

THIS NOTICE IS FOR YOUR INFORMATION ONLY. YOU ARE NOT REQUIRED TO TAKE ANY ACTION.

IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN COCOALAND HOLDINGS BERHAD, YOU SHOULD HAND THIS NOTICE TO THE PERSON THROUGH WHOM YOU HAVE EFFECTED THE SALE OR TRANSFER, FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

The purpose of this Notice is to provide you with the information pertaining to the suspension of trading of Cocoaland Shares (as defined below) on the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the Entitlement Date (as defined herein) for the Scheme (as defined below).

Bursa Securities takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

cocoaland[®]
COCOALAND HOLDINGS BERHAD
Registration No. 200001013413 (516019-H)
(Incorporated in Malaysia and registered under the Companies Act 2016)

NOTICE TO THE SCHEME SHAREHOLDERS

IN RELATION TO THE

SUSPENSION OF TRADING OF THE ORDINARY SHARES OF COCOALAND HOLDINGS BERHAD (“COCOALAND”) (“COCOALAND SHARES”) AND THE ENTITLEMENT DATE FOR THE ACQUISITION OF COCOALAND BY FRASER & NEAVE HOLDINGS BHD (“F&NHB”) TO BE UNDERTAKEN BY WAY OF A MEMBERS’ SCHEME OF ARRANGEMENT PURSUANT TO SECTION 366 OF THE COMPANIES ACT 2016 (“SCHEME”)

Principal Adviser



AmInvestment Bank

AmlInvestment Bank Berhad

Registration No. 197501002220 (23742-V)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

IMPORTANT DATES:

Last date and time for trading of Cocoaland Shares	: Thursday, 20 October 2022 at 5.00 p.m.
Suspension of trading of Cocoaland Shares	: With effect from 9.00 a.m. on Friday, 21 October 2022
Entitlement Date	: Tuesday, 25 October 2022 at 5.00 p.m.

This Notice is dated 11 October 2022

DEFINITIONS

For the purpose of this Notice, except where the context otherwise requires, the following definitions shall apply throughout this Notice: -

Act	:	Companies Act 2016
AmInvestment Bank	:	AmInvestment Bank Berhad (Registration No. 197501002220 (23742-V))
Awana Citra	:	Awana Citra Sdn Bhd (Registration No. 202001036345 (1392666-H)), a wholly-owned subsidiary of F&NHB and being the nominated party to receive the Scheme Shares
Board	:	Board of directors of Cocoaland
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
CCM	:	Companies Commission of Malaysia
CDS	:	Central Depository System
CMSA	:	Capital Markets and Services Act 2007
Cocoaland or Company	:	Cocoaland Holdings Berhad (Registration No. 200001013413 (516019-H))
Cocoaland Group or Group	:	Cocoaland and its subsidiaries
Cocoaland Shares or Shares	:	Ordinary shares in Cocoaland
Court Convened Meeting	:	Court convened shareholders' meeting of Cocoaland held on 18 August 2022 pursuant to an order of the High Court under Section 366 of the Act for the purpose of the Scheme
Document	:	Collectively, the Explanatory Statement and the IAL
Entitlement Date	:	25 October 2022, being the date on which the names of the Scheme Shareholders must appear on the Record of Depositors of Cocoaland in order to be entitled to participate in the Scheme
Explanatory Statement	:	The explanatory statement of Cocoaland dated 20 July 2022 to the Scheme Shareholders pursuant to Section 366 of the Act in relation to the Privatisation
F&NHB	:	Fraser & Neave Holdings Bhd (Registration No. 196101000155 (4205-V))
High Court	:	The High Court of Malaya
IAL	:	The independent advice letter dated 20 July 2022 by the Independent Adviser to the Scheme Shareholders
Independent Adviser	:	Malacca Securities Sdn Bhd (Registration No. 197301002760 (16121-H))
LPD	:	4 October 2022, being the latest practicable date prior to the despatch of this Notice

DEFINITIONS (Cont'd)

