



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-First (31st) Annual General Meeting (“AGM”) of the shareholders of Leader Steel Holdings Berhad (“LSH” or the “Company”) will be conducted on a fully virtual basis for the purpose of considering and if thought fit, passing with or without any modifications the resolutions set out in this notice:

Day and Date : Friday, 31 May 2024
Time : 12:30 p.m.
Online Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC – D6A357657)

Mode of Communication : i. Shareholders may type their questions in the chat box at any time during the live streaming of the AGM via the meeting platform.
ii. Submit questions by logging into the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> latest by Wednesday, 29 May 2024 at 12:30 p.m.

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 and the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who are retiring pursuant to Clause 107 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - Datin Tan Pak Say Ordinary Resolution 1
 - Lim Leng Han Ordinary Resolution 2
- To re-elect the following Directors who are retiring pursuant to Clause 114 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - Soon Gim Wooi Ordinary Resolution 3
 - Datuk Dr Roslan Bin A. Ghaffar Ordinary Resolution 4
- To approve the payment of Directors’ fees and benefits payable up to RM450,000.00 for the period commencing one day after this AGM through to the next AGM of the Company in 2025. Ordinary Resolution 5
- To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors Ordinary Resolution 6 to fix their remuneration.

As Special Business

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES** Ordinary Resolution 7

“THAT, subject always to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

THAT, the Directors are also empowered to obtain the approval from the Bursa Securities for the listing and quotation for the additional shares to be issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

THAT, pursuant to Section 85(1) of the Act to be read together with Clause 66 of the Constitution of the Company, all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (“Pre-emptive Rights”).

AND THAT, should this resolution be passed by the shareholders, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights pursuant to Section 85(1) of the Act and Clause 66 of the Constitution of the Company in respect of the new shares to be allotted and issued by the Company and the issuance of such new shares of the Company will result in a dilution to their shareholding percentage in the Company. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.

AND THAT, the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

- PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“Proposed Shareholders’ Mandate”)** Ordinary Resolution 8

“THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“Group”) to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with specified classes of related parties (“Recurrent Related Party Transactions”) which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms’ length basis on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company’s opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by 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 do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders’ Mandate.”

- PROPOSED RENEWAL OF AUTHORITY TO BUY-BACK ITS OWN SHARES BY THE COMPANY (“Proposed Share Buy-Back”)** Ordinary Resolution 9

“THAT, subject to the Companies Act 2016 (“the Act”), the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of all relevant governmental and/or regulatory authorities, where applicable, the Directors of the Company be and are hereby authorized to purchase and/or hold such amount of ordinary shares in the Company (Proposed Share Buy-Back) as may be determined by the Directors of the Company from time to time and upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares purchased and/or held pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at any given point in time and the amount of funds not exceeding the total retained profits of the Company based on the latest audited financial statements for the financial year ended 31 December 2023 be utilized by the Company for the Proposed Share Buy-Back. AND THAT, at the discretion of the Directors of the Company, the ordinary shares of the Company to be purchased may be cancelled; and/or retained as treasury shares and subsequently distributed as dividends or resold on Bursa Securities or transfer for the purpose of or under an employee share option scheme (“ESOS”) or as part of purchase consideration; or be cancelled.

AND THAT, the Directors of the Company be and are hereby empowered to take all such steps as necessary to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the company.

- the conclusion of the next Annual General Meeting (“AGM”) of the Company in 2025 at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- 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
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier; but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid date and in any event, in accordance with the provisions in the guidelines issued by Bursa Securities and/or by any other relevant authorities.”

- To transact any other business of which due notice shall have been given.

By Order of the Board

Tai Yit Chan (MAICSA 7009143) (SSM PC No. 202008001023)
Ong Tze-En (MAICSA 7026537) (SSM PC No. 202008003397)
Joint Company Secretaries
Penang, 30 April 2024

Notes:

- The AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“RPEV”) facilities. Please follow the procedures provided in the Administrative Guide of the AGM in order to register, participate and vote remotely via the RPEV facilities. The Administrative Guide of the AGM is also available for download at <https://leadersteel.my/investor-media/>.
- This is in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for listed issuers and all its subsequent revisions issued by the Securities Commission Malaysia (“SC Guidance”). This is also in line with Practice 13.1 of the Malaysian Code on Corporate Governance 2021 which recommends that listed companies leverage on technology to facilitate remote shareholders’ participation at general meetings.
- According to the SC Guidance, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act, provided that the online platform is located in Malaysia. All meeting participants including more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding 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 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares of the Company through a multiple beneficial owners in one (1) 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. Where an Exempt Authorised Nominee appoints more than one (1) proxy in respect of each Omnibus Account, the appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of shareholding to be represented by each proxy. An Exempt Authorised Nominee is referred to an authorised nominee defined under the SICDA which is exempt from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its Common Seal, or under the hand of an officer or attorney duly authorised. An instrument appointing a proxy to vote shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. Members not resident in Malaysia may appoint and revoke proxies by cable.
- For the proxy to be valid, the Form of Proxy duly completed must be deposited / submitted via the following ways at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof:
 - By hardcopy form
The Form of Proxy must be deposited at the Registered Office at 170-09A1, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia
 - By electronic form
The Form of Proxy can be electronically submitted through the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the procedures on electronics lodgement of Form of Proxy.
- In respect of deposited securities, only a depositor whose name appears on the Record of Depositors on 23 May 2024 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Explanatory Notes:

- The profiles of the Directors who are standing for re-election under items 2 and 3 of this Agenda are set out in the Directors’ Profile of the Annual Report 2023. Based on the recommendation of the Nominating Committee, the Board of Directors (“Board”) is satisfied with the performance and contributions of the retiring Directors and supports the re-election based on the following justifications. The retiring Directors do not have any conflict of interest with the Company and its subsidiaries (“Group”) and had also abstained from deliberation and decision-making on their re-election.

Re-election of Datin Tan Pak Say

Datin Tan Pak Say’s tenure as Managing Director has been marked by a demonstrated commitment to excellence and a track record of driving the Company’s growth. Her extensive experience in the steel industry, spanning over several decades since the mid-1980s, has been instrumental in steering LSH towards success. Under her leadership, LSH has achieved significant milestones and sustained its position in the market. Her strategic vision, coupled with her hands-on approach, has effectively guided the Group through challenges and capitalised on opportunities.

Re-election of Lim Leng Han

Mr. Lim Leng Han’s continued tenure as the non-independent non-executive chairman is justified by his extensive experience and valuable contributions to the Group throughout his tenure. He has provided strong leadership and guidance to the Board, fostering effective decision-making processes and promoting transparency and accountability.

Re-election of Soon Gim Wooi as Independent Non-Executive Director

Mr. Soon Gim Wooi’s background is set out under Directors’ Profile in this Annual Report 2023. He was appointed as Independent Non-Executive Director on 1 June 2023. He has fulfilled the requirements of independence as set out in the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and has provided confirmation of independence. He has demonstrated objectivity through his proactive engagements during meetings of the Board by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion.

Re-election of Datuk Dr Roslan Bin A. Ghaffar as Independent Non-Executive Director

Datuk Dr Roslan Bin A. Ghaffar’s background is set out under Directors’ Profile in this Annual Report 2023. He has fulfilled the requirements on independence as set out in the MMLR of Bursa Securities and the prescribed criteria under the Malaysian Code on Corporate Governance 2021. He was appointed on 27 March 2024 and subject to retirement pursuant to Clause 114 of the Constitution of the Company. The NC and the Board agreed that he should be given the opportunity to serve and contribute his skills sets, expertise and knowledge to the Board, Board Committees and the Group.

- The proposed Ordinary Resolution 5, if passed, will facilitate the payment of the Directors’ fees and benefits payable to the Directors for the period commencing one day after the 31st AGM through to the next AGM in 2025. Details of the Directors’ fees and benefits payable to the Directors for the financial year ended 31 December 2023 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2023.

The Directors’ fees and benefits payable are calculated based on the number of days scheduled for Board and Board Committees’ meetings. The amount of Directors’ fees payable includes fees payable to Directors as members of Board and Board Committees. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled Board and Board Committees’ meeting days and/or for the formation of additional Board Committees.

- The proposed Ordinary Resolution 7, if passed, is for the purpose of granting a renewed general mandate (“General Mandate”), empowering the Directors of the Company to purchase or further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares. The General Mandate will provide flexibility to the Company for any possible fund-raising activities and to avoid the need for further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 66 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate. As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the last AGM held on 31 May 2023 and which will lapse at the conclusion of this 31st AGM. If there should be a decision to issue new shares after the general mandate is obtained, the company will make an announcement in respect.

- The proposed Ordinary Resolution 8, if passed, will obtain the Shareholders’ Mandate for the Company and its subsidiaries to enter into specified recurrent related party transactions with Ennomettal Group Berhad and its subsidiaries as set out under Section 2.4 of the Circular which are necessary for the Group’s day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders. Further information on the Proposed Shareholders’ Mandate is set out in the Circular to Shareholders dated 30 April 2024.
- The proposed Ordinary Resolution 9, if passed, will allow the Company to purchase its own shares. The total number of ordinary shares purchased shall not exceed ten per centum (10%) of the total number of issued share (excluding treasury shares) of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM in 2025.

Statement Accompanying Notice of Annual General Meeting, (Pursuant to Paragraph 8.27(2) of the Listing Requirements)

As at the date of this Notice, no individual is standing for election as a Director at the forthcoming 31st AGM of the Company.