

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("Bursa Securities") has only perused through Section 2.4 (b) of this Circular in respect of the proposed new Shareholders' Mandate for additional recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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CSC STEEL HOLDINGS BERHAD

*(Company No: 640357-X)
(Incorporated in Malaysia)*

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- (i) PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

- (ii) PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

IN CONJUNCTION WITH THE SPECIAL BUSINESS

AT THE FOURTEENTH ANNUAL GENERAL MEETING

The Notice convening the Fourteenth Annual General Meeting of the Company to be held at Level 1 of the Company's Office Block, 180 Kawasan Industri Ayer Keroh, Ayer Keroh, 75450 Melaka, Malaysia on Thursday, 24 May 2018, at 10:00 a.m. together with the Form of Proxy are set out in the Company's Annual Report 2017 while extract of resolutions on the Proposals are set out in Appendix II of this Circular.

Please complete and return the Form of Proxy in accordance with the instructions thereon. Your completed Form of Proxy should reach the Registered Office of the Company at 49-B Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, Malaysia not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. The lodging of the Form of Proxy shall not preclude you from attending and voting in person at the Meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 22 May 2018, at 10:00 a.m.

Date and time of the Annual General Meeting : Thursday, 24 May 2018, at 10:00 a.m.

This Circular is dated 27 April 2018

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	- Companies Act, 2016, as amended from time to time and any re-enactment thereof.
“AGM”	- Annual General Meeting.
“Board”	- The Board of Directors of CHB.
“Bursa Securities” or “the Exchange”	- Bursa Malaysia Securities Berhad (635998-W).
“CHB” or “the Company”	- CSC Steel Holdings Berhad (640357-X).
“CHB Group” or “the Group”	- CHB and its subsidiary companies (namely CSCM, Group Steel and CMSB) as defined in Section 4 of the Act. Subsidiary companies include subsidiaries which exist as at the date of this Circular and subsidiaries which are incorporated or acquired at any time during the duration of the Proposals.
“CHB Share(s)”	- Ordinary share(s) in CHB.
“CHB Subsidiaries”	- Collectively, CSCM, Group Steel and CMSB.
“CHSC”	- Chung Hung Steel Corporation (07838854), a company in which CSC is a substantial shareholder.
“CIC”	- CSGT International Corporation (33794), a wholly-owned subsidiary of CSGT.
“CMSB”	- Constant Mode Sdn. Bhd. (922516-W), a wholly-owned subsidiary of CSCM.
“CSAP”	- China Steel Asia Pacific Holdings Pte. Ltd. (200009274G), a wholly-owned subsidiary of CSC, is also a major shareholder of CHB.
“CSC”	- China Steel Corporation (30414175).
“CSCM”	- CSC Steel Sdn. Bhd. (228899-P), a wholly-owned subsidiary of CHB.
“CSGT”	- China Steel Global Trading Corporation (96975583), a wholly-owned subsidiary of CSC.
“CSMC”	- China Steel Machinery Corporation (70818455), a wholly-owned subsidiary of CSC.
“Director”	- has 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 (6) months of the date on which the terms of the transaction were agreed upon, a director or chief executive of the CHB Group.
“Existing Mandate”	- Mandate from the shareholders of the Company granted at the last AGM held on 25 May 2017 for the CHB Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business which are necessary for the CHB Group's day-to-day operations that is valid from 25 May 2017 till the conclusion of the next AGM of the Company.
“Group Steel”	- Group Steel Corporation (M) Sdn. Bhd. (327738-P), a wholly-owned subsidiary of CHB.
“Interested Directors”	- Directors listed under Section 2.4 who are deemed to be Related Parties and are interested in the Proposed Shareholders' Mandate.
“Interested Major Shareholders”	- Major Shareholders who are deemed to be Related Parties and are interested in the Proposed Shareholders' Mandate.

