights Issue with Warrants			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
Goh Ching Mun	144,855,500	9.86	<sup>(4)</sup> 159,973,400	10.89	253,497,125	9.86	<sup>(4)</sup> 279,953,450	10.89
Safari Alliance Sdn Bhd	159,973,400	10.89	-	-	279,953,450	10.89	-	-
Dato' Tan Wei Lian	176,761,959	12.04	<sup>(5)</sup> 44,674,475	3.04	309,333,428	12.04	<sup>(5)</sup> 78,180,331	3.04
Datin Sek Chian Nee	34,342,800	2.34	<sup>(6)</sup> 187,093,634	12.74	60,099,900	2.34	<sup>(6)</sup> 327,413,859	12.74
Tan Lee Chin	10,331,675	0.70	<sup>(7)</sup> 211,104,759	14.37	18,080,431	0.70	<sup>(7)</sup> 369,433,328	14.37

Substantial Shareholders	(II) After (I) and assuming full exercise of the Warrants D			
	Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%
Goh Ching Mun	362,138,750	9.86	<sup>(4)</sup> 399,933,500	10.89
Safari Alliance Sdn Bhd	399,933,500	10.89	-	-
Dato' Tan Wei Lian	441,904,897	12.04	<sup>(5)</sup> 111,686,187	3.04
Datin Sek Chian Nee	85,857,000	2.34	<sup>(6)</sup> 467,734,085	12.74
Tan Lee Chin	25,829,187	0.70	<sup>(7)</sup> 527,761,897	14.37

#### Notes:-

- (1) Based on the issued share capital of 1,468,640,583 Shares.
- (2) Based on the enlarged issued share capital of 2,570,121,020 Shares.
- (3) Based on the enlarged issued share capital of 3,671,601,457 Shares.
- (4) Deemed interest by virtue of his interest in Safari Alliance Sdn Bhd.
- (5) Deemed interest by virtue of his spouse's and sister's shareholding in the Company.
- (6) Deemed interest by virtue of her spouse's and sister-in-law's shareholding in the Company.
- (7) Deemed interest by virtue of her brother's and sister-in-law's shareholding in the Company.

## 6.4 Earnings and EPS

The effects of the Proposed Rights Issue with Warrants on the consolidated earnings and EPS of the Company for the FYE 30 June 2021<sup>(1)</sup> will depend on, amongst others, the number of Rights Shares to be issued and the level of returns generated from the utilisation of the proceeds to be raised from the Proposed Rights Issue with Warrants.

**Note:-**

(1) On 30 November 2020, the Company announced that the Board had approved the change in the financial year end of the Company from 31 December to 30 June. Hence, the next audited financial statements of the Company shall be for a period of 18 months from 1 January 2020 to 30 June 2021.

Assuming that the consolidated earnings of the Company remain unchanged, the EPS of the Company will be diluted as a result of the increase in the number of Shares in issue following the issuance of the Rights Shares and any new Shares arising from the exercise of the Warrants D.

For illustration, assuming the Proposed Rights Issue with Warrants had been completed at the beginning of the 18-month FPE 31 December 2019, the pro forma effects of the Proposed Rights Issue with Warrants on the consolidated losses and LPS of the Company would be as follows:-

	Audited 18-month FPE 31 December 2019	(I)		(II)	
		After the Proposed Rights Issue with Warrants		After (I) and assuming full exercise of the Warrants D	
		Minimum Scenario	Maximum Scenario	Minimum Scenario	Maximum Scenario
(LAT) attributable to owners of the Company (RM'000)	(9,304)	<sup>(1)</sup> (10,104)	<sup>(1)</sup> (10,104)	<sup>(1)</sup> (10,104)	<sup>(1)</sup> (10,104)
Weighted average no. of Shares ('000)	1,023,483	1,323,483	2,124,963	1,623,483	3,226,444
(LPS) (sen)	(0.91)	(0.76)	(0.48)	(0.62)	(0.31)

**Note:-**

(1) After accounting for estimated expenses incidental to the Proposed Rights Issue with Warrants of RM0.80 million.

The pro forma effects above have not taken into consideration any returns which may be generated from the utilisation of the proceeds to be raised from the Proposed Rights Issue with Warrants.

## 6.5 Convertible securities

Save for the following, the Company does not have any other outstanding convertible securities as at the LPD:-

### 6.5.1 ESOS Options

As at the LPD, the Company has up to 605,908 ESOS Options which may be granted pursuant to the maximum allowable amount under the ESOS.

Notwithstanding the above, the Company has undertaken not to grant any further ESOS Options until the completion of the Proposed Rights Issue with Warrants.

## 7. TENTATIVE TIMELINE

Subject to all relevant approvals being obtained, the Proposed Rights Issue with Warrants is expected to be completed by the fourth quarter of 2021. The tentative timetable for the Proposed Rights Issue with Warrants is as follows:-

Date	Events
29 July 2021	<ul style="list-style-type: none"> <li>EGM for the Proposed Rights Issue with Warrants</li> </ul>
August 2021	<ul style="list-style-type: none"> <li>Announcement of the Entitlement Date</li> </ul>
September 2021	<ul style="list-style-type: none"> <li>Entitlement Date</li> <li>Despatch of the abridged prospectus, notices of provisional allotment and rights subscription forms</li> </ul>
October 2021	<ul style="list-style-type: none"> <li>Closing date of application for the Rights Shares with Warrants D</li> <li>Listing and quotation of the Rights Shares and Warrants D</li> <li>Completion of the Proposed Rights Issue with Warrants</li> </ul>

## 8. APPROVALS REQUIRED

The Proposed Rights Issue with Warrants is subject to approvals being obtained from the following:-

- (i) Bursa Securities for the following:-
  - (a) admission of the Warrants D to the Official List;
  - (b) listing and quotation of the Rights Shares and Warrants D; and
  - (c) listing and quotation of the new Shares to be issued arising from the exercise of the Warrants D.

