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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[®]

COCOALAND HOLDINGS BERHAD

(Company No. 516019-H)

(Incorporated in Malaysia and registered under the Companies Act 2016)

PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED
RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

PART B

**SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL
OF SHARE BUY-BACK AUTHORITY**

PART C

**PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY
("PROPOSED ADOPTION")**

The above proposals will be tabled as Special Business at the Nineteenth (19th) 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, 29 May 2019 at 10:00 a.m. The Notice of the 19th AGM together with the Form of Proxy are set out in the 2018 Annual Report (as defined herein), which has been despatched together with this Circular / Statement.

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, 6th 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 29 April 2019.

PART A

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

DEFINITIONS

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

"2018 Annual Report"	:	Annual report of Cocoaland for the FYE 31 December 2018
"2018 Mandate"	:	The shareholders' mandate obtained on 30 May 2018 for Cocoaland Group to enter into RRPT(s).
"Act"	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"Board"	:	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 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, including any amendments thereto from time to time
"LPD"	:	29 March 2019, 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">i. 10% or more of the aggregate of the total number of the voting shares in the Company; orii. 5% or more of the aggregate of the number of the voting shares in the Company where such person is the largest shareholder of the Company.

DEFINITIONS (CONT'D)

For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8(4) 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 Cocoland
- "Mr. Soh" : Mr. Soh Swee Hock @ Soh Say Hock, a Non-Independent Non-Executive Director of Cocoland
- "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 20% of the votes attached to voting shares in the body corporate; or
 - ix. a body corporate which is a related corporation.
- "Proposed RRPT' Mandate" : Proposed renewal of shareholders' mandate for the RRPT(s) to be entered into from the date of the forthcoming 19th AGM to the next AGM
- "Related Party(ies)" : A Director, a Major Shareholder or a Person Connected with such Director or Major Shareholder

DEFINITIONS (CONT'D)

"RRPT(s)" : Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of Cocoland Group and which are in the ordinary course of business 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 and registered under the Companies Act 2016)

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

29 April 2019

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 Holdings Berhad

Dear Sir/ Madam,

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

1. INTRODUCTION

At the Eighteenth (18th) AGM held on 30 May 2018, the Company obtained the 2018 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 3 April 2019, the Board announced that the Company intends to seek the approval of the shareholders for the Proposed RRPT Mandate.

The purpose of Part A of this Circular is to provide the shareholders of Cocoaland with the relevant information on the Proposed RRPT Mandate as well as to seek the approval from the shareholders of Cocoaland for the ordinary resolution pertaining to the Proposed RRPT 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 2018 Annual Report, which has been despatched together with this Circular.

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

2. DETAILS OF THE PROPOSED RRPT 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 Cocoland, 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 RRPT Mandate.

Such transactions will be made at arms' length and on Cocoland 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 Cocoland.

The Proposed RRPT Mandate, if approved by the shareholders of Cocoland at the forthcoming 19th AGM, will take effect from the date of the said 19th AGM until:-

- i. the conclusion of the next AGM of Cocoland following the forthcoming 19th AGM, at which the Proposed RRPT Mandate 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 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
- 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:-

Subsidiary companies	Effective equity interest (%)	Principal activities
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
Cocoaland Retail Sdn. Bhd.	100	Dormant
Lot 100 Food Co. Ltd	100	Wholesaling, import and export of gummy products and other products
CCL Food & Beverage Sdn. Bhd.	100	Manufacturing and trading of processed and preserved foods and fruits of all kinds
PT Cocoaland Indonesia	100	Dormant

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2.2 Details of the RRPT(s) under the Proposed RRPT Mandate

No.	Transacting party	Nature of relationship	Transacting party within the Group	Nature of transaction	Actual aggregate value incurred from 30 May 2018 to LPD	Estimated aggregate value disclosed in 2018 Mandate	Estimated aggregate value to be incurred from 19 th AGM to the next AGM ⁽²⁾
					RM'000	RM'000	RM'000
1.	F&N Limited group of companies ⁽¹⁾	Mr. Lim and Mr. Soh, both of whom are the non-independent non-executive directors of Cocoaland, are officers of F&N, a major shareholder of Cocoaland. F&N Limited is the holding company of F&N.	Cocoaland Group	Prepare, package, pack and deliver F&N Limited group of companies' products:- - Sales - Purchase of ingredients ⁽³⁾	11,261	30,000	20,000

