

**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.**

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**cocoaland**

**COCOALAND HOLDINGS BERHAD**

Registration No. 200001013413 (516019-H)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED BONUS ISSUE OF 228,800,000 NEW ORDINARY SHARES IN COCOALAND HOLDINGS BERHAD ("COCOALAND SHARES") ("BONUS SHARES"), ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING COCOALAND SHARE (INCLUDING TREASURY SHARES) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Adviser*



**M&A SECURITIES SDN BHD**

Registration No. 197301001503 (15017-H)  
(A Wholly-Owned Subsidiary of Insas Berhad)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice convening the Extraordinary General Meeting ("EGM") in respect of the Proposed Bonus Issue to be held at Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, together with the Proxy Form are enclosed in this Circular.

A member who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint a proxy to attend, participate, speak and vote on his behalf. The Proxy Form must be deposited with the Company's at registered office at BO3-B-13-1, Level 13, Menara 3A, KL Eco City, No. 3, Jalan Bangsar, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the meeting. The lodging of the Proxy Form will not preclude a shareholder from attending and voting in person at the EGM should the shareholder subsequently wish to do so.

Last date and time for lodging the Proxy Form : Tuesday, 15 June 2021 at 11.00 a.m

Date and time of EGM : Thursday, 17 June 2021 at 11.00 a.m or any adjournment thereof

This Circular is dated 25 May 2021

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## DEFINITION

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

"Act"	: Companies Act 2016 and any statutory modification or amendments thereto from time to time
"Application"	: This application to Bursa Securities dated 21 April 2021 in relation to the Proposed Bonus Issue
"Board"	: Board of Directors of Cocoaland
"Bonus Share(s)"	: 228,800,000 Cocoaland Shares to be issued pursuant to the Proposed Bonus Issue
"Bursa Securities"	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
"Circular"	: This circular to shareholders dated 25 May 2021
"Cocoaland" or "Company"	: Cocoaland Holdings Berhad (Registration No. 200001013413 (516019-H))
"Cocoaland Group" or "Group"	: Cocoaland and its subsidiaries, collectively
"Cocoaland Share(s)" or "Share(s)"	: Ordinary share(s) in Cocoaland
"EGM"	: Extraordinary General Meeting
"Entitled Shareholders"	: Shareholders of Cocoaland whose names appear in Cocoaland's Record of Depositors on the Entitlement Date
"Entitlement Date"	: A date to be determined and announced later by the Board, as at the close of business on which the shareholders of Cocoaland must be registered in the Record of Depositors of the Company in order to be entitled to participate in the Proposed Bonus Issue
"EPS"	: Earnings per Share
"LPD"	: 30 April 2021, being the latest practicable date prior to the date of this Circular
"MMLR"	: Main Market Listing Requirements of Bursa Securities, as may be amended from time to time
"M&A Securities"	: M&A Securities Sdn Bhd (Registration No. 197301001503 (15017-H))
"NA"	: Net assets
"Proposed Bonus Issue"	: Proposed bonus issue of 228,800,000 new Cocoaland Shares, on the basis of 1 Bonus Share for every 1 existing Cocoaland Share (including treasury shares) held on the Entitlement Date
"Record of Depositors"	: A record of securities holders established and maintained by Bursa Malaysia Depository Sdn Bhd

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**DEFINITION (Cont'd)**

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"RM" and "sen" : Ringgit Malaysia and sen, respectively

"VWAMP" : Volume weighted average market price

For the purpose of this Circular, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. In this Circular, 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 gender and vice versa. References to persons shall, where applicable, include corporations.

Certain figures included in this Circular have been subject to rounding adjustments. References to "we", "us", "our" and "ourselves" are to our Company save where the context otherwise requires, our subsidiaries and to "you" or "your" are to the shareholders of the Company.

