

**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 advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular except in respect of the proposed new shareholders' mandate for additional recurrent related party transactions of this Circular on a limited review basis, prior to the issuance of this Circular as they are prescribed as exempted circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

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**SOUTHERN ACIDS (M) BERHAD**

Registration No. 198001010791 (64577-K)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND  
PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The resolutions in respect of the above proposals will be tabled at the Forty-First Annual General Meeting ("AGM") of Southern Acids (M) Berhad ("Company") which will be conducted on virtual basis through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200, Kuala Lumpur, Malaysia on Tuesday, 30 August 2022 at 11:00 a.m. The Notice of the AGM and the Form of Proxy are set out in the Annual Report 2022 of the Company despatched together with this Circular.

The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company's Poll Administrator, Tricor, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof:

- (a) Lodgement of Form of Proxy in hardcopy - To be deposited at Tricor's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia; or
- (b) Electronic lodgement of Form of Proxy - The Form of Proxy can be lodged electronically via TIIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for further information on electronic submission.

**Last date and time for lodging the Form of Proxy** : 28 August 2022 at 11:00 a.m.  
**Date and time of the Annual General Meeting** : 30 August 2022 at 11:00 a.m.

This Circular is dated 29 July 2022

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

<b>DEFINITIONS</b>	
<b>“Act”</b>	The Companies Act, 2016 as amended from time to time and any re-enactment thereof
<b>“AC”</b>	Audit Committee of SAB
<b>“AGM”</b>	Annual General Meeting
<b>“AR 2022”</b>	Annual Report of SAB for the financial year ended 31 March 2022
<b>“ATS”</b>	Anugerah Teman Sejati
<b>“BHH”</b>	Banting Hock Hin Estate Company Sdn. Bhd.
<b>“Board”</b>	Board of Directors of SAB
<b>“Bursa Securities”</b>	Bursa Malaysia Securities Berhad
<b>“BUSB”</b>	Bekalan Utama Sdn. Berhad
<b>“CMSA”</b>	Capital Market and Services Act 2007 as amended from time to time and any re-enactment thereof
<b>“DDA”</b>	Dataran Dagang Asia Sdn. Bhd. (formerly known as Southern Cocoa Products (M) Sdn. Berhad)
<b>“Director”</b>	Shall have the same meaning as in Section 2(1) of the CMSA, and for the purpose of the Proposed Shareholders’ Mandate, 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 a chief executive officer of our Company or any other company which is our subsidiary or holding company
<b>“ELH”</b>	Eng Leong Holdings Sdn. Berhad
<b>“FFB”</b>	Fresh fruit bunches
<b>“Group” or “SAB Group”</b>	SAB and its subsidiary companies
<b>“KTAL”</b>	Kelompok Tani Anugerah Logas
<b>“KTASS”</b>	Kelompok Tani Anugerah Sahabat Sejati
<b>“KTATM”</b>	Kelompok Tani Anugerah Tanjung Medang

<b>DEFINITIONS</b>	
<b>“LBESB”</b>	Low Boon Eng Sdn. Berhad
<b>“Listing Requirements”</b>	Main Market Listing Requirements of Bursa Securities as amended from time to time and any re-enactment thereof
<b>“LPD”</b>	30 June 2022, being the latest practicable date prior to the printing of this Circular
<b>“LTPR”</b>	Lim Thye Peng Realty Sdn. Bhd.
<b>“Major Shareholder”</b>	<p>A person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is: -</p> <p>10% or more of the total number of all voting shares in the Company; or 5% or more of the total number of all voting shares in the Company where such person is the largest shareholder of the Company</p> <p>and includes any person who is or was within the preceding six (6) months of the date on which the terms of the related party transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary company or its holding company.</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act</p>
<b>“NWSB”</b>	Naga Wira Sdn. Bhd.
<b>“PGet”</b>	Pembinaan Gejati Sdn. Bhd.
<b>“Proposed Shareholders’ Mandate”</b>	Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders’ Mandate for Additional Recurrent Related Party Transactions which are in the ordinary course of business of SAB Group.
<b>“PTASP”</b>	PT Anugerah Serasi Abadi (Formerly known as PT Anugerah Sawit Perkasa)
<b>“PTMAP”</b>	PT Mikroba Anugerah Perkasa
<b>“PTMAS”</b>	PT Mustika Agro Sari
<b>“PTSBP”</b>	PT Swarna Bhumi Perkasa
<b>“PTWan”</b>	PT Wanasari Nusantara
<b>“Related Party(ies)”</b>	A Director, Major Shareholder or a person connected to such Director or Major Shareholder as defined under Paragraph 1.01 of the Listing Requirements
<b>“RM” and “sen”</b>	Ringgit Malaysia and sen respectively

