

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad has not perused Part B of this Circular prior to its issuance and conducted limited review on Part A of this Circular. Bursa Malaysia Securities Berhad takes no responsibility for the contents of this 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 Circular.

SMPC

SMPC CORPORATION BHD.

(Company No. 79082-V)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

PART A

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

PART B

PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION ("PROPOSED AMENDMENTS")

The Notice of the Thirty-First Annual General Meeting ("AGM") of the Company to be held at Function Room 4, 1st Floor, Ixora Hotel, Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang on Friday, 28 September 2012 at 3.00 p.m., together with the Form of Proxy are enclosed in this Circular. Shareholders are advised to refer to the Notice of the AGM and the accompanying Form of Proxy which are enclosed. The Form of Proxy must be lodged at the Registered Office of the Company at 55, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. 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.

Date and time for the AGM : Friday, 28 September 2012 at 3.00 p.m., or any adjournment thereof

Last date and time for lodging the Form of Proxy : Wednesday, 26 September 2012 at 3.00 p.m.

This Circular is dated 5 September 2012

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INFORMATION ON ANNUAL GENERAL MEETING

- NOTICE OF ANNUAL GENERAL MEETING
- FORM OF PROXY
- 2012 ANNUAL REPORT REQUEST FORM

CIRCULAR TO SHAREHOLDERS

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
(PART A)
- PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION
(PART B)

Note to Shareholders:

The 2012 Annual Report is enclosed in CD-ROM format. Should a printed copy of the Annual Report be required, please fill up the attached "2012 Annual Report Request Form", upon the receipt of which, we will send you a printed copy within 4 market days from the date of receipt. Shareholders who require assistance with the viewing of the CD-ROM, kindly contact Ms Parimala Devi at Tel No. : 604-398 7560.

SMPC CORPORATION BHD. (79082-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First (31st) Annual General Meeting of the Company will be held at Function Room 4, 1st Floor, Ixora Hotel, Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang on Friday, 28 September 2012 at 3.00 p.m.

AGENDA

1. To receive the Audited Financial Statements for the year ended 31 March 2012, together with the Directors' and Auditors' Reports thereon.
2. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:

Ng Chin Nam (Resolution 1)
Mohd Shahril Fitri Bin Hashim (Resolution 2)
Ooi Chieng Sim (Resolution 3)
3. To consider and, if thought fit, pass a resolution pursuant to Section 129 (6) of the Companies Act, 1965 to appoint the following Directors as Director of the Company to hold office until the next Annual General Meeting of the Company:

Sanmarkan a/l TS Ganapathi (Resolution 4)
Dato' Lee Hean Guan (Resolution 5)
4. To re-appoint Messrs Grant Thornton as Auditors and to authorise the Directors to fix the Auditors' remuneration. (Resolution 6)
5. To approve payment of the Directors' fee of RM168,000. (Resolution 7)
6. To transact any other business appropriate to an Annual General Meeting.
7. As SPECIAL BUSINESS, to consider and, if thought fit, pass the following resolutions:-

Ordinary Resolution No. 1 - (Resolution 8)
Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965

“That, subject to the Companies Act, 1965 and the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and other relevant governmental or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deemed fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

**Ordinary Resolution No. 2 -
Proposed Renewal of Shareholders' Mandate on Recurrent Related
Party Transactions of A Revenue or Trading Nature**

(Resolution 9)

“That, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or person connected with Directors and/or major shareholders of the Company and/or its subsidiary companies (“Related Parties”) as specified in Section 3 of Part A of the Circular to Shareholders dated 5 September 2012, provided that such arrangements and/or transactions are:

- i) recurrent transactions of a revenue or trading nature;
- ii) necessary for the day-to-day operations;
- iii) carried out on an arm’s length basis, in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- iv) are not to the detriment of the minority shareholders.

And that the shareholders’ mandate, unless revoked or varied by the Company in a general meeting, shall take effect from the date of the passing of this Ordinary Resolution and will continue in force until:

- i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse unless authority is renewed by a resolution passed at the next Annual General Meeting;
- ii) the expiration of the period within which the next Annual General Meeting is 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 resolution passed by shareholders in a general meeting before the next Annual General Meeting

whichever is earlier.

Thereafter, approval from shareholders for a renewal of the recurrent related party transactions mandate will be sought at each subsequent Annual General Meeting of the Company;

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

**Special Resolution -
Proposed Amendments to the Company’s Articles of Association**

(Resolution 10)

“That, the deletions, alteration, modifications and additions to the Company’s Articles of Association as set out in Appendix II of the Circular to Shareholders dated 5 September 2012 be approved.”

By Order of the Board

CHAN YOKE YIN (MAICSA 7043743)
CHIEW CINDY (MAICSA 7057923)
Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
5 September 2012

NOTE:- A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55 Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting.

For the purpose of determining a member who shall be entitled to attend the Thirty-First Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 20.3 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 24 September 2012. Only a depositor whose name appears on the Record of Depositors as at 24 September 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

EXPLANATORY NOTES TO SPECIAL BUSINESS

1) Ordinary Resolution No. 1 - Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965

Pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company may, subject to the approval of the shareholders of the Company, exercise any power to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority will expire at the next Annual General Meeting of the Company, unless revoked or varied at a general meeting.

