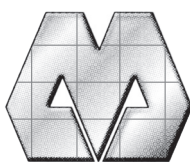


THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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 advisers immediately.

Pursuant to Paragraph 2.1 of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Bursa Securities has not perused Part A prior to its issuance as it is an exempt statement.

Bursa Securities takes no responsibility for the contents of this Statement/Circular, 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 Statement/Circular.



MYCRON STEEL BERHAD

(Co. No. 622819-D)
(Incorporated In Malaysia)

CIRCULAR TO SHAREHOLDERS

In relation to the :

PART A

- **SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO THREE PERCENT (3%) OF ITS TOTAL NUMBER OF ISSUED SHARES;**

PART B

- **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**

The above proposals will be tabled as Special Business at the Company's 15th Annual General Meeting ("AGM").

The Notice of the 15th AGM of the Company together with a Form of Proxy are enclosed together with the Annual Report for the financial year ended 30 June 2018. The 15th AGM of the Company will be held at the Crystal Function Room, 4th Floor, Mutiara Complex, 3½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 29 November 2018 at 10.00 a.m.

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 15th AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodgment of Form of Proxy : 27 November 2018 at 10.00 a.m.

Date and time of Annual General Meeting : 29 November 2018 at 10.00 a.m.

This Statement/Circular is dated 31 October 2018

DEFINITIONS

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

“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 (Co. No. 1000862-D).
“Board” or “Directors”	: The Board of Directors of Mycron for the time being, and shall have the same meaning given in Section 2 of the Act and Section 2(1) of the Capital Market and Services Act, 2007. It includes any person who is or was within the preceding six (6) months of the date on which the terms of the RRPT(s) were agreed upon, a Director or a Chief Executive Officer of Mycron, its subsidiary or holding company.
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (Co. No. 165570-W).
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Co. No. 635998-W).
“Code”	: Malaysian Code on Take-Overs and Mergers 2016 as amended from time to time.
“EPS”	: Earnings Per Share.
“Issued Share Capital”	: RM206,363,671 consisting of 283,545,455 issued shares in Mycron.
“JNL”	: Jack Nathan Limited (Co. No. 9043607).
“KLB”	: Khyra Legacy Berhad (Co. No. 741366-W).
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time.
“LPD”	: 1st October 2018 being the latest practicable date prior to the printing of this Statement/Circular.
“MAACA”	: MAA Corporate Advisory Sdn Bhd (Co. No. 537265-U).
“MAAG”	: MAA Group Berhad (Co. No. 471403-A).
“MAAG Group”	: MAAG and its subsidiaries and associated companies, collectively.

DEFINITIONS (Continuation)

“Major Shareholders”	: For the purpose of the Proposed Renewal of Shareholders’ Mandate, the definition of major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the RRPT(s) were agreed upon, a major shareholder of the listed issuer as defined under paragraph 1.01 of the Listing Requirements (“Paragraph 1.01”) or any other corporation which is its subsidiary or holding company. Paragraph 1.01 defines a major shareholder as a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (i) 10% or more of the total number of voting shares in the corporation; or (ii) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.
“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 (Co. No. 95686).
“Melewar Group of Companies”	: Melewar Group and its subsidiaries, collectively.
“MIE”	: Melewar Integrated Engineering Sdn Bhd (Co. No. 607061-A).
“MIG”	: Melewar Industrial Group Berhad (Co. No. 8444-W).
“MIG Group”	: MIG and its subsidiaries and associated companies, collectively.
“MIL”	: Melewar Imperial Limited (Co. No. LL07624).
“MSUK”	: Melewar Steel UK Ltd (Co. No. 10799548).
“MKSB”	: Melewar Khyra Sdn Bhd (Co. No. 49841-V).
“MSCRC”	: Mycron Steel CRC Sdn Bhd (Co. No. 177492-W).
“MSS”	: Melewar Steel Services Sdn Bhd (Co. No. 21834-P).
“MSM”	: Melewar Steel Mills Sdn Bhd (Co. No. 97904-K).
“MST”	: Melewar Steel Tube Sdn Bhd (Co. No. 111059-D).
“Mycron” or “Company”	: Mycron Steel Berhad (Co. No. 622819-D).

DEFINITIONS (Continuation)

“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 given in Paragraph 1.01, Chapter 1 of the Listing Requirements.
“Proposals”	: Collectively, Proposed Renewal of Share Buy-Back Authority and Proposed Renewal of Shareholders’ Mandate.
“Proposed Renewal of Share Buy-Back Authority”	: Proposed renewal of shareholders’ mandate for the Company to purchase its own shares of up to three percent (3%) of the total number of issued shares of Mycron.
“Proposed Renewal of Shareholders’ Mandate”	: Proposed renewal of existing shareholders’ mandate for 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 2017.
“Purchased Shares”	: Shares purchased by Mycron pursuant to the Proposed Renewal of Share Buy-Back Authority.
“Record of Depositors”	: A record of securities holders established by the Bursa Depository under the Rules of Bursa Depository.
“Related Party(ies)”	: A director, major shareholder or person connected with such director or major shareholder of Mycron and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director or Major Shareholder of Mycron or any other company which is its subsidiary or holding company or a Chief Executive Officer of the Company, its subsidiary or holding company.
“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.
“SC”	: Securities Commission Malaysia.
“Share(s)”	: Ordinary Share(s) of Mycron.

DEFINITIONS (Continuation)

“Share Buy-Back Authority”	: Existing authority granted by the shareholders of Mycron at the AGM held on 30 November 2017 for Mycron to purchase Mycron Shares up to three percent (3%) of the total number of issued shares of Mycron.
“Substantial Shareholder”	: A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares included in the Company.
“Treasury Shares”	: Shares purchased by the Company which shall be retained in treasury and shall have the meaning given under Section 127 of the Act.
“TK”	: Tunku Dato’ Kamil Ikram bin Tunku Tan Sri Abdullah.
“Trace”	: Trace Management Services Sdn Bhd (Co. No. 48646-M).
“TY”	: Tunku Dato’ Yaacob Khyra.

All references to “you” in this Statement/Circular is to the shareholders of the Company. All references to “we”, “us”, “our” and “our Company” in this Statement/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 Statement/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 Statement/Circular shall be a reference to Malaysian time, unless otherwise specified.

