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Hap Seng Consolidated Berhad (26877-W)

PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS**

AND

PART B

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

The above proposed resolutions will be tabled as special business at Hap Seng Consolidated Berhad's 43rd annual general meeting (“AGM”) to be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Thursday, 30 May 2019 at 10am (or the adjournment thereof). The notice of AGM and the form of proxy, are set out in the annual report 2018 of the Company, which is issued together with this Circular/Statement.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to vote on his/her stead. In such event, the completed proxy form must be lodged at the registered office of the Company at 21st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur no later than 48 hours before the appointed time for holding of the AGM (or the adjournment thereof). Accordingly, the last day and time for lodging the proxy form is 28 May 2019 at 10am (or the adjournment thereof). However, lodging of the proxy form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

This Circular/Statement is dated 30 April 2019

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PART A

**CIRCULAR TO SHAREHOLDERS OF THE COMPANY
IN RELATION TO THE
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS**

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout Part A of this Circular/Statement:

Act	:	Companies Act 2016
AGM	:	43 rd annual general meeting of the Company
Annual Report 2018	:	Annual report of HSCB issued for the financial year ended 31 December 2018
Board	:	Board of Directors of the Company
Bursa Securities	:	Bursa Malaysia Securities Berhad (635998-W)
CIC	:	Corporated International Consultant
Circular/Statement	:	This circular/statement issued by HSCB to its shareholders dated 30 April 2019
Director(s)	:	Shall have the meaning given in section 2(1) of the Capital Markets and Services Act 2007 and for purpose of the Proposed Shareholders' Mandate, the expression shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company or a chief executive of the Company, its subsidiary or holding company
Gek Poh	:	Gek Poh (Holdings) Sdn Bhd (20706-X)
Gek Poh Group	:	Gek Poh and its subsidiaries
HSCB or Company	:	Hap Seng Consolidated Berhad (26877-W)
HSCB Group or Group	:	HSCB and its subsidiaries
HSCB Share(s) or Share(s)	:	Ordinary share(s) of HSCB
HSIS	:	Hap Seng Insurance Services Sdn Bhd (21774-X), a wholly-owned subsidiary of Gek Poh
Imaspro Corporation	:	Imaspro Corporation Berhad (657527-H)
Imaspro Resources	:	Imaspro Resources Sdn Bhd (100955-M)
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	1 April 2019, being the latest practicable date prior to the printing and despatch of this Circular/Statement
LSH	:	Lei Shing Hong Limited (28253), a company incorporated in Hong Kong
LSH Group	:	LSH and its subsidiaries and associated companies
LSHCL	:	Lei Shing Hong Capital Limited (438542), a company incorporated in Hong Kong and a wholly-owned subsidiary of LSH
LSHI	:	Lei Shing Hong Investment Limited (91301), a company incorporated in Hong Kong and a wholly-owned subsidiary of LSHCL

DEFINITIONS (Cont'd)

Major Shareholder(s)	: A person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation. For purpose of this definition, "interest in shares" has the meaning given in section 8 of the Act. For purpose of the Proposed Shareholders' Mandate, Major Shareholder (as defined above) includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other corporation which is the Company's subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements.
Mandate Period	: The period commencing from and inclusive of 30 May 2019, being the date of the forthcoming AGM and expiring upon the conclusion of the next annual general meeting of the Company; or the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(2) of the Act); or revoked or varied by a resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.
Proposed Shareholders' Mandate	: Proposed renewal of and new shareholders' mandate to be obtained from the shareholders of the Company at the forthcoming AGM pursuant to paragraph 10.09 of the Listing Requirements
Recurrent Related Party Transaction(s)	: Recurrent Transaction(s) which involve(s) the interests, direct and/or indirect, of a Related Party or Related Parties
Recurrent Transaction(s)	: Transaction(s) of a revenue or trading nature and which are necessary for the day-to-day operations of the Group
Registered Office	: 21 st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia
Related Party or Related Parties	: Director(s), Major Shareholder(s) and/or person(s) connected with such Director(s) or Major Shareholder(s)
RM and Sen	: Ringgit Malaysia and Sen respectively, the lawful currency of Malaysia
Samling Strategic	: Samling Strategic Corporation Sdn Bhd (53282-H)
Samling Strategic Group	: Samling Strategic and its subsidiaries and associated companies
Tan Sri Lau	: Tan Sri Datuk Seri Panglima Lau Cho Kun @ Lau Yu Chak

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations. Any reference in Part A of this Circular/Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in Part A of this Circular/Statement shall be reference to Malaysian time, unless otherwise stated.

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Hap Seng Consolidated Berhad (26877-W)**Registered Office:**
21st Floor, Menara Hap Seng
Jalan P. Ramlee
50250 Kuala Lumpur
Malaysia

30 April 2019

Board of Directors

Dato' Jorgen Bornhoft (*Independent Non-Executive Chairman*)
Datuk Edward Lee Ming Foo, JP (*Managing Director*)
Mr. Lee Wee Yong (*Executive Director*)
Ms. Cheah Yee Leng (*Executive Director*)
Datuk Simon Shim Kong Yip, JP (*Non-Independent Non-Executive Director*)
Lt Gen (R) Datuk Abdul Aziz Bin Hasan (*Independent Non-Executive Director*)
Dato' Mohammed Bin Haji Che Hussein (*Independent Non-Executive Director*)
Mr. Leow Ming Fong @ Leow Min Fong (*Independent Non-Executive Director*)
Dato' Wan Mohd Fadzmi Bin Che Wan Othman Fadzilah (*Independent Non-Executive Director*)

To: Shareholders of the Company

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS**1. INTRODUCTION**

The Company had at the annual general meeting held on 30 May 2018 obtained a general mandate from the shareholders which authorised the HSCB Group to enter into Recurrent Related Party Transactions, based on information set out in the circular to shareholders dated 30 April 2018 ("Circular 2018"). This mandate shall lapse upon conclusion of the forthcoming AGM to be convened on 30 May 2019, unless otherwise renewed.

The Company has on 12 April 2019 announced to Bursa Securities of its intention to seek a renewal of the existing mandate as well as to seek a new mandate from the shareholders to enable the HSCB Group to enter into Recurrent Related Party Transactions at any time during the Mandate Period ("Proposed Shareholders' Mandate").

Part A of this Circular/Statement is to provide shareholders with the relevant information on the Proposed Shareholders' Mandate, to set out the Board's recommendation thereof and to seek shareholders' approval on ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

2. PROPOSED SHAREHOLDERS' MANDATE

2.1 Principal business activities of the HSCB Group

As at LPD, the principal activity of the Company was investment holding and the principal activities of its subsidiaries are as follows:

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
Hap Seng Plantations Holdings Berhad	Malaysia	53.04	Investment holding
Hap Seng Land Sdn Bhd	Malaysia	100	Property development and investment holding
Hap Seng Credit Sdn Bhd	Malaysia	80	Provision of financial services
Sunrise Addition Sdn Bhd	Malaysia	100	Investment holding
HSC International Limited	Labuan, Malaysia	100	Investment holding
Hap Seng Auto Sdn Bhd	Malaysia	100	Trading in motor vehicles and spare parts, servicing of motor vehicles and investment holding
Hap Seng Fertilizers Sdn Bhd	Malaysia	100	Trading and distribution of fertilizers and agro-chemicals
Macro Arch (M) Sdn Bhd	Malaysia	100	Investment holding
Palms Edge (M) Sdn Bhd	Malaysia	100	Investment holding
Hap Seng Building Materials Holdings Sdn Bhd	Malaysia	100	Investment holding
Hap Seng Trading Holdings Sdn Bhd	Malaysia	100	Investment holding
Hap Seng Management Sdn Bhd	Malaysia	100	Centralised treasury management function
Hap Seng Investment Holdings Pte Ltd	Singapore	100	Investment holding
Hap Seng Management Services Sdn Bhd	Malaysia	100	Provision of management services
Hap Seng Equity Sdn Bhd	Malaysia	100	Trading in marketable securities
Sasco Company Ltd	British Virgin Islands	100	Investment holding
Malaysian Mosaics Sdn Bhd	Malaysia	100	Investment holding, manufacture and sale of porcelain and ceramic tiles
<u>Subsidiaries of Hap Seng Plantations Holdings Berhad:</u>			
Jeroco Plantations Sdn Bhd	Malaysia	100	Cultivation of oil palm and processing of fresh fruit bunches

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
<u>Subsidiaries of Hap Seng Plantations Holdings Berhad (continued):</u>			
Hap Seng Plantations (River Estates) Sdn Bhd	Malaysia	100	Cultivation of oil palm, processing of fresh fruit bunches and investment holding
Hap Seng Plantations (Kota Marudu) Sdn Bhd	Malaysia	100	Cultivation of oil palm
Pelipikan Plantation Sdn Bhd	Malaysia	100	Cultivation of oil palm
Hap Seng Edible Oils Sdn Bhd	Malaysia	100	Dormant
<u>Subsidiaries of Hap Seng Plantations (River Estates) Sdn Bhd:</u>			
Hap Seng Plantations (Wecan) Sdn Bhd	Malaysia	100	Cultivation of oil palm
Hap Seng Plantations (Tampilit) Sdn Bhd	Malaysia	100	Cultivation of oil palm
Hap Seng Plantations (Ladang Kawa) Sdn Bhd	Malaysia	100	Cultivation of oil palm
<u>Subsidiaries of Hap Seng Land Sdn Bhd:</u>			
Hap Seng Land Development Sdn Bhd	Malaysia	100	Investment holding
Hap Seng Realty Sdn Bhd	Malaysia	100	Property investment and investment holding
Hap Seng Land Services Sdn Bhd (formerly known as Fresh Green Planet Sdn Bhd)	Malaysia	100	Provision of management services
<u>Subsidiaries of Hap Seng Land Development Sdn Bhd:</u>			
Hap Seng Properties Development Sdn Bhd	Malaysia	100	Property development and investment holding
Hap Seng Land Development (Kluang) Sdn Bhd	Malaysia	100	Property development
Hap Seng Land Development (Puchong) Sdn Bhd	Malaysia	100	Property development and construction
Hap Seng Land Development (JTR) Sdn Bhd	Malaysia	100	Property development
Hap Seng Land Development (Jesselton Hill) Sdn Bhd	Malaysia	100	Property development
Hap Seng Land Development (PJ) Sdn Bhd	Malaysia	100	Property development
Richmore Development Sdn Bhd	Malaysia	100	Property development
Pacific Emerald Properties Sdn Bhd	Malaysia	100	Provision of management services
Hap Seng Properties Services (Sabah) Sdn Bhd	Malaysia	100	Property management and property maintenance