The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment, projects, working capital and/or acquisitions.

2) Ordinary Resolution No. 2 - Proposed Renewal of Shareholders' Mandate of A Revenue or Trading Nature

Further information on the above Ordinary Resolution is set out in the Circular to Shareholders of the Company.

3) Special Resolution - Proposed Amendments to the Articles of Association

Further information on the above Special Resolution is set out in the Circular to Shareholders of the Company.

SMPC CORPORATION BHD. (79082-V)

(Incorporated in Malaysia)

FORM OF PROXY

I/We, _____ NRIC No./Company No. _____
_____ of _____
_____ being a member of SMPC Corporation Bhd. hereby

appoint the following person(s):

Name of proxy & NRIC No.	No. of Shares	%
1. _____	_____	_____
2. _____	_____	_____

or failing him/her

1. _____	_____	_____
2. _____	_____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy, to vote for me/us and on my/our behalf at the Thirty-First Annual General Meeting of the Company, to be held on 28 September 2012 and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

Ordinary Business		For	Against
The re-election of Directors: Ng Chin Nam	Resolution 1		
Mohd Shahril Fitri Bin Hashim	Resolution 2		
Ooi Chieng Sim	Resolution 3		
The re-appointment of the following Directors in accordance with Section 129 (6) of the Companies Act, 1965: Sanmarkan a/l TS Ganapathi	Resolution 4		
Dato' Lee Hean Guan	Resolution 5		
The payment of Directors' fee	Resolution 6		
The appointment of Auditors and their remuneration	Resolution 7		
Special Business			
Ordinary Resolution No. 1 – Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965	Resolution 8		
Ordinary Resolution No. 2 – Proposed Renewal of Shareholders' Mandate of a Revenue or Trading Nature	Resolution 9		
Special Resolution – Proposed Amendments to Articles of Association	Resolution 10		

Please indicate with (✓) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

Date:

No. of shares held	
CDS A/C No.	

Signature of Shareholder

NOTES:

A member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55 Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting.

Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

If this Form is signed and returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.

In the case of a corporation, the proxy must be executed under its Common Seal, or under the hand of a duly authorized officer.

For the purpose of determining a member who shall be entitled to attend the Thirty-First Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 20.3 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 24 September 2012. Only a depositor whose name appears on the Record of Depositors as at 24 September 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

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STAMP
(Within
Malaysia)

The Company Secretary
SMPC CORPORATION BHD.
55 Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh, Perak

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SMPC CORPORATION BHD. (79082-V)
(Incorporated in Malaysia)

REQUEST FORM

To : The Share Registrar
SMPC CORPORATION BHD.
55 Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh

Tel. No. : 05-5474833

Fax No. : 05-5474363

Please send me/us a printed copy of the 2012 Annual Report.

Name of Shareholder	
NRIC No./Passport No.	
CDS Account No.	
Correspondence Address	
Tel. No.	

Date :

Signature :

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STAMP
(Within
Malaysia)

The Share Registrar
SMPC CORPORATION BHD.
55 Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh, Perak

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CIRCULAR TO SHAREHOLDERS

in relation to

PART A

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
ON RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE
OR TRADING NATURE
("PROPOSED SHAREHOLDERS' MANDATE")**

PART B

**PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF
ASSOCIATION
("PROPOSED AMENDMENTS")**

DEFINITIONS

In this Circular, unless otherwise stated, the following abbreviations shall have the following meanings:

- “AGM” - Annual General Meeting
- “Bursa Securities” - Bursa Malaysia Securities Berhad (635998-W)
- “Director(s)” - A director shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six months of the date on which the terms of the transaction were agreed upon, a director of SMPC or any other company which is its subsidiary or holding company or a chief executive officer of SMPC, its subsidiary or holding company.
- “EPS” - Earnings per share
- “Listing Requirements” - Main Market Listing Requirements of Bursa Securities including any amendments to the Main Market Listing Requirements that may be made from time to time.
- “Major Shareholder” - Any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, having an interest or interests in one or more voting shares in the Company or any other company which is its subsidiary or holding company, and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is
- (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or
 - (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Companies Act, 1965.
- “NA” - Net Assets
- “Ordinary Resolution No. 2” - The Ordinary Resolution No. 2 set out in the Notice of AGM pertaining to the Proposed Shareholders’ Mandate

DEFINITIONS (*cont'd*)

- “Person(s) Connected” - In relation to a Director or a Major Shareholder, mean such person(s) who fall(s) under one of the following categories:
- i. a family member of the Director or Major Shareholder;
 - ii. a trustee of a trust (other than a trustee for share scheme for employees or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
 - iii. a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder;
 - iv. a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - v. a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - vi. a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions, or wishes of the Director or Major Shareholder;
 - vii. a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal to act;
 - viii. a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
 - ix. a body corporate which is a related corporation.
- “Proposed Amendments” - Proposed amendments to the Company’s Articles of Association
- “Proposed Shareholders’ Mandate” - Proposed Renewal of Shareholders’ Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature
- “Recurrent Related Party Transaction of a Revenue or Trading Nature” - A related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of SMPC or its subsidiaries
- “Related Party” - A Director, Major Shareholder or Person Connected with such Director or Major Shareholder
- “Related Party Transaction” - A transaction entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party