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CONTENTS

<u>PART A</u>		<u>Page No.</u>
SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR AUTHORITY TO THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO THREE PERCENT (3%) OF ITS TOTAL NUMBER OF ISSUED SHARES		
1.0	INTRODUCTION	2
2.0	DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	2 - 4
3.0	RATIONALE AND RISK ASSESSMENT FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	4 - 5
4.0	EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY	5 - 6
5.0	SHAREHOLDINGS OF DIRECTORS AND MAJOR SHAREHOLDERS	6 - 8
6.0	IMPLICATION ON THE CODE	8
7.0	PURCHASE, RESALE AND CANCELLATION OF TREASURY SHARES IN THE PREVIOUS TWELVE (12) MONTHS	8
8.0	HISTORICAL SHARE PRICES	9
9.0	DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	9
10.0	DIRECTORS' STATEMENT AND RECOMMENDATION	9
11.0	APPROVAL REQUIRED	9
12.0	FURTHER INFORMATION	9
<u>PART B</u>		
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		
1.0	INTRODUCTION	12
2.0	DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE	13 - 14
3.0	CLASSES OF RELATED PARTY(IES) WITH WHOM TRANSACTIONS WERE AND WILL BE CARRIED OUT	15 - 17
4.0	NATURE OF RECURRENT RELATED PARTY TRANSACTIONS	17 - 31
5.0	BASIS OF ESTIMATES	32
6.0	REVIEW PROCEDURES FOR THE RECURRENT RELATED PARTY TRANSACTIONS	32 - 34

CONTENTS (Cont'd)

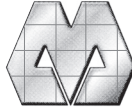
	<u>Page No.</u>
7.0 THRESHOLD OF AUTHORITY	34
8.0 STATEMENT BY THE AUDIT AND GOVERNANCE COMMITTEE	34
9.0 RATIONALE FOR AND BENEFITS TO THE GROUP	35
10.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE	35
11.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	35 - 36
12.0 DIRECTORS' RECOMMENDATION	36
13.0 APPROVAL REQUIRED	36
14.0 ANNUAL GENERAL MEETING	36 - 37
15.0 FURTHER INFORMATION	37
APPENDIX 1 ADDITIONAL INFORMATION	38
NOTICE OF 15TH ANNUAL GENERAL MEETING	ENCLOSED

PART A

SHARE BUY-BACK STATEMENT

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR AUTHORITY TO THE COMPANY
TO PURCHASE ITS OWN SHARES OF UP TO THREE PERCENT (3%) OF ITS TOTAL NUMBER OF
ISSUED SHARES**



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

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1.0 INTRODUCTION

At the 14th AGM held on 30 November 2017, the Company announced that the shareholders had approved for the Company to purchase up to three percent (3%) of the total number of issued shares of Mycron in accordance with Section 127 of the Companies Act 2016 ("Share Buy-Back Authority").

As 71.26% of the total issued share capital of the Company is held by MIG at LPD, the maximum percentage of the share buy-back that the Company can carry out would be three percent (3%). This is to avoid non-adherence to the Listing Requirements on public shareholding spread.

On 28 August 2018, the Board of Directors of the Company announced to Bursa Securities its intention to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority at the forthcoming AGM to be held on 29 November 2018.

The purpose of this Statement is to provide you with details on the Propose Renewal of Share Buy-Back Authority and to seek your approval for the resolution thereto to be tabled at the forthcoming 15th AGM of the Company to be convened at the Crystal Function Room, 4th Floor, Mutiara Complex, 3 ½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 29 November 2018 at 10.00 a.m. The notice convening the 15th AGM together with the Form of Proxy have been set out in the Company's Annual Report 2018.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS STATEMENT CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING AGM.

2.0 DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board proposes to seek the approval of the shareholders of the Company to renew the authority granted to the Company at the 15th AGM of the Company to be held on 29 November 2018 to purchase and/or hold from time to time and at any time up to 3% of its own shares in the total number of issued shares of the Company.

As at 1 October 2018, the issued share capital and number of issued shares of the Company was RM206,363,671 comprising 283,545,455 Mycron Shares. The maximum number of shares which may be purchased and/or held by the Company will be three percent (3%) of the total number of issued shares of Mycron at the time of purchase.

The actual number of shares to be purchased, the total amount of the funds to be utilised as well as the timing of the Proposed Renewal of Share Buy-Back Authority will be dependent on the market conditions, sentiments at the market of Bursa Securities, availability of the retained profits, the financial resources available to Mycron as well as the Bursa Securities' requirement to maintain the necessary shareholding spread.

In addition, the Board will ensure that the Company satisfies the solvency test as stated in Section 112(2) of the Act before execution of the Share Buy-Back.

The authority conferred by this resolution may only continue to be in force until:

- (a) the conclusion of the next AGM of Mycron following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,
- whichever occurs first.

Set out below are details of the Proposed Renewal of Share Buy-Back Authority:

2.1 Funding

The funding for the Proposed Renewal of Share Buy-Back Authority will be wholly from internally generated funds and/or borrowings or a combination of both, the proportion of which to be utilized will depend on the actual number of Mycron Shares to be purchased, the price of Mycron Shares and the availability of funds of the Group at the time of purchase. In the event that borrowings are used for the Proposed Renewal of Share Buy-Back Authority, the amount of borrowings will depend on the amount of Mycron Shares to be purchased by the Company and the appropriate borrowing capacity of the Company. The Company's net cash flow may be affected to the extent of the interest costs associated with any borrowings. The Directors of Mycron will ensure that the Company is able to meet the repayment of such borrowings, if any.

In accordance with the Listing Requirements, the maximum funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company available at the time of the intended purchase. Based on the latest audited accounts of the Company for the financial year ended 30 June 2018, the Company's retained profits amounted to RM163,130.

2.2 Treatment of Purchased Shares

When Shares are purchased by the Company, the Directors may resolve to cancel the Shares so purchased and/or retain the Shares so purchased to be held as Treasury Shares. Where the Directors resolve to cancel the Shares so purchased, the Company's total number of issued shares shall be diminished by the cancellation of the Shares so purchased and the cost of the shares shall be applied in the reduction of the profits otherwise available for distribution as dividends. Where the Directors resolve to retain the Shares so purchased as Treasury Shares, the Directors may distribute the Treasury Shares as share dividends to shareholders and/or resell the Treasury Shares on the Bursa Securities and/or cancel the Treasury Shares. While the Shares so purchased are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended. Further, the Treasury Shares would not be taken into account in calculating the number or percentage of Shares or a class of share in the Company for any purposes including the determination of substantial shareholdings, take overs, notices, the requisition of meetings, the quorum for meetings and the result of a vote on resolution(s) at meetings.