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
<u>Subsidiaries of Hap Seng Land Development Sdn Bhd (continued):</u>			
Euro-Asia Brand Holding Company Sdn Bhd	Malaysia	100	Property development
Hap Seng Construction Sdn Bhd	Malaysia	100	Construction activities
Sunpoint Resources Sdn Bhd	Malaysia	100	Property development
Positive Tropical Sdn Bhd	Malaysia	100	Construction activities
Positive Harmony Sdn Bhd	Malaysia	100	Construction activities
Hap Seng Land Development (Bangsar) Sdn Bhd	Malaysia	80	Property development
Hap Seng Land Development (Balakong) Sdn Bhd	Malaysia	80	Property development
Hap Seng Land Development (JTR 2) Sdn Bhd	Malaysia	80*	Property development *40.02% equity interest is held by Hap Seng Land Development Sdn Bhd whilst the other 39.98% is held by the Company
Hap Seng Land Development And JCA Sdn Bhd	Malaysia	60	Property development
KL Midtown Sdn Bhd (formerly known as Golden Suncity Sdn Bhd)	Malaysia	70	Property development
<u>Subsidiaries of Hap Seng Properties Development Sdn Bhd:</u>			
Hap Seng Commercial Development Sdn Bhd	Malaysia	100	Property development
Hap Seng Land Development (KK) Sdn Bhd	Malaysia	100	Property development
<u>Subsidiaries of Hap Seng Realty Sdn Bhd:</u>			
Menara Hap Seng Sdn Bhd	Malaysia	100	Property investment
Hap Seng Realty (Autohaus) Sdn Bhd	Malaysia	100	Property investment
Hap Seng Property Investment Sdn Bhd	Malaysia	100	Property investment
Hap Seng Realty (Auto) Sdn Bhd	Malaysia	100	Property investment
Hap Seng Realty (KK I) Sdn Bhd	Malaysia	100	Property investment
Prosperity Projections Sdn Bhd	Malaysia	100	Property investment
Lakaran Warisan Sdn Bhd	Malaysia	100	Property investment
Hap Seng Leisure Sdn Bhd	Malaysia	100	Providing recreational facilities and services
Hap Seng Realty (KL City) Sdn Bhd	Malaysia	100	Investment holding
Sunhill Ventures Sdn Bhd	Malaysia	100	Investment in hotel development and operation

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
<u>Subsidiaries of Hap Seng Realty Sdn Bhd (continued):</u>			
Desa Alam Mewah Sdn Bhd	Malaysia	80	Property investment
<u>Subsidiary of Sunrise Addition Sdn Bhd:</u>			
Hap Seng Automotive Acceptance Sdn Bhd	Malaysia	100	Provision of financial services and operating leasing of vehicles
<u>Subsidiaries of HSC International Limited:</u>			
HSC Manchester Holding Limited	Labuan, Malaysia	100	Investment holding
HSC Birmingham Holding Limited	Labuan, Malaysia	100	Investment holding
HSC Melbourne Holding Pte Ltd	Singapore	100	Investment holding
HSC Brisbane Holding Pte Ltd	Singapore	100	Investment holding
<u>Subsidiary of HSC Manchester Holding Limited:</u>			
HS Credit (Manchester) Ltd	United Kingdom	100	Dormant
<u>Subsidiary of HSC Birmingham Holding Limited:</u>			
HS Credit (Birmingham) Ltd	United Kingdom	100	Dormant
<u>Subsidiary of HSC Melbourne Holding Pte Ltd:</u>			
HS Credit (Melbourne) Pty Ltd	Australia	100	Provision of financial services
<u>Subsidiary of HSC Brisbane Holding Pte Ltd:</u>			
HS Credit (Brisbane) Pty Ltd	Australia	100	Dormant
<u>Subsidiaries of Hap Seng Auto Sdn Bhd:</u>			
Hap Seng Star Sdn Bhd	Malaysia	100	Trading in motor vehicles, spare parts and servicing of motor vehicles
SKI Segar Sdn Bhd	Malaysia	100	Trading in motor vehicles
Hap Seng CarFleet Sdn Bhd	Malaysia	100	Dormant
Hap Seng Trucks Distribution Sdn Bhd	Malaysia	100	Wholesale, distribution of trucks and vans and sales of respective spare parts including importation and assembly
Hap Seng Trucks Sdn Bhd (formerly known as Super8 Capital Sdn Bhd)	Malaysia	100	Dealing in commercial vehicles, spare parts and servicing of commercial vehicles

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
<u>Subsidiary of Hap Seng Fertilizers Sdn Bhd:</u>			
Hap Seng Chemicals Sdn Bhd	Malaysia	70	Manufacture and sale of agro-chemicals
<u>Subsidiary of Macro Arch (M) Sdn Bhd:</u>			
PT. Sasco Indonesia	Indonesia	100*	Trading and distribution of fertilizers *90% equity interest is held by Macro Arch (M) Sdn Bhd whilst the remaining 10% is held by Palms Edge (M) Sdn Bhd
<u>Subsidiary of Sasco Company Ltd:</u>			
Sasco (China) Co., Ltd	People's Republic of China	100	Trading of plywood and wholesale, import and export of fertilizers
<u>Subsidiaries of Hap Seng Building Materials Holdings Sdn Bhd:</u>			
Hap Seng Building Materials Sdn Bhd	Malaysia	100	Operation of stone quarries and asphalt plants, manufacture and trading of bricks
Hap Seng Clay Products Sdn Bhd	Malaysia	100	Manufacture and trading of clay products
Hap Seng Building Materials Marketing Pte Ltd	Singapore	100	Trading in building materials
Hap Seng Seri Alam Sdn Bhd	Malaysia	70	Operation of stone quarry
<u>Subsidiary of Hap Seng Clay Products Sdn Bhd:</u>			
Kao Fu Bricks Sdn Bhd	Malaysia	100	In liquidation
<u>Subsidiaries of Hap Seng Trading Holdings Sdn Bhd:</u>			
Hap Seng Trading (BM) Sdn Bhd	Malaysia	100	Trading in building materials
Hap Seng (Oil & Transport) Sdn Bhd	Malaysia	100	Trading in petroleum products
<u>Subsidiary of Hap Seng Investment Holdings Pte Ltd:</u>			
Hafary Holdings Limited	Singapore	50.82	Investment holding
<u>Subsidiary of Hafary Holdings Limited:</u>			
Hafary Pte Ltd	Singapore	100	Importer and dealer of building materials
<u>Subsidiaries of Hafary Pte Ltd:</u>			
Surface Project Pte Ltd	Singapore	70	Distribution and wholesale of building materials
Surface Stone Pte Ltd	Singapore	90	Dealer of stones for home furnishing

Name of Company	Country of Incorporation	Equity Interest held (%)	Principal Activities
<u>Subsidiaries of Hafary Pte Ltd (continued):</u>			
Wood Culture Pte Ltd	Singapore	100	Dealer of wood for home furnishing
Hafary Centre Pte Ltd	Singapore	100	Investment holding
Hafary Vietnam Pte Ltd	Singapore	100	Investment holding
Hafary International Pte Ltd	Singapore	100	Importing and distribution of building materials
Hafary Trademarks Pte Ltd	Singapore	100	Intellectual property holding and management
Marble Trends Pte Ltd	Singapore	100	Dealer of stones for home furnishing
Hafary Building Materials Pte Ltd	Singapore	100	Investment holding
World Furnishing Hub Pte Ltd	Singapore	46	Investment holding
Gres Universal Pte Ltd	Singapore	56	Distribution and wholesale of building materials
Hafary Balestier Showroom Pte Ltd	Singapore	51	Investment holding
Hafary W+S Pte Ltd	Singapore	100	Storage and warehousing of furniture and related products
<u>Subsidiary of Hafary International Pte Ltd:</u>			
Foshan Hafary Trading Co., Limited	People's Republic of China	100	Importing, exporting and distribution of building materials
<u>Subsidiaries of Malaysian Mosaics Sdn Bhd:</u>			
MML Marketing Sdn Bhd	Malaysia	100	Dormant
MMSB2 Factory Sdn Bhd (formerly known as Empire Addition Sdn Bhd)	Malaysia	100	Manufacture and sale of porcelain and ceramic tiles
MML Marketing Pte Ltd	Singapore	100	Trading and distribution of porcelain and ceramic tiles
MML (Shanghai) Trading Co., Ltd	People's Republic of China	100	Trading and distribution of porcelain and ceramic tiles
PT. MML Ceramic Indonesia	Indonesia	100*	Trading and distribution of porcelain and ceramic tiles *90% equity interest is held by Malaysian Mosaics Sdn Bhd whilst the remaining 10% is held by MML Marketing Sdn Bhd
MML Ceramic (Thailand) Co., Ltd	Thailand	100*	Dormant *99.8% equity interest is held by Malaysian Mosaics Sdn Bhd whilst the remaining 0.2% is held by MML Marketing Sdn Bhd and MML Marketing Pte Ltd equally of 0.1% respectively

