



# TSR CAPITAL BERHAD

(Company No: 541149-W)  
(Incorporated in Malaysia)

## NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourteenth 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 Wednesday, 17 June 2015 at 10.30 a.m. for the following purposes:-

### AGENDA

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.  
[PLEASE REFER TO EXPLANATORY NOTE (1)]

### ORDINARY BUSINESS

2. To declare the payment of a first and final single tier dividend of 1 sen per ordinary share of RM0.50 each for the financial year ended 31 December 2014. [RESOLUTION 1]
3. To approve the payment of Directors' fees for the financial year ended 31 December 2014. [RESOLUTION 2]
4. To re-elect Mr Tan En Chong who is retiring by rotation pursuant to Article 76 of the Company's Articles of Association, who being eligible, offer himself for re-election. [RESOLUTION 3]
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 4]

### SPECIAL BUSINESS

#### 6. RE-APPOINTMENT OF DIRECTORS OVER SEVENTY (70) YEARS OF AGE

"That Tengku Datuk Mustapha Bin Tengku Mohamed, retiring pursuant to Section 129 (6) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting". [RESOLUTION 5]

"That Dato' Wan Abd Razak Bin Ismail, retiring pursuant to Section 129 (6) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting". [RESOLUTION 6]

"That Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim, retiring pursuant to Section 129 (6) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting". [RESOLUTION 7]

#### 7. 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 and to hold office until the conclusion of the next Annual General Meeting." [RESOLUTION 8]

#### 8. 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad and 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 9]

9. 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.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**FURTHER NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders at the Fourteenth Annual General Meeting to be held on Wednesday, 17 June 2015, a first and final single tier dividend of 1 sen per ordinary share of RM0.50 each for the financial year ended 31 December 2014 will be paid on 18 September 2015 to Depositors registered in the Record of Depositors on 21 August 2015.

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

- a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 21 August 2015 in respect of ordinary transfer; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD,

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

Petaling Jaya  
26 May 2015

### Notes:

1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors on 10 June 2015 ("General Meeting Record of Depositors") shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more (subject to a maximum of ten (10) proxies) and each proxy appointed shall represent a minimum of 1,000 shares to attend and vote in his stead. A proxy may but need not be a member of the Company. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. 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 authorized nominee may appoint in respect of each omnibus account it holds.
5. 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.
6. The instrument appointing a proxy/proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company at Level 16, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time for holding the meeting or adjourned meeting.

### EXPLANATORY NOTES

1. 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.

### Special Business

2. Resolutions 5, 6 & 7  
The Proposed Resolutions 5, 6 & 7, if passed, will re-appoint Tengku Datuk Mustapha Bin Tengku Mohamed, Dato' Wan Abd Razak Bin Ismail and Tan Sri Dato' Seri Mohamad Noor Bin Abdul Rahim who are over seventy (70) years of age, as Directors of the Company pursuant to Section 129 (6) of the Companies Act, 1965 and will hold office until the conclusion of the next Annual General Meeting.
3. Resolution 8  
The Proposed Resolution 8, 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.
4. Resolution 9  
The Proposed Resolution 9, 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, 3,000,000 ordinary shares of RM1.00 each which is less than 10% of the Company's existing issued and paid up share capital at an issue price of RM1.00 each were issued via private placement pursuant to the mandate which was approved at the last Annual General Meeting held on 26 June 2014 and which will lapse at the conclusion of the Fourteenth Annual General Meeting. The proceeds raised amounting to RM3,000,000 have been utilized for the purpose of working capital. 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.