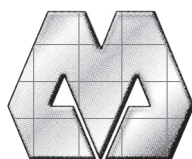


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular except in respect of the new shareholders’ mandate for Recurrent Related Party Transaction of this Circular on a limited review basis pursuant to the provision of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities, prior to the issuance of this Circular. Bursa Securities takes no responsibility for the contents of this Circular and makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



MYCRON STEEL BERHAD
(Reg. No. 200301020399 (622819-D))
(Incorporated In Malaysia)

CIRCULAR TO SHAREHOLDERS

In relation to the :

- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES AND PROVISION OF FINANCIAL ASSISTANCE; AND**
- **PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.**

The above Proposals will be tabled as Special Business at the Company’s 19th Annual General Meeting (“AGM”).

The Notice of the 19th AGM of the Company together with a Form of Proxy are enclosed together with the Annual Report for the financial year ended 30 June 2022. **The 19th AGM of the Company will be held electronically in its entirety via Remote Participation and Voting (“RPV”) facilities at the Broadcast Venue at Astana Meeting Room, 15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 1 December 2022 at 10.00 a.m.** Please follow the procedures provided in the Administrative Details of the 19th AGM in order to register, participate and vote remotely via the RPV facilities.

Your Form of Proxy should reach the Registered Office of the Company at Trace Management Services Sdn. Bhd. at Suite 11.05, 11th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur on or before the date and time indicated below should you be unable to attend the 19th AGM.

Last date and time for lodgment of Form of Proxy : Tuesday, 29 November 2022 at 10.00 a.m.
Date and time of Annual General Meeting : Thursday, 1 December 2022 at 10.00 a.m.

This Circular is dated 31 October 2022

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following terms and expression shall apply throughout this Circular :-

“Act” or “Companies Act”	: The Companies Act 2016, as amended from time to time and any re-enactment thereof.
“AGM”	: Annual General Meeting.
“Associated Company(ies)”	: An associated company as defined by International Financial Reporting Standards as approved by the Malaysian Accounting Standards Board’s Approved Accounting Standards.
“AQAS”	: Ausgard Quick Assembly Systems Sdn Bhd (Reg. No. 201001016184 (1000862-D)).
“Board” or “Directors”	: Board of Directors of Mycron and the Director shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of our Company or any other company which is a subsidiary of our Company.
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Reg. No. 198701006854 (165570-W)).
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Reg. No. 200301033577 (635998-W)).
“CCM”	: Companies Commission of Malaysia.
“Constitution”	: The Constitution of Mycron including any amendments thereto that may be made.
“EPS”	: Earnings Per Share.
“FYE”	Financial Year Ended / Ending.
“Issued Share Capital”	: RM219,417,313.60 consisting of 327,057,599 issued shares in Mycron.
“JNL”	: Jack Nathan Limited (Reg. No. 09043607).
“KLB”	: Khyra Legacy Berhad (Reg. No. 200601021613 (741366-W)).
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities including any amendments to the Listing Requirements that may be made from time to time.
“LPD”	: 30 September 2022 being the latest practicable date prior to the printing of this Circular.

DEFINITIONS (Continuation)

“MAAG”	: MAA Group Berhad (Reg. No. 199801015274 (471403-A)).
“Major Shareholders”	: A person who has an interest or interests in one or more voting shares in the company and the number or aggregate number of those shares, is – (a) 10% or more of the total number of voting shares in the company; or (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or its subsidiaries.
“Market Day”	: Any day between Monday and Friday (inclusive) which is not a public holiday and when Bursa Securities is opened for trading of securities.
“MEBVI”	: Melewar Equities (BVI) Ltd (Reg. No. 95686).
“MIG”	: Melewar Industrial Group Berhad (Reg. No. 196901000102 (8444-W)).
“MIG Group”	: MIG and its subsidiaries and associated companies, collectively.
“MIL”	: Melewar Imperial Limited (Reg. No. LL07624).
“MSUK”	: Melewar Steel UK Ltd (Reg. No. 10799548).
“MKSB”	: Melewar Khyra Sdn Bhd (Reg. No. 197901005557 (49841-V)).
“MSCRC”	: Mycron Steel CRC Sdn Bhd (Reg. No. 198901000186 (177492-W)).
“MSM”	: Melewar Steel Mills Sdn Bhd (Reg. No. 198301002668 (97904-K)).
“MST”	: Melewar Steel Tube Sdn Bhd (Reg. No. 198301015667 (111059-D)).

DEFINITIONS (Continuation)

“Mycron” or “the Company”	: Mycron Steel Berhad (Reg. No. 200301020399 (622819-D)).
“Mycron Group” or “Group”	: Mycron and its subsidiaries, collectively.
“Mycron Share(s)” or “Shares”	: Ordinary share(s) in Mycron.
“NA”	: Net Assets.
“Person(s) Connected”	: Shall have the same meaning as defined in Chapter 1 of the Listing Requirements.
“Proposals”	: Collectively, Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate.
“Proposed Renewal of Shareholders’ Mandate”	: Proposed renewal of existing shareholders’ mandate for the Mycron Group to enter into existing RRPT(s) with Related Parties and/or shareholders’ mandate for recurrent transactions in relation to provision of financial assistance approved at the AGM held on 30 November 2021.
“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate for Mycron Group to enter into new RRPT(s) with Related Parties.
“Record of Depositors”	: A record of securities holders established by the Bursa Depository under the Rules of Bursa Depository.
“Related Party(ies)”	: Directors, Major Shareholders or persons connected with such Directors or Major Shareholders as defined under the Listing Requirements.
“RM” and “Sen”	: Ringgit Malaysia and Sen respectively.
“RRPT(s)”	: Related party transaction(s) involving recurrent transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations and are in the ordinary course of business of the Mycron Group.
“Rules of Bursa Depository”	: Rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991 and any amendments thereto.
“Substantial Shareholder”	: A person who has interest or interests in one or more voting Shares in the corporation and the number or aggregate number of those shares, is not less than 5% of the total number of voting shares in the corporation.