Note:-

⁽¹⁾ Cocoaland Group may enter into future contracts from time to time with company/(ies) within the F&N Limited group of companies. Cocoaland will make the appropriate announcement, if and when required, in respect of the abovementioned future contracts.

⁽²⁾ The estimated aggregate value to be incurred from 19th 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.

⁽³⁾ 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 & Risk Management 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 & Risk Management 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 & Risk Management 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 & Risk Management 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 & Risk Management 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 & Risk Management 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 & Risk Management Committee from time to time for such purpose, and tabled for review by the Audit & Risk Management Committee on a quarterly basis;
- ii. Transactions (excluding those transactions pursuant to contracts which have already been reviewed and approved by the Audit & Risk Management Committee) equal to or exceeding RM100,000 each in value will be reviewed and approved by the Audit & Risk Management Committee; and
- iii. The Audit & Risk Management 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 & Risk Management Committee

The Audit & Risk Management 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 Cocoaland or disadvantageous to the Group.

The Audit & Risk Management 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 & Risk Management 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 & Risk Management 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 Cocoaland 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 2018 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 2018			
	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	394,174	-	-	-

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.

Cocoaland Group are constantly monitoring the outstanding and are in communication with F&N Limited Group on the settlement. As at LPD, the outstanding amount of RM394,174 has been fully paid.

3. RATIONALE AND BENEFITS FOR THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate will facilitate 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 RRPT 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 RRPT 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 RRPT PROPOSAL

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

5. APPROVALS REQUIRED

The Proposed RRPT 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 RRPT Mandate:-

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

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

Notes:-

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

⁽²⁾ Deemed interested by virtue of its shareholding in F&N pursuant to Section 8(4)(b) of the Act.

⁽³⁾ Deemed interested pursuant to Section 8(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 RRPT 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 RRPT 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 RRPT Mandate at the forthcoming AGM.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors), having considered all aspects of the Proposed RRPT Mandate is of the opinion that the Proposed RRPT 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 RRPT Mandate to be tabled at the forthcoming AGM.

8. 19th AGM

The 19th AGM, the notice of which is enclosed in the 2018 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, 29 May 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed RRPT Mandate.

A Form of Proxy for the forthcoming AGM is enclosed in the 2018 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, 6th 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 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. 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:

3. MATERIAL CONTRACTS

As at the LPD, the Board is not aware of any material contracts (not being contracts entered into in the ordinary course of business) by Cocoland or its subsidiaries, within the two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (i) Constitution of the Company; and
- (ii) The audited consolidated financial statements of Cocoland for the two (2) financial years ended 31 December 2017 and 31 December 2018 and the latest unaudited results since the last audited financial statements.

PART B

**SHARE BUY-BACK STATEMENT IN RELATION TO THE
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

DEFINITION

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

“Act”	: Companies Act 2016 and any statutory modification or amendments thereto from time to time
“AGM”	: Annual General Meeting
“Board”	: Board of Directors of Cocoaland
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. (165570-W)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“Cocoaland” or “Company”	: Cocoaland Holdings Berhad (516019-H)
“Cocoaland Group” or “Group”	: Cocoaland and its subsidiaries, collectively
“Cocoaland Share(s)” or “Share(s)”	: Ordinary share(s) in Cocoaland
“Code”	: The Malaysian Code on Take-Overs and Mergers, 2016 and any statutory modification or amendments thereto from time to time
“EPS”	: Earnings per Share
“FYE”	: Financial year(s) ended/ending
“Leverage Success”	: Leverage Success Sdn. Bhd. (632682-K)
“Listing Requirements”	: The Main Market Listing Requirements of Bursa Securities, including any amendments thereto from time to time
“LPD”	: 29 March 2019, being the latest practicable date prior to the issuance of this Statement
“NA”	: Net assets attributable to ordinary equity holders of the Company
“Proposed Renewal of Share Buy-Back Authority”	: Proposed renewal of the authority for the Proposed Share Buy-Back
“Proposed Share Buy-Back”	: Proposed purchase by the Company of its own shares of up to 10% of its total number of issued shares
“Purchased Share(s)”	: Shares purchased by the Company pursuant to the Proposed Share Buy-Back
“Record of Depositors”	: A record of securities holders established and maintained by Bursa Depository
“RM” and “sen”	: Ringgit Malaysia and sen, respectively

