

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

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**cocoaland**<sup>®</sup>

**COCOALAND HOLDINGS BERHAD**

(Company No. 516019-H)

(Incorporated in Malaysia under the Companies Act, 1965)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

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

The resolution in respect of the above proposal will be tabled as Special Business at the Sixteenth (16<sup>th</sup>) Annual General Meeting ("AGM") of Cocoaland Holdings Berhad ("Cocoaland" or the "Company") to be held at Crystal 1, Level 1, Crystal Crown Hotel Kuala Lumpur, 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Wednesday, 25 May 2016 at 10:00 a.m. The Notice of the Sixteenth (16<sup>th</sup>) AGM together with the Form of Proxy are set out in the 2015 Annual Report (as defined herein), which has been despatched together with this Circular.

A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. The instrument appointing a proxy shall be deposited at the registered office of the Company at Lot 6.08, 6<sup>th</sup> Floor, Plaza First Nationwide, No. 161, Jalan Tun H.S. Lee, 50000 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM, should you subsequently wish to do so.

This Circular is dated 28 April 2016

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## DEFINITIONS

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

"2015 Annual Report"	:	Annual report of Cocoaland for the FYE 31 December 2015
"2015 Mandate"	:	The shareholders' mandate obtained on 27 May 2015 for Cocoaland Group to enter into RRPT(s).
"Act"	:	The Companies Act, 1965
"AGM"	:	Annual General Meeting
"Board"	:	The Board of Directors of Cocoaland
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (635998-W)
"Cocoaland" or "Company"	:	Cocoaland Holdings Berhad (516019-H)
"Cocoaland Group" or "Group"	:	Cocoaland and its subsidiary companies
"Cocoaland Shares" or "Shares"	:	Ordinary shares of RM0.50 each in Cocoaland
"Director(s)"	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the RRPT were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
"F&N"	:	Fraser & Neave Holdings Bhd (004205-V)
"F&N Limited"	:	Fraser and Neave, Limited, the holding company of F&N
"FYE"	:	Financial year ended/ ending, as the case may be
"Listing Requirements"	:	The Main Market Listing Requirements of Bursa Securities
"LPD"	:	31 March 2016, being the latest practicable date prior to the printing of this Circular
"Major Shareholder"	:	Any person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is :- <ol style="list-style-type: none"><li>i. equal or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or</li><li>ii. equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.</li></ol>

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**DEFINITIONS (CONT'D)**

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For the purpose of this definition, "interest in shares" shall have the meaning given in Section 6A of the Act and a major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the RRPT(s) were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company

"Mr. Lim" : Mr. Lim Yew Hoe, a Non-Independent Non-Executive Director of Cocoaland

"Mr. Soh" : Mr. Soh Swee Hock @ Soh Say Hock, a Non-Independent Non-Executive Director of Cocoaland

"Person Connected" : In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:-

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

"Proposal" : The Proposed Shareholders' Mandate

"Proposed Shareholders' Mandate" : Proposed renewal of shareholders' mandate for the RRPT(s) to be entered into from the date of the forthcoming Sixteenth (16<sup>th</sup>) AGM to the next AGM

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**DEFINITIONS (CONT'D)**

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- "Related Party(ies)" : A Director, a Major Shareholder or a Person Connected with such Director or Major Shareholder
- "RRPT(s)" : A related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of Cocoland Group
- "RM" and "sen" : Ringgit Malaysia and sen respectively

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

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

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## COCOALAND HOLDINGS BERHAD

(Company No. 516019-H)  
(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office**  
Lot 6.08, 6<sup>th</sup> Floor  
Plaza First Nationwide  
No. 161, Jalan Tun H.S. Lee  
50000 Kuala Lumpur

