

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting ("AGM") of the 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, 30 November 2023 at 10.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. | [PLEASE REFER TO EXPLANATORY NOTE (1)] |
| 2. | To approve the payment of Directors' Fees for the financial year ended 30 June 2023. | [RESOLUTION 1] |
| 3. | To approve the payment of Directors' Fees of up to an amount of RM500,000.00 from 1 December 2023 until the next AGM of the Company. | [RESOLUTION 2] |
| 4. | To approve the payment of Directors' Benefits of up to an amount of RM50,000.00 from 1 December 2023 until the next AGM of the Company. | [RESOLUTION 3] |
| 5. | To re-elect Tan Sri Dato' Lim Kang Yew who is retiring by rotation pursuant to Clause 76(3) of the Company's Constitution. | [RESOLUTION 4] |
| 6. | To re-elect Mr Lim Dian Ping who is retiring by rotation pursuant to Clause 76(3) of the Company's Constitution. | [RESOLUTION 5] |
| 7. | To re-elect Ms Lee Siew Chen who is retiring pursuant to Clause 78 of the Company's Constitution. | [RESOLUTION 6] |
| 8. | To re-elect Encik Muhammad Dhiauddin Bin Md Saad who is retiring pursuant to Clause 78 of the Company's Constitution. | [RESOLUTION 7] |
| 9. | To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | [RESOLUTION 8] |

SPECIAL BUSINESS

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|-----|---|-----------------------|
| 10. | AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016. | [RESOLUTION 9] |
| | <p>"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 AGM of the Company or at the expiry of the period within which the next AGM is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier."</p> | |



NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

(Continued)

11. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("MANDATE")**

"THAT authority be and is hereby given pursuant to paragraph 10.09 and Practice Note 12 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in section 2.8 of the Circular to Shareholders dated 31 October 2023 with the related parties listed in section 2.7 which are necessary for the day-to-day operations, in the ordinary course of business, made at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders;

[RESOLUTION 10]

AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:

- i. the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that AGM;
- ii. the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016, but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016; or
- iii. revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier".

FURTHER THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things including executing such documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

(Continued)

12. PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (“PROPOSED SHARE BUY-BACK”)

[RESOLUTION 11]

“**THAT** subject to the provisions of the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant authority, approval be and is hereby given for the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Directors of the Company may in their absolute discretion deem fit and expedient in the interest of the Company (“Share Buy-Back mandate”), provided that:

- (i) the aggregate number of ordinary shares in the Company which may be purchased and/or held by the Company at any point of time pursuant to the Share Buy-Back Mandate shall not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company for the time being;
- (ii) the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own ordinary shares shall not exceed the Company’s retained profits at the time of the purchase(s);
- (iii) the authority conferred by this resolution will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until:
 - (a) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at the general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders in general meeting;

whichever occurs first.

- (iv) the shares so purchased by the Company pursuant to the Share Buy Back Mandate be retained as treasury shares which may be distributed as dividends and/or resold on Bursa Malaysia Securities Berhad and/or cancelled and/or transfer for the purposes of or under an employees’ share scheme and/or be dealt with by the Directors of the Company in the manners allowed by the Companies Act 2016;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to implement, finalise and give full effect to the aforesaid with full power to assent to any condition, modification, variation and/or amendment, if any, as may be imposed by the relevant authorities and to do all such acts and things as the Directors of the Company may deem fit and expedient in the interests of the Company.”

- 13. To transact any other business of which due notices have been given in accordance with the Constitution of the Company and the Companies Act 2016.



NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

(Continued)

BY ORDER OF THE BOARD

CHUA HOON PING (MAICSA 7044386)(SSM PC No. 202008003258)
LEOW CHI LOONG (MIA 32892)(SSM PC No. 202008004090)
COMPANY SECRETARIES

Petaling Jaya
31 October 2023

Notes :

1. For the purpose of determining who shall be entitled to attend at the 22nd AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 23 November 2023. Only members whose name appears on this Record of Depositors shall be entitled to attend the AGM or appoint a proxy to attend, participate, speak and vote on his/her/ its behalf.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his place at the AGM. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend, participate, speak and vote in his place at the AGM.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.
8. The appointment of a proxy may be made in a hard copy form or by electronic means and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll, not less than 24 hours before the time appointed for taking the poll.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of AGM will be put to vote on a poll.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Level 16, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll not less than 24 hours before the time appointed for taking the poll. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging proxy form is on Tuesday, 28 November 2023, before 10.00 a.m.

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

(Continued)

EXPLANATORY NOTES

1. Audited Financial Statements

The Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence this Agenda item is not put forward for voting.

Ordinary Business

2. Resolutions 1, 2 & 3 - Directors' Fees and Benefits

Section 230(1)(b) of the CA 2016 provides that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that the members' approval shall be sought at the 22nd AGM on the Directors' fees and benefits.

- Resolution 1 on payment of Directors' fees for the financial year ended 30 June 2023.

Details of the Directors' fees payable for the financial year ended 30 June 2023 are disclosed in the Corporate Governance Overview Statement as contained in Annual Report 2023.

- Resolution 2 on payment of Directors' fees from the 1 December 2023 until the next AGM.

The total amount of Directors' fees payable will be tabled for the members' approval is for an amount up to RM500,000.00. The figure is calculated with the assumption that there will be changes to the Board size during the aforesaid period.

- Resolution 3 on payment of Directors' benefits will be from 1 December 2023 until the next AGM.

The total amount of Directors' benefits payable will be tabled for the members' approval is for an amount up to RM50,000.00. The figure is calculated with the assumption that there will be changes to the Board size during the aforesaid period.