“Interested Persons Connected”	<ul style="list-style-type: none"> - In relation to a director and/or major shareholder, who falls under any one of the following categories:- <ul style="list-style-type: none"> i) a family member of the director or major shareholder; ii) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder or a family member of the director or major shareholder, 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 or major shareholder, or persons connected with him are entitled to exercise, or control the exercise of, not less than fifteen per centum (15%) of the votes attached to voting shares in the body corporate; or ix) a body corporate which is a related corporation.
“LPD”	<ul style="list-style-type: none"> - 9 April 2018, being the latest practicable date prior to the printing of this Circular.
“Major Shareholder”	<ul style="list-style-type: none"> - 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 major shareholder of CHB as defined under paragraph 1.01 of the MMLR or any other corporation which is its subsidiary or holding company. “major shareholder” is defined in paragraph 1.01 of the MMLR as a person who has an interest or interests in one or more voting shares in a corporation and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:- <ul style="list-style-type: none"> (i) ten per centum (10%) or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or (ii) five per centum (5%) or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation. For the purpose of this definition, "interest in shares" has the meaning given in Section 8 of the Act.
“MMLR”	<ul style="list-style-type: none"> - Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time.
“MOEA”	<ul style="list-style-type: none"> - Ministry of Economic Affairs, Taiwan.
“NA”	<ul style="list-style-type: none"> - Net assets.
“Proposed New Shareholders' Mandate”	<ul style="list-style-type: none"> - Proposed NEW shareholders' mandate for the CHB Group to enter into additional recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business which are necessary for the CHB Group's day-to-day operations.
“Proposed Renewal of Shareholders' Mandate”	<ul style="list-style-type: none"> - Proposed RENEWAL of shareholders' mandate for the CHB Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in the ordinary course of business which are necessary for the CHB Group's day-to-day operations.
“Proposed Shareholders' Mandate”	<ul style="list-style-type: none"> - Collectively, the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate.

- “Recurrent Related Party Transactions” or “Recurrent Transaction” or “Recurrent Transactions” or “RRPTs” - Recurring transaction(s) of a revenue or trading nature which are necessary for the day-to-day operations and are entered into by the CHB Group with the Related Parties in the ordinary course of business which involves the interest, direct or indirect, of a Related Party.
- “Related Party(ies)” - Directors, major shareholders or persons connected with such directors or major shareholders as defined under Chapters 1 and 10 of the MMLR.
- “RM” and “sen” - Ringgit Malaysia and sen respectively.
- “TGSC” - Tatt Giap Steel Centre Sdn. Bhd. (310962-X), a company in which CHB has a 20% equity interest and CIC, a 14% equity interest.

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

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

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding

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CSC STEEL HOLDINGS BERHAD

(Company No: 640357-X)
(Incorporated in Malaysia)

Registered Office:-

49-B Jalan Melaka Raya 8
Taman Melaka Raya
75000 Melaka, Malaysia

27 April 2018

Board of Directors

Lee, Ie-Hsian (Group Managing Director)

Lee, Shin-Min @ Samuel Lee (Non-Independent Non-Executive Director)

Lin, Yao-Kang @ Robert Lin (Non-Independent Non-Executive Director)

Tan Chin Teng (Executive Director)

Phong Hon Wai (Independent Non-Executive Director)

Lim Lay Ching (Independent Non-Executive Director)

Brig. Gen. (R) Dato' Mohd Zaaba @ Nik Zaaba Bin Nik Daud (Non-Independent Non-Executive Director)

To: The Shareholders of CHB

Dear Sir/Madam

- **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "PROPOSALS")**

1. INTRODUCTION

The Company had on 9 April 2018 and 13 April 2018 announced its intention to seek shareholders' approval for the Proposals at its 14th AGM scheduled on 24 May 2018.

The purpose of this Circular is to provide you with information on the Proposals and to seek your approval to the resolutions relating to the Proposals under the agenda of Special Business, extract of which are set out in Appendix II of this Circular.

Notice of the Company's 14th AGM is enclosed together with the Annual Report of the Company for the financial year ended 31 December 2017.

The ordinary resolutions in respect of the Proposed Shareholders' Mandate are set out in Appendix II of this Circular.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS CONCERNING THE PROPOSALS TO BE TABLED AT FORTHCOMING AGM

2. DETAILS OF THE PROPOSALS

At CHB's 13th AGM held on 25 May 2017, the shareholders of the Company had *inter-alia*, granted the CHB Group with a mandate to enter into Recurrent Transactions. The mandate granted shall expire at the conclusion of the Company's forthcoming AGM scheduled on 24 May 2018 unless renewed by an ordinary resolution passed by the shareholders of CHB.