The approval of Bursa Securities was obtained on 7 July 2021, subject to the following conditions:-

Conditions		Status of compliance
(a)	Tiger and Mercury Securities to ensure there are no circumstances or facts which have the effect of preventing or prohibiting the implementation of the Proposed Rights Issue with Warrants including any order, injunction or any other directive by any court of law;	To be complied
(b)	Tiger and Mercury Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Rights Issue with Warrants;	To be complied
(c)	Tiger and Mercury Securities to inform Bursa Securities upon the completion of the Proposed Rights Issue with Warrants;	To be complied
(d)	Tiger and Mercury Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Rights Issue with Warrants is completed;	To be complied
(e)	Tiger to furnish Bursa Securities on a quarterly basis a summary of the total number of Shares listed pursuant to the exercise of Warrants D as at the end of each quarter together with a detailed computation of listing fees payable;	To be complied

Conditions		Status of compliance
(f)	If applicable, payment of additional listing fee based on the final issue price together with a copy of the details of the computation of the amount of listing fees payable; and	To be complied
(g)	To incorporate Bursa Securities' comments in respect of draft circular to shareholders.	Complied

- (ii) Shareholders at the forthcoming EGM for the Proposed Rights Issue with Warrants; and
- (iii) any other relevant authorities and/or parties, if required.

## 9. CONDITIONALITY

The Proposed Rights Issue with Warrants is not conditional upon any other corporate exercise / scheme being or proposed to be undertaken by the Company.

## 10. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Rights Issue with Warrants, there are no other corporate exercises which have been announced by the Company but are pending completion before the date of this Circular.

## 11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE OF THE COMPANY AND/OR PERSONS CONNECTED TO THEM

None of the Directors and/or major Shareholders, chief executive of the Company and/or persons connected to them have any interest, direct or indirect, in the Proposed Rights Issue with Warrants apart from their respective entitlements under the Proposed Rights Issue with Warrants (including the right to apply for additional Rights Shares via excess Rights Shares applications), if any, of which all other Shareholders are similarly entitled to.

## 12. BOARD'S RECOMMENDATION

The Board, having considered the current and prospective financial position, needs and capacity of the Group, and after careful deliberation as well as taking into consideration the rationale, utilisation of proceeds and all other aspects of the Proposed Rights Issue with Warrants, is of the opinion that the Proposed Rights Issue with Warrants is in the best interests of the Company.

Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Rights Issue with Warrants to be tabled at the forthcoming EGM.

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### 13. EGM

The EGM, the Notice of which is enclosed with this Circular, will be held on a fully virtual basis and entirely via remote participation and voting via ShareWorks Sdn Bhd Online Meeting Platform hosted virtually at [www.swsb.com.my](http://www.swsb.com.my) on the date and time indicate below or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution, with or without any modifications, to give effect to the Proposed Rights Issue with Warrants.

Day, date and time of the EGM : Thursday, 29 July 2021 at 11.00 a.m.
--

If you are unable to attend and vote in person at the EGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible, so as to arrive at the registered office of the Company at T3-13A-20, Level 13A, Menara 3, 3 Towers, Jalan Ampang, 50450 Kuala Lumpur not less than 48 hours before the date and time set for holding the EGM or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll or at any adjournment thereof. The completion and lodgement of the Form of Proxy shall not preclude you from attending and voting in person at the EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

### 14. FURTHER INFORMATION

You are requested to refer to Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board of  
**TIGER SYNERGY BERHAD**

**TAN LEE CHIN**  
Deputy Chairman / Managing Director

**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

**2. CONSENT AND CONFLICT OF INTEREST****2.1 Mercury Securities**

The written consent of Mercury Securities, being the Principal Adviser for the Proposed Rights Issue with Warrants, for the inclusion of its name and all references thereto in the form and context in which it appears in this Circular has been given and has not been subsequently withdrawn before the issuance of this Circular.

Mercury Securities is not aware of any conflict of interest which exists or is likely to exist in relation to its role as the Principal Adviser for the Proposed Rights Issue with Warrants.

**3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES****Material commitments**

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group.

**Contingent liabilities**

As at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial results or position of the Group.

**4. MATERIAL LITIGATION**

As at the LPD, saved as disclosed below, the Board confirmed that neither the Company nor its subsidiaries are engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position or business of the Company and/or its subsidiaries and the Board confirmed that there are no proceedings pending or threatened against the Company and/or its subsidiaries or any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Company and/or its subsidiaries:-

**4.1 Originating Summons No. WA24NCC-229-06/2020**

On 25 June 2020, the Company has been served with an Originating Summons filed by Safari Alliance Sdn Bhd ("**Plaintiff**") against Tan Lee Chin ("**1<sup>st</sup> Defendant**"), Dato' Tan Wei Lian ("**2<sup>nd</sup> Defendant**"), Chua Eng Chin ("**3<sup>rd</sup> Defendant**"), Dato' Khoo Seng Hock ("**4<sup>th</sup> Defendant**"), Low Boon Chin ("**5<sup>th</sup> Defendant**"), Datin Sek Chian Nee ("**6<sup>th</sup> Defendant**"), Dato' Lee Yuen Fong ("**7<sup>th</sup> Defendant**") and the Company ("**8<sup>th</sup> Defendant**") whereby the Plaintiff seek for the following orders:-

- (i) a declaration that the affairs of the Company are being conducted in a manner oppressive to the members of the Company;