<b>DEFINITIONS</b>	
<b>“RRPT”</b>	Recurrent related party transaction of a revenue or trading nature which is necessary for the day-to-day operations and is entered into in the ordinary course of business by the Group which involves the interest, direct or indirect, of a Related Party
<b>“SAB” or “the Company”</b>	Southern Acids (M) Berhad
<b>“SAI”</b>	Southern Acids Industries Sdn. Bhd.
<b>“SEOI”</b>	Southern Edible Oil Industries (M) Sdn. Berhad
<b>“SHJP”</b>	Southern Hockjoo Plantation Sdn. Bhd.
<b>“SKP”</b>	Southern Keratong Plantations Sdn. Bhd.
<b>“SPI”</b>	Southern Palm Industries Sdn. Bhd.
<b>“SRA”</b>	Southern Real Asset Sdn. Bhd.
<b>“SRM”</b>	Southern Realty (Malaya) Sdn. Bhd.
<b>“VIC”</b>	Victory Investment Company Sdn. Bhd.
<b>“41<sup>st</sup>”</b>	Forty-First

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 Malaysia time, unless otherwise stated.

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**SOUTHERN ACIDS (M) BERHAD**  
Registration No. 198001010791 (64577-K)  
(Incorporated in Malaysia)

**Registered Office:**

9, Jalan Bayu Tinggi 2A/KS6  
Taipan 2, Batu Unjur  
41200 Klang  
Selangor Darul Ehsan

29 July 2022

**The Board of Directors:**

Tan Sri Datuk Seri Panglima Sulong Matjeraie (*Independent Non-Executive Chairman*)  
Dr. Low Kok Thye (*Managing Director*)  
Lim Kim Long (*Executive Director*)  
Chung Kin Mun (*Senior Independent Non-Executive Director*)  
Leong So Seh (*Independent Non-Executive Director*)

**To: The Shareholders of SAB**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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**1. INTRODUCTION**

The Company, at its 40<sup>th</sup> AGM held on 27 August 2021, had obtained shareholders' mandate for the Company and its subsidiaries to enter into RRPTs with Related Parties as set out in the Circular to Shareholders dated 29 July 2021 which are necessary for its day-to-day operations and are in the ordinary course of business based on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public.

In accordance with Listing Requirements, the shareholders' mandate obtained by the Company shall lapse at the conclusion of the forthcoming 41<sup>st</sup> AGM of the Company unless such authority for the renewal is obtained at the said AGM.

The Company had on 24 Jun 2022 announced to Bursa Securities its intention to seek the approval of its shareholders for the Proposed Shareholders' Mandate at the forthcoming 41<sup>st</sup> AGM.

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate together with the Board's recommendation thereon. The Company will be seeking your approval for the ordinary resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming 41<sup>st</sup> AGM.