2.2 Class and nature of the Recurrent Related Party Transactions for the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will apply to the Recurrent Related Party Transactions expected to be entered into by the HSCB Group with certain degree of frequency during the Mandate Period. Set out below are details of the Recurrent Related Party Transactions:

No.	Type of Transactions	Transacting Parties	Basis ⁽ⁱⁱⁱ⁾	Estimated value set out in Circular 2018 (RM'000)	Actual value transacted from 30 May 2018 to LPD (RM'000)	*New estimated value (RM'000)
REVENUE						
1	Rental of office space	Gek Poh Group ^{2.4(a)}	Agreement	^{(i)(a)} 180	148	^{(i)(a)} 180
2	Sales of motor vehicles, net of trade-in	Gek Poh Group ^{2.4(a)}	Forecast	1,100	781	940
3	Handling fees	Gek Poh Group ^{2.4(a)}	Forecast	1,500	1,211	1,600
4	Rental of office space and showrooms	LSH Group ^{2.4(b)}	Agreement	^{(i)(b)} 590	521	^{(i)(b)} 650
5	Management fees ^{(ii) @}	LSH Group ^{2.4(b)}	Agreement/ Forecast	920	387	-
6	Project management, marketing and construction services	LSH Group ^{2.4(b)}	Forecast	577,500	99,096	550,000
7	Rental of motor vehicles	LSH Group ^{2.4(b)}	Forecast	1,000	934	1,100
8	Sales of motor vehicles, spare parts and servicing of motor vehicles	LSH Group ^{2.4(b)}	Forecast	2,400	108	2,200
9	Sales of used commercial vehicles	LSH Group ^{2.4(b)}	Forecast	2,300	331	3,600
10	Sales of tiles, furnishings and fittings	LSH Group ^{2.4(b)}	Forecast	229,300	24,816	36,200
11	Administration fees	LSH Group ^{2.4(b)}	Agreement	130	107	130
12	Sales of commercial vehicles and spare parts [#]	LSH Group ^{2.4(b)}	Forecast	-	-	51,600
13	Sales of motor vehicles, spare parts and servicing of motor vehicles	Samling Strategic Group ^{2.4(c)}	Forecast	5,100	7	970

No.	Type of Transactions	Transacting Parties	Basis ⁽ⁱⁱⁱ⁾	Estimated value set out in Circular 2018 (RM'000)	Actual value transacted from 30 May 2018 to LPD (RM'000)	*New estimated value (RM'000)
REVENUE						
14	Sales of agricultural fertilizers and chemicals	Samling Strategic Group ^{2.4(c)}	Forecast	23,900	22,225	37,300
15	Sales of petroleum products (i.e. petrol, diesel and lubricants)	Samling Strategic Group ^{2.4(c)}	Forecast	1,800	▲ 2,687	3,200
			TOTAL	847,720	153,359	689,670

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No.	Type of Transactions	Transacting Parties	Basis ⁽ⁱⁱⁱ⁾	Estimated value set out in Circular 2018 (RM'000)	Actual value transacted from 30 May 2018 to LPD (RM'000)	*New estimated value (RM'000)
EXPENDITURE						
1	Purchase of insurance policies	Gek Poh Group ^{2.4(a)}	Forecast	19,200	6,998	17,200
2	Handling charges	Gek Poh Group ^{2.4(a)}	Forecast	1,100	926	1,200
3	Purchase of agricultural fertilizers and chemicals @	LSH Group ^{2.4(b)}	Forecast	10,000	-	-
4	Rental of warehouses and showrooms	LSH Group ^{2.4(b)}	Agreement	^{(i)(c)} 4,000	3,309	^{(i)(c)} 3,400
5	Purchase of motor vehicles, spare parts and servicing of motor vehicles	LSH Group ^{2.4(b)}	Forecast	52,300	8,475	72,000
6	Rental of office space	LSH Group ^{2.4(b)}	Agreement	^{(i)(d)} 1,200	956	^{(i)(d), (i)(e)} 1,200
7	Rental of land and building	LSH Group ^{2.4(b)}	Agreement	^{(i)(f)} 7,200	6,075	^{(i)(f), (i)(g)} 7,500
8	Administration charges	LSH Group ^{2.4(b)}	Forecast	230	97	220
9	Quarry tribute #	LSH Group ^{2.4(b)}	Forecast	-	-	1,800
10	Professional fees on project consultancy services	CIC ^{2.4(d)}	Forecast	8,400	3,392	8,500
11	Legal Fees	Shim Pang & Co ^{2.4(e)}	Forecast	2,000	717	1,000
12	Purchase of raw materials for glyphosate plant	Imaspro Resources ^{2.4(f)}	Forecast	400	-	400
TOTAL				106,030	30,945	114,420

Notes:

- * *The New Estimated Value during the Mandate Period may vary and is subject to changes.*
 - @ *The Company is not seeking renewal of shareholders' mandate for this item.*
 - # *New Recurrent Transactions/New Transacting Parties not covered in the previous general mandate.*
 - ▲ *As at the LPD, the transacted value of these Recurrent Related Party Transactions exceeded the estimated value set out in the Circular 2018 by 49% due to unexpected sales orders from the transacting parties. However, the Company was not required to make any immediate announcement to Bursa Malaysia on the said excess as the aggregate actual value of all the Recurrent Related Party Transactions with the same related party did not exceed the aggregate estimated value in respect thereof as set out in the Circular 2018.*
- (i) *Details on the location, approximate area and lease period of the property rented to/from the Related Parties:-*
- (a) *Office at 18th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, comprising an approximate area of 2,488 sq. ft. at RM14,928 per month for a lease period of 3 years with effect from 29 October 2016.*
 - (b)
 - 1) *Office at No. 2778, 2nd Floor, Jalan Chain Ferry, Taman Inderawasih, 13600 Prai, Penang, comprising one (2018:five) cubicle at RM300 (2018:RM1,500) per month for a lease period of 1 year with effect from 1 March 2018 and renewed for another 1 year. ***
 - 2) *Office at 14th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, comprising an approximate area of 1,899 sq.ft. at RM12,343.50 per month for a lease period of 3 years with effect from 1 August 2017.*
 - 3) *Office at 14th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, comprising an approximate area of 1,480 sq.ft. at RM9,620 per month for a lease period of 3 years with effect from 1 August 2017.*
 - 4) *Office at 6th Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur, comprising an approximate area of 1,582 sq.ft. (2018:582 sq.ft.) at RM10,283 (2018:RM3,783) per month for a lease period of 3 years with effect from 1 February 2018.*
 - 5) *Showroom at Lot 198, Ground Floor, Section 64, KTLD at Jalan Datuk Abang Abdul Rahim, Kuching, comprising an approximate area of 9,404 sq.ft. at RM21,881 per month for a lease period of 3 years with effect from 1 April 2017.*
 - (c)
 - 1) *Timber Shed No. 7, Hap Seng Dockyard, Mile 1½, Jalan Tg. Batu Laut, Tawau, comprising an approximate area of 14,400 sq.ft. at RM4,320 per month for a lease period of 2 years with effect from 1 December 2018.*
 - 2) *Timber Shed No. 10-15, Hap Seng Dockyard, Mile 1½, Jalan Tg. Batu Laut, Tawau, comprising an approximate area of 120,600 sq.ft. at RM42,210 per month for a lease period of 2 years with effect from 1 April 2019.*
 - 3) *Timber Shed No. 20, Hap Seng Dockyard, Mile 1½, Jalan Tg. Batu Laut, Tawau, comprising an approximate area of 21,600 sq.ft. at RM6,480 per month on a month to month basis.*
 - 4) *Warehouses at KM 2.5, Jalan Kastam Baru, Lahad Datu, comprising an approximate area of 290,875 sq.ft. at RM136,095 (2018:RM152,744) per month for a lease period of 2 years with effect from 1 April 2019.*
 - 5) *Warehouses at Jalan Batu Sapi, Sandakan, comprising an approximate area of 193,697 sq.ft. at RM75,500 (2018:RM105,691) per month for a lease period of 2 years with effect from 1 April 2019.*
 - 6) *Warehouses at Mile 5 ½ Jalan Tuaran, Inanam, KK, comprising an approximate area of 4,500 sq.ft. at RM4,000 per month for a lease period of 2 years with effect from 1 January 2018.*

