

LYSAGHT GALVANIZED STEEL BERHAD

Registration Number: 197901002195 (46426-P)

(Incorporated in Malaysia)

Minutes of the Forty-Fifth (45th) Annual General Meeting (“AGM”) of Lysaght Galvanized Steel Berhad 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.

PRESENT

Mr Ee Beng Guan (Chairman)
Mr Chong Sai Sin (Senior Independent Non-Executive Director)
Madam Chew Meu Jong
Ir Aik Siaw Kong
Mr Cheam Low Soo
Mr Yeoh Sheong Lee
Mr Chong Chin Look
Shareholders and proxies as per attendance list

IN ATTENDANCE

Ms Lim Chien Joo (Company Secretary)
Mr Chua Tia Bon (Chief Executive Officer)
Ms Ong Siew Sung (Chief Financial Officer)
Mr Chew Beng Hong (KPMG PLT)

BY INVITATION

Mr Thomas Lim (KPMG PLT)
Mr Lai Weng Chong (AD-Consult Sdn. Bhd.)

NOTICE

The Chairman welcomed the shareholders, corporate representatives, proxies and guests to the Meeting.

The Chairman informed the Meeting that the Board and also the Company Secretary, External Auditors, Chief Executive Officer and Chief Financial Officer of the Company were also present at the Meeting.

He then informed the Meeting that there were 8 shareholders present at the commencement of the Meeting. He added that 24 valid proxy forms had been received from 24 shareholders.

There being a quorum, he declared the Meeting duly convened at 10:00 a.m.

The Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all resolutions set out in the notice of the Meeting would be put to vote by poll. As the Chairman of Meeting, he proceeded to demand for a poll pursuant to Article 20.5 of the Company’s Constitution in respect of all resolutions.

The Chairman further informed the Meeting that the Company has appointed Securities Services (Holdings) Sdn. Bhd. as the Poll Administrator to conduct the polling process and Commercial Quest Sdn. Bhd. as the Independent Scrutineer to verify the results of the poll voting. He added that the polling would be conducted upon completion of the deliberation of all items to be transacted at the 45th AGM.

Since the notice convening the Meeting in relation to the resolutions proposed at this meeting has been sent to all shareholders within the prescribed period, with the permission of the Meeting, it was taken as read.

1. Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon

The Chairman proceeded with the first item of the Agenda and tabled to the Meeting, the Audited Financial Statements of the Group and the Company for financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon.

The Chairman informed the Meeting that the said Audited Financial Statements were laid at the Annual General Meeting in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion purpose only and as such, there is no requirement for the shareholders to approve them and thereafter, the matter would not be put forward for voting.

He continued and said that nevertheless, the Board and KPMG PLT would be pleased to answer any questions on the Audited Financial Statements.

Mr Chee Sai Mun presented his enquiries to the Board and his enquiries were addressed by the Board and Chief Executive Officer as follows:

Question 1

Would the Board consider increasing its dividend to shareholders in view that the Company is holding high amount of cash? Alternatively, would the Board consider expanding the Company?

Reply:

The Board took note of Mr Chee Sai Mun's comments and would look into this matter.

Question 2

What contributed to the increase in revenue during Q1/2024 as compared to the previous year corresponding quarter?

Reply:

The increase in revenue during Q1/2024 was mainly contributed by the increase in sales of antenna and 5G masts and solar poles.

Question 3

Is there any value added services for the solar poles?

Reply:

The Company does not supply solar panels but the solar poles were designed to suit the size of solar panel.

Question 4

A drop in inventories was noted in the Audited Financial Statements for the financial year ended 31 December 2023, is the current inventories level sufficient to support the Company's operation?

Reply:

The Company previously increased its inventories level due to lower raw material prices and the current inventories level were reduced and kept at an optimum level due to increase in raw material prices. The two major raw materials required by the Company are steel coils and zinc.

Question 5

Is there a risk to electrocution occurring from the Company's pole products?

Reply:

Safety feature such as the installation of modular junction box inside the pole would mitigate the risk of electrocution.

Question 6

Trade receivables of RM20.7 million at Group's level were noted in the Audited Financial Statements for the financial year ended 31 December 2023, how long is the credit term provided to the overseas and local customer?

Reply:

For export sales, payment is by way of letter of credit or cash before delivery. For local sales, credit terms of 30 to 90 days were provided to the customers. The trade receivables of RM20.7 million were mainly from local customers.