2.3 The Purchase Price

Under Bursa Securities' Listing Requirements governing purchase of own shares by listed corporations, Mycron may only purchase its own shares listed on Bursa Securities at a price which is not more than fifteen per cent (15%) above the weighted average market price of the Shares for the five (5) market days immediately before the date of the purchase(s).

2.4 The Resale Price

In the case of a resale of Treasury Shares, if any, the Company may only resell Treasury Shares on Bursa Securities at :

- i. a price which is not less than the weighted average market price of the Shares for the past five (5) market days immediately before the date of the resale(s); or
- ii. a discounted price of not more than five percent (5%) to the weighted average market price for the Shares for the five (5) market days immediately before the resale provided that:
 - (a) the resale takes place no earlier than thirty (30) days from the date of purchase; and
 - (b) the resale price is not less than the cost of purchase of the Shares being resold.

2.5 Public Shareholding Spread

Based on the Record of Depositors maintained by Bursa Depository as at 1st October 2018, being the latest practicable date prior to the printing of this Statement, 81,342,934 shares representing 28.69% of the total number of issued shares of the Company were held by public shareholders. Pursuant to the Proposed Renewal of Share Buy-Back Authority, assuming that the Share Buy-Back is implemented in full and that the Purchased Shares are from public shareholders, the public shareholding spread would reduce to approximately 26.48%. The Board of Directors of the Company undertakes to purchase Shares only to the extent that not less than 25% of its total listed shares are in the hands of public shareholders at all times, as required under Paragraph 8.02(1) of the Listing Requirements.

2.6 Other requirements

The Proposed Renewal of Share Buy-Back Authority will be carried out in accordance with the prevailing laws, rules, regulations, order, guidelines and requirements issued by the relevant authorities at the time of purchase.

In the event that the Company wishes to cancel the Company's Shares purchased and/or the Company's Treasury Shares, the Company is required to release an announcement on the day the cancellation is made providing the number of Shares cancelled, the date of cancellation and the outstanding and paid-up capital of the Company after the cancellation. While the Shares are held as Treasury Shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares in the Company for any purpose including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

In the event that the Company wishes to resell the Company's Treasury Shares, the Company is required to release an announcement on the day the resale is made providing the date of resale, the number of Shares resold, the resale price of each share or where relevant, the highest and lowest resale price sold and the total consideration received.

3.0 RATIONALE AND RISK ASSESSMENT FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is of the opinion that empowering the Company to undertake the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and will provide an opportunity to the Company to purchase Mycron Shares on the Bursa Securities for the purpose of stabilising the supply and demand as well as the price of Mycron Shares and consequently, the fundamental value of the Company may be preserved.

The Proposed Renewal of Share Buy-Back Authority will enable Mycron Group to utilise its financial resources that do not have an immediate usage to buy back the Shares of the Company and enhance the EPS of the Group (in the case where the Directors resolve to cancel the Shares so purchased and/or retain the Shares as treasury shares and the treasury shares are not subsequently resold). If the Shares bought back are kept as treasury shares, it will give the Directors an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to shareholders.

The Proposed Renewal of Share Buy-Back Authority will also enable Mycron Group to utilise its financial resources to reduce the liquidity of Mycron Shares in the stock market which generally will have positive impact, everything being equal, to the market prices of the Shares.

The Proposed Renewal of Share Buy-Back Authority, if implemented, will reduce the financial resources of the Group. This may result in the Group having to forego future investment opportunities and/or any income that may be derived from the deposit of such funds in interest bearing instruments. It may also result in a reduction of financial resources available for distribution in the form of cash dividends to shareholders of the Company.

However, the financial resources of the Company may increase pursuant to the resale of the Shares held as treasury shares at prices higher than the purchase price. In this connection, the Board will be mindful of the interest of the Company and shareholders of the Company in implementing the Proposed Renewal of Share Buy-Back Authority and in subsequent resale.

4.0 EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will however, reduce the financial resources of the Group and may result in the Group foregoing good investment opportunity that may emerge in future. It may also reduce the ability of the Group to withstand economic weakness that may arise. Nevertheless, the Board of Directors of the Company will be mindful of the interests of Mycron and its shareholders in implementing the Proposed Renewal of Share Buy-Back Authority.

On the assumption that the Proposed Renewal of Share Buy-Back Authority is carried out in full, the effects of the Proposed Renewal of Share Buy-Back Authority on the total number of issued shares, NA, EPS, working capital, earnings and dividend of Mycron are set out below :-

4.1 Total Number of Issued Shares

The effect of the Proposed Renewal of Share Buy-Back Authority will depend on whether the Purchased Shares are cancelled or retained as Treasury Shares.

In the event the Proposed Renewal of Share Buy-Back Authority is implemented in full and all the Purchased Shares are subsequently cancelled and there is sufficient retained profits, the pro-forma effects on the total number of issued shares of the Company as at the LPD are as follows:

Company Level	No. of Shares
Total number of issued shares of Mycron as at LPD:	283,545,455
Less :	
(a) Assuming maximum number of Shares are purchased pursuant to the Proposed Renewal of Share Buy-Back Authority	8,506,364
Resultant total number of issued shares	275,039,091

However, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the total number of issued shares of the Company if all the Purchased Shares are retained as Treasury Shares, resold or distributed to the shareholders of the Company.

4.2 NA and EPS

The effect on NA and EPS of the Group will depend on the purchase price of the Shares and the number of Shares bought back. However, the Proposed Renewal of Share Buy-Back Authority, if exercised, is not expected to have material effect on the NA and EPS of the Group for the financial year ending 30 June 2019. If the purchase price of the Shares is less than NA per share, it will increase the NA and EPS per share of the Group and vice versa.

If the purchased Mycron Shares are kept as Treasury Shares, the NA per share would decrease unless the cost per share of the Treasury Shares purchased is below the NA per share at the relevant point in time. This is due to the requirement for Treasury Shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of the Company.

4.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, if exercised, will reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of Mycron Shares eventually purchased and the purchase prices of the Shares. The cash flow of the Company and the Group will be reduced relatively to the number of Mycron Shares eventually purchased and the purchase prices of the Shares.

For Mycron Shares so purchased which are retained as Treasury Shares, upon its resale, the working capital and cash flow of the Company will increase. Again, the quantum of the increase in the working capital and cash flow will depend on the selling price of the Treasury Shares and the number of Treasury Shares resold.

