

# TSR CAPITAL BERHAD

(Company No. 541149-W)

(Incorporated in Malaysia)

## NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at Kiara Room, Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Tuesday, 25 June 2013 at 10.00 a.m. for the following purposes :-

### AGENDA

1. To receive the Audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.

[PLEASE REFER TO EXPLANATORY NOTE (i)]

2. To approve the payment of Directors' fee for the year ended 31 December 2012.

[RESOLUTION 1]

3. To re-elect the following Director who is retiring by rotation in accordance to the Company's Articles of Association who being eligible, offer himself for re-election :

#### Article 76

**Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim**

[RESOLUTION 2]

4. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 (6) of the Companies Act, 1965 ("Act") and Paragraph 7.28 (2) of the Bursa's Listing Requirements

"That Tengku Datuk Mustapha Bin Tengku Mohamed, retiring pursuant to Section 129 (6) of the Act and Paragraph 7.28 (2) of the Bursa's Listing Requirements, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting".

[RESOLUTION 3]

"That Dato' Wan Abd Razak Bin Ismail, retiring pursuant to Section 129 (6) of the Act and Paragraph 7.28 (2) of the Bursa's Listing Requirements, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting".

[RESOLUTION 4]

5. To re-appoint Messrs. Crowe Horwath, as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

[RESOLUTION 5]

6. As Special Business, to consider and, if thought fit, pass the following resolutions :-

#### ORDINARY RESOLUTION 1

**AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965.**

"That pursuant to Section 132D of the Companies Act 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the

Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **[RESOLUTION 6]**

**ORDINARY RESOLUTION 2**

**CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT authority be and is hereby given to Mr Tan En Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

**[RESOLUTION 7]**

7. To transact any other business of which due notices shall be given in accordance with the Company's Article of Association and the Companies Act, 1965.

BY ORDER OF THE BOARD,

CHUA HOON PING, ACIS  
NG KIM KEONG, MIA  
Company Secretaries

Kuala Lumpur  
3 June 2013

Notes :

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 June 2013 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member of a Company entitled to attend and vote at a meeting of a Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restrictions as to the qualification of the proxy.
3. Where a member appoints two (2) or more proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
5. Where a member is an Authorized 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.
6. The instrument appointing a proxy/proxies must be deposited at the registered office of the company at No 2-2, Jalan 4/62D, Medan Putra Business Centre, Bandar Manjalara, Off Jalan Damansara, 52200 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time for holding the meeting.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

- i) The Item 1 of the Agenda is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence this Agenda item is not put forward for voting.
- ii) The Proposed Resolution 6 if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 29 June 2012 and which will lapse at the conclusion of the Twelfth Annual General Meeting. The general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited for further placing of shares for purpose of funding future investment (s), working capital and/or acquisitions and to avoid incurring any costs or delay in convening a general meeting.
- iii) The Proposed Resolution 7, if passed, will re-appoint Mr Tan En Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company. The Nomination Committee and Boards of Directors have carried an evaluation and assessment and concluded that Mr Tan stays independent and objective in board deliberations and decision making, and is able to act in the best interests of the Company.