



**NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 15th 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 Thursday, 23 May 2019, at 10:00 a.m., for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

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| 1. To receive the Directors' Report, Audited Financial Statements and the Auditors' Report for the financial year ended 31 December 2018.  | <b>(Please refer to Explanatory Notes)</b>                                     |
| 2. To approve a final single tier dividend of 4 sen per share in respect of the financial year ended 31 December 2018.   | <b>(Resolution 1)</b>  |
| 3. To approve the payment of Directors' fees amounting to RM123,600 for the financial year ended 31 December 2018.   | <b>(Resolution 2)</b>  |
| 4. To approve the payment of Directors' fees for an amount not exceeding RM123,600 for the financial year ending 31 December 2019 as recommended by the Directors.   | <b>(Resolution 3)</b>  |
| 5. To re-elect the following Directors who retire by rotation in accordance with Article 128 and Article 133 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-<br>i. Lim Lay Ching (Article 128)<br>ii. Hwang, Chien-Chih (Article 133)<br>iii. Kuo, Yi-Jen (Article 133)<br>iv. Chen, Chien-Tu (Article 133) | <b>(Resolution 4)<br/>(Resolution 5)<br/>(Resolution 6)<br/>(Resolution 7)</b> |
| 6. To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Board of Directors to determine their remuneration.   | <b>(Resolution 8)</b>  |

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 all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.

AND THAT the estimates given in respect of the recurrent related party transactions specified in Part A of Section 4 of the Circular/Statement being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount(s) thereof provided that such amount or amounts comply with the procedures set out in Part A of Section 5 of the Circular/Statement."

**8. Special Resolution**

**Proposed Adoption of a New Constitution of the Company in place of the Existing Memorandum and Articles of Association ("Proposed New Constitution")** **(Special Resolution)**

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Appendix III of the Circular/Statement to Shareholders dated 26 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018 be and is hereby adopted as the Constitution of the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient, and/or appropriate in order to complete and give full effect to the Proposed New Constitution with full powers to assent to any conditions, modifications, variation and/or amendment as may be required or imposed by the relevant authorities."

**9. 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 15th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 78 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 15 May 2019. Only a depositor whose name appears on the Record of Depositors as at 15 May 2019 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 4 sen per share for the financial year ended 31 December 2018, if approved by the shareholders at the 15th Annual General Meeting of the Company, will be paid on 11 July 2019 to the shareholders whose names appear on the Record of Depositors of the Company at the close of business on 28 June 2019.

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 28 June 2019 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)  
Company Secretary  
Melaka

26 April 2019

**AS SPECIAL BUSINESS**

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

**7. Ordinary Resolution**

**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Resolution 9)**

"THAT, subject always to the provisions of the Companies Act, 2016 (the "Act"), the Articles of Association of the Company (and the Constitution of Company being adopted upon the passing of the Special Resolution below), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and guidance noted issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part A of Section 4 (the "Proposed Renewal of Shareholders' Mandate") of the Circular/Statement to Shareholders dated 26 April 2019, which are provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations of the Group;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company,

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company (following the AGM at which the Proposed Renewal of Shareholders' Mandate was passed) at which time it shall lapse unless by a resolution passed at such 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 Act [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,

**NOTES:**

**1. APPOINTMENT OF PROXY**

- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power attorney.
- A member shall not, subject to Paragraphs (iv) and (v) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the ordinary shares of the Company. 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 is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
- Any alteration to the instrument appointing a proxy must be initiated. The instrument appointing a proxy must be deposited at the registered office of the Company at 49-B, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, Malaysia, not less than 48 hours before the time appointed for holding the meeting.
- 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 15th AGM will be put to vote on a poll.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018**

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 & 3 : 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 ended 31 December 2018 and for the financial year ending 31 December 2019.

**4. RESOLUTIONS 4 TO 7 : RE-ELECTION OF DIRECTORS**

Article 128 of the Articles of Association 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 Article 133 of the Articles of Association 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 Articles of Association are:-

- Lim Lay Ching (Article 128)
- Hwang, Chien-Chih (Article 133)
- Kuo, Yi-Jen (Article 133)
- Chen, Chien-Tu (Article 133)

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 8 : RE-APPOINTMENT OF AUDITORS**

The Audit Committee had at its meeting held on 2 April 2019 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 2019. 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 8.

**6. ORDINARY RESOLUTION 9: PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The proposed Ordinary Resolution 9, if passed, will renew the authority given to the Company and its subsidiaries (the "CHB Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the CHB 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.

**7. SPECIAL RESOLUTION : PROPOSED NEW CONSTITUTION**

The Special Resolution, if passed, will streamline the Company's Constitution with the new provisions of the Act, amendments made to the MMLR of Bursa Securities and enhance administrative efficiency. The Board proposed that the existing Memorandum and Articles of Association be amended in its entirety by replacement of a new Constitution in view of the substantial amount of the amendments. The proposed new Constitution shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at 15th AGM.