4.4 Earnings

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of Mycron Group are dependent on the number Mycron Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to Mycron Group if internally generated funds are utilized. Further, the purchase of the Mycron Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

4.5 Dividends

The Proposed Renewal of Share Buy-Back Authority may have an impact on our Company's dividend payout as it may reduce the cash available which may otherwise be used for dividend payments. Any dividend to be declared in the immediate future will depend on the performance and cash resources of our Group. In addition; the Treasury Shares may be distributed as dividends to our shareholders if our Board so decides.

5.0 SHAREHOLDINGS OF DIRECTORS AND MAJOR SHAREHOLDERS

Save for the inadvertent increase in the percentage shareholdings of the Directors and Major Shareholders as a result of excluding Treasury Shares from the total number of issued shares after the Proposed Renewal of Share Buy-Back Authority, none of the Directors or Major Shareholders or persons connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority or resale of Treasury Shares.

The table below shows the shareholdings of the existing Directors and Major Shareholders of the Company as at 1st October 2018 and their pro-forma total percentage shareholdings in the Company assuming that the Proposed Renewal of Share Buy-Back Authority was carried out in full on 1st October 2018.

Name	(a)		(b)	
	Before the Proposed Renewal of Share Buy-Back Authority (As at 1st October 2018)		After the Proposed Renewal of Share Buy-Back Authority (Assuming 3% of the total number of issued shares was purchased on 1st October 2018)	
	No. of Mycron Shares held		No. of Mycron Shares held	
	Direct	Indirect	Direct	Indirect
Directors :-				
TY	-	202,102,521 71.28% ⁽¹⁾	-	202,102,521 73.48% ⁽¹⁾
TK	-	52,300 ⁽²⁾ 0.02%	-	52,300 ⁽²⁾ 0.02%
Roshan Mahendran bin Abdullah	-	-	-	-
Azlan bin Abdullah	100,000 0.04%	-	100,000 0.04%	-
Tan Sri Datuk Seri Razman Md Hashim	-	-	-	-
Tengku Datuk Seri Ahmad Shah ibni Almarhum Sultan Salahuddin Abdul Aziz Shah	-	-	-	-
Shazal Yusuf bin Mohamed Zain	-	-	-	-
Muk Sai Tat	-	-	-	-

Name	(a)		(b)	
	Before the Proposed Renewal of Share Buy-Back Authority (As at 1st October 2018)		After the Proposed Renewal of Share Buy-Back Authority (Assuming 3% of the total number of issued shares was purchased on 1st October 2018)	
	No. of Mycron Shares held		No. of Mycron Shares held	
	Direct	Indirect	Direct	Indirect
Interested Major Shareholders: -				
MIG	202,050,221 71.26%	-	202,050,221 73.46% ⁽³⁾	-
MEBVI	-	202,050,221 71.26% ⁽³⁾	-	202,050,221 73.46% ⁽³⁾
MKSB	-	202,050,221 71.26% ⁽³⁾	-	202,050,221 73.46% ⁽³⁾
KLB	-	202,050,221 71.26% ⁽⁴⁾	-	202,050,221 73.46% ⁽⁴⁾

Notes:

- (a) Total percentage of shareholdings as at 1st October 2018. The percentages of shareholdings of the Directors and Major Shareholders are calculated by dividing the shares held by the respective Directors and Major Shareholders with the total number of issued shares.
- (b) Pro-forma percentage of shareholdings in the Company assuming that the Proposed Renewal of Share Buy-Back Authority was carried out in full on 1st October 2018 and the Shares bought back were cancelled.
- (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.
- (2) TK is a director and a shareholder with 12.5% shareholdings in Melewar Group Berhad ("MGB") which is the family owned investment holding company. MGB holds 0.02% of the issued share capital of Mycron.
- (3) Deemed indirect interest by virtue of it being the Major Shareholder of MIG who is a Major Shareholder of Mycron.
- (4) 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.

6.0 IMPLICATIONS ON THE CODE

In the event that the Company acquires the full amount of Shares authorized under the Proposed Renewal of Share Buy-Back Authority which is 8,506,364 and all the Shares so acquired are cancelled, the combined shareholdings in the Company of MIG and parties acting in concert namely TY, MEBVI, MKSB, and KLB based on its shareholding as at 1st October 2018 will increase from 71.26% to 73.46%.

If the Proposed Renewal of Share Buy-Back Authority results in the shareholdings of MIG and parties acting in concert namely TY, MEBVI, MKSB, and KLB increasing in any period of six (6) months by more than 2% pursuant to the Code, MIG and the parties acting-in-concert with MIG based on their shareholdings as at 1st October 2018, will be obliged to undertake a mandatory offer for Mycron shares not held by them collectively.

7.0 PURCHASE, RESALE AND CANCELLATION OF TREASURY SHARES IN THE PREVIOUS TWELVE (12) MONTHS

The Company has not made any purchase, resale or cancellation of any of its own shares in the past twelve (12) months preceding the date of this Statement.

8.0 HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Mycron shares for the past twelve (12) months as traded on the Bursa Securities are as follows:

	High (RM)	Low (RM)
Year 2017		
October	0.810	0.750
November	0.770	0.585
December	0.590	0.495
Year 2018		
January	0.590	0.510
February	0.555	0.475
March	0.505	0.380
April	0.445	0.340
May	0.420	0.370
June	0.395	0.365
July	0.530	0.380
August	0.485	0.380
September	0.395	0.345

Last transacted market price of Mycron shares on 27 August 2018 (being the last trading date prior to the announcement of the Proposed Renewal of Share Buy-Back Authority) was RM0.420

Last transacted market price of Mycron shares on 1st October 2018 (being the latest practicable date prior to the printing of this Statement) was RM0.380.

(Source : The Wall Street Journal/Bursa Malaysia)

9.0 DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

None of the Directors or Major Shareholders of Mycron or persons connected to them has any interest, direct or indirect in the Proposed Renewal of Share Buy-Back Authority.

10.0 DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that it is in the best interest of the Company and its shareholders. Accordingly, the Directors recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back to be tabled at the forthcoming AGM of the Company.

11.0 APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders at the forthcoming 15th AGM to be convened on 29 November 2018.

12.0 FURTHER INFORMATION

The Resolution pertaining to the Proposed Renewal of Share Buy-Back Authority is enclosed in the Notice of the 15th AGM of this Statement/Circular.

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

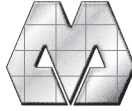
SHAZAL YUSUF BIN MOHAMED ZAIN
Senior Independent Non-Executive Director

PART B

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROVISION OF FINANCIAL ASSISTANCE.



