



HAP SENG PLANTATIONS HOLDINGS BERHAD (769962-K)

(Incorporated in Malaysia under the Companies Act, 1965)

THE INITIAL PUBLIC OFFERING ("IPO") OF 300,000,000 ORDINARY SHARES OF RM1.00 EACH ("IPO SHARES") COMPRISING OFFER FOR SALE OF UP TO 250,000,000 ORDINARY SHARES OF RM1.00 EACH ("OFFER SHARES") AND PUBLIC ISSUE OF 50,000,000 NEW ORDINARY SHARES OF RM1.00 EACH ("ISSUE SHARES") IN CONJUNCTION WITH OUR LISTING ON THE MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD

- I. OFFERING OF 124,473,000 OFFER SHARES TO FOREIGN AND MALAYSIAN INSTITUTIONAL INVESTORS AND SELECTED INVESTORS AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING ("INSTITUTIONAL OFFERING")
- II. OFFERING OF 37,440,000 OFFER SHARES BY WAY OF PLACEMENT TO INNOPRICE CORPORATION SDN BHD ("SPECIAL OFFERING")
- III. OFFERING OF UP TO 60,338,000 IPO SHARES COMPRISING:
 - 15,104,000 ISSUE SHARES FOR APPLICATION BY THE ELIGIBLE DIRECTORS AND EMPLOYEES OF OUR GROUP, HAP SENG CONSOLIDATED BERHAD ("HSCB") GROUP AND GEK POH (HOLDINGS) SDN BHD ("PREFERENTIAL ALLOCATION SCHEME");
 - 4,896,000 ISSUE SHARES FOR APPLICATION BY THE MALAYSIAN PUBLIC ("RETAIL PUBLIC OFFERING"); AND
 - UP TO 40,338,000 OFFER SHARES FOR APPLICATION BY HSCB MINORITY SHAREHOLDERS ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY SIX (6) ORDINARY SHARES OF RM1.00 EACH HELD IN HSCB AS AT 5.00 P.M. ON 18 OCTOBER 2007 ("RESTRICTED OFFERING")

(COLLECTIVELY, THE "RETAIL OFFERING")
- IV. OFFERING OF 77,749,000 IPO SHARES COMPRISING 30,000,000 ISSUE SHARES AND 47,749,000 OFFER SHARES BY WAY OF PLACEMENT TO BUMIPUTERA INVESTORS IDENTIFIED AND APPROVED BY THE MINISTRY OF INTERNATIONAL TRADE AND INDUSTRY ("BUMIPUTERA OFFERING")

THE SPECIAL OFFERING, RETAIL OFFERING AND BUMIPUTERA OFFERING ARE PAYABLE IN FULL AT THE IPO PRICE OF RM2.65 PER SHARE ("IPO PRICE") UPON APPLICATION AND SUBJECT TO REFUND OF THE DIFFERENCE, IN THE EVENT THAT THE FINAL IPO PRICE IS LESS THAN THE IPO PRICE. THE FINAL IPO PRICE WILL BE THE LOWER OF:

- (i) THE IPO PRICE OF RM2.65 PER SHARE; AND
- (ii) 95% OF THE INSTITUTIONAL PRICE

FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH YOU SHOULD CONSIDER, SEE "RISK FACTORS" AS SET OUT IN SECTION 5 OF THIS PROSPECTUS

Adviser, Managing Underwriter and Underwriter for the Preferential Allocation Scheme and Retail Public Offering and Sole Placement Agent for the Bumiputero Offering and Special Offering



CIMB Investment Bank Berhad (7699-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

Joint Global Co-ordinators and Joint Bookrunners



THIS PROSPECTUS IS NOT TO BE DISTRIBUTED OUTSIDE MALAYSIA

LISTING SOUGHT:
MAIN BOARD OF BURSA MALAYSIA SECURITIES BERHAD

PROSPECTUS

HAP SENG PLANTATIONS HOLDINGS BERHAD



OUR DIRECTORS, PROMOTER AND THE OFFEROR HAVE SEEN AND APPROVED THIS PROSPECTUS AND THEY COLLECTIVELY AND INDIVIDUALLY ACCEPT FULL RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PROSPECTUS. THEY CONFIRM, AFTER MAKING ALL REASONABLE ENQUIRIES THAT, TO THE BEST OF THEIR KNOWLEDGE AND BELIEF, THERE ARE NO FALSE OR MISLEADING STATEMENTS OR OTHER FACTS WHICH, IF OMITTED, WOULD MAKE ANY STATEMENT IN THIS PROSPECTUS FALSE OR MISLEADING. OUR DIRECTORS ACCEPT FULL RESPONSIBILITY FOR THE CONSOLIDATED PROFIT FORECAST INCLUDED IN THIS PROSPECTUS AND CONFIRM THAT IT HAS BEEN PREPARED BASED ON THE ASSUMPTIONS MADE.

CIMB INVESTMENT BANK BERHAD ("CIMB"), AS THE ADVISER, JOINT GLOBAL CO-ORDINATOR AND JOINT BOOKRUNNER FOR THE INSTITUTIONAL OFFERING, MANAGING UNDERWRITER AND UNDERWRITER FOR THE PREFERENTIAL ALLOCATION SCHEME AND RETAIL PUBLIC OFFERING AND SOLE PLACEMENT AGENT FOR THE BUMIPUTERA OFFERING AND SPECIAL OFFERING IN RELATION TO OUR INITIAL PUBLIC OFFERING ("IPO"), ACKNOWLEDGES THAT, BASED ON ALL AVAILABLE INFORMATION AND TO THE BEST OF ITS KNOWLEDGE AND BELIEF, THIS PROSPECTUS CONSTITUTES FULL AND TRUE DISCLOSURE OF ALL MATERIAL FACTS ON OUR IPO. CIMB IS SATISFIED THAT THE CONSOLIDATED PROFIT FORECAST (FOR WHICH OUR DIRECTORS ARE FULLY RESPONSIBLE), HAS BEEN INCLUDED IN THIS PROSPECTUS AFTER DUE AND CAREFUL ENQUIRY BY OUR DIRECTORS AND HAS BEEN DULY REVIEWED BY OUR REPORTING ACCOUNTANTS.

THE SECURITIES COMMISSION ("SC") HAS APPROVED OUR IPO. HOWEVER, THIS IS NOT AN INDICATION THAT THE SC RECOMMENDS OUR IPO. THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE IN THIS PROSPECTUS BY US. THE SC ALSO TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS AND MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS THAT YOU MAY SUFFER AS A RESULT OF YOUR RELIANCE ON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS. **YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF OUR IPO AND AN INVESTMENT IN US. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS BEFORE APPLYING FOR OUR SHARES.**

BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") SHALL NOT BE LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE COMPANY AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS CORRECTNESS 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 PROSPECTUS. OUR ADMISSION TO THE OFFICIAL LIST OF BURSA SECURITIES IS NOT TO BE TAKEN AS AN INDICATION OF THE MERITS OF OUR COMPANY, OUR SHARES OR OUR IPO.

YOU ARE ADVISED TO NOTE THAT RECOURSE FOR FALSE OR MISLEADING STATEMENTS OR ACTS MADE IN CONNECTION WITH THIS PROSPECTUS IS DIRECTLY AVAILABLE THROUGH SECTIONS 248, 249 AND 357 OF THE CAPITAL MARKETS AND SERVICES ACT, 2007.

THIS PROSPECTUS HAS BEEN REGISTERED WITH THE SC. THIS PROSPECTUS AND THE ACCOMPANYING APPLICATION FORMS HAVE ALSO BEEN LODGED WITH THE REGISTRAR OF COMPANIES WHO TAKES NO RESPONSIBILITY FOR ITS CONTENTS. THIS PROSPECTUS CAN ALSO BE VIEWED OR DOWNLOADED FROM BURSA SECURITIES' WEBSITE AT www.bursamalaysia.com.

OUR SECURITIES ARE CLASSIFIED AS SYARIAH-COMPLIANT BY THE SYARIAH ADVISORY COUNCIL OF THE SC BASED ON THE LATEST AUDITED FINANCIAL STATEMENTS OF OUR SUBSIDIARIES AND THIS CLASSIFICATION REMAINS VALID FROM THE DATE OF THIS PROSPECTUS UNTIL THE NEXT SYARIAH COMPLIANCE REVIEW IS UNDERTAKEN BY THE SYARIAH ADVISORY COUNCIL OF THE SC. THE NEW STATUS IS RELEASED IN THE UPDATED LIST OF SYARIAH-COMPLIANT SECURITIES ON THE LAST FRIDAY OF EITHER APRIL OR OCTOBER OF EACH YEAR.

THE SYARIAH STATUS FOR OUR SECURITIES CANNOT BE USED FOR OTHER FUND-RAISING ACTIVITIES.

THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE COPY OF THIS PROSPECTUS REGISTERED WITH THE SC ARE THE SAME. YOU MAY OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS (AS DEFINED HEREIN BELOW), FROM THE WEBSITE OF CIMB AT www.eipocimb.com AND THE WEBSITE OF CIMB BANK BERHAD AT www.cimbclicks.com.my. IN ADDITION, YOU MAY ALSO OBTAIN A COPY OF THE ELECTRONIC PROSPECTUS FROM THE WEBSITE OF MALAYAN BANKING BERHAD AT www.maybank2u.com.my AND RHB BANK BERHAD AT www.rhbbank.com.my VIA HYPERLINK TO THE WEBSITE OF BURSA SECURITIES. THIS PROSPECTUS ENDS AT PAGE 491.

THE INTERNET IS NOT A FULLY SECURE MEDIUM. YOUR INTERNET SHARE APPLICATION MAY BE SUBJECT TO RISKS IN DATA TRANSMISSION, COMPUTER SECURITY THREATS SUCH AS VIRUSES, HACKERS AND CRACKERS, FAULTS WITH COMPUTER SOFTWARE AND OTHER EVENTS BEYOND THE CONTROL OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS. THESE RISKS CANNOT BE BORNE BY THE INTERNET PARTICIPATING FINANCIAL INSTITUTIONS. IF YOU DOUBT THE VALIDITY OR INTEGRITY OF AN ELECTRONIC PROSPECTUS, YOU SHOULD IMMEDIATELY REQUEST FROM US, OUR ADVISER OR THE ISSUING HOUSE, A PAPER/PRINTED COPY OF THE PROSPECTUS. IF THERE IS ANY DISCREPANCY BETWEEN THE CONTENTS OF THE ELECTRONIC PROSPECTUS AND THE PAPER/PRINTED COPY OF THIS PROSPECTUS, THE CONTENTS OF THE PAPER/PRINTED COPY OF THIS PROSPECTUS WHICH ARE IDENTICAL TO THE COPY OF THE PROSPECTUS REGISTERED WITH THE SC SHALL PREVAIL.