**You are advised to read and consider carefully the contents and Appendix I of this Circular before voting on the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the said 41<sup>st</sup> AGM.**

## 2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

### 2.1 Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek its shareholders' mandate for RRPTs, 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 following threshold:
  - (i) the considerations, value of the assets, capital outlay or costs of the aggregated RRPT is RM1 million or more; or
  - (ii) the percentage ratio of such aggregated RRPT is 1% or more,whichever is the higher;
- (c) the listed issuer's circular to shareholders for the shareholders' mandate, includes the information as may be subscribed by Bursa Securities;
- (d) in a meeting to obtain shareholders' 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 shall make an immediate announcement to Bursa Securities when the actual value of the RRPT entered into by the Group, 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 Bursa Securities in its announcement.

Where a listed issuer has procured shareholders' mandate pursuant to the above, the provision of Paragraph 10.08 of the Listing Requirements will not apply with regard to transactions as detailed in Section 2.4 and 2.5 of this Circular.

Accordingly, the Company proposes to seek the approval of the Proposed Shareholders' Mandate from its shareholders for the Group to enter into the RRPT, details of which are stated in Sections 2.3, 2.4 and 2.5 of this Circular.

The Proposed Shareholders' Mandate will take effect for the duration as set out in Section 2.11 of this Circular.

### 2.2 Classes and Details of Related Parties

The Proposed Shareholders' Mandate will apply to the following classes of Related Parties:

- (a) director;
- (b) major shareholder; and
- (c) persons connected to director and/or major shareholder,

with their details as follows: -

- (i) Dr. Low Kok Thye ("DLKT"), the Managing Director and major shareholder of SAB with direct interest of 0.02% and indirect interest of 47.97%;
- (ii) Lim Kim Long ("LKL"), the Executive Director and major shareholder of SAB with direct interest of 0.04% and indirect interest of 50.41%;
- (iii) Herry Amin ("HA"), a Director of PTMAS and PTWan, both companies are the indirect subsidiaries of SAB in Indonesia and a shareholder of PTMAS and PTWan with a direct interest of 5.0% each. His parents own direct interest of 25% in PTMAS and his mother owns direct interest of 13.75% in PTWan. He is a brother to HM.
- (iv) Herry Mukiat ("HM"), a Commissioner of PTMAS and PTWan, both companies are the indirect subsidiaries of SAB in Indonesia. His parents own direct interest of 25% in PTMAS and his mother owns direct interest of 13.75% in PTWan. He is the brother of HA.

The companies deemed connected to the above-mentioned directors and major shareholders of SAB, which in the past had entered into RRPT or going to enter into RRPT with the Group and may continue doing so during the period of this Proposed Shareholders' Mandate are as follows:

- (i) SRM, a private limited company incorporated in Malaysia and amongst many of its businesses is the operations of oil palm plantation and palm oil mills. SRM holds 11,527,419 or 8.42% shares in SAB;
- (ii) SEOI, a private limited company incorporated in Malaysia and is principally involves in the refinery and marketing of palm oil based edible oil. SEOI holds 4,958,332 or 3.62% shares in SAB;
- (iii) SKP, a private limited company incorporated in Malaysia and is principally involves in the operations of oil palm plantation and palm oil mills. SKP does not have any direct equity interest in SAB;
- (iv) PTASP, a private limited company incorporated in Indonesia and is principally involves in the cultivation of oil palm. PTASP does not have any equity interest in SAB;
- (v) KTAL and KTATM, a respective group of oil palm farmers in Indonesia who pool their resources in order to produce larger scale and enjoy economies of scale and are principally involves in the cultivation of oil palm. KTAL and KTATM do not have any equity interest in SAB;
- (vi) KTASS consists of a respective group of oil palm farmers in Indonesia who pool their resources in order to produce larger scale and enjoy economies of scale and is principally involves in the trading of FFB. KTASS does not have any equity interest in SAB;
- (vii) ATS, a partnership incorporated in Indonesia and is principally involves in the cultivation of oil palm. ATS does not have any equity interest in SAB; and
- (viii) PTSBP and PTMAP are both private limited companies incorporated in Indonesia and is principally involves in the sales of FFB and microbes used for water treatment. PTSBP and PTMAP do not have any equity interest in SAB.