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

Registered Office:

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

Date : 31 October 2018

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)

Tunku Dato' Kamil Ikram bin Tunku Tan Sri Abdullah
(Non-Independent Non-Executive Director)

Tan Sri Datuk Seri Razman Md Hashim Bin Che Din Md Hashim
(Independent Non-Executive Director)

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

Muk Sai Tat
(Independent Non-Executive Director)

Shazal Yusuf bin Mohamed Zain
(Independent Non-Executive Director)

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

Dear Sir/Madam,

PART B

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROVISION OF FINANCIAL ASSISTANCE.

1.0 INTRODUCTION

At the 14th AGM held on 30 November 2017, 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 28 August 2018, the Board of Directors of the Company announced to Bursa Securities its intention to seek the shareholders’ approval for the Proposed Renewal of Shareholders’ Mandate at the forthcoming AGM to be held on 29 November 2018.

The purpose of this Circular is to provide you with details on the Proposed Renewal of Shareholders’ Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming 15th AGM of the Company to be convened at the Crystal Function Room, 4th Floor, Mutiara Complex, 3 ½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 29 November 2018 at 10.00 a.m. The notice convening the 15th AGM together with the Form of Proxy have been set out in the Annual Report 2018.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE TO BE TABLED AT THE FORTHCOMING AGM

2.0 DETAILS OF THE PROPOSED RENEWAL OF 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's Circular to Shareholders shall include all information required under the Listing Requirements. The draft Circular to Shareholders must be submitted to Bursa Securities together with a checklist showing compliance with such information.
- (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 4.3(A) and 4.3(B) of Part B 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 will continue to enter into such RRPT(s) referred to in Sections 4.3(A) and 4.3(B) of Part B 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, confidential and frequent nature of such RRPT(s), the Board of Directors is seeking the shareholders' approval for the Proposed Renewal of Shareholders' Mandate for the Mycron Group to enter into the categories of RRPT(s) referred to in Sections 4.3(A) and 4.3(B) of Part B 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 6.0 of Part B 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 for the RRPT(s) 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 will take effect from the date the Ordinary Resolution is passed by the shareholders at the forthcoming 15th 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 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 in the Company's Annual Report, and in the annual report for subsequent years that the Proposed Renewal of 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 Companies of Mycron

Name of Company	% Held	Principal Activities
MSCRC	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.

Subsidiary of MSCRC

Name of Company	% Held	Principal Activities
Silver Victory Sdn Bhd	100.0	Trading of steel related products.

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

The Proposed Renewal of 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 Directors of the Company and/or the Interested Major Shareholders of the Company

KLB	Investment holding	KLB is the holding company of MEBVI and MKSB who are the Major Shareholders of MIG, a Major Shareholder of Mycron. TY is a beneficiary of a trust known as KLB.
MEBVI	Investment holding	MEBVI is a Major Shareholder of MIG who is a Major Shareholder of Mycron. MEBVI is also a Substantial 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.
MAACA	Providing corporate advisory and consultancy services	MAACA is a wholly owned subsidiary of MAA Corporation Sdn Bhd (" MAA Corp") who in turn is a wholly owned subsidiary of MAAG.

Name of Related Parties	Principal Activities	Relationship
MIE	Provision of engineering and technical consultancy services	MIE is a wholly owned subsidiary of MIG. MIG is a Major Shareholder of Mycron.
MSM	Trading of steel and iron products/scrap	MSM is a wholly owned subsidiary of MIG. MIG is a Major Shareholder of Mycron.
AQAS	Supply and construct of quick assembly homes	AQAS is a wholly owned subsidiary of MIG. MIG is a Major Shareholder of Mycron.
MSS	Property investment	MSS is a wholly owned subsidiary of MIG. MIG is a Major Shareholder of Mycron.
JNL	Wholesale and distribution of steel tubes in the 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 the 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 and TK have deemed interest by virtue of their major interests in The Melewar Corporation Berhad ("TMC"), who in turn is the holding company of Trace; TMC is the family owned investment holding company.

The direct and indirect interest of interested Directors and interested Major Shareholders in Mycron as at 1 October 2018 is as follows:

<u>Name</u>	<u>Direct Interest</u>	<u>%^(a)</u>	<u>Indirect Interest</u>	<u>%^(a)</u>
<u>Interested Directors:</u>				
TY	Nil	Nil	202,102,521	71.28 ⁽¹⁾
TK	Nil	Nil	52,300	0.02 ⁽²⁾

<u>Name</u>	<u>Direct Interest</u>	<u>%^(a)</u>	<u>Indirect Interest</u>	<u>%^(a)</u>
<u>Interested Major Shareholders:</u>				
MIG	202,050,221	71.26	Nil	Nil
MEBVI	Nil	Nil	202,050,221	71.26 ⁽³⁾
MKSB	Nil	Nil	202,050,221	71.26 ⁽³⁾
KLB	Nil	Nil	202,050,221	71.26 ⁽⁴⁾

Notes:

- (a) Total percentage of shareholdings as at 1st October 2018. The percentages of shareholdings of the Directors and Major Shareholders are calculated by dividing the shares held by the respective Directors 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.
- (2) TK is a director and a shareholder with 12.5% shareholdings in Melewar Group Berhad ("MGB") which is the family owned investment holding company. MGB holds 0.02% of the issued share capital of Mycron.
- (3) Deemed indirect interest by virtue of it being the Major Shareholder of MIG who is a Major Shareholder of Mycron.
- (4) 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.

4.0 NATURE OF RRPT(S)

4.1 GENERAL DETAILS OF RRPT(S)

The types of RRPT(s) to be covered by the Proposed Renewal of 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 to be sought are set out in Sections 4.3(A) and 4.3(B) of Part B 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 4.3(A) and 4.3(B) of Part B of this Circular is the aggregate amount of the transactions calculated from the date of the AGM held in 2017 which was 30 November 2017 up to the latest practicable date prior to the printing of this Circular which did not exceed by 10% or more of the estimated value as approved under the previous shareholders' mandate granted to the Company at the 14th AGM held on 30 November 2017.

4.2 AMOUNTS DUE AND OWING TO MYCRON GROUP BY THE RELATED PARTIES

The breakdown of the principal sum and interest for the total outstanding amount due under the RRPT(s) which exceeded the credit term as at 30 June 2018 were as follows :

No.	Nature of Transaction	Amount of Outstanding RRPTs Receivables (RM'000)			
		< 1 year	> 1 to 3 years	> 3 to 5 years	> 5 years
1.	Sale of scrap by MSCRC to MSM	(a)	2,121	-	-
2.	Sale of scrap by MST to MSM	(b)	308	-	-

N/B: (a) Principal sum owed by MSM to MSCRC is RM2,120,752 and Nil interest.

