

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Southern Steel Berhad (“**SSB**” or “**Company**”) will be held at the Auditorium, Ground Floor, Menara Hong Leong, No. 6, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur, Malaysia on Friday, 3 January 2025 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE OF 752,057,840 NEW ORDINARY SHARES IN SSB (“SSB SHARES” OR “SHARES”) (“ISSUANCE SHARES”) TO GREEN ESTEEL PTE. LTD. (“ESTEEL”) AT AN ISSUE PRICE OF RM0.42 PER ISSUANCE SHARE (“ISSUE PRICE”), REPRESENTING APPROXIMATELY 50.10% OF THE ENLARGED ISSUED SHARE CAPITAL OF SSB AFTER COMPLETION OF THE PROPOSED ISSUANCE OF SHARES AND PROPOSED PRIVATE PLACEMENT (AS DEFINED BELOW) (“PROPOSED ISSUANCE OF SHARES”)

“**THAT** subject to the relevant approvals from the relevant authorities and/or parties being obtained for the Proposed Issuance of Shares, approval be and is hereby given to the Board of Directors of SSB (“**Board**”) to issue and allot 752,057,840 Issuance Shares to Esteel at the Issue Price, representing approximately 50.10% of the enlarged issued share capital of SSB after completion of the Proposed Issuance of Shares and Proposed Private Placement;

THAT the Issuance Shares shall, upon allotment and issuance, rank equally in all respects with the existing SSB Shares, save and except that the Issuance Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the Issuance Shares;

THAT, pursuant to Section 85(1) of the Companies Act 2016 (“**Act**”) read together with Clause 50 of the Company’s Constitution, the shareholders of the Company (“**Shareholders**”) do hereby waive their pre-emptive rights over all new SSB Shares to be issued arising from the Proposed Issuance of Shares, and such new SSB Shares when issued, to rank pari passu with the existing SSB Shares;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Issuance of Shares for such purposes as set out in Section 3 of Part A of the Circular to the Shareholders dated 19 December 2024 (“**Circular**”) and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Issuance of Shares in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to compliance with the requirements under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) and the approvals of the relevant authorities (where required);

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Issuance of Shares.”

ORDINARY RESOLUTION 2

PROPOSED EXEMPTION UNDER SUBPARAGRAPH 4.08(1)(B) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS FOR ESTEEL AND ITS CONTROLLING SHAREHOLDER, YOU ZHENHUA, FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER TO ACQUIRE ALL THE REMAINING SSB SHARES NOT ALREADY OWNED BY THEM UPON COMPLETION OF THE PROPOSED ISSUANCE OF SHARES (“PROPOSED EXEMPTION”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the relevant approvals from the Securities Commission Malaysia (“**SC**”) and/or any other relevant authorities and/or parties being obtained for the Proposed Exemption, including such conditions as may be imposed by the SC, approval be and is hereby given for Esteel and its controlling shareholder, You Zhenhua, to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining SSB Shares not already owned by them upon completion of the Proposed Issuance of Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Exemption.”

ORDINARY RESOLUTION 3

PROPOSED PRIVATE PLACEMENT OF UP TO 152,742,000 NEW SSB SHARES (“PLACEMENT SHARES”) TO THIRD-PARTY INVESTOR(S) AT AN ISSUE PRICE OF RM0.42 PER PLACEMENT SHARE (“PLACEMENT PRICE”), REPRESENTING UP TO APPROXIMATELY 10.18% OF THE ENLARGED ISSUED SHARE CAPITAL OF SSB AFTER COMPLETION OF THE PROPOSED ISSUANCE OF SHARES AND PROPOSED PRIVATE PLACEMENT (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the relevant approvals from the relevant authorities and/or parties being obtained for the Proposed Private Placement, approval be and is hereby given to the Board to issue and allot up to 152,742,000 Placement Shares to third-party investors who qualify as “public” as defined in the Listing Requirements and under Schedules 6 and 7 of the Capital Markets and Services Act 2007 at the Placement Price, representing up to approximately 10.18% of the enlarged issued share capital of SSB after completion of the Proposed Issuance of Shares and Proposed Private Placement;

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing SSB Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the Placement Shares;

THAT, pursuant to Section 85(1) of the Act read together with Clause 50 of the Company’s Constitution, the Shareholders do hereby waive their pre-emptive rights over all new SSB Shares to be issued arising from the Proposed Private Placement, such new SSB Shares when issued, to rank pari passu with the existing SSB Shares;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in Section 3 of Part A of the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to compliance with the requirements under the Listing Requirements and the approvals of the relevant authorities (where required);

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things as they may consider necessary or expedient in the best interest of the Company with the full powers to amend and/or assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities, and to take all steps and to enter into and execute all agreements, arrangements, undertakings, indemnities, transfer, assignments or guarantees with any party or parties and to carry out any other matters as may be required to finalise, implement and give full effect to the Proposed Private Placement.”

BY ORDER OF THE BOARD

Wong Wei Fong (SSM PC No. 201908001352) (MAICSA 7006751)

Valerie Mak Mew Chan (SSM PC No. 202008002623) (MAICSA 7017944)

Company Secretaries

Kuala Lumpur

19 December 2024

Notes:

1. For the purpose of determining members’ eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 26 December 2024 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. A member who is an authorised nominee may appoint not more than 2 proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in 1 securities account (“**Omnibus Account**”) may appoint any number of proxies in respect of the Omnibus Account.
3. Where 2 or more proxies are appointed, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which the appointments shall be invalid.
4. The Form of Proxy must be deposited at the Registered Office of the Company at Level 31, Menara Hong Leong, No. 6, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur, Malaysia or lodged electronically via email at cosec-hlmg@hlmg.com.my, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting.
5. Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this Notice will be put to a vote by way of a poll.