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CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The resolutions in respect of the above proposal will be tabled at the forthcoming Annual General Meeting ("AGM") of Southern Steel Berhad ("SSB") to be held at Training Room B, Level 1, Southern Steel Berhad, 2723 Lorong Perusahaan 12, Prai Industrial Estate, 13600 Prai, Penang on Friday, 21 November 2014 at 2.45 p.m. or at any adjournment thereof. The Notice of AGM and the Form of Proxy are set out in the 2014 Annual Report of SSB, which is despatched together with this Circular.

This Circular is dated 30 October 2014

DEFINITIONS

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

| | | |
|--|---|--|
| “Act” | : | Companies Act, 1965, as amended from time to time and any re-enactment thereof |
| “AGM” | : | Annual General Meeting |
| “Board” or “Directors” | : | Board of Directors of SSB |
| “Bursa Securities” | : | Bursa Malaysia Securities Berhad |
| “ESS” | : | Executive Share Scheme of SSB |
| “Group Management And/Or Support Services” | : | Include services such as corporate finance, corporate advisory, secretarial, legal, treasury and risk management, internal audit, accounting and tax, share registration, nominees, custodian and ESS administration, fund management, human resources management, payroll administration, credit control, information technology related services, training, investment, business development, support on corporate social responsibility initiatives and any other services as may be agreed between the parties from time to time |
| “HLCM” | : | Hong Leong Company (Malaysia) Berhad, the ultimate holding company of SSB with 70.14% equity interest |
| “HLMG” | : | Hong Leong Manufacturing Group Sdn Bhd, the holding company of SSB with 70.14% equity interest |
| “LPD” | : | 3 October 2014, being the latest practicable date prior to the printing of this Circular |
| “Main Market Listing Requirements” | : | Main Market Listing Requirements of Bursa Securities, as amended from time to time |
| “Proposed Shareholders’ Mandate” | : | Shareholders’ approval for a general mandate in relation to recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the SSB Group |
| “RM” and “sen” | : | Ringgit Malaysia and sen respectively |
| “Services” | : | Include investment and fund management services, insurance services and any other services as may be agreed between the parties from time to time |
| “SPIM” | : | Southern Pipe Industry (Malaysia) Sdn Bhd, a 91.40% subsidiary of SSB |
| “SSB” or the “Company” | : | Southern Steel Berhad, a 70.14% subsidiary of HLMG |
| “SSB Group” | : | SSB and its subsidiaries |

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Registered Office:
Level 9, Wisma Hong Leong
18 Jalan Perak
50450 Kuala Lumpur

30 October 2014

DIRECTORS:

YBhg Datuk Kwek Leng San (Chairman; Non-Executive/Non-Independent)
Mr Chow Chong Long (Group Managing Director/Non-Independent)
YBhg Dato' Dr Tan Tat Wai (Executive Director/Non-Independent)
YM Raja Dato' Seri Abdul Aziz bin Raja Salim (Non-Executive Director/Independent)
Mr Tang Hong Cheong (Non-Executive Director/Non-Independent)
Mr Ang Kong Hua (Non-Executive Director/Independent)
Mr Seow Yoo Lin (Non-Executive Director/Independent)
Dr Kwa Lay Keng (Non-Executive Director/Independent)

To: The Shareholders of Southern Steel Berhad

Dear Sir/Madam

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

1. INTRODUCTION

At the Company's AGM held on 22 October 2013, the Company obtained mandates from its shareholders for the SSB Group to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations with related parties. The said mandates shall, in accordance with the Main Market Listing Requirements, expire at the conclusion of the forthcoming AGM of the Company to be held on Friday, 21 November 2014 at 2.45 p.m. ("Said AGM"), unless they are renewed at the Said AGM.

In connection thereto, on 20 October 2014, the Company announced that your Directors propose to seek shareholders' approval for the Proposed Shareholders' Mandate at the Said AGM.

The purpose of this Circular is to provide you with the details of the Proposed Shareholders' Mandate and to seek your approval for the proposed ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the Said AGM.

The Notice of the Said AGM together with the Form of Proxy are set out in the 2014 Annual Report of SSB which is despatched together with this Circular.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Provisions under the Main Market Listing Requirements

Paragraph 10.09(2) of the Main Market Listing Requirements provides that a listed issuer may seek a mandate from its shareholders for related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries ("RRPT") subject to, inter-alia, 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 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 shareholder 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 Main Market Listing Requirements;
- (c) the listed issuer's circular to shareholders for the shareholder mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholder mandate, the interested director, interested major shareholder or interested person 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; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer exceeds the estimated value of the RRPT disclosed in the circular to shareholders by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholder mandate pursuant to the above, the provisions of paragraph 10.08 of the Main Market Listing Requirements will not apply with regard to transactions as detailed in Section 2.3 of this Circular.