CHB is therefore seeking the approval of its shareholders to renew the existing shareholders' mandate pursuant to and in compliance with the conditions stated in Paragraph 10.09 of the MMLR and Practice Note 12, to enable the Group to continue entering into RRPT with the Related Parties.

In addition, a mandate will also be sought from the shareholders for additional Recurrent Transactions.

2.1 Details

Pursuant to Paragraph 10.09(2) of the MMLR and Practice Note 12, a listed company may seek a shareholders' mandate in respect of Recurrent Related Party Transactions 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 than those generally available to the public;
- ii) the shareholder 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 MMLR;
- iii) the issuance of a circular to shareholders for the mandate from the shareholders of the Company;
- iv) in a meeting to obtain the shareholders' mandate, the interested Directors, interested Major Shareholders and interested persons connected; 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 also ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- v) Immediate announcement to the Exchange when the actual value of a RRPT entered into by CHB, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by the Exchange in its announcement.

Where a shareholder mandate pursuant to Paragraph 10.09(2) of the MMLR has been procured, the provisions of Paragraph 10.08 of the MMLR shall not apply.

The Proposed Shareholders' Mandate, if approved at CHB's 14th AGM, shall take effect from the passing of the ordinary resolution on the Proposed Shareholders' Mandate at CHB's said 14th AGM scheduled on 24 May 2018 and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, following the AGM at which such ordinary resolution is passed, at which time it shall lapse, unless by a resolution passed at such AGM, the authority conferred by this resolution is renewed; or

- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (c) revoked or varied by a resolution passed by shareholders of the Company in a general meeting before the next AGM,

whichever is the earlier.

2.2 Principal Activities of the CHB Group

CHB is an investment holding company providing management services to its subsidiaries. The principal activities of subsidiaries of CHB are as follows:-

Name of Company	Place of Incorporation	Effective Equity Interest (%)	Principal Activities
<u>Subsidiaries of CHB</u>			
• CSCM	Malaysia	100	Manufacturing and marketing of pickled and oiled steel, cold rolled steel, hot dipped galvanised steel commonly known as GI and prepainted galvanised steel commonly known as PPGI or colour coated steel.
• Group Steel	Malaysia	100	Dormant company.
<u>Subsidiary of CSCM</u>			
• CMSB	Malaysia	100	Investment holding.
<u>Associated Company</u>			
• TGSC	Malaysia	20	A service center for steel products.

2.3 Nature of Transactions

Principal activities of the Related Parties are as follows:-

Related Parties	Principal Activities
CSC	Manufacturer of a broad range of high quality steel products.
CSGT	Trading of steel products and industrial materials.
CSMC	Machine maker and contracting for heavy machinery engineering and construction.
CHSC	Manufacturer of hot rolled steel and cold rolled steel products.
TGSC	Manufacturing, processing and trading of stainless steel and other ferrous and non-ferrous metal products.

2.4 Related Parties with whom the Recurrent Transactions will be conducted and Details of the Recurrent Transactions

(a) Details of the Proposed Renewal of Shareholders' Mandate

Details of Recurrent Transactions to be entered into between CSCM with the Related Parties for which the Proposed Renewal of Shareholders' Mandate is sought as well as the estimated aggregate value disclosed in last year's Circular and the actual value transacted up to LPD (being the latest practicable date prior to the printing of the Circular) are set out below:-