- 7) *Showroom at Lot 6, Mile 10, Apas Road, District of Tawau, comprising an approximate area of 5,420 sq.ft. at RM7,500 per month for a lease period of 2 years with effect from 1 October 2018.*
 - 8) *Showroom at Lot 7, Mile 10, Apas Road, District of Tawau, comprising an approximate area of 5,192 sq.ft. at RM7,500 per month for a lease period of 2 years with effect from 1 January 2019.*
- (d)
- 1) *Office at Ground Floor of a 2-storey building at Mile 5 ½ Jalan Tuaran, Inanam, KK, comprising an approximate area of 30,240 sq.ft. at RM33,472 per month for a lease period of 2 years with effect from 1 February 2018.*
 - 2) *Office at Lot 8 - 10, Mile 10, Apas Road, Sin Onn Tiku, Tawau, comprising an approximate area of 15,804 sq.ft. at RM23,500 per month for a lease period of 2 years with effect from 1 October 2018.*
 - 3) *Office at 5/F, 989 Hu Qing Ping Road, Min Hang District, Shanghai 201105, People's Republic of China comprising an approximate area of 2,862 sq.ft. at RM18,537 (2018:RM18,966) per month for a lease period of 2 years with effect from 1 March 2018.*
 - 4) *Office at 5/F, 989 Hu Qing Ping Road, Min Hang District, Shanghai 201105, People's Republic of China comprising an approximate area of 4,013 sq.ft. at RM22,614 (2018:RM23,138) per month for a lease period of 2 years with effect from 1 March 2018.*
- (e)
- 1) *Office at Part H, 10-3, Ground Floor, No.285, Gangao Road, China (Shanghai) Pilot Free Trade Zone 200131, People's Republic of China, comprising one cubicle at RM230 per month for a lease period of 3 years with effect from 1 June 2017.*
 - 2) *Office at No. 21, Jalan Industri Semambu 1, 25300 Kuantan, Pahang, comprising one room at RM300 per month for a lease period of 1 year with effect from 1 March 2019.*
- (f)
- 1) *Land and building at Kluang, Johor, comprising an approximate area of 12.1406 hectares and actual surveyed area of 12.06 hectares at RM337,949 per month for a lease period of 10 years with effect from 25 October 2017.*
 - 2) *Land at KM 5, Jalan Tanjung Batu Laut, Tawau, comprising an approximate area of 317,557 sq.ft. at RM33,020 (2018:RM31,750) per month for a lease period of 2 years with effect from 14 January 2019.*
 - 3) *Land at KM 2.5 Jalan Kastam Baru, Lahad Datu, comprising an approximate area of 56,812 sq.ft. at RM8,840 (2018:RM8,500) per month for a lease period of 2 years with effect from 14 January 2019.*
 - 4) *Land at Mile 15, Tuaran Road, District of Tuaran, comprising an approximate area of 22.705 acres at RM68,115 per month for a lease period of 10 years with effect from 1 March 2018.*
 - 5) *Land at Batu 13¼, Jalan Sungai Besi, Bandar Cheras, Selangor, comprising an approximate area of 36,845 sq.ft. at RM33,580 per month for a lease period of 1 year with effect from 1 January 2019.*
 - 6) *Land at Mile 10, Apas Road, Sin Onn Tiku, Tawau, comprising an approximate area of 315.40 acres at RM25,000 per month for a lease period of 1 year with effect from 1 July 2018.*
 - 7) *Land at Mile 8, Apas Road, Sin Onn Tiku, Tawau, comprising an approximate area of 290.89 acres at RM40,000 per month for a lease period of 1 year with effect from 1 July 2018.*
 - 8) *Land at Tiku Estate, Tawau, comprising an approximate area of 42.33 acres at RM11,000 per month for a lease period of 3 years with effect from 1 January 2017.*
 - 9) *Land at Mile 1, Jalan Kuhara, Tawau, Sabah, comprising an approximate area of 438,222 sq.ft. at RM43,822 per month for a lease period of 2 years with effect from 1 February 2018.*
- (g) *Land at CL 215463595 Kg. Madsiang, Penampang, comprising an approximate area of 7.79 acres at RM23,370 per month for a lease period of 2 years with effect from 1 June 2018.*

- ** assumed renewal of tenancy agreement at the same rate upon the expiry of existing lease period.
- (ii) This represents the corporate support services rendered namely corporate management, finance, human resource, information technology, internal audit, corporate planning, legal and compliance.
- (iii) Basis for forecasting the Recurrent Transactions during the Mandate Period in the table above is based on historical record and budget of the respective Recurrent Transactions.

2.3 Amount due and owing by the Related Parties pursuant to the Recurrent Related Party Transactions

Set out below is the breakdown of the total amount due and owing by the Related Parties under the Recurrent Related Party Transactions which exceeded the credit terms as at the end of the financial year ended 31 December 2018:

	Outstanding Amount from Related Parties as at 31 December 2018
Exceeded credit term for:	Principal (RM'000)
a period of 1 year or less	24,155
a period of more than 1 to 3 years	-
a period of more than 3 to 5 years	-
a period of more than 5 years	-

No late payment charges were imposed by the HSCB Group on the above outstanding amounts as the balances were pending reconciliation and would be settled as soon as the reconciliation was completed. The management has commenced discussions with the debtors for early settlement of the outstanding amounts and would closely monitor the same. As at the LPD, RM7,817,000 out of the abovementioned RM24,155,000 outstanding amounts had been reconciled and settled. The Board is optimistic that the balance of RM16,338,000 overdue amount is fully recoverable.

2.4 Details of the Related Parties

Interests of the Related Parties in the Recurrent Related Party Transactions set out in section 2.2 above as at LPD are as follows:

(a) Gek Poh Group

Gek Poh is a Major Shareholder of HSCB by virtue of its substantial shareholding in HSCB comprising 54.63% direct shareholding and 6.20% indirect shareholding via HSIS.

(b) LSH Group

LSH is deemed a Major Shareholder of HSCB by virtue of its 13.08% shareholding in HSCB via LSHI, a wholly-owned subsidiary of LSHCL, which in turn is the wholly-owned subsidiary of LSH.

(c) Samling Strategic

Tan Sri Lau is deemed a Major Shareholder of HSCB by virtue of his 56% direct shareholding in Gek Poh. Gek Poh has an aggregate shareholding of 60.83% in HSCB, comprising 54.63% direct shareholding and 6.20% indirect shareholding via HSIS. His daughter, Ms. Lau Soo Lui, a person connected with Tan Sri Lau has a deemed 39.60% interest in Samling Strategic.

(d) CIC

Mr. Chiew Kim Hua, a partner in CIC, is the husband of Ms. Helen Lee Yun Oi, the sister of Datuk Edward Lee Ming Foo, the managing director of the Company. Hence, Mr. Chiew Kim Hua and Ms. Helen Lee Yun Oi are deemed persons connected with Datuk Edward Lee Ming Foo.

(e) Messrs Shim Pang & Co

Datuk Simon Shim Kong Yip is a non-independent non-executive director of the Company, he is deemed interested in the Recurrent Transactions by virtue of his interest as a managing partner of Messrs Shim Pang & Co.

(f) Imaspro Resources

Mr. Tong Chin Hen is a director of Hap Seng Chemicals Sdn Bhd, a 70%-owned subsidiary of HSCB. He is the managing director and deemed major shareholder of Imaspro Corporation, a holding company of Imaspro Resources by virtue of his substantial shareholding in Imaspro Corporation comprising 2.94% direct shareholding and 42.43% indirect shareholding via Swiss Revenue Sdn Bhd.

2.5 Rationale for the Recurrent Related Party Transactions

The Recurrent Related Party Transactions which are to be entered into by the HSCB Group are in the ordinary course of its business. The Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. It is envisaged that in the ordinary course of the business of HSCB Group, the transactions between companies in the HSCB Group and the Related Parties are likely to occur with certain degree of frequency and it may be impractical to make the requisite announcement to the Bursa Securities or to seek shareholders' approval on a case-to-case basis before entering into such Recurrent Related Party Transactions.

With the Proposed Shareholders' Mandate in place, the Company would not be required to make the requisite announcement to the Bursa Securities or to convene separate general meetings to seek shareholders' approval as and when the Recurrent Related Party Transactions occur. This would substantially reduce administrative time, inconvenience and expenses associated with the release of such announcements or the convening of such meetings on an ad-hoc basis, and allow manpower resources and time to be channeled towards attaining corporate objectives.

Hence, the Board is seeking approval from the shareholders on the Proposed Shareholders' Mandate for the respective Recurrent Related Party Transactions as described in section 2.2 above.

2.6 Benefits of the Recurrent Related Party Transactions

Generally, the Recurrent Related Party Transactions provide the HSCB Group with an effective network of support to its operational needs which will enhance the overall business efficacy and effectiveness of the HSCB Group. The support and close working relationships between the HSCB Group and the Related Parties allow the HSCB Group to be more competitive in their core businesses. This is largely contributed by the familiarity and experience of the Related Parties in the requirements of the HSCB Group's operations as they have been reliable suppliers, customers, business associates and/or advisers for many years.

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2.7 Methods or procedures for determining prices of Recurrent Related Party Transactions

Generally, the prices, terms and conditions of the Recurrent Related Party Transactions are based on market rates, the availability of the amount/resources to be transacted and negotiated on a *willing-buyer willing-seller* basis.

Where practical and feasible, quotations and tenders will be obtained from third parties to ascertain appropriate prices. As such, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparisons, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

Where it is impractical or impossible for quotations and/or tenders to be obtained from unrelated third parties, or where there have not been any similar or substantially similar transactions between the HSCB Group and the unrelated third parties, the price and terms of the Recurrent Related Party Transactions for the products/services will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favourable to the Related Parties than those generally available to the public and are not detrimental to the HSCB Group.

The following internal review procedures have been established to ensure that the Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders:

- (i) A list of the Related Parties mandated pursuant to the Proposed Shareholders' Mandate will be circulated within the HSCB Group;
- (ii) A register has been created and will be maintained by the HSCB Group to capture notifications of all Recurrent Related Party Transactions which are entered into;
- (iii) The shareholding interests of the Related Parties will be monitored continuously. Any changes in the shareholdings of the Related Parties will be duly notified to the respective subsidiary companies;
- (iv) A register will be kept by the Company to keep track of the appointment of Directors within the HSCB Group and the Major Shareholders of the HSCB Group. Additionally, the register will serve to capture the immediate disclosure required from the Directors of the subsidiaries of the Company on any interests in a corporation/partnership which transacts or is expected to transact with the HSCB Group.
- (v) The respective management team of the subsidiaries are required to update the Company on a quarterly basis on the Recurrent Related Party Transactions which will be reviewed by the management of the HSCB Group; and
- (vi) The internal audit plan of HSCB Group shall include a critical review of the Recurrent Related Party Transactions entered into pursuant to the Proposed Shareholders' Mandate to ensure that they are transacted on terms and conditions which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders in the light of the circumstances concerned. The Board and the Audit Committee shall review the internal audit reports to ascertain that the review procedures established to monitor the Recurrent Related Party Transactions have been complied with.