SRM, SEOI, SKP, PTASP, KTAL, KTATM, KTASS, ATS, PTSBP and PTMAP will hereinafter be referred to as "Transacting Related Party(ies)".

***Relationship***

DLKT and LKL, who are directors and major shareholders of SAB, are also directors and major shareholders of SRM, SEOI and SKP, with details of their shareholdings disclosed in Section 5 of this Circular.

HA and HM, who are the Director and Commissioner of PTMAS and PTWan, the indirect subsidiaries of SAB with details of their shareholdings disclosed in Section 5 of this Circular.



## 2.3 The Group businesses and categories of RRPTs

The Company is principally an investment holding company.

The principal activities of the subsidiary companies are:

- (i) manufacturing and marketing of oleochemical products;
- (ii) oil palm plantation operations and commercial milling;
- (iii) managing and operating of private hospital; and
- (iv) provision of accounting and administrative services.

The principal activities of the subsidiaries of the Group that entered or going to enter into RRPT are set out in the table below: -

Name of Company	Place of Incorporation	Effective Ownership Interest Held	Principal Activities
SAI	Malaysia	100%	Manufacturing and marketing of palm oil based oleochemical products
PGet	Malaysia	100%	Oil palm plantation operations and sales of FFB
PTMAS	Indonesia	63%	Oil palm plantation operations and commercial milling
PTWan	Indonesia	63%	Oil palm plantation operations and commercial milling

The RRPTs will be conducted or entered into at arm's length in the best interest of the Group, on normal commercial terms that are not more favourable to our Transacting Related Parties than those generally available to the public and will not be detrimental to our non-interested shareholders.

The categories of RRPTs which are or may be entered into by our Group principally relate or are ancillary to, or facilitates the principal activities of our Group, which include, without limitation, the following:

### a) Purchase of crude palm oil, refined palm oil and heating materials

SAI purchases crude palm oil and refined palm oils for the production of oleochemical products. In the production processes, SAI also consume heating materials produced from estate and palm oil mill's residues and wastes. Amongst many of its suppliers, SAI has been purchasing crude palm oil, refined palm oils and heating materials from the Transacting Related Parties due to the proximity of the oleochemical production plant and the estates and the palm oil mills, for operational efficiency and cost effectiveness. The purchase of crude palm oil and refined palm oils are based on prevailing market prices and terms, which are readily available as palm oil is a global commodity.

### b) Sale of fresh fruit bunches

PGet sells its harvested FFB to SRM due to the proximity of SRM's palm oil mill for operational efficiency and cost effectiveness. The transactions are based on prevailing market prices and terms, which are published by the Malaysian Palm Oil Board.

### c) Purchase of fresh fruit bunches

PTMAS and PTWan purchase FFB from PTASP, KTAL, KTATM, ATS, KTASS, PTSBP and PTMAP for its supplies of fruits for the operation of palm oil mills. The transactions are based on prevailing market prices and terms, which are published by the Disbun, the Provisional State Corps Office in Indonesia.

### d) Purchase of microbes used for treatment of palm oil effluent pond

PTMAS and PTWan purchase microbes from PTSBP and PTMAP for the treatment of its palm oil effluent pond. The transactions are based on prevailing market prices or terms.

