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If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused the contents of this Circular prior to its issuance as it is prescribed as exempt document pursuant to Practice Note 18 of Bursa Securities Main Market Listing Requirements.

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TSR CAPITAL BERHAD

(Registration No.: 200101005393 (541149-W))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Notice of the Twenty-Fourth Annual General Meeting (“24th AGM”) together with the Proxy Form is enclosed in the Company’s Annual Report 2025. The 24th AGM will be held on Friday, 28 November 2025 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.

The duly completed Proxy Form must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time appointed for holding the meeting. The completion and lodgement of the Proxy Form will not preclude a shareholder from attending and voting in person at the meeting should the shareholder subsequently decide to do so.

Last day, date and time for lodging the Proxy Form : 26 November 2025 before 10.00 a.m.

Day, date and time of the 24th AGM : 28 November 2025 at 10.00 a.m.

This Circular is dated 30 October 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Act"	: Companies Act 2016
"AGM"	: Annual General Meeting
"Board"	: The Board of Directors of TSR
"Bursa Securities"	: Bursa Malaysia Securities Berhad
"Director(s)"	: The director(s) of TSR and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.

For the purpose of Proposed RRPT Mandate, the definition of director shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company.

"FPE"	: Financial period ended/ending, as the case may be
"FYE"	: Financial year ended/ending, as the case may be
"Listing Requirements"	: Main Market Listing Requirements of Bursa Securities
"LPD"	: 3 October 2025, being the latest practicable date prior to the printing of this Circular
"Major Shareholder(s)"	: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

This includes any person who is or was within the preceding six months of the date on which the terms of the RRPTs were agreed upon, a major shareholder of TSR as defined above or any other company which is a subsidiary or holding company of TSR.

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act.

"NA"	: Net assets attributable to ordinary equity holders of the Company
"Persons Connected"	: Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
"Proposed RRPT Mandate"	: Proposed Renewal of the Shareholders' Mandate for TSR Group to enter into Recurrent Related Party Transactions for the Company and its subsidiaries in its normal course of business and on terms not more favourable than those generally available to the public, to enter into the transactions set out in Section 2.8 of this Circular (Recurrent Related Party Transactions) with persons who are considered to be "related parties" as defined in Chapter 10 of the Listing Requirements.

“Related Party(ies)”	: Director(s), Major Shareholder(s) and/or Persons Connected with such Director(s) or Major Shareholder(s) or Persons Connected with such Director or Major Shareholder who are interested in the Proposals. For the purpose of this definition, “Director” and “Major Shareholder” includes any person who is or was within the preceding six (6) months of the date on which the terms of transaction were agreed upon, a Director or Major Shareholder or Persons Connected with such Director or Major Shareholder of the Group.
“RM”	: Ringgit Malaysia and sen respectively.
"RRPTs"	: Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations of the TSR Group.
“Proposal”	: Proposed Renewal of the Shareholders’ Mandate for RRPT
"TSR" or the "Company"	: TSR Capital Berhad [Registration No. 200101005393 (541149-W)]
"TSR Group" or the "Group"	: TSR and its subsidiaries, collectively
"TSR Shares" or "Shares"	: Ordinary shares in TSR

Words denoting the singular shall, where applicable, include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include corporations.

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted and any subsequent amendment thereof.

All references to “you” and “your” in this Circular are to the shareholders of the Company.

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TSR CAPITAL BERHAD

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

Registered Office:

Level 16, Menara TSR
No. 12, Jalan PJU 7/3
Mutiarra Damansara
47810 Petaling Jaya
Selangor Darul Ehsan

30 October 2025

Board of Directors:

Professor Dato' Ahmad Fadzli Bin Yaakob (*Independent Non-Executive Chairman*)
Tan Sri Dato' Lim Kang Yew (*Deputy Executive Chairman*)
Mr Lim Dian Hoong (*Executive Director*)
Mr Ng Kim Keong (*Executive Director cum Chief Operating Officer*)
Tengku Ab Hadi Bin Tengku Mustafa (*Executive Director*)
Mr Lim Dian Ping (*Executive Director*)
Mr Lim Kuan Hwang (*Non-Independent Non-Executive Director*)
Ms Lee Siew Chen (*Senior Independent Non-Executive Director*)
Dato' Sr Mohd Zaid Bin Zakaria (*Independent Non-Executive Director*)

To: The Shareholders of TSR Capital Berhad

Dear Sir/ Madam,

**PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR RRPTS OF A
REVENUE OR TRADING NATURE**

1. INTRODUCTION

At the Twenty-Third AGM ("23rd AGM") of the Company held on 28 November 2024, the Company obtained a mandate from its shareholders for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions.

