



LYSAGHT GALVANIZED STEEL BERHAD

(Company No. 46426-P)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Eighth Annual General Meeting ("38th AGM") of **LYSAGHT GALVANIZED STEEL BERHAD** ("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, 24 May 2017 at 10:30 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 2016 together with the Reports of the Directors' and Auditors' thereon.
- To approve the payment of final single tier dividend of 7 sen per share for the financial year ended 31 December 2016. **Resolution 1**
- To approve the payment of Directors' Fees of RM480,000.00 for the financial year ending 31 December 2017. **Resolution 2**
- To approve the payment of meeting allowances to the Non-Executive Directors up to an amount of RM95,000.00 for the financial year ending 31 December 2017 **Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 81 of the Company's Articles of Association and who being eligible offer themselves for re-election:-
 - Dato' Ir. Wan Razali Bin Wan Muda **Resolution 4**
 - Ir Aik Siaw Kong **Resolution 5**
- To re-elect Mr. Chong Sai Sin who retires pursuant to Article 88 of the Company's Articles of Association and who being eligible offers himself for re-election. **Resolution 6**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company. **Resolution 7**
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a final single tier dividend of 7 sen per share for the financial year ended 31 December 2016, if approved by shareholders at the 38th AGM, will be paid on 23 June 2017 to the depositors whose names appear in the Record of Depositors of the Company at the close of business on 9 June 2017.

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

- Shares transferred to the Depositor's Securities Account before 4:00 p.m. on 9 June 2017 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 7063152)

Company Secretary

Kuala Lumpur

Date: 28 April 2017

Notes:

- A member whose name appear in the Record of Depositors as at 17 May 2017 shall be regarded as a member entitled to attend, speak and vote at the 38th 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.
- 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.
- 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/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the 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 attorney duly authorised in writing or, if the appointer is a corporation, either under 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, must 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 48 hours before the time appointed for holding the meeting or adjourned meeting or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of this AGM will be put to vote by poll.

Explanatory Notes:

1. Audited Financial Statements for the financial year ended 31 December 2016

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

2. Final Dividend

With reference to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 15 February 2017, 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 23 June 2017 in accordance with the requirements under Section 132(2) and (3) of the CA 2016.

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 2017.