DEFINITION (CONT'D)

“Share Grant Scheme” : Establishment of an employee share grant scheme of up to 5% of the issued share capital of Cocoland at any time during the duration of the Scheme, for the employees and executive directors of the Cocoland Group who fulfil the eligibility criteria

“VWAMP” : Volume weighted average market price

For the purpose of this Statement, all references to a time of day shall be a reference to Malaysian time unless otherwise stated. In this Statement, 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 Statement have been subject to rounding adjustments. References to “we”, “us”, “our” and “ourselves” are to the Company save where the context otherwise requires, the subsidiaries and to “you” or “your” are to the shareholders of the Company.

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COCOALAND HOLDINGS BERHAD

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

Registered Office:
Lot 6.08, 6th Floor
Plaza First Nationwide
No. 161, Jalan Tun H.S. Lee
50000 Kuala Lumpur

29 April 2019

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 Holdings Berhad

Dear Sir / Madam,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

At the AGM held on 30 May 2018, the Company obtained the approval from the shareholders on renewal of the authority for the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company. The said approval will expire at the conclusion of the forthcoming Nineteenth (19th) AGM, unless renewed by the shareholders of the Company.

On 3 April 2019, the Board announced its intention to seek shareholders' approval for renewal of authority for the Company to purchase up to 10% of the total number of issued shares of the Company at the forthcoming 19th AGM.

THE PURPOSE OF THIS STATEMENT IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING THERETO TO BE TABLED AT THE FORTHCOMING AGM, NOTICE OF WHICH HAS BEEN SET OUT IN THE 2018 ANNUAL REPORT.

SHAREHOLDERS OF COCOALAND ARE ADVISED TO READ AND CONSIDER CAREFULLY THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

2.1 Details of the Proposed Share Buy-Back

The Board is proposing to seek the shareholders' approval for the renewal of authority for the Company to purchase up to 10% of its total number issued shares.

As at the LPD, Cocoaland has an issued share capital of RM114,400,000.00 comprising 228,800,000 Cocoaland Shares. Hence, the maximum number of Shares that may be purchased or held as treasury shares by Cocoaland is 22,880,000 Shares.

The Proposed Share Buy-Back will be undertaken in accordance with Section 127 of the Act, Subdivision 3 of Division 1 of Part III of the Act and Chapter 12 of the Listing Requirements and any prevailing rules and regulations issued by the relevant authorities at the time of purchase.

The purchase of Shares under the Proposed Share Buy-Back will be carried out through Bursa Securities via stockbroker(s) to be appointed by the Board.

Based on Section 127(4) of the Act, where Cocoaland has purchased the Shares, the Directors of Cocoaland may resolve:-

- (a) to cancel the shares so purchased;
- (b) to retain the shares so purchased in treasury, which is referred to as "treasury shares" in the Act; or
- (c) to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares.

Accordingly, based on Section 127(7) of the Act, where such Shares are held as treasury shares, the Directors of Cocoaland may:

- (a) distribute the shares as dividends to shareholders, such dividends to be known as "share dividends";
- (b) resell the shares or any of the shares in accordance with the relevant rules of the stock exchange;
- (c) transfer the shares, or any of the shares for the purpose of or under an employee's share scheme;
- (d) transfer the shares, or any of the shares as purchase consideration;
- (e) cancel the shares or any of the shares; or
- (f) sell, transfer or otherwise use the shares for such other purposes as the Minister may be order prescribe.

