**NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty Seventh Annual General Meeting of TRC Synergy Berhad (Registration No. 199601040839 (413192-D)) ("**the Company**") will be held **virtually** at the **broadcast** venue **at Board Room, 8th Floor, TRC Business Centre, Jalan Andaman Utama, 68000 Ampang, Selangor** on **Wednesday**, the **26th June, 2024** at **10.30 a.m.** for the purpose of transacting the following businesses:-

**AGENDA**

**AS ORDINARY BUSINESS**

| | | |
|---|---|---|
| 1 | To receive and adopt Audited Financial Statements, Report of the Directors and Report of the Auditors thereon for the year ended 31st December 2023. | (Please refer to Note 2) |
| 2 | To approve the payment of first and final single tier dividend of 1.20 sen per share for the year ended 31st December 2023. (Please refer to Note 4) | **Ordinary Resolution 1** |
| 3 | To approve the payment of Directors' fees in respect of the financial year ended 31st December 2023.<br>(Please refer to Note 5) | **Ordinary Resolution 2** |
| 4 | To approve the payment of Directors' benefits (other than Directors' fees) to Non-Executive Directors in respect of the financial year ended 31st December 2023.<br>(Please refer to Note 6) | **Ordinary Resolution 3** |
| 5 | To re-elect YABhg Tun Jeanne Binti Abdullah who shall retire as Director of the Company pursuant to Articles 84 of the Company's Articles of Association. | **Ordinary Resolution 4** |
| 6 | To re-elect YBhg Dato' Sr. Abdull Manaf Bin Hj. Hashim who shall retire as Director of the Company pursuant to Articles 84 of the Company's Articles of Association. | **Ordinary Resolution 5** |
| 7 | To re-appoint Mazars PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | **Ordinary Resolution 6** |

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following ordinary resolution, with or without modification:-

| | | |
|---|---|---|
| 8 | **Authority to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016 and Waiver of Pre-Emptive Rights pursuant to Section 85 of the Companies Act 2016 and Clause 53 of the Company's Articles of Association.** (*Please refer to Note 7*) | **Ordinary Resolution 7** |

| | | |
|---|---|---|
| | "THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.<br><br>AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 read together with Clause 53 of the Company's Articles of Association, the shareholders of the Company do hereby waive their statutory pre-emptive rights over all new shares in the Company and such new shares when issued, to rank pari passu with existing issued shares in the Company." | |
| 9 | **Proposed renewal of authority for the company to purchase its own shares** (*Please refer to Note 8*)<br><br>"**THAT** subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 2016 ("Act"), provisions in the Company's Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") and any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of the company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company **PROVIDED THAT**:-<br><br>(1) the aggregate number of shares purchased does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;<br><br>(2) the maximum fund to be allocated by the Company for the purpose of purchasing such number of ordinary shares shall not exceed the retained profit account of the Company. As at the financial year ended 31st December 2023, the audited retained profit of the Company stood at RM 7,348,850.83; | **Ordinary Resolution 8** |

| | | |
|---|---|---|
| | (3) The renewal of authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:-<br><br>(a) at the conclusion of the next AGM of the Company following the general meeting in which the authorization is obtained, at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or<br><br>(b) the expiration of the period within which the next AGM of the Company is required by law to be held; or<br><br>(c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting.<br><br>whichever occurs first;<br><br>**AND THAT** upon completion of the purchase(s) of the ordinary shares of the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares so purchased in the following manners:-<br><br>(a) to cancel the ordinary shares so purchased; or<br><br>(b) to retain the ordinary shares so purchased as treasury shares for distribution as dividend to shareholders and/or resell on Bursa Securities or subsequently cancel; or<br><br>(c) to retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; and<br><br>(d) in any other manner prescribed by the Act, rules, regulations and orders made pursuant to the Act, the Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.<br><br>**AND THAT** the Directors of the Company be and are hereby authorised to act and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the aforesaid share buy-back with full powers to assent to any conditions, modifications, variations, and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things (including executing all documents) as the Board may deem fit and expedient in the best interest of the Company." | |
| 10 | To transact any other business of which due notice shall be given in accordance with the Articles of Association of the Company and the Companies Act, 2016. | |

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN,that a first and final dividend of 1.20 sen per share in respect of the financial year ended 31st December 2023 will be paid on 15th July 2024 to shareholders whose names appear on the Company's Register of Depositors on 28th June 2024.