IN RELATION TO ANY REFERENCE IN THIS PROSPECTUS TO THIRD PARTY INTERNET SITES (REFERRED TO AS "THIRD PARTY INTERNET SITES"), WHETHER BY WAY OF HYPERLINKS OR BY WAY OF DESCRIPTION OF THE THIRD PARTY INTERNET SITES, YOU ACKNOWLEDGE AND AGREE THAT:

- WE DO NOT ENDORSE AND ARE NOT AFFILIATED IN ANY WAY TO THE THIRD PARTY INTERNET SITES. ACCORDINGLY, WE ARE NOT RESPONSIBLE FOR THE AVAILABILITY OF OR THE CONTENT OR ANY DATA, FILES OR OTHER MATERIAL PROVIDED ON THE THIRD PARTY INTERNET SITES. YOU BEAR ALL RISKS ASSOCIATED WITH THE ACCESS TO OR USE OF THIRD PARTY INTERNET SITES;
- WE ARE NOT RESPONSIBLE FOR THE QUALITY OF PRODUCTS OR SERVICES IN THE THIRD PARTY INTERNET SITES, PARTICULARLY IN FULFILLING ANY OF THE TERMS OF ANY OF YOUR AGREEMENTS WITH THE THIRD PARTY INTERNET SITES. WE ARE ALSO NOT RESPONSIBLE FOR ANY LOSS OR DAMAGE OR COST THAT YOU MAY SUFFER OR INCUR IN CONNECTION WITH OR AS A RESULT OF DEALING WITH THE THIRD PARTY INTERNET SITES OR THE USE OF OR RELIANCE ON ANY DATA, FILE OR OTHER MATERIAL PROVIDED BY SUCH PARTIES; AND
- ANY DATA, FILE OR OTHER MATERIAL DOWNLOADED FROM THE THIRD PARTY INTERNET SITES IS DONE AT YOUR OWN DISCRETION AND RISK. WE ARE NOT RESPONSIBLE, LIABLE OR UNDER OBLIGATION FOR ANY DAMAGE TO YOUR COMPUTER SYSTEM OR LOSS OF DATA RESULTING FROM THE DOWNLOADING OF ANY SUCH DATA, INFORMATION, FILES OR OTHER MATERIAL.

WHERE AN ELECTRONIC PROSPECTUS IS HOSTED ON THE WEBSITE OF AN INTERNET PARTICIPATING FINANCIAL INSTITUTION, YOU ARE ADVISED THAT:

- THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS ONLY LIABLE IN RESPECT OF THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS, TO THE EXTENT OF THE CONTENTS OF THE ELECTRONIC PROSPECTUS ON THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION WHICH MAY BE VIEWED VIA YOUR WEB BROWSER OR OTHER RELEVANT SOFTWARE. THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT RESPONSIBLE FOR THE INTEGRITY OF THE CONTENTS OF AN ELECTRONIC PROSPECTUS WHICH HAS BEEN OBTAINED FROM THE WEB SERVER OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION AND SUBSEQUENTLY COMMUNICATED OR DISSEMINATED IN ANY MANNER TO YOU OR OTHER PARTIES; AND
- WHILE ALL REASONABLE MEASURES HAVE BEEN TAKEN TO ENSURE THE ACCURACY AND RELIABILITY OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS, THE ACCURACY AND RELIABILITY OF AN ELECTRONIC PROSPECTUS CANNOT BE GUARANTEED BECAUSE THE INTERNET IS NOT A FULLY SECURE MEDIUM.

THE INTERNET PARTICIPATING FINANCIAL INSTITUTION IS NOT LIABLE (WHETHER IN TORT OR CONTRACT OR OTHERWISE) FOR ANY LOSS, DAMAGE OR COSTS, YOU OR ANY OTHER PERSON MAY SUFFER OR INCUR DUE TO, AS A CONSEQUENCE OF OR IN CONNECTION WITH ANY INACCURACIES, CHANGES, ALTERATIONS, DELETIONS OR OMISSIONS IN RESPECT OF THE INFORMATION PROVIDED IN AN ELECTRONIC PROSPECTUS WHICH MAY ARISE IN CONNECTION WITH OR AS A RESULT OF ANY FAULT WITH WEB BROWSERS OR OTHER RELEVANT SOFTWARE, ANY FAULT ON YOUR OR ANY THIRD PARTY'S PERSONAL COMPUTER, OPERATING SYSTEM OR OTHER SOFTWARE, VIRUSES OR OTHER SECURITY THREATS, UNAUTHORISED ACCESS TO INFORMATION OR SYSTEMS IN RELATION TO THE WEBSITE OF THE INTERNET PARTICIPATING FINANCIAL INSTITUTION, AND/OR PROBLEMS OCCURRING DURING DATA TRANSMISSION WHICH MAY RESULT IN INACCURATE OR INCOMPLETE COPIES OF INFORMATION BEING DOWNLOADED OR DISPLAYED ON YOUR PERSONAL COMPUTER.

YOU SHOULD NOT TAKE THE AGREEMENT BY THE UNDERWRITER TO UNDERWRITE THE PREFERENTIAL ALLOCATION SCHEME AND RETAIL PUBLIC OFFERING AS AN INDICATION OF THE MERITS OF OUR SHARES.

THIS PROSPECTUS IS PUBLISHED SOLELY IN CONNECTION WITH OUR IPO. THE SHARES BEING OFFERED IN THE IPO ARE OFFERED SOLELY ON THE BASIS OF THE INFORMATION CONTAINED AND REPRESENTATIONS MADE IN THIS PROSPECTUS. NEITHER THE COMPANY, THE OFFEROR NOR THE ADVISER HAS AUTHORISED ANYONE TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE COMPANY, THE OFFEROR, THE ADVISER, THE MANAGING UNDERWRITER, THE UNDERWRITER, THE JOINT GLOBAL CO-ORDINATORS AND JOINT BOOKRUNNERS, THE PLACEMENT AGENT, ANY OF THEIR RESPECTIVE DIRECTORS, OR ANY OTHER PERSON INVOLVED IN OUR IPO.

THIS PROSPECTUS HAS BEEN PREPARED IN THE CONTEXT OF AN IPO UNDER THE LAWS OF MALAYSIA.

THE DISTRIBUTION OF THIS PROSPECTUS AND OUR IPO ARE SUBJECT TO THE LAWS OF MALAYSIA. THIS PROSPECTUS WILL NOT BE DISTRIBUTED OUTSIDE MALAYSIA. THE COMPANY, THE OFFEROR, THE PROMOTER AND THE ADVISER HAVE NOT AUTHORISED AND TAKE NO RESPONSIBILITY FOR THE DISTRIBUTION OF THIS PROSPECTUS OUTSIDE MALAYSIA. NO ACTION HAS BEEN TAKEN TO PERMIT A PUBLIC OFFERING OF THE SHARES IN ANY JURISDICTION OTHER THAN MALAYSIA. ACCORDINGLY, THIS PROSPECTUS MAY NOT BE USED FOR THE PURPOSE OF AND DOES NOT CONSTITUTE AN OFFER FOR SUBSCRIPTION OR PURCHASE OR INVITATION TO SUBSCRIBE FOR OR PURCHASE, ANY SHARES UNDER OUR IPO ("IPO SHARES") IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES IN WHICH SUCH AN OFFER IS NOT AUTHORISED OR LAWFUL OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS PROSPECTUS AND THE SALE OF OUR IPO SHARES IN CERTAIN OTHER JURISDICTIONS MAY BE RESTRICTED BY LAW. PERSONS WHO MAY BE IN POSSESSION OF THIS PROSPECTUS ARE REQUIRED TO INFORM THEMSELVES OF AND TO OBSERVE SUCH RESTRICTIONS.

OUR SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT"). OUR SHARES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO US PERSONS (AS DEFINED IN REGULATION S UNDER THE US SECURITIES ACT ("REGULATION S")), EXCEPT IN A TRANSACTION PURSUANT TO AN EXEMPTION FROM, OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. ACCORDINGLY, OUR SHARES ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S.

TENTATIVE TIMETABLE

The following events are intended to take place on the following tentative dates:

EVENTS	TENTATIVE DATES
Institutional Offering Begins	10 October 2007
Issuance of Prospectus/Opening of Retail Offering	22 October 2007
Institutional Offering Closes	25 October 2007
Price Determination Date	25 October 2007
Closing of Retail Offering	2 November 2007
Closing of Acceptance and Payment of the Restricted Offering	2 November 2007
Closing of Excess Share Application of the Restricted Offering	2 November 2007
Balloting of applications for the Issue Shares pursuant to the Retail Public Offering	6 November 2007
Allotment of IPO Shares to successful applicants	12 November 2007
Listing	16 November 2007

The Institutional Offering was opened and will close at the dates stated above or such other date or dates as our Directors and the Joint Global Co-ordinators and Joint Bookrunners, may mutually decide at their absolute discretion. Applications for the IPO Shares pursuant to the Retail Offering will open and close at the times and on the dates stated above or such other times or dates as our Directors and our Managing Underwriter may mutually decide at their absolute discretion.

In the event the closing period of either the Institutional Offering or the Retail Offering is extended, any new dates for the balloting, allotment of the IPO Shares and our Listing will be announced in both Bahasa Malaysia and English daily newspapers widely circulated throughout Malaysia.

Further information on the tentative timetable is set forth in Sections 4.1 and 4.2 of this Prospectus.

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

All references to “our Company” and “HSP” in this Prospectus are to Hap Seng Plantations Holdings Berhad, references to “our Group”, “we”, “us”, “our” and “ourselves” are to our Company and our Subsidiaries, save where the context otherwise requires. References to our “Subsidiaries” are to Hap Seng Plantations (River Estates) Sdn Bhd, Jeroco Plantations Sdn Bhd, Hap Seng Plantations (Wecan) Sdn Bhd, Hap Seng Plantations (Tampilit) Sdn Bhd and Hap Seng Plantations (Ladang Kawa) Sdn Bhd. References to “the Initial Public Offering” or “the IPO” or “our IPO” are to the Institutional Offering, Retail Offering, Special Offering and the Bumiputera Offering. References to “Management” are to our Directors and key management personnel as at the date of this Prospectus, unless the context otherwise requires and statements as to our beliefs, expectations, estimates and opinions are those of our Management.