- (ii) a declaration that the following rulings made by the 1<sup>st</sup> Defendant during the AGM of the Company held on 9 June 2020 at 11.00 a.m. whereby the 1<sup>st</sup> Defendant had:-
- (a) rejected the proxy form of Tan Say Cheong appointing the Chairman of the meeting to vote on his behalf and carrying the votes for 69,523,800 shares in the Company;
  - (b) rejected the proxy form of Lau Teng Fun & Sons Sdn Bhd appointing the Chairman to vote on its behalf and carrying the votes for 55,400,000 shares in the Company;
  - (c) rejected the proxy forms of Koh Pee Seng appointing the Chairman to vote on his behalf and carrying the votes for 1,000,000 shares in the Company;
  - (d) rejected the proxy form of Foo Meng Ju appointing the Chairman to vote on her behalf and carrying the votes for 500,000 shares in the Company;
  - (e) rejected the proxy form of Wong Guang Seng appointing the Chairman to vote on his behalf and carrying the votes for 30,010,000 shares in the Company;
- are null and void and of no further effect whatsoever;
- (iii) a declaration that the 1<sup>st</sup> Defendant has no power, right, authority and/or discretion to refuse to act as a proxy at the AGM of the Company and to cast the votes in the manner as directed by the following persons in their respective proxy forms, namely:-
- (a) Tan Say Cheong;
  - (b) Lau Teng Fun & Sons Sdn Bhd;
  - (c) Koh Pee Seng;
  - (d) Foo Meng Ju; and
  - (e) Wong Guang Seng.
- (iv) a declaration that votes of the following shareholders who had appointed the 1<sup>st</sup> Defendant as a proxy to vote on their behalf:-
- (a) Tan Say Cheong;
  - (b) Lau Teng Fun & Sons Sdn Bhd;
  - (c) Koh Pee Seng;
  - (d) Foo Meng Ju; and
  - (e) Wong Guang Seng.
- be deemed to have been exercised and/or casted at the AGM of the Company on 9 June 2020 in the manner as directed in their respective proxy forms;
- (v) a declaration that the 1<sup>st</sup> Defendant had no power to withdraw the following proposed resolutions from the AGM of the Company:-
- (a) Proposed Resolution No. 6, to elect Mr. Goh Ching Mun as director;
  - (b) Proposed Resolution No. 7, to elect Tan Say Cheong as director;
  - (c) Proposed Resolution No. 8, to elect Leong Keng Wai as director;
  - (d) Proposed Resolution No. 9, to elect Ng Leong Teck as director;
  - (e) Proposed Resolution No. 10, to elect Azmi bin Osman as director;
  - (f) Proposed Resolution No. 11, to elect Mr. Yeoh Lam Huat, as director.



- (vi) a declaration that the withdrawal by the 1<sup>st</sup> Defendant of the following resolutions:-
- (a) Proposed Resolution No. 6, to elect Mr. Goh Ching Mun as director;
  - (b) Proposed Resolution No. 7, to elect Tan Say Cheong as director;
  - (c) Proposed Resolution No. 8, to elect Leong Keng Wai as director;
  - (d) Proposed Resolution No. 9, to elect Ng Leong Teck as director;
  - (e) Proposed Resolution No. 10, to elect Azmi bin Osman as director;
  - (f) Proposed Resolution No. 11, to elect Mr. Yeoh Lam Huat, as director,
- from being put to vote at the AGM of the Company held on 9 June 2020 was unlawful, invalid and void;
- (vii) a declaration that Resolution No. 1, being for the approval of the payment of Directors' Meeting Allowance, that was put to the votes at the Company's AGM on 9 June 2020, was not carried;
- (viii) a declaration that Resolution No. 2, to re-elect Dato' Tan Wei Lian, the 2<sup>nd</sup> Defendant, that was put to vote at the 8<sup>th</sup> Defendant's AGM on 9 June 2020, was not carried;
- (ix) a declaration that Resolution No. 3, to re-elect Mr. Chua Eng Chin, the 3<sup>rd</sup> Defendant, that was put to the votes at the Company's AGM on 9 June 2020, was not carried;
- (x) a declaration that Resolution No. 4, the authority to allot ordinary shares of the Company, that was put to the votes at the Company's AGM on 9 June 2020, was not carried;
- (xi) a declaration that Resolution No. 5, retention of Dato' Khoo Seng Hock, the 4<sup>th</sup> Defendant, as a director, that was put to the vote at the Company's AGM on 9 June 2020, was not carried;
- (xii) a declaration that Proposed Resolution No. 6, to elect Mr. Goh Ching Mun as a director, was deemed voted on at the Company's AGM on 9 June 2020 and that the resolution was carried;
- (xiii) a declaration that the Proposed Resolution No. 7, to elect Mr. Tan Say Cheong as a director, was deemed voted on at the Company's AGM on 9 June 2020 and that the resolution was carried;
- (xiv) a declaration that the Proposed Resolution No. 8, to elect Mr. Leong Keng Wai as a director, was deemed voted on at the Company's AGM on 9 June 2020 and that the resolution was carried;
- (xv) a declaration that the Proposed Resolution No. 9, to elect Mr. Ng Leong Teck as a director, was deemed voted on at the Company's AGM on 9 June 2020 and that the resolution was carried;
- (xvi) a declaration that the Proposed Resolution No. 10, to elect Mr. Azmin bin Osman as a director, was deemed voted on at the Company's AGM on 9 June 2020 and that the resolution was carried;
- (xvii) a declaration that the Proposed Resolution No. 11, to elect Mr. Yeoh Lam Huat as a director, was deemed voted on at the Company's AGM on 9 June 2020 and that the resolution was carried;

(xviii) a declaration that the following persons:-

- (a) Mr. Gong Ching Mun;
- (b) Tan Say Cheong;
- (c) Leong Keng Wai;
- (d) Ng Leong Teck;
- (e) Azmin bin Osman;
- (f) Mr. Yeoh Lam Huat

were elected as directors of the Company, at the AGM of the Company held on 9 June 2020.