(b) Principal sum owed by MSM to MST is RM308,081 and Nil interest.

Mycron Group does not impose late payment charges on the outstanding receivable by MSM due to its extremely weak financial position.

MSM holds a scrap trading license and has the experience and equipment to assist MSCRC and MST to process and dispose its steel by-product/scrap. MSM charges MSCRC and MST a scrap handling commission fee; where a portion of this revenue is used to reduce the debt owing to MSCRC and MST.

In view of the above arrangement, the Board of Directors of the Company is of the view that the outstanding receivables are recoverable.

The Mycron Group has undertaken the following measures in recovering the outstanding receivables by the Related Parties:

1. The Management Committee will provide a monthly summary of overdue and significant debts of each Related Party to the Chief Executive Officer for the purpose of continuous monitoring and decision;
2. Reminders are sent to the Related Parties followed with telephone calls on the outstanding receivables; and

In addition to the above, the Related Parties are also monitoring their financial situation and taking the necessary measures to repay its outstanding receivables to Mycron Group.

In view of the above measures and the Chief Executive Officer's in depth-knowledge of the Related Parties' operations, the Board of Directors of the Company is of the view that the outstanding receivables are recoverable.

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

(i) Proposed Renewal of Shareholders' Mandate for RRPT with Melewar Group of Companies

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
1.	Trace	Provision of corporate secretarial services by the Related Party to Mycron Group	Interested Directors TY & TK	TY and TK are deemed interested in Trace by virtue of their major interests in TMC, who in turn is the holding company of Trace; TMC is the family owned investment holding company.	Nil	500,000	232,743	500,000

(ii) Proposed Renewal of Shareholders' Mandate for RRPT(s) with MAAG 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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)
1.	MAACA	Provision of corporate consultancy services by the Related Party to Mycron Group	Interested Director TY Interested Major Shareholders MEBVI, MKSB and KLB	TY is deemed interested in MAACA. TY is a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB.	MAACA is a wholly owned subsidiary of MAA Corporation Sdn Bhd who in turn is a wholly owned subsidiary of MAAG whose ultimate Major Shareholder is KLB.	800,000	Nil	Nil
2.	MAAG	Human Resource fee charged by the Related Party to Mycron	Interested Director TY Interested Major Shareholders MEBVI, MKSB and KLB	TY is deemed interested in MAAG. TY is a beneficiary of a trust known as KLB, being the holding company of MEBVI and MKSB.	KLB is the ultimate Major Shareholder of MAAG.	300,000	136,365	300,000

(iii) 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)			
					Major Shareholder	Estimated aggregate value as disclosed in the Circular to Shareholders dated 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 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>	<p>Director</p> <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.</p>	MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	240,000	Nil	240,000
2.	MIG	Sale of pipes by the Related Party to MSCRC	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	<p>Director</p> <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</p>	MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	400,000	Nil	Nil

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
3.	MSM	Sale of scrap by MSCRC to the Related Party	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.	MSM is a wholly owned subsidiary of MIG. MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	15,000,000	Nil	Nil
4.	MIE	Provision of technical and consultancy services by the Related Party to MSCRC for expansion projects in cold roll mill	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MIE 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	MIE is a wholly owned subsidiary of MIG. MSCRC is a wholly owned subsidiary of Mycron. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	1,200,000	Nil	1,200,000

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
5.	MIG	Management fees for the provision of management services/advice charged by the Related Party to MSCRC	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	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 71.26% shareholding in Mycron.	2,000,000	1,250,000	2,000,000
6.	MIE	Technical Advisory fees charged by the Related Party to MST	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MIE 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. MIE is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	150,000	80,000	150,000

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
7.	* MIG	Rental charged by the Related Party to MST for the use of the factory belonging to MIG. (Lot 10, Lot 49 and *Lot 53) (Please refer to Note 2(b) of Page 29 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 71.26% shareholding in Mycron.	5,000,000	2,871,550 (i) For Lot 10 & Lot 49 1,012,000 (ii) For *Lot 53 which was acquired from MIG on 29 November 2017	5,000,000
8.	MSS	Rental charged by the Related Party to MST for the use of the factory belonging to MSS. (Lot 16) (Please refer to Note 2(a) of Page 29 of this Circular)	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MST and MSS 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. MSS is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	600,000	292,215	600,000

* On 20 November 2017, a Sale and Purchase Agreement was entered into between Melewar Steel Tube Sdn Bhd ("MST"), a wholly owned subsidiary of the Company and Melewar Industrial Group Berhad ("MIG") in respect of the acquisition by MST of a leasehold factory cum office building bearing address Lot 53, Persiaran Selangor, Seksyen 15, 40200 Shah Alam, Selangor from MIG. The said acquisition was completed on 30 August 2018. Disclosure on rental by MIG to MST for Lot 53 will no longer be relevant effective from 30 August 2018. As such, the actual value transacted was from the date of AGM held on 30.11.2017 up to 30.8.2018.

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
9.	MSM	Sale of scrap by MST to the Related Party	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	TY is deemed interested in MST and MSM 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. MSM is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	3,000,000	Nil	Nil
10.	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 71.26% shareholding in Mycron	2,000,000	1,250,000	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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
11.	AQAS	Sale of pipes by MST to the Related Party	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	<p>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</p>	<p>MST is a wholly owned subsidiary of Mycron.</p> <p>AQAS is a wholly owned subsidiary of MIG.</p> <p>MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.</p>	2,000,000	Nil	2,000,000
12.	MIE	Technical advisory fees charged by the Related Party to MSCRC	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	<p>TY is deemed interested in MIE 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</p>	<p>MSCRC is a wholly owned subsidiary of Mycron.</p> <p>MIE is a wholly owned subsidiary of MIG.</p> <p>MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.</p>	300,000	160,000	300,000

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
13.	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 71.26% shareholding in Mycron.	3,000,000	2,842,703	5,000,000
14.	MSM	Scrap handling commission fee charged by the Related Party to MST.	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	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	MST 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 71.26% shareholding in Mycron.	1,000,000	503,447	1,000,000