Unless otherwise indicated, operating data in this Prospectus is given as at 31 July 2007.

In this Prospectus, references to the “Government” are to the Government of Malaysia; references to “Ringgit”, “Malaysian Ringgit”, “RM” and “sen” are to the lawful currency of Malaysia; and references to “US dollars” and “USD” are to the lawful currency of the United States. Any discrepancies in the tables between the amounts listed and the totals in this Prospectus are due to rounding. Certain acronyms, technical terms and other abbreviations used in this Prospectus are defined in “Definitions” appearing after this section. Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations.

Solely for the convenience of the reader, this Prospectus contains conversions of Ringgit into US dollars. Any financial information presented in USD is for illustrative purposes only. Unless otherwise indicated in this Prospectus, any amounts converted from Ringgit into US dollars are converted based on the buying exchange rate of USD1.00 to RM3.42 published by Malayan Banking Berhad as at 31 July 2007. Such conversions may differ from conversions of amounts which appear in other disclosure documents of the Company which use amounts converted at different exchange rates. No representation is made that the Ringgit or US dollar amounts referred to herein could have been or could be converted into US dollars, at any particular rate or at all.

Save as disclosed in Sections 5, 7, 8, 11, 12 and 13 of this Prospectus, our financial performance, position and operations are not affected by any of the following:

- (a) known trends, demands, commitments, events or uncertainties that:
 - (i) have had, or that our Group reasonably expects to have, a material favourable or unfavourable impact on our financial performance, position and operations; and
 - (ii) would cause the historical financial statements to be not necessarily indicative of future financial information;
- (b) material commitments for capital expenditure; and
- (c) unusual or infrequent events or transactions or any significant economic changes that have materially affected our financial performance, position and operations.

All references to dates and times are references to dates and times in Malaysia.

This Prospectus includes statistical data provided by us and various third parties and cites third-party projections regarding growth and performance of the industry in which we operate. This data is taken or derived from information published by sources such as Bank Negara Malaysia, Economic Report 2007/2008, Malaysia Palm Oil Board, Malaysian Palm Oil Association, ISTA Mielke GmbH, Germany and from our internal sources. In each such case, the source is stated in this Prospectus, and where no source is stated, it can be assumed that the information originates from us.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION (Cont'd)

We believe that the statistical data and projections cited in this Prospectus are useful in helping prospective investors to understand the major trends in the industry in which we operate. However, neither we nor our advisers have verified these figures. We and our advisers do not make any representation as to the correctness, accuracy or completeness of such data. You should not place undue reliance on the statistical data cited in this Prospectus. Similarly, third-party projections cited in this Prospectus are subject to significant uncertainties that could cause actual data to differ materially from the projected figures. We give no assurance that the projected figures will be achieved. You should not place undue reliance on the third-party projections cited in this Prospectus.

The information on our website, or any website directly or indirectly linked to such websites does not form part of this Prospectus and you should not rely on it.

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FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding our financial position, business strategies, plans and objectives for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, our performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Such forward-looking statements reflect our Management's current view with respect to future events and are not a guarantee of future performance. Forward-looking statements can be identified by the use of forward-looking terminology such as the words "may", "will", "would", "could", "believe", "expect", "anticipate", "intend", "estimate", "aim", "plan", "forecast" or similar expressions and include all statements that are not historical facts. Such forward-looking statements include, without limitation, statements relating to:

- (i) demand for our products and services;
- (ii) our business strategies;
- (iii) our plans and objectives for future operations;
- (iv) our financial position; and
- (v) our future earnings, cash flows and liquidity.

Our actual results may differ materially from information contained in such forward-looking statements as a result of a number of factors beyond our control, including, without limitation:

- (i) the economic, political and investment environment in Malaysia and globally; and
- (ii) government policy, legislation or regulation.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed in Sections 5, 7, 8, 11 and 12 of this Prospectus. We cannot give any assurance that the forward-looking statements made in this Prospectus will be realised. Such forward-looking statements are made only as at the date of this Prospectus. We expressly disclaim any obligation or undertaking to release publicly any update or revision to any forward-looking statement contained in this Prospectus to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

DEFINITIONS

The following terms in this Prospectus bear the same meanings as set out below unless the term is defined otherwise or the context requires otherwise:

Acquisitions	:	Collectively, the Acquisition of River Estates and the Acquisition of Jeroco
Acquisition of Jeroco	:	Acquisition of the entire issued and paid-up share capital of Jeroco comprising 121,431,763 ordinary shares of RM1.00 each, from Jeroco Vendors, for a total purchase consideration of RM550.25 million satisfied by the issuance of 275,127,000 new HSP Shares at an issue price of RM1.80 per Share, credited as fully paid-up and a cash consideration of approximately RM55.02 million
Acquisition of River Estates	:	Acquisition of the entire issued and paid-up share capital of River Estates comprising 30,807,000 ordinary shares of RM1.00 each, from HSCB, for a total purchase consideration of RM949.75 million satisfied by the issuance of 474,872,998 new HSP Shares at an issue price of RM1.80 per Share, credited as fully paid-up and a cash consideration of approximately RM94.98 million
Act	:	Companies Act, 1965 of Malaysia, as amended
ADA	:	Authorised Depository Agent
Admission	:	Admission of our Shares to the Official List of the Main Board of Bursa Securities
Application Form(s)	:	The printed application form(s) for the application for the IPO Shares under the Retail Offering
Articles of Association	:	Articles of Association of our Company
ATM	:	Auto Teller Machine
Bank Negara Malaysia	:	Bank Negara Malaysia (the central bank of Malaysia)
Board of Directors	:	Board of Directors of HSP
Bumiputera Offering	:	Offering of 77,749,000 IPO Shares comprising 30,000,000 Issue Shares and 47,749,000 Offer Shares, by way of placement to Bumiputera investors identified and approved by the MITI, at the IPO Price payable in full and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price
Bursa Depository	:	Bursa Malaysia Depository Sdn Bhd (<i>Company No. 165570-W</i>)
Bursa Securities	:	Bursa Malaysia Securities Berhad (<i>Company No. 635998-W</i>)
CDS	:	Central Depository System
CIMB	:	CIMB Investment Bank Berhad (<i>Company No. 18417-M</i>)
Clawback and Reallocation	:	The clawback and reallocation described in Section 4.3.5 of this Prospectus
CMSA	:	Capital Markets and Services Act, 2007

DEFINITIONS (Cont'd)

CPO	:	Crude palm oil
Directors	:	Directors of HSP
EFB	:	Empty fruit bunches
Electronic Share Application	:	Application for the IPO Shares under the Retail Public Offering through a Participating Financial Institution's ATM
Entitlement Date	:	5.00 p.m. 18 October 2007
EPS	:	Earnings per share
Excluded Shareholders	:	The shareholders of HSCB described in Section 4.3.2 of this Prospectus
FFB	:	Fresh fruit bunches
FIC	:	Foreign Investment Committee of the Economic Planning Unit of the Prime Minister's Department, Malaysia
Final IPO Price	:	The final price per IPO Share equivalent to RM2.65 per Share or 95% of the Institutional Price, whichever is lower, to be determined on the Price Determination Date in accordance with Section 4.5.1 of this Prospectus
Foreign Shareholders	:	The shareholders of HSCB described in Section 4.3.2 of this Prospectus
Gek Poh	:	Gek Poh (Holdings) Sdn Bhd (<i>Company No. 20706-X</i>)
ha	:	Hectares
HSCB	:	Hap Seng Consolidated Berhad (<i>Company No. 26877-W</i>)
HSCB Minority Shareholders	:	The shareholders of HSCB other than Gek Poh and its wholly-owned subsidiary, namely Pembangunan Melati Sdn Bhd (<i>Company No. 21774-X</i>)
HSP or our Company	:	Hap Seng Plantations Holdings Berhad (<i>Company No. 769962-K</i>)
HSP Group or our Group	:	HSP and its Subsidiaries
HSP Share(s) or Share(s)	:	Ordinary share(s) of RM1.00 each in HSP
Initial Public Offering or IPO	:	Collectively, the Public Issue and the Offer for Sale
Innoprise	:	Innoprise Corporation Sdn Bhd (<i>Company No. 172964-P</i>)
Institutional Offering	:	Offering of 124,473,000 Offer Shares, subject to Clawback and Reallocation to (i) Malaysian institutional and selected investors and (ii) institutional and selected investors outside US in reliance on Regulation S under the US Securities Act

DEFINITIONS (Cont'd)

Institutional Price	:	The price per IPO Share to be paid by investors pursuant to the Institutional Offering. The Institutional Price will be determined on the Price Determination Date
Internet Participating Financial Institution(s)	:	Internet participating institution(s) for Internet Share Application as listed in Section 19.5 of this Prospectus
Internet Share Application	:	Application for the Shares through an Internet Participating Financial Institution
IPO Price	:	RM2.65 per IPO Share
IPO Share(s)	:	Issue Shares and/or Offer Shares
Issuing House	:	Malaysian Issuing House Sdn Bhd (<i>Company No. 258345-X</i>)
Issue Shares	:	The 50,000,000 new HSP Shares being offered pursuant to the Public Issue
Jeroco	:	Jeroco Plantations Sdn Bhd (<i>Company No. 59340-P</i>)
Jeroco Group of Estates or JGOE	:	Jeroco Group of Estates comprising Batangan Estate, Lutong Estate, Lokan Estate, Kapis Estate and Lungmanis Estate
Jeroco Vendors	:	HSCB, Innoprise and Kowa
Joint Global Co-ordinators and Joint Bookrunners	:	CIMB and UBS
Kowa	:	Kowa Company Limited, a company incorporated in Japan
Ladang Kawa	:	Hap Seng Plantations (Ladang Kawa) Sdn Bhd (<i>Company No. 21755-H</i>)
Latest Practicable Date	:	18 September 2007, being the latest practicable date prior to the registration of this Prospectus
Listing	:	Listing of and quotation for 800,000,000 HSP Shares representing the entire enlarged issued and paid-up share capital of HSP on the Main Board of Bursa Securities
Listing Requirements	:	Listing Requirements of Bursa Securities
Malaysian Public	:	Malaysian citizens, companies, societies, co-operatives and institutions
Managing Underwriter	:	CIMB
Market Day	:	A day on which Bursa Securities is open for trading in securities
MI	:	Minority interests
MITI	:	Ministry of International Trade and Industry of Malaysia
MPOA	:	Malaysian Palm Oil Association
MPOB Act	:	Malaysian Palm Oil Board Act, 1998 of Malaysia, as amended