A Depositor shall qualify for entitlement to the dividend only in respect:-

a) Shares transferred into the Depositor's Securities Account before 4.30pm on 28th June 2024 in respect of ordinary transfers; and

b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

ABDUL AZIZ MOHAMED (LS 007370)(SSM PC 201908003187)
Secretary

Selangor Darul Ehsan
**30th April 2024**

**Notes:**

1. **This is a fully virtual AGM. No shareholders/proxies are allowed to present at the broadcast venue.**
   **You have to register online https://vps.megacorp.com.my/USyRWh. Please refer to the Administrative Guide for online registration.**

2. **Audited Financial Statements for the Year Ended 31st December 2023**

   This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting by shareholders of the Company.

3. **Appointment of Proxies**

   a. A proxy may but need not be a member of the Company.
   b. To be valid the proxy form duly completed must be deposited at the at Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia or by email to AGM-support.TRC@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
   c. A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at the meeting.
   d. A member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the meeting.
   e. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
   f. Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

g. If the appointer is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
h. Only members whose names appears in the Record of Depositors as at 19th June 2024 will be entitled to attend and vote at the meeting.

**4. Dividend Payment (Ordinary Resolution No. 1)**

With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On **23rd April 2024** the Board of Directors had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

**5. Payment of Directors Fees to the Non-Executive Directors (Ordinary Resolution No. 2)**

Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the directors payable to the directors of a listed company shall be approved at a general meeting. During the financial year ended 31st December 2023, the Company has paid RM 300,000 as Directors' fees to its Non-Executive Directors.

**6. Payment of Directors' Benefits (excluding Directors' Fees) to the Non-Executive Directors (Ordinary Resolution No. 3)**

The Company is seeking shareholders' approval for the following payments of benefits to its Non-Executive Directors pursuant to Section 230(1) of the Companies Act 2016:-

| | |
|---|---|
| Chairman to the Board of Directors | RM 62,500 |
| Chairman to the Audit and Risk Management Committee | RM 40,000 |
| Allowance | RM 65,700 |
| Other emoluments | RM 74,342 |
| **TOTAL** | **RM 242,542** |

**7. Authority for allotment of shares and Waiver of Pre-Emptive Rights pursuant to Section 85 of the Companies Act 2016 and Clause 53 of the Company's Articles of Association (Ordinary Resolution No. 7)**

The proposed Ordinary Resolution No. 7 is a renewal of the General Mandate for the Directors to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016 and Waiver of Pre-Emptive Rights pursuant to Section 85 of the Companies Act 2016 and Clause 53 of the Company's Articles of Association.

The proposed Ordinary Resolution No. 7, if passed, will authorize the Directors of the Company, from the date of the above Annual General Meeting, to allot shares up to ten per centum (10%) of the issued and paid-up capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. By voting in favour of Ordinary Resolution No. 7, shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Companies Act 2016 and read together with Clause 53 of the Company's Articles of Association over all new shares to be allotted and issued by the Directors pursuant to this mandate.

As at the date of this Notice, no new shares in the Company were allotted pursuant to the authority granted to the Directors at the Twenty Sixth Annual General Meeting held on 20th June 2023 and which will lapse at the conclusion of the Twenty Seventh Annual General Meeting to be held on 26th June 2024.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

The rationale for this resolution is to eliminate the need to convene separate general meeting(s) from time to time to seek Shareholder approval as and when the Company issues new shares and thereby reducing administrative time and costs associated with the convening of such meeting(s).

**8. Proposed renewal of authority for the Company to purchase its own shares (Ordinary Resolution No. 8)**

The proposed adoption of the Ordinary Resolution No. 8 is to renew the authority granted by the shareholders of the Company at the Annual General Meeting held on 20th June 2023 to empower the Directors of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next Annual General Meeting of the Company. Further information is set out in the Share Buy-Back Statement dated 30th April 2024 which is dispatched together with the Notice of the Twenty Seventh Annual General Meeting.