



TSR CAPITAL BERHAD

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

NOTICE OF THE FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth 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, 21st June 2016 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 2015 together with the Reports of the Directors and Auditors thereon.

[PLEASE REFER TO EXPLANATORY NOTE (1)]

ORDINARY BUSINESS

2. To approve the payment of Directors' fees for the financial year ended 31 December 2015. [RESOLUTION 1]
3. To re-elect the following Directors who are retiring by rotation pursuant to Article 76 of the Company's Articles of Association, who being eligible, offer themselves for re-election.
Dato' Sazmi Bin Miah [RESOLUTION 2]
Mr Lim Dian Hoong [RESOLUTION 3]
4. 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

5. **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]
6. **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]
7. **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]
8. 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
Petaling Jaya
29 April 2016

Notes:

1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors on 14 June 2016 ("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, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 17 June 2015 and which will lapse at the conclusion of the Fifteenth Annual General Meeting. The general mandate 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 (s), working capital and/or acquisitions and to avoid incurring any costs or delay in convening a general meeting.