DEFINITIONS (Continuation)

“Trace”	: Trace Management Services Sdn Bhd (Reg. No. 197901004366 (48646-M)).
“TY”	: Tunku Dato’ Yaacob Khyra.

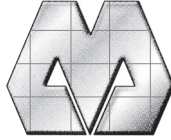
All references to “you” in this Circular is to the shareholders of the Company. All references to “we”, “us”, “our” and “our Company” in this Circular is to the Company.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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MYCRON STEEL BERHAD
(Reg. No. 200301020399 (622819-D))
(Incorporated in Malaysia)

Registered Office:

Suite 11.05, 11th Floor
No. 566, Jalan Ipoh
51200 Kuala Lumpur

Date : 31 October 2022

BOARD OF DIRECTORS:

Tunku Dato' Yaacob Khyra
(Executive Chairman)

Roshan Mahendran bin Abdullah
(Group Chief Executive Officer)

Azlan bin Abdullah
(Non-Independent Non-Executive Director)

**Tengku Datuk Seri Ahmad Shah ibni
Almarhum Sultan Salahuddin Abdul Aziz Shah**
(Independent Non-Executive Director)

Datin Seri Raihanah Begum binti Abdul Rahman
(Independent Non-Executive Director)

Kwo Shih Kang
(Senior Independent Non-Executive Director)

Dato' Mohd Zahir bin Zahur Hussain
(Independent Non-Executive Director)

To: **The Shareholders of Mycron Steel Berhad**

Dear Sir/Madam,

- **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR THE COMPANY AND/OR ITS SUBSIDIARIES TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES AND PROVISION OF FINANCIAL ASSISTANCE; AND**
- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

I INTRODUCTION

At the 18th AGM held on 30 November 2021, the Company obtained a mandate from its Shareholders to enter into Recurrent Related Parties Transactions ("RRPTs") with Related Parties which are necessary for its day to day operations and are in the ordinary course of business based on the normal commercial terms which are not more favorable to the Related Parties than those generally available to the public and not to the detriment of Minority Shareholders ("Existing Mandate").

The Existing Mandate shall lapse at the conclusion of the forthcoming AGM of the Company unless a new mandate for RRPTs is obtained from the shareholders at the AGM.

On 29 August 2022, the Board of Directors of the Company announced to Bursa Securities its intention to seek the shareholders' approval on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate at the forthcoming AGM to be held on 1 December 2022.

The purpose of this Circular is to provide you with details on the Proposals and to seek your approval for the resolution(s) thereto to be tabled at the forthcoming 19th AGM of the Company to be held electronically in its entirety via Remote Participation and Voting facilities at the Broadcast Venue at Astana Meeting Room, 15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 1 December 2022 at 10.00 a.m. The notice convening the 19th AGM together with the Form of Proxy have been set out in the Annual Report 2022.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS AT THE FORTHCOMING AGM OF THE COMPANY.

THE SAID PROPOSALS ARE NOT INTERCONDITIONAL UPON ONE ANOTHER.

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1.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

Under Paragraph 10.09(2) of the Listing Requirements, Mycron may seek a shareholders' mandate in respect of RRPT(s) which are necessary for its day-to-day operations subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the Company to issue a Circular to Shareholders in relation to the Shareholders' mandate which shall include all information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting to Bursa Securities.
- (iv) in a meeting to obtain the shareholders' mandate, the interested Director, interested Major Shareholder(s) and/or interested persons connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him/her/it abstain from voting on the resolution approving the transactions; and
- (v) Mycron immediately announces to Bursa Securities when the actual value of a RRPT(s) entered into by Mycron exceeds the estimated value of the RRPT(s) disclosed in the Circular to Shareholders by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to the above, the provisions of Paragraph 10.08 of the Listing Requirements will not apply with regard to transactions as detailed in Sections 3.3(A), 3.3(B) and 3.3(C) of this Circular.

Transactions entered between a listed issuer (or any of its wholly owned subsidiaries) and its wholly owned subsidiaries are excluded from the requirements of Chapter 10.09(2) of the Listing Requirements.

Mycron Group has entered into certain RRPT(s) in the ordinary course of business and it is anticipated that the Mycron Group would, in the ordinary course of business continue to enter into such RRPT(s) referred to in Sections 3.3(A), 3.3(B) and 3.3(C) of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In view of the time-sensitive, confidentiality and frequent nature of such RRPT(s), the Board of Directors is seeking the shareholders' approval for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for the Mycron Group to enter into the categories of RRPT(s) referred to in Sections 3.3(A), 3.3(B) and 3.3(C) of this Circular with the Related Parties, provided that such transactions are entered into at arm's length and on terms which are not more favourable to the Related Parties than those generally available to the public and which are not detrimental to the minority shareholders of Mycron. The RRPT(s) will also be subject to the review procedures as set out in Section 5.0 of this Circular.