DEFINITIONS (Cont'd)

MPOB	:	Malaysian Palm Oil Board
NTA	:	Net tangible assets
Offer for Sale	:	Offer for sale by the Offeror of up to 250,000,000 Offer Shares comprising: <ul style="list-style-type: none"> (i) the Special Offering; (ii) 47,749,000 Offer Shares being part of the Bumiputera Offering; (iii) the Restricted Offering; and (iv) the Institutional Offering
Offer Share(s)	:	Up to 250,000,000 HSP Shares being offered pursuant to the Offer for Sale
Offeror	:	HSCB which is offering for sale the Offer Shares pursuant to the Offer for Sale
Official List	:	A list specifying all securities which have been admitted for listing on the Bursa Securities and not removed
Participating Financial Institution(s)	:	Participating financial institution(s) for Electronic Share Application as listed in Section 19.4.2 of this Prospectus
PAL	:	Provisional Allotment Letter, being the application form for HSCB Minority Shareholders to apply for the Restricted Offering
PAT	:	Profit after taxation
PATAMI	:	Profit after taxation and minority interests
PBT	:	Profit before taxation
PE Multiple	:	Price earnings multiple
PK or kernel	:	Palm kernel
Placement Agent	:	CIMB, the sole placement agent for the Bumiputera Offering and Special Offering
Preferential Allocation Scheme	:	Offering of 15,104,000 Issue Shares for application by the eligible directors and employees of our Group, HSCB group and Gek Poh, at the IPO Price payable in full upon application and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price
Price Determination Date	:	The date on which the Institutional Price and Final IPO Price will be determined
Promoter	:	HSCB
Prospectus Guidelines	:	Prospectus Guidelines on Public Offerings issued by the SC

DEFINITIONS (*Cont'd*)

Public Issue	:	Public issue by HSP of 50,000,000 Issue Shares comprising: (a) 15,104,000 Issue Shares pursuant to the Preferential Allocation Scheme; (b) 4,896,000 Issue Shares pursuant to the Retail Public Offering; and (c) 30,000,000 Issue Shares pursuant to the Bumiputera Offering
Restricted Offering	:	Offering of up to 40,338,000 Offer Shares for application by HSCB Minority Shareholders on the basis of one (1) IPO Share for every six (6) ordinary shares of RM1.00 each held in HSCB on the Entitlement Date, at the IPO Price payable in full upon application and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price
Retail Offering	:	Offering of up to 60,338,000 IPO Shares comprising: (a) 15,104,000 Issue Shares under the Preferential Allocation Scheme; (b) 4,896,000 Issue Shares under the Retail Public Offering; and (c) up to 40,338,000 Offer Shares under the Restricted Offering
Retail Public Offering	:	Offering of 4,896,000 Issue Shares for application by the Malaysian Public at the IPO Price payable in full upon application and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price
River Estates	:	Hap Seng Plantations (River Estates) Sdn Bhd (<i>Company No. 40531-P</i>)
RM or Ringgit or Malaysian Ringgit and sen	:	The lawful currency of Malaysia
SAC of the SC	:	Syariah Advisory Council of the SC
SC	:	Securities Commission of Malaysia
SC Guidelines	:	Policies and Guidelines on Issue/Offer of Securities issued by the SC
SICDA	:	Security Industry (Central Depositories) Act 1991
Special Offering	:	Offering of 37,440,000 Offer Shares by way of placement to Innoprise at the IPO Price payable in full and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price
Sg Segama Group of Estates or SSGOE	:	Sungai Segama Group of Estates comprising Sg Segama Estate I, Sg Segama Estate II, Bukit Mas Estate I and Bukit Mas Estate II
sq m	:	Square metres
Subsidiaries	:	Our subsidiaries, namely River Estates, Jeroco, Wecan, Tampilit and Ladang Kawa

DEFINITIONS (Cont'd)

Tampilit	:	Hap Seng Plantations (Tampilit) Sdn Bhd (<i>Company No. 133556-W</i>)
Tomanggong Group of Estates or TMGOE	:	Tomanggong Group of Estates comprising Tomanggong Estate, Tabin Estate, Tagas Estate and Litang Estate
UBS	:	UBS AG, acting through its business group UBS Investment Bank
Underwriter	:	CIMB, the underwriter for the Preferential Allocation Scheme and the Retail Public Offering
United States or US	:	United States of America, its territories and possessions, any state of the United States
USD, US\$ or US dollars	:	The lawful currency of the United States of America
US Securities Act	:	United States Securities Act of 1933, as amended
Wecan	:	Hap Seng Plantations (Wecan) Sdn Bhd (<i>Company No. 146116-U</i>)

Words denoting the singular only shall include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender and vice versa. Reference to persons shall include companies and corporations. Any reference to a time or day shall be reference to Malaysian time, unless otherwise stated.

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1. INTRODUCTION

This Prospectus is dated 22 October 2007.

A copy of this Prospectus has been registered with the SC. A copy of this Prospectus, together with the application form, has also been lodged with the Registrar of Companies who takes no responsibility for its contents.

We have received the SC's approval on 23 July 2007 in respect of the IPO. However, the approval of the SC shall not be taken to indicate that the SC recommends the IPO. We have voluntarily submitted an application to the SC for a Syariah compliance review to be carried out by the SAC of the SC as part of the process of determining our Syariah status at IPO. On 8 August 2007, the securities of HSP are classified as Syariah-compliant by the SAC of the SC based on the latest twelve (12) months audited financial statements of our Subsidiaries and this classification remains valid from the date of this Prospectus until the next Syariah compliance review is undertaken by the SAC of the SC. The new status is released in the updated list of Syariah-compliant securities on the last Friday of either April or October of each year.

We have received Bursa Securities' approval-in-principle on 27 September 2007 for the Admission and quotation for our entire enlarged issued and fully paid-up share capital, including the IPO Shares which are the subject of this Prospectus, on the Main Board of Bursa Securities. Official quotation will commence upon receipt of confirmation from Bursa Depository that all CDS accounts of the successful applicants have been duly credited and notices of allotment have been despatched to all successful applicants.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as a prescribed security. Therefore, we will deposit the IPO Shares directly with Bursa Depository. Any dealings in our Shares will be carried out in accordance to the SICDA and the Rules of Bursa Depository. We will not issue share certificates to successful applicants.

Pursuant to the Listing Requirements, at least 25% of the total number of shares for which listing is sought must be in the hands of public shareholders and a minimum number of 1,000 public shareholders holding not less than 100 Shares each upon completion of the IPO. We expect to meet the public shareholding requirement at the point of Listing. If we do not meet the public shareholding requirement, we may not be allowed to proceed with the Listing. In such an event, we will return in full, without interest, monies paid in respect of all applications.

You should rely only on the information contained in this Prospectus. Neither we, or our advisers nor the Offeror has authorised anyone to provide you with information that is different from or is not contained in this Prospectus. The delivery of this Prospectus or any issue made in connection with this Prospectus shall not, under any circumstances, constitute a representation or create any implication that there has been no change in our affairs since the date of this Prospectus.

This Prospectus may not be used for the purpose of and does not constitute an offer for subscription or purchase or invitation to subscribe for or purchase, any shares under the IPO ("IPO Shares") in any jurisdiction in which such offer or invitation in any jurisdiction or in any circumstances in which such an offer is not authorised or lawful or to any person to whom it is unlawful to make such offer or invitation. The distribution of this Prospectus and the sale of the IPO Shares in certain other jurisdictions may be restricted by law. Persons who may be in possession of this Prospectus are required to inform themselves of and to observe such restrictions.

YOU SHOULD RELY ON YOUR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE IPO AND AN INVESTMENT IN US. IN CONSIDERING THE INVESTMENT, IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS BEFORE APPLYING FOR OUR SHARES.

2. CORPORATE DIRECTORY

DIRECTORS

Name	Address	Occupation	Nationality
Directors			
Tan Sri Ahmad bin Mohd Don <i>(Independent Non-Executive Chairman)</i>	86, Jalan SS 18/1C 47500 Subang Jaya Selangor Darul Ehsan Malaysia	Company Director	Malaysian
Edward Lee Ming Foo <i>(Managing Director)</i>	43, Jalan PJU 1A/36 Ara Damansara 47301 Petaling Jaya Selangor Darul Ehsan Malaysia	Company Director	Malaysian
Soon Seong Keat <i>(Executive Director)</i>	28, Jalan PJU 3/18H Damansara Indah 47410 Petaling Jaya Selangor Darul Ehsan Malaysia	Chartered Accountant	Malaysian
Au Yong Siew Fah <i>(Executive Director)</i>	No. 66, Lorong Sentosa 3 Taman Sentosa Mile 2½, Jalan Utara 90000 Sandakan Sabah Malaysia	Chief Executive - Plantation	Malaysian
Tan Sri Abdul Hamid Egeh <i>(Non-Independent Non-Executive Director)</i>	Springfield Jalan Teluk Likas 88400 Kota Kinabalu Sabah Malaysia	Company Director	Malaysian
Datuk Simon Shim Kong Yip <i>(Non-Independent Non-Executive Director)</i>	TB3169 Taman Fook On Mile 2¾, Jalan Sin Onn 91000 Tawau Sabah Malaysia	Advocate & Solicitor	Malaysian
Dato' Jorgen Bornhoft <i>(Independent Non-Executive Director)</i>	B-4-3A No.1 Persiaran Persekutuan Sri Bukit Persekutuan 50480 Kuala Lumpur Malaysia	Company Director	Danish/ Permanent Malaysia Resident
Wong Yuen Kuai, Lucien <i>(Independent Non-Executive Director)</i>	35 Lengkok Merak Residence 8 248881 Singapore	Advocate & Solicitor	Singaporean

2. CORPORATE DIRECTORY (Cont'd)

AUDIT COMMITTEE

Name	Designation	Directorship
Tan Sri Ahmad bin Mohd Don	Chairman of the Committee	Independent Non-Executive Chairman
Dato' Jorgen Bornhoft	Member of the Committee	Independent Non-Executive Director
Soon Seong Keat	Member of the Committee	Executive Director