Related Party	Nature of Transaction	Interested Directors, Major Shareholders and Persons Connected	* Estimated Value for Proposed Mandate Renewal, from date of CHB's 14th AGM on 24 May 2018 to the date of the next AGM (RM'000)	Estimated Value as disclosed in the Circular to Shareholders dated 28 April 2017 (RM'000)	Actual Value Transacted (from the date of the last AGM held on 25 May 2017 to LPD) (RM'000)
CSC	CSCM purchase of raw materials, spare parts, rollers and chemicals from CSC	<i>Interested Major Shareholder</i> CSAP ^{(a)(i)} <i>Interested Directors</i> LIH ^(c) , CHK ^{(b)(c)} , LYK ^{(b)(c)(e)} , LSM ^{(b)(c)(d)} , OJJ ^(c) and HTW ^(c)	720,000	770,500	582,839
CSGT	CSCM purchase of raw materials, machinery, spare parts, rollers and chemicals from CSGT	<i>Interested Major Shareholder</i> CSAP ^{(a)(ii)} <i>Interested Directors</i> LIH ^(c) , CHK ^{(b)(c)} , LYK ^{(b)(c)(e)} , LSM ^{(b)(c)(d)} , OJJ ^(c) and HTW ^(c)	212,500	177,500	66,142
CSMC	CSCM purchase of machinery and spare parts from CSMC	<i>Interested Major Shareholder</i> CSAP ^{(a)(iii)} <i>Interested Directors</i> LIH ^(c) , CHK ^{(b)(c)} , LYK ^{(b)(c)(e)} , LSM ^{(b)(c)(d)} , OJJ ^(c) and HTW ^(c)	1,500	1,500	-
CHSC	CSCM purchase of raw materials from CHSC	<i>Interested Major Shareholder</i> CSAP ^{(a)(iv)} <i>Interested Directors</i> LIH ^(c) , CHK ^{(b)(c)} , LYK ^{(b)(c)(e)} , LSM ^{(b)(c)(d)} , OJJ ^(c) and HTW ^(c)	260,000	165,000	173,906
TGSC	CSCM sales of steel products to TGSC	<i>Interested Major Shareholder</i> CSAP ^{(a)(v)} <i>Interested Directors</i> LIH ^(c) , CHK ^{(b)(c)} , LYK ^{(b)(c)(e)} , LSM ^{(b)(c)(d)} , OJJ ^(c) and HTW ^(c)	8,400	8,400	97
Total			1,202,400	1,122,900	822,984

(b) Details of the Proposed New Shareholders' Mandate

Additional Recurrent Transaction to be entered into between CSCM with the Related Party for which the Proposed New Shareholders' Mandate is sought is as follows:-

New Related Party	Nature of Transaction	Interested Directors, Major Shareholders and Persons Connected	Estimated Value for Proposed New Mandate from date of CHB's 14th AGM on 24 May 2018 to the date of the Next AGM (RM'000)
GSGT	CSCM sales of finished goods to CSGT	<i>Interested Major Shareholder</i> CSAP ^{(a)(ii)} <i>Interested Directors</i> LIH ^(c) , CHK ^{(b)(c)} , LYK ^{(b)(c)(e)} , LSM ^{(b)(c)(d)} , OJJ ^(c) and HTW ^(c)	12,700
Total			12,700

Notes:

- * The estimated value of transactions is based on the past record of RRPT carried out with the Related Parties. However, the actual value of the transactions from the date of CHB's 14th AGM to the date of the next AGM may be subject to changes.

Interested Major Shareholder

- (a) CSAP
- (i) CSAP being a wholly-owned subsidiary of CSC.
 - (ii) CSC is the holding company of CSGT. CSAP has an effective interest of 99.99% in CSGT - deemed interested by virtue of CSC's substantial shareholdings in CSAP.
 - (iii) CSC is the holding company of CSMC. CSAP has an effective interest of 73.97% in CSMC - deemed interested by virtue of CSC's substantial shareholdings in CSAP.
 - (iv) CSC is a substantial shareholder of CHSC. CSAP has an effective interest of 40.59% in CHSC - deemed interested by virtue of CSC's substantial shareholdings in CSAP.
 - (v) CSC is the holding company of CSGT. CSGT is the holding company of CIC. CIC has a 14% equity interest in TGSC while the Company has a 20% equity interest in TGSC.

