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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.

If you have sold or transferred all your shares in **SMPC CORPORATION BHD.** (*formerly known as SMPC Metal Industries Bhd.*) ("SMPC"), you should at once send this Circular together with the accompanying Form of Proxy to the agent through whom the sale or transfer was contracted for onward transmission to the purchaser or the transferee.

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SMPC CORPORATION BHD

(formerly known as SMPC Metal Industries Bhd.)

(Company No. 79082 V)

(Incorporated in Malaysia under Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

in relation to the

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE
WHICH ARE NECESSARY FOR DAY-TO-DAY OPERATIONS
OF THE SMPC GROUP**

This Circular is dated 4 July 2003

Last day and time for lodging the Proxy Form	:	Saturday, 26 July 2003 at 11.00 a.m.
Date and time of the Annual General Meeting	:	Monday, 28 July 2003 at 11.00 a.m.

DEFINITIONS

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

Act	-	Companies Act, 1965
AGM	-	Annual General Meeting
Board	-	The Board of Directors of SMPC
DM	-	Duro Marketing Sdn Bhd (282058 H)
DMI	-	Duro Metal Industrial (M) Sdn Bhd (225220 W)
DSP	-	Duro Structural Products Sdn Bhd (451501 X)
KLSE or the Exchange	-	Kuala Lumpur Stock Exchange (30632 P)
KPSB	-	Kumpulan Pitchai Sdn Bhd (167350 T)
Listing Requirements	-	Listing Requirements of KLSE
Major Shareholder	-	A person who has (which includes any person who is or was within the preceding 12 months of the date on which the terms of the transaction were agreed upon) an interest or interest 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 5% of the aggregate of the nominal amounts of all the voting shares in the company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 6A of the Act.
M&A	-	Memorandum and Articles of Association
MCD	-	Malaysian Central Depository Sdn Bhd (165570-W)
NTA	-	Net tangible assets
Proposed Shareholders' Mandate	-	Proposed Renewal for the shareholders' Mandate for Recurrent Related Party Transactions
Recurrent Related Party Transactions	-	Related Party Transactions involving recurrent transactions of a revenue or trading nature, which are necessary for the Group's day-to-day operations.
Related Party	-	A director, major shareholder or person connected with such director or major shareholder

DEFINITIONS

Related Party Transactions	-	Transactions entered into by the Company or its subsidiaries, which involves the interest, direct or indirect, of a Related Party.
RM and sen	-	Ringgit Malaysia and sen respectively
SISB	-	SMPC Industries Sdn Bhd (<i>formerly known as SMPC Steel Services Centre Sdn Bhd</i>) (205920 H)
SMPC or the Company	-	SMPC Corporation Bhd. (<i>formerly known as SMPC Metal Industries Bhd</i>) (79082 V)
SMPC Group or the Group	-	SMPC Corporation Bhd. (<i>formerly known as SMPC Metal Industries Bhd</i>) and its subsidiaries
SMPC Mktg	-	SMPC Marketing Sdn Bhd (282058 H)

In this Circular, unless there is something in the subject or context inconsistent herewith, the singular includes the plural; references to gender include both genders and the neuter.

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