

LEADER STEEL HOLDINGS BERHAD
Registration No.: 199301012471 (267209-K)
(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting (“**EGM**”) of LEADER STEEL HOLDINGS BERHAD (“**LSH**” or “**the Company**”) held at 2nd Floor, Wisma Leader Steel, Plot 85, Lorong Perusahaan Utama, Kawasan Perusahaan Bukit Tengah, 14000 Bukit Tengah, Seberang Perai Tengah, Pulau Pinang, Malaysia on **Monday, 30 May 2022 at 1.00 p.m.**

Directors

1. Tan Sri Dato’ Mohd Desa bin Pachi, Tan Sri Dato’ Chairman & Independent Non-Executive Director (“**INED**”)
2. Datin Tan Pak Say, Managing Director
3. Mr. Lim Leng Han, Senior INED
4. Datuk Abdullah bin Haji Kuntom, INED
5. Encik Abdull Sukor Bin Ismail, INED

Via Microsoft Teams online platform

6. Dato’ Goh Cheng Huat, Deputy Chairman/Executive Director
7. Ms. Goh Wan Jing, Executive Director
8. Encik Mohd. Arif bin Mastol, INED

In Attendance Ms. Ong Tze-En, Joint Company Secretary

Auditor Mr. Goh Chee Beng, Engagement Partner, BDO PLT

Polling Agent Securities Services Holdings Sdn. Bhd.

Scrutineer Ms. Tan Yun Nee, Commercial Quest Sdn. Bhd.

Principal Adviser
& Legal Advisor

Via Microsoft Teams online platform

1. Foo Chun Keong, Mercury Securities Sdn. Bhd.
2. Melisa Pang, Mercury Securities Sdn. Bhd.
3. Cheah Wei Han, Mercury Securities Sdn. Bhd.
4. Adrian Koh Yeow York, Mah-Kamariyah & Philip Koh
5. Pang Jia Ling, Mah-Kamariyah & Philip Koh
6. Poo Hao Yi, Mah-Kamariyah & Philip Koh

Present As per attendance list

By invitation As per attendance list

The shareholders, corporate representative, proxies and invitees who attended the EGM are set out in the Attendance List attached which formed an integral part of these Minutes.

INTRODUCTION

A Tan Sri Dato’ Mohd Desa Bin Pachi, Chairman of the Board of Directors (“**Board**”) of LSH (“**Tan Sri Dato’ Chairman**”) extended a very warm welcome to all shareholders, proxy holders, corporate representatives and invitees (collectively “**the participants**”) to attend the EGM of the Company.

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- B It was informed by Tan Sri Dato' Chairman that the 29th AGM had just concluded, so that he will not repeat the administrative arrangements and introduction of the members of the board of directors as it same with the 29th AGM just held.
- C Tan Sri Dato' Chairman then introduced the representative from the principal advisers, Mr. Foo Chun Keong, the Associate Director, Corporate Finance of Mercury Securities Sdn. Bhd. and the Due Diligence Solicitors, Mr. Adrian Koh Yeow York, Managing Partner of Mah-Kamariyah & Philip Koh joined the EGM remotely from various locations.

ADMINISTRATIVE ANNOUNCEMENT

- D He also reminded all Attendees to switch off or put all sound emitting devices to silent mode so as not to distract the proceedings of the meeting.
- E Tan Sri Dato' Chairman informed that voice or video recording of this meeting proceeding was strictly prohibited.

NOTICE OF MEETING

- F Tan Sri Dato' Chairman pointed out that the Circular has been issued which sets out agenda, supporting details, rationale and conditions in respect of the following Proposals:
- (i) Proposed private placement of up to 40,359,700 new ordinary shares in the Company ("**Shares**"), representing up to approximately 30% of the existing total number of issued shares, to independent third party investor(s) to be identified and at an issue price to be determined later ("**Proposed Private Placement**"); and
 - (ii) Proposed establishment and implementation of an Employees' Share Option Scheme involving up to 15% of the total number of issued shares (excluding treasury shares) for eligible directors and employees of LSH and its subsidiaries (excluding dormant subsidiaries) ("**Proposed ESOS**")

Tan Sri Dato' Chairman then declared that the Notice for the EGM was published in the newspapers and circulated to shareholders, auditors and Directors on 13 May 2022 for the prescribed period and would now be taken as read.