Interested Directors

LIH	-	Lee, Ie-Hsian (appointed on 2 October 2017)
CHK	-	Chen, Huo-Kun (resigned on 2 October 2017)
LYK	-	Lin, Yao-Kang @ Robert Lin
LSM	-	Lee, Shin-Min @ Samuel Lee
OJJ	-	Ou, Jenq-Jang
HTW	-	Hsu, Tse-Wei

- (b) LYK and LSM are respectively employees and shareholders of CSC and Directors of CHB. CHK is employee and shareholder of CSC, was the Director of CHB until his resignation from CHB on 2 October 2017.
- (c) LIH, LYK, LSM, HTW and OJJ are Directors of CSCM and Group Steel. CHK was the Managing Director of CSCM and Group Steel until his resignation from CSCM and Group Steel on 2 October 2017. LYK, LSM, OJJ and HTW are also employees and shareholders of CSC.
- (d) LSM is also a director of CSAP and CSGT.
- (e) LYK is also a director of CSGT.

Based on the above table, the actual value of total transactions from the date on which the Existing Mandate was obtained (i.e. the date of the last 13th AGM on 25 May 2017) up to the LPD, has not exceeded the estimated value mandated.

2.5 Review Procedures for Recurrent Transactions

The Group has established procedures to ensure that the RRPTs contemplated under the Proposed Shareholders' Mandate are undertaken 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 of CHB and that all transactions with Related Parties undergoes the normal purchasing procurement process which are objectively and consistently applied to all its procurement transactions with the public.

The following procedures are to ensure that all Recurrent Transactions are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies:-

- (i) The relevant departments are made aware that all Recurrent Transactions are required to be undertaken on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of minority shareholders of CHB.
- (ii) Records are maintained to capture all Recurrent Transactions.
- (iii) The internal audit programme includes a review of the records of Recurrent Transactions to ensure that all transactions are adhered to the policies and requirements of the Group as well as the MMLR.
- (iv) The Audit Committee reviews the actual value of the Recurrent Transactions against the value mandated by the shareholders on a quarterly basis to ensure compliance with the MMLR.
- (v) The Audit Committee reviews the internal audit reports to ascertain that adequate controls to monitor Recurrent Transactions have been complied with.
- (vi) The Audit Committee has the overall responsibility for the determination of the review procedures in respect of the Recurrent Transactions.
- (vii) The Board and Audit Committee may also appoint individuals and committees within the CHB Group to examine Recurrent Transactions as they deem appropriate.
- (viii) Where a member of the Board or the Audit Committee has an interest (direct or indirect), he shall declare his interest in the Recurrent Transactions and shall abstain from participating in decision-making of the Board or Audit Committee on the said Recurrent Transactions.
- (ix) Breakdown of the aggregate value, type of transactions, names of the Related Parties involved in the Recurrent Transaction and their relationship with the respective companies involved are disclosed in the annual report of CHB.
- (x) Pricing of products or services are determined based on usual commercial terms, business practices and policies or are otherwise in accordance with other applicable industry norms and considerations.

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

In the event that quotation or comparative pricing from unrelated 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, the transaction price will be determined by price negotiation with the related parties based on those offered by other unrelated parties for substantially similar type of transactions where available to ensure that the RRPT is not detrimental to the Group.

Approving authority and thresholds for RRPTs respecting the sales of the Company's products and purchases of raw materials, general materials and other sales and purchases will be based on the Group's pre-set policy which spells out the type and amount of sales and purchases that require the approval of the Vice President of Commercial Division.

Any amounts exceeding RM5,000,000, being the approval threshold set for the Vice President of Commercial Division in respect of RRPTs shall require ratification by the Board of Directors.

2.6 Outstanding RRPT Receivables

TGSC had settled all the outstanding balance in October 2017 and as at 31 December 2017, there was no outstanding balance from TGSC.

2.7 Statement by Audit Committee

The Audit Committee has seen and reviewed the procedures laid down in respect of RRPTs as set out in Section 2.5 above and are satisfied that the said procedures are sufficient to ensure that RRPTs are conducted at arm's length basis and are in accordance with the Group's normal commercial terms; that they are on terms which are not more favourable to the Related Parties than those generally available to the public and thus, will not be prejudicial to the minority shareholders or disadvantageous to the Group.

In addition, the Audit Committee is of the opinion that the Group has in place adequate measures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The review of these procedures and processes would be conducted by the internal auditors at least once a year.

