



LYSAGHT GALVANIZED STEEL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting ("40th AGM") of **LYSAGHT GALVANIZED STEEL BERHAD** ("the Company") will be held at Emerald Hall, Level 5, Hotel Excelsior, 43, Jalan Sultan Abdul Jalil, 30300 Ipoh, Perak Darul Ridzuan on Wednesday, 19 June 2019 at 10:30 a.m. to transact the following business:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon.
- To declare a final single tier dividend of 7 sen per ordinary share for the financial year ended 31 December 2018. **Ordinary Resolution 1**
- To approve the payment of Directors' Fees of RM432,000/- for the financial year ending 31 December 2019 to the Non-Executive Directors. **Ordinary Resolution 2**
- To approve the payment of the meeting allowances of RM107,000/- for the financial year ending 31 December 2019 to the Non-Executive Directors. **Ordinary Resolution 3**
- To re-elect the following Directors who retire pursuant to Article 81 of the Company's Constitution and who have offered themselves for re-election:-
 - Mr Cheam Low Soo **Ordinary Resolution 4**
 - Madam Chew Meu Jong **Ordinary Resolution 5**
- To re-appoint Ernst & Young as Auditors of the Company for the financial year ending 31 December 2019 at such remuneration to be determined by the Directors. **Ordinary Resolution 6**

SPECIAL BUSINESS

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

- Proposed amendments to the Constitution of the Company** **Special Resolution 1**

"**THAT** approval be and is hereby given to amend the existing Constitution of the Company in its entirety by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect **AND THAT** the Board of Directors be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- 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 7 sen per ordinary share for the financial year ended 31 December 2018, if approved by shareholders at the 40th AGM, will be paid on 22 July 2019 to Depositors whose names appear in the Record of Depositors of the Company at the close of business on 8 July 2019.

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 8 July 2019 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: 30 April 2019

Notes:

- A member whose name appear in the Record of Depositors as at 12 June 2019 shall be regarded as a member entitled to attend, speak and vote at the 40th 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 adjournment thereof.
- 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 40th AGM will be put to vote by poll.

Explanatory Notes:

- Audited Financial Statements for the financial year ended 31 December 2018**

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 21 February 2019, 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 22 July 2019 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 2019.
- Special Resolution 1 – Proposed amendments to the Constitution of the Company**

The proposed Special Resolution 1, if passed, will bring the Company's Constitution in line with the amendments that arose from the Companies Act 2016 and the revised Main Market Listing Requirements of Bursa Malaysia Securities Berhad, to enhance administrative efficiency and provide greater clarity. In view of the substantial amount of proposed amendments to the existing Constitution ("**Proposed Amendment**"), the Directors proposed that the existing Constitution be amended in its entirety by the replacement thereof with a new Constitution which incorporated all the Proposed Amendments as set out in **Appendix A**, a copy of which is circulated together with the Notice of 40th AGM dated 30 April 2019.