In accordance with the Listing Requirements, the aforesaid authority is subject to annual renewal and will lapse at the conclusion of the forthcoming AGM, unless renewed by the shareholders of TSR.

On 22 October 2025, the Company announced its intention to seek the shareholders' approval for the Proposed Shareholders' Mandate at its forthcoming AGM.

Further details of the proposal are set out in the ensuing sections.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSAL AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING AGM OR ANY ADJOURNMENT THEREOF.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION BY WAY OF POLL TO GIVE EFFECT TO THE PROPOSAL TO BE TABLED AT THE FORTHCOMING AGM OR ANY ADJOURNMENT THEREOF.

2. DETAILS OF THE PROPOSAL

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements and Practice Note 12, a listed issuer may seek its shareholders' mandate in respect of transactions which are made on an arm's length basis and are necessary for its day-to-day operations subject to, amongst others, the following:-

- a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-

“in relation to a listed issuer with a share capital of RM60 million and above:-

- (i) the consideration, value of the assets, capital outlay or costs of the transaction is RM1 million or more; or

- (ii) the percentage ratio of such transaction is 1% or more,

whichever is the higher”;

- c) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- d) in a meeting to obtain shareholders' mandate, the interested Directors, Major Shareholders and Persons Connected with a Director or Major Shareholder, and where it involves the interest of an interested Persons Connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the RRPTs. An interested Director or Major Shareholder must also ensure that Persons Connected with them abstain from voting on the resolution approving the RRPTs; and
- e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholder mandate in respect of the transactions, the provisions under Paragraph 10.08 of the Listing Requirements will not apply to the transactions which are comprise in the said mandate.

- 2.2 TSR Group has, in the ordinary course of its business, entered into RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which are set out in Section 2.8 herein. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

- 2.3 Accordingly, the Board proposes to seek Proposed Renewal of Shareholders' Mandate for the RRPTs as set out in Section 2.8 herein.

These RRPTs which are necessary for the day-to-day operations of TSR Group, will be based on normal commercial terms, at arms' length, and have been/will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

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2.4 Validity of the Proposed RRPT Mandate

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming AGM or any adjournment thereof, will take effect from the date of the passing of the ordinary resolution at the forthcoming AGM or any adjournment thereof and shall continue to be in force until:-

- a) the conclusion of the next AGM of the Company at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;
- b) the expiration of the period within the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

2.5 Classes of Related Parties

Proposed Renewal of Shareholders' Mandate will apply to the following classes of Related Parties:

- i) Interested Directors;
- ii) Interested Major Shareholders; and
- iii) Persons Connected to the Directors and/or Major Shareholders.

2.6 Principal Activities of the Group

The Company is principally engaged in the business of investment holding, whilst its subsidiaries are principally involved in the business of:-

- a) construction and civil engineering works; and
- b) property developer and property investment

The subsidiary involved in the Proposals are:-

Subsidiary	Equity Interest (%)	Principal Activities
TSR Bina Sdn. Bhd. ("TSRB")	100	Construction and civil engineering works

It is envisaged that, in the normal course of the Group's businesses, transaction of a revenue or trading nature between the Group and the Related Parties are necessary for its day-to-day operations. The details of the RRPT under the Proposed Renewal of Shareholders' Mandate are set in Section 2.8 of this Circular.

