



CSC STEEL

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19th 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, 1 June 2023, at 10:30 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 2022. **(Please refer to Explanatory Note 1)**
- To approve a final single tier dividend of 3 sen per share in respect of the financial year ended 31 December 2022. **(Resolution 1)**
- To approve the payment of Directors' fees for an amount not exceeding RM 230,000 for the financial year ending 31 December 2023 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:-
 - Chen, Yi-Chien [Clause 77(2)] **(Resolution 3)**
 - Phong Hon Wai [Clause 77(2)] **(Resolution 4)**
 - Siti Haliza Binti Md Taib (Clause 79) **(Resolution 5)**
- To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2023 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 Resolution with or without modifications:-

- Ordinary Resolution Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Resolution 7)**

"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(a) of the Circular to Shareholders dated 28 April 2023, 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."

- Ordinary Resolution Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Resolution 8)**

"THAT, subject always to the provisions of the Companies Act, 2016 (the "Act"), the Constitution of Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and guidance notes 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 Section 4(b) (the "Proposed New Shareholders' Mandate") of the Circular to Shareholders dated 28 April 2023 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 New 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 New 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 the 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,
- 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 New Shareholders' Mandate.

AND THAT the estimates given in respect of the recurrent related party transactions specified in Section 4(b) of the Circular 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 Section 5 of the Circular."

- 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 19th 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 25 May 2023** 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 3 sen per share for the financial year ended 31 December 2022, if approved by the shareholders at the 19th Annual General Meeting of the Company, will be paid on 6 July 2023 to the shareholders whose names appear on the Record of Depositors of the Company at the close of business on 23 June 2023.

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

- shares transferred into the Depositor's Securities Account before 4:30 p.m. on 23 June 2023 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
YONG MAY LI (LS 0000295, SSM PC No. 202008000285)
WONG CHEE YIN (MAICSA 7023530, SSM PC No. 202008001953)
Company Secretaries Johor Bahru

NOTES:

1. APPOINTMENT OF PROXY

- For the purpose of determining who shall be entitled to attend this 19th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a **Record of Depositors as at 25 May 2023**. Only a member whose name appears on this Record of Depositors shall be entitled to attend this 19th AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at this 19th AGM 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/her 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 19th AGM.
- 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 Securities Industry (Central Depositories) Act, 1991 ("**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 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 may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 19th AGM or adjourned 19th AGM at which the person named in the appointment proposes to vote:
 - In hard copy form**
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic form**
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tih.online>. Kindly refer to the Administrative Guide for the 19th AGM for the Procedure for Electronic Submission of Proxy Form.
- Any authority pursuant to which such an appointment is made by a power of attorney may be made in a hard copy form or by electronic means in the above manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 19th AGM or adjourned 19th AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is **Tuesday, 30 May 2023 at 10:30 a.m.**
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC)(Malaysian), or
 - Police report (for loss of NRIC)/Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend the 19th AGM, please bring **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's registered officer earlier.
- Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the 19th AGM shall be put by way of poll.
- The members are advised to refer to the Administrative Guide on the registration process for the 19th AGM.
- In view that constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of the 19th AGM at short notice. Kindly check Bursa Malaysia Securities Berhad's website and the Company's website at www.cscmalaysia.com for the latest updates on the status of the 19th AGM.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022
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. RESOLUTION 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 2023.

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:-

- Chen, Yi-Chien [Clause 77(2)]
- Phong Hon Wai [Clause 77(2)]
- Siti Haliza Binti Md Taib (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 6 April 2023 assessed the suitability and the 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 2023. 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 "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. ORDINARY RESOLUTION 8 : PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
The proposed Ordinary Resolution 8, if passed, will authorise the CHB Group to enter into new 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.

2022 ANNUAL REPORT OF THE COMPANY

Should you require a printed copy of the 2022 Annual Report and Circular to Shareholders, kindly request at our Share Registrar ("TIH Online"), Tricor Investor & Issuing House Services Sdn. Bhd., TIH Online website at <https://tih.online> by selecting "Request for Annual Report/Circular" under the Investor Services. Alternatively, you may also make your request through email to Mr. Tay Kim Loon (kley@cscomalaysia.com) or through telephone/email to our Share Registrar (603-2783 9299 or is.enquiry@my.tricorglobal.com).

The printed copy of the 2022 Annual Report and Circular to Shareholders shall be provided to the shareholders as soon as reasonably practicable from the date of receipt of their written request.