In compliance with Chapter 10 of the Listing Requirements, Practice Notes No. 12 and No. 14, Mycron now proposes to seek shareholders' approval on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to allow the Company to enter into RRPT(s) from time to time with the Related Parties. Such mandate will enable the Group to enter into the RRPT(s) without the necessity, in most instances, to make the otherwise required announcement or to convene meetings in order to procure specific prior approval of its shareholders. The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will take effect from the date the Ordinary Resolution is passed by the shareholders at the forthcoming 19th AGM of the Company or at any adjournment thereof and will remain in effect until:

- (i) the conclusion of the next AGM of the Company following the AGM at which such Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

Disclosure will be made in accordance with Section 3.1.5 of Practice Note No. 12 issued by Bursa Securities, which requires the breakdown of the aggregate value of the RRPT(s) entered into during the financial year based on, amongst others, the following information:

- (i) types of RRPT(s); and
- (ii) names of Related Parties involved in each type of RRPT(s) entered into and their relationship with the Company,

pursuant to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate in the Company's Annual Report, and in the annual report for subsequent years that the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate continues to be in force.

The principal activities of the Company consist of investment holding and the provision of management services to its subsidiaries. The principal activities of its subsidiaries are as follows:

Subsidiaries of Mycron

Name of Company	% Held	Principal Activities
Mycron Steel CRC Sdn Bhd	100.0	Manufacturing and trading of steel cold rolled coiled sheets.
Melewar Steel Tube Sdn Bhd	100.0	Manufacturing, distribution and trading of steel pipes and tubes.
Silver Victory Sdn Bhd	100.0	Trading and export of steel related products.

2.0 CLASSES OF RELATED PARTY(IES) WITH WHOM TRANSACTIONS WERE AND WILL BE CARRIED OUT

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate would apply to transactions with the Related Parties as described below:

(i) Major Shareholder

Name of Company / Person	Principal Activities	Relationship
MIG	Property investment and investment holdings	TY is deemed interested in MIG by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG, a Major Shareholder of Mycron.

(ii) Persons Connected to Interested Director of the Company and/or the Interested Major Shareholders of the Company

KLB	To provide for the educational needs and for the enhancement of the standards of living of all descendants of Tunku Dato' Yaacob Khyra	KLB is the holding company of MEBVI and MKSB who are the Major Shareholders of MIG, a Major Shareholder of Mycron. KLB is a trust company limited by guarantee incorporated under the Companies Act. TY is deemed interested by virtue of him being a trustee and one of the beneficiaries of KLB.
MEBVI	Investment holding	MEBVI is a Major Shareholder of MIG who is a Major Shareholder of Mycron. MEBVI is also a Major Shareholder of MAAG. MEBVI is a subsidiary of KLB.
MKSB	Investment holding	MKSB is a Major Shareholder of MIG who is a Major Shareholder of Mycron. MKSB is a subsidiary of KLB.
MAAG	Investment holding and providing management services	KLB is deemed interested in MAAG by virtue of it being the holding company of MEBVI. TY is a director of MAAG.

Name of Related Parties	Principal Activities	Relationship
MSM	Providing scrap metals handling services	MSM is a wholly owned subsidiary of MIG. MIG is a Major Shareholder of Mycron.
AQAS	Supply and construct of quick assembly homes to various markets	AQAS is a wholly owned subsidiary of MIG. MIG is a Major Shareholder of Mycron.
JNL	Wholesale and distribution of steel tubes in United Kingdom	JNL is a wholly owned subsidiary of MIL, which in turn is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron.
MSUK	Distribution of steel tube in United Kingdom	MSUK is a wholly owned subsidiary of MIL, which in turn is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron.
Trace	Providing corporate secretarial services	A company in which TY is deemed interested by virtue of his major interests in Melewar Group Berhad ("MGB"), who in turn is the holding company of Trace; MGB is the family owned investment holding company.

The direct and indirect interest of interested Director and interested Major Shareholders in Mycron as at 30 September 2022 is as follows:

<u>Name</u>	<u>Direct Interest</u>	<u>%^(a)</u>	<u>Indirect Interest</u>	<u>%^(a)</u>
<u>Interested Director:</u>				
TY	Nil	Nil	242,523,025	74.15 ⁽¹⁾
<u>Interested Major Shareholders:</u>				
MIG	242,460,265	74.13	Nil	Nil
MEBVI	Nil	Nil	242,460,265	74.13 ⁽²⁾
MKSB	Nil	Nil	242,460,265	74.13 ⁽²⁾
KLB	Nil	Nil	242,460,265	74.13 ⁽³⁾

Notes:

- (a) Total percentage of shareholdings as at 30 September 2022. The percentages of shareholdings of the Director and Major Shareholders are calculated by dividing the shares held by the respective Director and Major Shareholders with the total number of issued shares.
- (1) Deemed indirect interest by virtue of TY being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB, who are the Major Shareholders of MIG, a Major Shareholder of Mycron and his major interests in Melewar Group Berhad who holds 0.02% in the total issued share capital of Mycron.
- (2) Deemed indirect interest by virtue of it being the Major Shareholder of MIG who is a Major Shareholder of Mycron.
- (3) Deemed indirect interest by virtue of it being the holding company of MEBVI and MKSB, who are the Major Shareholders of MIG, a Major Shareholder of Mycron.