The Company proposes to seek the Proposed Shareholders' Mandate from its shareholders for the SSB Group to enter into transactions with related parties which are of a revenue or trading nature and necessary for the day-to-day operations on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders.

The Proposed Shareholders' Mandate, if approved at the Said AGM, will take immediate effect upon the conclusion of the Said AGM and will continue to be in force until the conclusion of the next AGM of the Company or until the expiration of the period within which the next AGM is required by law to be held (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act), unless revoked or varied by the Company in a general meeting, whichever is the earlier.

2.2 Classes of related parties

Shareholders' approval is sought for the Proposed Shareholders' Mandate involving recurrent related party transactions which are carried out by companies within the SSB Group with any of the following classes of related parties:

- HLCM (a major shareholder of SSB through HLMG) and persons connected with HLCM ("Hong Leong Group") including but not limited to those as listed in Appendix II of this Circular.
- Su Hock Company Sdn Bhd ("Su Hock") (a major shareholder of SSB) and its subsidiary ("Su Hock Group"). YBhg Dato' Dr Tan Tat Wai (a Director and major shareholder of SSB) has direct (0.50%) and indirect (21.20%) interests in Su Hock. YBhg Dato' Dr Tan Tat Wai's indirect interest in Su Hock is through Era of 84 Sdn Bhd and Southgroup Holdings Sdn Bhd, companies in which he has a major shareholding.
- Hong Bee Hardware Company, Sdn Berhad ("Hong Bee Hardware") and Hong Bee Engineering Sdn Bhd ("Hong Bee Engineering"). Mr Chuah Chuan Thye (a Director of SPIM, Hong Bee Hardware and Hong Bee Engineering) has indirect (0.86%) interest in SPIM, and direct (0.04%) and indirect (28.41%) interests in Hong Bee Hardware. Hong Bee Engineering is a wholly-owned subsidiary of Hong Bee Hardware. Mr Chuah Chuan Thye's indirect interest in Hong Bee Hardware is through Chua Holdings Sdn Bhd ("Chua Holdings"), a company in which he has a major shareholding. Hong Bee Hardware has a direct interest of 1.76% in SSB whilst Hong Bee Engineering does not hold any interest in SSB. YBhg Tan Sri Quek Leng Chan (a major shareholder of SSB), YBhg Datuk Kwek Leng San (a Director of SSB), Mr Quek Leng Chye (a major shareholder of SSB) and Mr Kwek Leng Beng (a major shareholder of SSB) have 8.75%, 0.17%, 0.17% and 0.04% direct interests respectively in Hong Bee Hardware. YBhg Tan Sri Quek Leng Chan, Mr Quek Leng Chye and Mr Kwek Leng Kee (a major shareholder of SSB) have an aggregate indirect interest of 32.48% in Hong Bee Hardware. Mr Kwek Leng Beng has 42.89% indirect interest in Hong Bee Hardware. YBhg Tan Sri Quek Leng Chan, YBhg Datuk Kwek Leng San and Mr Quek Leng Chye are brothers.
- Cheah Hong Inn Sdn Bhd ("Cheah Hong Inn"). Mr Cheah Cheng Leng (a Director of SPIM and Cheah Hong Inn) has direct (47.19%) interest in Cheah Hong Inn. He also has direct (0.02%) and indirect (0.41%) interests in SPIM and his indirect interest in SPIM is through Cheah Hong Inn Holdings Sdn Bhd, a company in which he has a major shareholding, and the Estate of Cheah Boon Teik, deceased.
- Kim Company Sdn Bhd ("Kim Co"). YBhg Tan Sri Dato' Ong Gim Huat (a Director of SPIM and Kim Co) has direct (35%) interest in Kim Co. He also has direct (0.08%) and indirect (0.89%) interests in SPIM. YBhg Tan Sri Dato' Ong Gim Huat's indirect interest in SPIM is through Hoo Kim Holdings Sdn Bhd, a company in which he has a major shareholding.
- SPIM and its subsidiary ("SPIM Group"). SPIM is a 91.40% subsidiary of SSB. HLMG, HLCM, YBhg Tan Sri Quek Leng Chan, Mr Quek Leng Chye, Mr Kwek Leng Beng and Mr Kwek Leng Kee have indirect interests of 91.40% in SPIM. YBhg Datuk Kwek Leng San (a Director of SSB) is a brother of YBhg Tan Sri Quek Leng Chan and Mr Quek Leng Chye.
- Bekaert Southern Wire Pte Ltd ("BSWL") and its subsidiaries ("BSWL Group"). BSWL is a 45% associated company of SSB. HLMG, HLCM, YBhg Tan Sri Quek Leng Chan, Mr Quek Leng Chye, Mr Kwek Leng Beng and Mr Kwek Leng Kee have indirect interests of 45% in BSWL. YBhg Datuk Kwek Leng San (a Director of SSB) is a brother of YBhg Tan Sri Quek Leng Chan and Mr Quek Leng Chye.

