

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

If you have sold or transferred all your shares in TRC Synergy Berhad ("TRC"), you should at once hand this Circular together with the 2006 Annual Report to the agent through whom the sale or transfer was contracted for onward transmission to the purchaser or transferee.

Bursa Malaysia Securities Berhad has not perused this Circular prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**TRC Synergy Berhad**  
(413192-D)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

in relation to

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF TRC  
SYNERGY BERHAD**

**IN CONJUNCTION WITH THE SPECIAL BUSINESS AT THE COMPANY'S TENTH  
ANNUAL GENERAL MEETING**

The Notice of the Tenth Annual General meeting ("AGM") of the Company to be held at **Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Hulu Kelang, 68000 Ampang, Selangor** on **Tuesday, 26 June 2007 at 10.30 a.m** or any adjournment (as the case may be) together with the Proxy Form are enclosed in the 2006 Annual Report, which is dispatched together with this Circular.

If you are unable to attend and vote at the meeting, you may complete the Form of Proxy and deposit it at the Registered Office of the Company at Wisma TRC, No. 217 & 218, Jalan Negara 2, Taman Melawati, 53100 Ulu Klang, Selangor, not later than 48 hours before the time of the meeting. The return of the completed Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : 24 June 2007 at 10.30 a.m.  
Date and time of the Tenth Annual General Meeting : 26 June 2007 at 10.30 a.m.

This Circular is dated 4 June 2007.

## DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this circular and the accompanying appendix :-

Articles	-	Articles of Association of TRC
AGM	-	Annual General Meeting
Board	-	Board of Directors of TRC
Director (s)	-	Director(s) of TRC
TRC or the Company	-	TRC Synergy Berhad (Company No : 413192-D)
Bursa Securities	-	Bursa Malaysia Securities Berhad (Company No. : 635998-W)
Listing Requirements	-	Listing requirements of the Bursa Securities
Proposed Amendment	-	Proposed amendment to the Articles of Association of TRC as set out in Appendix 1 of this Circular



**TRC Synergy Berhad**  
**(413192-D)**  
(Incorporated in Malaysia)

**Registered Office :**

Wisma TRC, No. 217 & 218  
Jalan Negara 2, Taman Melawati  
53100 Ulu Klang  
Selangor

04 June 2007

**Board of Directors**

Dato' Sri Sufri bin Hj Mohd Zin (Executive Chairman)  
Dato' Abdul Aziz bin Mohamad (Executive Director)  
General (R) Dato' Seri Mohd Shahrom Bin Dato' Hj Nordin  
(Non-Independent, Non-Executive Director)  
Abdul Rahman bin Ali (Independent Non-Executive Director)  
Noor Zilan bin Mohamed Noor (Independent Non-Executive Director)

To : The Shareholders of **TRC SYNERGY BERHAD**

Dear Sir/Madam,

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF  
TRC SYNERGY BERHAD**

**1. INTRODUCTION**

The Company had on **18 May 2007** announced its intention to seek shareholders proposal for the Proposed Amendment. The Proposed Amendment is to streamline the Articles with the current provisions of the enhanced Listing Requirements.

The purpose of this Circular is to provide you with the detailed information on the Proposed Amendment, set out the Board's recommendation on the Proposed Amendment and to seek your approval for the special resolution pertaining to the said proposal to be tabled at the forthcoming AGM of the Company scheduled to be held at Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Hulu Kelang, 68000 Ampang, Selangor on Tuesday, 26 June 2007.

**Shareholders are advised to read the contents of this Circular before voting on the resolution pertaining to the Proposed Amendment.**

## **2. DETAILS OF THE PROPOSAL**

The recent amendments in the LR require a listed company to ensure that provisions set out in Chapter 7 of the Listing Requirements are contained in the Articles of Association of the Company no later than 15 January 2008. The details of the Proposed Amendments are set out in the Appendix I in this Circular.

## **3. RATIONAL FOR THE PROPOSAL**

The Proposed Amendment is to incorporate and reflect the current provisions of the enhanced Listing Requirements issued by Bursa Securities on 14 December 2006.

The Company takes this opportunity to also amend certain other provisions of the Articles to facilitate administration of the internal affairs of the Company.

## **4. EFFECTS OF THE PROPOSED AMENDMENTS TO ARTICLES**

The Proposed Amendments to Articles will not have any effect on the share capital, consolidated net tangible assets, earnings and dividends of TRC or the shareholdings of the substantial shareholders of TRC.