REMUNERATION COMMITTEE

Name	Designation	Directorship
Tan Sri Ahmad bin Mohd Don	Chairman of the Committee	Independent Non-Executive Chairman
Datuk Simon Shim Kong Yip	Member of the Committee	Non-Independent Non-Executive Director
Edward Lee Ming Foo	Member of the Committee	Managing Director

NOMINATING COMMITTEE

Name	Designation	Directorship
Tan Sri Ahmad bin Mohd Don	Chairman of the Committee	Independent Non-Executive Chairman
Dato' Jorgen Bornhoft	Member of the Committee	Independent Non-Executive Director
Datuk Simon Shim Kong Yip	Member of the Committee	Non-Independent Non-Executive Director

2. CORPORATE DIRECTORY (Cont'd)

- COMPANY SECRETARY** : Cheah Yee Leng
(LS7848)
149, Jalan Desa Utama
Taman Desa
58100 Kuala Lumpur
Malaysia
- REGISTERED OFFICE AND HEAD OFFICE** : No. 1A, Jalan 205
46050 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel: (603) 7783 9888
Website: www.hapsengplantations.com.my
E-mail address: inquiry@hapsengplantations.com.my
- SHARE REGISTRAR** : PFA Registration Services Sdn Bhd
(Company No. 19234-W)
Level 13 Uptown 1
No.1, Jalan SS21/58
Damansara Uptown
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel: (603) 7718 6000
- AUDITORS AND REPORTING ACCOUNTANTS** : KPMG (AF0758)
Chartered Accountants
Wisma KPMG, Jalan Dungun
Damansara Heights
50490 Kuala Lumpur
Malaysia
Tel: (603) 2095 3388
- PRINCIPAL BANKERS** : OCBC Bank (Malaysia) Berhad
(Company No. 295400-W)
Menara OCBC
18, Jalan Tun Perak
50050 Kuala Lumpur
Malaysia
Tel: (603) 2034 5034
- : Hong Leong Bank Berhad
(Company No. 97141-X)
Level 5, Wisma Hong Leong
18, Jalan Perak
50450 Kuala Lumpur
Malaysia
Tel: (603) 2164 2828
- : HSBC Bank Malaysia Berhad
(Company No. 127776-V)
2, Leboh Ampang
50100 Kuala Lumpur
Malaysia
Tel: (603) 2070 0744

2. CORPORATE DIRECTORY (*Cont'd*)

LEGAL ADVISERS

- : *To the Company as to Malaysian Law*
Zul Rafique & Partners
Suite 17.01, 17th Floor
Menara PanGlobal
8, Lorong P. Ramlee
50250 Kuala Lumpur
Malaysia
Tel: (603) 2078 8228
- : *To the Offeror and Promoter*
Shim Pang & Co
Lots No. 614-623
6th Floor, Gaya Centre
Jalan Tun Fuad Stephens
88000 Kota Kinabalu
Sabah
Malaysia
Tel: (6088) 233398
- : *To the Joint Global Co-ordinators and Joint Bookrunners, Placement Agent, Managing Underwriter and Underwriter as to Malaysian Law*
Zaid Ibrahim & Co
Level 19, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
Malaysia
Tel: (603) 2087 9999
- : *To the Joint Global Co-ordinators and Joint Bookrunners as to English Law and US Federal Law*
Milbank, Tweed, Hadley & McCloy LLP
30 Raffles Place
#14-00 Chevron House
Singapore 048622
Tel: (65) 6428 2400

ADVISER

- : CIMB Investment Bank Berhad
(*Company No. 18417-M*)
5th Floor, Bangunan CIMB
Jalan Semantan
Damansara Heights
50490 Kuala Lumpur
Malaysia
Tel: (603) 2084 8888

MANAGING UNDERWRITER AND UNDERWRITER FOR THE RETAIL PUBLIC OFFERING AND PREFERENTIAL ALLOCATION SCHEME AND SOLE PLACEMENT AGENT FOR THE BUMIPUTERA OFFERING AND SPECIAL OFFERING

- : CIMB Investment Bank Berhad
(*Company No. 18417-M*)
5th Floor, Bangunan CIMB
Jalan Semantan
Damansara Heights
50490 Kuala Lumpur
Malaysia
Tel: (603) 2084 8888

2. CORPORATE DIRECTORY (Cont'd)

JOINT GLOBAL CO-ORDINATORS AND JOINT BOOKRUNNERS FOR THE INSTITUTIONAL OFFERING	: CIMB Investment Bank Berhad (Company No. 18417-M) 5 th Floor, Bangunan CIMB Jalan Semantan Damansara Heights 50490 Kuala Lumpur Malaysia Tel: (603) 2084 8888
	: UBS AG 52/F, Two International Finance Centre 8 Finance Street Central, Hong Kong Tel: (852) 2971 8888
ISSUING HOUSE	: Malaysian Issuing House Sdn Bhd (Company No. 258345-X) 27 th Floor, Menara Multi-Purpose Capital Square No.8, Jalan Munshi Abdullah 50100 Kuala Lumpur Malaysia Tel: (603) 2693 2075
LISTING SOUGHT	: Main Board of Bursa Securities
SYARIAH STATUS	: Approved by the SAC of the SC

3. INFORMATION SUMMARY

This section is only a summary of the salient information about us and the IPO and is extracted and summarised from the full text of this Prospectus. You should read and understand this section together with the entire Prospectus before you decide as to whether or not to invest in us.

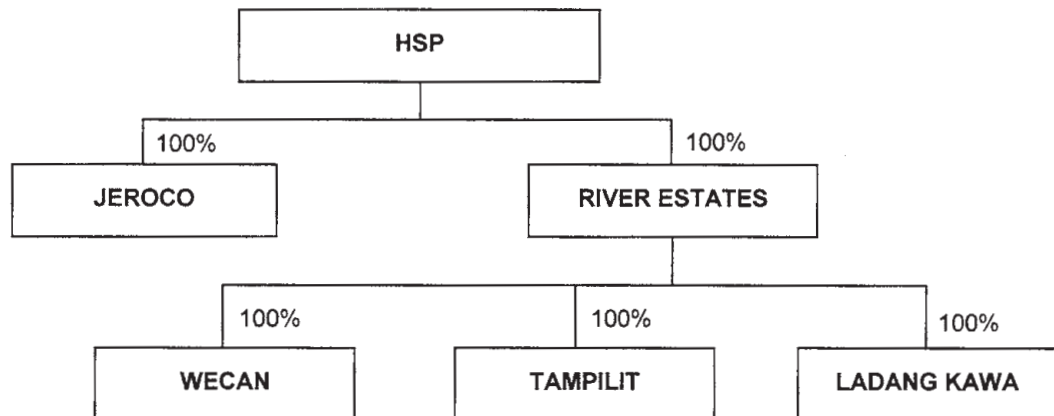
3.1 Overview

Our Company was incorporated in Malaysia as a private limited company on 18 April 2007, under the Act as Hap Seng Plantations Holdings Sdn Bhd. Our Company was subsequently converted into a public limited company on 3 May 2007 and is now known as Hap Seng Plantations Holdings Berhad.

Our principal activities are investment holding and carrying out marketing and trading activities for our Subsidiaries. The details of our Subsidiaries and their principal activities are as follows:

Subsidiary companies	Principal activities
Jeroco	Cultivation of oil palm and processing of FFB
River Estates	Cultivation of oil palm and processing of FFB
Wecan	Cultivation of oil palm
Tampilit	Cultivation of oil palm
Ladang Kawa	Cultivation of oil palm

Our corporate group structure is set out below.



Please refer to Section 8 and Sections 9.2 to 9.4 of this Prospectus for detailed information on our Group and our business operation.

3.2 Competitive Strengths

3.2.1 Contiguous plot of land - Our plantation is located on one (1) contiguous block of land measuring approximately 36,354 ha which enables us to enjoy greater economies of scale.

3.2.2 Efficient operations - We believe we are one of the most efficient plantation companies in Malaysia.

3. INFORMATION SUMMARY (Cont'd)

- 3.2.3 Integrated operations** - Our integrated operations allow us to better control the quality of our products along the supply chain.
- 3.2.4 Significant cost advantages** - We believe we are one of the lowest cost producers of CPO and PK in Malaysia.
- 3.2.5 Industry best practices** - We have adopted many industry best practices in our plantations and mills to improve our yields of FFB, CPO and PK and operate at competitive cost.
- 3.2.6 Modern facilities and amenities** - We have constructed modern facilities and amenities in our estates which have resulted in high employee retention rate and morale. We were one of the recipients of the "Ladang Bahagia" award from the Ministry of Human Resource in 2004, in recognition of our high standards of infrastructure and amenities for our staff and workers.
- 3.2.7 Experienced and capable management team** - Our senior management team has extensive experience in the plantations industry which is necessary to continue to grow and expand our business.

Please refer to Section 8.2 of this Prospectus for further details.

3.3 Financial Information

3.3.1 Proforma Consolidated Income Statements

Our Company was incorporated on 18 April 2007 and our Group was formed on 7 September 2007 after completion of the Acquisitions. For illustrative purposes, we set out below the summary of our proforma consolidated income statements for the three (3) financial years ended 31 January 2007 and the six (6)-month period ended 31 July 2007 prepared based on the audited financial statements of our Subsidiaries and the audited financial statements of our Company for the period from 18 April 2007 (date of incorporation) to 31 July 2007 after incorporating such adjustments considered necessary and on the assumption that our current Group has been in existence throughout the financial years and period under review. The proforma consolidated income statement for the six (6)-month period ended 31 July 2006 has been reviewed in accordance with the Malaysian Approved Standards on Auditing AI 2400 and has been prepared for illustrative purposes only as a comparison to the proforma consolidated income statement for the six (6)-month period ended 31 July 2007.

We advise you to read our proforma consolidated income statements together with the accompanying notes and assumptions included in the Accountants' Report as disclosed in Section 14 of this Prospectus and the Management's Discussion and Analysis of Financial Condition and Results of Operations as set out in Section 11 of this Prospectus. Our Group's results of operations for any interim period are not necessarily indicative of our results of operations for a full financial year.