28 April 2016

### Board of Directors

Dato' Azman bin Mahmood (*Chairman / Independent Non-Executive Director*)  
Tan Sri Dato' Sri Koh Kin Lip (*Independent Non-Executive Director*)  
Liew Fook Meng (*Executive Director*)  
Lau Kee Von (*Executive Director*)  
Liew Yoon Kee (*Executive Director*)  
Lau Pak Lam (*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*)  
Tai Chun Wah (*Executive Director*)  
Soon Wing Chong (*Alternate Director to Lim Yew Hoe*)

**To: The Shareholders of Cocoaland Holdings Berhad**

Dear Sir/ Madam,

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

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#### **1. INTRODUCTION**

At the Fifteenth (15<sup>th</sup>) AGM held on 27 May 2015, the Company obtained the 2015 Mandate for Cocoaland Group to enter into RRPT(s). The said shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

On 1 April 2016, the Board announced that the Company intends to seek the approval of the shareholders for the Proposed Shareholders' Mandate.

The purpose of this Circular is to provide the shareholders of Cocoaland with the relevant information on the Proposed Shareholders' Mandate as well as to seek the approval from the shareholders of Cocoaland for the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM of the Company. The notice of the forthcoming AGM and the form of proxy are enclosed in the 2015 Annual Report, which has been despatched together with this Circular.

**SHAREHOLDERS OF COCOALAND ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM.**

## 2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company is required to seek its shareholders' mandate, with regards to RRPT(s), subject to the following:-

- i. the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- ii. the 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:-
  - (a) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is equal to or exceeds RM1 million; or
  - (b) any one of the percentage ratios of such RRPT(s) is equal to or exceeds 1%, whichever is the higher;
- iii. a circular to the shareholders for the mandate includes the information as may be prescribed by Bursa Securities;
- iv. 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 approving 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
- v. immediate announcement to Bursa Securities when the actual value of a RRPT entered into by Cocoaland, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more.

In the ordinary course of business, the Group will enter into RRPT(s), the particulars of which are set out in Section 2.2 of this Circular.

Accordingly, the Board proposes to seek the approval from shareholders for the Proposed Shareholders' Mandate.

Such transactions will be made at arms' length and on Cocoaland Group's normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of Cocoaland.

The Proposed Shareholders' Mandate, if approved by the shareholders of Cocoaland at the forthcoming Sixteenth (16<sup>th</sup>) AGM, will take effect from the date of the said Sixteenth (16<sup>th</sup>) AGM until:-

- i. the conclusion of the next AGM of Cocoaland following the forthcoming Sixteenth (16<sup>th</sup>) AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- ii. the expiration of the period within which the next AGM 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 a general meeting before the next AGM;

whichever is earlier.

## 2.1 Principal activities of the Cocoaland Group

The Company is principally an investment holding company. The principal activities of the subsidiary companies and associate company of Cocoaland are as follows:-

<b>Subsidiary companies</b>	<b>Effective equity interest (%)</b>	<b>Principal activities</b>
Cocoaland Industry Sdn Bhd	100	Manufacturing and trading of processed and preserved foods and fruits of all kinds
L.B. Food Sdn Bhd	100	Wholesale and retail of processed and preserved foods
B Plus Q Sdn Bhd	100	Manufacturer of fruit juice and foodstuffs
Cocoaland Retail Sdn Bhd	100	Dormant
Lot 100 Food Co. Ltd	100	Wholesaling, import and export of gummy products and other product
CCL Food & Beverage Sdn Bhd	100	Manufacturing
PT Cocoaland Indonesia	100	Dormant
<b>Subsidiary company of B Plus Q Sdn Bhd</b>	<b>Effective equity interest (%)</b>	<b>Principal activities</b>
M.I.T.E. Food Enterprise Sdn Bhd	100	Trading and distribution of foodstuffs

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## 2.2 Details of the RRPT(s) under the Proposed Shareholders' Mandate