Market Day(s)	: A day on which Bursa Securities is open for trading in securities
Notice	: This notice to Scheme Shareholder dated 11 October 2022
Offer Price	: Offer price of RM1.50 per Scheme Share
Official List	: A list specifying all securities listed on the Main Market of Bursa Securities
PACs	: Persons acting in concert in relation to the Privatisation in accordance with Section 216(2) and Section 216(3) of the CMSA
Privatisation	: Acquisition of Cocoland by F&NHB to be undertaken by way of the Scheme
Proposal Letter	: The proposal letter dated 3 June 2022 from F&NHB to the Board in respect of the Privatisation
Record of Depositors	: A record of securities holders established by Bursa Depository under the Rules of Bursa Depository
RM and sen	: Ringgit Malaysia and sen respectively
Rules	: The Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
Rules of Bursa Depository	: The rules of Bursa Depository as issued pursuant to the Securities Industry (Central Depositories) Act 1991
SC	: Securities Commission Malaysia
Scheme	: Members' scheme of arrangement pursuant to Section 366 of the Act between Cocoland and the Scheme Shareholders which involves the acquisition of the Scheme Shares by F&NHB as the offeror and Awana Citra being the recipient of the Scheme Shares
Scheme Shares	: All Cocoland Shares held by the Scheme Shareholders as at the Entitlement Date. As at LPD, these shares comprise 326,129,868 Cocoland Shares, which represent 72.38% of issue share capital of Cocoland (excluding 7,047,200 treasury shares).
Scheme Shareholders	: All the shareholders of Cocoland other than F&NHB

All references to the "**Company**" in this Notice are to Cocoland and references to the "**Group**" are to the Company and its subsidiaries. All references to "**you**" in this Notice are to the Scheme Shareholders.

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 Notice to any statute, rules, regulation or rules of stock exchange shall (where the context admits) be construed as a reference to such statute, rules, regulation or rules of stock exchange (as the case may be) currently in force or as may be amended from time to time and any reenactment thereof. Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise specified.

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COCOALAND HOLDINGS BERHAD

Registration No. 200001013413 (516019-H)
(Incorporated in Malaysia and registered under the Companies Act 2016)

Registered Office
Level 5, Tower 8, Avenue 5
Horizon 2, Bangsar South City
59200 Kuala Lumpur

11 October 2022

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: The shareholders of Cocoaland

Dear Sir/Madam,

NOTICE TO THE SHAREHOLDERS IN RELATION TO THE SUSPENSION OF TRADING OF COCOALAND SHARES AND THE ENTITLEMENT DATE FOR THE SCHEME

1. INTRODUCTION

On 3 June 2022, the Board had announced the receipt of the Proposal Letter from F&NHB in respect of the Privatisation.

On 13 June 2022, the Board had appointed Malacca Securities Sdn Bhd as the Independent Adviser to advise the Board and the Scheme Shareholders in relation to the Privatisation.

On 15 June 2022, AmInvestment Bank had, on behalf of the Board announced that the Board, after having considered the preliminary views of the Independent Adviser and the terms and conditions of the Privatisation, had decided to present the Scheme to the Scheme Shareholders for consideration at the Court Convened Meeting.

On 20 June 2022, an originating summons had been filed with the High Court seeking an order to convene the Court Convened Meeting to consider the Scheme. On 7 July 2022, the High Court granted an order for the Court Convened Meeting for the purpose of considering and, if thought fit, approving the Scheme.

Pursuant to subparagraph 11.02(3) of the Rules, the SC had via its letter dated 18 July 2022, notified that it has no further comments to the Explanatory Statement. Such notification shall not be taken to suggest that the SC recommends the Privatisation or assumes responsibility for the correctness of any statements made or opinions or reports expressed in the Explanatory Statement.

On 18 August 2022, AmInvestment Bank had, on behalf of the Board, announced that the Scheme was approved (by way of poll voting) by the Scheme Shareholders.

On 1 September 2022, AmInvestment Bank had, on behalf of the Board, announced that the application has been made on the same day to the High Court for sanctioning the Scheme pursuant to Section 366 of the Act.

On 30 September 2022, AmInvestment Bank had, on behalf of the Board, announced that the High Court had granted an order sanctioning the Scheme.

On 4 October 2022, AmInvestment Bank had, on behalf of the Board, announced that the sealed order sanctioning the Scheme has been lodged with the CCM and accordingly the Scheme has become effective.

THE PURPOSE OF THIS NOTICE IS TO PROVIDE YOU WITH THE INFORMATION PERTAINING TO THE SUSPENSION OF TRADING OF COCOALAND SHARES ON THE MAIN MARKET OF BURSA SECURITIES AND THE ENTITLEMENT DATE FOR THE SCHEME. YOU ARE NOT REQUIRED TO TAKE ANY ACTION. THIS NOTICE SHOULD BE READ TOGETHER WITH THE EXPLANATORY STATEMENT.