3.0 NATURE OF RRPT(S)

3.1 GENERAL DETAILS OF RRPT(S)

The types of RRPT(s) to be covered by the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate relate principally to transactions for the provision of product and services to/from the Related Parties which are necessary for the Group's day-to-day operations and in the ordinary course of the Mycron Group's business.

The details of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to be sought are set out in Sections 3.3(A), 3.3(B) and 3.3(C) of this Circular. The estimated aggregate value of the transactions may vary from time to time subject to changes.

The actual value of transactions reflected in the 8th column of Sections 3.3(A) and 3.3(B) of this Circular is the aggregate amount of the transactions calculated from the date of the AGM held in 2021 which was 30 November 2021 up to the latest practicable date prior to the printing of this Circular. The actual value of the transactions did not exceed 10% or more of the estimated value as approved under the previous shareholders' mandate granted to the Company at the 18th AGM held on 30 November 2021.

3.2 AMOUNT DUE AND OWING TO THE COMPANY BY RELATED PARTIES

As at the financial year ended 30 June 2022, there were no amounts due and owing to Mycron Group by its Related Parties, which exceeded the credit term given arising from the RRPT(s) as per Sections 3.3(A) and 3.3(B) of this Circular.

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3.3(A) CLASS AND NATURE OF RRPT(S)

(i) Proposed Renewal of Shareholders' Mandate for RRPT with Trace Management Services Sdn Bhd

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
1.	Trace	Provision of corporate secretarial services by the Related Party to Mycron Group	Interested Director TY	TY is deemed interested in Trace by virtue of his major interests in MGB, who in turn is the holding company of Trace; MGB is the family owned investment holding company.	Nil	500,000	182,067	500,000

(ii) Proposed Renewal of Shareholders' Mandate for RRPT(s) with MIG Group

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
1.	MIG	Provision of treasury services by the Related Party to MSCRC	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	TY is deemed interested in MIG and MSCRC by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	240,000	Nil	240,000
2.	MIG	Management fees for the provision of management services/advice charged by the Related Party to MSCRC	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	TY is deemed interested in MIG and MSCRC by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	2,000,000	1,410,000	2,000,000

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
3.	MIG	Rental charged by the Related Party to MST for the use of the factory belonging to MIG. (Lot 10 and Lot 49) (Please refer to Note 2(a) of Page 14 of this Circular).	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MIG and MST by virtue of him being a beneficiary of a trust known as KLB; being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MST is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	5,000,000	4,161,016	5,000,000
4.	MIG	Provision of management fees charged by the Related Party to MST	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MST and MIG by virtue of him being a beneficiary of a trust known as KLB; being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MST is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	2,000,000	1,410,000	2,000,000

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
5.	MSM	Scrap handling commission fee charged by the Related Party to MSCRC	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MSM and MSCRC by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MSCRC is a wholly owned subsidiary of Mycron. MSM is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	5,000,000	1,121,026	5,000,000
6.	AGAS	Sale of pipes by MST to the Related Party	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MST and AQAS by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MST is a wholly owned subsidiary of Mycron. AQAS is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	2,000,000	Nil	2,000,000

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
7.	MSM	Scrap handling commission fee charged by the Related Party to MST.	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	<p>TY is deemed interested in MSM and MST by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.</p>	<p>MST is a wholly owned subsidiary of Mycron.</p> <p>MSM is a wholly owned subsidiary of MIG.</p> <p>MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.</p>	1,000,000	313,719	1,000,000
8.	Melewar Steel UK Ltd ("MSUK")	Purchase of steel pipes and tubes by Related Party from MST	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	<p>TY is deemed interested in MST and MSUK by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.</p>	<p>MST is a wholly owned subsidiary of Mycron.</p> <p>MSUK is a wholly owned subsidiary of Melewar Imperial Limited ("MIL"), which in turn is a wholly owned subsidiary of MIG.</p> <p>MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.</p>	10,000,000	Nil	10,000,000

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
9.	Jack Nathan Limited ("JNL")	Purchase of steel pipes and tubes by the Related Party from MST	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MST and JNL by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MST is a wholly owned subsidiary of Mycron. JNL is a wholly owned subsidiary of ML, which in turn is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	10,000,000	Nil	10,000,000

Note :

(1) The Current Estimated Value of the RRPT(s) are based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed Renewal of Shareholders' Mandate. The Current Estimated Value of these transactions may be subject to changes. None of the Actual Value of the RRPT(s) disclosed above has exceeded the Estimated Value by 10% or more.