2.7 Classes of related parties with whom transactions have been or will be carried out and contemplated

No.	Related Party	Principal Activity
1.	Limbongan Setia Corporation Sdn. Bhd.	Properties Investment
2.	U-Ni Magna Sdn. Bhd.	Property Investment and Management Services

2.8 Nature of the RRPTs contemplated under the Proposal

The RRPTs of which is approval being sought under the Proposed Renewal of Existing Shareholders' Mandate are as follows:-

No.	Nature of Transactions	Related Party	Interested Directors/Major Shareholders	Estimated value of transactions as disclosed in the Circular to Shareholders dated 30 October 2024 (RM'000)	Actual value of transacted from 29 November 2024 to LPD (RM'000)	Estimated value from forthcoming AGM to the next AGM (RM'000)
1.	Renting of Premises by TSRB from UMSB for use of office at Level 17, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan Tenancy Period: 3 years from 1 January 2025 to 31 December 2027 Renewal term: 2 years from 1 January 2028 to 31 December 2029 Rental and service charge: RM45,864 per month	U-Ni Magna Sdn. Bhd. ("UMSB")	Tan Sri Dato' Lim Kang Yew Dato' Lim Kang Poh Mr Lim Dian Hoong Mr Lim Guan Shiun Mr Lim Dian Ping Mr Lim Kuan Hwang	548	502	550
2.	Renting of Premises by TSRB from LSCSB for use of land at Lot 45, Putra Industrial Park, Jalan BRP, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan	Limbongan Setia Corporation Sdn. Bhd. ("LSCSB")	Tan Sri Dato' Lim Kang Yew Dato' Lim Kang Poh Mr Lim Dian Hoong Mr Lim Guan Shiun Mr Lim Dian Ping Mr Lim Kuan Hwang	264	242	264

No.	Nature of Transactions	Related Party	Interested Directors/Major Shareholders	Estimated value of transactions as disclosed in the Circular to Shareholders dated 30 October 2024 (RM'000)	Actual value of transacted from 29 November 2024 to LPD (RM'000)	Estimated value from forthcoming AGM to the next AGM (RM'000)
	Tenancy Period: 2 years from 1 December 2024 to 30 November 2026 Renewal term: 2 years from 1 December 2026 to 30 November 2028 Rental: RM22,000 per month					
3.	Renting of Premises by TSRB from UMSB for use of office at Level 16-01, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan Tenancy Period: 3 years from 1 December 2022 to 30 November 2025 Renewal term: 2 years from 1 December 2025 to 30 November 2027 Rental and service charge: RM26,720 per month	U-Ni Magna Sdn. Bhd. ("UMSB")	Tan Sri Dato' Lim Kang Yew Dato' Lim Kang Poh Mr Lim Dian Hoong Mr Lim Guan Shiun Mr Lim Dian Ping Mr Lim Kuan Hwang	320	294	320

2.9 Nature and Extent of Interest

The nature and extent of the interest of the Interested Directors and Substantial Shareholders as stated in the preceding table as at 3 October 2025 are as follows :-

- a) Tan Sri Dato' Lim Kang Yew, Dato' Lim Kang Poh, Mr Lim Dian Hoong and Mr Lim Guan Shiun are the directors and shareholders in U-Ni Magna Sdn. Bhd.
- b) Tan Sri Dato' Lim Kang Yew and Dato' Lim Kang Poh are the directors and shareholders in Limbongan Setia Corporation Sdn. Bhd.
- c) Tan Sri Dato' Lim Kang Yew is the brother to Dato' Lim Kang Poh, father to Mr Lim Dian Hoong and Mr Lim Dian Ping and uncle to Mr Lim Guan Shiun and Mr Lim Kuan Hwang.
- d) Dato' Lim Kang Poh is the brother to Tan Sri Dato' Lim Kang Yew, father to Mr Lim Guan Shiun and Mr Lim Kuan Hwang and uncle to Mr Lim Dian Hoong and Mr Lim Dian Ping.
- e) Mr Lim Dian Hoong is the son of Tan Sri Dato' Lim Kang Yew, nephew to Dato' Lim Kang Poh, brother to Mr Lim Dian Ping and cousin to Mr Lim Guan Shiun and Mr Lim Kuan Hwang.
- f) Mr Lim Dian Ping is the son of Tan Sri Dato' Lim Kang Yew, nephew to Dato' Lim Kang Poh, brother to Mr Lim Dian Hoong and cousin to Mr Lim Guan Shiun and Mr Lim Kuan Hwang.
- g) Mr Lim Guan Shiun is the son of Dato' Lim Kang Poh, nephew to Tan Sri Dato' Lim Kang Yew, brother to Mr Lim Kuan Hwang and cousin to Mr Lim Dian Hoong and Mr Lim Dian Ping.
- h) Mr Lim Kuan Hwang is the son of Dato' Lim Kang Poh, nephew to Tan Sri Dato' Lim Kang Yew, brother to Mr Lim Guan Shiun and cousin to Mr Lim Dian Hoong and Mr Lim Dian Ping.

