



TSR CAPITAL BERHAD

(Company No. 541149-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TSR Capital Berhad (“**TSR**” or “**Company**”) will be held at Kiara Room, Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Tuesday, 2 August 2016 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution :

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY TSR MIX SDN BHD (“TMSB”), A WHOLLY-OWNED SUBSIDIARY OF TSR, OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SATU KAHWIN SDN BHD (“SKSB”), INCLUDING THE FULL SETTLEMENT OF THE REDEMPTION SUM AND SHAREHOLDER ADVANCES, FOR A TOTAL CONSIDERATION OF RM48,100,000 (“PROPOSED ACQUISITION”)

“**THAT**, subject to the approvals of the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to approve the acquisition of 100% equity interest in SKSB comprising 2,000,000 ordinary shares of RM1.00 each in SKSB by TMSB, a wholly-owned subsidiary of TSR from Dato’ Sri Meer Sadik Bin Dato’ Habib Mohamed and Datin Sri Zarida Binti Noordin (collectively referred to as “**Vendors**”), free from all encumbrances together with all rights, benefits and entitlements attaching thereto for a total consideration of RM48,100,000 including the full settlement of the redemption sum (being the outstanding term loan facility which was obtained by SKSB from SKSB’s financier to part finance the initial purchase of a piece of land held under the freehold title Geran 111859, Lot 67322, Mukim Sungai Buloh, District of Petaling, Selangor with land area measuring 5,078 square metres (54,660 square feet) (“**Land**”), for the full redemption of the Land) and shareholder advances (being the amount owed by SKSB to Dato’ Sri Meer Sadik Bin Dato’ Habib Mohamed), to be satisfied entirely in cash and upon the terms and conditions as set out in the conditional sale and purchase agreement dated 16 February 2016 entered into between the Vendors and TMSB;

AND THAT the Board be and is hereby authorised to complete and give effect to the Proposed Acquisition and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient with full power to :

- (a) execute any other agreements in relation to the Proposed Acquisition and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Acquisition; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Malaysia Securities Berhad and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Acquisition.”

By Order of the Board

CHUA HOON PING (MAICSA 7044386)

NG KIM KEONG (MIA 17349)

Company Secretaries

Petaling Jaya

18 July 2016

Notes:

1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors on 26 July 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/her 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/she specifies the proportions of his/her shareholdings 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 authorised 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 appointer or his attorney duly authorised in writing or, if the appointer 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.