## 2.4 Nature of existing recurrent related party transactions contemplated under the Proposed Shareholders' Mandate

The RRPT which will be covered by the Proposed Shareholders' Mandate are transactions carry out in the ordinary course of business of the Related Parties, details of which are as follows: -

The companies of the Group involved in the RRPT	Transacting Related Party	Principal activity of Transacting Related Party	Nature of Transactions	Interested director / interested major shareholder / persons connected to them	Estimated value between forthcoming 41 <sup>st</sup> AGM to next AGM	Estimated value# for last mandated period	Actual value* transacted during last mandated date up to LPD
					RM'000	RM'000	RM'000
SAI	SRM	Operations of oil palm plantation and palm oil mill and others	SAI purchases crude palm oil and heating materials from SRM	DLKT and LKL	4,500	4,500	2,103
SAI	SEOI	Refinery and marketing of palm oil based edible oil	SAI purchases refined palm oil from SEOI	DLKT and LKL	15,000	15,000	6,793
SAI	SEOI	Refinery and marketing of palm oil based edible oil	SAI sells refined palm oil product to SEOI	DLKT and LKL	1,000	1,000	-
SAI	SKP	Operations of oil palm plantation and palm oil mill	SAI purchases crude palm oil and heating materials from SKP	DLKT and LKL	1,700	1,700	-
PGet	SRM	Operations of oil palm plantation and palm oil mill and others	PGet sells FFB to SRM	DLKT and LKL	-	1,000	-

The companies of the Group involved in the RRPT	Transacting Related Party	Principal activity of Transacting Related Party	Nature of Transactions	Interested director / interested major shareholder / persons connected to them	Estimated value between forthcoming 41 <sup>st</sup> AGM to next AGM	Estimated value# for last mandated period	Actual value* transacted during last mandated date up to LPD
					RM'000	RM'000	RM'000
PTMAS	PTASP KTAL KTATM ATS	Oil palm plantation operations	PTMAS purchases FFB from, PTASP, KTAL, KTATM and ATS	HA and HM	2,000	3,600	618
PTWan	PTASP KTAL KTATM	Oil palm plantation operations	PTWan purchases FFB from PTASP, KTAL and KTATM	HA and HM	1,700	2,000	1,898
<b>Total</b>					<b>25,900</b>	<b>28,800</b>	<b>11,412</b>

# Estimated values as disclosed in the Circular to Shareholders dated 29 July 2021.

\* Actual value of transactions from the date of the shareholder's mandate obtained at the last AGM held on 27 August 2021 up to 30 June 2022 being the LPD.

The shareholdings of the interested director and interested major shareholder and persons connected to them in the Transacting Related Parties are disclosed in Section 5 of this Circular.

## 2.5 Nature of additional recurrent related party transactions contemplated under the Proposed Shareholders' Mandate

The additional RRPTs which will be covered by the Proposed Shareholders' Mandate are transactions carry out in the ordinary course of business of the Related Parties, details as follows:-

The companies of the Group involved in the RRPT	Transacting Related Party	Principal activity of Transacting Related Party	Nature of Transactions	Interested director / interested major shareholder/ persons connected to them	Estimated value between forthcoming 41 <sup>st</sup> AGM to next AGM
					RM'000
PTMAS	KTASS PTSBP PTMAP	Trading of FFB	PTMAS purchases FFB from KTASS, PTSBP and PTMAP	HA and HM	1,750
PTMAS	PTMAP	Trading of FFB and microbes	PTMAS purchases microbes from PTMAP	HA and HM	150
PTWan	KTASS PTSBP PTMAP	Trading of FFB and microbes	PTWan purchases FFB from KTASS, PTSBP and PTMAP	HA and HM	2,000
PTWan	PTMAP	Trading of FFB and microbes	PTWan purchases microbes from PTMAP	HA and HM	300

## 2.6 Basis of Estimates

The above-mentioned estimate values in respect of each transaction stated in the table above are based on prevailing prices obtained from the Related Parties which are reasonable market-competitive prices and are derived based on the expected volume of transactions to be entered into by SAB Group for the period up to the conclusion of the next AGM. The estimated amounts are further based on the assumptions that the current level of operations will continue and all external conditions remain constant. However, the actual value of the transactions may vary from the estimated value disclosed in the table above.