2.10 Amount owing by Related Party pursuant to RRPTs

As at LPD, there is no amount due or owing to TSR Group pursuant to the RRPTs which have exceeded the credit terms.

2.11 Rationale and Benefit to the Group for Transacting with the Mandated Related Parties

The Proposed RRPT Mandate will benefit the Company by facilitating entry by TSR Group into transactions with the classes of Related Parties in the ordinary course of TSR Group's business on commercial terms, in a timely manner and will enable TSR Group to continue to carry out RRPTs necessary for TSR Group's day-to-day operations and enhance TSR Group's ability to pursue business opportunities which are time-sensitive in nature in a more expeditious manner.

The shareholders' mandate for RRPTs, which is to be renewed annually, will eliminate the requirement by the Company to make regular announcements and convene separate general meetings from time to time for the entry of the aforesaid RRPTs. This will serve to substantially reduce expenses associated with the convening of such meetings on an ad-hoc basis, improve administrative efficiency and allow human resources and time to be channelled towards attaining other corporate objectives and opportunities.

The obtaining and annual renewal of the Proposed RRPT Mandate would eliminate the need to convene separate general meetings each time a potential RRPT with a Mandated Related Party arises. This will significantly reduce administrative time and expenses in convening such meetings, without compromising the Company's corporate objectives or adversely affecting the business opportunities of the Company and its subsidiaries.

The Proposed RRPT Mandate is intended to facilitate transactions in the normal course of business of the Company and its subsidiaries which are transacted from time to time with the Mandated Related Parties, provided that they are carried out at arm's length and on the Company and its subsidiaries' normal commercial terms and/or negotiated terms and are not prejudicial to shareholders and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

2.12 Review Procedures for the RRPTs

As a matter of practice, TSR ensures the RRPTs are undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of the Company.

The Group shall review the RRPTs based on the following parameters/procedures:-

- i) The review of RRPTs falls within the scope of the Audit Committee;
- ii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and Audit Committee, on a quarterly basis. Any member of the Audit Committee may as he/she deems fit, request for additional information pertaining to RRPTs from independent sources or advisers;
- iii) The pricing, terms and conditions of the RRPTs shall be consistent with the Group's usual business practice and determined with due consideration to, amongst others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as comparison, wherever available or possible, to determine whether the price and terms offered to and/or by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, the management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to the Company and/or the Group;
- iv) The Audit Committee shall continue to review the above established procedures, as and when required, on an annual basis with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate;
- v) Where any Director or Persons Connected to him/her or the Board member or Audit Committee member has an interest (direct or indirect) in any RRPTs, he/she will abstain from voting on any matter relating to any decision making by the Board or the Audit Committee in respect of such transactions;
- vi) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;
- vii) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of any one of the Executive Directors and/or senior management of the Company;
- viii) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the Audit Committee and the Board before the transaction is entered into; and
- ix) The Audit Committee shall review all the RRPTs entered into by the Group generally on a quarterly basis but subject to the requirement as and when necessary.

2.13 Disclosure in Annual Report

Disclosure will be made in the Company's Annual Report on the breakdown of the aggregate value of the RRPTs entered during the financial year, amongst others, based on the following information:-

- i) The types of RRPTs made; and
- ii) The names of the Related Parties involved in each type of the RRPT and their relationship with the Group.

2.14 Statement by Audit Committee

The Audit Committee comprises three (3) members as follow:

Ms Lee Siew Chen

(Chairman of Audit Committee/Senior Independent Non-Executive Director)

Dato' Sr Mohd Zaid Bin Zakaria
(Member/Independent Non-Executive Director)

Mr Lim Kuan Hwang
(Member/Non-Independent Non-Executive Director)

The Audit Committee (except for Mr Lim Kuan Hwang, who abstained) has seen and reviewed the guidelines and procedures set out in Section 2.12 above and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of the Company and its minority shareholders.

The Audit Committee (except for Mr Lim Kuan Hwang, who abstained) is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The Audit Committee shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of the Company.

3. INTEREST OF DIRECTORS AND MAJOR SHAREHOLDERS

The following are Interested Directors' Shareholdings and Interested Major Shareholders in the Company as at 3 October 2025.