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## EXECUTIVE SUMMARY

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**THIS EXECUTIVE SUMMARY HIGHLIGHTS THE SALIENT INFORMATION OF THE PROPOSED BONUS ISSUE. YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE ENTIRE CONTENTS OF THIS CIRCULAR WITHOUT RELYING SOLELY ON THIS EXECUTIVE SUMMARY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED BONUS ISSUE AT THE FORTHCOMING EGM OF THE COMPANY.**

<b>Key information</b>	<b>Summary</b>	<b>Reference to Circular</b>
Issue size and basis of allotment	: 228,800,000 Bonus Shares to be issued on the basis of 1 Bonus Share for every 1 existing Cocoland Share (including treasury shares) held on the Entitlement Date.	Sections 1 and 2
Rationale	: <p>The Proposed Bonus Issue serves to reward the shareholders of the Company, for their loyalty and continued support to Cocoland Group.</p> <p>After due consideration of the various options available, the Board is of the view that the Proposed Bonus Issue is an appropriate avenue for Cocoland to reward its shareholders while at the same time, to increase the Company's share base as the Proposed Bonus Issue will:</p> <ul style="list-style-type: none"> <li>(i) enable the existing shareholders of Cocoland to have greater participation in the equity of the Company in terms of the number of Cocoland Shares held, whilst maintaining their percentage of equity interest;</li> <li>(ii) encourage trading liquidity and marketability of Cocoland Shares on Main Market of Bursa Securities via a larger share base which will promote diversity in investors' profiles to participate in the equity of the Company; and</li> <li>(iii) maintain the Company's reserves and total NA of the Company as the Proposed Bonus Issue will be implemented via the adoption of the enhanced bonus issue framework without capitalisation of the Company's reserves.</li> </ul>	Section 3
Effects	: <p>The effects of the Proposed Bonus Issue are as follows:</p> <ul style="list-style-type: none"> <li>(i) The number of Cocoland Shares in issuance will increase without affecting its issued share capital in RM value;</li> <li>(ii) No effect on the gearing ratio and the earnings of the Group, and the percentage shareholding of our shareholders;</li> <li>(iii) NA per Share and EPS of our Group will be diluted due to the increase in the number of Cocoland Shares in issue after the Proposed Bonus Issue.</li> </ul>	Section 4
Interested parties and any conflict of interest from the Proposed Bonus Issue	: <p>None of the Directors, major shareholders and chief executive of the Company and/or persons connected with them have any interest, direct and/or indirect, in the Proposed Bonus Issue, other than their respective entitlements as shareholders of the Company under the Proposed Bonus Issue, the rights of which are also available to all other existing shareholders of the Company as at the Entitlement Date.</p> <p>M&amp;A Securities has given its confirmation that no conflict of interest exists or is likely to exist in relation to its role as the Adviser in relation to the Proposed Bonus Issue.</p>	Section 7 and Appendix I

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**EXECUTIVE SUMMARY (Cont'd)**

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<b>Key information</b>	<b>Summary</b>	<b>Reference to Circular</b>
Approvals required and conditionality	<p>The Proposed Bonus Issue is subject to the following approvals:</p> <ul style="list-style-type: none"><li>(i) Bursa Securities, which was obtained vide its letter dated 26 April 2021, for the listing and quotation of the Bonus Shares on the Main Market of Bursa Securities; and</li><li>(ii) Shareholders of Cocoland at the forthcoming EGM to be convened.</li></ul> <p>The Proposed Bonus Issue is not conditional upon any other proposals undertaken or to be undertaken by the Company.</p>	Section 5
Board recommendation	<p>After having considered all aspects of the Proposed Bonus Issue, the Board is of the opinion that the Proposed Bonus Issue is in the best interest of the Company, and accordingly recommends that the shareholders <b>VOTE IN FAVOUR</b> of the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company.</p>	Section 8

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**COCOALAND HOLDINGS BERHAD**

Registration No. 200001013413 (516019-H)  
(Incorporated in Malaysia)