## 2.7 Rationale and benefits of the Proposed Shareholders' Mandate

The RRPTs that set out in Section 2.4 and 2.5 of this Circular are necessary for the Group's day-to-day operations. The rationale and benefits of the Proposed Shareholders' Mandate are as follows:-

- The Proposed Shareholders' Mandate will eliminate the need to announce to Bursa Securities and/or convene general meetings for the purpose of seeking shareholders' approval as and when potential RRPTs arises, thereby reducing support services and improve business and administrative efficiency which could be channelled towards pursuing our corporate objectives; and
- The Proposed Shareholders' Mandate will improve the reliability of supplies, best possible terms and for operational efficiency and cost effectiveness in view of the proximity between the operations.

## 2.8 Guidelines and Review Procedures for the RRPT

SAB Group has an internal controls system to ensure that all RRPTs which are in the ordinary course of business, are entered into by the Group with Related Parties will be based on normal commercial terms at arm's length basis that are consistent with the Group business policies and practices and are not detrimental to the interests of the minority shareholders.

The management of the Company will ensure that the RRPT will only be transacted after taking into consideration of the prevailing market prices on normal commercial terms, quantitative and qualitative factors, or otherwise in accordance with the applicable industry norms.

SAB Group has established the following procedures for the RRPT: -

- i. The Board has been briefed on Listing Requirements governing the RRPT together with the review and disclosure procedures put in place by the management;
- ii. Proper records will be maintained to capture the RRPTs which are entered into the Proposed Shareholders' Mandate to ensure accurate disclosure;
- iii. RRPTs will be monitored and reviewed by the management and records of such transactions will be made available by the management to the AC on quarterly basis, internal and/or external auditors for their reviews when necessary;
- iv. Prevailing market prices such as benchmarked against publicly available published rates and/or quotations received from independent or third-party suppliers of similar or substantially similar products and services, will be used to determine the transactions with the Related Parties;
- v. Where practical and/or feasible, at least two other contemporaneous quotations with unrelated third parties for similar products/service and/or quantities will be used for 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 produces/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the prevailing market norms and practices will be relied upon, taking into account the efficiency, quality and type of services to be provided to ensure that the RRPTs are not detrimental to the Group; and

- vi. Terms of RRPTs relating to the price or sales margins shall not change substantially during the period when the Proposed Shareholders' Mandate is in force. Where such change is deemed necessary, the management shall ensure that the new terms are consistent with a transaction conducted at arm's length and on normal commercial terms.

## 2.9 Threshold of approval of RRPTs

There is no specific threshold for approval of RRPT within SAB Group.

However, all RRPTs are subject to the same authority limit threshold established by the respective business units which approved by the Board. Where any director has an interest (direct or indirect) in any RRPT, such director shall abstain from deliberation and voting over such transaction.

## 2.10 Audit Committee Statement

The AC was of the opinion that:

- (1) the guidelines and procedures are adequate to ensure that such transactions are carried out at arms' length basis and made in the ordinary course of business on terms which are not more favourable to the Related Parties than those generally available to the public and will not be detrimental to the interest of the minority shareholders.
- (2) the Group has in place sufficient procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and shall continuously reviews the adequacy and effectiveness of the guidelines and procedures, as and when necessary.

## **2.11 Validity Period for the Proposed Shareholders' Mandate**

The authority conferred pursuant to the Proposed Shareholders' Mandate, if approved at the forthcoming 41<sup>st</sup> AGM on 30 August 2022, shall only continue to be in force until: -

- a) the conclusion of the next AGM following the forthcoming 41<sup>st</sup> AGM in which the authorisation is obtained, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the next AGM;
- b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act, but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- c) revoked or varied by resolution passed by the shareholders in General Meeting,

whichever is earlier.

## **2.12 Amount due and owing by Related Parties**

As at 31 March 2022 and LPD, there was no amount due and owing by Related Parties pursuant to the RRPT which has exceeded the credit terms. At such, the disclosures as required under Paragraph 16A and 16B in Annexure Practice Note 12-A of the Listing Requirements are not applicable.