No.	Transacting party	Nature of relationship	Transacting party within the Group	Nature of transaction	Actual aggregate value incurred from 27 May 2015 to LPD	Estimated aggregate value disclosed in 2015 Mandate	Estimated aggregate value to be incurred from Sixteenth (16 <sup>th</sup> ) AGM to the next AGM <sup>(2)</sup>
					RM'000	RM'000	RM'000
1.	F&N Limited group of companies <sup>(1)</sup>	Mr. Lim and Mr. Soh, both of whom are the non-independent non-executive directors of Cocoland, are officers of F&N, a major shareholder of Cocoland.  F&N Limited is the holding company of F&N.	Cocoland Group	Prepare, package, pack and deliver F&N Limited group of companies' products:-  - Sales - Purchase of ingredients <sup>(3)</sup>	21,117	25,000	30,000

**Note:-**

- <sup>(1)</sup> Cocoland Group may enter into future contracts from time to time with company/(ies) within the F&N Limited group of companies. Cocoland will make the appropriate announcement, if and when required, in respect of the abovementioned future contracts.
- <sup>(2)</sup> The estimated aggregate value to be incurred from Sixteenth (16<sup>th</sup>) AGM to the next AGM in the above table are based on the information available at the point of estimation. The estimated value of the transaction may vary from the actual aggregate value in the future.
- <sup>(3)</sup> The purchase of ingredients are exclusively used for preparing the F&N Limited group of companies' products.

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### 2.3 Review procedures for RRPT(s)

The Group has established various procedures to ensure that the RRPT(s) are undertaken on arm's length basis and on normal commercial terms that are consistent with the Group's usual business practices and policies, which are not on prices and terms that are more favourable to the Related Party than those extended to the public and are not to the detriment of Cocoland's minority shareholders.

The review procedures established by the Group for the RRPT(s) are as follows:-

- i. The identity of the Related Party is disclosed/ circulated within the Group and at the same time, the Related Party is notified that all RRPT(s) are required to be taken on arm's length basis and on normal commercial terms not more favourable to the Related Party than those generally available to the public;
- ii. All RRPT(s) to be entered into will be reviewed by the Audit Committee at every quarter and subsequently reported to the Board to ensure that the transactions are not more favourable to the Related Party and will not be detrimental to the minority shareholders;
- iii. Records will be maintained by the Company to capture all RRPT(s) which are entered into pursuant to the shareholders' mandate;
- iv. The transaction prices are determined by the prevailing market rates/ prices that are agreed upon under similar commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- v. The Board and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor the RRPT(s) have been complied with and review shall be done at every quarter with the review of quarterly results; and
- vi. The Board and the Audit Committee will have overall responsibility for the determination of the review procedures, including addition of new review procedures, as and when necessary. The Board and the Audit Committee may also appoint individuals and committees to examine the RRPT(s), as they deem appropriate. If a member of the Board or the Audit Committee has an interest, direct or indirect, in any particular transactions, he or she will abstain from any deliberation and voting on the matter at the Board or Audit Committee meetings in respect of such transactions.

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/ substantially similar type of products/ services and/ or quantities.

Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on those offered to/ by other unrelated parties for the same or substantially similar type of transaction to ensure that the RRPT(s) is not detrimental to the Group.

The guidelines for the relevant approving authority practiced by the Group in relation to RRPT(s) are as follows:-

- i. Transactions below RM100,000 each in value will be reviewed and approved by Directors or such other senior executive(s) (not being a person connected with the Related Party) designated by the Audit Committee from time to time for such purpose, and tabled for review by the Audit Committee on a quarterly basis;

- ii. Transactions (excluding those transactions pursuant to contracts which have already been reviewed and approved by the Audit Committee) equal to or exceeding RM100,000 each in value will be reviewed and approved by the Audit Committee; and
- iii. The Audit Committee may, as deemed fit, request for additional information pertaining to the transaction under review from independent sources or advisers, including the obtaining of valuations from independent professional valuers.