3. INFORMATION SUMMARY (Cont'd)

	Financial years ended				6-month period ended		
	←-----31 January-----→				←-----31 July-----→		
	2005	2006	2007	2007	*2006	2007	2007
	RM 000	RM 000	RM 000	^USD 000	RM 000	RM 000	^USD 000
				Equivalent			Equivalent
Revenue	296,927	278,104	278,885	81,545	117,532	163,477	47,800
Cost of sales	(113,510)	(127,061)	(127,280)	(37,216)	(64,463)	(64,433)	(18,840)
Gross profit	183,417	151,043	151,605	44,329	53,069	99,044	28,960
Other operating income	5,477	1,222	1,391	407	718	338	99
Distribution costs	(17,373)	(21,314)	(22,539)	(6,591)	(8,829)	(17,237)	(5,040)
Administrative expenses	(6,843)	(6,518)	(6,404)	(1,873)	(3,032)	(2,782)	(814)
Other operating expenses	(2,300)	(2,287)	(2,265)	(662)	(1,254)	(1,154)	(337)
Results from operating activities	162,378	122,146	121,788	35,610	40,672	78,209	22,868
Interest income	4,977	5,825	7,771	2,272	3,024	4,602	1,346
Interest expense	(142)	(50)	(25)	(7)	(14)	-	-
PBT	167,213	127,921	129,534	37,875	43,682	82,811	24,214
Tax expense	(44,279)	(34,366)	(28,582)	(8,357)	(11,970)	(21,531)	(6,296)
PAT	122,934	93,555	100,952	29,518	31,712	61,280	17,918
Number of shares assumed in issue at year end (000)	800,000	800,000	800,000	800,000	800,000	800,000	800,000
EPS							
- Gross ⁽ⁱ⁾	20.90 sen	15.99 sen	16.19 sen	4.73 cents	5.46 sen	10.35 sen	3.03 cents
- Net ⁽ⁱⁱ⁾	15.37 sen	11.69 sen	12.62 sen	3.69 cents	3.96 sen	7.66 sen	2.24 cents

Notes:

(i) PBT divided by the number of Shares assumed issued during the year/ period.

(ii) PAT divided by the number of Shares assumed issued during the year/ period.

(iii) There were no exceptional items for the financial years/periods under review except for a gain of RM4.58 million arising from the disposal of non-core properties included under other operating income in the financial year ended 31 January 2005.

(iv) There were no extraordinary items for the years/ periods under review.

(v) There is no MI for the years/ periods under review.

* Reviewed in accordance with Malaysian Approved Standards on Auditing AI2400.

^ For illustrative purposes only.

3. INFORMATION SUMMARY (Cont'd)

3.3.2 Proforma Consolidated Balance Sheets

We have prepared our proforma consolidated balance sheets for illustrative purposes only, based on our Company's audited financial statement as at 31 July 2007 to show the effects of the Acquisitions, Public Issue, Offer for Sale and use of proceeds arising from the Public Issue and on the assumption that these transactions were completed as at 31 July 2007.

We advise you to read the proforma consolidated balance sheets together with the accompanying notes and assumptions included in the Reporting Accountants' Letter on the Proforma Consolidated Financial Information as disclosed in Section 13.4 of this Prospectus.

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3. INFORMATION SUMMARY (Cont'd)

	As at 31 July 2007	Proforma I After Acquisitions	Proforma II After Public Issue and Offer for Sale	As at 31 July 2007	Proforma I After Acquisitions	Proforma II After Public Issue and Offer for Sale
	RM 000	RM 000	RM 000	^USD 000 Equivalent	^USD 000 Equivalent	^USD 000 Equivalent
Assets						
Property, plant and equipment	-	201,516	201,516	-	58,923	58,923
Biological assets	-	1,279,415	1,279,415	-	374,098	374,098
Prepaid lease payments	-	324,932	324,932	-	95,009	95,009
Total non-current assets	-	1,805,863	1,805,863	-	528,030	528,030
Receivables, deposits and prepayments	-	65,766	65,766	-	19,230	19,230
Inventories	-	20,872	20,872	-	6,103	6,103
Cash and cash equivalents	#	11,452	11,452	#	3,349	3,349
Total current assets	#	98,090	98,090	#	28,682	28,682
Total assets	#	1,903,953	1,903,953	#	556,712	556,712
Equity						
Share capital	#	750,000	800,000	#	219,298	233,918
Reserves	-	655,889	729,389	-	191,781	213,272
Total equity	#	1,405,889	1,529,389	#	411,079	447,190
Liabilities						
Bank borrowings	-	98,333	98,333	-	28,753	28,753
Deferred tax liabilities	-	195,889	195,889	-	57,277	57,277
Total non-current liabilities	-	294,222	294,222	-	86,030	86,030
Payables and accruals	-	19,747	19,747	-	5,774	5,774
Bank borrowings	-	171,667	48,167	-	50,195	14,084
Current tax liabilities	-	12,428	12,428	-	3,634	3,634
Total current liabilities	-	203,842	80,342	-	59,603	23,492
Total liabilities	-	498,064	374,564	-	145,633	109,522
Total equity and liabilities	#	1,903,953	1,903,953	#	556,712	556,712
Gearing ratio (times)	-	0.19	0.10	-	0.19	0.10
NTA per Share (RM/USD)	1.00	1.87	1.91	1.00	0.55	0.56

Notes:

Denotes RM2 (USD0.58).

^ For illustrative purposes only.

3. INFORMATION SUMMARY (Cont'd)

3.3.3 Proforma Consolidated Cash Flow Statements

We have prepared our proforma consolidated cash flow statements for the financial year ended 31 January 2007 and the six (6)-month period ended 31 July 2007 for illustrative purposes only and is based on the assumption that the Group has been in existence throughout the financial year/period under review.

We advise you to read the proforma consolidated cash flow statements together with the accompanying notes and assumptions included in the Accountants' Report as disclosed in Section 14 of this Prospectus.

	Financial year ended <-----31 January 2007----->		6-month period ended <-----31 July 2007----->	
	RM 000	^USD 000 Equivalent	RM 000	^USD 000 Equivalent
Cash flow from operating activities				
PBT	129,534	37,875	82,811	24,214
Adjustments for:				
Amortisation of prepaid lease payments	987	289	509	149
Depreciation of property, plant and equipment	16,304	4,767	8,506	2,487
Gain on disposal of property, plant and equipment	(54)	(16)	-	-
Interest expense	25	7	-	-
Interest income	(7,771)	(2,272)	(4,602)	(1,346)
Property, plant and equipment written off	340	100	33	10
Operating profit before changes in working capital	139,365	40,750	87,257	25,514
Inventories	3,045	890	3,148	920
Receivables, deposits and prepayments	(6,346)	(1,855)	4,177	1,221
Payables and accruals	2,059	602	(5,052)	(1,477)
Related companies' balances	10	3	-	-
Cash generated from operations	138,133	40,390	89,530	26,178
Tax paid	(30,376)	(8,882)	(11,953)	(3,495)
Real property gains tax paid	(33)	(10)	-	-
Net cash generated from operating activities	107,724	31,498	77,577	22,683
Cash flow from investing activities				
Additions of property, plant and equipment	(31,586)	(9,236)	(12,662)	(3,703)
Additions of biological assets	(69)	(20)	(116)	(34)
Proceeds from disposal of property, plant and equipment	215	63	-	-
Interest received	7,771	2,272	4,602	1,346
Related companies' balances	(22,984)	(6,720)	-	-
Net cash used in investing activities	(46,653)	(13,641)	(8,176)	(2,391)

3. INFORMATION SUMMARY (Cont'd)

	Financial year ended <-----31 January 2007----->		6-month period ended <-----31 July 2007----->	
	RM 000	^USD 000 Equivalent	RM 000	^USD 000 Equivalent
Cash flow from financing activities				
Related companies' balances	(7,612)	(2,226)	(23,575)	(6,893)
Interest paid	(25)	(7)	-	-
Dividend paid	(54,180)	(15,842)	(5,391)	(1,576)
Net cash used in financing activities	(61,817)	(18,075)	(28,966)	(8,469)
Net (decrease)/increase in cash and cash equivalents	(746)	(218)	40,435	11,823
Cash and cash equivalents at beginning of the year/period	1,763	515	1,017	297
Cash and cash equivalents at end of the year/period	1,017	297	41,452	12,120

Note:

^ For illustrative purposes only.

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3. INFORMATION SUMMARY (Cont'd)

3.3.4 Consolidated Profit Forecast

We set below our consolidated profit forecast for the financial year ending 31 January 2008. We advise you to read the consolidated profit forecast together with the principal bases and assumptions set out in the Reporting Accountants' Letter as disclosed in Section 12.5 of this Prospectus.

	Pre – acquisition profit estimate**	Post – acquisition profit forecast**	Full year profit forecast*	Full year profit forecast*
	RM 000	RM 000	RM 000	^USD 000 Equivalent
Revenue	208,478	195,848	404,326	118,224
PBT	111,619	101,549	213,168	62,330
Tax expense	(28,910)	(26,580)	(55,490)	(16,225)
PAT	82,709	74,969	157,678	46,105
Negative goodwill***	-	77,318	-	-
PAT after negative goodwill adjustment	-	152,287	-	-
Number of ordinary shares of RM1.00 each in issue (000 units)	-	322,192 #	800,000 ##	800,000 ##
EPS				
- based on PBT	-	31.52 sen	26.65 sen	7.79 cents
- based on PAT	-	23.27 sen	19.71 sen	5.76 cents
- based on PAT after negative goodwill adjustment	-	47.27 sen	-	-
IPO Price	-	-	RM2.65	USD0.77
PE Multiple (times)	-	-	13.44	13.44

Notes:

* The consolidated full year profit forecast for the financial year ending 31 January 2008 is presented for illustrative purposes only based on the assumption that our Group has been in existence since 1 February 2007.

** Pre-acquisition consolidated profit estimate is in respect of operating results for the period from 1 February 2007 to the completion date of the Acquisitions ("Completion Date").

Post-acquisition consolidated profit forecast is in respect of operating results for the period from the Completion Date to 31 January 2008.

*** Negative goodwill of RM77,318,000 (USD22,608,000) arising from the Acquisitions is non-recurring and represents the excess of the fair values of the net identifiable assets acquired as at the Completion Date over the cost of Acquisitions. In accordance with Financial Reporting Standard (FRS) 3: Business Combination, negative goodwill is recognised immediately in the income statement.

3. INFORMATION SUMMARY (Cont'd)

- * *This is based on the weighted average number of shares of our enlarged issued and paid-up share capital, assumed to be issued for the period commencing from the Completion Date to 31 January 2008.*
- ** *This is based on the assumption that our enlarged issued and paid-up share capital has been issued on 1 February 2007 and is for illustrative purposes only.*
- ^ *For illustrative purposes only.*

3.4 Dividend Policy

We have not declared or paid any dividends since our incorporation on 18 April 2007. It is our policy to recommend dividends in the future to allow our shareholders to participate in the profits of our Group and at the same time balance the reserves and funds required for the future growth of our Group.