(xix) a declaration that the results of the AGM of the Company held on 9 June 2020 as announced by the 1<sup>st</sup> Defendant at the conclusion of the AGM and as announced on the website of Bursa Malaysia Securities later in the day on 9 June 2020 are invalid, void and of no effect whatsoever;

(xx) a declaration that the results of the AGM of the Company held on 9 June 2020 as announced by the 1<sup>st</sup> Defendant by way of an amended announcement on 10 June 2020 on the website of Bursa Malaysia Securities are invalid, void and of no effect whatsoever;

(xxi) an order that the results of the AGM of the Company held on 9 June 2020 shall be as follows:-

Resolution No.	Subject	For	Against	Result
Resolution No. 1	To approve meeting allowance			Not Carried
Resolution No. 2	To re-elect Dato' Tan Wei Lian			Not Carried
Resolution No. 3	To re-elect Mr. Chua Eng Chin			Not Carried
Resolution No. 4	Authority to Allot Shares			Not Carried
Resolution No. 5	To retain Dato' Khoo Seng Hock			Not Carried
Special Resolution	Amendment of M&A			Not Carried
Resolution No. 6	To elect Mr. Goh Ching Mun			Carried
Resolution No. 7	To elect Tan Say Cheong			Carried
Resolution No. 8	To elect Mr. Leong Keng Wai			Carried
Resolution No. 9	To elect Mr. Ng Leong Teck			Carried
Resolution No. 10	To elect Mr. Azmin bin Osman			Carried
Resolution No. 11	To elect Mr. Yeoh Lam Huat			Carried

(xxii) an order that the 2<sup>nd</sup> Defendant, Dato' Tan Wei Lian shall not act as or otherwise hold himself out as a director of the Company;

(xxiii) an order that the 3<sup>rd</sup> Defendant, Mr. Chua Eng Chin shall not act as or otherwise hold himself out as a director of the Company;

(xxiv) an order that the 4<sup>th</sup> Defendant, Dato' Khoo Seng Hock shall not act as or otherwise hold himself out as an independent director of the Company;

- (xxv) an order that the 1<sup>st</sup> to 7<sup>th</sup> Defendants do forthwith repay to the Company any meeting allowances that may have been received by them;
- (xxvi) an order that any and all costs incurred by the Company towards or otherwise in preparation of the allotment and issue of any new shares of the Company be borne by the 1<sup>st</sup> to 7<sup>th</sup> Defendants, jointly and severally;
- (xxvii) an order that the 1<sup>st</sup> to 7<sup>th</sup> Defendants be prohibited from using the funds of the Company in defending the suit and/or any other suit arising therefrom;
- (xxviii) an order that the 2<sup>nd</sup> Defendant be prohibited from subscribing to any share options offered under the Employee's Share Option Scheme of the Company;
- (xxix) the following directions are sought:-
  - (a) any order made therein shall be published via an announcement made on Bursa Malaysia Securities' website for the making of announcements within 24 hours from the date of pronouncement of the Court's Order;
  - (b) any order made herein shall be appended to the Memorandum and Articles of Associations of the Company and form a permanent record thereto;
- (xxx) an order that any resolution passed by the 1<sup>st</sup> to 7<sup>th</sup> Defendants (or any 2 or more of them) following the conclusion of the AGM of the Company convened on 9 June 2020 be and is hereby invalidated and be of no effect whatsoever;
- (xxxi) costs; and
- (xxxii) any other order and/or relief deemed to be just and equitable by the Court.

Apart from the Originating Summons, the Company has been served with a sealed ex-parte order where it was ordered "that upon the usual undertaking by the Plaintiff, an ex parte interim injunction is granted restraining the 8<sup>th</sup> Defendant from issuing and allotting new shares pursuant to resolution passed at its AGM held on 9 June 2020 ("**Ex- Parte Injunction**") and a notice of application (*inter parte*) dated 25 June 2020 where the Plaintiff seeks for the following orders, amongst others:-

- (i) that the 2<sup>nd</sup> and 3<sup>rd</sup> Defendants be restrained from acting as or otherwise holding themselves as directors of the 8<sup>th</sup> Defendant;
- (ii) that the 2<sup>nd</sup> and 3<sup>rd</sup> Defendants be restrained from attending or participating in any board meeting and/or any other affairs of the 8<sup>th</sup> Defendant;

On 9 June 2021, the Plaintiff's Originating Summons was dismissed by the High Court without any costs being awarded to the 8<sup>th</sup> Defendant. As a result of the dismissal of the Plaintiff's Originating Summons, all interlocutory applications under the Originating Summons including the notice of application (*inter parte*) dated 25 June 2020 and the notice of application dated 3 February 2021 to restrain the Proposed Rights Issue with Warrants were then struck out with no order as to costs.

**4.2 Civil Suit No. BA-22NCVC-324-07/2019**

Tiger Synergy Plantation Sdn Bhd ("**Tiger Plantation**"), a wholly subsidiary of the Company, had commenced a civil suit at the Shah Alam High Court against Mohan S/O Ramakrishnan (Trading as Ramakrishnan & Associates) ("**Mohan Ramakrishnan**") whereby Tiger Plantation claims against Mohan Ramakrishnan for the following:-

- (i) the sum of RM2,972,000.00, being the stakeholder sum which Mohan Ramakrishnan refused to refund / return to Tiger Plantation;
- (ii) interest thereon at the rate of 5% per annum from 4 July 2018 to date of realization;
- (iii) an injunction restraining Mohan Ramakrishnan and/or his agents or servants from disposing or transferring any of his assets or properties in whatsoever manner up to the sum of RM2,972,000.00;
- (iv) costs of the action; and
- (v) such further and other relief which the High Court may deem fit and proper.

During the hearing held on 8 July 2020, the High Court has decided the following:-

- (i) the application of Summary Judgment by Tiger Plantation is allowed with costs of RM15,000.00 awarded in favour of Tiger Plantation;
- (ii) the application for Inter-Parte Mareva Injunction is dismissed with costs of RM10,000.00 awarded in favour of Mohan Ramakrishnan.

Mohan Ramakrishnan has filed an appeal to the Court of Appeal against the High Court's decision which allowed Tiger Plantation's Summary Judgment application with costs of RM15,000.00.

The Company has also filed an appeal to the Court of Appeal against the High Court's decision which dismissed Tiger Plantation's Inter-Parte Mareva Injunction application with costs of RM10,000.00.

The Court of Appeal has fixed a hearing date for both of the above appeals on 11 August 2021.