As at LPD, composition of the Audit Committee is as follows:-

- (a) Mr. Phong Hon Wai (Chairman/Independent Non-Executive Director)
- (b) Ms. Lim Lay Ching (Member/Independent Non-Executive Director)
- (c) Brig. Gen. (R) Dato' Mohd Zaaba @ Nik Zaaba Bin Nik Daud (Member/Non-Independent Non-Executive Director)

2.8 Rationale for and Benefit to Shareholders

The Recurrent Transactions are meant to meet the business needs of the CHB Group at the best possible terms. The Related Parties who are involved in the RRPTs have longstanding business relationships with the CHB Group and where applicable, have proven track records.

The Recurrent Transactions entered into by the CHB Group as stated in Section 2.4 above will benefit the Group in that goods and services transacted with the Related Parties are competitively priced and are on terms which are beneficial to the Group.

Recurrent Transactions entered into by the CHB Group with the Related Parties are all in the ordinary course of business and of a revenue or trading nature which are likely to occur with some degree of frequency.

These transactions may be constrained by confidentiality and are time-sensitive in nature and delays in obtaining the requisite shareholders' approval may disadvantage the Group.

By obtaining approval to the Proposed Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time-to-time to seek shareholders' approval as and when such Recurrent Transactions occur is eliminated. Besides improving efficiency, precious resources such as administrative time and costs would be freed up towards attaining other corporate and business objectives of the CHB Group.

2.9 Financial Effects

The Proposed Shareholders' Mandate while not having any effect on the total number of issued shares and shareholdings of major shareholders of CHB, is expected to continue to contribute positively to the earnings and NA of the CHB Group.

2.10 Shareholdings of Directors and Major Shareholders

Save as disclosed in Section 2.4 above, none of the other Directors or Major Shareholders of the CHB Group or persons connected to them has any interest, direct or indirect, in the Proposed Shareholders' Mandate. Article 114 of the Company's Constitution stated there shall be no share qualification for Directors, unless otherwise fixed by the Company in general meeting.

As at LPD, none of the Interested Directors listed in Section 2.4 above has any direct or indirect shareholdings in the issued and paid-up share capital of the CHB Group while the direct and indirect shareholdings of the Interested Major Shareholders in the total number of issued shares of the CHB Group are as follows:-

Name of Interested Major Shareholders of the CHB Group	Direct		Indirect	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
CSAP	171,000,000	46.38%	-	-
⁽²⁾ CSC	-	-	171,000,000	46.38%
⁽³⁾ MOEA	-	-	171,000,000	46.38%

Notes:

- (1) Excludes 10,700,000 CHB Shares bought-back by CHB and retained as treasury shares as at LPD.
(2) Deemed interested by virtue of CSC's substantial shareholdings in CSAP.
(3) Deemed interested by virtue of MOEA's substantial shareholdings in CSC.

Accordingly, the Interested Directors have abstained and will continue to abstain from deliberating and voting on the Recurrent Transactions at the relevant board meetings.

In addition, the Interested Directors shall also abstain from voting in respect of their direct and indirect shareholdings, if any, on the Proposed Shareholders' Mandate at CHB's 14th AGM and they undertake that persons connected to them will also abstain from voting on the Proposed Shareholders' Mandate at CHB's 14th AGM.

The Interested Major Shareholders shall abstain from voting in respect of their direct and indirect shareholdings on the Proposed Shareholders' Mandate at CHB's 14th AGM and they further undertake that persons connected to them will also abstain from voting on the Proposed Shareholders' Mandate at CHB's said 14th AGM.

3. APPROVALS REQUIRED

The Proposals are subject to approvals being obtained from the shareholders at the forthcoming 14th AGM of the Company scheduled to be held on 24 May 2018.

4. DIRECTORS' RECOMMENDATION

The Board of Directors of CHB (except for Mr. Lee, Ie-Hsian, Mr. Lin, Yao-Kang @ Robert Lin, and Mr. Lee, Shin-Min @ Samuel Lee who are Interested Directors in respect of the Proposed Shareholders' Mandate as set out in Section 2.4 of this Circular) having taken into consideration all aspects of the Proposals, are of the opinion that the Proposals are in the best interests of both CHB and the shareholders of CHB and they therefore do recommend that the shareholders vote in favour of the resolution pertaining to the aforementioned Proposals to be tabled at CHB's said 14th AGM.