(2) The particulars of rental charged are as follows :-

	Tenant	Location	Sq. Ft.	Rental Rate per month (RM p.s.f.)	Tenancy Period (years)	Purpose of Business Transaction
(a)	MST	Lot 49, Jalan Utas, 40200 Shah Alam, Selangor	209,935	0.976	Perpetual Auto 3 years Renewal	Factory Rental
		Lot 10, Persiaran Selangor, 40200 Shah Alam, Selangor	120,446	0.873	Perpetual Auto 3 years Renewal	Factory Rental

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3.3(B) NATURE OF RRPT FOR THE PROVISION OF FINANCIAL ASSISTANCE

The RRPT for the provision of financial assistance between Mycron Group and the classes of related parties and the nature of transactions are as follows:

No.	Type of Financial Assistance	Related Party	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM)		
				Director	Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 29.10.2021 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2021 up to LPD)	(1) Estimated value of transactions (from 1.12.2022 till next AGM) ("Current Estimated Value")
1.	Provision of financial assistance to MIG Group by the pooling of funds via a centralized treasury management function within Mycron Group on a short or medium term basis i.e. for a duration not exceeding three (3) years.	MIG Group	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MIG by virtue of him being a beneficiary of a trust known as KLB; being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron.	Not exceeding RM5.0 million	Nil	Not exceeding RM5.0 million

Note :

- (1) The Current Estimated Value of the RRPT(s) are based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed Renewal of Shareholders' Mandate. The Current Estimated Value of these transactions may be subject to changes. None of the Actual Value of the RRPT(s) disclosed above has exceeded the Estimated Value by 10% or more.

3.3(C) PROPOSED NEW SHAREHOLDERS' MANDATE FOR RRPT WITH MIG GROUP

No.	Related Party	Nature of Transaction	Interested Related Parties	Manner of relationship with the Related Party		Value of Transaction (RM) (1) Estimated value of transactions (from 1.12.2022 till next AGM)
				Director	Major Shareholder	
1.	MIG	Chargeback for services rendered by the Related Party to MSCRC *	Interested Director TY Interested Major Shareholders MEBVI, MKSB and KLB	TY is deemed interested in MSCRC and MIG by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron	450,000
2.	MIG	Chargeback for services rendered by the Related Party to MST *	Interested Director TY Interested Major Shareholders MEBVI, MKSB and KLB	TY is deemed interested in MST and MIG by virtue of him being a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG.	MST is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 74.13% shareholding in Mycron	650,000

Note :

(1) The Estimated Value of the RRPT(s) are based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed New Shareholders' Mandate.

* Explanation

Being chargeback for the provision of cross-selling services by staff of MIG based in the UK to promote the Group's steel business (i.e. selling of cold rolled coils, steel tubes and pipes) on a continuing basis.

4.0 BASIS OF ESTIMATES

The pricing method for the estimated values was based on:

- (i) arm's length basis and on normal commercial terms and on terms not more favorable to the related party(ies) than those generally available to the public and are not detrimental to the minority shareholders of the Company. Due consideration based on prevailing market rates under usual commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms was given to price, payment, quality, delivery and service in order to maximise benefits for any purchase under the transactions.
- (ii) competitive commercial terms based on quotations from other sources of supply of the products/services required by the Group. Reference shall also be made to published market reports, if available, pertaining to transactions of similar products concluded in other markets.

The estimated value in respect of each transaction referred to above is based on accounting records which in turn are based on prevailing prices obtained from the related parties which are reasonably market-competitive prices and based on the expected level of transactions to be entered into by the Group. The estimated amounts are further based on the assumptions that current level of operations will continue and all external conditions remain constant.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), Management will ensure the RRPT(s) will only be entered with the Related Parties after taking into account the pricing, level of services, quality of products and other related factors to ensure that the RRPT is not detrimental to Mycron Group.

5.0 REVIEW PROCEDURES FOR THE RRPT(S)

Mycron has established the following procedures and guidelines to ensure that the RRPT(s) are undertaken on an arm's length basis and on normal commercial terms, consistent with Mycron's usual business practices and policies, which are not more favourable to the Related Parties than those normally available to the public and are not to the detriment of the minority shareholders:

- (i) A list of Related Party(ies) will be circulated to the Audit and Governance Committee to notify that all RRPT(s) are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;
- (ii) Records of RRPT(s) will be retained and compiled for review by the Audit and Governance Committee;

- (iii) The Audit and Governance Committee shall review all aspects of the RRPT(s) where the consideration, value of the assets, capital outlay or costs thereof, equal or exceed RM1,000,000 and ensure that they are conducted at arm's length basis. Any member of the Audit and Governance Committee may, as he/she deems fit, request for additional information pertaining to the RRPT(s) including appointing an independent adviser/expert as they deem appropriate;
- (iv) Disclosure on all material RRPT(s) will be made in the Annual Report of the Company;
- (v) The RRPT(s) will be conducted at arm's length and based on normal commercial terms consistent with the Group's usual business policies and practices (subject to applicable rules and regulations) and will not be prejudicial to the minority shareholders;
- (vi) The interested directors who are members of the Board and Audit and Governance Committee will abstain from deliberating and voting on all matters pertaining to the Recurrent Related Party Transactions at the relevant meetings of the Board or Audit and Governance Committee;
- (vii) The transactions with a related party will only be entered into after taking into account the pricing, quality, delivery schedules, level of service and other related factors which are determined in accordance to the Group's business practices and policies, such as calling for tenders, quotations, so as to ensure that the prices and terms and conditions are based on competitive prices of similar products and services in line with industry norms; and
- (viii) The Audit and Governance Committee monitors on quarterly basis actual transacted values of RRPT(s) under the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to ensure that the Company makes an announcement to Bursa Securities if the actual value exceeds 10% or more of the estimated value disclosed in the Circular for a particular group of Related Parties.