#### 2.4 Statement by Audit Committee

The Audit Committee is satisfied that the review procedures for RRPT(s) are sufficient and appropriate to ensure that such RRPT(s) will be undertaken at arm's length and are on normal commercial terms consistent with the industry norms not more favourable to the Related Party than those generally available to the public and that such terms will not be detrimental to the interests of the minority shareholders of Cocoland or disadvantageous to the Group.

The Audit Committee will ensure that there are adequate procedures and processes to monitor, track and identify the RRPT(s) in a timely and orderly manner. Such procedures and processes would be reviewed annually or whenever the need arises.

If during its periodic reviews, the Audit Committee is of the view that such procedures and processes are no longer appropriate or adequate to monitor, track and identify RRPT(s), the Audit Committee will draw it to the attention of the Board and, if necessary, the Company will establish new guidelines and procedures.

#### 2.5 Amount Due and Owing to Cocoland Group by Related Party

The breakdown of the outstanding amount due under the RRPT which exceeded the credit term as at the end of the financial year ended 31 December 2015 are as follows:-

Name of related party	Outstanding amount due under RRPT which exceeded the credit term for the following periods as at 31 December 2015			
	1 year or less (RM)	More than 1 to 3 years (RM)	More than 3 to 5 years (RM)	More than 5 years (RM)
F&N Limited group of companies	135,190	-	-	-

There is no late payment charges imposed on the above overdue trade receivables as they had only exceeded the credit term marginally. The outstanding amount was trade in nature and the Board is of the opinion that there is no recoverability issue as F&N Limited Group are established organization with good standing.

Cocoland Group are constantly monitoring the outstanding and are in communication with F&N Limited Group on the settlement. As at 31 March 2016, the outstanding amount of RM130,186 has been fully paid.

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

The Proposed Shareholders' Mandate will facilitates recurring transactions of revenue or trading nature with Related Parties which are carried out on an arm's length basis on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public.

The Proposed Shareholders' Mandate will benefit the Company by facilitating entry by members of the Group into RRPT(s) in a timely manner and will enable the Group to continue to carry out RRPT(s) necessary for the Group's day-to-day operations.

The Proposed Shareholders' Mandate will eliminate the need to announce and convene separate general meetings of the Company from time to time to seek shareholders' approval on each occasion as and when the aforesaid RRPT(s) arise. This will also substantially reduce expenses associated with the convening of such meetings on an ad hoc basis, improve administrative efficiency and allow human resources and time to be channeled towards attaining other corporate objectives and opportunities.

The RRPT(s) are intended to meet the business needs of the Group at the best possible terms. By transacting with the Related Parties, the Group would have an advantage of familiarity with the background, financial well being and management of the Related Parties, thus enabling more informed commercial decisions to be made.

#### 4. EFFECTS OF THE PROPOSAL

The Proposed Shareholders' Mandate is administrative in nature and is therefore not expected to have any effect on the issued and paid-up share capital, substantial shareholdings, earnings, gearing and net assets of the Company.

#### 5. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of Cocoland at the AGM to be convened.

#### 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the directors and/ or major shareholders and/ or persons connected to them have any interest, whether direct or indirect, in the Proposed Shareholders' Mandate:-

<-----Shareholdings as at LPD----->					
<-----Direct----->			<-----Indirect----->		
	No. of Shares	%	No. of Shares	%	
<b>Interested Directors</b>					
Mr. Lim <sup>(1)</sup>	-	-	-	-	
Mr. Soh <sup>(1)</sup>	-	-	-	-	
<b>Interested Shareholders Major</b>					
F&N	62,211,466	27.19	-	-	
F&N Limited	-	-	62,211,466	27.19 <sup>(2)</sup>	
InterBev Investment Limited	-	-	62,211,466	27.19 <sup>(3)</sup>	
TCC Assets Limited	-	-	62,211,466	27.19 <sup>(3)</sup>	
Thai Beverage Public Company Limited	-	-	62,211,466	27.19 <sup>(3)</sup>	