2.8 Conditions and the disclosure of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate is subject to annual renewal and shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company at which time the said mandate shall lapse, unless renewed by a resolution passed at the annual general meeting; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier.

The Company will disclose in its annual report the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year which requires a breakdown, amongst others, based on the following information:

- (a) the type of the Recurrent Related Party Transactions made; and
- (b) the names of the Related Parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company.

2.9 Thresholds of Authority

Approving authority for the Recurrent Related Party Transactions is reviewed by the Board from time to time and set out below are the thresholds of authority as at the LPD:

APPROVING LIMIT	APPROVING AUTHORITY										
1. Without limit	Approval by any one of the Audit Committee members										
2. ≤ RM5.0 million for each transaction	Approval by any two of the following: <ul style="list-style-type: none">(i) Managing Director(ii) Executive Director(iii) Finance Director(iv) Chief Executive										
3. ≤ RM1.0 million for each transaction	Approval by one from Group One and one from Group Two <table border="1" style="margin-left: auto; margin-right: auto;"><thead><tr><th style="text-align: center;">Group One</th><th style="text-align: center;">Group Two</th></tr></thead><tbody><tr><td>(i) Managing Director</td><td>(i) Operation Director</td></tr><tr><td>(ii) Executive Director</td><td>(ii) General Manager</td></tr><tr><td>(iii) Finance Director</td><td>(iii) Financial Controller</td></tr><tr><td>(iv) Chief Executive</td><td></td></tr></tbody></table>	Group One	Group Two	(i) Managing Director	(i) Operation Director	(ii) Executive Director	(ii) General Manager	(iii) Finance Director	(iii) Financial Controller	(iv) Chief Executive	
Group One	Group Two										
(i) Managing Director	(i) Operation Director										
(ii) Executive Director	(ii) General Manager										
(iii) Finance Director	(iii) Financial Controller										
(iv) Chief Executive											

Where any Director has interest, direct or indirect, in any Recurrent Related Party Transactions, such Director shall abstain from deliberation and voting on such transactions.

The aforesaid thresholds of authority shall remain in force until otherwise revoked or varied by the Board.

2.10 Statement by the Audit Committee

The Audit Committee of the Company has seen and reviewed the procedures mentioned in section 2.7 above and is satisfied that the procedures are sufficient to ensure that the Recurrent Related Party Transactions are conducted at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The HSCB Group has in place adequate procedures and processes to monitor, track and identify Recurrent Related Party Transactions in a timely and orderly manner, which these procedures and processes are reviewed on a quarterly basis by the Audit Committee.

3. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSON CONNECTED TO THEM

Save as disclosed below, none of the other Directors, Major Shareholders and/or persons connected with a Director or Major Shareholder have any interests, direct and/or indirect, in the Proposed Shareholders' Mandate:

- (a) The direct and/or indirect interests of the interested Major Shareholders of HSCB based on the register of substantial shareholders as at LPD are as follows:

Interested Major Shareholders	Shareholdings in HSCB			
	No. of HSCB Shares			
	Direct	%#	Indirect	%#
Tan Sri Lau ⁽¹⁾	-	-	1,840,134,782 ⁽²⁾	73.91
Gek Poh	1,360,094,542	54.63	154,364,580 ⁽³⁾	6.20
HSIS	154,364,580	6.20	-	-
LSH	-	-	325,675,660 ⁽⁴⁾	13.08
LSHCL	-	-	325,675,660 ⁽⁵⁾	13.08
LSHI	325,675,660	13.08	-	-

Notes:

- # For purpose of computing the percentage shareholding above, the number of HSCB Shares used was 2,489,671,583 which was arrived at after deducting 10,000 treasury shares held by HSCB from its issued share of 2,489,681,583 ordinary shares as at LPD.
- (1) As at LPD, Tan Sri Lau holds 56.00% direct shareholding in Gek Poh and 100.00% direct shareholding in Lead Star Business Limited ("Lead Star"). Lead Star holds 37.68% shareholding in LSH. Accordingly, pursuant to section 8 of the Act, Tan Sri Lau is deemed to have an interest of 50.10% shareholding in LSH comprising 37.68% shareholding held via Lead Star and 12.42% shareholding held via Gek Poh.
- (2) Pursuant to section 8 of the Act, Tan Sri Lau is deemed to have interest in 1,360,094,542 HSCB shares constituting 54.63% shareholding in HSCB held by Gek Poh by virtue of his direct substantial interest in Gek Poh and 154,364,580 HSCB shares constituting 6.20% shareholding in HSCB held by HSIS by virtue of his direct substantial interest in Gek Poh as HSIS is the wholly-owned subsidiary of Gek Poh. Tan Sri Lau is also deemed to have interest in 325,675,660 HSCB shares constituting 13.08% shareholding in HSCB held by LSHI by virtue of his deemed substantial interest in LSH, the holding company of LSHI.
- (3) Pursuant to section 8 of the Act, Gek Poh is deemed to have interest in 154,364,580 HSCB Shares constituting 6.20% shareholding in HSCB held by HSIS.
- (4) Pursuant to section 8 of the Act, LSH is deemed to have interest in 325,675,660 HSCB Shares constituting 13.08% shareholding in HSCB by virtue of LSHCL and LSHI.
- (5) Pursuant to section 8 of the Act, LSHCL is deemed to have interest in 325,675,660 HSCB Shares constituting 13.08% shareholding in HSCB held by LSHI.

(b) Person connected with major shareholder

As stated in section 3(a)(2), Tan Sri Lau is deemed a Major Shareholder of the Company. His daughter, Ms. Lau Soo Lui, a person connected with him, has a deemed 39.60% interest in Samling Strategic. Hence, Tan Sri Lau is deemed interested in the Recurrent Transactions between HSCB Group and Samling Strategic Group.

(c) The direct and/or indirect interests of the interested Directors and persons connected with an interested Directors in the Company as at LPD:

Datuk Edward Lee Ming Foo is the managing director of both HSCB and Gek Poh. Mr. Lee Wee Yong is an executive director of HSCB and a director of Gek Poh. Premised on Datuk Edward Lee Ming Foo and Mr. Lee Wee Yong's common directorships in HSCB and Gek Poh, they are deemed interested in the Recurrent Transactions between HSCB Group and Gek Poh Group. They are also deemed interested in the Recurrent Transactions between the HSCB Group and LSH Group by virtue of Gek Poh being a major shareholder in LSH. Neither Datuk Edward Lee Ming Foo nor Mr. Lee Wee Yong holds any shares, direct and/or indirect, in the Company.

Datuk Simon Shim Kong Yip is a non-independent non-executive director of HSCB and a non-executive director of LSH as well as a managing partner of Messrs Shim Pang & Co. Premised on Datuk Simon Shim Kong Yip's common directorships in HSCB and LSH, and he is a managing partner of Messrs Shim Pang & Co, he is interested in the Recurrent Transactions between the HSCB Group, LSH Group and Messrs Shim Pang & Co. Datuk Simon Shim Kong Yip does not hold any shares, direct and/or indirect, in the Company.

Mr. Chiew Kim Hua, a partner in CIC, is the husband of Ms. Helen Lee Yun Oi, the sister of Datuk Edward Lee Ming Foo, the managing director of the Company. Hence, Mr. Chiew Kim Hua and Ms. Helen Lee Yun Oi are deemed persons connected with Datuk Edward Lee Ming Foo and Datuk Edward Lee Ming Foo is deemed interested in the Recurrent Transactions between the HSCB Group and CIC. Neither Mr. Chiew Kim Hua nor Ms. Helen Lee Yun Oi holds any shares, direct and/or indirect, in the Company.

Mr. Tong Chin Hen is the managing director and deemed major shareholder of Imaspro Resources. Hence, he is deemed interested in the Recurrent Transactions between HSCB Group and Imaspro Resources. Mr. Tong Chin Hen holds 31,000 of HSCB shares.

The interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in HSCB on the resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

The interested Directors have abstained and will continue to abstain from all deliberations and voting at the relevant board of directors meetings and on the resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

Further, the interested Major Shareholders and interested Directors have undertaken that they will also ensure that persons connected with them who have interests in the shares in HSCB will abstain from voting in respect of their direct and/or indirect shareholdings in HSCB on the resolution in relation to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

4. DIRECTORS' RECOMMENDATION

The Board (save for Datuk Edward Lee Ming Foo and Mr. Lee Wee Yong and Datuk Simon Shim Kong Yip who are the interested Directors in relation to the Proposed Shareholders' Mandate and as such, have abstained from expressing an opinion and recommendation in respect thereof), having considered all aspects of the Proposed Shareholders' Mandate and in particular, the rationale and benefits of the Recurrent Related Party Transactions set out in sections 2.5 and 2.6 above, is of the opinion that the Proposed Shareholders' Mandate is in the best interest of the HSCB Group and shareholders.

Accordingly, the Board (save for the interested Directors) recommends that shareholders vote in favour of the ordinary resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

5. AGM

The Proposed Shareholders' Mandate for the Recurrent Related Party Transactions will be subject to the approval of the shareholders at the forthcoming AGM to be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Thursday, 30 May 2019 at 10am (or the adjournment thereof). The extract of the notice of AGM is enclosed with this Circular/Statement as Appendix II.

If you are unable to attend and vote in person at the forthcoming AGM, you should complete the proxy form as enclosed in the Annual Report 2018 in accordance with the instructions therein and lodge the duly completed form at the Registered Office not less than 48 hours before the appointed time for holding the AGM (or any adjournment thereof). However, lodging of the proxy form will not preclude you from attending and voting in person at the forthcoming AGM should you subsequently wish to do so.

6. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I of this Circular/Statement for further information.

Yours faithfully
For and on behalf of the Board
HAP SENG CONSOLIDATED BERHAD

Dato' Jorgen Bornhoft
Independent Non-Executive Chairman

PART B

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

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PART B**SHARE BUY-BACK STATEMENT**

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SHARE BUY-BACK STATEMENT

1. INTRODUCTION

Hap Seng Consolidated Berhad (“HSCB” or the “Company”) had at the annual general meeting held on 30 May 2018, obtained a renewal of authorisation from its shareholders to purchase and/or hold its own shares up to a maximum of 10% of the total number of issued shares of the Company through Bursa Malaysia Securities Berhad (“Bursa Securities”). In accordance with the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”), this authorisation shall lapse upon the conclusion of the 43rd annual general meeting of the Company to be convened on 30 May 2019 (“AGM”), unless otherwise renewed.

The Company has on 12 April 2019 announced to Bursa Securities of its intention to seek a renewal of the authorisation from its shareholders for the Company to purchase and/or hold its own shares up to a maximum of 10% of the Company’s total number of issued shares (“Proposed Renewal of Share Buy-back Authority”).

This statement is to provide the shareholders with the information on the Proposed Renewal of Share Buy-back Authority, to set out the recommendation from the board of directors of the Company (the “Board”) and to seek shareholders’ approval for the ordinary resolution pertaining to the Proposed Renewal of Share Buy-back Authority to be tabled at the forthcoming AGM to be held on 30 May 2019 at 10am (or the adjournment thereof).

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

2.1 The Rationale and Potential Advantage and Disadvantage

The Board is of the opinion that authorising the Company to undertake the purchase of its own shares is in the best interest of the Company. The share buy-backs, if authorised, may stabilise the supply and demand of the Company’s shares and this may have a favourable impact on the share price of the Company. Upon the shares being purchased, the Company could either cancel or retain the shares (all or part thereof) as treasury shares. In the event that the repurchased shares are retained as treasury shares, it will give the Board an option to sell the treasury shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the treasury shares may be distributed as share dividends to shareholders or cancelled as and when the directors deem fit. In addition, the directors of the Company may, at their absolute discretion, be authorised to deal with the treasury shares in any other manner as prescribed by the Companies Act 2016 (the “Act”) and the requirements of Bursa Securities and any other relevant authority for the time being.

The proposed purchase of its own shares is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in-depth consideration of the financial resources of the Company and of the resultant impact on its shareholders.

The proposed purchase of its own shares will, however, reduce the financial resources of the Company and may result in the Company having to forego any good investment opportunities that may emerge in the future and reduce income derived from depositing funds in interest-bearing instruments.

Nevertheless, the Board will be mindful of the interests of both the Company and its shareholders in implementing the proposed purchase of its own shares.

SHARE BUY-BACK STATEMENT

2.2 The Maximum Number or Percentage of Own Shares to be Purchased

The proposed purchase of its own shares must be undertaken by the Company's appointed stockbroker(s). The Company must not purchase its own shares and/or hold any of its own shares as treasury shares if this would result in the aggregate of the shares so purchased and/or held to exceed 10% of its total number of issued shares. As at 1 April 2019, the total number of issued shares of the Company (inclusive of 10,000 treasury shares) was 2,489,681,583 ordinary shares.

The authority from the shareholders for the proposed purchase of its own shares would be effective immediately upon the passing of the ordinary resolution for the Proposed Renewal of Share Buy-back Authority at the AGM and shall continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless is renewed by the passing of a resolution at that meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever occurs first.

2.3 The Amount of Retained Profits, Source of Funds and Cash Flow Impact

The Listing Requirements stipulate that the proposed purchase of its own shares must be made out of retained profits of the listed company.

The Board therefore proposed to allocate a maximum of up to the retained profits of the Company for the purchase of its own shares subject to compliance with section 127 the Act and any other prevailing laws, rules, regulations, order, guidelines and requirements issued by the relevant authorities at the time of the purchase. Based on the Company's latest audited financial statements for the financial year ended 31 December 2018, the audited retained profits of the Company was RM1,679,732,132. The retained profits of the Company in the management account as at 31 March 2019 was RM1,665,459,086.

The proposed purchase of its own shares will be funded through internally generated funds and/or external borrowings, the proportion of which will depend on the quantum of purchase consideration as well as the availability of internally generated funds and external borrowings, and the repayment capabilities of the Company at the time of purchase. In the event that the proposed purchase of its own shares is to be partly and/or wholly financed by external borrowings, the Board is of the opinion that the Company is capable of repaying such borrowings and that such borrowings is not expected to have any material effect on the cash flow of the Company and its subsidiaries ("HSCB Group").

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SHARE BUY-BACK STATEMENT

2.4 Shareholding of Directors and Substantial Shareholders

For purpose of illustration, the effect before and after the proposed purchase of its own shares under the Proposed Renewal of Share Buy-back Authority on the direct and indirect shareholdings of the directors and the substantial shareholders and/or persons connected with the directors and/or substantial shareholders of the Company based on the register of directors' shareholdings and the register of substantial shareholders of the Company respectively as at 1 April 2019 are as follows:

<u>Directors</u>	<-----No. of ordinary shares held in the Company----->							
	<---Before the proposed purchase --->				<--- After the proposed purchase ---> Assuming 10% of the total number of issued shares was purchased and cancelled			
	Direct	%(⁽¹⁾)	Indirect	%(⁽¹⁾)	Direct	%	Indirect	%
Dato' Jorgen Bornhoft	5,000	0.0002	-	-	5,000	0.0002	-	-
Datuk Edward Lee Ming Foo	-	-	-	-	-	-	-	-
Mr Lee Wee Yong	-	-	-	-	-	-	-	-
Ms Cheah Yee Leng	-	-	-	-	-	-	-	-
Datuk Simon Shim Kong Yip	-	-	-	-	-	-	-	-
Lt Gen (R) Datuk Abdul Aziz Bin Hasan	-	-	-	-	-	-	-	-
Dato' Mohammed Bin Haji Che Hussein	20,000	0.0008	-	-	20,000	0.0009	-	-
Mr Leow Ming Fong @ Leow Min Fong	-	-	-	-	-	-	-	-
Dato' Wan Mohd Fadzmi Bin Che Wan Othman Fadzilah	-	-	-	-	-	-	-	-

<u>Substantial shareholders</u>	<-----No. of ordinary shares held in the Company----->							
	<-----Before the proposed purchase ----->				<----- After the proposed purchase -----> Assuming 10% of the total number of issued shares was purchased and cancelled			
	Direct	%(⁽¹⁾)	Indirect	%(⁽¹⁾)	Direct	%	Indirect	%
Gek Poh (Holdings) Sdn Bhd ("Gek Poh")	1,360,094,542	54.63	154,364,580 ⁽²⁾	6.20	1,360,094,542	60.70	154,364,580 ⁽²⁾	6.89
Hap Seng Insurance Services Sdn Bhd ("HSIS")	154,364,580	6.20	-	-	154,364,580	6.89	-	-
Affin Hwang Nominees (Asing) Sdn Bhd Exempt AN for Lei Shing Hong Securities Limited (Clients A/C for Lei Shing Hong Investment Limited ("LSHI"))	325,675,660	13.08	-	-	325,675,660	14.53	-	-
Tan Sri Datuk Seri Panglima Lau Cho Kun @ Lau Yu Chak ("Tan Sri Lau")	-	-	1,840,134,782 ⁽³⁾	73.91	-	-	1,840,134,782	82.12

Notes:

- (1) For purpose of computing the percentage of shareholding above, the number of ordinary shares used was 2,489,671,583 which was arrived at after deducting 10,000 treasury shares held by the Company from its issued shares of 2,489,681,583 ordinary shares as at 1 April 2019.
- (2) Pursuant to section 8 of the Act, Gek Poh is deemed to have interest in 154,364,580 ordinary shares constituting 6.20% shareholding in HSCB held by HSIS, the wholly-owned subsidiary of Gek Poh.

SHARE BUY-BACK STATEMENT

- (3) Pursuant to section 8 of the Act, Tan Sri Lau is deemed to have interest in 1,360,094,542 ordinary shares constituting 54.63% shareholding in HSCB held by Gek Poh by virtue of his direct substantial interest in Gek Poh and 154,364,580 ordinary shares constituting 6.20% shareholding in HSCB held by HSIS by virtue of his direct substantial interest in Gek Poh as HSIS is the wholly-owned subsidiary of Gek Poh. Tan Sri Lau is also deemed to have interest in 325,675,660 HSCB shares constituting 13.08% shareholding in HSCB held by LSHI by virtue of his deemed substantial interest in LSH, the holding company of LSHI.

None of the directors or substantial shareholders and/or persons connected with them have any interest, direct and/or indirect, in the Proposed Renewal of Share Buy-back Authority.

3. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Based on the assumption that the proposed purchase of its own shares under the Proposed Renewal of Share Buy-back Authority is carried out in full, the effects of the proposed purchase of its own shares on the share capital, NA, EPS and working capital of the Company are set out below:

3.1 Share Capital

The effect of the proposed purchase of its own shares under the Proposed Renewal of Share Buy-back Authority on the total number of issued shares of the Company assuming the Company purchased and subsequently cancelled up to 248,968,158 ordinary shares representing 10% of the total number of issued shares of the Company as at 1 April 2019 are as follows:

	No. of Ordinary Shares
Total number of issued shares as at 1 April 2019	2,489,681,583
Less:	
Number of HSCB shares to be cancelled pursuant to the proposed purchase of its own shares of up to 10% of the total number of issued shares as at 1 April 2019	248,968,158
Upon completion of the cancellation of the 248,968,158 ordinary shares purchased	<u>2,240,713,425</u>

However, there will have be no effect on the total number of issued shares of the Company if the shares so purchased are to be retained as treasury shares.

