



MYCRON STEEL BERHAD

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

NOTICE OF THE NINTH (9TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth (9th) Annual General Meeting of the Company will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 13 December 2012 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

Resolution

- | | | |
|----|--|---|
| 1. | To receive the Audited Financial Statements for the year ended 30 June 2012 together with the Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note A |
| 2. | To approve the payment of Directors' fees amounting to RM603,600 for the financial year ending 30 June 2013 to be payable quarterly in arrears. | (Resolution 1) |
| 3. | To re-elect the following Directors of the Company who are retiring pursuant to Article 77 of the Company's Articles of Association and who, being eligible, offer themselves for re-election: | |
| | (i) Dato' Zulkifly @ Sofi bin Haji Mustapha | (Resolution 2) |
| | (ii) En Azlan bin Abdullah | (Resolution 3) |
| 4. | To re-elect the following Directors of the Company who are retiring pursuant to Article 83 of the Company's Articles of Association and who, being eligible, offer themselves for re-election: | |
| | (i) Dato' Sri Iskandar Michael bin Abdullah | (Resolution 4) |
| | (ii) General Dato' Sri Hj Suleiman bin Mahmud RMAF (Rtd) | (Resolution 5) |
| 5. | To reappoint Messrs PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. | (Resolution 6) |

AS SPECIAL BUSINESS

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

(a) **Proposed Re-election of Directors pursuant to Section 129(6) of the Companies Act, 1965 ("the Act")**

"THAT the appointment of the following Directors who are over 70 years of age as Independent Non-Executive Directors of the Company pursuant to Section 129(6) of the Act be confirmed and ratified and that they be re-elected and to hold office until the conclusion of the next Annual General Meeting ("AGM") to be held in 2013:

- | | | |
|------|------------------------------|----------------|
| (i) | Dato' Jaffar Indot | (Resolution 7) |
| (ii) | Datuk Seri Razman Md Hashim" | (Resolution 8) |

(b) **Proposed Renewal of Authority for the Company to Purchase its Own Shares**

(Resolution 9)

"THAT subject to compliance with Section 67A of the Act, the Main Market 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 number of ordinary shares of RM1 each 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 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 Ordinary Resolution does not exceed ten percent (10%) of the issued and paid-up share capital of the Company and that an amount not exceeding the Company's total audited retained profits of RM16,382,764 and share premium account of RM14,918,638 as at 30 June 2012 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."

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

(Resolution 10)

"THAT the mandate granted by the shareholders of the Company on 7 December 2011 pursuant to Paragraph 10.09 of the Main Market 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 3.3(A) and (B) of Part B of the Circular to Shareholders dated 21 November 2012 ("the Circular") with the related parties mentioned therein, be and is hereby renewed, AND THAT mandate be and is hereby granted by the shareholders of the Company to apply to the new RRPTs as set out in Section 3.3(C) of Part B of the Circular with the related party therein, 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) disclosure will be made in the Annual Report providing the breakdown of the aggregate value of the transactions conducted pursuant to the mandate during the financial year, amongst others, based on the following information:
 - (i) the type of the RRPTs made; and
 - (ii) the names of the related parties involved in each type of the RRPTs made and their relationship with the Company.

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

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at that meeting or Extraordinary General Meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

SPECIAL RESOLUTION 1

- (d) **Proposed Amendments to the Articles of Association of the Company** (Resolution 11)

"THAT, the proposed new Articles of Association of the Company as set out in Section 1.0 of Part C of the Circular to Shareholders dated 21 November 2012, be and are hereby approved and adopted as the new Articles of Association of the Company AND THAT the Directors of the Company and Company Secretary be and are hereby authorised to take all such steps and carry out all the necessary formalities to give full effect to the proposed adoption of the Company's new Articles of Association."

By Order of the Board

LILY YIN KAM MAY (MAICSA 0878038)
EZZA HANIE ALIAS (LS 0009238)
Company Secretaries

Kuala Lumpur
21 November 2012

NOTES:

1. Applicable to shares held through a nominee account.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company, and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
4. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, may appoint one (1) proxy in respect of each securities account.
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 12.03, 12th 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 Ninth (9th) AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 10 December 2012 in accordance with Article 54(b), 54(c) and 54(d) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991. Only a depositor whose name appears on the Record of Depositors as at 10 December 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
10. (i) Explanatory note to Ordinary Business of Agenda 1 (Explanatory Note A):

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.
- (ii) Explanatory notes to Special Business of Agenda 6:
 - (a) **Proposed Re-election of Directors pursuant to Section 129(6) of the Act**

The re-appointment of Dato' Jaffar Indot and Datuk Seri Razman Md Hashim, persons over the age of seventy (70) years as Directors of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the Proposed Resolutions 7 and 8 respectively have been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting.

(b) **Proposed Renewal of Authority for the Company to Purchase its Own Shares**

The Proposed Resolution 9, 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.

(c) **Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions**

The Proposed Resolution 10, 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.

(d) **Proposed Amendments to the Articles of Association of the Company**

The Proposed Resolution 11, if passed, will give authority for the Company to amend its Articles of Association in line with the recent amendments prescribed under the Main Market Listing Requirements of Bursa Securities.

The detailed information on Special Business of Agenda 6 except for Agenda 6(a) as mentioned above is set out in the Circular to Shareholders of the Company dated 21 November 2012 which is dispatched together with the Company's 2012 Annual Report.