CALL TO ORDER AND QUORUM OF THE MEETING

- G Tan Sri Dato' Chairman called the meeting to order upon receipt of confirmation from the Joint Company Secretary, Ms. Ong Tze-En that a quorum was present.

VOTING BY POLL & PROCEDURES

H Tan Sri Dato' Chairman informed that there were ten (10) Ordinary Resolutions to be tabled for approval by the shareholders. All these resolutions as set forth in the Notice of the EGM would be put to vote on poll in accordance with paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**MMLR**").

I He then exercised his right, as the Chairman of the meeting, to demand for a poll in accordance with Clause 89 of the Company's Constitution for all ten (10) ordinary resolutions as stated in the Notice of the EGM.

J He then continued with the business of the meeting by briefing the shareholders, corporate representatives and proxies present of their right to participate, speak and vote on the resolutions set out in the Notice of EGM.

K Tan Sri Dato' Chairman further informed that Messrs. Securities Services (Holdings) Sdn. Bhd. is the appointed Polling Agent to conduct the Poll while Messrs. Commercial Quest Sdn. Bhd. has been appointed as Scrutineer to verify the poll results. He then invited representative of the Polling Agent to brief the meeting on the polling procedures.

L Tan Sri Dato' Chairman informed the meeting that the polling process would be conducted upon the conclusion of the deliberations of all agenda items.

M He then moved on to address the items in the meeting agenda.

1. PROPOSED PRIVATE PLACEMENT OF UP TO 40,359,700 NEW ORDINARY SHARES IN THE COMPANY ("LSH SHARES" OR THE "SHARES") ("PLACEMENT SHARES"), REPRESENTING UP TO APPROXIMATELY 30% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES, TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED AND AT AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED PRIVATE PLACEMENT")

[Ordinary Resolution 1]

1.1 Tan Sri Dato' Chairman informed that the first item on the meeting agenda was to consider the Proposed Private Placement which, if approved today, would empower the Board of Directors of the Company ("**Board**") to allot and issue up to 40,359,700 Placement Shares by way of private placement to independent third-party investor(s) to be identified later, in one or more tranches at an issue price for each tranche to be determined at a later date by the Board.

1.2 Tan Sri Dato' Chairman informed the meeting to refer the Notice of the EGM and the Circular to Shareholders dated 13 May 2022 for details of the Proposed Private Placement.

On Tan Sri Dato' Chairman's proposal, the Ordinary Resolution 1 was put to vote, by poll.

2. PROPOSED ESTABLISHMENT AND IMPLEMENTATION OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS" OR THE "SCHEME") INVOLVING UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF LSH AND ITS SUBSIDIARIES ("GROUP") (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED ESOS")

[Ordinary Resolution 2]

2.1 Tan Sri Dato' Chairman informed that Ordinary Resolution 2 which dealt with the Proposed ESOS.

2.2 Tan Sri Dato' Chairman explained that the establishment of a ESOS Scheme is to recognise the contributions and efforts made by the eligible Directors and employees as they play a constructive role in contributing towards the growth and performance of the Group. Their participation in the equity of the Company is expected to enhance their level of commitment and contribution as well as to enable the Company to attract and retain capable individuals to act as Directors and employees of the Group.

2.3 Tan Sri Dato' Chairman informed the meeting to refer the Notice of the EGM and the Circular to Shareholders dated 13 May 2022 for details of the Proposed ESOS.

2.4 On Tan Sri Dato' Chairman's proposal, the Ordinary Resolution 2 was put to vote, by poll.

3. PROPOSED ALLOCATION OF ESOS OPTIONS TO DIRECTORS:-

- | | |
|--|---------------------------------|
| (i) TAN SRI DATO' MOHD DESA BIN PACHI | [Ordinary Resolution 3] |
| (ii) DATO' GOH CHENG HUAT | [Ordinary Resolution 4] |
| (iii) DATIN TAN PAK SAY | [Ordinary Resolution 5] |
| (iv) GOH WAN JING | [Ordinary Resolution 6] |
| (v) LIM LENG HAN | [Ordinary Resolution 7] |
| (vi) DATUK ABDULLAH BIN HAJI KUNTOM | [Ordinary Resolution 8] |
| (vii) MOHD. ARIF BIN MASTOL | [Ordinary Resolution 9] |
| (viii) ABDULL SUKOR BIN ISMAIL | [Ordinary Resolution 10] |