DEFINITIONS *(cont'd)*

- “SMPC” or “the Company” - SMPC Corporation Bhd. (79082-V)
- “SMPC Group” or “Group” - SMPC and its subsidiary companies as defined in Section 5 of the Companies Act, 1965 which are not dormant companies
- “SMPC Share(s)” or “Share(s)” - Ordinary share(s) of RM1.00 each in SMPC
- “Special Resolution” - The Special Resolution set out in the Notice of AGM pertaining to the Proposed Amendments
- “Subsidiary(ies)” - A subsidiary company of SMPC as defined in Section 5 of the Companies Act, 1965
- “Substantial Shareholder” - A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is not less than five percent (5%) of the aggregate of the nominal amounts of all the voting shares of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Companies Act, 1965

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PART A

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
ON RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE
("PROPOSED SHAREHOLDERS' MANDATE")**



SMPC CORPORATION BHD.
(Company No.79082-V)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:-

55, Medan Ipoh 1A,
Medan Ipoh Bistari,
31400 Ipoh,
Perak

5 September 2012

Board of Directors:-

Dato' Seri Ismail Bin Shahudin (*Independent Non-Executive Director/Chairman*)
Ooi Chieng Sim (*Executive Director/ Vice Chairman*)
Machendran a/l Pitchai Chetty (*Group Managing Director*)
Mohd Shahril Fitri Bin Hashim (*Executive Director*)
Ng Chin Nam (*Executive Director*)
Dato' Lee Hean Guan (*Non-Independent Non-Executive Director*)
Sanmarkan a/l T S Ganapathi (*Independent Non-Executive Director*)
Sudesh a/l K.V. Sankaran (*Independent Non-Executive Director*)

To: The shareholders of SMPC

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

1. INTRODUCTION

At the Extraordinary General Meeting held on 25 January 2012, the Shareholders of the Company approved, inter alia, the Proposed Shareholders' Mandate to allow the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature. The said mandate shall, in accordance with the Listing Requirements of Bursa Securities, expire at the conclusion of the forthcoming AGM which will be held on 28 September 2012.

On 10 August 2012, your Directors announced the Proposal to seek a Renewal of Shareholders' Mandate on Recurrent Related Party Transactions of a Revenue or Trading Nature.

The purpose of Part A of this Circular is to provide you with details of the Proposed Shareholders' Mandate and to seek your approval for the proposed Ordinary Resolution No. 2 to be tabled at our forthcoming AGM.

2. DETAILS

Under Part E, Paragraph 10.09(2) of the Listing Requirements of Bursa Securities, a listed issuer may seek a shareholders' mandate in respect of related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for its day-to-day operations subject to, the following:

- a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- b) 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 of Bursa Securities;
- c) in a meeting to obtain the shareholders' mandate, the interested Directors, interested Major Shareholders 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 to approve the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions;
- d) the Company immediately announces to Bursa Securities when the actual value of a Recurrent Related Party Transaction entered into by the Company, exceeds the estimated value of the Recurrent Related Party Transaction disclosed in Part A of this Circular by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement; and
- e) issuance of Circular to Shareholders.

The principal activities of the Company consist of investment holding, letting of industrial and commercial assets and management consultancy.

The principal activities of SMPC's subsidiaries are set out in the table below:

Subsidiary	Principal Activity	Effective Equity Interest (%)
SMPC Industries Sdn. Bhd.	Metal sheet and coil processing centre with main services in shearing and reshearing	100%
SMPC Marketing Sdn. Bhd.	Trading in steel furniture	100%
Edit Systems (M) Sdn. Bhd.	Dormant	70%
Syarikat Perkilangan Besi Gaya Sdn. Bhd.	Drawing, straightening and cutting of iron rods and wire related products. The company has temporarily ceased its operations	100%
Duro Metal Industrial (M) Sdn. Bhd.	Manufacturing of steel roofing, wall cladding sheets and other steel related products and provision of related services	100%

Subsidiary	Principal Activity	Effective Equity Interest (%)
Park Avenue Construction Sdn. Bhd.	Dormant	100%
SMPC Dexon Sdn. Bhd.	Manufacturing and trading of steel and other types of furniture and the provision of related services	100%
Metal Perforators (Malaysia) Sdn. Bhd.	Manufacturing and marketing of perforated metals, cable support systems and screen plates	100%
SMPC Steel Mill Sdn. Bhd.	Dormant	100%
SMPC Industries (India) Private Limited	Manufacturing of steel products	74%
Progerex Sdn. Bhd.	Shredding, processing and trading of ferrous and non-ferrous scrap metals	100%
Duro Marketing (M) Sdn. Bhd.	Dormant	100%
Duro Structural Products (M) Sdn. Bhd.	Dormant	70%

It is anticipated that the companies within the Group would, in the ordinary course of business, enter into the Recurrent Related Party Transactions as mentioned and which are detailed in Part A Section 3. It is likely that such transactions will occur with some degree of frequency, which are necessary for its day-to-day operations.

