



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth Annual General Meeting ("45th AGM") of **LYSAGHT GALVANIZED STEEL BERHAD** ("the Company") will be held at Ballroom 1, Level 6, Weil Hotel, 292, Jalan Sultan Idris Shah, 30000 Ipoh, Perak Darul Ridzuan on Thursday, 13 June 2024 at 10:00 a.m. to transact the following business:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon.
- To declare a final single tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2023. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees for an amount of up to RM550,000/- for the financial year ending 31 December 2024 to the Non-Executive Directors. **Ordinary Resolution 2**
- To approve the payment of the meeting allowances for an amount of up to RM130,000/- for the financial year ending 31 December 2024 to the Non-Executive Directors. **Ordinary Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 23.4 of the Company's Constitution and who have offered themselves for re-election:-
 - Mr Ee Beng Guan **Ordinary Resolution 4**
 - Mr Chong Sai Sin **Ordinary Resolution 5**
- To re-elect Mr Chong Chin Look who retires pursuant to Article 23.11 of the Company's Constitution and who has offered himself for re-election. **Ordinary Resolution 6**
- To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2024 at such remuneration to be determined by the Directors. **Ordinary Resolution 7**

SPECIAL BUSINESS

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

- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")** **Ordinary Resolution 8**

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature and with all classes of related parties as set out in Section 2 of the circular to the shareholders of the Company in relation to Proposed New Shareholders' Mandate dated 30 April 2024 which are necessary for day-to-day operations of the Company and its subsidiaries subject to the following:-

 - the transactions are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms of the Company and its subsidiaries 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; and
 - the shareholders' mandate shall take effect from this resolution and shall continue to be in force until-
 - the conclusion of the next Annual General Meeting of the Company ("AGM") following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extent as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting; whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things (including executing such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed New Shareholders' Mandate."
- 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.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the final single tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2023, if approved by shareholders at the 45th AGM, will be paid on 24 July 2024 to Depositors whose names appear in the Record of Depositors of the Company at the close of business on 4 July 2024.

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 2024 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: 30 April 2024

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 6 June 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the 45th 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 45th 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 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 45th AGM will be put to vote by poll.

Explanatory Notes:

- Audited Financial Statements for the financial year ended 31 December 2023**

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.
- 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 22 February 2024, 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 24 July 2024 in accordance with the requirements under Section 132(2) and (3) of the Act.
- 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 2024.
- Ordinary Resolutions 4 and 5 – Re-election of Directors Pursuant to Article 23.4 of the Company's Constitution**

Mr Ee Beng Guan and Mr Chong Sai Sin ("**Retiring Directors**"), who retire in accordance with Article 23.4 of the Company's Constitution and being eligible, have offered themselves for re-election at the 45th AGM. The Board had through the Nomination Committee ("**NC**") carried out annual assessment on the Retiring Directors and agreed that they met the criteria of character, experience, integrity, competence and time commitment in discharging their roles as directors of the Company and their 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 the Retiring Directors at the 45th AGM. The Board has also through the NC carried out assessment on the independence of the Retiring Directors and is satisfied that they met the criteria of independence set out in the MMLR of Bursa Malaysia Securities Berhad. The profiles of the Retiring Directors are set out in the Directors' Profile on page 45 of the Annual Report 2023.
- Ordinary Resolution 6 – 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 be taken into account in determining the Directors who are to retire by rotation at that meeting. Mr Chong Chin Look ("Mr. Chong") was appointed as an Independent Non-Executive Director of the Company on 1 April 2024. Mr. Chong, who retires in accordance with Article 23.11 of the Company's Constitution and being eligible, has offered himself for re-election at the 45th AGM. The profile of Mr. Chong is set out in the Directors' Profile on page 48 of the Annual Report 2023.
- Ordinary Resolution 8 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 8, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Company's Circular to Shareholders dated 30 April 2024 for more information.