**Registered Office:**

BO3-B-13-1, Level 13  
Menara 3A, KL Eco City  
No. 3, Jalan Bangsar  
59200 Kuala Lumpur

25 May 2021

**Board of Directors:**

Dato' Azman bin Mahmood (*Chairman / Independent Non-Executive Director*)  
Tan Sri Dato' Sri Koh Kin Lip (*Senior Independent Non-Executive Director*)  
Liew Fook Meng (*Executive Director*)  
Lau Kee Von (*Executive Director*)  
Lau Pak Lam (*Executive Director*)  
Lau Kim Chew (*Executive Director*)  
Tai Chun Wah (*Executive Director*)  
Chow Kee Kan @ Chow Tuck Kwan (*Independent Non-Executive Director*)  
Lim Yew Hoe (*Non-Independent Non-Executive Director*)  
Soh Swee Hock @ Soh Say Hock (*Non-Independent Non-Executive Director*)  
Lau Cheng Yew (*Alternate Director to Lim Yew Hoe*)

**To: Shareholders of Cocoaland Holdings Berhad**

Dear Sir / Madam,

**PROPOSED BONUS ISSUE**

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**1. INTRODUCTION**

On 9 April 2021, M&A Securities, on behalf of the Board, announced that the Company proposed to undertake the Proposed Bonus Issue.

On 26 April 2021, M&A Securities, on behalf of the Board, announced that Bursa Securities had vide its letter dated 26 April 2021, approved the listing and quotation of 228,800,000 Bonus Shares to be issued pursuant to the Proposed Bonus Issue.

Bursa Securities' approval-in-principle is subject to the following conditions:

<u>Conditions</u>	<u>Status of Compliance</u>
(i) Cocoaland and M&A Securities must fully comply with the relevant provisions under MMLR pertaining to the implementation of the Proposed Bonus Issue;	To be complied
(ii) Cocoaland and M&A Securities are required to inform Bursa Securities upon the completion of the Proposed Bonus Issue;	To be complied

<b>Conditions</b>	<b>Status of Compliance</b>
(iii) CocoaLand is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Bonus Issue is completed;	To be complied
(iv) CocoaLand and M&A Securities are required to make the relevant announcements in accordance with Paragraphs 6.35(2)(a) & (b) and 6.35(4) of the MMLR; and	To be complied
(v) M&A Securities is required to address/incorporate the comments made in the circular to shareholders.	Complied

The purpose of this Circular is to provide you with details of the Proposed Bonus Issue, to set out the Board's opinion and recommendation in relation to the Proposed Bonus Issue and to seek your approval for the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company. The Notice of EGM together with the Proxy Form are enclosed with this Circular.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED BONUS ISSUE AT THE FORTHCOMING EGM.**

## **2. DETAILS OF THE PROPOSED BONUS ISSUE**

As at the LPD, CocoaLand has an issued share capital of RM130,154,539 comprising 228,800,000 CocoaLand Shares, including 3,545,900 treasury shares held by the Company. For avoidance of doubt, CocoaLand does not have any outstanding convertible securities as at the LPD.

### **2.1 Basis and quantum**

The Company proposes to implement a bonus issue of 228,800,000 Bonus Shares to be credited as fully paid, at nil consideration, on the basis of 1 Bonus Share for every 1 existing CocoaLand Share held by Entitled Shareholders on the Entitlement Date.

The basis of 1 Bonus Share for every 1 existing CocoaLand Share was determined after taking into consideration, amongst others, the following:

- (i) the potential adjustments to the share price of CocoaLand Shares arising from the Proposed Bonus Issue; and
- (ii) the enlarged number of CocoaLand Shares after the Proposed Bonus Issue.

Pursuant to Section 127(11) of the Act, which came into effect on 31 January 2017, all treasury shares held by the Company will be entitled to Bonus Shares and will be treated as treasury shares held by the Company at the time the Bonus Shares are allotted. The actual number of Bonus Shares to be issued pursuant to the Proposed Bonus Issue will depend on the total issued Shares of CocoaLand on the Entitlement Date.