The following are commercial considerations which the Mycron Group takes into account before entering into transactions for the sale/supply of goods and provision of services to a purchaser, in the ordinary course of business:-

- The ability and track record of the purchaser to pay for the goods supplied or services provided; and
- Whether past experience and working relationship with the purchaser has been satisfactory.

The following are commercial considerations which Mycron Group takes into account before entering into transactions for the receipt of goods or services from a vendor/service provider, in the ordinary course of business:-

- Mycron Group's pricing for the goods to be provided or supplied and/or received or purchased is negotiated between the Mycron Group and Related Party based on the prevailing market prices as agreed with unrelated third parties;
- The terms are not more favourable to the Related Party than those extended to unrelated third parties and available to the public and the Recurrent Related Party Transactions are not detrimental to minority shareholders;
- The transactions are entered into after taking into account factors such as pricing, quality, delivery schedules and, where applicable, preferential rates, rebates or discount accorded for bulk purchases, the terms offered are fair and reasonable and in Mycron Group's commercial interests;

- The competitiveness in pricing;
- The standard and quality of the goods/services and whether it meets the requirements of Mycron Group;
- The responsiveness and level of service provided by the goods or service providers and whether past experience and working relationship has been satisfactory; and
- The track record and competence of the goods or service provider and whether the goods or service provider has sufficient resources to perform its obligations.

Mycron Group would only enter into transactions with the relevant parties based on the above criteria, regardless of whether or not the party is related.

6.0 THRESHOLD OF AUTHORITY

There is no specific threshold for approval of RRPT(s) within Mycron Group. However, all RRPT(s) are subject to the approval of the Board. Where any Director has an interest (direct or indirect) in any RRPT(s), such Director shall abstain from deliberation and voting on the matter. If it is determined that the guidelines and/or procedures stated in Section 5.0 of this Circular, are inadequate to ensure that :

- (i) RRPT(s) will be conducted at arms' length and on normal commercial terms which are not more favorable to the Related Party(ies) than those generally available to the public; and
- (ii) such transactions are not to the detriment of the minority shareholders of the Company or prejudicial to the interests of the shareholders,

the Company will obtain a fresh shareholders' mandate.

7.0 STATEMENT BY THE AUDIT AND GOVERNANCE COMMITTEE

The Audit and Governance Committee has seen and reviewed the procedures. The Audit and Governance Committee is of the view that the procedures mentioned in Section 5.0 of this Circular are sufficient to ensure that RRPT(s) of a revenue or trading nature as set out in Sections 3.3(A), 3.3(B) and 3.3(C) of this Circular are not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

Mycron Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner which procedures and processes are reviewed on a quarterly basis by the Audit and Governance Committee, and if necessary, the Audit and Governance Committee may request internal audit to review the systems and procedures.

8.0 RATIONALE FOR AND BENEFITS TO THE GROUP

The rationale for and benefits of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to Mycron Group are as follows:

- (a) the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will empower the Group to enter into transactions with related parties which are necessary in day-to-day operations of the Group, undertaken at arm's length, normal commercial terms, on terms not more favorable to the related party than those generally made available to the public and are not detrimental to the minority shareholders;
- (b) the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will substantially reduce the expenses associated with convening of general meetings on an ad hoc basis and hence will reduce the expenses associated therewith;
- (c) the RRPT(s) entered into by the Group are intended to meet business needs at the best possible terms and it also enhances the ability to explore beneficial business opportunities and to promote cross-selling within the Mycron Group which will be of benefit to all the companies within the Mycron Group; and
- (d) In addition to the above benefits, the Related Parties had also proven to be reliable in its delivery of services and products as well as fulfilling the quality expectations of the Mycron Group. Due to previous business dealings with the Related Parties, the Related Parties are familiar with the Group's operations and are able to meet the Group's business requirements even when short notice is given. This has allowed the Group to benefit from sudden business opportunities that had arisen.

9.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE

9.1 Share Capital

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will not have any effect on the issued share capital and shareholding structure of Mycron.

9.2 NA and Working Capital

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will not have any effect on the NA and working capital of Mycron.

9.3 Earnings

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate will not have any effect on the earnings of Mycron.

10.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

Save and except for the following, none of the Directors, Major Shareholders and/or persons connected to them as defined in the Listing Requirements has any interest either directly or indirectly in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate :-

- (a) TY is a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB who are the Major Shareholders of MIG, a Major Shareholder of Mycron.

- (b) MIG, MEBVI, MKSB and KLB collectively are the Major Shareholders of Mycron.
- (c) TY is deemed interested in Trace by virtue of his major interests in MGB, who in turn is the holding company of Trace; MGB is the family owned investment holding company.

The details of the direct and indirect shareholdings of the interested Director and Major Shareholders are reflected in the tables on Pages 6 to 7 of this Circular.

Accordingly, TY is deemed interested in the RRPT(s) entered into and to be entered into between Mycron Group with the Related Parties by virtue of his interest in these companies as disclosed in Sections 3.3(A), 3.3(B) and 3.3(C) of this Circular.

TY has abstained and will continue to abstain from voting and deliberating at Board meetings of Mycron on the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate.

TY, MIG, MEBVI, MKSB and KLB are Related Parties in respect of the RRPT(s) with the Related Parties referred to under Section 3.3(A)(ii), 3.3(B) and 3.3(C) of this Circular, whereas TY is deemed related in respect of the RRPT(s) with Trace under Section 3.3(A)(i) of this Circular and will abstain from voting at the forthcoming AGM in respect of their direct and/or indirect shareholdings on the Ordinary Resolutions 7 and 8 under Special Business as given in the Notice of 19th AGM enclosed in the Annual Report 2022 of the Company for the financial year ended 30 June 2022.