5. AGM

The notice convening CHB's 14th AGM on the resolutions pertaining to the Proposals are set out in CHB's Annual Report 2017 accompanying this Circular while the extract of resolutions on the Proposals are set out in Appendix II.

CHB's 14th AGM will be held at Level 1 of the Company's Office Block, 180 Kawasan Industri Ayer Keroh, Ayer Keroh, 75450 Melaka, Malaysia on Thursday, 24 May 2018, at 10:00 a.m.

If you are unable to attend and vote in person at CHB's 14th AGM, you may complete and return the Form of Proxy contained in the Annual Report 2017 in accordance with the instructions printed thereon, to reach the Registered Office of the Company at 49-B Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, Malaysia not later than forty-eight (48) hours before the time set for CHB's 14th AGM or at any adjournment thereof.

Lodgement of the Form of Proxy does not preclude you from attending and voting in person at CHB's 14th AGM should you subsequently decide to do so.

6. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix II in this Circular for further information.

Yours faithfully
For and on behalf of the Board of Directors
CSC STEEL HOLDINGS BERHAD

LEE, IE-HSIAN
Group Managing Director

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of CHB who collectively and individually accept full responsibility for the accuracy and correctness of the information contained herein and they further confirm that after having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Neither CHB nor its subsidiary companies have entered into any material contracts (not being contracts entered into in the ordinary course of business) during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

As at LPD, neither CHB nor its subsidiary companies is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board of CHB do not have any knowledge of any proceedings, pending or threatened against CHB and its subsidiary companies or of any facts likely to give rise to any proceedings which might adversely and materially affect the position or business of CHB and its subsidiary companies.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the CHB's Registered Office of the Company at 49-B Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka, Malaysia during business hours from 9:00 a.m. to 5:00 p.m. from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of forthcoming AGM:-

- (i) Constitution of CHB; and
- (ii) Audited Financial Statements of CHB for the past two (2) financial years i.e. the financial years ended 31 December 2016 and 31 December 2017.

EXTRACT OF RESOLUTIONS ON THE PROPOSALS TO BE TABLED AT CHB'S 14TH AGM

**ORDINARY RESOLUTION NO. 8
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT, subject always to the provisions of the Companies Act, 2016 (the "Act"), the Constitution of Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and guidance notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4(a) (the "Proposed Renewal of Shareholders' Mandate") of the Circular to Shareholders dated 27 April 2018 provided that such transactions and/or arrangements are:-

- (a) necessary for the day-to-day operations of the Group;
- (b) undertaken in the ordinary course of business and at 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
- (c) are not prejudicial to the minority shareholders of the Company.

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed Renewal of Shareholders' Mandate shall continue to be in force until:

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

whichever is the earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.

AND THAT the estimates given in respect of the recurrent related party transactions specified in Section 2.4(a) of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount(s) thereof provided that such amount or amounts comply with the procedures set out in Section 2.5 of the Circular."

**EXTRACT OF RESOLUTIONS ON THE PROPOSALS TO BE TABLED AT CHB'S 14TH AGM
(Cont'd)**

**ORDINARY RESOLUTION NO. 9
PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT, subject always to the provisions of the Companies Act, 2016 (the "Act"), the Constitution of Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and guidance notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be and is hereby given to the Company and its subsidiaries (collectively the "Group") to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4(b) (the "Proposed New Shareholders' Mandate") of the Circular to Shareholders dated 27 April 2018 provided that such transactions and/or arrangements are:-

- (a) necessary for the day-to-day operations of the Group;
- (b) undertaken in the ordinary course of business and at 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
- (c) are not prejudicial to the minority shareholders of the Company.

THAT the authority conferred by this resolution shall take effect immediately upon the passing of this resolution and the Proposed New Shareholders' Mandate shall continue to be in force until:

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

whichever is the earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate.

AND THAT the estimates given in respect of the recurrent related party transactions specified in Section 2.4(b) of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount(s) thereof provided that such amount or amounts comply with the procedures set out in Section 2.5 of the Circular."

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