The Board of Directors of SMPC is seeking shareholders' approval for the Proposed Shareholders' Mandate for the Group to enter into transactions in the normal course of business within the classes of Related Party, provided such transactions are entered into at arm's length and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and which will not be to the detriment of the minority shareholders. The Recurrent Related Party Transactions are subjected to the review procedures set out in Part A Section 4.

The Proposed Shareholders' Mandate is subject to annual renewal and will only continue to be in force until:

- a) the conclusion of the next AGM of the Company to be held in 2013, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
- b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.

A disclosure of the aggregate value of Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate will be made in the annual report, including a breakdown

of the aggregate value of the Recurrent Related Party Transactions made during the financial year, amongst others based on the following information:

- a) The type of Recurrent Related Party Transactions made, and
- b) The names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with SMPC.

3. CLASS AND NATURE OF RECURRENT RELATED PARTY TRANSACTIONS

Classes of Related Parties

The Proposed Shareholders' Mandate will apply to transactions with the following Related Party (with their respective principal activities):-

	Name of Related Party	Principal Activities	Relationship
1.	See Hup Pioneer Logistics Sdn. Bhd. ("SHPioneer")	Provision of cross-border logistics services such as forwarding, transportation and warehousing	<i>Interested Director</i> Dato' Lee Hean Guan
2.	Limsa Ekuiti Sdn. Bhd. ("Limsa")	Investment holding	<i>Interested Director</i> Dato' Lee Hean Guan

Nature of Recurrent Related Party Transactions

The Proposed Shareholders' Mandate will enable SMPC Group to undertake transactions between the period of 28 September 2012 (date of AGM) to 30 September 2013 (expected date of next AGM) as follows:-

Name of Related Party	Relationship with Company - Interested Director, Major Shareholder and Person Connected	Type of Recurrent Related Party Transaction	*Estimated transaction value during the validity of the Proposed Shareholders' Mandate (RM)	Actual value transaction from 25 January 2012 to latest practicable date on 30 June 2012 (RM) (A)	Estimated value as disclosed in the Circular to Shareholders dated 30 December 2011 (B)	Reasons for deviation where (A) EXCEEDS (B) by 10% or more	Frequency of transaction
SHPioneer	Dato' Lee Hean Guan <i>(being Interested Director)</i>	Rental of warehouse, at a monthly rental of RM55,000 (approximately 80,000 sq ft) to SHPioneer at No. 2521 Tingkat Perusahaan 6, Kawasan Perusahaan Perai, 13600 Seberang Perai Tengah	605,000	133,320	605,000	-	Monthly
Limsa	Dato' Lee Hean Guan <i>(being Interested Director)</i>	Rental of warehouse and open yard, at a monthly rental of RM30,000 (approximately 217,800 sq ft) from Limsa at No. 1702 MK 14 Kampung Tok Suboh, Bukit Minyak, 14100 Simpang Ampat, Seberang Perai Selatan	330,000	180,000	330,000	-	Monthly
		Aggregate Value	935,000	313,320	935,000	-	-

Sums due and owing by the Related Parties pursuant to the Recurrent Related Party Transactions which exceeded the credit term as at the financial year ended 31 March 2012

There are no amounts due and owing by the related parties to SMPC Group pursuant to the Recurrent Related Party Transactions which exceeded the credit term as at the financial year ended 31 March 2012.

4. REVIEW PROCEDURES

To ensure that such Recurrent Related Party Transactions are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and will not be prejudicial to shareholders, the management will ensure that the transactions with the Related Parties will only be entered into after taking into account the pricing, level of service, quality of product, market forces and other related factors on terms which are not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.

SMPC Group has in place the following procedures to supplement existing internal procedures for general transactions to ensure that the transactions with Related Parties are undertaken on an arm's length basis and on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public:

- (i) A list of Related Parties has been circulated to the companies in the Group to notify that all transactions with Related Parties are required to be undertaken on an arm's length basis and on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public;
- (ii) All transactions with Related Parties provided will be reviewed by one (1) senior management and the Group Managing Director. Senior management consists of a Manager/Assistant Manager and above;
- (iii) A monthly report is generated by each Company within the Group to record all transactions with Related Parties which are entered into pursuant to the Proposed Shareholders' Mandate;
- (iv) The Board of Directors and the Audit Committee review the procedures as and when required or deemed appropriate. If a member of the Board of Directors and the Audit Committee has an interest in the transaction to be reviewed by the Board of Directors and the Audit Committee as the case may be, he/she will abstain from any decision making by the Board of Directors and the Audit Committee in respect of that transaction;
- (v) The review by management shall also include the process of determination of transaction prices and terms and conditions for the Recurrent Related Party Transaction to ensure that the transactions are based on prices which are competitive in comparison with the prevailing market prices, and on terms and conditions that are similar to the commercial terms for transaction with the public, which depend on the demand and supply of the products and services.

Wherever practical and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services will be used as comparison 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 products/services.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, then the transaction price will be reviewed and determined by the Board of Directors who has no interest in the transaction to ensure that the Recurrent Related Party Transactions are not detrimental to the Group.

- (vi) Where the Recurrent Related Party Transaction is one with a value equal to or in excess of RM1,000,000, it will be reviewed and approved by the Board of Directors of the Company who has no interest in the transaction. Where the Recurrent Related Party Transaction is one with a value below RM1,000,000, it will be reviewed and approved by the Group Managing Director or Executive Director or the Board of Directors who has no interest in the proposed transaction.