## **2.13 Disclosure of RRPTs**

Disclosure will be made in the Company's Annual Report of the breakdown of the aggregate value of RRPTs conducted, types of RRPTs made, names of the Related Party or Parties involved in each type of RRPTs and their relationship with the Company pursuant to the Proposed Shareholders' Mandate during the financial year, and in the Annual Report for the subsequent financial years that the Proposed Shareholders' Mandate continues to be in force.

## **3 EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate will not have any material effect on the issued share capital, dividend, shareholdings of the Company, net tangible assets, gearing and earnings of SAB for the financial year ending 31 March 2023.

## **4 APPROVALS REQUIRED**

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of SAB to be obtained at the forthcoming 41<sup>st</sup> AGM of the Company.

## 5 DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed below, none of our directors, major shareholders and/or person(s) connected to them have any interest, direct or indirect, in the Proposed Shareholders' Mandate:

Interested major shareholders and/or directors of SAB Group	Transacting Related Party	Equity interest in Transacting Related Party				Equity interest in SAB			
		Direct		Indirect		Direct		Indirect	
		No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
DLKT	SRM	-	-	81,811,430	63.50 <sup>(1)</sup>	30,416	0.02	65,692,824	47.97 <sup>(7)</sup>
	SEOI	-	-	9,550,000	47.75 <sup>(2)</sup>	-	-	-	-
	SKP	-	-	2,016,000	67.20 <sup>(3)</sup>	-	-	-	-
LKL	SRM	10,000	0.01	75,987,910	58.98 <sup>(4)</sup>	49,276	0.04	69,032,267	50.41 <sup>(8)</sup>
	SEOI	100,000	0.50	10,170,005	50.85 <sup>(5)</sup>	-	-	-	-
	SKP	-	-	2,031,001	67.70 <sup>(6)</sup>	-	-	-	-
HA	PTASP	-	-	500	50.00 <sup>(9)</sup>	-	-	-	-
	KTAL	-	-	-	100.00 <sup>(10)</sup>	-	-	-	-
	KTATM	-	100.00	-	-	-	-	-	-
	KTASS	-	-	-	-(11)	-	-	-	-
	PTSBP	-	-	500	100.00 <sup>(9)</sup>	-	-	-	-
	PTMAP	-	-	500	100.00 <sup>(9)</sup>	-	-	-	-
HM	PTASP	500	50.00	-	-	-	-	-	-
	KTAL	-	100.00	-	-	-	-	-	-
	KTATM	-	-	-	100.00 <sup>(12)</sup>	-	-	-	-
	PTSBP	500	50.00	500	50.00 <sup>(13)</sup>	-	-	-	-
	PTMAP	500	50.00	500	50.00 <sup>(13)</sup>	-	-	-	-
	-	-	-	-	-	-	-	-	-

Notes: -

- (1) Deemed interested by virtue of the interests held by the estate of his late father, Tan Sri Dato' Low Boon Eng and his late father's shareholdings in ELH, BHH, LBESB and SRA.
- (2) Deemed interested by virtue of the interests held by the estate of his late father, Tan Sri Dato' Low Boon Eng and his late father's shareholdings in BHH, SRM and SHJP.
- (3) Deemed interested by virtue of the interests held by his late father, Tan Sri Dato Low Boon Eng's shareholdings in SAB, SEOI, SRM, VIC and BHH.
- (4) Deemed interested by virtue of the interests held by the estate of his late father, Lim Boon Eng, brother Lim Keng Hock @ Lim King Hok and by virtue of his shareholdings in BHH, LTPR and SRA.
- (5) Deemed interested by virtue of the interests held by his brothers, Lim Keng Hock @ Lim King Hok, Lim King Pau @ Lim Kim Pau and Lim King Sai, and by virtue of his shareholdings in SHJP, BHH, LTPR and SRM.
- (6) Deemed interested by virtue of the interest held by the estate of his late father, Lim Boon Eng and by virtue of his shareholdings in SAB, SEOI, SRM, VIC and BHH.