The Entitlement Date will be determined and announced at a later date by the Board upon receipt of all relevant approvals. The Proposed Bonus Issue is not intended to be implemented in stages over a period of time.



There will be an adjustment to the market price of Cocoaland Shares listed and quoted on the Main Market of Bursa Securities pursuant to the Proposed Bonus Issue. Pursuant to Paragraph 6.30(1A) of the MMLR, the market price of Cocoaland Shares adjusted for the Proposed Bonus Issue shall not be less than RM0.50 based on the daily VWAMP of Cocoaland Shares during the past 3-month period before the application date.

For illustrative purposes, based on the 5-day VWAMP and 3-month VWAMP of Cocoaland Shares up to 20 April 2021 (being the date immediately prior to the submission of the Application), the theoretical ex-bonus share price of Cocoaland Shares are as follows:

	<b>Before Proposed Bonus Issue</b>	<b>After Proposed Bonus Issue</b>
	<b>VWAMP</b>	<b>Theoretical ex-bonus share price</b>
5-day VWAMP up to LPD	2.0018	1.0009
3-month VWAMP up to 20 April 2021	1.8368	0.9184

Based on the above, the Board confirms that the Proposed Bonus Issue complies with Paragraph 6.30(1A) of MMLR.

The Proposed Bonus Issue will not be implemented on a staggered basis.

## **2.2 No capitalisation of reserves**

The Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at nil consideration and without capitalisation of the Company's reserves.

For the avoidance of doubt, the Proposed Bonus Issue will increase the number of Cocoaland Shares but will not increase the value of issued share capital of Cocoaland. As the Proposed Bonus Issue is undertaken without capitalisation from the Company's reserves, it allows the Board to preserve its reserves with the aim to ensure that the Company has sufficient reserves to facilitate any future dividend payment of the Company.

## **2.3 Ranking of the Bonus Shares**

The Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Cocoaland Shares. However, the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the Entitlement Date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares.

The Cocoaland Shares are prescribed securities under Section 14(5) of the Security Industry (Central Depositories) Act, 1991. The Bonus Shares will be credited directly into the respective central depository system accounts of the Entitled Shareholders and no physical share certificates will be issued.

## **2.4 Listing of and quotation for the Bonus Shares**

Approval-in-principle has been obtained from Bursa Securities, vide its letter dated 26 April 2021 for the listing and quotation of the Bonus Shares to be issued pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities. The Bonus Shares will be listed and quoted on the Main Market of Bursa Securities on the next market day following the Entitlement Date.

## 2.5 Details of equity fund-raising exercises undertaken in the past 12 months

Cocoaland has not undertaken any equity fund-raising exercise in the past 12 months before the announcement of the Proposed Bonus Issue on 9 April 2021.

## 3. RATIONALE FOR THE PROPOSED BONUS ISSUE

The Proposed Bonus Issue serves to reward the shareholders of the Company, for their loyalty and continued support to Cocoaland Group.

After due consideration of the various options available, the Board is of the view that the Proposed Bonus Issue is an appropriate avenue for Cocoaland to reward its shareholders while at the same time, to increase the Company's share base as the Proposed Bonus Issue will:

- (i) enable the existing shareholders of Cocoaland to have greater participation in the equity of the Company in terms of the number of Cocoaland Shares held, whilst maintaining their percentage of equity interest;
- (ii) encourage trading liquidity and marketability of Cocoaland Shares on Main Market of Bursa Securities via a larger share base which will promote diversity in investors' profiles to participate in the equity of the Company; and
- (iii) maintain the Company's reserves and total NA of the Company as the Proposed Bonus Issue will be implemented via the adoption of the enhanced bonus issue framework without capitalisation of the Company's reserves.