Further, where any Director or any Person Connected with them has an interest (direct or indirect) in any Recurrent Related Party Transaction, such Director (or his/her alternate, where applicable) shall abstain from voting on the matter. Where any member of the Audit Committee is interested in any transaction, that member shall abstain from voting on any matter relating to any decisions to be taken by the Audit Committee with respect to such transactions.

An interested Director or interested Major Shareholder will also ensure that persons connected with him abstain from voting on the resolution approving the transactions. Interested Directors will also abstain from deliberating at Directors' meetings in respect of the Recurrent Related Party Transactions in which they are interested.

5. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee has the overall responsibility of determining whether the procedures for reviewing all Recurrent Related Party Transactions are appropriate. The Audit Committee will review and ascertain whether the guidelines and procedures established to monitor Recurrent Related Party Transactions have been complied with at least once a year. If it is determined that the guidelines and/or procedures stated in Part A Section 4 in this Circular are inadequate to ensure that:

- (i) the Recurrent Related Party Transactions will be conducted at arm's length and on normal commercial terms which are not more favourable to the Related Parties 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 based on new guidelines and procedures.

The Audit Committee shall also have the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures. The Audit Committee will also review these procedures and processes on a yearly basis.

The Audit Committee of the Company has reviewed the terms of the Proposed Shareholders' Mandate and is satisfied that the review procedures for Recurrent Related Party Transactions, as well as the annual reviews to be made by the Audit Committee in relation thereto, are sufficient to ensure that Recurrent Related Party Transactions will be made at arm's length and in accordance with the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company, and hence, will not be prejudicial to the shareholders or disadvantageous to the Group.

The Audit Committee is of the opinion that SMPC Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner.

6. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Recurrent Related Party Transactions to be entered into by the Group are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur at least once in three (3) years in the course of the Company's business for a duration not exceeding three (3) years. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into such Recurrent Related Party Transactions. As such, the Board of Directors is seeking a shareholders' mandate pursuant to Part E, Paragraph 10.09 of the Listing Requirements of Bursa Securities for the Recurrent Related Party Transactions described in Part A Section 3 of this Circular to allow the Group to enter into such Recurrent Related Party Transactions made on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company and which are not prejudicial to the interests of the shareholders.

By obtaining the Proposed Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This would reduce substantial 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.

Rental of premises by the Group from Related Party enables the Group to utilise certain strategic locations at competitively priced rental rates. The Recurrent Related Party Transactions provide the SMPC Group the support for its operational and business needs and further enhance its ability to explore beneficial business opportunities within the SMPC Group and the Related Parties.

Some of the benefits to be derived from the Recurrent Related Party Transactions are:-

i) Rental of warehouse to SHPiioneer

The rental of warehouse to Related Party has provided continuity in the terms of tenancy and timely payment which also improve the cash flow of SMPC Group. The terms are under usual commercial terms and at the prevailing market rate which are not any favourable to the Related Party than those generally available to the public.

ii) Rental of warehouse and open yard from Limsa

SMPC Group had incurred the building of administrative office and storage facilities on the existing rented land and if reallocated it would incur additional relocation costs. The rental rate is the prevailing market rate and is in the best interest to the Company and not to the detriment of the minority shareholders. If the Company is to opt for reallocation it would experience unnecessary disruption to its daily operations as SMPC and one of its wholly owned subsidiary which contributes approximately 35% of SMPC Group's turnover located at this premises.

7. CONDITIONS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is conditional upon the approval of the shareholders of SMPC being obtained at the forthcoming AGM.

8. DIRECTOR'S INTERESTS

According to the Register of Directors' Shareholdings as at 31 July 2012, the direct and indirect interests of the interested Director, persons connected to him and Related Parties are as follows:

Based on Issued Capital as at 31 July 2012 of 48,439,059 Shares				
<u>Director</u>	<u>Direct</u>	<u>%</u>	<u>Indirect</u>	<u>%</u>
Dato' Lee Hean Guan	489,080	1.01	1,647,519 ¹	3.40
<u>Persons Connected</u>				3.40
Hean Brothers Holdings Sdn. Bhd.	40,480	0.08	-	-
Legenda Perdana Sdn. Bhd.	803,839	1.66	-	-
Datin Chan Kooi Cheng ²	803,200	1.66	803,839 ³	1.66
<u>Related Parties</u>				
SH Pioneer	-	-	-	-
Limsa	-	-	-	-

Notes

¹ Deemed interested by virtue of his shareholdings in Hean Brothers Holdings Sdn. Bhd. and Legenda Perdana Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965 and through his spouse's interest pursuant to Section 134(12)(c) of the Companies Act, 1965

² Datin Chan Kooi Cheng is the spouse of Dato' Lee Hean Guan

³ Deemed interested by virtue of her shareholdings in Legenda Perdana Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965

The indirect interest shown above represent his deemed interest in SMPC held via corporations where he has more than fifteen percent (15%) shareholdings and held via his spouse's interest.

Dato' Lee Hean Guan has abstained and will continue to abstain from Board deliberations and voting in respect of the Proposed Shareholders' Mandate.

