

NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third (“23rd”) 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, 28 November 2024 at 10.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

- | | |
|---|------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. | [PLEASE REFER TO EXPLANATORY NOTE] |
| 2. To approve the payment of Directors’ Fees of up to an amount of RM500,000.00 for the financial year ending 30 June 2025. | [RESOLUTION 1] |
| 3. To approve the payment of Directors’ Benefits of up to an amount of RM50,000.00 for the financial year ending 30 June 2025. | [RESOLUTION 2] |
| 4. To re-elect Professor Dato’ Ahmad Fadzli Bin Yaakob who is retiring by rotation pursuant to Clause 76(3) of the Company’s Constitution. | [RESOLUTION 3] |
| 5. To re-elect Mr Lim Dian Hoong who is retiring by rotation pursuant to Clause 76(3) of the Company’s Constitution. | [RESOLUTION 4] |
| 6. To re-elect Mr Ng Kim Keong who is retiring by rotation pursuant to Clause 76(3) of the Company’s Constitution. | [RESOLUTION 5] |
| 7. 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 6] |

SPECIAL BUSINESS

- | | |
|---|----------------|
| 8. AUTHORITY FOR DIRECTORS TO ALLOT SHARES AND WAIVER OF THE PRE-EMPTIVE RIGHTS FOR THE ISSUANCE OF THE NEW SHARES | [RESOLUTION 7] |
|---|----------------|

“**THAT** subject to the Companies Act 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer from time to time, at such price, to such persons and for such purposes and upon such terms and conditions, and as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors of the Company be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation of the additional shares so issued **AND THAT** such authority shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- (ii) the expiration of the period within which the next AGM is required to be held after the approval was given; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING
(Continued)

THAT pursuant to Section 85(1) of the Act which must read together with Clause 12(3) (a) of the Constitution of the Company, by approving the resolution, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of the new shares above by the Company.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, for such consideration and to any person as the Directors may determine.”

9. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“MANDATE”)**

[RESOLUTION 8]

“**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 30 October 2024 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;

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-THIRD ANNUAL GENERAL MEETING

(Continued)

10. PROPOSED SHARE BUY-BACK OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (“PROPOSED SHARE BUY-BACK”) [RESOLUTION 9]

“**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.”

11. 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-THIRD 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
30 October 2024

Notes :

1. For the purpose of determining who shall be entitled to attend at the 23rd AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 21 November 2024. 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, 26 November 2024, before 10.00 a.m.

NOTICE OF THE TWENTY-THIRD 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 - 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 23rd AGM on the Directors' fees and benefits.

- Resolution 1 on payment of Directors' fees for the financial year ending 30 June 2025.

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 2 on payment of Directors' benefits for the financial year ending 30 June 2025.

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 1 and 2, 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 for the financial year ending 30 June 2025 exceeds the estimated amount sought in the AGM, a shareholders' approval is to be sought in the next AGM of the Company in year 2025 on the payment of the exceeded amount.

3. Resolutions 3, 4 & 5 - 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.

Pursuant to Clause 76(3), Professor Dato' Ahmad Fadzli Bin Yaakob, Mr Lim Dian Hoong and Mr Ng Kim Keong are standing for re-elections by rotation at this AGM.

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 Dato' Ahmad Fadzli Bin Yaakob, Mr Lim Dian Hoong and Mr Ng Kim Keong and recommend for their re-elections.

The Board endorsed the Nomination Committee's recommendation that Professor Dato' Ahmad Fadzli Bin Yaakob, Mr Lim Dian Hoong and Mr Ng Kim Keong be re-elected as Directors of the Company.

4. Resolution 6 - 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.

NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING (Continued)

EXPLANATORY NOTES (Cont'd)

Special Business

5. Resolution 7 - Authority for directors to Allot Shares and Waiver of the Pre-Emptive Rights for the Issuance of the New Shares

The proposed resolution 7, if passed, will empower the Directors of the Company to issue and allot shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. The general mandate will provide flexibility to the Company for any possible fund raising activities.

Section 85(1) of the Companies Act 2016 ("the Act") states that subject to the Constitution of the Company, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 12(3)(a) of the Constitution of the Company states that subject to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.

As at the date of this notice, no new shares in the Company were issued to the mandate granted to the Directors at the last AGM held on 30 November 2023 and which will lapse at the conclusion of the 23rd AGM.

6. Resolution 8 - Proposed Renewal of Shareholders' Mandate

The Proposed Resolution 8, if passed, will authorise the Group to enter into renewal of recurrent related party transactions as specified in the Circular to Shareholders dated 30 October 2024, 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 on 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 9 - Proposed Share Buy-Back Authority

The Proposed Resolution 9, 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. Further details of this renewal are set out in the Circular to Shareholders dated 30 October 2024.



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 23rd Annual General Meeting.

**TSR CAPITAL BERHAD**

Registration No. 200101005393 (541149-W)

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/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email address & contact no.			

and/or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Email address & 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 23rd Annual General Meeting of the Company to be held on Thursday, 28 November 2024 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 up to an amount of RM500,000.00 for the financial year ending 30 June 2025.	(Resolution 1)		
2.	To approve the payment of Directors' Benefits up to an amount of RM50,000.00 for the financial year ending 30 June 2025.	(Resolution 2)		
3.	To re-elect Professor Dato' Ahmad Fadzli Bin Yaakob as Director (Clause 76(3)).	(Resolution 3)		
4.	To re-elect Mr Lim Dian Hoong as Director (Clause 76(3)).	(Resolution 4)		
5.	To re-elect Mr Ng Kim Keong as Director (Clause 76(3)).	(Resolution 5)		
6.	To re-appoint Crowe Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration.	(Resolution 6)		
7.	Proposed Authority for Directors to Allot Shares and Waiver of Pre-Emptive Rights for the Issuance of the new Shares.	(Resolution 7)		
8.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	(Resolution 8)		
9.	Proposed Share Buy-Back Authority.	(Resolution 9)		

Please indicate with an "x" in the space provided whether you wish your vote 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 _____ 2024

Signature of Shareholder



Notes :

1. For the purpose of determining who shall be entitled to attend at the 23rd AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 21 November 2024. 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 P.J.U 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, 26 November 2024 before 10.00 a.m.

1st Fold Here

AFFIX
STAMP

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

2nd Fold Here

Fold This Flap For Sealing