## 4. EFFECTS OF THE PROPOSED BONUS ISSUE

### 4.1 Issued share capital

The pro forma effects of the Proposed Bonus Issue on the issued share capital of Cocoaland are as follows:

	<b>No. of Shares</b>	<b>RM</b>
Share capital as at LPD (including treasury shares)	228,800,000	130,154,539
To be issued pursuant to the Proposed Bonus Issue	228,800,000	-
<b>Enlarged issued share capital</b>	<b><sup>(1)</sup> 457,600,000</b>	<b>130,154,539</b>

Note:

- (1) Including 7,091,800 treasury shares held by the Company after Proposed Bonus Issue. The 3,545,900 treasury shares held by the Company as at the LPD are entitled to the Bonus Shares as permitted under Section 127(11) of the Act. As such, 3,545,900 Bonus Shares to be issued will be treated as treasury shares held by the Company upon completion of the Proposed Bonus Issue.

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## 4.2 NA and gearing

Based on the audited consolidated statement of financial position of Cocoland Group as at 31 December 2019, the pro forma effects of the Proposed Bonus Issue on the NA and gearing of Cocoland Group are as follows:

	<b>Audited as at 31 December 2019</b>	<b>After subsequent event up to the LPD</b>	<b>After Proposed Bonus Issue</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>
Share capital	130,154,539	130,154,539	130,154,539
Reserves	118,889,267	118,889,267	<sup>(2)</sup> 118,789,267
<b>Shareholders' funds/ NA</b>	<b>249,043,806</b>	<b>249,043,806</b>	<b>248,943,806</b>
No. of Shares (excluding treasury shares)	228,800,000	<sup>(1)</sup> 225,254,100	<sup>(3)</sup> 450,508,200
NA per Share (RM)	1.09	1.10	0.55
Total borrowings (including lease liabilities)	6,561,194	6,561,194	6,561,194
Gearing (times)	0.03	0.03	0.03

Notes:

- (1) Excluding 3,545,900 treasury shares held by the Company in relation to shares buy back exercise.
- (2) After deducting estimated expenses of RM100,000 for the Proposed Bonus Issue.
- (3) Excluding 7,091,800 treasury shares held by the Company after the Proposed Bonus Issue.

## 4.3 Earnings and EPS

The Proposed Bonus Issue is not expected to have any material effect on the earnings of the Group. However, the EPS will correspondingly be diluted as a result of the increase in the number of issued Cocoland Shares pursuant to the Proposed Bonus Issue.

For illustrative purposes, assuming that the Proposed Bonus Issue was effected at the beginning of the financial year ended ("FYE") 31 December 2019 of Cocoland, the pro forma effects on the earnings and EPS of Cocoland Group are as follows:

	<b>FYE 31 December 2019</b>	<b>After the Proposed Bonus Issue</b>
Profit after taxation (RM)	35,732,051	<sup>(1)</sup> 35,632,051
No. of Shares (excluding treasury shares)	228,800,000	<sup>(2)</sup> 450,508,200
<b>EPS (sen)</b>	<b>15.62</b>	<b>7.90</b>

Notes:

- (1) After deducting the estimated expenses of RM100,000 for the Proposed Bonus Issue.
- (2) Excluding 7,091,800 treasury shares held by the Company after the Proposed Bonus Issue.

#### 4.4 Convertible securities

The Company does not have any other outstanding convertible securities as at the LPD.