There being no further queries, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon were received and noted.

2. Ordinary Resolution 1 - To declare a final single tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2023

The Chairman informed the Meeting that Ordinary Resolution 1 is to declare a final single tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2023.

Madam Cheah Soke Hah proposed the motion "THAT a final single tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2023 be approved."

The motion was duly seconded by Madam Yow Sop Ping and the Chairman put the motion to vote by poll.

3. Ordinary Resolution 2 - 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

The Chairman informed the Meeting that Ordinary Resolution 2 is 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.

Mr Lim Fong Boon proposed the motion “THAT 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 be approved.”

The motion was duly seconded by Mr Chew Kar Yoo @ Chew Kar Hoo and the Chairman put the motion to vote by poll.

4. Ordinary Resolution 3 - 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

The Chairman informed the Meeting that Ordinary Resolution 3 is 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.

Datuk Koh Seng Kiat proposed the motion “THAT 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 be approved.”

The motion was duly seconded by Mr Lim Fong Boon and the Chairman put the motion to vote by poll.

5. Ordinary Resolution 4 - To re-elect Mr Ee Beng Guan as Director of the Company pursuant to Article 23.4 of the Company’s Constitution

The Chairman informed the Meeting that he was the director standing for the re-election and passed the Chair to Mr Chong Sai Sin to conduct the proceeding of the Meeting.

Mr Chong Sai Sin informed the Meeting that Ordinary Resolution 4 is to re-elect Mr Ee Beng Guan as Director of the Company who retires pursuant to Article 23.4 of the Company’s Constitution and had offered himself for re-election.

The profile of Mr Ee Beng Guan was provided to the shareholders on page 45 of the 2023 Annual Report.

Datuk Koh Seng Kiat proposed the motion “THAT Mr Ee Beng Guan who retires pursuant to Article 23.4 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

The motion was duly seconded by Mr Lim Fong Boon and Mr Chong Sai Sin put the motion to vote by poll.

Mr Chong Sai Sin then passed the Chair back to the Chairman.

6. Ordinary Resolution 5 - To re-elect Mr Chong Sai Sin as Director of the Company pursuant to Article 23.4 of the Company’s Constitution

The Chairman informed the Meeting that Ordinary Resolution 5 is to re-elect Mr Chong Sai Sin as Director of the Company who retires pursuant to Article 23.4 of the Company’s Constitution and has offered himself for re-election.

The profile of Mr Chong Sai Sin was provided to the shareholders on page 45 of the 2023 Annual Report.

Mr Lim Fong Boon proposed the motion “THAT Mr Chong Sai Sin who retires pursuant to Article 23.4 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

The motion was duly seconded by Madam Yow Sop Ping and the Chairman put the motion to vote by poll.

7. Ordinary Resolution 6 - To re-elect Mr Chong Chin Look as Director of the Company pursuant to Article 23.11 of the Company’s Constitution

The Chairman informed the Meeting that Ordinary Resolution 6 is to re-elect Mr Chong Chin Look as Director of the Company who retires pursuant to Article 23.11 of the Company’s Constitution and has offered himself for re-election.

The profile of Mr Chong Chin Look was provided to the shareholders on page 48 of the 2023 Annual Report.

Mr Lim Fong Boon proposed the motion “THAT Mr Chong Chin Look who retires pursuant to Article 23.11 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

The motion was duly seconded by Madam Yow Sop Ping and the Chairman put the motion to vote by poll.

8. Ordinary Resolution 7 - 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

The Chairman informed the Meeting that Ordinary Resolution 7 is 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.

The Chairman informed the Meeting that Mr Chew Beng Hong from KPMG PLT was present to deal with any queries that the Meeting may have on this Agenda.

There being no queries, Mr Lim Fong Boon proposed the motion “THAT KPMG PLT be and are hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2024 at such remuneration to be determined by the Directors.”

The motion was duly seconded by Madam Yow Sop Ping and the Chairman put the motion to vote by poll.

9. Ordinary Resolution 8 - Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Chairman informed the Meeting that Ordinary Resolution 8 is to consider and, if thought fit, to pass Ordinary Resolution 8 with regards to Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed New Shareholders’ Mandate”).

The Chairman informed the Meeting that interested Directors, interested Major Shareholders and Persons Connected to the interested Directors and interested Major Shareholders shall abstain from voting on the resolution. An interested Directors or interested Major Shareholders must also ensure that the Persons Connected to them abstain from voting in respect of their direct and/or indirect shareholdings on the resolution.