**4.3 Originating Summons No. WA-24NCC-366-08/2020**

The Company had been served with a sealed Originating Summons filed by Dato' Tan Wei Lian (Plaintiff) against Goh Ching Mun, Andy (1st Defendant), Safari Alliance Sdn Bhd (2nd Defendant), Wong Guang Seng (3rd Defendant), Tay Say Cheong (4th Defendant), Leong Keng Wai (5th Defendant), Nutri Pharms Sdn Bhd (6th Defendant), Lau Teng Fun & Sons Sdn Bhd (7th Defendant) and Tiger Synergy Berhad (8th Defendant), where the Plaintiff seeks for the following orders:-

- (i) a declaration that the Plaintiff is a "person aggrieved" within the meaning of section 360(1)(d) of the Capital Market Services Act 2007 ("**CMSA**");

- (ii) that pending any decision and/or ruling by the Securities Commission Malaysia (“**SC**”) on Dato’ Tan’s complaint dated 5 September 2019 and/or the SC investigation into the same and/or any subsequent matters raised in relation thereto in respect of a contravention of section 218(2) of the CMSA by the 1st to 7th Defendants (or any one or more of them) (“**the SC Decision**”) and/or the 1st to 7th Defendants’ compliance with the SC decision, the 1st to 7th Defendants whether by themselves, their directors, officers, associates, employees, agents, servants and/or otherwise acting under the instructions of the 1st to 7th Defendants be restrained from:-
  - (a) exercising the voting or any other rights attached to their respective shares in the 8th Defendant including but not limited to the requisitioning, convening and/or attendance at any general meeting of the 8th Defendant;
  - (b) acquiring any additional voting shares in the 8th Defendant and/or disposing of, selling or otherwise transferring or dealing with its existing shares in the 8th Defendant;
  - (c) taking any steps to nominate, propose and/or appoint themselves and/or persons acting in concert with them and/or persons connected to them whether by themselves, their agents and/or servants as director(s) on to the Board of Directors of the 8th Defendant;
- (iii) costs to be paid by the 1st to the 7th Defendants jointly and/or severally;
- (iv) parties be given liberty to apply; and
- (v) any such Order and/or other relief as the Court deems fit and just.

On 31 May 2021, the Court dismissed the Plaintiff’s application i.e. the Originating Summons and allowed the Defendants’ Striking Out Applications with cost amounting to RM3,500.00 awarded to each Defendant respectively including the Company.

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**5. HISTORICAL SHARE PRICES**

The monthly highest and lowest market prices of the Shares as transacted on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:-

	High RM	Low RM
<b>2020</b>		
July	0.100	0.075
August	0.095	0.075
September	0.090	0.065
October	0.085	0.070
November	0.120	0.080
December	0.175	0.105
<b>2021</b>		
January	0.120	0.095
February	0.125	0.100
March	0.115	0.100
April	0.110	0.050
May	0.070	0.050
June	0.065	0.050
Last transacted market price on 12 January 2021, being the last Market Day immediately prior to the first announcement of the Proposed Rights Issue with Warrants	0.105	
Last transacted market price on the LPD	0.050	

(Source: Bloomberg)

**6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at T3-13A-20, Level 13A, Menara 3, 3 Towers, Jalan Ampang, 50450 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the EGM:-

- (i) Constitution of the Company;
- (ii) audited consolidated financial statements of the Company for the FYE 31 December 2018 and 18-month FPE 31 December 2019;
- (iii) unaudited consolidated financial statements of the Company for the 12-month FPE 31 December 2020;
- (iv) letter of consent referred to in Section 2 of this Appendix I;
- (v) relevant cause papers in respect of the material litigation referred to in Section 4 of this Appendix I; and
- (vi) draft Deed Poll D.

## APPENDIX II – HISTORICAL FINANCIAL INFORMATION OF THE GROUP

A summary of the historical financial information of the Group is as follows:-

	Audited			Unaudited
	FYE 30 June 2017	Restated FYE 30 June 2018	18-month FPE 31 December 2019 <sup>(1)</sup>	12-month FPE 31 December 2020
	RM'000	RM'000	RM'000	RM'000
Revenue	9,363	10,574	19,849	1,256
Cost of sales	(4,792)	(8,199)	(16,151)	(1,234)
<b>GP / (GL)</b>	<b>4,571</b>	<b>2,375</b>	<b>3,698</b>	<b>22</b>
Other income	212	1,659	91	746
Administrative and operating expenses	(10,105)	(17,395)	(11,686)	(6,653)
Finance costs	(867)	(955)	(1,369)	(702)
<b>Loss before taxation</b>	<b>(6,189)</b>	<b>(14,316)</b>	<b>(9,265)</b>	<b>(6,587)</b>
Tax expense	88	421	(39)	52
<b>LAT</b>	<b>(6,101)</b>	<b>(13,894)</b>	<b>(9,304)</b>	<b>(6,535)</b>
(LAT) attributable to:-				
- owners of the Company	(6,101)	(13,894)	(9,304)	(6,535)
- non-controlling interests	-	-	-	-
GP / (GL) margin (%)	48.82	22.46	18.63	1.75
(LAT) margin (%)	(65.16)	(131.40)	(46.87)	(520.30)
Weighted average number of Shares in issue ('000)	1,546,543	409,032	1,023,483	1,468,684
(Loss per Share) (sen)				
- basic	(0.24)	(3.40)	(0.91)	(0.44)

Note:-

- (1) As a result of the change in the Group's financial year end from 30 June to 31 December, there were no comparative figures for 18-month FPE 31 December 2019.

**(i) 12-month FPE 31 December 2020 vs 18-month FPE 31 December 2019**

The Group's revenue for 12-month FPE 31 December 2020 decreased by 93.67% to RM1.26 million as compared to the previous FYE 31 December 2019 (the annualised revenue for 18-month FPE 31 December 2019 was RM13.23 million, representing a decrease of RM13.23 million or 90.51% on an annualised basis). The decrease in revenue on an annualised basis was mainly due to lower sales volume from the plantation and timber services segment and delay in launching of new projects which were both affected by the COVID-19 pandemic.