The mandate from the shareholders for the Proposed Renewal of Share Buy-Back Authority will be effective immediately after obtaining the approval of the shareholders of the Company for the Proposed Renewal of Share Buy-Back Authority and will continue to be in force until:

- (i) the conclusion of the next AGM of Cocoaland at which time the Proposed Renewal of Share Buy-Back Authority will lapse unless by ordinary resolution passed at the general meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or

- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of Cocoland in a general meeting.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel the Shares purchased or a combination of both, will be made by the Board at the appropriate time.

In the event that the Cocoland Shares purchased pursuant to the Proposed Share Buy-Back are held as treasury shares, the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 127 of the Act, Subdivision 3 of Division 1 of Part III of the Act, the Company's Articles of Association or the Listing Requirements on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.2 Maximum amount of funds to be allocated and the source of funds

Paragraph 12.10(1) of the Listing Requirements stipulates that the Proposed Share Buy-Back must be made wholly out of the retained profits of the company. Based on the latest audited financial statements of Cocoland as at 31 December 2018, Cocoland has retained profits of RM10,801,322 at company level.

The Proposed Share Buy-Back will allow the Board to exercise the power of the Company to purchase its own Shares at any time within the abovementioned period using the internal funds of the Group and/or external borrowings and the amount shall not exceed the aggregate amount of retained profit of the Company. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later, depending on, amongst others, the availability of internally generated funds, the actual number of Shares to be purchased and other relevant factors. The actual number of Shares to be purchased and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock market as well as the retained profits and the financial resources available to the Cocoland Group.

If Cocoland purchases its own Shares by using external borrowings, the Board will ensure that Cocoland Group has sufficient funds to repay the external borrowings and that the repayment will not have any material effect on the cash flow of the Cocoland Group. In addition, the Board will ensure that Cocoland satisfies the solvency test as stated in Section 112(2) of the Act before executing the Proposed Share Buy-Back.

2.3 Potential advantages and disadvantages

The potential advantages and disadvantages of the Proposed Share Buy-Back, if implemented, to the Company and its shareholders are as follows:

Potential advantages:

- (a) the EPS of the Cocoland Group would be enhanced (all things being equal);
- (b) Cocoland may be able to reduce any unwarranted volatility of its Shares and assist to stabilise the supply, demand and price of its Shares in the open market, thereby supporting the fundamental value of its Shares;
- (c) if the Purchased Shares are retained as treasury shares, it will provide the Board an option to sell the treasury shares at a higher price and therefore make an exceptional gain for Cocoland. Alternatively, the treasury shares may be distributed as share dividends to shareholders;

- (d) Cocoland will have flexibility in achieving the desired capital structure, in terms of debt and equity composition and size of equity; and
- (e) Cocoland is able to take preventive measures against speculation particularly when its Shares are undervalued which would in turn, stabilise the market price of the Shares and hence, enhance investors' confidence.

Potential disadvantages:

- (i) reduce the financial resources of the Cocoland Group and may result in the forgoing of better investment opportunities that may emerge in the future; and
- (ii) may result in the reduction of financial resources available for distribution of dividends and/or bonus shares to shareholders in the future as the Proposed Share Buy-Back can only be made out of the retained profit of the Company.

However, these disadvantages are mitigated by the prospect that the financial capacity of the Group may increase, if the Purchased Shares held as treasury shares are re-sold at higher price than their purchase price.

The Proposed Share Buy-Back is not expected to cause any potential material disadvantage to the Company or its shareholders as any share buy-back exercise will be undertaken only after indepth consideration of the financial resources of the Company and of the resultant impact to its shareholders.

The Board will be mindful of the interests of the Company and its shareholders when undertaking the Proposed Share Buy-Back and in the subsequent resale of treasury shares on Bursa Securities, if any.

2.4 Public shareholding spread

The Proposed Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% public shareholding spread as required under paragraph 8.02(1) of the Listing Requirements.