- Steel Industries (Sabah) Sdn Bhd (“SIS”). SIS is a 27.50% associated company of SSB. HLMG, HLCM, YBhg Tan Sri Quek Leng Chan, Mr Quek Leng Chye, Mr Kwek Leng Beng and Mr Kwek Leng Kee have indirect interests of 27.50% in SIS. YBhg Datuk Kwek Leng San (a Director of SSB) is a brother of YBhg Tan Sri Quek Leng Chan and Mr Quek Leng Chye.

YBhg Datuk Kwek Leng San and Mr Cheah Cheng Leng do not hold any share, either directly or indirectly, in SSB. The details of shareholdings of HLMG, HLCM, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng, Mr Quek Leng Chye, Mr Kwek Leng Kee, YBhg Dato’ Dr Tan Tat Wai, Mr Chuah Chuan Thye, YBhg Tan Sri Dato’ Ong Gim Huat and Su Hock in SSB are set out in Section 5 of this Circular.

2.3 Nature of recurrent related party transactions contemplated

SSB is principally an investment holding company and involved in the manufacturing, sale and trading in billets, steel bars and wire rods whilst the principal activities engaged by its subsidiaries are that of manufacturing, sale and trading in wire mesh, steel pipes, pre-stressed concrete wire, billets and hot rolled coils and investment holding. Details of subsidiaries of SSB undertaking these activities are set out in Appendix III of this Circular.

The Hong Leong Group is also involved in a diverse range of industries including, inter-alia, manufacturing, procuring and assembling of motorcycles, scooters, motorcycle engines and related parts and products; distribution of motorcycles and motorcycle components; provision of maintenance and repair services for motorcycles; manufacturing and sale of ceramic tiles; provision of research and development services for motorcycles and ceramic tiles; distribution of building materials; manufacturing and sale of newsprint and related paper products; manufacturing and sale of fibre cement and concrete roofing products; manufacturing, assembling, testing and sale of integrated circuits, semiconductor devices, electronic components and leadframes; design, manufacturing and supply of furniture and interior design fit-out works; manufacturing and sale of concrete and related products and provision of research and development services for concrete products; manufacturing and sale of cement and cement-related products; commercial banking business and provision of related services which include Islamic Banking business, real property investment, investment holding and nominee services; insurance and takaful businesses; investment banking, stockbroking business, futures broking and related financial services; nominees and custodian services; unit trust management, fund management and sale of unit trusts; property investment and development; project and property management; hotel operations; and provision of management, training and security guard services. In view of the diversity of the Hong Leong Group’s business, it is envisaged that in the normal course of business of the SSB Group, transactions in respect of goods and/or services between companies in the SSB Group and the Hong Leong Group will occur with some degree of frequency from time to time and may arise at any time.

The Group Management And/Or Support Services are part of the shared services of companies within the Hong Leong Group. These shared services are provided in-house in order to align with the Hong Leong Group’s corporate objective and management disciplines and to reduce operating cost and improve efficiency such as through economies of scale, better utilisation and allocation of resources, standardisation of processes and operating procedures and information technology. Accordingly, the Board considers it beneficial to enter into transactions in respect of the Group Management And/Or Support Services. The Group Management And/Or Support Services are carried out on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and which will not be detrimental to the minority shareholders of SSB.