In considering the level of dividends payment (if any), upon recommendation of our Board of Directors, we intend to take into account the following factors:

- (i) our level of cash, gearing, return on our equity and retained earnings;
- (ii) the availability of tax credits to frank dividends;
- (iii) our expected results of operations;
- (iv) our projected levels of capital expenditure and other investment plans; and
- (v) our working capital requirements.

Our Company's present intention is to distribute up to 60% of our Group's PAT annually to our shareholders after taking into consideration factors outlined above.

Notwithstanding the above, our Directors have full discretion to propose the waiver of any future dividend payment as and when deemed necessary, if it is in our best interests.

Please refer to Section 12.2 of this Prospectus for detailed information on our dividend policy.

3.5 Details on Our IPO

3.5.1 Public Issue

In conjunction with the Listing, we propose to undertake a public issue of 50,000,000 Issue Shares representing 6.25% of the enlarged issued and paid-up share capital of our Company. The Issue Shares are to be allocated in the following manner:

- (a) 15,104,000 Issue Shares for the Preferential Allocation Scheme;
- (b) 4,896,000 Issue Shares for the Retail Public Offering; and
- (c) 30,000,000 Issue Shares being part of the Bumiputera Offering.

The Issue Shares to be issued pursuant to the Public Issue will rank equally in all respects with the existing HSP Shares including voting rights and the rights, dividends and distribution that may be declared in the future.

3. INFORMATION SUMMARY (Cont'd)

3.5.2 Offer for Sale

In conjunction with the Listing, the Offeror is offering for sale up to 250,000,000 Offer Shares representing 31.25% of the enlarged issued and paid-up share capital of our Company.

The Offer Shares are to be allocated in the following manner:

- (a) 37,440,000 Offer Shares for the Special Offering;
- (b) 47,749,000 Offer Shares being part of the Bumiputera Offering;
- (c) up to 40,338,000 Offer Shares for the Restricted Offering; and
- (d) 124,473,000 Offer Shares for the Institutional Offering.

3.5.3 Institutional Offering

The Institutional Offering comprising 124,473,000 Offer Shares to the foreign and Malaysian institutional and selected investors at the Institutional Price to be determined by a bookbuilding process, subject to Clawback and Reallocation. Please refer to Sections 4.3.1 and 4.5.2 of this Prospectus for more details.

3.5.4 Retail Offering

Subject to Clawback and Reallocation, the Retail Offering of up to 60,338,000 IPO Shares comprises:

(a) **Preferential Allocation Scheme**

The Preferential Allocation Scheme involves the offering of 15,104,000 Issue Shares for application by the eligible directors and employees of our Group, HSCB group and Gek Poh at the IPO Price, payable in full upon application and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price.

In the event there are any Issue Shares under the Preferential Allocation Scheme not taken up by the eligible directors and employees of our Group, HSCB group and Gek Poh, it will first be re-offered to the eligible directors and employees of our Group, HSCB group and Gek Poh (excluding the directors of HSP, HSCB and Gek Poh). Subsequently, any of the re-offered shares not taken up will be added to the Issue Shares set aside for the Retail Public Offering.

(b) **Retail Public Offering**

The Retail Public Offering involves the offering of 4,896,000 Issue Shares for application by the Malaysian Public at the IPO Price payable in full upon application and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price.

3. INFORMATION SUMMARY (Cont'd)

(c) **Restricted Offering**

The Restricted Offering involves the offering of up to 40,338,000 Offer Shares for application by HSCB Minority Shareholders on the basis of one (1) IPO Share for every six (6) ordinary shares of RM1.00 each held in HSCB as at the Entitlement Date, at the IPO Price, payable in full upon application and subject to refund, in the event that the Final IPO Price is lower than the IPO Price.

The Restricted Offering is non-renounceable and non-tradable. The Offer Shares under the Restricted Offering shall be made available for application by HSCB Minority Shareholders with the exception of the Excluded Shareholders.

Fractional entitlements to Offer Shares arising from the Restricted Offering will be disregarded and shall be dealt with in such manner as HSCB's board in its absolute discretion deems fit, in a fair and equitable manner.

In the event of under-application by the HSCB Minority Shareholders under the Restricted Offering, any Offer Shares not applied for ("Excess Offer Shares") will be made available for application by the other HSCB Minority Shareholders. The Offeror (in consultation with our Directors) shall allot the Excess Offer Shares on a fair and equitable basis and in such manner that the incidence of odd lots will be minimised and the public shareholding spread requirement is met in accordance with the Listing Requirements.

Excess Offer Shares not taken up shall be retained by HSCB.

Please refer to Sections 4.3.2, 4.4 and 4.5 of this Prospectus for detailed information on the Retail Offering.

3.5.5 Bumiputera Offering

The Bumiputera Offering involves the offering of 77,749,000 IPO Shares comprising 30,000,000 Issue Shares and 47,749,000 Offer Shares by way of placement with Bumiputera investors identified and approved by the MITI at the IPO Price payable in full and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price.

3.5.6 Special Offering

The Special Offering involves the offering of 37,440,000 Offer Shares by way of placement to Innoprise at the IPO Price payable in full and subject to refund of the difference, in the event that the Final IPO Price is lower than the IPO Price.

3. INFORMATION SUMMARY (Cont'd)

3.5.7 Final IPO Price

The applicants under the Retail Offering, Special Offering and Bumiputera Offering will pay the IPO Price in full. The Final IPO Price will be determined after the Institutional Price is fixed on the Price Determination Date pursuant to a bookbuilding exercise (i.e. a process in which prospective institutional investors specify the number of the IPO Shares they would be prepared to acquire at different prices). The Final IPO Price will be the lower of:

- (i) The IPO Price of RM2.65 per Share; and
- (ii) 95% of the Institutional Price;

subject to rounding adjustments.

In the event that the Final IPO Price is lower than the IPO Price, the difference will be refunded to the successful applicants, without any interest thereon. The refund in the form of a cheque will be despatched to the successful applicants at their own risk.

Note: *The IPO Shares are subject to Clawback and Reallocation. Please refer to Section 4 of this Prospectus for detailed information on the IPO.*

The total market capitalisation of our Company upon Listing is estimated at RM2.12 billion based on the assumption that all Shares are sold at IPO Price of RM2.65 per Share.

3.5.8 Minimum Subscription

The completion of the Retail Offering, Institutional Offering, Bumiputera Offering and Special Offering are inter-conditional and are subject to the occurrence of the following events:

- (a) the full subscription of all the Issue Shares; and
- (b) at least 195,000,000 of the Offer Shares have been taken up.

3.6 Risk Factors

Before investing in our Shares, you should carefully consider, along with other matters in this Prospectus, the risks of such investments, including but not limited to the risks listed below:

Risks Relating to Our Business

- Regulatory
- Price Fluctuations
- Weather Conditions
- Human Resources
- Customers Concentration
- Pests and Diseases
- Expansion and Integration
- Insurance Coverage
- Foreign Exchange Fluctuations
- Land
- Storage

3. INFORMATION SUMMARY (Cont'd)

Risks Relating to Our Shares

- No Prior Trading Market for Our Shares
- Continued Control by Existing Shareholders
- The Volatility of the Market Price of Our Shares
- Delay or Failure in Our Listing

Other Risks

- Proforma Consolidated Financial Information
- Political, Economic and Social Developments in Malaysia
- Significant Variation in the Profit Forecast
- Forward-looking Statements

Please refer to Section 5 of this Prospectus for detailed discussion on the risks in investing in our Company.

3.7 Utilisation of Proceeds

The expected gross proceeds of approximately RM132.5 million arising from the Public Issue of 50,000,000 Issue Shares at the IPO Price, will be utilised in the following manner:

	RM 000
Part repayment of bank borrowings	*123,500
Estimated listing expenses	<u>9,000</u>
Total gross proceeds	<u>*132,500</u>

Note:

- * *The total gross proceeds may vary based on the Final IPO Price. In the event the Final IPO Price is less than IPO Price, the difference will be deducted from the amount set aside for the purpose of part repayment of bank borrowings.*

Please refer to Sections 4.12 and 4.13 of this Prospectus for detailed information of the utilisation of proceeds from our Public Issue.

4. DETAILS OF OUR IPO

Our IPO is subject to the terms and conditions of this Prospectus and upon acceptance, the IPO Shares are expected to be allocated/ transferred in the manner described below.

4.1 Opening and Closing of Applications

The bookbuilding for the Institutional Offering has begun on 10 October 2007 and will close on 25 October 2007 at such times or on such other dates as the Joint Global Co-ordinators and Joint Bookrunners in their absolute discretion may decide.

Application for the IPO Shares under the Retail Offering will open at 10.00 a.m. on 22 October 2007 and will remain open until 5.00 p.m. on 2 November 2007 or such other time and date or times and dates as our Directors and the Managing Underwriter in their absolute discretion may decide.

In the event the closing period of either the Institutional Offering or Retail Offering is extended, any new dates for the balloting, allotment of the IPO Shares and our Listing will be announced in both Bahasa Malaysia and English daily newspapers widely circulated throughout Malaysia.

4.2 Important Tentative Dates

The following events are intended to take place on the following tentative dates:

	Tentative Dates
Institutional Offering Begins	10 October 2007
Issuance of Prospectus/ Opening of Retail Offering	22 October 2007
Institutional Offering Closes	25 October 2007
Price Determination Date	25 October 2007
Closing of Retail Offering	2 November 2007
Closing of Acceptance and Payment of Restricted Offering	2 November 2007
Closing of Excess Share Application of Restricted Offering	2 November 2007
Balloting of applications for the Issue Shares pursuant to the Retail Public Offering	6 November 2007
Allotment of IPO Shares to successful applicants	12 November 2007
Listing	16 November 2007

4. DETAILS OF OUR IPO (*Cont'd*)

4.3 Details of Our IPO

Our IPO consists of our offering of 50,000,000 Issue Shares and the offer for sale of 250,000,000 Offer Shares by HSCB.