Further, TY, MIG, MEBVI, MKSB and KLB have undertaken that they will ensure that the persons connected to them will abstain from voting on the same at the forthcoming AGM.

Save as disclosed herein, none of the other Directors, Major Shareholders and/or person connected to them as defined in the Listing Requirements have any interest, direct or indirect in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate.

(II) DIRECTORS' RECOMMENDATION

The Board (save and except for TY who is deemed to be interested in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate, are of the opinion that the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate is in the best interest of the Company and its shareholders. Accordingly, the Board (save and except for TY who is deemed to be interested in the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate) recommend that you vote in favour of the resolutions pertaining to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate contained herein to be tabled at the forthcoming AGM.

(III) APPROVAL REQUIRED

The said Proposals are subject to the approval of the shareholders at the forthcoming 19th AGM to be convened on 1 December 2022.

(IV) ANNUAL GENERAL MEETING

The 19th AGM, the notice of which is enclosed together with the Annual Report for the financial year ended 30 June 2022 will be held electronically in its entirety via Remote Participation and Voting facilities **at the Broadcast Venue at Astana Meeting Room, 15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 1 December 2022 at 10.00 a.m.** for the purpose of considering and, if thought fit, passing the Ordinary Resolutions as set out in the notice.

If you are unable to attend and vote in person at the 19th AGM, you are requested to complete and return the Form of Proxy enclosed together with the said Annual Report in accordance with the instructions therein as soon as possible so as to arrive not less than 48 hours before the time set for the 19th AGM or any adjournment thereof. The completion and the return of the Form of Proxy does not preclude you from attending and voting in person at the 19th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the 19th AGM.

Please be informed that where all the shares have been sold or transferred by the addressee, the Circular and any other relevant document should be passed to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Should there be any doubt as to what action to take, kindly consult appropriate independent professional advisers.

(V) FURTHER INFORMATION

Shareholders are advised to refer to Appendix 1 attached for further information.

Yours faithfully,
For and on behalf of the Board of
MYCRON STEEL BERHAD

KWO SHIH KANG
Senior Independent Non-Executive Director

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by the Directors and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that after making all reasonable enquiries to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

There were no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Mycron and/or its subsidiaries within the two (2) years immediately preceding the date of this Circular.

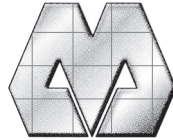
3. MATERIAL LITIGATION

Mycron Group is not engaged in any material litigation, either as plaintiff or defendant, claims or arbitration which have a material effect on the financial position of Mycron and the Board is not aware of any proceedings pending or threatened against the Mycron Group or of any other facts likely to give rise to any proceedings which may materially and/or adversely affect the financial position and business of the Mycron Group.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company during the normal business hours from Mondays to Fridays (excluding Public holidays) for the period commencing from the date of this Circular to the date of the forthcoming AGM :

- (i) the Constitution of Mycron.
- (ii) the Statutory Financial Statements of Mycron for the two (2) financial years ended 30 June 2021 and 30 June 2022.



MYCRON STEEL BERHAD
(Reg. No.: 200301020399 (622819-D))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 19TH ANNUAL GENERAL MEETING (“AGM”) of the Company will be held electronically in its entirety via Remote Participation and Voting facilities at the broadcast venue at Astana Meeting Room, 15th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 1 December 2022 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

Resolution

1. To receive the Audited Financial Statements for the year ended 30 June 2022 together with the Reports of the Directors and the Auditors thereon.
[Please refer to Explanatory Note A]
2. To approve the payment of Directors’ fees amounting to RM420,000.00 for the period from 1 January 2023 to 31 December 2023 to be payable quarterly in arrears to the Non-Executive Directors of the Company. **1**
3. To approve an amount of up to RM90,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 January 2023 to 31 December 2023.
[Please refer to Explanatory Note B] **2**
4. To re-elect the following Directors who are retiring in accordance with Article 96(1) of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - (i) Tunku Dato’ Yaacob Khyra **3**
 - (ii) Azlan bin Abdullah **4**
5. To re-elect Dato’ Mohd Zahir bin Zahur Hussain who is retiring pursuant to Article 103 of the Company’s Constitution and who, being eligible, offers himself for re-election. **5**

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions :-

(a) Change of Auditors **6**

That it be noted Messrs PricewaterhouseCoopers PLT, the retiring Auditors have indicated that they do not wish to seek for re-appointment as Auditors of the Company for the financial year ending 30 June 2023.

Notice of Nomination pursuant to Section 271(4) of the Companies Act 2016 (“the Act”) (a copy of which is annexed and marked as “Appendix I” in the Annual Report 2022) has been received by the Company for the nomination of Messrs KPMG PLT as Auditors in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT.

“THAT Messrs KPMG PLT of Level 10, KPMG Tower, 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor be and are hereby appointed as the new Auditors of the Company for the financial year ending 30 June 2023, in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.”