Details of recurrent related party transactions carried out/contemplated shall include, but not limited to, those described below:

(A) Recurrent related party transactions with the Hong Leong Group are as follows:

| Transaction | Vendor/ Provider | Purchaser/ Recipient | Interested related parties | Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 September 2013 ("Estimated Value") (RM'million) | Actual value transacted (from date of AGM on 22 October 2013 up to the LPD) ("Actual Value") (RM'million) | *Estimated aggregate value during the validity period of the Proposed Shareholders' Mandate ("Current Estimated Value") (RM'million) |
|--|---------------------|-------------------------|--|---|---|--|
| (a) Sale of steel products | SSB Group | Hong Leong Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 493.69 | 93.23 | 493.69 |
| (b) Receipt of Services | Hong Leong Group | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 6.52 | 0.10 | 6.52 |
| (c) Receipt of Group Management And/Or Support Services | Hong Leong Group | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 10.00 | 2.19 | 11.50 |
| (d) Payment for usage of the Hong Leong Group logo and trade mark | Hong Leong Group | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee and HLCM | 0.10 | Nil | 0.10 |
| (e) Purchase of goods such as motorcycles, motorcycle engines and components, building materials, furniture and other products | Hong Leong Group | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 0.50 | Nil | 0.50 |
| (f) Purchase of concrete piles | Hong Leong Group | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 0.50 | 0.06 | 1.00 |

(B) Recurrent related party transactions with the major shareholders and persons connected with directors and major shareholders are as follows:

| Transaction | Vendor/ Provider | Purchaser/ Recipient | Interested related parties | Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 September 2013 ("Estimated Value") (RM'million) | Actual value transacted (from date of AGM on 22 October 2013 up to the LPD) ("Actual Value") (RM'million) | *Estimated aggregate value during the validity period of the Proposed Shareholders' Mandate ("Current Estimated Value") (RM'million) |
|--|---------------------|--|--|--|--|--|
| (a) Ocean freight and handling charges | Su Hock Group | SSB Group | Dato' Dr Tan Tat Wai | 2.00 | 0.10 | 2.00 |
| (b) Purchase of quicklime | Hong Bee Hardware | SSB Group | Chuah Chuan Thye, Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee | 4.50 | 2.09 | 6.00 |
| (c) Sale of steel products | SSB Group | Hong Bee Engineering and Hong Bee Hardware | Chuah Chuan Thye, Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee | 256.10 | 74.27 | 256.10 |
| (d) Sale of steel products | SSB Group | Cheah Hong Inn | Cheah Cheng Leng | 90.00 | 32.22 | 100.00 |
| (e) Sale of steel products | SSB Group | Kim Co | Tan Sri Dato' Ong Gim Huat | 37.50 | 18.45 | 80.00 |
| (f) Sale of steel products [^] | SSB Group | SPIM Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | - | - | 300.00 |
| (g) Receipt of royalties for the usage of trade mark | SSB Group | BSWL Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 5.00 | 1.66 | 5.00 |

(B) Recurrent related party transactions with the major shareholders and persons connected with directors and major shareholders are as follows: (cont'd)

| Transaction | Vendor/ Provider | Purchaser/ Recipient | Interested related parties | Estimated aggregate value as disclosed in the Circular to Shareholders dated 30 September 2013 ("Estimated Value") (RM' million) | Actual value transacted (from date of AGM on 22 October 2013 up to the LPD) ("Actual Value") (RM' million) | *Estimated aggregate value during the validity period of the Proposed Shareholders' Mandate ("Current Estimated Value") (RM' million) |
|-----------------------|---------------------|-------------------------|--|--|--|---|
| (h) Sale of rods | SSB Group | BSWL Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 500.00 | 109.65 | 500.00 |
| (i) Purchase of scrap | BSWL Group | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 10.00 | 0.71 | 10.00 |
| (j) Sale of bars | SSB Group | SIS | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 300.00 | Nil | 300.00 |
| (k) Purchase of scrap | SIS | SSB Group | Tan Sri Quek Leng Chan, Datuk Kwek Leng San, Kwek Leng Beng, Quek Leng Chye, Kwek Leng Kee, HLMG and HLCM | 10.00 | 0.19 | 10.00 |

Note:

* The Current Estimated Value of the transactions is based on the Actual Value transacted and/or management's estimate of the value to be transacted during the validity period of the Proposed Shareholders' Mandate. The Current Estimated Value of these transactions may be subject to changes.

^ The transaction under item 2.3(B)(f) is a new transaction.

None of the Actual Value of the recurrent related party transactions as disclosed above has exceeded the Estimated Value of 10% or more.

2.4 Amount due and owing by related parties

The total outstanding receivables arising from the recurrent related party transactions of SSB Group which exceeded the credit term for the following periods as at 30 June 2014 is as follows:

| | Principal Sum <u>RM'000</u> | Interest <u>RM'000</u> |
|------------------------------------|-----------------------------------|---------------------------|
| A period of 1 year or less | 610 | Nil |
| A period of more than 1 to 3 years | - | - |
| A period of more than 3 to 5 years | - | - |
| A period of more than 5 years | - | - |

Late payment interest is not imposed on customers with long term business relationships and with no long overdue amounts that exceed their credit term for a period of more than 12 months.