## **5. APPROVAL REQUIRED**

The Proposed Amendment is conditional upon the approval being obtained from the shareholders of the Company at the forthcoming AGM.

## **6. DIRECTORS' RECOMMENDATION**

The Board, after due consideration, are of the opinion that the Proposed Amendment is in the best interest of the Company. Accordingly, the Board also recommend that you vote in favour of the resolution to be tabled at the forthcoming AGM to give effect to the Proposed Amendment.

## **7. DIRECTORS' RESPONSIBILITY**

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

## **8. ANNUAL GENERAL MEETING**

The Notice convening the tenth AGM to vote on the resolutions and the Form of Proxy is set out in the 2006 Annual Report accompanying this Circular. The AGM is to be held at **Indah Ballroom, Flamingo Hotel, 5, Tasik Ampang, Hulu Kelang, 68000 Ampang, Selangor on Tuesday, 26 June 2006 at 10.30 a.m** for the purpose of considering and if thought fit, passing the resolution pertaining to the proposal under the agenda of Special Business as set out in the said Annual Report.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Registered Office of the Company at Wisma TRC, No. 217 & 218, Jalan Negara 2, Taman Melawati, 53100 Ulu Klang, Selangor, not later than 48 hours before the time of the meeting. The lodging of the Form of Proxy does not preclude you from attending and voting in person should you subsequently wish to do so.

## **9. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the Registered Office of the Company, at Wisma TRC, No. 217 & 218, Jalan Negara 2, Taman Melawati, 53100 Ulu Klang, Selangor from the date of this Circular up to and including the date of the AGM :-

- (i) The Memorandum and Articles of Association of the Company; and
- (ii) The Proposed Amendment of the Articles of Association of the Company.

## **10. FURTHER INFORMATION**

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

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

**Dato' Sri Sufri bin Hj Mohd Zin**  
Executive Chairman

## TRC Synergy Berhad (413192 D)

## PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article	Existing Articles	Proposed Articles
Article 2	<p><b>WORDS MEANINGS</b></p> <p>“Central Depository” means Malaysian Central Depository Sdn. Bhd. (Company No. 165570-W).</p> <p>“the Exchange” means The Kuala Lumpur Stock Exchange</p> <p>“Member or Members” means Any person or persons for the time being holding shares in the Company and whose names appear in the Register of Members (except the Malaysian Central Depository Nominees Sdn. Bhd.) and includes a Depositor whose name appears on the Record of Depositors, who shall be treated as if he were a member pursuant to section 35 of the Securities Industry (Central Depositories) Act 1991 but excludes the Central Depository in its capacity as a bare trustee.</p>	<p><b>WORDS MEANINGS</b></p> <p>“Central Depository” means Bursa Malaysia Depository Sdn. Bhd.</p> <p>“the Exchange” means Bursa Malaysia Berhad</p> <p>“Member or Members” means any person (s) whose name (s) is/are entered in the Company’s register of members including Depositors whose names appear on the Record of Depositors except the Bursa Malaysia Depository Nominees Sdn. Bhd.</p>
	All relevant Articles	<p>The term “Central Depository” wherever it appears in the Articles of Association of the Company shall be replaced with the term “<b>Depository</b>”</p> <p>The term “Kuala Lumpur Stock Exchange” wherever it appears in the Articles of Association of the Company shall be replaced with the term “<b>Bursa Malaysia Berhad</b>”.</p> <p>The term “Malaysian Central Depository Nominees Sdn. Bhd. ” wherever it appears in the Articles of Association of the Company shall be replaced with the term “<b>Bursa Malaysia Depository Nominees Sdn. Bhd.</b>”.</p>