(b) Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature with Trace Management Services Sdn Bhd **7**

“THAT approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 30 November 2021 pursuant to Paragraph 10.09 of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), authorising the Company and/or its subsidiaries to enter into the recurrent related party transaction (“RRPT”) of a revenue or trading nature as set out in Section 3.3(A)(i) of the Circular to Shareholders dated 31 October 2022 (“the Circular”), with Trace Management Services Sdn Bhd (“the Related Party”) mentioned therein which are necessary, for the Company and/or its subsidiaries’ for day-to-day operations which are carried out in the ordinary course of business on terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of minority shareholders.

THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company;

whichever is the earlier.

THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

(c) Proposed Renewal and New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature **8**

THAT the mandate granted by the shareholders of the Company on 30 November 2021 pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities, authorising the Company and its subsidiaries (“the Mycron Group”) to enter into the RRPTs which are necessary for Mycron Group’s day-to-day operations as set out in Sections 3.3(A)(ii) and 3.3(B) of the Circular with the related parties mentioned therein, be and are hereby renewed, AND THAT

mandate be and is hereby granted by the shareholders of the Company to apply to the new RRPTs as set out in Section 3.3(C) of the Circular with the related parties mentioned therein, provided that:

- (i) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company; and
- (ii) the transactions are made at arm's length and on normal commercial terms.

AND THAT, authority conferred by such renewed and granted mandate shall continue to be in force (unless revoked or varied by the Company in general meeting), until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earliest.

AND THAT the Directors of the Company be 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 to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

(d) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act

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“THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time until the conclusion of the next AGM, 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 percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued.”

By Order of the Board

LILY YIN KAM MAY (MAICSA 0878038)
Company Secretary

Kuala Lumpur
31 October 2022

MYCRON STEEL BERHAD
Notice of 19th Annual General Meeting

NOTES:-

1. The 19th AGM will be conducted electronically in its entirety via Remote Participation and Voting (“RPV”) facilities which are available on the website at www.tracemanagement.com.my. Please follow the procedures provided in the Administrative Details of 19th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue of the 19th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be at the main venue of the meeting. No shareholders/proxies from the public should be physically present at the Broadcast Venue on the day of the 19th AGM.
3. Members may submit questions to the Board of Directors prior to the 19th AGM to the Investor Relations at roshan@mycronsteel.com, kychoo@melewar-miq.com or lily@crestcorp.com.my no later than 10.00 a.m. on Tuesday, 29 November 2022 or to use the Question and Answer platform to transmit questions to Board of Directors via RPV facilities during live streaming.
4. Since the 19th AGM will be conducted electronically in its entirety via RPV facilities, a member entitled to attend and vote at the meeting may appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Proxy Form.
5. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
6. Where a member is an Exempt Authorised Nominee which holds ordinary 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
7. The instrument appointing a proxy shall be in writing, executed by the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney so authorized.
8. The instrument appointing a proxy must be deposited at the Company’s Registered Office, Suite 11.05, 11th Floor, No. 566, Jalan Ipoh, 51200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. Any alteration in the form of proxy must be initialled.
10. Form of Proxy sent through facsimile transmission shall not be accepted.
11. 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 Articles 72(4)(a), 72(4)(b) and 72(4)(c) 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 23 November 2022. Only a depositor whose name appears on the Record of Depositors as at 23 November 2022 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

12. Explanatory Notes to Ordinary Business:

(A) Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

(B) Benefits Payable to Non-Executive Directors (Ordinary Resolution 2)

Section 230(1) of the Act provides amongst others 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.

The proposed Ordinary Resolution 2 is to seek shareholders’ approval for payment of Directors’ Benefits (excluding Directors’ fees) to the Non-Executive Directors for the period from 1 January 2023 to 31 December 2023.

The benefits comprises the meeting allowances, benefits-in-kind and other emoluments payable to the Non-Executive Directors of the Company.

In determining the estimated total amount of remuneration (excluding Directors’ fees) for the Non-Executive Directors of the Company, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in these meetings.

The Board is of the view that it is just and equitable for the Non-Executive Directors to be paid the directors' remuneration (excluding directors' fees) as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries throughout the relevant period.

13. *Explanatory Notes to Special Business of Agenda 6 :-*

(C) Change of Auditors (Ordinary Resolution 6)

Notice of Nomination pursuant to Section 271(4) of the Companies Act 2016 ("the Act") (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2022) has been received by the Company for the nomination of Messrs KPMG PLT as Auditors in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT.

(D) Proposed Renewal and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Ordinary Resolutions 7 and 8)

The Proposed Ordinary Resolutions 7 and 8, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. This will substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.

(E) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 9)

The Ordinary Resolution proposed under Resolution 9 of the Agenda is a renewal of the General Mandate for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act. This mandate will provide flexibility for the Company to undertake future possible fund raising activities, including but not limited to placement of shares for purpose of funding the Company's future investment projects, working capital and/or acquisition(s) without having to convene another general meeting.

The Proposed Resolution 9, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 18th AGM held on 30 November 2021 and which will lapse at the conclusion of the 19th AGM to be held on 1 December 2022.

14. *Poll Voting*

All the Resolutions mentioned above will be put to vote by Poll.

The detailed information on Special Business of Agenda 6 except for Ordinary Resolutions 6 and 9 as mentioned above is set out in the Circular to Shareholders of the Company dated 31 October 2022 which is despatched together with the Company's 2022 Annual Report.

PERSONAL DATA POLICY

By submitting an instrument 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 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.