As at 31 July 2014, the above outstanding amount has been fully recovered.

2.5 Methods or procedures on which transaction prices are determined/review procedures for recurrent related party transactions

To ensure that the recurrent related party transactions which are in the ordinary course of business, are conducted on commercial terms consistent with the SSB Group's usual business practices and policies and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders, the following principles will apply:

- (i) the sales of steel products, rods and bars, purchases of quicklime, concrete piles, scrap and goods such as motorcycles, motorcycle engines and components, building materials, furniture and other products and receipt of Services and royalties for the usage of trade mark shall be determined based on prevailing rates/prices of the same (including where applicable, preferential rates/prices/discounts accorded to a class or classes of customers or for bulk purchases) according to commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations;
- (ii) the receipt of Group Management Services And/Or Support Services is based on commercial terms; and
- (iii) the payment for usage of the Hong Leong Group logo and trade mark is based on commercial terms.

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

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the Board Audit & Risk Management Committee of the Company, in its review of the recurrent related party transactions may, as it deems fit and whenever available, request for additional information pertaining to the transactions from independent sources or advisers.

To monitor, track and identify the recurrent related party transactions, the following review procedures have been implemented:

- (i) A register is maintained to record all recurrent related party transactions which are entered into pursuant to the Proposed Shareholders' Mandate.

- (ii) The Board Audit & Risk Management Committee will undertake quarterly review of recurrent related party transactions to ensure that such transactions are undertaken on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders and are in the best interest of the SSB Group.

There are no specific thresholds for approval of recurrent related party transactions within the SSB Group. However, all recurrent related party transactions are subject to the approval of the Heads of the relevant operating companies or such persons to whom they may delegate such power subject always to any SSB Group's policies that may be issued from time to time.

The Board Audit & Risk Management Committee will review the existing procedures and processes, on an annual basis and as and when required, to ensure that the recurrent related party transactions are at all times carried out on commercial terms consistent with the SSB Group's usual business practices and policies.

The Board Audit & Risk Management Committee of the Company has reviewed the above procedures and is satisfied that the said procedures are adequate to monitor, track and identify recurrent related party transactions in a timely and orderly manner and are sufficient to ensure that the recurrent related party transactions will be carried out on commercial terms consistent with the SSB Group's usual business practices and policies and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders. Any member of the Board Audit & Risk Management Committee who is interested in any transaction shall abstain from reviewing and deliberating on such transaction.

2.6 Validity period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved at the Said AGM, shall take immediate effect and shall continue to be in force until:

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

whichever is the earlier.

The Proposed Shareholders' Mandate is subject to the satisfactory review by the Board Audit & Risk Management Committee of the Company of its continued application to recurrent related party transactions.

2.7 Disclosure

Disclosure will be made in the Company's Annual Report of the breakdown of the aggregate value of the recurrent related party transactions made during the financial year, types of transactions made, names of the related parties involved and their relationship with the SSB Group pursuant to the Proposed Shareholders' Mandate in accordance with paragraph 10.09(2) and Practice Note No. 12 of the Main Market Listing Requirements.

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

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

- (i) The Proposed Shareholders' Mandate will facilitate transactions with related parties which are in the ordinary course of business of the SSB Group and undertaken on commercial terms and on terms not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not detrimental to the minority shareholders.
- (ii) The Proposed Shareholders' Mandate will enhance the SSB Group's ability to pursue business opportunities which are time-sensitive in nature and will eliminate the need for the Company to convene separate general meetings to seek shareholders' approval for each transaction.
- (iii) For certain transactions, where it is vital that confidentiality be maintained, it would not be viable to obtain shareholders' prior approval, as releasing details of the transactions prematurely may adversely affect and prejudice the SSB Group's interests and place the SSB Group at a disadvantage as compared with its competitors who may not require shareholders' approval to be obtained.
- (iv) The Proposed Shareholders' Mandate will substantially reduce the expenses associated with convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channeled towards attaining other corporate objectives.
- (v) In respect of the Group Management And/Or Support Services, the Proposed Shareholders' Mandate will enable the SSB Group to reduce operating cost and to improve efficiency, thereby improving business and administrative efficacy for the SSB Group.