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
15.	Melewar Steel UK Ltd ("MSUK")	Purchases of steel pipes and tubes by Related Party from MST	Interested Director TY Interested Major Shareholders MIG, MEBVI, MKSB and KLB	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.	MST is a wholly owned subsidiary of Mycron. MSUK is a wholly owned subsidiary of Melewar Imperial Limited ("MIL"), which in turn is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	10,000,000	Nil	10,000,000
16.	Jack Nathan Limited ("JNL")	Purchases 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 MIL, which in turn is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	10,000,000	745,994	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 16, Jalan Pengapit 15/19, 40000 Shah Alam, Selangor	94,000 (2.16 acres)	0.44	1 Perpetual Auto 3 years Renewal	Factory Rental
(b)	MST	Lot 53, Persiaran Selangor, 40200 Shah Alam, Selangor	196,144 (4.50 acres)	0.64	1 Perpetual Auto 3 years Renewal	Factory Rental
		Lot 49, Jalan Utas, 40200 Shah Alam, Selangor	316,300 (7.26 acres)	0.60	1 Perpetual Auto 3 years Renewal	Factory Rental
		Lot 10, Persiaran Selangor, 40200 Shah Alam, Selangor	220,437 (5.06 acres)	0.44	1 Perpetual Auto 3 years Renewal	Factory Rental

4.3(B) NATURE OF RRPT(S) FOR THE PROVISION OF FINANCIAL ASSISTANCE

The RRPT(s) 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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
1.	Provision of guarantees, indemnity or such other collateral to or in favour of another person which is necessary in order for MIE to procure a contract or secure work from the other person or to enable the other person to commence and/or complete a contract or work for Mycron Group.	MIE	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	TY is deemed interested in MIE 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.	MIE is a wholly owned subsidiary of MIG. MIG is the Major Shareholder of Mycron by virtue of its 71.26% shareholding in Mycron.	Not exceeding RM5.0 million	Nil	Not exceeding RM5.0 million
2.	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	<p>Interested Director TY</p> <p>Interested Major Shareholders MIG, MEBVI, MKSB and KLB</p>	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 71.26% shareholding in Mycron.	Not exceeding RM5.0 million	Nil	Not exceeding RM5.0 million

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 31.10.2017 ("Estimated Value")	Actual value of transactions (from the date of AGM held on 30.11.2017 up to LPD)	(1) Estimated value of transactions (from 29.11.2018 till next AGM) ("Current Estimated Value")
3.	Provision of corporate guarantee to financial institutions, as and when required, to secure the continuing trade facilities extended to direct and indirect subsidiaries.	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 71.26% shareholding in Mycron.	Not exceeding RM100.0 Million	Nil	Not exceeding RM100.0 Million

Note :

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.

5.0 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.

6.0 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);
- (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 actual transacted values of RRPT(s) under the Proposed Renewal of 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; and the Audit and Governance Committee has the discretion to request for additional procedures to be imposed on all RRPT(s) including appointing an independent adviser/expert as they deem appropriate.

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 the 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.

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

Where any Director has an interest (direct or indirect) in any RRPT(s), such Director (or his/her alternate, where applicable) shall abstain from voting at the AGM on the matter. Where any member of the Audit and Governance Committee is interested in any transaction, that member shall abstain from voting on any matter relating to any decision to be taken by the Audit and Governance Committee with respect to such transactions.

Pursuant to Paragraph 10.09(2)(d) of the Listing Requirements, in a meeting to obtain the approval for the Proposed Renewal of Shareholders' Mandate the interested Director, interested Major Shareholder or interested persons connected with the interested Director or interested Major Shareholder; and where it involves the interest of an interested person connected to a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the RRPT(s). An interested Director or interested Major Shareholder must ensure that persons connected with him/her abstain from voting on the resolution approving the RRPT(s).

The Proposed Renewal of Shareholders' Mandate if approved at the forthcoming AGM, will continue to be in force until the conclusion of the next AGM of the Company. Thereafter, shareholders' approval will be sought for the renewal of such mandate at each subsequent AGM subject to a satisfactory review by the Audit and Governance Committee of its continued application to the RRPT(s).

7.0 THRESHOLD OF AUTHORITY

There are no specific threshold for approval of RRPT(s) within Myrcron 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 6.0 of Part B 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.

8.0 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 in Section 6.0 of Part B of this Circular are sufficient to ensure that RRPT(s) of a revenue or trading nature as set out in Sections 4.3(A) and 4.3(B) of this Circular are not more favorable to related parties than those generally available to the public and are not to the detriment of the minority shareholders.

Myrcron Group has in place adequate procedures and processes to monitor, track and identify RRPT(s) in a timely and orderly manner and if necessary, the Audit and Governance Committee may request internal audit to review the systems and procedures.

9.0 RATIONALE FOR AND BENEFITS TO THE GROUP

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

- (a) the Proposed Renewal of 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 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.

10.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

10.1 Share Capital

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

10.2 NA and Working Capital

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

10.3 Earnings

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

11.0 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 :-

- (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.

Accordingly, TY and TK are deemed interested in the RRPT(s) entered into and to be entered into between Mycron Group with the Related Parties by virtue of his/their interest in these companies as disclosed in Sections 4.3(A) and 4.3(B) of Part B of this Circular.

TY and TK have abstained on the respective RRPT(s) and will continue to abstain from deliberation and voting at Board meetings of Mycron on the Proposed Renewal of Shareholders' Mandate.

TY, MIG, MEBVI, MKSB and KLB are Related Parties whereas TY and TK are related parties in respect of the RRPT(s) with Trace and will abstain from voting at the forthcoming AGM in respect of their direct and/or indirect shareholdings on the Ordinary Resolution 9 under Special Business as given in the Notice of 15th AGM enclosed in the Annual Report 2018 of the Company for the financial year ended 30 June 2018.

Further, TY, MIG, MEBVI, MKSB and KLB as well as TK 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.

12.0. DIRECTORS' RECOMMENDATION

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

13.0. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders at the forthcoming 15th AGM to be convened on 29 November 2018.

14.0. ANNUAL GENERAL MEETING

The 15th AGM, the notice of which is enclosed with the Annual Report for the financial year ended 30 June 2018, will be held at the Crystal Function Room, 4th Floor, Mutiara Complex, 3½ Miles, Jalan Ipoh, 51200 Kuala Lumpur on Thursday, 29 November 2018 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 15th 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 forty-eight (48) hours before the time set for the 15th 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 15th AGM should you subsequently wish to do so, but if you do, your proxy shall be precluded from attending the 15th 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.