<p>Article 8</p>	<p><b>Rights of Holders of Preference Shares</b></p> <p>Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, any preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. The total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time subject thereto and the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. The Holder of a preference share shall have the same rights as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. The Holder of a preference share shall be entitled to a return of capital in preference to Holders of ordinary shares when the Company is wound up. The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:-</p> <p>(a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;</p> <p>(b) on a proposal to reduce the Company's share capital;</p> <p>(c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;</p> <p>(d) on a proposal that affects rights and privileges attaching to the preference shares;</p> <p>(e) on a proposal to wind up the Company; and</p> <p>(f) during the winding up of the Company.</p>	<p><b>Rights of Holders of Preference Shares</b></p> <p>Without prejudice to any special rights previously conferred on the Holders of any shares or class of shares already issued but subject to the provisions of the Act, the Central Depositories Act and the Rules and these Articles, any preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. <del>The total nominal value of the issued preference shares shall not exceed the total nominal value of the issued ordinary shares at any time subject thereto and</del> the Company shall not issue preference shares ranking in priority above preference shares already issued, but may issue preference shares ranking equally therewith. The Holder of a preference share shall have the same rights as a Holder of ordinary share as regards receiving notices, reports and audited accounts, and attending General Meetings of the Company. <del>The Holder of a preference share shall be entitled to a return of capital in preference to Holders of ordinary shares when the Company is wound up.</del> The Holder of a preference share shall also have the right to vote at any General Meeting convened for each of the following purposes:-</p> <p>(a) when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months;</p> <p>(b) on a proposal to reduce the Company's share capital;</p> <p>(c) on a proposal for the disposal of the whole of the Company's property, business and undertaking;</p> <p>(d) on a proposal that affects rights and privileges attaching to the preference shares;</p> <p>(e) on a proposal to wind up the Company; and</p> <p>(f) during the winding up of the Company.</p>
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<p>Article 30</p>	<p><b>Suspension or closing of registration</b></p> <p>The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. At least <i>twelve (12)</i> clear Market Days' notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. At least three (3) Market Days prior notice shall be given to the Central Depository to prepare the appropriate Record of Depositors Provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) Market Days prior notice shall be given to the Central Depository or such other notice period in accordance with the Rules to enable the Central Depository to issue the appropriate Record of Depositors.</p>	<p><b>Suspension or closing of registration</b></p> <p>The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine not exceeding in the whole thirty (30) days in any year. At least <b>ten (10)</b> clear Market Days' notice of intention to close the said register shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange. The said notice shall state the purpose or purposes for which the register is being closed. At least three (3) Market Days prior notice shall be given to the Depository to prepare the appropriate Record of Depositors Provided that where the Record of Depositors is required in respect of corporate actions at least seven (7) Market Days prior notice or such other period may be prescribed under shall be given to the Depository or such other notice period in accordance with the Rules to enable the Depository to issue the appropriate Record of Depositors.</p>
<p>Article 61</p>	<p><b>Notice of meeting</b></p> <p>Every notice convening General Meetings shall specify the place, the day and the hour of the General Meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty one (21) days before the General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Any notice of a General Meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the Annual General Meeting, of every such General Meeting shall be given by advertisement in the daily press and in writing to the Exchange and each stock exchange, if any, upon which</p>	<p><b>Notice of meeting</b></p> <p>Every notice convening General Meetings shall specify the place, the day and the hour of the General Meeting and shall be given to all members at least fourteen (14) days before the meeting or at least twenty one (21) days before the General Meeting where any Special Resolution is to be proposed or where it is an Annual General Meeting. Any notice of a General Meeting called to consider special business shall specify the general nature of such business and shall also be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the Annual General Meeting, of every such General Meeting shall be given by advertisement <b>in the daily press in at least one nationally circulated Bahasa Malaysia or English daily newspaper</b> and in writing to the Exchange and each stock exchange,</p>



	the Company is listed, at the same time as shareholders are notified.	if any, upon which the Company is listed, at the same time as shareholders are notified.
Article 62	<p><b>Record of Depositors</b></p> <p>(1) The Company shall request the Central Depository in accordance with the Rules to issue a Record of Depositors to whom notices of General Meetings shall be given by the Company.</p> <p>(2) The Company shall also request the Central Depository in accordance with the Rules to issue a Record of Depositors as at a date not less than three (3) market days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p> <p>(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership Regulations, 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p>	<p><b>Record of Depositors</b></p> <p>(1) The Company shall request the Depository in accordance with the Rules to issue a Record of Depositors to whom notices of General Meetings shall be given by the Company.</p> <p>(2) The Company shall also request the Depository in accordance with the Rules to issue a Record of Depositors as at <b>the latest date which is reasonably practicable which shall in any event be</b> not less than three (3) market days before the General Meeting (hereinafter referred to as "the General Meeting Record of Depositors").</p> <p>(3) Subject to the Securities Industry (Central Depositories) (Foreign Ownership Regulations, 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any General Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors.</p>
Article 73	<p><b>Voting rights of proxy</b></p> <p><del>A proxy shall be entitled to vote on a show of hands on any questions at any General Meeting.</del></p>	<p><b>Voting rights on show of hand</b></p> <p>Subject to any special rights or restrictions as to voting attached to any class or classes of shares by or in accordance with these Articles, on a show of hands, a holder of ordinary shares or preference shares who present as a member or a member's representative or proxy and entitled to vote shall be entitled to one vote on any question at any general meeting and in the case of a poll every member present in person or by proxy or other duly authorized representative shall have one vote for every share held by him.</p>