4. CONDITION OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of SSB at the Said AGM.

5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

HLMG, a wholly-owned subsidiary of HLCM, is a major shareholder of SSB. YBhg Tan Sri Quek Leng Chan is a major shareholder of SSB, and a Director and major shareholder of HLMG and HLCM. YBhg Datuk Kwek Leng San is a Director of SSB, HLMG and HLCM and a shareholder of HLCM. Mr Kwek Leng Beng is a major shareholder of SSB, and a Director and major shareholder of HLCM. Mr Quek Leng Chye and Mr Kwek Leng Kee are major shareholders of SSB and HLCM. YBhg Tan Sri Quek Leng Chan, YBhg Datuk Kwek Leng San and Mr Quek Leng Chye are brothers.

YBhg Dato' Dr Tan Tat Wai is the Executive Director of SSB and a major shareholder of SSB.

YBhg Datuk Kwek Leng San and Mr Cheah Cheng Leng do not hold any shares, either directly or indirectly, in SSB. The shareholdings of HLMG, HLCM, YBhg Tan Sri Quek Leng Chan, Mr Kwek Leng Beng, Mr Quek Leng Chye, Mr Kwek Leng Kee, YBhg Dato' Dr Tan Tat Wai, Mr Chuah Chuan Thye, YBhg Tan Sri Dato' Ong Gim Huat and Su Hock in SSB as at LPD are as follows:

| | No. of Shares | | | |
|----------------------------|---------------|-------|-------------|---------|
| | Direct | % | Indirect | % |
| HLMG | 173,879,054 | 41.46 | 120,281,255 | 28.68* |
| HLCM | - | - | 294,160,309 | 70.14* |
| Tan Sri Quek Leng Chan | - | - | 301,541,202 | 71.90** |
| Kwek Leng Beng | - | - | 301,541,202 | 71.90** |
| Quek Leng Chye | - | - | 301,541,202 | 71.90** |
| Kwek Leng Kee | - | - | 301,541,202 | 71.90** |
| Dato' Dr Tan Tat Wai | 14,854 | 0.004 | 34,742,238 | 8.28# |
| Chuah Chuan Thye | 14,854 | 0.004 | 8,293,288 | 1.98@ |
| Tan Sri Dato' Ong Gim Huat | 10,000 | 0.002 | - | - |
| Su Hock | 972,815 | 0.23 | 32,487,806 | 7.75^ |

Notes:

* *Held through subsidiary(ies)*

** *Held through HLCM and companies in which the substantial shareholder has interest*

Held through spouse and companies in which the substantial shareholder has interest

@ *Held through Hong Bee Hardware and Chua Holdings*

^ *Held through a company in which the substantial shareholder has interest*

YBhg Datuk Kwek Leng San and YBhg Dato' Dr Tan Tat Wai had abstained and will continue to abstain from deliberating and voting on the relevant proposed ordinary resolutions pertaining to the Proposed Shareholders' Mandate in which they are interested, at the Board level.

HLMG, HLCM, YBhg Tan Sri Quek Leng Chan, YBhg Datuk Kwek Leng San, Mr Kwek Leng Beng, Mr Quek Leng Chye, Mr Kwek Leng Kee, YBhg Dato' Dr Tan Tat Wai, Mr Chuah Chuan Thye, Mr Cheah Cheng Leng, YBhg Tan Sri Dato' Ong Gim Huat and Su Hock will abstain from voting and have undertaken that they will ensure that persons connected with them will also abstain from voting, in respect of their direct and/or indirect interests, on the relevant proposed ordinary resolutions deliberating or approving the Proposed Shareholders' Mandate at the Said AGM.

Save as disclosed above, none of the other directors and major shareholders of SSB and persons connected with them, has any interest, direct or indirect, in the relevant resolutions pertaining to the Proposed Shareholders' Mandate.

6. DIRECTORS' RECOMMENDATION

Your Directors (except for YBhg Datuk Kwek Leng San who had abstained and will continue to abstain from expressing any opinion in relation to the proposed Ordinary Resolutions 7, 9, 12, 13 and 14 and YBhg Dato' Dr Tan Tat Wai who had abstained and will continue to abstain from expressing any opinion in relation to the proposed Ordinary Resolution 8 in view of their interests), having taken into consideration all aspects of the Proposed Shareholders' Mandate, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the SSB Group and accordingly, your Directors (except for YBhg Datuk Kwek Leng San and YBhg Dato' Dr Tan Tat Wai) recommend that you vote in favour of the proposed ordinary resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the Said AGM.

7. RESOLUTIONS ON THE PROPOSED SHAREHOLDERS' MANDATE AND AGM

The proposed ordinary resolutions on the Proposed Shareholders' Mandate will be tabled at the Said AGM to be held at Training Room B, Level 1, Southern Steel Berhad, 2723 Lorong Perusahaan 12, Prai Industrial Estate, 13600 Prai, Penang on Friday, 21 November 2014 at 2.45 p.m. or at any adjournment thereof. The said resolutions are set out in the 2014 Annual Report of SSB.

