



## ISR CAPITAL LIMITED

(Company No.: 200104762G)  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 20 Martin Road, #10-01 Seng Kee Building, Singapore 239070 on Tuesday, 28 April 2015 at 2:30 p.m., to transact the following businesses:

#### ORDINARY BUSINESSES:

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Directors' Report and Independent Auditors' Report thereon. *Resolution 1*
2. To approve the payment of additional Directors' fees of S\$6,500 for the financial year ended 31 December 2014. *Resolution 2*  
[See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S\$120,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears. (FY2014: S\$112,500, excluding additional Directors' fees of S\$6,500 referred to in Item 2 above) *Resolution 3*
4. To re-elect Ms Quah Su-Yin, the director retiring by rotation pursuant to Article 89 of the Company's Articles of Association. *Resolution 4*
5. To re-elect Datuk Md Wira Dani Bin Abdul Daim, the director retiring by rotation pursuant to Article 89 of the Company's Articles of Association. *Resolution 5*  
[See Explanatory Note (ii)]
6. To re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 6*

#### SPECIAL BUSINESSES:

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

7. **Authority to allot and issue shares** *Resolution 7*  
"That, pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given for the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:  
(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;  
(ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;  
(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;  
and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:  
(a) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;  
(i) new shares arising from the conversion or exercise of convertible securities, or  
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed, and  
(iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares.  
(b) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."  
[See Explanatory Note (iii)]
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### BY ORDER OF THE BOARD

Vincent Lee Chung Ngee  
Teo Meng Keong  
Company Secretaries

13 April 2015  
Singapore

#### Explanatory Notes:–

- (i) At the Annual General Meeting held by the Company on 12 June 2014, shareholders approved an amount of S\$112,500 as Directors' fees for the financial year ended 31 December 2014, to be paid quarterly in arrears. The additional Directors' fees of S\$6,500 proposed to be approved at this Annual General Meeting arose due to the change of composition of the Board and Board Committees of the Company during the financial year ended 31 December 2014.
- (ii) Datuk Md Wira Dani Bin Abdul Daim will, upon re-election as a Director of the Company, remain as a member of Audit, Nominating and Remuneration Committees. Key information on Datuk Md Wira Dani Bin Abdul Daim can be found on page 4 of the Annual Report 2014.
- (iii) Ordinary Resolution 7 proposed in item no. 7 is to empower the Directors, from the date of the passing of Ordinary Resolution 7 to the date of the next Annual General Meeting, to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued Shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued Shares (excluding treasury shares) for issues other than on a *pro rata* basis to shareholders.

#### Notes:

- (a) A member of the Company entitled to attend and vote at the general meeting of the Company is entitled to appoint not more than two proxies, to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (b) Where a member appoints two proxies, he shall specify the proportion of his shares (expressed as a percentage of the whole) to be represented by each proxy.
- (c) A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50 of Singapore to attend and vote for and on behalf of such corporation.
- (d) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- (e) Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (f) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 20 Martin Road, #10-01 Seng Kee Building, Singapore 239070, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.

#### Personal data privacy:

By submitting personal data appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.