

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting (“AGM”) of Synergy House Berhad (“the Company”) will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via TIH Online website at <https://tjih.online> from the broadcast venue at Tricor Business Centre, Manuka 2, 3 and 5, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“Broadcast Venue”) on **Tuesday, 28 May 2024 at 10:00 a.m.** to transact the following business:-

**AGENDA**

**Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.  
*(Please refer to Note 1) of the Explanatory Notes)*
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Company’s Constitution:-  
(i) Mr Tan Eu Tah  
(ii) Mr Yong Kim Fui
- To approve the payment of Directors’ fees of RM252,000 for the financial year ending 31 December 2024.
- To approve the payment of Directors’ benefits of RM20,000 for the period from 29 May 2024 until the Third AGM of the Company to be held in 2025.
- To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**

**Special Business**

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

**6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company in a general meeting.”

**Ordinary Resolution 6**

- To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act 2016.

**BY ORDER OF THE BOARD**

**FONG SEAH LIH (MAICSA 7062297) / (SSM PC No. 202008000973)**  
**THAM YIN TONG (MAICSA 7049718) / (SSM PC No. 202008001314)**  
Company Secretaries

Kuala Lumpur  
26 April 2024

**Notes:**

- IMPORTANT NOTICE**  
The Second AGM of the Company will be held virtually through live streaming and online remote voting using the RPV facilities via TIH Online website at <https://tjih.online>. The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders **will not be allowed** to attend the Second AGM in person at the Broadcast Venue on the day of the meeting. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the Second AGM through the RPV facilities via TIH Online website at <https://tjih.online>.  
**Please read these Notes carefully and follow the procedures in the Administrative Guide for the Second AGM in order to participate remotely through the RPV facilities.**
- For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 20 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the Second AGM through the RPV facilities must request his/her proxy or to register himself/herself for the RPV facilities at TIH Online website at <https://tjih.online>. Procedures for the RPV facilities can be found in the Administrative Guide of the Second AGM.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
  - In hard copy form**  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

- By electronic means via Tricor’s TIH Online website at <https://tjih.online>**  
Please refer to the Administrative Guide of the Second AGM for further information on electronic lodgement of proxy form.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
  - Last date and time for lodging the proxy form is Sunday, 26 May 2024 at 10.00 a.m..
  - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
  - For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.  
The certificate of appointment of authorised representative should be executed in the following manner:
    - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
    - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
      - at least two (2) authorised officers, of whom one shall be a director; or
      - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
  - Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of general meeting will be put to vote by way of poll.

**Explanatory Notes to the Agenda:**

**Ordinary Business**

- Audited Financial Statement for the financial year ended 31 December 2023.**  
The Audited Financial Statements are meant for discussion only as the approval from shareholders is not required pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda item will not be put forward for voting by shareholders of the Company.
- Ordinary Resolutions 1 and 2**  
**Re-election of Directors**  
Mr Tan Eu Tah and Mr Yong Kim Fui are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Second AGM of the Company.  
Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Directors are set out on pages 4 to 7 of the Annual Report 2023. For the purpose of determining the eligibility of the Directors to stand for re-election at the Second AGM of the Company, the Board had through its Nomination Committee (“NC”), considered, assessed and deliberated on the suitability and fit and properness of the retiring Directors.  
Based on the recommendation of the NC, the Board is supportive of their re-election with the following justifications:-  
**Ordinary Resolution 1 – Re-election of Mr Tan Eu Tah as Non-Independent Executive Director**  
Mr Tan Eu Tah is mainly responsible to manage the Group’s overall business operations and activities such as building and maintaining relationships with customers and suppliers, marketing expansion plans, as well as managing key operations division of the Group such as design & development, quality control and purchasing amongst others.  
The Board is satisfied with his performance and contribution, and will continue to carry out his duty diligently and effectively and demonstrate his commitment to the roles.  
**Ordinary Resolution 2 – Re-election of Mr Yong Kim Fui as Independent Non-Executive Director**  
Mr Yong Kim Fui’s specialised knowledge and expertise in the accounting and finance function equipped him to make informed decisions and recommendations to the Company and also to properly carry out his responsibility as the Chairman of the Audit Committee of the Company.  
The Board is satisfied with his performance and contribution, and will continue to carry out his duty diligently and effectively and demonstrate his commitment to the roles.
- Ordinary Resolution 4**  
**Directors’ fees for the financial year ending 31 December 2024**  
The Directors’ fees proposed for the financial year ending 31 December 2024 are calculated based on the current board size and the assessment on the performance of the Board by the Nomination Committee and assuming that all Non-Executive Directors will hold office until the next AGM. This resolution is to facilitate payment of Directors’ fees on current financial year basis.  
In the event the Directors’ fees proposed are insufficient (e.g. due to more meetings or enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
- Ordinary Resolution 5**  
**Directors’ benefits for the period from 29 May 2024 until the Third AGM**  
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries, shall be approved at a general meeting.  
The Directors’ benefits (excluding Directors’ fees, salaries and bonuses and statutory contributions) comprise benefits-in-kind for the Executive Directors.
- Ordinary Resolution 6**  
**Re-appointment of Auditors**  
The Board has through the Audit Committee, considered the re-appointment of Crowe Malaysia PLT as the Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the Second AGM are disclosed in the Audit Committee Report of the 2023 Annual Report.
- Ordinary Resolution 7**  
**Authority to issue shares pursuant to Sections 75 and 76 of the Act**  
The Ordinary Resolution 7, if passed, will renew the mandate granted to the Directors at the First Annual General Meeting held on 2 February 2023 (“First AGM”) and provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company’s future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.  
As at the date of this Notice, the Company did not issue and allot any shares pursuant to the mandate granted to the Directors at the First AGM as there was no requirement for such fundraising activities.