<p>Article 78A (New Article)</p>	<p>No previous provision</p>	<p>A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at General Meetings who shall represent all the shares held by such Member. A Member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting. Where the Member appoints more than one (1) proxy, to attend and vote at the same meeting, such appointment shall be invalid unless the Member specifies the proportion of his shareholding to be represented by each proxy.</p>
<p>Article 79</p>	<p><b>Form of Proxy</b></p> <p>Notes:</p> <p>A proxy may but need not be a member of the Company and the provisions of section 149(1)(b) of the Act shall not apply to the Company.</p> <p>To be valid this form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.</p> <p>A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meetings.</p> <p>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.</p> <p>Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p> <p>If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.</p>	<p><b>Form of Proxy</b></p> <p>Notes:</p> <p>A proxy may but need not be a member of the Company and the provisions of section 149(1)(b) of the Act shall not apply to the Company.</p> <p>To be valid this form duly completed must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.</p> <p><del>A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meetings.</del></p> <p><b>A member holding one thousand (1,000) ordinary shares or less may appoint only one (1) proxy to attend and vote at General Meetings. A Member holding more than one thousand (1,000) ordinary shares may appoint up to two (2) proxies to attend and vote at the same meeting.</b></p> <p>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.</p> <p>Where a member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.</p>

		If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
Article 83	<p><b>Number of Directors</b></p> <p>All the Directors of the Company shall be natural persons and until otherwise determined by General Meeting the number of Directors shall be not less than three (3) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a General Meeting of the Company.</p>	<p><b>Number of Directors</b></p> <p><del>All the Directors of the Company shall be natural persons and</del> Until otherwise determined by General Meeting the number of Directors shall be not less than three (3) nor more than twelve (12) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the continuing Director or Directors may except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a General Meeting of the Company.</p>
Article 95	<p><b>When offices of Director deemed vacant</b></p> <p>Subject to sections 122(6) and (7) of the Act, the office of a Director shall become vacant if a Director:-</p> <p>(a) becomes bankrupt, has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally;</p> <p>(b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes section 130 of the Act;</p> <p>(c) ceases to be a Director by virtue of the Act;</p> <p>(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;</p> <p>(e) resigns his office by notice in writing to the Company and deposited at the Office;</p>	<p><b>When offices of Director deemed vacant</b></p> <p>Subject to sections 122(6) and (7) of the Act, the office of a Director shall become vacant if a Director:-</p> <p>(a) <b>during his term of office</b>, becomes bankrupt, has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors generally;</p> <p>(b) becomes prohibited from being a Director by reason of any order made under the Act or contravenes section 130 of the Act;</p> <p>(c) ceases to be a Director by virtue of the Act;</p> <p>(d) <b>during his term of office</b>, becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;</p> <p>(e) resigns his office by notice in writing to the Company and deposited at the Office;</p>

	<p>(f) is removed from his office of Director by resolution of the Company in General Meeting of which special notice has been given; or</p> <p>(g) is absent from more than fifty per centum (50%) of the total board of Directors' meetings held during a financial year.</p>	<p>(f) is removed from his office of Director by resolution of the Company in General Meeting of which special notice has been given; or</p> <p>(g) <b>deleted</b></p>
<p>Article 149</p>	<p><b>Payment by cheque</b></p> <p>Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the Holder as shown in the Register of Members or the Record of Depositors (as the case may be) or to such person and to such address as the Holder may in writing direct. Every such cheque <u>or</u> warrant shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.</p>	<p><b>Money payable to Members</b></p> <p>Any dividend, interest or other money payable in cash in respect of shares may be paid by <b>way of direct transfer by means of the electronic payment systems upon terms and subject to the provision of the Acts, the Rules, the Listing Requirements and/or other regulatory authorities</b> or by cheque or warrant sent through the post directed to the registered address of the Holder as shown in the Register of Members or the Record of Depositors (as the case may be) or to such person and to such address as the Holder may in writing direct. Every such cheque, warrant <b>or payment by direct transfer</b> shall be made payable to the order of the person to whom it is sent, <b>or to such person as the holder or person or persons entitled to the share in consequence to the death or bankruptcy of the holder may direct</b> and the payment of any such cheque, warrant <b>or by such electronic means</b> shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant shall be sent at the risk of the person entitled to the money thereby represented.</p>