



# TSR CAPITAL BERHAD

Registration No.: 200101005393 (541149-W)  
(Incorporated in Malaysia)

## 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 Conference Room, Level 17, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18th June 2020 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 DISPOSAL BY TSR MUTIARA SDN BHD ("TMSB") (FORMERLY KNOWN AS SATU KAHWIN SDN BHD), A WHOLLY-OWNED INDIRECT SUBSIDIARY OF TSR CAPITAL BERHAD OF A PIECE OF FREEHOLD LAND MEASURING APPROXIMATELY 5,078 SQUARE METRES, HELD UNDER GRN 111859, LOT NO. 67322, MUKIM OF SUNGAI BULOH, DISTRICT OF PETALING, SELANGOR DARUL EHSAN TO INWIN PROPERTIES SDN BHD FOR A TOTAL DISPOSAL CONSIDERATION OF RM48,100,800 TO BE SATISFIED ENTIRELY VIA CASH ("PROPOSED DISPOSAL")**

**"THAT** subject to approvals of all relevant authorities and/or parties being obtained, the Board of Directors of TSR ("**Board**") be and is hereby authorised TMSB to proceed with, carry out and implement the Proposed Disposal in accordance with the terms and conditions of the conditional sale and purchase agreement dated 22 January 2020 ("**SPA**"), entered into between TMSB and Inwin Properties Sdn Bhd. The salient terms of the SPA are set out in **Appendix II** of the circular to shareholders of TSR dated 19 May 2020 ("**Circular**");

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents and/or arrangements (including without limitation, the affixing of the Company's common seal) as may be required to give effect to and complete the Proposed Disposal with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to complete the Proposed Disposal."

### By Order of the Board

**CHUA HOON PING (MAICSA 7044386)**

**NG KIM KEONG (MIA 17349)**

Company Secretaries

Petaling Jaya  
19 May 2020

### Notes:-

- 1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors on 11 June 2020 ("**General Meeting Record of Depositors**") shall be regarded as a member and entitled to attend, participate, speak and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf.*
- 2. A member entitled to attend, participate, speak and vote at the meeting is entitled to appoint a proxy or more (subject to a maximum of 10 proxies) and each proxy appointed shall represent a minimum of 1,000 shares to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company.*
- 3. Where a member appoints more than 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 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 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.*