The interested Director (as disclosed above), which have any interest, direct or indirect, in SMPC, will also abstain from voting in respect of his direct and/or indirect shareholdings at the forthcoming AGM. The interested Director (as disclosed above) has undertaken that he will ensure that the Persons Connected with him abstain from voting on the resolution, deliberating or approving the proposal at the AGM in respect of his direct and indirect shareholdings.

Save as disclosed above, none of the Directors, Major Shareholders and/or Persons Connected with them have any interest, direct and indirect, in the Proposed Shareholders' Mandate.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

Your Directors, save for the interested Director, namely Dato' Lee Hean Guan, having considered all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate is in the best interests of the shareholders and the Company. Accordingly, they, with the exception of Dato' Lee Hean Guan who has abstained from making any recommendation on the Proposed Shareholders' Mandate recommend that you vote in favour of the Proposed Shareholders' Mandate at the forthcoming AGM.

10. AGM

The notice of AGM that contains Ordinary Resolution No. 2 pertaining to the Proposed Shareholders' Mandate had been incorporated into the Information on Annual General Meeting attached to this Circular.

11. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I of Part A of this Circular for further information.

Yours faithfully
For and on behalf of the Board of Directors

MACHENDRAN A/L PITCHAI CHETTY
Group Managing Director

PART B

**PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF
ASSOCIATION
("PROPOSED AMENDMENTS")**

PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION ("PROPOSED AMENDMENTS")

1. INTRODUCTION

On 10 August 2012, the Board of Directors of the Company had announced that the Company proposes to seek the approval of its shareholders to undertake the Proposed Amendments to the Articles of Association of the Company.

The purpose of this Circular is to provide you with information on the Proposed Amendments and to seek your approval on the Special Resolution to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED AMENDMENTS

The Board proposed to amend the existing Articles to be in line with recent amendments prescribed under the Listing Requirements. The details of the Proposed Amendments are as set out in Appendix II of this Circular.

3. RATIONALE FOR THE PROPOSED AMENDMENTS

The Proposed Amendments is primarily for the purpose of streamlining the Articles to be in line with the new Listing Requirements of Bursa Securities, prevailing statutory and regulatory requirements as well as to update the Articles of Association of the Company, where relevant, to render consistency throughout.

4. FINANCIAL EFFECTS OF THE PROPOSED AMENDMENTS

The Proposed Amendments is not expected to have any effect on the issued and paid-up share capital, earnings and NA of SMPC Group.

5. APPROVALS REQUIRED

The Proposed Amendments is subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM of the Company to be convened.

6. BOARD'S RECOMMENDATION

The Board of Directors of the Company having taken into consideration all aspects of the Proposed Amendments is of the opinion that the Proposed Amendments is fair, reasonable and in the best interest of the Company and its shareholders and therefore recommends that you vote in favour of the resolution to be tabled at the forthcoming AGM.

7. AGM

The notice of AGM that contains the Special Resolution pertaining to the Proposed Amendments had been incorporated into the Information on Annual General Meeting attached to this Circular.

8. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix II for further information.

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of SMPC and they collectively and individually accept full responsibility for the accuracy of the information given 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, will make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) entered into by the SMPC Group during the two (2) years immediately preceding the date of this Circular:

- (i) Fifth Supplemental Agreement dated 29 March 2011 which is supplemental to the Sale and Purchase Agreement dated 28 September 2007, as supplemented by Supplemental Agreement dated 25 March 2009, Second Supplemental Agreement dated 26 September 2009, Third Supplemental Agreement dated 26 March 2010 and Fourth Supplemental Agreement dated 27 September 2010, all made between PSB as vendor and Limsa Ekuiti Sdn Bhd as purchaser for the sale and purchase of nine (9) pieces of land held under Geran Mukim No. 988 Lot No. 1504, Geran Mukim No. 989 Lot No. 1505, Geran Mukim No. 991 Lot No. 1664, Geran Mukim No. 992 Lot No. 1667, Geran Mukim No. 993 Lot No. 1669, Geran Mukim No. 994 Lot No. 1702, Geran Mukim No. 996 Lot No. 324, Geran Mukim No. 997 Lot No. 640, and Geran Mukim No. 998 Lot No. 642, all in Mukim 14, Daerah Seberang Perai Tengah, Pulau Pinang measuring approximately 19.602 acres for a total cash consideration of RM12,210,242-63 upon the terms and conditions as stipulated therein; and
- (ii) Debt Restructuring Agreement dated 1 November 2010 as supplemented by a Supplemental Agreement dated 20 December 2011 made between SMPC of the first part, SISB, DMI and PSB (collectively "the Subsidiaries") of the second part, SEASAM of the third part and RHB of the fourth part wherein the parties agreed that the total amount of RM79,092,622 owing by SMPC and the Subsidiaries to SEASAM and RHB as at the Cut-Off Date will be restructured and settled in the manner more particularly described in Section 2.7.1 of Part A of this Circular.
- (iii) Debt Restructuring Agreement dated 22 November 2011 made between SMPC of the first part, PSB of the second part and Maybank of the third part wherein the parties agreed that the debt of RM2,334,447 owing by PSB to Maybank as at the Cut-Off Date will be restructured and settled in the manner more particularly described in Section 2.7.3 of Part A of this Circular.
- (iv) Debt Restructuring Agreement dated 30 November 2011 made between SMPC of the first part, SISB of the second part, PSB, DMI, SMPC Marketing Sdn Bhd, Syarikat Perkilangan Besi Gaya Sdn Bhd and Machendran of the third part and Affin of the fourth part wherein the parties agreed that the interest payment for the period of two (2) years from the completion of the implementation of the Proposals on the debt of RM12,872,127 owing by SISB to Affin, as at the Cut-Off Date will be restructured and settled in the manner more particularly described in Section 2.7.2 of Part A of this Circular.
- (v) Deed Poll by SMPC dated 28 March 2012 to constitute up to 25,363,288 Warrants to be issued pursuant to the Corporate Exercises.