		<-----Shareholdings as at LPD----->			
		<-----Direct----->		<-----Indirect----->	
		No. of Shares	%	No. of Shares	%
International Beverage Holdings Limited		-	-	62,211,466	27.19 <sup>(3)</sup>
Siriwana Company Limited		-	-	62,211,466	27.19 <sup>(3)</sup>
Maxtop Management Corp.		-	-	62,211,466	27.19 <sup>(3)</sup>
Shiny Treasure Holdings Limited		-	-	62,211,466	27.19 <sup>(3)</sup>
MM Group Limited		-	-	62,211,466	27.19 <sup>(3)</sup>
Khunying Wanna Sirivadhanabhakdi		-	-	62,211,466	27.19 <sup>(3)</sup>
Charoen Sirivadhanabhakdi		-	-	62,211,466	27.19 <sup>(3)</sup>

**Notes:-**

<sup>(1)</sup> Deemed interested by virtue of their capacity as officers of F&N, a major shareholder of Cocoland.

<sup>(2)</sup> Deemed interested by virtue of its shareholding in F&N pursuant to Section 6A of the Act.

<sup>(3)</sup> Deemed interested pursuant to Section 6A(4)(c) of the Act.

Accordingly, Mr. Lim and Mr. Soh (collectively referred to as the "Interested Directors") have abstained and will continue to abstain from all board deliberations and voting on the resolution pertaining to the Proposed Shareholders' Mandate. The Interested Directors as well as F&N, F&N Limited, InterBev Investment Limited, TCC Assets Limited, Thai Beverage Public Company Limited, International Beverage Holdings Limited, Siriwana Company Limited, Maxtop Management Corp., Shiny Treasure Holdings Limited, MM Group Limited, Khunying Wanna Sirivadhanabhakdi and Charoen Sirivadhanabhakdi (collectively referred to as the "Interested Major Shareholders") will abstain from voting in respect of their direct and indirect interests in the Company on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM. The said Interested Directors and Interested Major Shareholders have undertaken to ensure that persons connected with them will abstain from voting in respect of their direct and indirect interests in the Company on the resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

## 7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed Shareholders' Mandate is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Company.

Accordingly, the Board (save for the Interested Directors) recommends that the shareholders of Cocoland vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

## 8. SIXTEENTH (16th) AGM

The Sixteenth (16th) AGM, the notice of which is enclosed in the 2015 Annual Report, which has been despatched together with this Circular, will be held at Crystal 1, Level 1, Crystal Crown Hotel Kuala Lumpur, 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Wednesday, 25 May 2016 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders' Mandate.

A Form of Proxy for the forthcoming AGM is enclosed in the 2015 Annual Report, which has been despatched together with this Circular. If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registered Office at Lot 6.08, 6<sup>th</sup> Floor, Plaza First Nationwide, No. 161, Jalan Tun H.S. Lee, 50000 Kuala Lumpur, not less than forty-eight (48) hours before the time fixed for holding the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

**9. FURTHER INFORMATION**

Shareholders are advised to refer to the enclosed appendix for further information.

Yours faithfully,  
For and on behalf of the Board  
**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 who collectively and individually accept full responsibility for the accuracy of the information given 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 make any statement herein false or misleading.

**2. MATERIAL CONTRACTS**

As at the date of this Circular, neither the Company nor any of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at the date of this Circular, neither the Company nor any of its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and do not have any knowledge of any proceedings pending or threatened against the Company and/ or its subsidiaries or of any fact likely to give rise to any proceeding which might materially or adversely affect the financial position or business of the Company and/ or its subsidiaries.

**4. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at Lot 6.08, 6<sup>th</sup> Floor, Plaza First Nationwide, No. 161, Jalan Tun H.S. Lee, 50000 Kuala Lumpur during normal business hours (except public holidays) for a period from the date of this Circular up to and including the date of the AGM:-

- i. Memorandum and Articles of Association of the Company; and
- ii. The audited consolidated financial statements of Cocoland for the past two (2) FYE 31 December 2014 and 31 December 2015.