3.2 NA per share and EPS

The NA per share of the Company and the HSCB Group may increase or decrease, depending on the purchase price of the shares to be purchased by the Company. Should the purchase price exceed the existing NA per share, the NA of the remaining shares should decrease accordingly. Conversely, should the purchase price be lower than the existing NA per remaining share, the resultant NA per share should increase accordingly.

Assuming that the shares purchased under the Proposed Renewal of Share Buy-back Authority are cancelled, the Proposed Renewal of Share Buy-back Authority may increase the EPS of the HSCB Group. Similarly, on the assumption that the shares purchased are held as treasury shares and subsequently resold, the extent of the effect on earnings of the HSCB Group will depend on the actual selling price and number of treasury shares resold. In the event the shares purchased are held as treasury shares, the effective reduction in the total number of issued shares of the Company pursuant to the Proposed Renewal of Share Buy-back Authority would generally, all else being equal, increase the consolidated EPS of the Company.

SHARE BUY-BACK STATEMENT

3.3 Working Capital

The proposed purchase of its own shares is likely to reduce funds available for working capital purposes of the HSCB Group, the quantum of which depends on the purchase price of the shares and the actual number of shares purchased.

4. HISTORICAL SHARE PRICE

The monthly highest and lowest prices of the Company's shares as traded on the Bursa Securities for the preceding 12 months from April 2018 to March 2019 are as follows:

2018	Share Prices	
	High (RM)	Low (RM)
April	9.88	9.55
May	9.95	9.36
June	9.94	9.51
July	9.89	9.63
August	9.94	9.71
September	9.98	9.71
October	10.20	9.27
November	10.08	9.73
December	9.99	9.58
<u>2019</u>		
January	10.00	9.63
February	9.95	9.74
March	9.95	9.72

The last transacted price of the Company's shares on 29 March 2019, being the last trading day prior to the printing of this Circular/Statement was RM9.90.

(Source: www.morningstar.com)

5. THE CONSEQUENCES WITH REGARD TO THE CODE

Based on the shareholdings of the substantial shareholders as at 1 April 2019, if the Proposed Renewal of Share Buy-back Authority is carried out in full, the proposed purchase of its own shares will have no implication to any of the directors, substantial shareholders and/or persons acting in concert with him/them under the Code.

SHARE BUY-BACK STATEMENT

6. PURCHASES MADE IN THE LAST FINANCIAL YEAR

Summary on the Company's shares purchased for the financial year ended 31 December 2018 is set out as follows:-

Month (2018)	No. of shares purchased and retained as treasury shares	Lowest price paid per share (RM)	Highest price paid per share (RM)	Average cost per share (RM)	Total cost (RM)
June	2,000	9.71	9.71	9.78	19,562.35
November	2,000	9.93	9.93	10.00	20,005.12
Total	4,000	9.71	9.93	9.89	39,567.47

During the financial year, all the shares purchased by the Company were retained as treasury shares. Consequently, the cumulative treasury shares held by the Company as at 31 December 2018 were 10,000 shares.

None of the treasury shares has been resold, cancelled and/or distributed during the preceding 12 months.

7. PUBLIC SHAREHOLDING SPREAD OF THE COMPANY

As at 1 April 2019, the public shareholding spread of the Company was approximately 26.08%. Assuming that the Proposed Renewal of Share Buy-back Authority is carried out in full and the shares so purchased were all cancelled, the public shareholding of the Company will be 17.86%. The Board is mindful of the requirement that any purchase of its own shares must not result in the Company's public shareholding spread falling below the minimum 25% of the total number of issued shares of the Company (excluding treasury shares).

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-back Authority and in particular, the rationale thereof as set out in section 2.1 above, is of the opinion that the Proposed Renewal of Share Buy-back Authority is in the best interest of the Company. Accordingly, the Board recommends that shareholders vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-back Authority to be tabled at the forthcoming AGM.

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular/Statement has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after having making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement herein false or misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at LPD, save as disclosed below, the Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the directors do not have any knowledge of any proceedings, pending or threatened, against the Group or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Group:

- (a) Hap Seng Plantations (River Estates) Sdn Bhd ("RESB"), the wholly-owned subsidiary of Hap Seng Plantations Holdings Berhad ("HSP"), is the registered and beneficial proprietor of all that parcel of land held under CL095310017, District of Kinabatangan, State of Sabah measuring approximately 6,454 acres ("said Land"). On 16 January 2012, a purported sale and purchase agreement in respect of the said Land was entered into between Mr. Heng Chin Hing @ Wong Chin Hing (NRIC No. H0699157/570811-12-5731) ["HCH"] as the purported vendor and Excess Interpoint Sdn Bhd ("EISB") as the purported purchaser ("Purported SPA"). HCH alleged that he is the donee of a power of attorney dated 8 February 1977 allegedly created in respect of the said Land ("Alleged PA"). On the basis of the Purported SPA, EISB entered a private caveat on the said Land on 3 April 2012.

On 23 May 2012, RESB commenced a legal suit ("KL RESB Suit") vide a writ of summon at Kuala Lumpur High Court ("KLHC") against EISB ("1st Defendant") and HCH was added as the second defendant ("2nd Defendant") to the KL RESB Suit on 16 June 2012.

On 10 August 2012, upon the 1st Defendant's application, the KL RESB Suit was transferred to the High Court of Sabah and Sarawak at Kota Kinabalu ("KKHC"). On 7 April 2016, the Federal Court held that the KLHC has no jurisdiction to transfer a civil suit filed in the High Court of Malaya to the High Court of Sabah and Sarawak. On the basis of such ruling, the KKHC had on 19 April 2016 struck off the KL RESB Suit with no order as to costs.

On 8 April 2016, RESB commenced a fresh legal suit against the 1st and 2nd Defendants through its solicitors in Sabah, Messrs Jayasuriya Kah & Co. in KKHC vide writ of summon no. BKI-22NCvC-39/4-2016 ("KK RESB Suit").

RESB is claiming for the following in the KK RESB Suit:

- (a) That RESB be declared as the registered and beneficial owner of the said Land;
- (b) That the Purported SPA be declared null and void;
- (c) That the Alleged PA be declared null and void;
- (d) An injunction restraining the 1st Defendant from:-
- (i) effecting any further dealings including but not limited to disposal, assignment, transfer, mortgage, charge, lease, tenancy over the said Land with any third party;
 - (ii) taking any actions to fulfill the terms and conditions in the Purported SPA; and
 - (iii) taking any further action to complete the Purported SPA.
- (e) An injunction restraining the 2nd Defendant from effecting any steps, actions and/or representations in respect of the Alleged PA;

APPENDIX I – FURTHER INFORMATION (Con’t)

- (f) Costs of the KK RESB Suit; and
- (g) Such further or other relief as the Court deems fit and just.

Pending disposal of the KK RESB Suit, the KKHC had on 27 July 2016 granted an interlocutory injunction in favour of RESB pursuant to which the 1st and 2nd Defendants have been restrained from effecting dealings as set out in terms (d) and (e) above (“KK Interlocutory Injunction”).

On 13 December 2016, the KKHC consolidated the KK RESB Suit and KK Suit upon RESB’s application (“Consolidated RESB Suit”). The Consolidated RESB Suit was part heard from 13 to 15 September 2017, 20 to 21 September 2017, 12 and 25 October 2017, 24 November 2017, 26 to 27 February 2018, 25 to 26 April 2018, 11 to 14 June 2018, 12 to 14 September 2018, 29 October to 2 November 2018 and 7 to 11 January 2019, 28 February 2019 and 8 March 2019.

HSP has been advised by Messrs Jayasuriya Kah & Co., that RESB has good grounds to succeed in the KK RESB Suit.

- (b) Chee Ah Nun @ Sia Yi Chan (NRIC No. 550808-12-5663) (“SYC” or the “Plaintiff”) has filed a separate legal suit against RESB in respect of the said Land in the KKHC vide originating summon no. BKI-24-127/5-2012, and the same was served on RESB on 11 June 2012 (the “KK Suit”).

The KK Suit is premised on a purported deed of appointment of substitute by attorney dated 24 June 2010 (“Alleged Deed of Substitute”) allegedly executed by HCH pursuant to which HCH had allegedly divested to SYC all his interests or claims on the said Land pursuant to the Alleged PA.

SYC is claiming for the following in the KK Suit:

- (a) that by virtue of the Alleged PA, RESB had allegedly divested its ownership and all interests or claims to the said Land to HCH;
- (b) that pursuant to the Alleged Deed of Substitute, SYC is the beneficial owner and has rights to take possession of the said Land;
- (c) an order that RESB forthwith deliver vacant possession of the said Land to SYC free of encumbrances with all fixtures and crops planted thereon;
- (d) an injunction restraining RESB, its servants and/or employees or agents from harvesting crops on the said Land or removing anything thereon and/or otherwise from doing anything or interfering with SYC’s rights thereon;
- (e) costs of the KK Suit; and
- (f) such further or other relief as the Court deems fit and just.

On 27 July 2016, the KKHC, upon application of RESB, granted an order converting the KK Suit from an originating summon to a writ action. On 13 December 2016, the KKHC consolidated the KK RESB Suit and KK Suit upon RESB’s application (“Consolidated RESB Suit”).

The Consolidated RESB Suit was part heard from 13 to 15 September 2017, 20 to 21 September 2017, 12 and 25 October 2017, 24 November 2017, 26 to 27 February 2018, 25 to 26 April 2018, 11 to 14 June 2018, 12 to 14 September 2018, 29 October to 2 November 2018 and 7 to 11 January 2019, 28 February 2019 and 8 March 2019.