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3.1 Tan Sri Dato' Chairman informed that the next Ordinary Resolutions 3 to 10 dealt with the proposed allocation of ESOS to each of the following individual Directors:-

- (a) Ordinary Resolution 3 - Tan Sri Dato' Mohd Desa Bin Pachi
- (b) Ordinary Resolution 4 - Dato' Goh Cheng Huat
- (c) Ordinary Resolution 5 - Datin Tan Pak Say
- (d) Ordinary Resolution 6 - Goh Wan Jing
- (e) Ordinary Resolution 7 - Lim Leng Han
- (f) Ordinary Resolution 8 - Datuk Abdullah bin Haji Kuntom
- (g) Ordinary Resolution 9 - Mohd. Arif bin Mastol
- (h) Ordinary Resolution 10 - Abdull Sukor bin Ismail

3.2 Tan Sri Dato' Chairman informed the meeting to refer the Notice of the EGM and the Circular to Shareholders dated 13 May 2022 for details of the Proposed Allocation of ESOS Options to Directors.

3.3 Tan Sri Dato' Chairman highlighted that the interested Directors, major shareholders and/or persons connected to above Directors are deemed interested in the Proposed Allocation of ESOS Options to Directors and accordingly will abstain from voting on their respective resolutions.

3.4 Tan Sri Dato' Chairman added that the interested Directors have abstained and will continue to abstain on all Board deliberations and decision making on the resolutions pertaining to their respective allocations as well as allocations to persons connected with them.

3.5 On the proposal of Tan Sri Dato' Chairman, the Ordinary Resolutions 3,4,5,6,7,8,9,10 were put to vote, separately, by poll.

4. ANY OTHER BUSINESS

4.1 Chairman noted from the Company Secretary that no notice of any other business for transaction at the meeting had been received by the Company for this EGM.

5. POLLING PROCESS

5.1 On Chairman's invitation, the representative of the Polling Agent briefed the meeting on the procedures for the conduct of poll at the Meeting.

5.2 The shareholders were requested to indicate their votes by marking an "X" in the appropriate box for Ordinary Resolutions 1 to 10 and sign on the voting slip for the EGM. All the Polling Slips were dropped into the ballot box circulated by a representative of the Polling Administrator.

- 5.3 The casting of votes by the shareholders, proxy holders and corporate representatives were duly observed by the Scrutineer.
- 5.4 With the consent of the Meeting, Tan Sri Dato' Chairman declared the Meeting adjourned at 1:15 pm after shareholders, proxy holders and corporate representatives had duly casted their votes, for the polling process to be undertaken.

6. ANNOUNCEMENT OF POLLING RESULTS

- 6.1 At 1:30 pm, Tan Sri Dato' Chairman called the Meeting to order for the declaration of the poll results in respect of the 10 Ordinary Resolutions. He thanked all participants for their patience to wait for the results of the poll.
- 6.2 The poll results (attached herein as Appendix A) were verified and scrutinised by Commercial Quest Sdn. Bhd.
- 6.3 Tan Sri Dato' Chairman proceeded to announce the results of the poll as follows and the results of the poll was also projected for ease of view by all.

Ordinary Resolution	For		Against		Abstain	Total voted	
	No. of shares	%	No. of shares	%	No. of shares	No. of shares	%
1	72,389,268	100	0	0	0	72,389,268	100
2	72,389,268	100	0	0	0	72,389,268	100
3	72,389,268	100	0	0	0	72,389,268	100
4	3,833,400	100	0	0	68,555,868	3,833,400	100
5	2,142,400	100	0	0	70,246,868	2,142,400	100
6	3,888,400	100	0	0	68,500,868	3,888,400	100
7	72,371,268	100	0	0	18,000	72,371,268	100
8	72,389,268	100	0	0	0	72,389,268	100
9	72,389,268	100	0	0	0	72,389,268	100
10	72,389,268	100	0	0	0	72,389,268	100

- 6.4 Based on the poll results, Tan Sri Dato' Chairman then declared that all the ten (10) Ordinary Resolutions as tabled at this EGM were approved and carried by unanimous or majority votes, as the case applies.

