



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fourth Annual General Meeting ("**44th AGM**") of **LYSAGHT GALVANIZED STEEL BERHAD** ("**the Company**") will be held at Jasmine Hall, Level 3, Kinta Riverfront Hotel & Suites, Kinta Riverfront, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Thursday, 15 June 2023 at 10:00 a.m. to transact the following business:-

A G E N D A

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.
- To declare a final single tier dividend of 3 sen per ordinary share for the financial year ended 31 December 2022.
- To approve the payment of Directors' Fees for an amount of up to RM500,000/- for the financial year ending 31 December 2023 to the Non-Executive Directors.
- To approve the payment of the meeting allowances for an amount of up to RM120,000/- for the financial year ending 31 December 2023 to the Non-Executive Directors.
- To re-elect Ir. Aik Siaw Kong who retires pursuant to Article 23.4 of the Company's Constitution and who has offered himself for re-election.
Dato' Ir. Wan Razali Bin Wan Muda who retires pursuant to Article 23.4 of the Company's Constitution has expressed his intention not to seek re-election. Hence, he will retain office until the close of the 44th AGM.
- To re-elect Mr. Yeoh Sheong Lee who retires pursuant to Article 23.11 of the Company's Constitution and who has offered himself for re-election.
- To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2023 at such remuneration to be determined by the Directors.
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final single tier dividend of 3 sen per ordinary share for the financial year ended 31 December 2022, if approved by shareholders at the 44th AGM, will be paid on 14 July 2023 to Depositors whose names appear in the Record of Depositors of the Company at the close of business on 4 July 2023.

A Depositor shall qualify for entitlement to the dividend in respect of:-

- Shares transferred into the Depositor's Securities Account before 4:30 p.m. on 4 July 2023 in respect of the transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LIM CHIEN JOO

MAICSA No.: 7063152

SSM PC No.: 201908004025

Company Secretary

Kuala Lumpur

Date: 28 April 2023

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 8 June 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the 44th AGM.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (subject to a maximum of two (2) proxies) to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- Where the member appoints two (2) proxies to attend and vote at the 44th AGM, such appointment shall be invalid unless the member specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Registered Office at Suite 13.03, 13th Floor, Menara Tan & Tan, 207 Jalan Tun Razak, 50400 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjournment meeting at which the person named in the instrument proposes to vote.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this 44th AGM will be put to vote by poll.

Explanatory Notes:

1. Audited Financial Statements for the financial year ended 31 December 2022

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 ("**Act**") does not require the shareholders to formally approve the Audited Financial Statements. Hence, this item will not put forward for voting.

2. Ordinary Resolution 1 – Final Dividend

With reference to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 23 February 2023, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 14 July 2023 in accordance with the requirements under Section 132(2) and (3) of the Act.

3. Ordinary Resolution 3 – Payment of meeting allowances to the Non-Executive Directors

The total estimated amount of meeting allowances payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the current financial year ending 31 December 2023.

4. Ordinary Resolution 4 – Re-election of Director pursuant to Article 23.4 of the Company's Constitution

Ir. Aik Siaw Kong, who retires in accordance with Article 23.4 of the Company's Constitution and being eligible, has offered himself for re-election at the 44th AGM.

The Board had through the Nomination Committee ("**NC**") carried out annual assessment on Ir. Aik Siaw Kong and agreed that he met the criteria of character, experience, integrity, competence and time commitment in discharging his roles as director of the Company and his ability to act in the best interest of the Company in decision-making and endorsed the NC's recommendation to seek shareholders' approval for the re-election of Ir. Aik Siaw Kong at the 44th AGM.

The Board has also through the NC carried out assessment on the independence of Ir. Aik Siaw Kong and is satisfied that he met the criteria of independence set out in the MMLR of Bursa Malaysia Securities Berhad.

The profile of Ir. Aik Siaw Kong is set out in the Directors' Profile on page 31 of the Annual Report 2022.

5. Ordinary Resolution 5 – Re-election of Director pursuant to Article 23.11 of the Company's Constitution

Article 23.11 of the Company's Constitution expressly states that the Board shall have the power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election but shall not taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr. Yeoh Sheong Lee ("Mr. Yeoh") was appointed as an Independent Non-Executive Director of the Company on 1 April 2023. Mr. Yeoh, who retires in accordance with Article 23.11 of the Company's Constitution and being eligible, has offered himself for re-election at the 44th AGM.

The profile of Mr. Yeoh is set out in the Directors' Profile on page 33 of the Annual Report 2022.