Based on the Record of Depositors of the Company as at the LPD, the total percentage of the issued share capital of Cocoland which is held by the public was 30.61%, representing 2,346 public shareholders holding 70,036,446 Shares.

The Board will be mindful of the public shareholding spread requirement before making any purchases of its own Shares.

2.5 Implication relating to the Code

As at the LPD, Leverage Success holds 38.04% of the voting shares in Cocoland. The future purchase of Cocoland of its own shares pursuant to the Proposed Share Buy-Back may cause the voting interest of Leverage Success and persons related to Leverage Success in Cocoland to increase by more than 2% in any 6-month period (the effects of such purchase on the shareholdings of Leverage Success is set out in Section 4.7 below). As a result, Leverage Success will be required to undertake a mandatory take-over offer pursuant to Part III of the Code.

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer under the Code for any of its substantial shareholders and/or persons acting in concert with them, the Board will ensure that only such number of Cocoland Shares are purchased, retained as treasury shares, cancelled or distributed such that the Code will not be triggered. In this connection, the Board is mindful of the requirements when making any purchase of Cocoland Shares pursuant to the Proposed Share Buy-Back.

2.6 Purchase price and resale price

Pursuant to the Listing Requirements, Cocoaland may only purchase its Shares on Bursa Securities at a price which is not more than fifteen percent (15%) above the VWAMP of the Cocoaland Shares for the five (5) market days immediately prior to the date of purchase(s). An immediate announcement will be made to Bursa Securities of any purchase(s) of its own Shares on the day of purchase.

Where the Company decides to resell the treasury shares on Bursa Securities, the Company may only do so at:

- (i) a price which is not less than the VWAMP for Cocoaland Shares for the five (5) market days immediately prior to the resale; or
- (ii) a discounted price of not more than five percent (5%) to the VWAMP for the Cocoaland Shares for the five (5) market days immediately prior to the resale provided that:
 - (a) the resale takes place not earlier than thirty (30) days from the date of purchase; and
 - (b) the resale price is not less than the cost of purchase of the Cocoaland Shares being resold.

2.7 Purchase of its own shares in the preceding twelve (12) months

Cocoaland has not made any purchase of its own Shares in the previous twelve (12) months preceding the date of this Statement. As such, the Company does not have any treasury shares and has not resold, cancelled and/or distributed any treasury shares as dividends in the same period.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back is undertaken for the following purposes:

- (i) enable the Company to utilise any of the Cocoaland Group's surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the open market at market prices which the Board views favourable;
- (ii) to stabilise the supply and demand, thereby supporting the fundamental value of the Cocoaland Shares;
- (iii) if the purchased Cocoaland Shares are subsequently cancelled, long-term investors are expected to enjoy a corresponding increase in the value of their investments in the Company with the proportionate strengthening of the EPS of Cocoaland;
- (iv) the purchased Cocoaland Shares can also be held as treasury shares and resold on Bursa Securities at a higher price therefore realising a potential gain without affecting the total issued share capital of the Company;
- (v) should any treasury shares be distributed as share dividends, this would also serve to reward the shareholders of the Company; and
- (vi) to distribute the treasury shares to the eligible employees under the Share Grant Scheme.

4. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The proforma effects of the Proposed Share Buy-Back on the issued share capital, NA, earnings, EPS and shareholdings of substantial shareholders are set out below.

4.1 Issued share capital

The effects of the Proposed Share Buy-Back are dependent on whether the Shares purchased are cancelled or alternatively retained as treasury shares.

Based on the assumption that the maximum number of Shares authorised to be purchased or held as Treasury Shares under the Proposed Share Buy-Back are cancelled, the effect on the share capital and number of issued Shares would be as follows:

	No. of Cocoaland Shares
Issued share capital as at the LPD	228,800,000
To be purchased and cancelled pursuant to the Proposed Share Buy-Back	(22,880,000)
Total number of issued Shares after the Proposed Share Buy-Back	205,920,000

The effects of the Proposed Share Buy-Back on the issued share capital of the Company will depend on the intention of the Board with regards to the treatment of the purchased Cocoaland Shares. If the purchased Shares are cancelled, the issued share capital will be reduced by the number of Shares so cancelled. Conversely, if the purchased Cocoaland Shares are retained as treasury shares, resold or distributed to the shareholders, the Proposed Share Buy-Back will not have any effect on the issued share capital of the Company. Nevertheless, certain rights (such as voting rights) attached to the purchased Cocoaland Shares will be suspended when held as treasury shares.