The Group recorded a lower GP of RM0.02 million (GP margin of 1.75%) in 12-month FPE 31 December 2020 as compared to a GP of RM3.70 million (GP margin of 18.63%) in the previous FYE 31 December 2019, representing a decrease of RM3.68 million or 99.40% (the annualised GP for 18-month FPE 31 December 2019 was RM2.47 million, representing a decrease of RM2.44 million or 99.11% on an annualised basis). Apart from the lower revenue, the lower GP was contributed by lower GP margin as a result of the completion of timber contract works which attract higher profit margin.

The Group recorded a lower LAT of RM6.54 million in 12-month FPE 31 December 2020 as compared to LAT of RM9.30 million in the previous FYE 31 December 2019, representing a decrease of RM2.77 million or 29.76% (the annualised LAT for 18-month FPE 31 December 2019 was RM6.20 million, representing an increase of RM0.33 million or 5.35% on an annualised basis). The LAT was mainly attributable to high administrative expenses which in turn was partly contributed by one-off share based payment expenses of RM1.81 million arising from the exercise of ESOS Options.

**(ii) 18-month FPE 31 December 2019 vs FYE 30 June 2018**

The Group's revenue for 18-month FPE 31 December 2019 increased by 87.72% to RM19.85 million as compared to the previous FYE 30 June 2018 (the annualised revenue for 18-month FPE 31 December 2019 was RM13.23 million, representing an increase of RM2.66 million or 25.17% on an annualised basis). The increase in revenue on an annualised basis was mainly due to higher contribution from the plantation and timber segment which in turn was contributed by increased amount of timber contract works.

The Group recorded a GP of RM3.70 million (GP margin of 18.63%) in 18-month FPE 31 December 2019 as compared to a GP of RM2.38 million (GP margin of 22.46%) in the previous financial period, representing an increase of RM1.32 million or 55.46% (the annualised GP for 18-month FPE 31 December 2019 was RM2.47 million, representing an increase of RM0.09 million or 3.78% on an annualised basis). Despite the higher revenue on an annualised basis, this was offset by lower GP margin as the timber contract works that were undertaken during the 18-month FPE 31 December 2019 incurred lower profit margins. As a result, GP growth on an annualised basis remained flat.

The Group recorded a lower LAT of RM9.30 million in 18-month FPE 31 December 2019 as compared to a LAT of RM13.89 million in the previous financial period, representing a decrease of RM4.59 million or 33.03% (the annualised LAT for 18-month FPE 31 December 2019 RM6.20 million, representing a decrease of RM7.69 million or 55.36% on an annualised basis). Apart from the higher GP, the lower LAT was mainly due to the absence of a one-off allowance for impairment loss on trade receivables of RM9.78 million that was recorded in the previous FYE 30 June 2018. However, this was partly offset by higher share-based payment for staffs amounting to RM6.08 million (FYE 30 June 2018: RM1.92 million) as the Company issued more ESOS Options.

**(iii) FYE 30 June 2018 vs FYE 30 June 2017**

The Group's revenue increased by 12.93% to RM10.57 million as compared to the previous financial year. The increase in revenue was mainly due to the following:-

- (a) higher sales of concrete mix and other concrete related products of RM1.13 million in FYE 30 June 2018 (FYE 30 June 2017: RM0.15 million) mainly due to the increase in demand from existing customers as well as the Company being able to secure new customers through its new marketing team; and
- (b) higher value of contract works for timber logging of RM9.16 million in FYE 30 June 2018 (FYE 30 June 2017: RM5.80 million) mainly due to more contracts awarded.

The Group recorded a lower GP of RM2.38 million (GP margin of 22.46%) in FYE 30 June 2018 as compared to a GP of RM4.57 million (GP margin of 48.82%) in the previous financial year, representing a decrease of RM2.19 million or 47.92%. Despite the higher revenue, the lower GP was mainly due to lower GP margin which in turn was mainly due to higher material costs as well as higher sub-contractor fees.

The Group recorded a higher LAT of RM13.89 million in FYE 30 June 2018 as compared to a LAT of RM6.10 million in the previous financial year, representing an increase of RM7.79 million or 127.70%. Apart from the lower GP, the higher LAT was mainly due to a one-off allowance for impairment loss on trade receivables of RM9.78 million (FYE 30 June 2017: nil). However, this was partly offset by lower share-based payment for staffs amounting to RM1.92 million (FYE 30 June 2017: RM4.31 million) as the Company issued lesser ESOS Options.



**(iv) FYE 30 June 2017 vs FYE 30 June 2016**

The Group's revenue decreased by 40.37% to RM9.36 million as compared to the previous financial year. This was mainly due to lower subcontract works following a softer property market as a result of the introduction of policies aimed at stabilizing the property sector by the government.

In line with the lower revenue, the Group recorded a lower GP of RM4.57 million (GP margin of 48.82%) in FYE 30 June 2017 as compared to a GP of RM5.54 million (GP margin of 35.27%) in the previous financial year, representing a decrease of RM0.97 million or 17.51%. The lower revenue was partly offset by higher GP margin.

The Group recorded a higher LAT of RM6.10 million in FYE 30 June 2017 as compared to a LAT of RM2.02 million in the previous financial year, representing an increase of RM4.08 million or 202.63%. Apart from the lower GP, the higher LAT was mainly due to share-based payment for staffs amounting to RM4.31 million (FYE 30 June 2016: nil) following the issuance of ESOS Options by the Company.