15.0. 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

SHAZAL YUSUF BIN MOHAMED ZAIN
Senior Independent Non-Executive Director

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement/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 Statement/Circular misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Mycron or any of its subsidiaries within the past two (2) years immediately preceding the date of this Statement/Circular :-

- Sale and Purchase Agreement dated 20 November 2017 entered into between Melewar Steel Tube Sdn Bhd ("MST"), a wholly owned subsidiary of the Company and Melewar Industrial Group Berhad ("MIG") in respect of the acquisition by MST of a leasehold factory cum office building bearing address Lot 53, Persiaran Selangor, Seksyen 15, 40200 Shah Alam, Selangor measuring approximately 196,144 sq. ft. from MIG at a total purchase consideration of RM26,000,000.00 (Ringgit Malaysia Twenty-Six Million) only.

The said acquisition was completed on 30 August 2018.

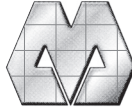
3. MATERIAL LITIGATION

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 for the period from the date hereof up to and including the date of the 15th AGM of the Company:

- (i) the Memorandum and Articles of Association of Mycron;
- (ii) the Statutory Financial Statements of Mycron for the two (2) financial years ended 30 June 2017 and 30 June 2018; and
- (iii) the material contract referred to under Item 2 above.



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

NOTICE IS HEREBY GIVEN that the **15TH ANNUAL GENERAL MEETING** of the Company will be held at **Crystal Function Room, 4th Floor, Mutiara Complex, 3½ Miles, Jalan Ipoh, 51200 Kuala Lumpur** on **Thursday, 29 November 2018 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 2018 together with the Reports of the Directors and the Auditors thereon.
[Please refer to Explanatory Note A]
2. To approve the payment of Director's fees of RM20,000.00 for En Azlan Bin Abdullah for the period from 11 August 2018 to 31 December 2018.
[Please refer to Explanatory Note B] **1**
3. To approve the payment of Directors' fees amounting to RM384,000.00 for the period from 1 January 2019 to 31 December 2019 to be payable quarterly in arrears to the Non-Executive Directors of the Company. **2**
4. To approve an amount of up to RM100,000.00 as benefits payable to the Non-Executive Directors of the Company for the period from 1 December 2018 until the conclusion of the next Annual General Meeting ("AGM") of the Company.
[Please refer to Explanatory Note C] **3**
5. To re-elect the following Directors of the Company who are retiring in accordance with Article 113(1) of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
 - (i) Tengku Datuk Seri Ahmad Shah ibni Almarhum Sultan Salahuddin Abdul Aziz Shah **4**
 - (ii) Shazal Yusuf bin Mohamed Zain **5**
 - (iii) Tunku Dato' Kamil Ikram bin Tunku Tan Sri Abdullah **6**
6. To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **7**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-
 - (a) **Proposed Renewal of Share Buy-Back Authority** **8**

"THAT subject to compliance with Section 127 of the Companies Act 2016 ("the Act"), the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority, the Company be and is hereby unconditionally and generally authorised to purchase and hold such amount of shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time-to-time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed three percent (3%) of the total number of issued shares of the Company and that an amount not exceeding the Company's total audited retained profits of RM163,130 as at 30 June 2018 would be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

AND THAT such authority shall commence immediately upon passing of this Ordinary Resolution and will expire at the conclusion of the next AGM of the Company unless earlier revoked or varied by Ordinary Resolution of shareholders of the Company in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held whichever is earlier but not so as to prejudice the completion of purchase(s) made by the Company before the aforesaid expiry date.

AND THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Renewal of Share Buy-Back Authority and further THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the shares so purchased as treasury shares or cancel them or both."

(b) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") 9

"THAT the mandate granted by the shareholders of the Company on 30 November 2017 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 the Mycron Group's day-to-day operations as set out in Section 4.3(A) and 4.3(B) of Part B of the Circular to Shareholders dated 31 October 2018 ("the Circular") with the related parties mentioned therein, be and is hereby renewed, provided that :-

- (a) 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
- (b) 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 :

- (a) 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
- (b) 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
- (c) 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."

(c) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act **10**

“THAT, subject always to the Act, the Articles of Association 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 2018

NOTES:-

1. *Applicable to shares held through a nominee account.*
2. *A member entitled to attend, speak and vote at a meeting of the Company is entitled to appoint more than one (1) proxy to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company.*
3. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be presented by each proxy.*
4. *Where a member is an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
5. *The instrument appointing a proxy, shall be in writing under the hand of the appointer or his attorney duly authorised in writing, and in the case of a corporation, either under seal or under hand of an officer or attorney duly authorised.*
6. *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 forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.*
7. *Any alteration in the form of proxy must be initialled.*
8. *Form of Proxy sent through facsimile transmission shall not be accepted.*
9. *For the purpose of determining a member who shall be entitled to attend this 15th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Articles 79(a), 79(b) and 79(c) of the Company’s Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 23 November 2018. Only a depositor whose name appears on the Record of Depositors as at 23 November 2018 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.*

MYCRON STEEL BERHAD
Notice of 15th Annual General Meeting

10. *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) Payment of Director's Fee (Ordinary Resolution 1)

The Company is seeking shareholders' approval for the payment of director's fee to En Azlan Bin Abdullah who was re-designated from Executive Director to Non-Independent Non-Executive Director of the Company with effect from 11 August 2018 and therefore payment of director's fees shall cover the period from 11 August 2018 to 31 December 2018.

(C) Benefits Payable to Non-Executive Directors (Ordinary Resolution 3)

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 3 is to seek shareholders' approval for payment of Directors' Benefits (excluding Directors' fees) to the Non-Executive Directors for the period from 1 December 2018 until the conclusion of the next AGM to be held in 2019 of the Company.

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.

11. *Explanatory Notes to Special Business:*

(D) Proposed Renewal of Share Buy-Back Authority (Ordinary Resolution 8)

The Proposed Ordinary Resolution 8, if passed, would empower the Directors to exercise the power of the Company to purchase its own shares ("the Proposal") by utilising its financial resources not immediately required. The Proposal may have a positive impact on the market price of the Company's shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

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

The Proposed Ordinary Resolution 9, 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.

(F) Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Act (Ordinary Resolution 10)

The Ordinary Resolution proposed under Resolution 10 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 10, 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.

MYCRON STEEL BERHAD
Notice of 15th Annual General Meeting

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 14th AGM held on 30 November 2017 and which will lapse at the conclusion of the 15th AGM to be held on 29 November 2018.

12. *Poll Voting*

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

The detailed information on Special Business of Agenda 7 except for Ordinary Resolution 10 as mentioned above is set out in the Circular to Shareholders of the Company dated 31 October 2018 which is despatched together with the Company's 2018 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.