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If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Circular prior to its issuance as it is an exempt circular pursuant to Paragraph 2.1 of Practice Note 18 of the Listing Requirements of Bursa Securities.

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**TH PLANTATIONS BERHAD**

(Registration No. 197201001069 (12696-M))  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

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

The ordinary resolution in respect of the above will be tabled at the Forty-Sixth Annual General Meeting ("AGM") of TH Plantations Berhad ("the Company") to be held on a fully virtual basis via live streaming as follows:

**Date and Time** : **Monday, 3 August 2020 at 10.00 a.m.** or at any adjournment thereof

**Broadcast Venue** : **Dewan Perkasa, Level 34, Menara TH Platinum, No. 9 Persiaran KLCC, 50088 Kuala Lumpur**

If you wish to appoint a proxy, the Proxy Form for the AGM should be completed and lodged at the Registered Office of the Company at **Level 35, Menara TH Platinum, No. 9 Persiaran KLCC, 50088 Kuala Lumpur** not less than twenty-four (24) hours before the time set for the AGM or at any adjournment thereof. The last day and time for lodging the Proxy Form is on **Sunday, 2 August 2020 at 10.00 a.m.**

This Circular is dated 30 June 2020

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## DEFINITIONS

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

<b>Act</b>	The Companies Act, 2016 as amended from time to time and any re-enactment thereof.
<b>AGM</b>	Annual General Meeting of THP.
<b>Board</b>	The Board of Directors of THP.
<b>Bursa Securities</b>	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)).
<b>Directors</b>	The Directors of THP for the time being and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Renewal of Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of transaction were agreed upon, a Director of THP, or any other company which is its subsidiary or holding company or a chief executive officer of THP or its subsidiary or holding Company.
<b>Listing Requirements</b>	The Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof.
<b>LPD</b>	2 June 2020, being the latest practicable date prior to the printing of this Circular
<b>Major Shareholder</b>	As defined in the Listing Requirements, a person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:  <ul style="list-style-type: none"><li>i. equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or</li><li>ii. equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.</li></ul>

For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. A major shareholder includes a person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company and/or its subsidiaries.

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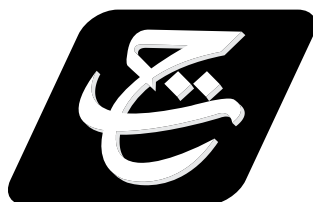
**DEFINITIONS (*cont'd*)**

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<b>Persons Connected</b>	Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements.
<b>Proposed Renewal of Shareholders' Mandate</b>	Proposed annual renewal of Shareholders' Mandate for THP Group to enter into existing RRPTs.
<b>Related Parties</b>	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s).
<b>RM</b>	Ringgit Malaysia.
<b>RRPTs</b>	Recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations and are entered into the ordinary course of business of THP Group which involves the interest, direct or indirect, of the Related Parties.
<b>Shareholders' Mandate</b>	Shareholders' Mandate obtained at the Forty-Fifth AGM of the Company held on 27 June 2019 for the THP Group to enter into RRPTs based on the terms set out in the Circular to Shareholders dated 30 April 2019.
<b>Shares</b>	Ordinary Shares in THP.
<b>THPAM</b>	THP Agro Management Sdn Bhd (Registration No. 199701001686 (417182-M)), a wholly-owned subsidiary of THP.
<b>THP or the Company</b>	TH Plantations Berhad (Registration No. 197201001069 (12696-M)).
<b>THP Group/ Group</b>	THP and its subsidiaries.
<b>2019 Annual Report</b>	Annual Report of THP issued for the financial year ended 31 December 2019.

Words incorporate the singular shall, where applicable, include the plural and vice versa. Reference to persons shall include a corporation, unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.



**TH PLANTATIONS BERHAD**  
(Registration No. 197201001069 (12696-M))  
(Incorporated in Malaysia)

**Registered Office:**

Level 35  
Menara TH Platinum  
No. 9 Persiaran KLCC  
50088 Kuala Lumpur

Date: 30 June 2020

**The Board of Directors:**

- |  |  |
|--|--|
| 1. Tan Sri Abu Talib bin Othman        | - Non-Independent Non-Executive Chairman |
| 2. Datuk Nik Mohd Hasyudeen bin Yusoff | - Non-Independent Non-Executive Director |
| 3. Dato' Shari bin Haji Osman          | - Independent Non-Executive Director     |
| 4. Dato' Indera Dr. Md Yusop bin Omar  | - Independent Non-Executive Director     |
| 5. Mohd Adzahar bin Abdul Wahid        | - Independent Non-Executive Director     |
| 6. Dzul Effendy bin Ahmad Hayan        | - Non-Independent Non-Executive Director |

**To: The Shareholders of THP**

Dear Sir/Madam

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

At the 45<sup>th</sup> AGM of THP held on 27 June 2019, the Company had obtained from its shareholders, mandate to enter into certain RRPTs based on the terms set out in the Circular to Shareholders dated 30 April 2019. The said Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM which has been scheduled to be held on Monday, 3 August 2020, unless approval for the renewal of the Shareholders' Mandate is obtained from the shareholders of THP at the forthcoming AGM.