## **TIGER SYNERGY BERHAD**

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

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") 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](http://www.swsb.com.my) on Thursday, 29 July 2021 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:-

#### **ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,101,480,437 NEW ORDINARY SHARES IN THE COMPANY ("TIGER SHARES" OR "SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 1,101,480,437 FREE DETACHABLE WARRANTS IN THE COMPANY ("WARRANTS D") ON THE BASIS OF 3 RIGHTS SHARES TOGETHER WITH 3 FREE WARRANTS D FOR EVERY 4 EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

**"THAT** subject to the approvals of all relevant parties and/or authorities being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Board of Directors of the Company ("**Board**") be and is hereby authorised to undertake the Proposed Rights Issue with Warrants as follows:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 1,101,480,437 Rights Shares together with up to 1,101,480,437 Warrants D to the shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board ("**Entitlement Date**") ("**Entitled Shareholders**") and/or their renouncee(s), on the basis of 3 Rights Shares together with 3 free Warrants D for every 4 existing Shares held by the Entitled Shareholders on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants D ("**Deed Poll D**") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll D (including, without limitation, the affixing of the Company's company seal, where necessary);
- (iii) to allot and issue the Warrants D in registered form to the Entitled Shareholders (and/or their renouncee(s), as the case may be) and Excess Applicants (as defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant D conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date, subject to the provisions for adjustment to the subscription rights attached to the Warrants D in accordance with the provisions of the Deed Poll D;
- (iv) to allot and issue such number of additional Warrants D pursuant to adjustments as provided for under the Deed Poll D ("**Additional Warrants D**") and to adjust from time to time the exercise price of the Warrants D as a consequence of the adjustments under the provisions of the Deed Poll D and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (where required); and

- (v) to allot and issue such number of new Shares credited as fully paid-up to the holders of Warrants D upon their exercise of the relevant Warrants D to subscribe for new Shares during the tenure of the Warrants D, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants D and such adjustments in accordance with the provisions of the Deed Poll D;

**THAT** the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants D to be issued in connection with the Proposed Rights Issue with Warrants;

**THAT** any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess applications in such manner and to such persons ("**Excess Applicants**") as the Board shall determine at its absolute discretion;

**THAT** the Rights Shares, Warrants D and the new Shares to be issued pursuant to the exercise of the Warrants D and Additional Warrants D (if any) shall be listed on the Main Market of Bursa Securities;

**THAT** the proceeds of the Proposed Rights Issue with Warrants shall be utilised for the purposes as set out in Section 3 of the circular to shareholders of the Company dated 14 July 2021 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

**THAT** the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

**THAT** the new Shares to be issued pursuant to the exercise of the Warrants D (including the Additional Warrants D, if any) shall, upon allotment, issuance and full payment of the exercise price of the Warrants D (or the Additional Warrants D, if any), rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares to be issued pursuant to the exercise of the Warrants D (including the Additional Warrants D, if any);

**THAT** the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants D arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

**AND THAT** this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants D (including Additional Warrants D, if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

By Order of the Board  
**TIGER SYNERGY BERHAD**

Company Secretary

**HENG CHIANG POOH (MAICSA 7009923)**

Kuala Lumpur  
14 July 2021

Notes:-

1. *The EGM 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](http://www.swsb.com.my). Please refer to the Administrative guide for EGM 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 EGM will be joined by members, the Chairman of the meeting, Board of Directors and other relevant parties via [www.swsb.com.my](http://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 corporate 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 22 July 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 Article of Association.*
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 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.*
11. *All resolutions are to be voted by way of poll pursuant to Bursa Malaysia Securities Berhad's Main Market Listing Requirements.*



## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS ATTENDING THE EXTRAORDINARY GENERAL MEETING ("EGM") OF TIGER SYNERGY BERHAD

- Meeting Day & Date** : Thursday, 29 July 2021
- Time** : 11.00 a.m.
- Meeting Platform** : [www.swsb.com.my](http://www.swsb.com.my)
- Platform for Communication** : Shareholders may submit questions to the Board of Directors ("**Board**") prior to the EGM to [tsb@tigersynergy.my](mailto:tsb@tigersynergy.my) not less than forty-eight (48) hours before the time set for holding the meeting or to use the Question and Answer ("**Q&A**") Platform to transmit questions to the Board via Remote Participation and Voting ("**RPV**") Platform during live streaming.
- Online Meeting Platform** : Fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting ("**RPV**") facilities via [www.swsb.com.my](http://www.swsb.com.my) hosted by ShareWorks Sdn Bhd

### Virtual Meeting

In view of the coronavirus disease 2019 ("**COVID-19**") pandemic and as part of safety measures against COVID-19, the Extraordinary General Meeting ("**EGM**") will be held on a fully virtual basis through live streaming and online remote voting by using RPV facilities.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

All Shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the EGM will have to register to attend remotely by using the RPV Facility, the details of which is set out below.

### RPV Facility

1. The EGM will be conducted on a fully virtual basis through live streaming and online remote voting. Should you wish to attend the EGM, you are required to register yourself using the RPV Facility in accordance with the instructions as set out under paragraph 3 below.

With the RPV Facility, you may exercise your rights as a Shareholder to participate including to pose questions (in the form of real-time submission of typed texts) to the Board of the Company and vote remotely at the EGM.

2. **Individual Members** are strongly encouraged to take advantage of the RPV Facility to participate and vote remotely at the EGM. Please refer to the details as set out under RPV Facility for information. If an Individual Shareholder is unable to participate in the online EGM, he/she is encouraged to appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

**Corporate Shareholders** (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the EGM using the RPV Platform. Corporate Members who wish to participate and vote remotely at the EGM must contact the poll administrator, ShareWorks Sdn. Bhd. ("**ShareWorks**") with the details set out below for assistance and will be required to provide the following documents to the Company no later than 27 July 2021 at 11.00 a.m.:

- a. Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- b. Copy of the Corporate Representative's or proxy's identity card (MyKad) (front and back) / Passport; and
- c. Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to the Corporate Shareholders' remote participation request.

If a Corporate Member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the EGM, the Corporate Member is encouraged to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

In respect of **Nominee Company Members**, the beneficiaries of the shares under a Nominee Company's CDS account are also strongly advised to participate and vote remotely at the EGM using RPV Facility. Nominee Company Members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the EGM. Nominee Company must contact the poll administrator, ShareWorks with the details set out below for assistance and will be required to provide the following documents to the Company no later than 27 July 2021 at 11.00 a.m.:

- a. Form of Proxy under the seal of the Nominee Company;
- b. Copy of the proxy's identity card (MyKad) (front and back) / Passport; and
- c. Proxy's email address and mobile phone number.

Upon receipt of such documents, ShareWorks will respond to the Nominee Company Members' remote participation request.