6.5 It was **RESOLVED:**

Ordinary Resolution 1

“THAT subject to all approvals and/or consents of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 40,359,700 Placement Shares by way of private placement to independent third party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the circular to the shareholders of the Company dated 13 May 2022 (“**Circular**”);

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-market day volume weighted average market price of the Shares up to and including the last trading day immediately prior to the Price-Fixing Date;

THAT the Board be and is hereby authorised to use the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the use of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares;

THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

AND THAT this Ordinary Resolution 1 constitutes specific approval for the issuance of shares in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

Ordinary Resolution 2

“THAT subject to all approvals and/or consents of the relevant authorities and/or parties being obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 15% of the total number of issued Shares from time to time (excluding treasury shares) for the benefit of eligible directors and eligible employees of the Group (excluding dormant subsidiaries) and the Board be and is hereby authorised to:-

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- i. implement and administer the Scheme in accordance with the by-laws governing the Scheme ("**By-laws**"), a draft of which is set out in Appendix II of the Circular, to approve and adopt the By-laws and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- ii. make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued arising from the exercise of the options granted under the Scheme ("**ESOS Options**");
- iii. allot and issue from time to time such number of new Shares as may be required arising from the exercise of the ESOS Options provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed 15% of the total number of issued Shares (excluding treasury shares) at any point of time over the duration of the Scheme. The Shares to be allotted and issued upon the exercise of any ESOS Options granted under the Scheme will be subject to the provisions of the Constitution of the Company and will, upon allotment and issuance, rank pari passu in all respects with the then existing issued Shares, save and except that the Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of such new Shares;
- iv. modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
- v. extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of 10 years from the date on which the Scheme shall take effect following full compliance with all relevant requirements without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting; and
- vi. to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate in order to give full effect to the Proposed ESOS and terms of the By-laws with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by

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the relevant authorities or deemed necessary by the Board in the best interest of the Company;

THAT the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;

AND THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion.”

Ordinary Resolutions 3 to 10

“THAT subject to the passing of the Ordinary Resolution 2 above and subject to all approvals and/or consents of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following Directors, ESOS Options to subscribe for new Shares under the ESOS:-

- | | | |
|--------|-----------------------------------|--------------------------|
| (i) | Tan Sri Dato' Mohd Desa Bin Pachi | [Ordinary Resolution 3] |
| (ii) | Dato' Goh Cheng Huat | [Ordinary Resolution 4] |
| (iii) | Datin Tan Pak Say | [Ordinary Resolution 5] |
| (iv) | Goh Wan Jing | [Ordinary Resolution 6] |
| (v) | Lim Leng Han | [Ordinary Resolution 7] |
| (vi) | Datuk Abdullah bin Haji Kuntom | [Ordinary Resolution 8] |
| (vii) | Mohd. Arif bin Mastol | [Ordinary Resolution 9] |
| (viii) | Abdull Sukor bin Ismail | [Ordinary Resolution 10] |

provided always that:-

- (i) he/she shall not participate in the deliberation or discussion of his/her own allocation as well as allocation to persons connected with him/her;
- (ii) the allocation to him/her, who singly or collectively through persons connected with him/her, holds 20% or more of the total number of issued Shares (excluding treasury shares), shall not exceed 10% of the total number of new Shares to be issued under the Scheme; and
- (iii) such offer and grant of ESOS Options are subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-laws, the Main Market Listing Requirements of Bursa Securities or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT the Board is authorised to allot and issue such number of new Shares arising from the exercise of the ESOS Options issued under the Scheme;

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AND THAT the Shares to be allotted and issued upon the exercise of any ESOS Options granted under the Scheme will be subject to the provisions of the Constitution of the Company and will, upon allotment and issuance, rank pari passu in all respects with the then existing issued Shares, save and except that the Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid to shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of such new Shares.”

7. CONCLUSION

Tan Sri Dato' Chairman declared that the EGM closed and thanked everyone present for their participation. There being no further business, the Meeting concluded at 1:30 pm with a vote of thanks to Tan Sri Dato' Chairman.

Confirmed as a correct record

Chairman