The proposed Resolutions 2 and 3, if passed, will give authority to the Company to pay the Directors' fees and benefits on a quarterly/monthly basis and/or as and when incurred, since the Directors have discharged their responsibilities and rendered their services to the Company throughout the period.

In the event where the payment of Directors' Fees and Benefits payable with effect from 1st December 2023 until the next AGM of the Company exceeds the estimated amount sought in the AGM, a shareholders' approval is to be sought in the next AGM of the Company in 2024 on the payment of the exceeded amount.

3. Resolutions 4, 5, 6 & 7 - Re-Election of Directors

Clause 76(3) of the Company's Constitution expressly states that at the AGM in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election. Clause 78 of the Constitution of the Company provides that any Director so appointed shall hold office only until the next AGM, and shall then be eligible for re-election.

Pursuant to Clause 76(3), Tan Sri Dato' Lim Kang Yew and Mr Lim Dian Ping are standing for re-elections by rotation at this AGM. Ms Lee Siew Chen and Encik Muhammad Dhiauddin Bin Md Saad are standing for re-election pursuant to Clause 78 of the Constitution of the Company at this AGM.

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

(Continued)

EXPLANATORY NOTES (CONT'D)

3. Resolutions 4, 5, 6 & 7 - Re-Election of Directors (Cont'd)

The profiles of the Directors standing for re-elections are set out in their respective profiles in the Annual Report.

The Nomination Committee of the Company has assessed the criteria and contribution of Tan Sri Dato' Lim Kang Yew, Mr Lim Dian Ping, Ms Lee Siew Chen and Encik Muhammad Dhiauddin Bin Md Saad and recommend for their re-elections.

The Board endorsed the Nomination Committee's recommendation that Tan Sri Dato' Lim Kang Yew, Mr Lim Dian Ping, Ms Lee Siew Chen and Encik Muhammad Dhiauddin Bin Md Saad be re-elected as Directors of the Company.

4. Resolution 8 – Re-Appointment of Auditors

The Audit Committee and the Board have recommended the re-appointment of Crowe Malaysia PLT as Auditors of the Company as they have met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Special Business

5. Resolution 9 - Authority to Allot and Issue Shares

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 AGM. 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 AGM held on 29 November 2022 and which will lapse at the conclusion of the 22nd AGM. 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.

6. Resolution 10 - Proposed Renewal of Shareholders' Mandate

The Proposed Resolution 10, if passed, will authorise the Group to enter into renewal of recurrent related party transactions as specified in the Circular to Shareholders dated 31 October 2023, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made at an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

7. Resolution 11 - Proposed Renewal of Share Buy-Back Authority

The Proposed Resolution 11 is to obtain Shareholders' Mandate for Proposed Share Buy-Back, if passed, will empower the Board of Directors of the Company to purchase the Company's ordinary shares up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in Main Market Listing Requirements of Bursa Malaysia Securities Berhad.



STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, there are no individuals who are standing for election at the 22nd Annual General Meeting.

**TSR CAPITAL BERHAD**Registration No. 200101005393 (541149-W)
(Incorporated in Malaysia)**PROXY FORM**

No. of Shares held

CDS Account No.

I/We _____ NRIC/Company/Passport No. _____
(full name in block)

of (full address) _____

being member(s) of TSR Capital Berhad, hereby appoint:

Full Name (in Block)	NRIC/Company/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email address and contact no.			

and/or* (*delete as appropriate)

Full Name (in Block)	NRIC/Company/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email address and contact no.			

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Thursday, 30 November 2023 at 10.00 a.m. at Conference Room, Level 17, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan and at any adjournment thereof and to vote as indicated below :

No.	Resolutions		FOR	AGAINST
1.	To approve the payment of Directors' Fees for the financial year ended 30 June 2023.	(Resolution 1)		
2.	To approve the payment of Directors' Fees up to an amount of RM500,000.00 from 1 December 2023 until the next AGM.	(Resolution 2)		
3.	To approve the payment of Directors' Benefits up to an amount of RM50,000.00 from 1 December 2023 until the next AGM.	(Resolution 3)		
4.	To re-elect Tan Sri Dato' Lim Kang Yew as Director (Clause 76(3)).	(Resolution 4)		
5.	To re-elect Mr Lim Dian Ping as Director (Clause 76(3)).	(Resolution 5)		
6.	To re-elect Ms Lee Siew Chen as Director (Clause 78).	(Resolution 6)		
7.	To re-elect Encik Muhammad Dhiauddin Bin Md Saad as Director (Clause 78).	(Resolution 7)		
8.	To re-appoint Crowe Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration.	(Resolution 8)		
9.	Proposed Authority for Directors to Allot and Issue Shares.	(Resolution 9)		
10.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	(Resolution 10)		
11.	Proposed Renewal of Share Buy-Back Authority.	(Resolution 11)		

* Strike out whichever not applicable

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Dated this _____ day of _____ 2023

Signature of Shareholder

Notes :

1. For the purpose of determining who shall be entitled to attend at the 22nd AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 23 November 2023. Only members whose name appears on this Record of Depositors shall be entitled to attend the AGM or appoint a proxy to attend, participate, speak and vote on his/her/ its behalf.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his place at the AGM. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend, participate, speak and vote in his place at the AGM.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
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6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.
8. The appointment of a proxy may be made in a hard copy form or by electronic means and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll, not less than 24 hours before the time appointed for taking the poll.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of AGM will be put to vote on a poll.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Level 16, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll not less than 24 hours before the time appointed for taking the poll. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging proxy form is on Tuesday, 28 November 2023, before 10.00 a.m.

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AFFIX
STAMP

The Company Secretaries
TSR CAPITAL BERHAD
[Registration No. 200101005393 (541149-W)]
Level 16, Menara TSR
No. 12, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan

2nd Fold Here

Fold This Flap For Sealing