- 4.3.1 The Institutional Offering involves the offering of 124,473,000 Offer Shares representing 15.56% of our enlarged issued and paid-up share capital to (i) Malaysian institutional and selected investors and (ii) institutional and selected investors outside US in reliance on Regulation S under the US Securities Act at the Institutional Price to be determined by way of bookbuilding subject to Clawback and Reallocation.
- 4.3.2 The Retail Offering of up to 60,338,000 IPO Shares at the IPO Price, representing 7.54% of our enlarged issued and paid-up share capital, comprises:
- (a) the Preferential Allocation Scheme involves the offering of 15,104,000 Issue Shares representing 1.89% of our enlarged issued and paid-up share capital and are allocated for application by the eligible directors and employees of our Group, HSCB group and Gek Poh;
 - (b) the Retail Public Offering involves the offering of 4,896,000 Issue Shares representing 0.61% of our enlarged issued and paid-up share capital for application by the Malaysian Public, at least 30% of which will be set aside for Bumiputera individuals, companies, societies, co-operatives and institutions, to be allocated by balloting; and
 - (c) the Restricted Offering involves the offering of up to 40,338,000 Offer Shares representing 5.04% of our enlarged issued and paid up share capital, for application by HSCB Minority Shareholders on the basis of one (1) Offer Share for every six (6) ordinary shares of RM1.00 each held in HSCB on the Entitlement Date

payable in full upon application and subject to the refund of the difference, in the event that the Final IPO Price is less than the IPO Price subject to Clawback and Reallocation.

This Prospectus will not be registered under any applicable securities legislation of any foreign jurisdiction. Accordingly, this Prospectus will not be sent to HSCB Minority Shareholders under the Restricted Offering, who do not have an address in Malaysia ("Foreign Shareholders").

The Offer Shares under the Restricted Offering shall be made available for application by HSCB Minority Shareholders with the exception of the following persons ("Excluded Shareholders"):

- (i) US persons (as such term defined under Regulation S under the US Securities Act);
- (ii) persons with addresses outside Malaysia;
- (iii) persons with addresses in Malaysia in respect of which the acceptance of an entitlement under the Restricted Offering would result in the contravention of any laws to which such persons are subject; and
- (iv) persons who in the opinion of our Directors (on the advice of our legal counsel) would be necessary or expedient to be excluded from participating in the Restricted Offering by reason of legal or regulatory requirements.

4. DETAILS OF OUR IPO (Cont'd)

Foreign Shareholders are advised that they shall be solely responsible to seek their own advice as to the laws of any jurisdiction to which they may be subject. Your participation in the IPO shall be based on your warranty to us that you may lawfully so participate without us, the Adviser, the Managing Underwriter, the Underwriter, the Joint Global Co-ordinators and Joint Bookrunners, the Placement Agent, any of their respective directors, or any other person involved in the IPO being in breach of the laws of any jurisdiction.

- 4.3.3 The Bumiputera Offering involves the offering of 77,749,000 IPO Shares comprising 30,000,000 Issue Shares and 47,749,000 Offer Shares collectively representing 9.72% of the enlarged issued and paid-up share capital of our Company by way of placement to Bumiputera investors identified and approved by the MITI at the IPO Price payable in full and subject to refund of the difference, in the event that the Final IPO Price is less than the IPO Price.
- 4.3.4 The Special Offering comprising an offering of 37,440,000 Offer Shares representing 4.68% of the enlarged issued and paid-up share capital of our Company to Innoprise at the IPO Price payable in full and subject to refund of the difference, in the event that the Final IPO Price is less than the IPO Price.

In summary, the Issue Shares and the Offer Shares will be allocated in the following manner:

Categories	Issue Shares		Offer Shares		Total	
	No. of Shares	% of enlarged share capital	No. of Shares	% of enlarged share capital	No. of Shares	% of enlarged share capital
Malaysian Public (via balloting)	4,896,000	0.61	-	-	4,896,000	0.61
The eligible directors and employees of our Group, HSCB group and Gek Poh	15,104,000	1.89	-	-	15,104,000	1.89
HSCB Minority Shareholders	-	-	40,338,000	5.04	40,338,000	5.04
Bumiputera investors to be identified	30,000,000	3.75	47,749,000	5.97	77,749,000	9.72
Innoprise	-	-	37,440,000	4.68	37,440,000	4.68
Foreign and Malaysian institutional and selected investors (by way of bookbuilding exercise)	-	-	124,473,000	15.56	124,473,000	15.56
Total	50,000,000	6.25	250,000,000	31.25	300,000,000	37.50

4. DETAILS OF OUR IPO (Cont'd)

4.3.5 Clawback and Reallocation

In the event of an under-application in the Preferential Allocation Scheme and over-application under the Retail Public Offering, the unsubscribed IPO Shares from the Preferential Allocation Scheme will be reallocated to the Retail Public Offering.

The allocation of IPO Shares between the Retail Offering (other than the Restricted Offering) and the Institutional Offering is subject to adjustment. In the event of an over-application in the Retail Offering (other than the Restricted Offering), and an under-application in the Institutional Offering, the excess IPO Shares may be clawed back from the Institutional Offering and allocated to the Retail Offering (other than the Restricted Offering) and vice versa.

The Clawback and Reallocation shall not apply in the event of over-application in both the Retail Offering (other than the Restricted Offering) and the Institutional Offering.

The Clawback and Reallocation shall not apply to the Restricted Offering.

4.4 Details of the Preferential Allocation Scheme

As stated in Section 4.3.2(a) above, the eligible directors and employees of our Group, HSCB group and Gek Poh are allocated in aggregate 15,104,000 Issue Shares pursuant to the Preferential Allocation Scheme.

Set forth below is the summary of allocation of the Issue Shares pursuant to the Preferential Allocation Scheme to the eligible directors and employees of our Group, HSCB group and Gek Poh.

Eligibility	Number of eligible persons	Aggregate number of Issue Shares allocated
Eligible directors and employees of our Group and HSCB	369	4,747,000
Eligible directors and employees of the subsidiaries of the HSCB and Gek Poh	1,106	10,357,000
	<u>1,475</u>	<u>15,104,000</u>

In the event there are any Issue Shares under the Preferential Allocation Scheme not taken up by the eligible directors and employees of our Group, HSCB group and Gek Poh, it will first be re-offered to the eligible directors and employees of our Group, HSCB group and Gek Poh (excluding the directors of HSP, HSCB and Gek Poh) subject to Clawback and Reallocation. Subsequently, any of the re-offered shares not taken up will be added to the Issue Shares set aside for the Retail Public Offering subject to Clawback and Reallocation.

4. DETAILS OF OUR IPO (Cont'd)

Criteria of Allocation

The allocation to the persons above are based on their job grades which generally reflect the role, responsibility and seniority of their positions.

Set forth below are the allocations to our respective Directors and key management pursuant to the Preferential Allocation Scheme:

Eligible Directors of HSP	Designation(s)	No. of Issue Shares allocated
Tan Sri Ahmad bin Mohd Don	Independent Non-Executive Chairman	110,000
Edward Lee Ming Foo	Managing Director	110,000
Soon Seong Keat	Executive Director	110,000
Au Yong Siew Fah	Executive Director	110,000
Tan Sri Abdul Hamid Egoh	Non-Independent Non-Executive Director	110,000
Datuk Simon Shim Kong Yip	Non-Independent Non-Executive Director	110,000
Dato' Jorgen Bornhoft	Independent Non-Executive Director	110,000
Wong Yuen Kuai, Lucien	Independent Non-Executive Director	110,000
Eligible directors of HSCB	Designation(s)	No. of Issue Shares allocated
Datuk Henry Chin Poy-Wu	Deputy Chairman/Independent Non-Executive Director	110,000
Lee Wee Yong	Deputy Managing Director	110,000
Lt Gen (R) Datuk Abdul Aziz Hasan	Non-Independent Non-Executive Director	110,000
Lau Teong Jin	Independent Non-Executive Director	110,000
Sim Siew Meng	Alternate to Lee Wee Yong	110,000
Quan Sheet Mei	Alternate to Soon Seong Keat	110,000
Key management	Designation(s)	No. of Issue Shares allocated
Au Yong Siew Fah	Chief Executive	*
Chua Teck Yong	Chief Engineer	35,000
Sam Swee Ping	Financial Controller (Plantations)	35,000
P. Mani Vannan	Senior Manager of Personnel & Administration (Plantations)	55,000
Gurcharan Singh a/l Sardar Singh	Group Estate Manager (TMGOE)	55,000
Hiew Yin Foh	Group Estate Manager (SSGOE)	55,000
Lo Koon Wai	Group Estate Manager (JGOE)	55,000

4. DETAILS OF OUR IPO (Cont'd)

Key management	Designation(s)	No. of Issue Shares allocated
Sylvester Jepol Jepin	Senior Manager – Ladang Kawa estates	35,000
Zulkifli bin Usuf	Chief Agronomist	35,000
Tohet Gable	Senior Manager – Special Operations	35,000
Tan Kai Hin	Senior Manager – Commodities Trading	35,000

Note:

- * *Au Yong Siew Fah's allocation is described in the table of allocation of our Shares to Eligible Directors of HSP above.*

4.5 Basis of Arriving at the IPO Price, Final IPO Price and Refund Mechanism

4.5.1 The IPO Price of RM2.65 per IPO Share was determined and agreed upon between our Directors, the Offeror, the Adviser, the Managing Underwriter and the Joint Global Co-ordinators and Joint Bookrunners after taking into consideration the following factors:

- (i) our Group's financial performance and operating history as described in Sections 11 and 13 of this Prospectus;
- (ii) the overview of the industry in which we operate, and the prospects and future plan of our Group as outlined in Sections 7 and 8 respectively of this Prospectus;
- (iii) our Group's competitive strengths and strategies as outlined in Section 8 of this Prospectus;
- (iv) our forecast net EPS of 19.71 sen computed based on consolidated full year forecast PAT of RM157.68 million for the financial year ending 31 January 2008 and the enlarged issued and paid-up share capital of 800,000,000 Shares in issue upon Listing; and
- (v) our proforma consolidated NTA per Share of RM1.91 as at 31 July 2007, computed based on our proforma net assets of RM1,529.39 million divided by the 800,000,000 Shares in issue upon Listing.

The Final IPO Price will be determined after the Institutional Price is fixed on the Price Determination Date, and will be the lower of:

- (i) IPO Price of RM2.65 per Share; and
- (ii) 95% of the Institutional Price;

subject to rounding adjustments.

In the event that the Final IPO Price is lower than the IPO Price, the difference will be refunded to the successful applicants, without any interest thereon. The refund in the form of a cheque will be despatched to the successful applicants at their own risks.