

COCOALAND HOLDINGS BERHAD

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

NOTICE OF COURT CONVENED MEETING

Scheme of Arrangement pursuant to
Section 366 of the Companies Act 2016
for the Proposed Privatisation of
Cocoaland Holdings Berhad
[Registration No. 200001013413 (516019-H)] ("**Applicant**")
by Fraser & Neave Holdings Bhd
[Registration No. 196101000155 (4205-V)] ("**F&NHB**")

ORIGINATING SUMMONS NO. WA-24NCC-734-06/2022

In the matter of section 366 and other
sections of the Companies Act 2016

And

In the matter of Cocoaland
Holdings Berhad [Registration No.
200001013413 (516019-H)]

And

In the matter of privatisation of
Cocoaland Holdings Berhad
[Registration No. 200001013413
(516019-H)] by Fraser & Neave
Holdings Bhd [Registration No.
196101000155 (4205-V)] as the
offeror, Awana Citra Sdn Bhd
[Registration No. 202001036345
(1392666-H)] being the recipient of
the scheme shares

And

In the matter of the proposed scheme
of arrangement between Cocoaland
Holdings Berhad [Registration No.
200001013413 (516019-H)] and its
scheme shareholders

And

In the matter of Order 88 Rule 2 of the
Rules of Court 2012

Cocoaland Holdings Berhad
[Registration No. 200001013413 (516019-H)] ... Applicant

NOTICE IS HEREBY GIVEN THAT by Order of the Court dated 7 July 2022, the High Court of Malaya ("**High Court**") at Kuala Lumpur vide Originating Summons No. WA-24NCC-734-06/2022 has directed, amongst others, a court convened shareholders' meeting of the above-named Applicant ("**Court Convened Meeting**"), other than Fraser & Neave Holdings Bhd ("**F&NHB**"), be held for the purpose of considering and if thought fit, approving whether with or without modification(s) the Proposed Privatisation involving the scheme of arrangement under section 366 of the Companies Act 2016 ("**Act**") between the Applicant and its shareholders (other than F&NHB) ("**Scheme Shareholders**") ("**Scheme**):

"**THAT** subject to the sanction of the High Court and the approval of any other relevant authorities/persons (if required), approval be and is hereby given for the implementation of the Scheme, which involves the acquisition by F&NHB and the transfer of all remaining ordinary shares in the Applicant not already held by F&NHB ("**Scheme Shares**") from the Scheme Shareholders to Awana Citra Sdn Bhd, a wholly owned subsidiary of F&NHB, being the nominated party to receive the Scheme Shares at a price of RM1.50 for each Scheme Share which shall be satisfied in cash;

AND THAT the Directors of the Applicant be and are hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties they may deem fit, necessary, expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Privatisation and the Scheme with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authority or as a consequence of any such requirement or as the Directors of the Applicant may, in their absolute discretion, deem fit and expedient in the best interests of the Applicant."

The Court Convened Meeting has been directed to take place at Crystal 1, Level 1, Crystal Crown Hotel Kuala Lumpur, 3, Jalan Jambu Mawar, Off Jalan Kepong, 52000 Kuala Lumpur on Thursday, 18 August 2022 at 10.00 a.m. or at any adjournment thereof which the Scheme Shareholders are requested to attend.

A copy of the Explanatory Statement and the Independent Advice Letter required to be furnished pursuant to section 366(1)(a) of the Act together with a Form of Proxy for the Court Convened Meeting can be obtained from the registered office of the Applicant at Level 5, Tower 8, Avenue 5 Horizon 2, Bangsar South City, 59200 Kuala Lumpur every day except Saturday, Sunday and public holidays and during working hours of between 9.00 a.m. and 5.00 p.m.

The Scheme Shareholders may vote in person at the Court Convened Meeting or they may appoint proxy(ies) to attend and vote on their behalf.

The Form of Proxy must be lodged at the registered office of the Applicant at Level 5, Tower 8, Avenue 5 Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the Court Convened Meeting or at any adjournment thereof.

By the Order of the Court, the High Court provided the liberty for the Applicant to appoint any director from its board to act as the Chairman of the Court Convened Meeting and has directed that the results of the Court Convened Meeting be reported to the High Court after the Court Convened Meeting.

The Scheme will be subject to the sanction of the High Court.

Cocoaland Holdings Berhad

Dated: 20 July 2022

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 11 August 2022 be regarded as members and entitled to attend, speak and vote at the meeting.
2. A member of the Company entitled to attend and vote at the Court Convened Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) or more proxies to attend the same meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry Central (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.
4. The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
5. The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the Court Convened Meeting or at any adjournment thereof.
6. The Resolution will be put to vote by poll.