The details of the proposed new shareholders' mandate are set out in Circular to Shareholders dated 30 April 2024.

Mr Chee Sai Mun presented his enquiries to the Board and his enquiries were addressed by the Board and Chief Executive Officer as follows:

Question 1

What is the main business of Lysaght Corrugated Pipe (S) Pte Ltd?

Reply:

Lysaght Corrugated Pipe (S) Pte Ltd's main business is production of swaged poles.

Question 2

Would the Board consider the acquisition or merger between the Company and Lysaght Corrugated Pipe (S) Pte Ltd to expand the Group's business?

Reply:

The Board would consider the acquisition or merger between the Company and Lysaght Corrugated Pipe (S) Pte Ltd if there is an opportunity.

In the meantime, in order to minimize the administration process and number of announcements release to Bursa Malaysia Securities Berhad pertaining to the Group's related party transactions of a Revenue or Trading Nature, the Board has recommended the Proposed New Shareholders' Mandate for the shareholders' approval.

Question 3

Would the cost be lower if the products are being manufactured in Malaysia as compared to Lysaght Corrugated Pipe (S) Pte Ltd in Singapore?

Reply:

The customers are mainly from Singapore and as the process of manufacturing swaged poles is straightforward with minimum manpower required, therefore it is more economical to manufacture in Singapore.

Question 4

The Board should consider expanding the Company's business by trading products related to the Company's core business.

Reply:

The Board took note of Mr Chee Sai Mun's comment.

There being no further queries, Datuk Koh Seng Kiat proposed the motion "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:-

- (a) 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

- (b) the shareholders' mandate shall take effect from this resolution and shall continue to be in force until:-
- (i) 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;
 - (ii) 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 extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) 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."

The motion was duly seconded by Madam Cheah Soke Hah and the Chairman put the motion to vote by poll.

The Chairman then advised the Meeting that there was no notice lodged in relation to any other business and as such, he shall invite the Poll Administrator to brief the Meeting on the polling process.

The Poll Administrator briefed the Meeting on the polling process and the Chairman then adjourned the Meeting at 10:40 a.m. for polling on the resolutions for the day.

The Meeting resumed at 11:15 a.m. for the declaration of poll voting results. The Chairman informed the Meeting that he received the duly verified poll voting results from the appointed Independent Scrutineer and the results of the poll were as follows:

Ordinary Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	% of Voted Shares	No. of Shareholders	No. of shares	% of Voted Shares
Resolution 1	33	31,545,901	100.0000	0	0	0.0000
Resolution 2	27	23,672,201	75.0405	6	7,873,700	24.9595
Resolution 3	27	23,672,201	75.0405	6	7,873,700	24.9595
Resolution 4	27	23,672,201	75.0405	6	7,873,700	24.9595
Resolution 5	27	23,672,201	75.0405	6	7,873,700	24.9595
Resolution 6	27	23,672,201	75.0405	6	7,873,700	24.9595
Resolution 7	28	24,402,001	77.3540	5	7,143,900	22.6460
Resolution 8	26	746,501	99.9866	1	100	0.0134

Based on the poll voting results, the Chairman declared that Ordinary Resolutions 1 to 8 were carried and RESOLVED:-

Ordinary Resolution 1 “THAT a final single tier dividend of 5 sen per ordinary share for the financial year ended 31 December 2023 be approved.”

Ordinary Resolution 2 “THAT 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 be approved.”

Ordinary Resolution 3 “THAT 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 be approved.”

Ordinary Resolution 4 “THAT Mr Ee Beng Guan who retires pursuant to Article 23.4 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 5 “THAT Mr Chong Sai Sin who retires pursuant to Article 23.4 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 6 “THAT Mr Chong Chin Look who retires pursuant to Article 23.11 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 7 “THAT KPMG PLT be and is hereby re-appointed as Auditors of the Company for the financial year ending 31 December 2024 at such remuneration to be determined by the Directors.”

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:-

- (a) 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
- (b) the shareholders’ mandate shall take effect from this resolution and shall continue to be in force until:-
 - (i) 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;
 - (ii) 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 extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) 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.”

There being no other business, the Meeting closed at 11:20 a.m. with a vote of thanks to the Chairman.

CONFIRMED AS CORRECT

CHAIRMAN

13 June 2024