If a Nominee Company Member is unable to attend the EGM, he/she is encouraged to request its Nominee Company to appoint the Chairperson of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3. The procedures for the RPV in respect of the live streaming and remote voting at the EGM is as follows:

Procedures		Action
Before the EGM		
(i)	Register as a user	<ul style="list-style-type: none"> <li>Access website <b>www.swsb.com.my</b></li> <li>Click "<b>Login</b>" and click "<b>Register</b>" to sign up as a user. The registration will be open from <b>5.00 p.m.</b> on <b>14 July 2021</b> and close at <b>11.00 a.m.</b> on <b>28 July 2021</b>.</li> <li>Complete the registration process and upload softcopy of MyKAD (front and back) or Passport for foreign shareholders.</li> <li>Read and agree to the terms &amp; condition and thereafter submit your request.</li> <li>Upon submission, kindly login to the valid email address and verify your user ID within <b>one (1) hour</b>.</li> <li>Upon verification of the user ID, <b>ShareWorks</b> will send an email notification to approve you as a user.</li> </ul>

Procedures		Action
<b>Before the EGM</b>		
		<ul style="list-style-type: none"> <li>After verification of your registration against the General Meeting Record of Depositors of the Company as at <b>22 July 2021</b>, the system will send you an email to notify you if your registration is approved or rejected after <b>23 July 2021</b>.</li> <li>If your registration is rejected, you can contact <b>ShareWorks</b> or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of EGM</b>		
(ii)	Login to <a href="http://www.swsb.com.my">www.swsb.com.my</a>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the EGM at any time from <b>10.30 a.m.</b> i.e. <b>30 minutes</b> before the commencement of the EGM on <b>29 July 2021</b> at <b>11.00 a.m.</b></li> </ul>
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select the “<b>Virtual Meeting</b>” from main menu.</li> <li>Click the “<b>Join Meeting</b>” located next to the event. You are required to provide your full name as per CDS account and your user registered email address.</li> <li>Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.</li> <li>If you have any question for the Chairperson/ Board, you may use the Q&amp;A platform to transmit your question. The Chairperson/Board will try to respond to all questions submitted by remote participants during the EGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>Select “<b>Voting</b>” located next to the “<b>Join Meeting</b>” and indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence once the Chairperson of the Meeting declare that the voting platform is activated and will announce the completion of the voting session of the EGM.</li> <li>Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV Facility	<ul style="list-style-type: none"> <li>The RPV Facility will end and the Messaging window will be disabled the moment the Chairperson of the Meeting announces the closure of the EGM.</li> </ul>

### **Proxy**

If a member is unable to attend the EGM, he/she may appoint a proxy or the Chairperson of the meeting as his/ her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please note that if an individual member has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally participate in the EGM via RPV Facility, the individual member shall proceed to contact ShareWorks or the Company with the details set out below to revoke the appointment of his/her proxy no later than **27 July 2021** at **11.00 a.m.**

### **Poll Voting**

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks as Poll Administrator to conduct the poll by way of electronic means and Leonard Lim Weng Leong as Scrutineers to verify the poll results.

The Scrutineers will verify and announce the poll results followed by the Chairperson’s declaration whether the resolution is duly passed.

### **Pre-Meeting submission of question to the Board**

To administer the proceedings of the EGM in orderly manner, shareholders may before the EGM, submit questions to the Board to [tsb@tigersynergy.my](mailto:tsb@tigersynergy.my) not less than forty-eight (48) hours before the time set for holding the meeting. The Board will endeavour to address the questions received at the EGM.

### **No Recording or Photography**

Strictly **NO recording** or **photography** of the proceedings of the EGM is allowed.

### **No Door Gifts or e-Vouchers**

There will be **NO DISTRIBUTION** of door gifts or e-vouchers.

### **Digital Copies of EGM Documents**

We further inform that the following items are now available at <http://www.tigersynergy.my/>

1. Circular of the EGM
2. Proxy Form
3. Administrative Guide

### **Enquiry**

If you have any enquiry prior to the virtual meeting, please contact Mr. Kou Si Qiang and Mr. Fong Wee Liam during office hours from 9.00 a.m. to 5.00 p.m. on Mondays to Fridays:

#### **ShareWorks Sdn Bhd**

No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur  
Wilayah Persekutuan (KL)

Telephone Number : 03-6201 1120  
Fax Number : 03-6201 3121  
Email : [ir@shareworks.com.my](mailto:ir@shareworks.com.my)





## TIGER SYNERGY BERHAD

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

### FORM OF PROXY

CDS Account No.
No. of Shares held

I/We, ..... Tel. No.: .....  
(Full name in block and NRIC No. / Registration No.)

of .....  
(Address)

being a member of Tiger Synergy Berhad, hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
HP & email address			

and / or\* (\*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
HP & email address			

or failing him, the Chairperson of the meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be conducted on a fully virtual basis via ShareWorks Sdn Bhd Online Meeting Platform hosted virtually at [www.swsb.com.my](http://www.swsb.com.my) on Thursday, 29 July 2021 at 11.00 a.m. or any adjournment thereof, and to vote as indicated below:-

Item	Agenda	Resolution	FOR	AGAINST
1.	Proposed Rights Issue with Warrants	Ordinary Resolution		

Please indicate with an 'X' in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy may vote or abstain as he thinks fit.

Signed this.....

Signature\*  
Member

**\* Manner of execution:-**

- (a). If you are an individual member, please sign where indicated.
- (b). If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c). If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
  - (i) at least two (2) authorised officers, of whom one shall be a director; or
  - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:-

1. The EGM 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](http://www.swsb.com.my). Please refer to the Administrative guide for EGM 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 EGM will be joined by members, the Chairman of the meeting, Board of Directors and other relevant parties via [www.swsb.com.my](http://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 corporate 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 22 July 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 Article of Association.
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 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.
11. All resolutions are to be voted by way of poll pursuant to Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

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AFFIX  
STAMP

**TIGER SYNERGY BERHAD**  
**[Registration No. 199401039944 (325631-V)]**

T3-13A-20, Level 13A  
Menara 3, 3 Towers  
No. 296 Jalan Ampang  
50450 Kuala Lumpur

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