On 26 February 2020, the Board of Directors announced the Company's intention to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate for THP Group to enter into existing RRPTs as set out in Section 2.4.1 of this Circular at the forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval for the Ordinary Resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

## **2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

### **2.1 Paragraph 10.09, Part E of Chapter 10 and Practice Note 12 of the Listing Requirements**

Pursuant to Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of recurrent related party transactions of a revenue or trading nature which are necessary for its day to day operations, subject to, inter alia, the following:

- i. the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- ii. the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-
  - (a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1.0 million or more; or
  - (b) the percentage ratio of such Recurrent Related Party Transactions is 1% or more,

whichever is the higher;

- iii. in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

- iv. the listed issuer immediately announce to Bursa Securities when the actual value of a RRPTs entered into by the listed issuer, exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more.

Pursuant to Practice Note 12 of the Listing Requirements, the Proposed Renewal of Shareholders' Mandate will, if approved by the shareholders at the forthcoming AGM, be subject to annual renewal. In this respect, any authority conferred by the shareholders' mandate shall only continue to be in force until:

- a. the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- b. the expiration of the period within which the next AGM 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 Company's shareholders in a general meeting,

whichever is earliest.

## **2.2 Principal Activities of THP Group**

The principal activities of the Company are investment holding, cultivation of oil palm, processing of fresh fruit bunches, marketing of crude palm oil, palm kernel and fresh fruit bunches.

The principle activities of THP subsidiaries are investment holding, cultivation of oil palm, processing of fresh fruit bunches, selling and marketing of fresh fruits bunches, crude palm oil, palm kernel and providing management services to THP Group and plantation companies under Lembaga Tabung Haji.

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### 2.3 Classes of Related Parties

The RRPTs for which approval is sought are primarily in respect of transactions to be entered into by the Company and/or its subsidiaries with the following Related Parties:

- Lembaga Tabung Haji - (“*TH*”)
- TH Travel & Services Sdn Bhd - (“TH Travel”)
- Deru Semangat Sdn Bhd - (“Deru Semangat”)
- TH Indo Industries Sdn Bhd - (“TH Indo Industries”)
- TH Indopalms Sdn Bhd - (“TH Indopalms”)

### 2.4 Nature and Values of the RRPTs

The estimated values of the RRPTs set out in the table below are for the period from the conclusion of the forthcoming AGM until the conclusion of the next AGM of the Company. The estimations are based on THP Management’s best estimates for the financial year ending 31 December 2020, duly approved by the Board of Directors of THP, and may be subject to changes. Accordingly, the actual values of the RRPTs for the said period may vary from the estimated amounts.

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#### 2.4.1 Proposed Renewal of Shareholders' Mandate

Related Parties	Nature of RRPTs	The Company and/or Subsidiaries Transacting with Related Parties	Estimated Value as disclosed in preceding year Circular dated 30 April 2019	Actual Value transacted from the last AGM to the LPD	Deviation where the actual value exceeds the estimated value by 10% or more (if any)	Reasons for Deviation (if any)	Estimated Value from forthcoming AGM on 3 August 2020 to the next AGM *	Nature of relationship as at the LPD
			RM	RM	RM		RM	
<b>TH</b>	Lease of land from <b>TH</b> measuring approximately 8,723.05 acres at Keratong, Pahang. Rental is payable on yearly basis.	THP	3,806,000	2,928,000	N/A	N/A	3,806,000	Note 1
TH Travel	Purchase of flight tickets.	THP	1,030,000	310,485	N/A	N/A	1,000,000	Note 2

Related Parties	Nature of RRPTs	The Company and/or Subsidiaries Transacting with Related Parties	Estimated Value as disclosed in preceding year Circular dated 30 April 2019	Actual Value transacted from the last AGM to the LPD	Deviation where the actual value exceeds the estimated value by 10% or more (if any)	Reasons for Deviation (if any)	Estimated Value from forthcoming AGM on 3 August 2020 to the next AGM *	Nature of relationship as at the LPD
Deru Semangat  TH Indo Industries  TH Indopalms	Provision of management services such as marketing of produce, group engineering services, plantation advisory services and head office support	THPAM	RM 4,749,000	RM 258,521	N/A	N/A	RM 1,000,000	Note 3

There are no amounts due and owing by the Related Parties to THP Group pursuant to the RRPTs as at the LPD which exceeded the credit terms.