The Notice of the Said AGM and the Form of Proxy are enclosed in the 2014 Annual Report of SSB, which is despatched together with this Circular.

If you are unable to attend the Said AGM in person and wish to appoint other person(s) to be your proxy, please complete the Form of Proxy and forward it to the Registered Office of SSB at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, so as to arrive not less than forty-eight (48) hours before the time appointed for holding of the Said AGM or at any adjournment thereof.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the Said AGM in person should you wish to do so. The Form of Proxy should be completed strictly in accordance with the instructions contained therein.

8. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix IV of this Circular for further information.

Yours faithfully
For and on behalf of the Board

YM RAJA DATO' SERI ABDUL AZIZ
BIN RAJA SALIM
Independent Non-Executive Director

DEFINITIONS PURSUANT TO THE MAIN MARKET LISTING REQUIREMENTS

- “related party(ies)”
- (a) in relation to a corporation, means a director, major shareholder or person connected with such director or major shareholder; or
 - (b) in relation to a business trust means:
 - (i) the trustee-manager or person connected with the trustee-manager;
 - (ii) a director, major shareholder of the trustee-manager or person connected with such director or major shareholder; or
 - (iii) major unit holder or person connected with the major unit holder of the business trust.

For the purpose of this definition, “director”, “major shareholder” and “major unit holder” have the meanings given in paragraph 10.02 of the Main Market Listing Requirements.

- “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 6 months of the date on which the terms of the transaction were agreed upon:
- (a) a director of the listed issuer, its subsidiary or holding company; or
 - (b) a chief executive of the listed issuer, its subsidiary or holding company;
 - (c) in relation to a special purpose acquisition company (“SPAC”), a member of the SPAC’s management team; and
 - (d) in relation to a business trust, a director or chief executive of the trustee-manager, its subsidiary or holding company.

- “major shareholder”
- includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, 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:
- (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or
 - (b) 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

or any other corporation which is its subsidiary or holding company and in relation to a business trust, a major shareholder of the trustee-manager, its subsidiary or holding company.

(For the purpose of this definition, “interest in shares” has the meaning given in Section 6A of the Act).

“person connected”

- (a) in relation to a director or major shareholder of a corporation;
- (b) in relation to a member of the management team of a SPAC; or
- (c) in relation to a trustee-manager, director of the trustee-manager, major shareholder of the trustee-manager or major unit holder of a business trust

(each person mentioned under (a), (b) and (c) above is referred to as “said Person”),

means such person who falls under any one of the following categories:

- (i) a family member of the said Person;
- (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
- (iii) a partner of the said Person, or a partner of a person connected with that said Person;
- (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 said Person;
- (v) a person in accordance with whose directions, instructions or wishes the said Person 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 said Person;
- (vii) a body corporate or its directors whose directions, instructions or wishes the said Person is accustomed or under an obligation, whether formal or informal, to act;
- (viii) a body corporate in which the said Person, 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.

PERSONS CONNECTED WITH HLCCM AS AT LPD

| Company | Interest of HLCCM as at LPD (%) | Nature of business |
|---|---------------------------------|--|
| 1. HL Management Co Sdn Bhd and its subsidiaries and/or its related corporations | 100.00 | Provision of management and training services; investment holding; and provision of fund management, nominees and custodian services |
| 2. Hong Leong Share Registration Services Sdn Bhd | 100.00 | Provision of share registration services |
| 3. Guardian Security Consultants Sdn Bhd | 20.00 | Provision of security guard services |
| 4. GuoLine Group Management Co. Limited and its subsidiary | 100.00 | Investment holding and provision of management services |
| 5. GuoLine Intellectual Assets Limited | 100.00 | Intellectual properties holding company |
| 6. Hong Leong Manufacturing Group Sdn Bhd and its unlisted subsidiaries and associated corporations | 100.00 | Investment holding; provision of management services; and manufacturing and sale of cement and other related products |
| 7. Hong Leong Financial Group Berhad and its unlisted subsidiaries and associated corporations | 77.31 | Investment holding; provision of services to its subsidiaries to enhance group value; and life and general insurance businesses and takaful businesses |
| 8. Hong Leong Bank Berhad and its subsidiaries and associated corporations | 64.52 | Commercial banking business and provision of related services which include Islamic Banking business, real property investment, investment holding and nominee services |
| 9. Hong Leong Capital Berhad and its subsidiaries and associated corporations | 81.33 | Investment holding; investment banking, stockbroking business, futures broking and related financial services; nominees and custodian services; and unit trust management, fund management and sale of unit trusts |
| 10. GuocoLand (Malaysia) Berhad and its subsidiaries and associated corporations | 64.99 | Investment holding; property development; property investment; hotel operations; trading in securities; provision of management and property-related services; and operation of oil palm estates |