- (7) By virtue of the interests held by his spouse, mother, sisters, the estate of his late father and his late father shareholdings in BHH, SRM, SEOI, SHJP, NWSB, BUSB, SPI, DDA and ELH.
- (8) By virtue of the interests held by his spouse, brothers, sister and sister-in-law and his interest in DDA, BHH, SRM, SHJP, NWSB, BUSB, SEOI, SPI and LTPR.
- (9) By virtue of the interests held by his brother in PTASP and the interests held by his brother and sister-in-law in PTSBP and PTMAP.
- (10) By virtue of the interests held by his brother, HM in KTAL . KTAL is a group of oil palm farmers who pool their resources in order to produce larger scale and enjoy economic of scale. Hence, in this case and for the purposes of computing the interest, the land holding size of oil palm estates (total hectares) is used.
- (11) By virtue of the interests he held via being the representative for managing the estates held in KTASS.
- (12) By virtue of the interests held by his brother, HA in KTATM. KTATM is a group of oil palm farmers who pool their resources in order to produce larger scale and enjoy economic of scale. Hence, in this case and for the purposes of computing the interest, the land holding size of oil palm estates (total hectares) is used.
- (13) By virtue of the interests held by his spouse in PTSBP and PTMAP.

Accordingly, DLKT and LKL have abstained and will continue to abstain from all Board deliberations and voting on the resolution approving the Proposed Shareholders' Mandate.

The above-mentioned interested directors and interested major shareholders will abstain from voting in respect of their direct and/or indirect interests in SAB at the forthcoming AGM to consider the resolution in respect of the Proposed Shareholders' Mandate. In addition, they will ensure that persons connected to them will abstain from voting on the resolution, deliberating or approving the Proposed Shareholders' Mandate at the forthcoming AGM.

## **6 DIRECTORS' RECOMMENDATION**

After taking into consideration all aspects of the Proposed Shareholders' Mandate, the Board (save for DLKT and LKL who have abstained from expressing any opinion on the Proposed Shareholders' Mandate) is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company and its shareholders.

Accordingly, the Board (save for DLKT and LKL) recommends that you vote in favour of the resolutions pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.



## **7 AGM**

The forthcoming 41<sup>st</sup> AGM of the Company will be conducted on virtual basis through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200, Kuala Lumpur, Malaysia on Tuesday, 30 August 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the Notice of AGM to approve the Proposed Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy enclosed in the AR 2022 in accordance with the instructions therein as soon as possible and in any event so as to arrive at the office of Poll Administrator, Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at Tricor's Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for the AGM. The proxy appointment may also be lodged electronically via TIIH Online website at <https://tiih.online>.

Should you wish to personally participate at the Meeting remotely, please register electronically via TIIH Online website at <https://tiih.online> by the registration cut-off date and time. Please refer to the Administrative Guide of the 41<sup>st</sup> AGM for further details.

## **8 FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for further information.

Yours sincerely,  
For and on behalf of the Board of Directors  
**SOUTHERN ACIDS (M) BERHAD**

**Chung Kin Mun**  
Senior Independent Non-Executive Director

## FURTHER INFORMATION

### 1. Responsibility Statement

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

### 2. Material Contracts

The Group has not entered into any material contract within two years preceding the date of this Circular other than contracts entered in the ordinary course of business.

### 3. Material Litigation, claims or arbitration

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

### 4. Documents Available for Inspection

Copies of the following documents will be available for inspection at the registered office of SAB during normal office hours on any weekday (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM:

- (i) Constitution of SAB; and
- (ii) The audited financial statements of SAB for the financial years ended 31 March 2021 and 31 March 2022.