#### 4.5 Substantial shareholders' shareholdings

The Proposed Bonus Issue will not have any effect on the percentage of shareholdings of the substantial shareholders of Cocoland as the Bonus Shares will be allotted on a pro-rata basis to all the Entitled Shareholders. However, the number of Cocoland Shares held by the Entitled Shareholders will increase proportionately pursuant to the Proposed Bonus Issue. The pro forma effects of the Proposed Bonus Issue on the substantial shareholders' shareholdings are as follows:

Substantial shareholders	As at the LPD				After the Proposed Bonus Issue			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Leverage Success Sdn Bhd	91,436,628	40.59	-	-	182,873,256	40.59	-	-
Fraser & Neave Holdings Bhd	62,211,466	27.62	-	-	124,422,932	27.62	-	-
Liew Fook Meng	38,000	0.02	<sup>(1)</sup> 91,436,628	40.59	76,000	0.02	<sup>(1)</sup> 182,873,256	40.59
Lau Kee Von	815,366	0.36	<sup>(1)</sup> 91,436,628	40.59	1,630,732	0.36	<sup>(1)</sup> 182,873,256	40.59
Liew Yoon Kee	135,777	0.06	<sup>(1)</sup> 91,436,628	40.59	271,554	0.06	<sup>(1)</sup> 182,873,256	40.59
Lau Pak Lam	38,000	0.02	<sup>(1)</sup> 91,436,628	40.59	76,000	0.02	<sup>(1)</sup> 182,873,256	40.59
Lew Foo Chay @ Lau Foo Chay	38,000	0.02	<sup>(1)</sup> 91,436,628	40.59	76,000	0.02	<sup>(1)</sup> 182,873,256	40.59
Lau Kwai Choon	64,666	0.03	<sup>(1)</sup> 91,436,628	40.59	129,332	0.03	<sup>(1)</sup> 182,873,256	40.59
Fraser and Neave Limited	-	-	<sup>(2)</sup> 62,211,466	27.62	-	-	<sup>(2)</sup> 124,422,932	27.62
InterBev Investment Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
TCC Assets Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
Thai Beverage Public Company Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
International Beverage Holdings Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
Siriwana Company Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
Maxtop Management Corp	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
Shiny Treasure Holdings Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
MM Group Limited	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
Khunying Wanna Sirivadhanabhakdi Charoen	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62
Sirivadhanabhakdi	-	-	<sup>(3)</sup> 62,211,466	27.62	-	-	<sup>(3)</sup> 124,422,932	27.62

Notes:

- (1) Deemed interested by virtue of his shareholding in Leverage Success Sdn Bhd pursuant to Section 8(4) of the Act.
- (2) Deemed interested by virtue of its shareholding in Fraser & Neave Holdings Bhd pursuant to Section 8(4)(b) of the Act.
- (3) Deemed interested pursuant to Section 8(4)(c) of the Act.

## 5. APPROVALS REQUIRED AND CONDITIONALITY

The Proposed Bonus Issue is subject to the following approvals:

- (i) Bursa Securities, which was obtained vide its letter dated 26 April 2021, for the listing and quotation of the Bonus Shares on the Main Market of Bursa Securities; and
- (ii) Shareholders of Cocoland at the forthcoming EGM to be convened.

The Proposed Bonus Issue is not conditional upon any other proposals undertaken or to be undertaken by the Company.

## 6. SHARE PRICE PERFORMANCE

The monthly highest and lowest prices of Cocoland Shares as traded on Bursa Securities for the past 12 months are as follows:

	<b>High</b> <b>(RM)</b>	<b>Low</b> <b>(RM)</b>
<b>2020</b>		
April	1.705	1.533
May	1.877	1.657
June	1.849	1.648
July	1.724	1.619
August	1.715	1.581
September	1.705	1.552
October	1.686	1.600
November	1.868	1.619
December	1.860	1.730
<b>2021</b>		
January	1.760	1.650
February	1.800	1.680
March	1.830	1.670

The last transacted market price of Cocoland Shares immediately prior to the announcement on 9 April 2021 1.810

Last transacted market price on the LPD 2.000

*(Source: M&A Securities)*

## 7. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders and chief executive of the Company and/or persons connected with them have any interest, direct and/or indirect, in the Proposed Bonus Issue, other than their respective entitlements as shareholders of the Company under the Proposed Bonus Issue, the rights of which are also available to all other existing shareholders of the Company as at the Entitlement Date.