FOR INFORMATION PURPOSES, ONCE THE SUSPENSION OF TRADING OF COCOALAND SHARES IS EFFECTED ON FRIDAY, 21 OCTOBER 2022 AT 9.00 A.M., COCOALAND SHARES WILL CONTINUE TO BE SUSPENDED UNTIL THE DELISTING OF COCOALAND FROM THE OFFICIAL LIST OF BURSA SECURITIES.

2. DETAILS OF THE PRIVATISATION

The Privatisation is to be undertaken by way of the Scheme.

In consideration of the acquisition by F&NHB and transfer of the Scheme Shares to Awana Citra pursuant to the Scheme, F&NHB shall pay the Offer Price of RM1.50 for each Scheme Share.

Based on 326,129,868 Cocoaland Shares held by the Scheme Shareholders as at LPD, representing approximately 72.38% of the issued share capital of Cocoaland, the total share consideration for the Privatisation is RM489,194,802 which shall be satisfied by cash.

Scheme Shareholders whose names appear on the Record of Depositors of Cocoaland on the Entitlement Date will be entitled to participate in the Scheme.

All costs relating to the payment of the Scheme Shares (including any stamp duties which will become liable to pay in respect of the transaction) by F&NHB will be borne by F&NHB. F&NHB will not be responsible for any other cost, expenses or outlay incurred by the Scheme Shareholders.

Further details of the Privatisation are set out in the Document to the Scheme Shareholders dated 20 July 2022.

3. SUSPENSION OF TRADING OF COCOALAND SHARES

The trading of Cocoaland Shares on the Main Market of Bursa Securities will be suspended with effect from 9.00 a.m. on Friday, 21 October 2022, being one (1) clear Market Day prior to the Entitlement Date. Accordingly, the **last day and time of trading of Cocoaland Shares on the Main Market of Bursa Securities prior to the suspension will be 5.00 p.m. on Thursday, 20 October 2022.**

The trading of Cocoaland Shares on the Main Market of Bursa Securities will continue to be suspended until the delisting of Cocoaland from the Official List of Bursa Securities.

4. ENTITLEMENT DATE FOR THE SCHEME

The Entitlement Date for the Scheme will be on Tuesday, 25 October 2022.

Scheme Shareholders, whose names appear in the Record of Depositors of Cocoaland at the close of business at 5.00 p.m. on Tuesday, 25 October 2022, would be entitled to participate in the Scheme in respect of:-

- (i) Cocoaland Shares transferred into their CDS account(s) before 4.30 p.m. on Tuesday, 25 October 2022; and
- (ii) Cocoaland Shares bought on Bursa Securities on a cum-entitlement basis according to the Rules of Bursa Securities.

5. MODE OF PAYMENT

The Offer Price will be satisfied entirely in cash which will be credited to the bank account nominated by the Scheme Shareholders maintained with Bursa Depository within 10 days from the Entitlement Date.

For the Scheme Shareholders who do not maintain eDividend accounts, the settlement of the Offer Price will be effected via remittance in the form of cheques, banker's drafts and/or cashier's orders which will be despatched by ordinary mail to the Scheme Shareholders (or their designated agents, as they may direct) at the Scheme Shareholders' registered addresses last maintained with Bursa Depository at their own risk within 10 days from the Entitlement Date.

6. CONSENTS

AmInvestment Bank and Bina Management (M) Sdn Bhd have given and have not subsequently withdrawn their respective written consents to the inclusion of their respective names and all references thereto in the form and context in which they appear in this Notice.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been reviewed and approved by the Board, who collectively and individually accept full responsibility for the accuracy of the information given herein. The Board confirms that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Notice false or misleading.

8. FURTHER INFORMATION

If you have any enquiries concerning this Notice, you may contact the share registrar at the contact details set out below:

Bina Management (M) Sdn Bhd

Lot 10, The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor

Tel. No. : 03-7784 3922
Fax No. : 03-7784 1988

Yours faithfully
For and on behalf of the Board of
COCOALAND HOLDINGS BERHAD

Dato' Azman Bin Mahmood
Independent Non-Executive Chairman