## **NOTES:**

- \* The estimated transaction values of RRPTs from the forthcoming AGM on 3 August 2020 to the next AGM shown above based on the expected value of transactions estimated by the management of THP. Due to the nature of the transactions, the actual value of the transactions may vary and subject to change from the estimated values disclosed above.

### **(1) Interested Major Shareholder**

- **TH** is a Major Shareholder of THP with 73.84% direct equity interest as at the LPD. THP is related to the Related Party through a common Major Shareholder, **TH**.

#### **Interested Directors**

THP is related to the Related Party through a common Directorships:

- Tan Sri Abu Talib bin Othman, a Non-Independent Non-Executive Chairman of THP, is the Director of **TH**;
- Datuk Nik Mohd Hasyudeen bin Yusoff, a Non-Independent Non-Executive Director of THP, is the Group Managing Director and Chief Executive Officer of **TH**; and
- Dzul Effendy bin Ahmad Hayan, a Non-Independent Non-Executive Director of THP is a General Manager, Corporate Finance Division of **TH**.

### **(2) Interested Major Shareholder**

- TH Travel is a wholly-owned subsidiary of TH Hotel & Residence Sdn. Bhd. which is a wholly-owned subsidiary of **TH**. **TH** is a Major Shareholder of THP with 73.84% direct equity interest as at the LPD. THP is related to the Related Party through a common Major Shareholder, **TH**.

#### **Interested Directors**

THP is related to the Related Party through a common Directorships:

- Tan Sri Abu Talib bin Othman is a Non-Independent Non-Executive Chairman of THP. He is the Director of **TH** and Chairman of TH Travel;
- Datuk Nik Mohd Hasyudeen bin Yusoff, a Non-Independent Non-Executive Director of THP, is the Group Managing Director and Chief Executive Officer of **TH**; and
- Dzul Effendy bin Ahmad Hayan, a Non-Independent Non-Executive Director of THP is a General Manager, Corporate Finance Division of **TH**.

**(3) Interested Major Shareholder**

- THPAM is a wholly-owned subsidiary of THP. **TH** is a Major Shareholder of THP with 73.84% direct equity interest as at the LPD.
- **TH** is a Major Shareholder of Deru Semangat with 55% direct equity interest as at the LPD.
- THPAM is related to the Related Parties through a common Major Shareholder, **TH**.

**Interested Directors**

THPAM is related to the Related Party through a common Directorships:

- Tan Sri Abu Talib bin Othman is a Non-Independent Non-Executive Chairman of THP. He is the Director of **TH** and he is also the Chairman of Deru Semangat;
- Datuk Nik Mohd Hasyudeen bin Yusoff, a Non-Independent Non-Executive Director of THP, is the Group Managing Director and Chief Executive Officer of **TH**; and
- Dzul Effendy bin Ahmad Hayan, a Non-Independent Non-Executive Director of THP is a General Manager, Corporate Finance Division of **TH**.

**2.5 Review Procedures in relation to RRPTs**

THP has established procedures and processes to ensure that the RRPTs are entered into on an arm's length basis and on normal commercial terms consistent with THP Group's operating policies, which are not more favourable to the Related Parties than those obtained from the public and are not to the detriment of the interests of the minority shareholders.

The Board of Directors has put in place the following procedures and processes for the review of RRPTs, which amongst others, include the following:

- i. Rental for lands and office is determined at fixed rate;
- ii. The Tender Committees, headed by an Independent Non-Executive Director of the Company, reviews purchases made from the Related Parties;
- iii. The Audit Committee chaired by an Independent Non-Executive Director and another member who is also an Independent Non-Executive Director seeks the Internal Auditors' confirmation that the RRPTs have been undertaken on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those obtained from the public and are not

to the detriment of the interests of the minority shareholders of the Company;

- iv. Reports on the RRPTs are compiled by the Finance Division on a quarterly basis for submission to the Audit Committee;
- v. Further, where any director or persons connected to him have an interest (direct or indirect) in any recurrent related party transactions, such director shall abstain from voting on the matter. Where any member of the Audit Committee is interested in any transaction, that member shall abstain from voting on any matter relating to any decisions to be taken by the Audit Committee with respect to such transaction;
- vi. Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantial similar type of products/services and/or quantities. In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit Committee will rely on the prevailing market norms and practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the Group;
- vii. There is no specific threshold for approval of RRPTs within THP Group. However, all RRPTs are subject to the approval of the appropriate levels of authority set by the Audit Committee, Tender Committees and/or the Board from time to time. The Board and the Audit Committee may, as they deem fit, request for additional information to the transaction under review from independent sources or adviser, including obtaining valuations from independent professional valuers; and
- viii. The methods and procedures on which the prices of transactions are to be determined by market forces, under similar commercial terms for transactions with third parties.