4.2 NA and gearing

The effect of the Proposed Share Buy-Back on the NA per Share will depend on the actual purchase prices of the Cocoaland Shares. If all the Cocoaland Shares purchased are cancelled, the Proposed Share Buy-Back will reduce the NA per Share if the purchase price exceeds the NA per Share at the time of the purchase. Conversely, the NA per Share will increase if the purchase price is below the NA per Share at the time of the purchase.

The NA will decrease if the Purchased Shares are retained as treasury shares due to the accounting requirement for treasury shares to be carried at cost resulting in a decrease by the cost of the treasury shares.

If the treasury shares are subsequently resold on Bursa Securities, the NA upon the resale will increase if the Company realises a gain from the resale, and vice-versa. If the treasury shares are distributed as dividends, the NA of the Cocoaland Group will be reduced by the cost of the treasury shares.

The effects of the Proposed Share Buy-Back on the gearing of the Group will depend on the proportion of borrowing utilised to fund any purchase of the Purchased Shares. At this juncture, Cocoaland has not determined whether to use any form of borrowings for purposes of the Proposed Share Buy-Back. Nevertheless, all else being equal, assuming that the treasury shares are retained by the Company and no borrowing is being utilised to fund any purchase of the Purchased Shares, the Proposed Share Buy-Back may increase the gearing of the Group as the equity will be reduced by the cost of shares acquired and held as treasury shares.

4.3 Earnings and EPS

Assuming the purchased Cocoland Shares under the Proposed Share Buy-Back are cancelled, the Proposed Share Buy-Back may increase the EPS of Cocoland Group. In addition, on the assumption that the Purchased Shares are treated as treasury shares and subsequently resold, the earnings of Cocoland Group may be affected depending on the actual selling price and number of treasury shares resold. In the event the Purchased Shares are held as treasury shares, the effective reduction in the issued share capital of the Company pursuant to the Proposed Share Buy-Back would generally, all else being equal, increase the consolidated EPS of the Group.

4.4 Working capital

The Proposed Share Buy-Back, when implemented, will reduce the working capital of the Cocoland Group, with the quantum depending on the purchase price(s) and the actual number of Cocoland Shares bought back. However, the Board believes that the Proposed Share Buy-Back will not have any material effect on the working capital of the Group.

4.5 Existing convertible securities

As at the LPD, the Company does not have any other outstanding convertible securities.

4.6 Dividends

Assuming the Proposed Share Buy-Back is implemented in full and the dividend quantum is maintained at historical levels, if the Cocoland Shares so purchased are cancelled, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of Cocoland as a result of the reduction in the issued share capital of Cocoland.

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4.7 Substantial shareholders' shareholding

Assuming that Cocoland purchases and cancels the maximum 10% of its total number shares issued, the effect of the Proposed Share Buy-Back on the shareholdings of the substantial shareholders of Cocoland is set out below:

	As at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Leverage Success	87,047	38.04	-	-	87,047	42.27	-	-
Fraser & Neave Holdings Bhd	62,211	27.19	-	-	62,211	30.21	-	-
Liew Fook Meng	-	-	(1)87,047	38.04	-	-	(1)87,047	42.27
Lau Kee Von	777	0.34	(1)87,047	38.04	777	0.38	(1)87,047	42.27
Liew Yoon Kee	98	0.04	(1)87,047	38.04	98	0.05	(1)87,047	42.27
Lau Pak Lam	-	-	(1)87,047	38.04	-	-	(1)87,047	42.27
Lew Foo Chay @ Lau Foo Chay	-	-	(1)87,047	38.04	-	-	(1)87,047	42.27
Lau Kwai Choon	27	0.01	(1)87,047	38.04	27	0.01	(1)87,047	42.27
Fraser and Neave Limited	-	-	(2)62,211	27.19	-	-	(2)62,211	30.21
InterBev Investment Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
TCC Assets Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
Thai Beverage Public Company Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
International Beverage Holdings Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
Siriwana Company Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
Maxtop Management Corp.	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
Shiny Treasure Holdings Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
MM Group Limited	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
Khunying Wanna Sirivadhanabhakdi	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21
Charoen Sirivadhanabhakdi	-	-	(3)62,211	27.19	-	-	(3)62,211	30.21

Notes:

- (1) Deemed interested by virtue of his shareholding in Leverage Success 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.

4.8 Directors' shareholding

Assuming that Cocoland purchases and cancelled the maximum 10% of its total number shares issued, the effect of the Proposed Share Buy-Back on the shareholdings of the Directors of Cocoland is set out below:

	As at the LPD				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%	No. of Shares ('000)	%
Dato' Azman bin Mahmood	524	0.23	-	-	524	0.25	-	-
Tan Sri Dato' Sri Koh Kin Lip	3,318	1.45	⁽¹⁾ 3,333	1.46	3,318	1.61	⁽¹⁾ 3,333	1.62
Liew Fook Meng	-	-	⁽²⁾ 87,047	38.04	-	-	⁽²⁾ 87,047	42.27
Lau Kee Von	777	0.34	⁽²⁾ 87,047	38.04	777	0.38	⁽²⁾ 87,047	42.27
Lau Pak Lam	-	-	⁽²⁾ 87,047	38.04	-	-	⁽²⁾ 87,047	42.27
Lau Kim Chew	-	-	-	-	-	-	-	-
Tai Chun Wah	23	0.01	-	-	23	0.01	-	-
Chow Kee Kan @ Chow Tuck Kwan	-	-	-	-	-	-	-	-
Lim Yew Hoe	-	-	-	-	-	-	-	-
Soh Swee Hock @ Soh Say Hock	-	-	-	-	-	-	-	-
Lau Cheng Yew	-	-	-	-	-	-	-	-

Notes:

- (1) Deemed interested by virtue of his shareholding in Rickoh Corporation Sdn Bhd pursuant to Section 8(4) of the Act.
(2) Deemed interested by virtue of his shareholding in Leverage Success pursuant to Section 8(4) of the Act.

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5. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval from the shareholders of Cocoland at the forthcoming AGM.

The Proposed Share Buy-Back is not conditional upon any other proposal undertaken or to be undertaken by the Company.

6. DIRECTORS' AND/OR SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the consequential increase in the percentage shareholdings of the Directors and the substantial shareholders of Cocoland as a result of the Proposed Share Buy-Back, none of the Directors and/or substantial shareholders of the Company and persons connected to them have any interest, direct or indirect, in the Proposed Share Buy-Back and the subsequent resale of treasury shares, if any.

7. SHARE PRICE PERFORMANCE

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

	<u>High</u> <u>(RM)</u>	<u>Low</u> <u>(RM)</u>
2018		
March	2.51	2.46
April	2.50	2.22
May	2.43	2.15
June	2.39	2.30
July	2.45	2.21
August	2.32	2.25
September	2.24	2.10
October	2.14	2.00
November	2.05	2.00
December	2.04	1.85
2019		
January	2.00	1.94
February	2.05	1.97

The last transacted price of Cocoland Shares as at the LPD was RM1.95 per Cocoland Share.

(Source : Bloomberg)

8. DIRECTORS' STATEMENT

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of Cocoland and the shareholders of Cocoland. The Board recommends that the shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming AGM.

9. 19th AGM

The 19th AGM, the notice of which is enclosed in the 2018 Annual Report, which has been despatched together with this Statement, 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, 29 May 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Renewal of Share Buy-Back Authority.