HSP has been advised by its solicitors, Messrs Jayasuriya Kah & Co., that the KK Suit is unlikely to succeed.

3. MATERIAL CONTRACTS

The material contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company and/or its subsidiaries during the two years immediately preceding the date of this Circular/Statement are as follows:

- (i) On 21 February 2018, Hap Seng Plantations Holdings Berhad (“HSP”), a 53.04% owned subsidiary of the Company entered into the following agreements in connection with the proposed acquisition of 1,280,194,500 ordinary shares in Kretam Holdings Berhad (“KHB”) (“KHB Shares”), representing approximately 55% equity interest in KHB for a cash consideration of RM1,177,778,940 or RM0.92 per KHB Share (“Proposed Acquisition”):
 - (a) conditional share sale agreement with Datuk Lim Nyuk Sang @ Freddy Lim (“Datuk Freddy”) for the purchase of 779,336,900 KHB Shares, representing approximately 33.5% equity interest in KHB, for a cash consideration of RM716,989,948 or RM0.92 per KHB Share (“SSA 1”); and
 - (b) conditional share sale agreement with Santraprise Sdn Bhd (“Santraprise”) for the purchase of 500,857,600 KHB Shares, representing approximately 21.5% equity interest in KHB, for a cash consideration of RM460,788,992 or RM0.92 per KHB Share (“SSA 2”).

(SSA 1 and SSA 2 are collectively referred to as “SSAs”).

The Proposed Acquisition was subject to amongst others, the following conditions:

- (i) approval of the shareholders of HSP at an extraordinary general meeting to be convened; and
- (ii) the due diligence findings of KHB and its subsidiaries being satisfactory and acceptable to HSP.

On 14 June 2018, HSP notified Datuk Freddy and Santraprise in writing pursuant to Clause 8.2 of the SSAs that HSP had found the results of the due diligence of KHB and its subsidiaries to be unsatisfactory and unacceptable and exercised its rights pursuant to Clause 8.4 to terminate the SSAs with immediate effect.

- (ii) On 2 March 2018, HSC International Limited (“HSCI”), a wholly-owned subsidiary of the Company entered into a conditional shares sale agreement (“HSH SSA”) with Lei Shing Hong Capital Limited (“LSHCL”), a wholly-owned subsidiary of Lei Shing Hong Limited (“LSH”), pursuant to which HSCI had agreed to dispose 60,495,001 ordinary shares representing 100% of the issued share capital of HSC Sydney Holding Limited (“HSH”) to LSHCL for a cash consideration of USD196.50 million (translated to RM771.16 million based on Bank Negara Malaysia’s middle exchange rate as at 5.00 p.m. on 1 March 2018 rate of USD1.00:RM3.9245) (“HSH Sale Consideration” and “Proposed HSH Disposal”).

Simultaneous with the HSH SSA, the Company entered into a conditional shares sale agreement with LSHCL (“HSCSB SSA”), pursuant to which the Company had agreed to dispose 266,000,000 ordinary shares representing 20% of the issued share capital of Hap Seng Credit Sdn Bhd (“HSCSB”), its wholly-owned subsidiary for a cash consideration of RM906 million (“HSCSB Sale Consideration” and “Proposed HSCSB Disposal”).

(The Proposed HSH Disposal and the Proposed HSCSB Disposal shall collectively be referred to as the “said Proposed Disposals”)

On 21 May 2018, HSCI received the balance sum of USD176.85 million representing 90% of the HSH Sale Consideration from LSHCL for the Proposed HSH Disposal in accordance with the terms of the HSH SSA.

On 25 May 2018, the Company received the balance sum of RM815.40 million representing 90% of the HSCSB Sale Consideration from LSHCL for the Proposed HSCSB Disposal in accordance with the HSCSB SSA.

APPENDIX I – FURTHER INFORMATION (Con't)

With the payment of HSH Sale Consideration and HSCSB Sale Consideration in full, the said Proposed Disposals were completed on 8 June 2018. The Proposed HSH Disposal resulted in a gain of approximately RM516.02 million to the Group whilst the Proposed HSCSB Disposal gave rise to an increase in the retained profits of the Group by approximately RM594.51 million.

- (iii) On 25 April 2018, Hap Seng Trucks Distribution Sdn Bhd (*formerly known as Sungreen Synergy Sdn Bhd*) ("HSTD"), a wholly-owned subsidiary of the Company entered into a business transfer agreement ("BTA") with Mercedes-Benz Malaysia Sdn Bhd ("MBM") pursuant to which MBM had agreed to sell to HSTD, the commercial vehicle wholesale distribution business comprising the import of complete build-up ("CBU") units and complete knocked-down ("CKD") components, assembly management, wholesale distribution and the supply of after-sales service for "Mercedes-Benz" and "Fuso" or "Mitsubishi Fuso" branded trucks, vans and related OEM spare parts in Malaysia, the supply of after-sales service for Mercedes-Benz branded buses and the operations and activities of Mercedes-Benz Malaysia Commercial Vehicle Training Centre ("Business"), on the terms and subject to the conditions as set out in the BTA.

The BTA is conditional upon fulfilment of the following conditions precedent ("Conditions") within nine (9) months (or such other extended period as mutually agreed) from the date of the BTA ("Conditional Period"):

- (i) HSTD having obtained the import licence to import CKD components issued by the Ministry of International Trade and Industry required for carrying on the Business;
- (ii) novation or execution of fresh contracts by HSTD in respect of the following purchased contracts:
- (a) contract between MBM and Nusa Automobil Corporation Sdn Bhd or any another importer for CBUs (including V-Class), as mutually agreed between the parties; and
- (b) manufacturing contract between MBM and Hicom Automotive Manufacturers (Malaysia) Sdn Bhd, failing which, between MBM with another contract manufacturer, as mutually agreed between the parties.

The BTA was completed on 31 October 2018 in accordance with the terms contained therein.

- (iv) On 20 June 2018, Hap Seng Properties Development Sdn Bhd ("HSPD"), a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with Goldcoin Ventures Sdn Bhd ("Goldcoin"), the wholly-owned subsidiary of Akal Megah Sdn Bhd ("Akal Megah") which in turn was wholly-owned by LSH, whereby HSPD had agreed to dispose and Goldcoin had agreed to purchase portions of land identified as Parcel 1 and Parcel 2 measuring approximately 20.04 acres and 39.20 acres respectively both forming part of the land held under the Master Title CL 105420666 measuring approximately 214.0 acres situated at Mile 10, Apas Road, District of Tawau, State of Sabah for a total cash consideration of RM90,128,000 ("Proposed HSPD Disposal 1").

The Proposed HSPD Disposal 1 was completed on 26 June 2018 with the full purchase consideration paid by Goldcoin resulting in a net gain of approximately RM60.84 million to the Group.

- (v) On 3 December 2018, HSPD entered into a sale and purchase agreement with Goldcoin whereby HSPD had agreed to dispose and Goldcoin had agreed to purchase two (2) contiguous parcels of vacant leasehold land held under CL 105173475 and CL 105245887 measuring approximately 6.21 acres and 9.68 acres respectively both situated at Mile 10, Apas Road, District of Tawau, State of Sabah for a total cash consideration of RM90,128,000 ("Proposed HSPD Disposal 2").

The Proposed HSPD Disposal 2 was completed on 26 December 2018 with the full purchase consideration paid by Goldcoin resulting in a net gain of approximately RM18.14 million to the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office during normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular/Statement up to and including the date of the forthcoming AGM of the Company to be held on 30 May 2019:

- (a) the constitution of the Company;
- (b) the audited financial statements of the Company for the past 2 financial years ended 31 December 2017 and 31 December 2018;
- (c) the agreements, where available, for the recurrent transactions as set out in section 2.2 of Part A of this Circular/Statement;
- (d) the relevant cause papers in respect of the material litigation referred to in section 2 of Appendix I of this Circular/Statement; and
- (e) the material contracts referred to in section 3 of Appendix I of this Circular/Statement.



Creating
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Hap Seng Consolidated Berhad (26877-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 43rd annual general meeting of Hap Seng Consolidated Berhad will be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Thursday, 30 May 2019 at 10am to transact the following:-

SPECIAL BUSINESS

To consider and if thought fit, to pass the following ordinary resolutions:-

Resolution 8

Proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature

"That subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Part A, section 2.2 of the Circular/Statement to shareholders dated 30 April 2019, provided such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business, at arm's length and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

That such approval shall continue to be in force until:-

- (a) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless renewed by a resolution passed at the annual general meeting; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

and that the directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the proposed renewal of and new shareholders' mandate."

Resolution 9

Proposed renewal of share buy-back authority

"That subject always to section 127 of the Companies Act 2016, the Company's constitution, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and the approvals of all relevant governmental and/or regulatory authorities, the directors of the Company be and are hereby authorised to purchase ordinary shares in the Company through Bursa Malaysia Securities Berhad, provided that:-

- (a) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company;
- (b) the maximum funds allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, based on the Company's audited financial statements for the financial year ended 31 December 2018; and
- (c) the authority conferred by this resolution shall continue to be in force until:-

APPENDIX II – EXTRACT OF NOTICE OF 43RD ANNUAL GENERAL MEETING (Con't)

- (1) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse, unless is renewed by the passing of a resolution at that meeting, either unconditionally or subject to conditions; or
- (2) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Companies Act 2016); or
- (3) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever occurs first,

and that the directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Malaysia Securities Berhad; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or
- (iv) in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016 and the requirements of the Bursa Malaysia Securities Berhad and any other relevant authority for the time being in force,

and further that the directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any and all agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.”