



**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 16th Annual General Meeting of CSC Steel Holdings Berhad ("CHB" or the "Company") will be held at Level 1 of the Company's Office Block, 180 Kawasan Industri Ayer Keroh, Ayer Keroh, 75450 Melaka, Malaysia on Wednesday, 24 June 2020, at 10:00 a.m., for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2019. **(Please refer to Explanatory Notes 1)**
- To approve a final single tier dividend of 6.6 sen per share in respect of the financial year ended 31 December 2019. **(Resolution 1)**
- To approve the payment of Directors' fees for an amount not exceeding RM 139,800 for the financial year ending 31 December 2020 as recommended by the Directors. **(Resolution 2)**
- To re-elect the following Directors who retire by rotation in accordance with Clause 77(2) and Clause 79 of the Company's Constitution and being eligible, have offered themselves for re-election:-
  - Phong Hon Wai (Clause 77(2)) **(Resolution 3)**
  - Yin, Shou-Kang (Clause 79) **(Resolution 4)**
  - Liu, Min-Hsiung (Clause 79) **(Resolution 5)**
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Board of Directors to determine their remuneration. **(Resolution 6)**

**AS SPECIAL BUSINESS**

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

- Ordinary Resolution** **(Resolution 7)**

**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 4 of the Circular to Shareholders dated 27 May 2020, provided that such transactions and/or arrangements which are necessary to the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Renewal of Shareholders' Mandate").

THAT the Proposed Renewal of Shareholders' Mandate shall only 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 said AGM, the authority is renewed; or
- the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate."

- To transact any other business of which due notice shall have been given in accordance with the Act.

**FURTHER NOTICE IS HEREBY GIVEN** that for the purpose of determining a member who shall be entitled to attend this 16th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 55(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 18 June 2020. Only a depositor whose name appears on the Record of Depositors as at 18 June 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier dividend of 6.6 sen per share for the financial year ended 31 December 2019, if approved by the shareholders at the 16th Annual General Meeting of the Company, will be paid on 10 July 2020 to the shareholders whose names appear on the Record of Depositors of the Company at the close of business on 26 June 2020.

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

- shares transferred into the Depositor's Securities Account before 4:00 p.m. on 26 June 2020 in respect of ordinary transfers; and
- shares bought on the Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**CSC STEEL HOLDINGS BERHAD**

**NG BEE LIAN** (MAICSA 7041392)  
(Practising Certificate: 201908003459)  
Company Secretary  
Melaka

27 May 2020

**NOTES:**

**1. APPOINTMENT OF PROXY**

- For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 18 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy made in a hard copy form, duly completed must be deposited at the Registered Office of the Company, 49B, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka not less than 48 hours before the time for holding the meeting or at any adjournment thereof. You can also have the option to lodge the proxy appointment electronically via TIH Online at website: <https://tih.online> before the Form of Proxy lodgement cut-off time as mentioned in the above. For further information on the electronic lodgement of Form of Proxy, kindly refer to the Annexure of the Form of Proxy Pursuant to Paragraph 8.29A of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of 16th AGM will be put to vote on a poll.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("CA2016") for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

**3. RESOLUTIONS 2 : PAYMENT OF DIRECTORS' FEES**

Section 230(1) of the CA2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval will be sought at this AGM on the Directors' fees for the financial year ending 31 December 2020.

**4. RESOLUTIONS 3 TO 5 : RE-ELECTION OF DIRECTORS**

Clause 77(2) of the Constitution provides that one-third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company and Clause 79 of the Constitution stated that a Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Directors standing for re-election pursuant to the Company's Constitution are:-

- Phong Hon Wai (Clause 77(2))
- Yin, Shou-Kang (Clause 79)
- Liu, Min-Hsiung (Clause 79)

The Board has through the Nominating Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the MMLR of Bursa Securities on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

**5. RESOLUTION 6 : RE-APPOINTMENT OF AUDITORS**

The Audit Committee had at its meeting held on 15 May 2020 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs. Deloitte PLT as External Auditors of the Company for the financial year ending 31 December 2020. The Board has in turn reviewed the recommendation of the Audit Committee and recommended the same be tabled to the shareholders for approval for the forthcoming AGM of the Company under Resolution 6.

**6. ORDINARY RESOLUTION 7: PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The proposed Ordinary Resolution 7, if passed, will renew the authority given to the Company and its subsidiaries (the "Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations with the respective related parties, subject that the transactions are transacted in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

**ANNUAL REPORT 2019 OF THE COMPANY**

A printed copy of the Annual Report 2019 shall be provided to the shareholders within four (4) market days from the date of receipt of their written request.

Shareholders who wish to receive the printed copy of the Annual Report 2019, kindly contact Ms. Ashley Ng, email to [lyng@cscmalaysia.com](mailto:lyng@cscmalaysia.com).

You may also send the completed request form to The Share Registrar Office, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 6, Jalan Kerinchi, 59200 Kuala Lumpur or at <https://tih.online> by selecting "Request for Annual Report" under the "Investor Services" for a printed copy of the Annual Report 2019.