

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Eighth Annual General Meeting (“**48th AGM**”) of the Company which will be conducted as a **FULLY VIRTUAL** meeting through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) facilities for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice. The details of the 48th AGM are set out as below:-

Day and Date : Thursday, 16 July 2020
 Time : 2.00 p.m.
 Broadcast Venue : Masteel Meeting Room, Unit B-05-3A, 5th Floor, Block B (West Wing), PJ8 Office Suite, No. 23, Jalan Barat, Seksyen 8, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To approve the Directors’ fees up to an aggregate amount of RM159,600.00 for the financial year ending 31 December 2020 and benefit payable to the Directors up to an aggregate amount of RM384,470.00 from 16 July 2020 until the next AGM of the Company and the payment thereof. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who are retiring pursuant to Clause 96 of the Constitution of the Company:-
 - (i) Dato’ Ikhwan Salim Bin Dato’ Haji Sujak **(Ordinary Resolution 2)**
 - (ii) Encik Muhammad Hanizam Bin Hj. Borhan **(Ordinary Resolution 3)**
 - (iii) Mr Lau Yoke Leong **(Ordinary Resolution 4)**
4. To re-appoint Messrs RSM Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

As Special Business

To consider and, if thought fit, to pass the following resolutions:-

5. **Authority for Mr Ng Wah Lok to continue in office as Senior Independent Non-Executive Director** **(Ordinary Resolution 6)**
(Please refer to Note 2 of the Explanatory Notes)
 “**THAT** authority be and is hereby given to Mr Ng Wah Lok who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as a Senior Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”
6. **Authority for Encik Muhammad Hanizam Bin Hj. Borhan to continue in office as Independent Non-Executive Director** **(Ordinary Resolution 7)**
(Please refer to Note 2 of the Explanatory Notes)
 “**THAT** subject to passing of Ordinary Resolution 3, the authority be and is hereby given to Encik Muhammad Hanizam Bin Hj. Borhan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.”

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. **Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares ("Proposed Renewal of Share Buy-Back Mandate")**

(Ordinary Resolution 8)

(Please refer to Note 3 of the Explanatory Notes)

"THAT subject to the Companies Act 2016 (**"the Act"**), the Constitution of the Company, the Main Market Listing Requirements (**"MMLR"**) of Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits of the Company as at 31 December 2019 of RM418.40 million to purchase 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 through Bursa Securities 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 shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;

THAT an amount not exceeding the Company's retained profits account be allocated by the Company for the Proposed Share Buy-Back;

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either cancel and/or retain the shares so purchased as treasury shares and to dealt with such treasury shares in the manner as set out in Section 127(7) of the Act.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-

- (i) the conclusion of the next AGM of the Company (being the Forty-Ninth AGM of the Company), at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the Forty-Ninth AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, 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 Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority."

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

8. **Proposed Renewal of Authority under Sections 75 and 76 of the Act and the Constitution of the Company for the Directors to allot and issue shares**

(Special Resolution)

“**THAT** pursuant to Sections 75 and 76 of the Act and the Constitution of the Company, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company 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 (excluding treasury shares) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.”

(Please refer to Note 4 of the Explanatory Notes)

9. To transact any other business, of which due notice shall have been given in accordance with the Constitution of the Company and the Act.

By Order of the Board,

TAI YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Company Secretaries

Selangor Darul Ehsan
16 June 2020

NOTES:-

1. As part of the safety measures to curb the spread of the Coronavirus outbreak, the Company will conduct the AGM entirely through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities. For further details and guidelines on RPV facilities, please refer to the Administrative Guide.
2. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies/corporate representative from the public should be physically present at the broadcast venue on the day of AGM.
3. In respect of deposited securities, only members whose names appear on the Record of Depositors on 8 July 2020 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on his (her) behalf.
4. A member [other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991] entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.
5. Where a member appoints two (2) proxies, the appointment shall be invalid unless he (she) specifies the proportions of his (her) shareholdings to be represented by each proxy.
6. Where a member of the Company is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”) as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

NOTES: (CONT'D)

7. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it is entitled to 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. Where an Authorised Nominee appoints two (2) proxies to attend and vote at the AGM, the proportion of shareholdings to be represented by each proxy must be specified in the proxy form, failing which, the appointment shall be invalid.
8. The proxy form shall be in writing, executed by or on behalf of the appointer or his (her) attorney duly authorised in writing or, if the appointer is a corporation, either be executed under its common seal or by its duly authorised attorney or officer.
9. The proxy form and the power of attorney or other authority, if any, under which it is signed or a duly notarised copy of that power or authority must be deposited to the Company's Share Registrar office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM or adjourned AGM.
10. Pursuant to paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the AGM will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

EXPLANATORY NOTES

1. **Audited Financial Statements for the financial year ended 31 December 2019**

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the the Act does not require a formal approval of shareholders for the audited financial statements. Hence, this item on the Agenda is not put forward for voting.

