



# LYSAGHT GALVANIZED STEEL BERHAD

Company No: 46426-P (Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting of the Company will be held at Dillenia & Eugenia Room, Ground Floor, Sime Darby Convention Centre, No. 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 26 June 2013 at 10.00 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon. (Please refer to Explanatory Notes to the Agenda)
2. To approve the payment of a final single tier dividend of 12% in respect of the financial year ended 31 December 2012. Ordinary Resolution 1
3. To approve the proposed payment of Directors' fees totaling RM180,000 in respect of the financial year ending 31 December 2013. Ordinary Resolution 2
4. To consider and if thought fit, pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:-
  - 4.1 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr Chew Kar Heing, who is over the age of seventy years, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." Ordinary Resolution 3
  - 4.2 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Madam Lim Lee Kuan, who is over the age of seventy years, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." Ordinary Resolution 4
  - 4.3 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Ir (Dr) Wan Abdul Rahman bin Haji Wan Yaacob, who is over the age of seventy years, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." Ordinary Resolution 5
  - 4.4 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ir. Chew Swee Hock, who is over the age of seventy years, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." Ordinary Resolution 6
5. To re-elect the following Director who retire by rotation pursuant to Article 81 of the Company's Articles of Association:-
  - 5.1 Mr Liew Swee Mio @ Liew Hoi Foo Ordinary Resolution 7
6. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 8

#### As Special Business

7. To consider and, if thought fit, to pass the following ordinary resolutions pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012:  
**Continuing in Office as Independent Non-Executive Directors**
  - 7.1 "THAT subject to the passing of Ordinary Resolution 5, approval be and is hereby given to Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman Bin Haji Wan Yaacob who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 9
  - 7.2 "THAT subject to the passing of Ordinary Resolution 6, approval be and is hereby given to Dato' Ir. Chew Swee Hock who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 10
  - 7.3 "THAT approval be and is hereby given to Mr Gabriel Goh Khoo Chye who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 11
8. To transact any other business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS ALSO GIVEN that a final single tier dividend of 12% for the financial year ended 31 December 2012, if approved, will be paid on 1 August 2013 to shareholders whose names appear in the Record of Depositors at the close of business on 12 July 2013.

A Depositor shall qualify for dividend entitlement only in respect of-

- a. Shares deposited into the Depositor's Securities Account before 4.00 p.m. on 12 July 2013 in respect of ordinary transfers; and
- b. 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

CHIN NGEOK MUI (MAICSA 7003178)

CHEN BEE LING (MAICSA 7046517)

Secretaries

Selangor Darul Ehsan

4 June 2013

#### Notes:

- (i) A member whose name appear in the Record of Depositors as at 19 June 2013 shall be regarded as a member entitled to attend, speak and vote at the AGM. He/She shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies) to attend and vote at the Meeting.
- (ii) A proxy may but need not be a member of the Company and there shall be no restrictions as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (iii) Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies) the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- (iv) The Form of Proxy must be duly completed and deposited at the office of the Share Registrar at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the Meeting or adjourned meeting.
- (v) If the appointer is a corporation, the Form of Proxy must be executed under its Seal or in the hand of an officer or attorney duly authorised in writing.
- (vi) 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 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (vii) 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.

#### Explanatory Notes to the Agenda:

##### Item 1 of the Agenda

This item of the Agenda is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item of the Agenda is not put forward for voting.

##### Item 7.1 of the Agenda

The Nomination Committee has assessed the independence of Tan Sri Dato' Ir. (Dr.) Wan Abdul Rahman Bin Haji Wan Yaacob, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board agreed that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- a) He fulfills the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- b) He has vast experience which enables him to provide constructive and independent judgment for the best interest of the Company.
- c) He has actively participated in the Board's deliberations, provided objectively in decision making and independent opinion to the Board.
- d) He has allocated sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company.
- e) He has exercised due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.
- f) He consistently challenged management in an effective and constructive manner.
- g) He has ensured effective check and balance in the proceedings of the Board and Board Committees.
- h) He is of sound mind and in good health.

##### Item 7.2 of the Agenda

The Nomination Committee has assessed the independence of Dato' Ir. Chew Swee Hock, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board agreed that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- a) He fulfills the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- b) He has vast experience which enables him to provide constructive and independent judgment for the best interest of the Company.
- c) He has actively participated in the Board's deliberations, provided objectively in decision making and independent opinion to the Board.
- d) He has allocated sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company.
- e) He has exercised due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.
- f) He consistently challenged management in an effective and constructive manner.
- g) He has ensured effective check and balance in the proceedings of the Board and Board Committees.
- h) He is of sound mind and in good health.

##### Item 7.3 of the Agenda

The Nomination Committee has assessed the independence of Mr Gabriel Goh Khoo Chye, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years and arising therefrom, the Board agreed that in his long service to the Company, he has performed very well as an Independent Director. There is no reason to believe that he would not continue to act independently and to contribute to the Company as follows:

- a) He fulfills the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore would be able to function as a check and balance and bring an element of objectivity to the Board of Directors.
- b) He has vast experience which enables him to provide constructive and independent judgment for the best interest of the Company.
- c) He has actively participated in the Board's deliberations, provided objectively in decision making and independent opinion to the Board.
- d) He has allocated sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company.
- e) He has exercised due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.
- f) He consistently challenged management in an effective and constructive manner.
- g) He has ensured effective check and balance in the proceedings of the Board and Board Committees.
- h) He is of sound mind and in good health.