3.1 Interested Directors' Shareholdings

No.	Name	Direct Shareholdings	%	Indirect Shareholdings	%
1.	Tan Sri Dato' Lim Kang Yew	3,000,000	1.72	51,258,018*	29.38
2.	Mr Lim Dian Hoong	-	-	51,258,018*	29.38
3.	Mr Lim Dian Ping	-	-	-	-
4.	Mr Lim Kuan Hwang	-	-	-	-

* Deemed interest by virtue of their shareholdings in Segi Satria Sdn. Bhd.

3.2 Interested Major Shareholders

No.	Name	Direct Shareholdings	%	Indirect Shareholdings	%
1.	Segi Satria Sdn. Bhd.	51,258,018	29.38	-	-
2.	Tan Sri Dato' Lim Kang Yew	3,000,000	1.72	51,258,018*	29.38
3.	Mr Lim Dian Hoong	-	-	51,258,018*	29.38
4.	Spark Ace Sdn. Bhd.	-	-	51,258,018*^	29.38

Note: * Deemed interest by virtue of their shareholdings in Segi Satria Sdn. Bhd.

*^ Dato' Lim Kang Poh and Mr Lim Guan Shiun deemed interest by virtue of their shareholdings in Spark Ace Sdn. Bhd.

3.3 Statements in relation to Interested Parties

- a) The following interested directors by virtue of their direct and indirect interest have abstained and will abstain at all board meetings from all deliberations and voting on the Proposed RRPT Mandate:

- i) **Tan Sri Dato' Lim Kang Yew**
- ii) **Mr Lim Dian Hoong**
- iii) **Mr Lim Dian Ping**
- iv) **Mr Lim Kuan Hwang**

The aforesaid interested directors shall accordingly also abstain from voting in respect of their direct and/or indirect shareholdings (if any) on the ordinary resolution vis-à-vis the Proposed RRPT Mandate to be tabled at the forthcoming AGM.

- b) The following interested major shareholders will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution vis-à-vis the Proposed RRPT Mandate to be tabled at the forthcoming AGM:
- i) **Segi Satria Sdn. Bhd.**
 - ii) **Tan Sri Dato' Lim Kang Yew**
 - iii) **Mr Lim Dian Hoong**
 - iv) **Spark Ace Sdn. Bhd.**
- c) Further the said interested directors and interested major shareholders will undertake to ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings on the resolution pertaining to the Proposed RRPT Mandate at the AGM.
- d) Save as disclosed above, none of the other directors, major shareholders of the Company or persons connected with them have any interest, direct or indirect in the Proposed RRPT Mandate.

4. EFFECTS OF THE PROPOSAL

The Proposals are not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and NA of TSR.

5. APPROVAL REQUIRED

The Proposal is subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM or any adjournment thereof.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, save and except for Tan Sri Dato' Lim Kang Yew, Mr Lim Dian Hoong, Mr Lim Dian Ping and Mr Lim Kuan Hwang who are deemed interested in the Proposed Renewal of Shareholders' Mandate, having considered all aspects of the Proposal, is of the opinion that the Proposal is in the best interest of the Group.

Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM or any adjournment thereof of the Company.

7. ANNUAL GENERAL MEETING

The ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate for RRPTs is set out in the notice of the 24th AGM contained in the Annual Report 2025 of the Company. The AGM of TSR 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 Friday, 28 November 2025 at 10.00 a.m.

If you are unable to attend, participate, speak and vote in person at the AGM, you are requested to complete, sign and return the enclosed Form of Proxy in accordance with the instructions contained therein, to 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 stipulated time for holding the AGM. The lodging of the Form of Proxy shall not preclude you from attending, participating, speaking and voting in person at the AGM should you subsequently wish to do so.

8. FURTHER INFORMATION

Shareholders are advised to refer to the appendix set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board
TSR CAPITAL BERHAD

Ms Lee Siew Chen
Senior Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy and completeness of the information given and confirm that after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

Save as disclosed below, neither the Company nor its subsidiaries are involved in any material litigation, claims, or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Group or any facts which are likely to give rise to any proceedings, which may materially and adversely affect the business or financial position of the Group:

a) Josu Engineering Construction Sdn. Bhd. ("Plaintiff") against TSR Bina Sdn. Bhd. ("Defendant")

The Plaintiff had commenced an action against the Defendant for unlawful termination of the letter of award. On 6 February 2007, the Plaintiff obtained a judgement in default against the Defendant. The Plaintiff had on 30 August 2012 filed a notice of appointment for the assessment of damages after the Defendant lost various appeals and applications to set aside the judgement in default. The Plaintiff is claiming a sum of approximately RM6 million being the damages against the Defendant.