| Company | Interest of HLCM as at LPD (%) | Nature of business |
|--|---------------------------------------|---|
| 11. Hong Leong Industries Berhad and its subsidiaries and associated corporations | 75.39 | Investment holding; manufacturing, procuring and assembling of motorcycles, scooters, motorcycle engines and related parts and products; distribution of motorcycles and motorcycle components; provision of maintenance and repair services for motorcycles; manufacturing and sale of ceramic tiles; provision of research and development services for motorcycles, ceramic tiles and concrete products; distribution of building materials; manufacturing and sale of newsprint and related paper products; manufacturing and sale of concrete and related products; and manufacturing and sale of fibre cement and concrete roofing products |
| 12. Malaysian Pacific Industries Berhad and its subsidiaries and associated corporations | 55.26 | Investment holding; and manufacturing, assembling, testing and sale of integrated circuits, semiconductor devices, electronic components and leadframes |
| 13. Narra Industries Berhad and its subsidiaries and associated corporations | 54.61 | Investment holding; design, manufacturing and supply of furniture and interior design fit-out works; manufacturing and sale of concrete and related products and provision of research and development services for concrete products; and manufacturing and sale of cement and cement-related products |
| 14. Guoco Group Limited and its non-Malaysian subsidiaries and associated corporations | 71.88 | Investment holding; investment management; principal investment; property development and investment; and hospitality and leisure business as well as financial services, including stock and commodity broking, bullion trading and investment advisory |
| 15. Lam Soon (Hong Kong) Limited and its subsidiaries and associated corporations | 57.53 | Investment holding; importing, processing and trading of flour products; manufacturing, processing and trading of edible oils; and processing and trading of detergent products |

ACTIVITIES OF THE SSB GROUP AS AT LPD

| Name of Company | Effective % Held | Principal Activities |
|--|-------------------------|---|
| Subsidiaries | | |
| Southern Steel Holdings Sdn Bhd and its subsidiaries: | 100.00 | Investment holding |
| Saint Sense Blu Sdn Bhd (formerly known as Southern Steel Bar Sdn Bhd) and its subsidiary: | 100.00 | Investment holding |
| Starglow Investments Ltd | 100.00 | Investment holding |
| Southern Steel Properties Sdn Bhd | 100.00 | Rental of properties |
| Southern HRC Sdn Bhd | 100.00 | Manufacturing, sale and marketing of steel billets and hot rolled coils |
| Danstil Sdn Bhd | 100.00 | Rental of properties |
| Southern Steel Management Sdn Bhd | 100.00 | Management service for the SSB Group's manpower, development and planning |
| Southern Steel Mesh Sdn Bhd and its subsidiaries: | 100.00 | Manufacturing and marketing of steel wire mesh and concrete wires, cut and bend bar and trading of steel bars |
| Southern Mesh Sdn Bhd | 100.00 | Management service for the supply of labour |
| E-Tatt Steel Wires Sdn Bhd | 100.00 | Trading of steel wire mesh and concrete wire |
| Southern PC Steel Sdn Bhd | 100.00 | Manufacturing and sale of pre-stressed concrete strands and wires |
| Southern Pipe Industry (Malaysia) Sdn Bhd and its subsidiary: | 91.40 | Manufacturing, sale and processing of steel pipes and other related products |
| Southern Steel Pipe Sdn Bhd | 91.40 | Manufacturing, sale and processing of steel pipes and other related products |
| Southern Steel Rod Sdn Bhd | 100.00 | Intended to be involved in the manufacturing, sale and trading of wire rods |

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular had been seen and approved by the Directors of SSB who collectively and individually accept full responsibility for the accuracy of the information given and confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts, the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at LPD, SSB Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors of SSB are not aware of any proceeding pending or threatened against the SSB Group or any facts likely to give rise to any proceeding which might materially and adversely affect the business and financial position of the SSB Group.

3. MATERIAL CONTRACTS

There are no contracts which are material (not being contracts entered into in the ordinary course of business) which have been entered into by the SSB Group within the two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of SSB at Level 9, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular to the date of the Said AGM:

- (i) Memorandum and Articles of Association of the Company; and
- (ii) audited consolidated financial statements of the Company for the past two (2) financial years ended 30 June 2013 and 2014.