

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Cocoaland Holdings Berhad (“Cocoaland” or “Company”) will be held at Crystal 1, Level 1, Crystal Crown Hotel Kuala Lumpur, 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Monday, 26 October 2015 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modification:

#### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF 57.2 MILLION NEW ORDINARY SHARES OF RM0.50 EACH IN COCOALAND (“COCOALAND SHARES”) (“BONUS SHARES”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING COCOALAND SHARES HELD (“PROPOSED BONUS ISSUE”)**

“**THAT**, subject to the passing of the Special Resolution and the requisite approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to capitalise a sum of RM28.6 million from the share premium account of the Company and issue 57.2 million new Cocoaland Shares, to be credited as fully paid-up, on the basis of one (1) Bonus Share for every three (3) existing Cocoaland Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced by the Board of Directors of the Company (“**Board**”);

**THAT** the Proposed Bonus Issue will be implemented in a single issuance and that any fractional entitlements under the Proposed Bonus Issue will be disregarded and shall be dealt with in such manner as the Board in its absolute discretion deems fit and in the best interests of the Company;

**THAT** such Bonus Shares will, upon allotment and issue, rank *pari passu* in all respects with the existing Cocoaland Shares, except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment of the Bonus Shares;

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and to execute all documents as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company.”

#### SPECIAL RESOLUTION

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF COCOALAND FROM RM100 MILLION COMPRISING 200 MILLION COCOALAND SHARES TO RM200 MILLION COMPRISING 400 MILLION COCOALAND SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)**

“**THAT**, subject to the passing of the Ordinary Resolution, approval be and is hereby given for the authorised capital of the Company to be increased from RM100 million comprising 200 million Cocoaland Shares to RM200 million comprising 400 million Cocoaland Shares by the creation of an additional 200 million new Cocoaland Shares ranking *pari passu* in all respects with the existing original capital of the Company and accordingly, that Clause 5 of the Memorandum of Association of the Company shall be amended to read as follows:

*Clause 5: The capital of the Company is RM200,000,000.00 divided into 400,000,000 ordinary shares of RM0.50 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.*

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things and to execute all documents as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or as may be deemed necessary by the Board and in the best interests of the Company.”

By Order of the Board

**NG HENG HOOI** (MAICSA 7048492)  
**WONG MEE KIAT** (MAICSA 7058813)  
**YAP FOO TENG** (MACS 00601)  
Company Secretaries

Kuala Lumpur  
5 October 2015

#### Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
4. The instrument appointing a proxy 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 meeting or at any adjournment thereof.
5. In respect of deposited securities, only members whose names appear in the Record of Depositors of the Company on 20 October 2015 shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.