The matter is currently in the stage of assessment proceedings. The next hearing dates have been fixed for 2, 3 and 5 December 2025.

b) TSR Bina Sdn. Bhd. ("Claimant" or "TSRB") against Syarikat Pembinaan Yeoh Tiong Lay Sdn. Bhd. ("Respondent" or "SPYTL")

The Claimant had on 14 January 2019 accepted the Letter of Award ("LOA") issued by Respondent in respect of the sub-contract work for civil works for Electrified Double Track from Gemas to Johor Bahru. The Claimant had commenced arbitration proceedings against the Respondent for unlawful termination of the LOA.

The Claimant is claiming for, among others, declaration, order and a total claim at or about RM35 million only and interests of 5% per annum on all sum awarded from the date of the award to date of realisation, cost of the arbitration proceedings, the arbitrator's fees and expenses and such further relief and/or order as the Arbitrator deemed just and fit. In the Respondent's response to the Claimant's notice of arbitration, the Respondent had made a counter-claim with a claim sum at or about RM22 million.

Director of Asian International Arbitration Centre has appointed the presiding arbitrator. TSRB had on 31 January 2020 served its Statement of Claim to SPYTL.

On 26 October 2023, the Court of Appeal affirmed TSRB's right to enforce an award in its favour amounting to RM1,106,503.46 being a portion of payment for Interim Payment Certificate No. 1 and Interim Payment Certificate No. 2 for the Sub-Contract Work, pursuant to the Construction Industry Payment and Adjudication Act 2012 ("Adjudication Decision"). The Court of Appeal had further awarded TSRB with RM30,000.00 as the cost of appeal.

On 5 January 2024, following the Stay Applications filed by Syarikat Pembinaan Yeoh Tiong Lay Sdn. Bhd. ("SPYTL") on the Court of Appeal's decision in relation to an award in TSRB's favour amounting to RM1,106,503.46 ("Adjudicated Sum"), the Court of Appeal had unanimously made the following Order for the Stay Applications:-

- a) Half of the Adjudicated Sum together with half of the interest, costs of the Adjudication as well as the costs awarded by the Court of Appeal, to be paid directly to TSRB;

- b) The other half of the Adjudicated Sum together with half of the interest, costs of the Adjudication as well as the costs awarded by the Court of Appeal to be paid to TSRB's solicitor as stakeholder to be held pending disposal of the Leave Applications;
- c) SPYTL shall make the aforesaid payments within 14 days hereof, failing which, there shall be no stay; and
- d) Each party shall bear its own costs for these applications.

On 21 May 2024, the Federal Court has dismissed SPYTL's leave application pertains to the Adjudication Decision and as such, the other half of the Adjudicated Sum together with the half of the interest, costs of Adjudication as well as the costs awarded by the Court of Appeal which was held by TSRB's solicitor as stakeholder, will be released back to TSRB.

The hearing of the arbitration proceeding commenced in May 2022. The hearing has been concluded on 18 June 2024, the tribunal has directed that all submission of documents including closing submission to be done by 28 March 2025. By agreement between the Parties and Tribunal, both parties delivered their Third Stage Submissions and respective bundles of authorities to the Honourable Arbitral Tribunal on 11 April 2025, following an extension of time. The matter is currently pending the Tribunal's declaration of the closure of proceedings and delivery of the award.

3. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group during the past 2 years immediately preceding the date of this Circular.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours (except public holidays) at the Registered Office of the Company located at Level 16, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan from the date of this Circular/Statement up to and including the date of the forthcoming AGM:-

- a) the Constitution of the Company;
- b) the Audited Financial Statements of TSR for the past two (2) FYE 2024 and 2025;
- c) Tenancy Agreement(s) between TSRB and UMSB;
- d) Tenancy Agreement(s) between TSRB and LSCSB;
- e) the relevant cause paper in respect of the material litigation.

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