## 8. DIRECTORS' RECOMMENDATION

After having considered all aspects of the Proposed Bonus Issue, the Board is of the opinion that the Proposed Bonus Issue is in the best interest of the Company, and accordingly recommends that the shareholders **VOTE IN FAVOUR** of the resolution pertaining to the Proposed Bonus Issue to be tabled at the forthcoming EGM of the Company.

## 9. ESTIMATED TIMEFRAME FOR COMPLETION

The tentative timetable in relation to the Proposed Bonus Issue is as follows:

<b>Date</b>	<b>Events</b>
17 June 2021	EGM to approve the Proposed Bonus Issue
Mid June 2021	Announcement of the Entitlement Date
Early July 2021	Listing of and quotation for the Bonus Shares

Barring any unforeseen circumstances and subject to receipt of all relevant approvals, the Proposed Bonus Issue is expected to be completed by early July 2021.

## 10. OUTSTANDING CORPORATE EXERCISE ANNOUNCED BUT PENDING IMPLEMENTATION

Save for the Proposed Bonus Issue (being the subject matter of this Circular), there are no other outstanding corporate exercise announced but pending implementation, as at the date of this Circular.

## 11. EGM

An EGM, the notice of which is enclosed together with this Circular, will be held at Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution so as to give effect to the Proposed Bonus Issue.

If you are unable to attend and vote in person at the EGM, you may complete and return the relevant Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Registered Office of the Company at BO3-B-13-1, Level 13, Menara 3A, KL Eco City, No. 3, Jalan Bangsar, 59200 Kuala Lumpur not less than 48 hours before the time set for the EGM. The lodging of the Proxy Form will not, however, preclude you from attending the EGM and voting in person should you subsequently wish to do so.

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## **12. FURTHER INFORMATION**

You are advised to refer to the appendix set out in this Circular for further information.

Yours faithfully,  
for and on behalf of the Board of Directors of  
**COCOALAND HOLDINGS BERHAD**

**DATO' AZMAN BIN MAHMOOD**  
CHAIRMAN / INDEPENDENT NON-EXECUTIVE DIRECTOR

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

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

**2. CONSENT AND DECLARATION**

M&A Securities has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereon in the form and context in which they appear in this Circular.

M&A Securities has given its confirmation that no conflict of interest exists or is likely to exist in relation to its role as the Adviser in relation to the Proposed Bonus Issue.

**3. MATERIAL LITIGATION**

As at the LPD, neither Cocoland nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and to the best of the Board's knowledge and belief, the Board is not aware of any proceedings, pending or threatened against the Cocoland Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Cocoland Group.

**4. MATERIAL COMMITMENT**

As at the LPD, save as disclosed below, the Board is not aware of any material commitment, incurred or known to be incurred, which may have a material impact on the results or financial position of the Cocoland Group:

<b>Capital commitment</b>	<b>As at LPD RM'000</b>
Property, plant and equipment:	
- Approved and contracted for	2,953
- Authorised but not contracted for	3,642
	<b>6,595</b>

**5. CONTINGENT LIABILITIES**

As at the LPD, the Board is not aware of any contingent liabilities, incurred or known to be incurred by the Group, which upon becoming enforceable, may have a substantial impact on the ability of the Group to meet its obligations as and when they fall due.



## **6. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the Registered Office of the Company at BO3-B-13-1, Level 13, Menara 3A, KL Eco City, No. 3, Jalan Bangsar, 59200 Kuala Lumpur during normal business hours (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (i) Constitution of Cocoaland;
- (ii) The audited consolidated financial statements of Cocoaland for the 2 FYEs 31 December 2018 and 31 December 2019 and latest unaudited consolidated financial statements of Cocoaland for FYE 31 December 2020; and
- (iii) Consent letter and declarations as referred to in Section 2 above.