A Form of Proxy for the forthcoming AGM is enclosed in the 2018 Annual Report, which has been despatched together with this Statement. 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, 6th 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.

10. 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 Statement 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 Statement 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. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Lot 6.08, 6th Floor, Plaza First Nationwide, No. 161 Jalan Tun H.S.Lee, 50000 Kuala Lumpur during normal business hours (except public holidays) from the date of this Statement up to and including the date of the AGM:

- (i) Constitution of the Company; and
- (ii) The audited consolidated financial statements of Cocoland for the two (2) financial years ended 31 December 2017 and 31 December 2018 and the latest unaudited results since the last audited financial statements.

PART C

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY



COCOALAND HOLDINGS BERHAD
(Company No. 516019-H)
(Incorporated in Malaysia and registered under the Companies Act 2016)

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

29 April 2019

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 Holdings Berhad

Dear Sir/ Madam,

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")

1. INTRODUCTION

On 3 April 2019, the Company announced to Bursa Malaysia Securities Berhad ("Bursa Securities") that it will seek shareholders' approval for the Proposed Adoption.

The purpose of this Part C of the Circular is to provide you with details of the Proposed Adoption and to seek your approval for the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming 19th AGM.

SHAREHOLDERS OF COCOALAND ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ADOPTION AT THE FORTHCOMING 19TH AGM.

2. DETAILS OF THE PROPOSED ADOPTION

The details of the Proposed Adoption are set out in Appendix III of this Circular.

3. RATIONALE FOR THE PROPOSED ADOPTION

Pursuant to Section 36 of the Companies Act 2016, the Board of Directors ("the Board") proposes to adopt a new Constitution as the Constitution of the Company taking into account the following:

- (a) the Act which came into force on 31 January 2017; and
- (b) the updated Listing Requirements which was issued on 29 November 2017.

The Company, being a public listed company is required to amend its Constitution to reflect the requirements under Chapter 7 of the Bursa Securities Main Market Listing Requirements (“Listing Requirements”) by 31 December 2019. Additionally, the Proposed Adoption is primarily being proposed to streamline and be aligned with the Act and to take into account the amendments made by Bursa Securities to the Listing Requirements, as at the date of this Circular. It is also to ensure that the rights, powers, duties and obligations conferred on the Company its Board of Directors and its shareholders are in compliance with the Act and the latest amendments to the Listing Requirements.

4. EFFECTS OF THE PROPOSED ADOPTION

The Proposed Adoption will not have any effect on the earnings per share, net assets per share, gearing, share capital and substantial shareholders’ shareholdings of the Company.

5. INTEREST OF DIRECTORS AND MAJOR SHAREHOLDERS AND PERSON CONNECTED TO THEM

None of the Directors or Major Shareholders of the Company and/or Person Connected with them has any interest, direct or indirect, in the Proposed Adoption.

6. DIRECTORS’ RECOMMENDATION

The Board, having considered all aspects of the Proposed Adoption, is of the opinion that the Proposed Adoption is in the best interest of the Company. Accordingly, the Board recommends that shareholders vote in favour of the special resolution pertaining to the Proposed Adoption to be tabled at the forthcoming 19th AGM.

7. APPROVAL REQUIRED

The Proposed Adoption is subject to the approval of the shareholders of the Company at the forthcoming 19th AGM.

8. 19TH AGM

The 19th AGM, the notice of which is enclosed in the 2018 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, 29 May 2019 at 10:00 a.m., for the purpose of considering and if thought fit, passing the special resolution to give effect to the Proposed Adoption.

A Form of Proxy for the forthcoming AGM is enclosed in the 2018 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, 6th 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 requested to refer to the 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 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. 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:

3. MATERIAL CONTRACTS

As at the LPD, the Board is not aware of any material contracts (not being contracts entered into in the ordinary course of business) by Cocoland or its subsidiaries, within the two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (i) Constitution of the Company; and
- (ii) The audited consolidated financial statements of Cocoland for the two (2) financial years ended 31 December 2017 and 31 December 2018 and the latest unaudited results since the last audited financial statements.