2. **Authority for Mr Ng Wah Lok and Encik Muhammad Hanizam Bin Hj. Borhan to continue in office as Senior Independent Non-Executive Director and Independent Non-Executive Director respectively**

In respect of Ordinary Resolution 6 and 7, the Board of Directors ("**Board**") has via the Nomination Committee conducted an evaluation on the re-appointment of Mr Ng Wah Lok and Encik Muhammad Hanizam Bin Hj. Borhan who have served as Senior Independent Non-Executive Director and Independent Non-Executive Director of the Company respectively for a cumulative term of more than twelve (12) years, and recommended them to continue to act as Senior Independent Non-Executive Director and Independent Non-Executive Director of the Company respectively, based on the following justifications subject to the approval from the shareholders of the Company:-

- a. They fulfilled the criteria under the definition of Independent Director as stated in the MMLR, and therefore are able to bring independent and objective judgment to the Board.
- b. They have contributed sufficient time and effort in attending the Board Committee meetings and Board meetings.
- c. The length of their service on the Board does not in any way interfere with their exercise of independent judgment and ability to act in the best interests of the Company.
- d. As they have been with the Company for more than twelve (12) years, they therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations or discussions at Board Committee meetings and Board meetings without compromising their independence and objective judgment.
- e. They have exercised their due care during their tenure as Senior Independent Non-Executive Director and Independent Non-Executive Director of the Company respectively and carried out their professional duties in the interest of the Company and shareholders.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

EXPLANATORY NOTES (CONT'D)

3. **Proposed Renewal of Share Buy-Back Mandate**

Ordinary Resolution 8 proposed under item 7 of the Agenda, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of ordinary shares by the Company up to ten per centum (10%) of the total number of issued shares of the Company at the time of issue as the Directors may deem fit and expedient in the best interests of the Company. The authority will, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the Forty-Eighth AGM is required by law to be held.

Please refer to the Statement to Shareholders dated 16 June 2020 for further information.

4. **Proposed Renewal of Authority under Sections 75 and 76 of the Act and the Constitution of the Company for the Directors to allot and issue shares**

The Company had, during its Forty-Seventh AGM held on 20 June 2019, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the Sections 75 and 76 of the Act. As at the date of this notice, the Company had placed out 25,500,000 new ordinary shares pursuant to this mandate obtained. The proceeds raised from the private placement have been utilised for repayment of bank borrowings and defrayment of expenses incidental to the private placement.

Special Resolution proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding investment project(s), working capital and/or acquisition.

PERSONAL DATA PRIVACY:

By submitting proxy form(s) appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



MALAYSIA STEEL WORKS (KL) BHD

www.masteel.com.my

Registration No. 197101000213 (7878-V)

(Incorporated in Malaysia)

No. of Shares

CDS account No.

PROXY FORM

I/We, (NRIC No./Passport No./Company No.)

of

and telephone no./email address

being a member/members of **MALAYSIA STEEL WORKS (KL) BHD** (the "**Company**"), hereby appoint

..... (NRIC No./Passport No.)

of

or failing him/her, (NRIC No./Passport No.)

of

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Forty-Eighth Annual General Meeting ("**AGM**") of the Company which will be conducted as a **FULLY VIRTUAL** meeting at the Broadcast Venue at Masteel Meeting Room, Unit B-05-3A, 5th Floor, Block B (West Wing), PJ8 Office Suite, No. 23, Jalan Barat, Seksyen 8, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 16 July 2020 at 2.00 p.m. or at any adjournment thereof. I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast.

* Please delete the words "Chairman of the Meeting" if you wish to appoint other person(s) to be your proxy/proxies.

NO.	RESOLUTIONS		FOR	AGAINST
1.	Approval of Directors' Fees for the financial year ending 31 December 2020 and the benefits payable from 16 July 2020 until the next Annual General Meeting	Ordinary Resolution 1		
2.	Re-election of Dato' Ikhwan Salim Bin Dato' Haji Sujak as Director	Ordinary Resolution 2		
3.	Re-election of Encik Muhammad Hanizam Bin Hj. Borhan as Director	Ordinary Resolution 3		
4.	Re-election of Mr Lau Yoke Leong as Director	Ordinary Resolution 4		
5.	Re-appointment of Messrs RSM Malaysia as Auditors	Ordinary Resolution 5		
6.	Authority for Mr Ng Wah Lok to continue in office as Senior Independent Non-Executive Director	Ordinary Resolution 6		
7.	Authority for Encik Muhammad Hanizam Bin Hj. Borhan to continue in office as Independent Non-Executive Director	Ordinary Resolution 7		
8.	Proposed Renewal of Share Buy-Back Mandate	Ordinary Resolution 8		
9.	Proposed Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company for the Directors to allot and issue shares	Special Resolution		

(Please indicate with an "X" in the spaces provided how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his (her) discretion.)

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

First Proxy %
Second Proxy %

100%



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Stamp

The Share Registrar
SECURITIES SERVICES (HOLDINGS) SDN. BHD.
[197701005827 (36869-T)]
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

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