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- (vi) Trust Deed dated 28 March 2012 made between SMPC and Malaysian Trustees Berhad constituting up to Ringgit Malaysia Twenty Three Million Ninety Three Thousand Four Hundred and Eighty Eight (RM23,093,488) ICULS to be issued pursuant to the Rights Issue of ICULS with Warrants and the Creditors Settlement.

3. MATERIAL LITIGATION

Save as disclosed below, the SMPC Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Directors have no knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries or of any fact likely to give rise to any proceedings which might adversely and materially affect the financial position or business of the Company and/or its subsidiaries:

SMPC Marketing Sdn Bhd (“SMSB”) v Moflex (M) Sdn Bhd (“1st Defendant”) and Maju Institute of Education (“2nd Defendant”)
Case No: 22-1522-2010

SMSB filed a writ summons and application for injunction against the defendants on 29 November 2010, claiming for the principal sum of RM509,768.40 due to SMSB as at 17 September 2010 (together with interests, costs and reliefs as may be granted by the court) for payment of the supply and installation of furniture fittings to the defendants. SMSB obtained a judgement of default against 1st Defendant on 3 January 2011 but the 1st Defendant has filed an application to set aside the judgement of default which was granted by the Court on 25 April 2011. Meanwhile, the 2nd Defendant filed their application to strike out SMSB’s claim which was allowed by the Court on 15 June 2011 and SMSB has on 13 July 2011 filed an appeal against the Court’s decision. The case has been fixed for case management for SMSB to file the pre trial case management.

The solicitors acting for SMSB in the above litigation case are of the opinion that SMSB has a reasonable prospect of success in the above case.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of SMPC at 55, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak, during office hours and on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM: -

- (i) Memorandum and Articles of Association of SMPC;
- (ii) Audited Financial Statements of SMPC Group for the past two (2) financial years ended 31 March 2011 and 2012;
- (iii) Unaudited quarterly results ended 31 March 2012 of SMPC;
- (iv) The material contracts referred to in Section 2 of this Appendix; and
- (v) The relevant cause paper in relation to the material litigation referred to in Section 3 of this Appendix.

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DETAILS OF THE PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION ("PROPOSED AMENDMENTS")

The existing Articles of Association of SMPC, which are affected by the Proposed Amendments, are reproduced herewith with the proposed amendments alongside it as follows:

<u>Article No.</u>	<u>Existing Provision</u>	<u>Amended Provision</u>
2.	<u>Definitions</u> In these Articles unless the context requires otherwise, expressions defined in the Act and the Depositories Act shall bear the meanings so defined and the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column:	Definitions That the existing Article 2 of the Articles of Association be amended in the following manner: a) The existing numbering for definitions 2.1 to 2.26 be removed; b) A new definition which reads as follows be inserted immediately after the existing definition of "Deposited Security": "Exempt Authorised Nominee" means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act. c) A new definition which reads as follows be inserted immediately after the existing definition of "Month": "Omnibus Account" means an account in which securities are held for two or more beneficial owners in one securities account. d) All the definitions be rearranged alphabetically to read as follows: In these Articles unless the context requires otherwise, expressions defined in the Act and the Depositories Act shall bear the meanings so defined to the words as set out as follows:

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2.1	The Act	The Companies Act 1965 as amended from time to time and any re-enactment thereof.	“Bursa Depository or the Depository” means Bursa Malaysia Depository Sdn. Bhd. or such other central depository as may be prescribed under the Listing Requirements.
2.2	These Articles	These Articles of Association as from time to time altered or added to by special resolution.	“Bursa Securities or the Exchange” means Bursa Malaysia Securities Berhad or whatever name from time to time called.
2.3	Bursa Depository or the Depository	Bursa Malaysia Depository Sdn. Bhd. or such other central depository as may be prescribed under the Listing Requirements.	“Depositor” means a holder of a securities account.
2.4	Bursa Securities or the Exchange	Bursa Malaysia Securities Berhad or whatever name from time to time called.	“Depositories Act” means the Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof.
2.5	The Company	SMPC Corporation Bhd.	“Deposited Security” means a security in the Company as defined under Depositories Act, standing to the credit of a securities account of a Depositor and includes securities in a securities account that is in suspense.
2.6	Depositor	A holder of a securities account.	“Exempt Authorised Nominee” means an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
2.7	Depositories Act	The Securities Industry (Central Depositories) Act 1991 as amended from time to time and any re-enactment thereof.	“In Writing” means written or produced by any substitute for writing (including, photocopy, typewriting, printing, lithography and photography, electronic storage or transmission or any other method of recording information or fixing information in a form capable of being preserved) or partly written and partly so produced and in Article 34.8 and in respect of any notice In Writing to be given by the Company pursuant to or under these Articles, “In Writing” shall include telex, facsimile, telegram, electronic mail and other methods of communication writing in visible form.
2.8	Deposited Security	A security in the Company as defined	“Listing Requirements” means the Listing Requirements of Bursa