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**COCOALAND HOLDINGS BERHAD**

Registration No. 200001013413 (516019-H)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Cocoaland Holdings Berhad ("Cocoaland" or the "Company") will be held at Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF 228,800,000 NEW ORDINARY SHARES IN COCOALAND ("COCOALAND SHARES") ("BONUS SHARES"), ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING COCOALAND SHARE (INCLUDING TREASURY SHARES) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")**

"**THAT**, subject to the approvals of all relevant authorities or parties (where required) being obtained, approval be and hereby given to the Board of Directors of the Company ("Board") to issue 228,800,000 Bonus Shares in the share capital of the Company credited to the shareholders whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on a day to be determined and announced by the Board ("Entitled Shareholders") on the basis of 1 Bonus Share for every 1 existing Cocoaland Share (including treasury shares) held by the Entitled Shareholders;

**THAT** fractional entitlements of Bonus Shares arising from the Proposed Bonus Issue, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit and expedient and in the best interest of the Company;

**THAT** the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

**BY ORDER OF THE BOARD**

**NG HENG HOOI (SSM PC NO. 202008002923) (MAICSA 7048492)**  
**WONG MEE KIAT (SSM PC NO. 202008001958) (MAICSA 7058813)**  
**YAP FOO TENG (SSM PC NO. 201908001099) (MACS 00601)**  
Chartered Secretaries

Kuala Lumpur  
25 May 2021

*Notes:*

**Proxy**

1. *A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where a member appoints 2 proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.*
2. *Where a member, who is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds shares in the Company for multiple beneficial owners in 1 securities account ('omnibus account'), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.*
4. *The instrument appointing a proxy must be deposited at the Company's Registered Office situated at BO3-B-13-1, Level 13, Menara 3A, KL Eco City, No. 3, Jalan Bangsar, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.*

**General Meeting Record of Depositors**

*Only members whose names appear in the Record of Depositors as at 4 June 2021 shall be entitled to attend and vote at the Extraordinary General Meeting or appoint a proxy to attend and vote on his behalf.*

**Voting**

*The ordinary resolution will be put to vote by poll.*

**COCOALAND HOLDINGS BERHAD**Registration No. 200001013413 (516019-H)  
(Incorporated in Malaysia)**PROXY FORM**

No. of Shares held	
CDS Account No.	

I/We, ..... NRIC/Passport No .....  
(Full name in block letters)of .....  
(Full address)Tel No. ....being a member(s) of COCOALAND HOLDINGS BERHAD hereby appoint  
..... NRIC/Passport No.....  
(Full name in block letters)of .....  
(Full address)\*and/\*or failing him/her ..... NRIC/Passport No .....  
(Full name in block letters)of .....  
(Full address)

or failing him/her, \*the Chairman of the Meeting as \*my/our proxy to attend and vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting of the Company to be held at Concorde Ballroom, Lobby Level, Concorde Hotel Kuala Lumpur, 2, Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, in the manner as indicated below:

(\* strike out whichever is not desired)

ORDINARY RESOLUTION	FOR	AGAINST
Proposed Bonus Issue		

(Please indicate with an "X" in the spaces provided how you wish your vote to be cast. If no specific instruction is given on the voting, the proxy/proxies will vote or abstain from voting on the resolution at his/her discretion.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

For appointment of two proxies, the shareholdings to be represented by the proxies:

Proxy	No. of shares	Percentage (%)
1		
2		
<b>TOTAL</b>		<b>100</b>

Signature of Member/Common Seal

**Notes:****Proxy**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where a member appoints 2 proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
2. Where a member, who is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds shares in the Company for multiple beneficial owners in 1 securities account ('omnibus account'), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
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**Voting**

The ordinary resolution will be put to vote by poll.



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Stamp

The Company Secretaries  
**COCOALAND HOLDINGS BERHAD**  
(Registration No. 200001013413 (516019-H))  
BO3-B-13-1, Level 13  
Menara 3A, KL Eco City  
No. 3, Jalan Bangsar  
59200 Kuala Lumpur

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