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2.9	The Directors	under Depositories Act, standing to the credit of a securities account of a Depositor and includes securities in a securities account that is in suspense.
2.10	The Listing Requirements	The Listing Requirements of Bursa Securities including any amendments to the Listing Requirements that may be made from time to time.
2.11	Market Day	A day on which the stock market of the Exchange is open for trading in securities.
2.12	Member	Any person or persons who for time being holding shares in the Company and whose name appears in the Register and includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Depositories Act, but excludes Bursa Depository in its capacity as a bare trustee.
2.13	Month	Calendar month.
2.14	The Office	The registered office of the Company for the time being.

		Securities including any amendments to the Listing Requirements that may be made from time to time.
		“Market Day” means a day on which the stock market of the Exchange is open for trading in securities.
		“Member” means any person or persons who for time being holding shares in the Company and whose name appears in the Register and includes a depositor who shall be treated as if he were a member pursuant to Section 35 of the Depositories Act, but excludes Bursa Depository in its capacity as a bare trustee.
		“Month” means calendar month.
		“Omnibus Account” means an account in which securities are held for two or more beneficial owners in one securities account.
		“Paid up” means paid up or credited as paid up.
		“Prescribe Securities” means has the same meaning as is assigned to that expression under Depositories Act.
		“Record of Depositors” means a record provided by Bursa Depository to the Company under Chapter 24.0 of the Rules.
		“RM or Ringgit” means “Ringgit Malaysia (the lawful currency of Malaysia).”
		“Rules” means rules of the Bursa Depository.

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2.15	Paid up	Paid up or credited as paid up.	“Securities Account” means an account established by the Bursa Depository for a Depositor for the recording of the deposit of securities and for dealing in such securities by the Depositors as defined in the Depositories Act and/or the Rules.
2.16	Prescribe Securities	Has the same meaning as is assigned to that expression under Depositories Act.	“Subsidiary” meaning as defined in Section 5 of the Act.
2.17	Record of Depositors	A record provided by Bursa Depository to the Company under Chapter 24.0 of the Rules.	“The Act” means the Companies Act 1965 as amended from time to time and any re-enactment thereof.
2.18	The Register	The register of Members of the Company to be kept and maintained pursuant to the Act and unless otherwise expressed to the contrary, includes the Records of Depositors.	“These Articles” means these Articles of Association as from time to time altered or added to by special resolution.
2.19	The Registrar	The Registrar of Companies under the Act and includes, any Regional, Deputy or Assistant Registrar Of Companies.	“The Company” means SMPC Corporation Bhd.
2.20	Rules	Rules of the Bursa Depository.	“The Directors” means the Directors or their alternates for the time being of the Company.
2.21	Securities Account	An account established by the Bursa Depository for a Depositor for the recording of the deposit of securities and for dealing in such securities by the Depositors as defined in the Depositories Act and/or the Rules.	“The Office” means the registered office of the Company for the time being.
			“The Register” means the register of Members of the Company to be kept and maintained pursuant to the Act and unless otherwise expressed to the contrary, includes the Records of Depositors.
			“The Registrar” means the Registrar of Companies under the Act and includes, any Regional, Deputy or Assistant Registrar of Companies.
			“The Seal” means the common seal of the Company.
			“The Share Registrar” means the person for the time being keeping the Register.

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2.22	The Seal	The common seal of the Company.
2.23	The Share Registrar	The person for the time being keeping the Register.
2.24	Subsidiary	As defined in Section 5 of the Act.
2.25	In Writing	Written or produced by any substitute for writing (including, photocopy, typewriting, printing, lithography and photography, electronic storage or transmission or any other method of recording information or fixing information in a form capable of being preserved) or partly written and partly so produced and in Article 34.8 and in respect of any notice In Writing to be given by the Company pursuant to or under these Articles, "In Writing" shall include telex, facsimile, telegram, electronic mail and other methods of communication writing in visible form.
2.26	RM or Ringgit	Ringgit Malaysia (the lawful currency of Malaysia).
2.25	A Member may appoint 2 or more proxies to attend the same meeting. A proxy may not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. If a Member appoints 2 or more proxies, the appointments shall be invalid unless he specified the proportions of his shareholdings to be represented by each proxy.	<u>A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his/her proxy to attend and vote instead of the member at the meeting. The proxy shall have the same rights as the member to speak at the meeting. A member may appoint 2 or more proxies to attend the same meeting. A proxy may but need not be a Member and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. If a Member</u>

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appoints 2 or more proxies, the appointments shall be invalid unless he specified the proportions of his shareholdings to be represented by each proxy.

22.6 ~~Where a member of the Company is an authorized nominee as defined under Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.~~

Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple in an Omnibus Account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

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