## 2.6 Statement by the Audit Committee

The Audit Committee of the Company, having reviewed the procedures as outlined in Section 2.5 above, is of the view that the procedures are sufficient to ensure that the RRPTs are carried out on normal commercial terms which are not detrimental to the interest of the minority shareholders of the Company, and the terms are not more favourable to the Related Parties than those generally available to the public.

The composition of the Audit Committee as at the LPD is as follows:

<b>Name</b>	<b>Designation</b>	<b>Directorship</b>	
Mohd Adzahar bin Abdul Wahid	Chairman	Independent Director	Non-Executive
Dato' Shari bin Haji Osman	Member	Independent Director	Non-Executive
Dato' Indera Dr. Md Yusop bin Omar	Member	Independent Director	Non-Executive

When a member of the Audit Committee has an interest in the transaction to be reviewed by the Audit Committee, he will not participate in the deliberation of such transaction and will abstain from any decision-making by the Audit Committee in respect of that transaction.

The Audit Committee is of the view that the Group has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and will, at its discretion, amend the procedures and processes which are no longer appropriate or adequate, to ensure that the RRPTs are, at all times, carried out on terms consistent within the Company's practices and are not to detriment of the minority shareholders. These procedures and processes are reviewed on an annual basis.

### **3. RATIONALES AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The Proposed Renewal of Shareholders' Mandate will benefit the Company by facilitating THP and/or its subsidiaries to enter into transactions described in Section 2.4 above in a timely manner, and to eliminate the need for the Company on each occasion, pursuant to the financial limits imposed by Paragraph 10.08 of the Listing Requirements to seek the shareholders' approval as and when potential transactions with the Related Parties arise. This would substantially reduce the administrative time, inconvenience and costs associated with the convening of such general meetings without compromising the corporate objectives and adversely affecting the business opportunities available to the THP Group.

Shareholders of the Company will appreciate that the RRPTs, as outlined in Section 2.4 above are intended to facilitate transactions in the ordinary course of business of THP Group. The RRPTs are carried out at arms' length basis on normal commercial terms which are not prejudicial to the interest of the shareholders, not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

### **4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The Proposed Renewal of Shareholders' Mandate is not expected to have any effect on the share capital, dividend, gearing, net assets earnings and the shareholdings of the Directors and Major Shareholder of the Company.

### **5. APPROVAL REQUIRED FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The Proposed Renewal of Shareholders' Mandate is subject to the approval being obtained from the shareholders of THP at the forthcoming AGM.

### **6. INTERESTED DIRECTORS, MAJOR SHAREHOLDERS AND PERSON CONNECTED TO THEM IN THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

Save as disclosed below, none of the other THP Directors, Major Shareholders and/or Persons Connected to them have any interest, whether direct or indirect, in the Proposed Renewal of Shareholders' Mandate:

- i. Tan Sri Abu Talib bin Othman, a Non-Independent Non-Executive Chairman of THP, is the Director of **TH**. He is also the Chairman of Deru Semangat and TH Travel;
- ii. Datuk Nik Mohd Hasyudeen bin Yusoff, a Non-Independent Non-Executive Director of THP, is the Group Managing Director & Chief Executive Officer of **TH**;
- iii. Dzul Effendy bin Ahmad Hayan, a Non-Independent Non-Executive Director of THP is a General Manager, Corporate Finance Division of **TH**;  
and
- iv. **TH** is a Major Shareholder holding a direct equity interest of 73.84% in THP as at the LPD.

As at the LPD, the direct and indirect shareholdings of the Interested Directors and the Interested Major Shareholder of THP are as follows:

Interested Directors	<-----Shareholdings----->			
	<--Direct-->		<--Indirect-->	
	No. of THP Shares	%	No. of THP Shares	%
Tan Sri Abu Talib bin Othman	-	-	-	-
Datuk Nik Mohd Hasyudeen bin Yusoff	-	-	-	-
Dzul Effendy bin Ahmad Hayan	-	-	-	-

Interested Major Shareholder	<-----Shareholdings----->			
	<--Direct-->		<--Indirect-->	
	No. of THP Shares	%	No. of THP Shares	%
<b>TH</b>	652,594,631	73.84	-	-



Accordingly, the Interested Directors have and will continue to abstain from all Board deliberations and voting at Board level in relation to the RRPTs. The Interested Directors shall abstain from voting on the Proposed Renewal of Shareholders' Mandate, in respect of their direct and indirect interests in THP, where applicable, at the forthcoming AGM.

The Interested Directors and the Interested Major Shareholder have undertaken to ensure that they themselves and Persons Connected to them shall also abstain from voting on the Proposed Renewal of Shareholders' Mandate, in respect of their direct and indirect interests in THP, where applicable, at the forthcoming AGM.

## **7. DIRECTORS' RECOMMENDATION**

Your Directors (save as disclosed above, who have abstained from making any opinions and recommendations in respect of the Proposed Renewal of Shareholders' Mandate) having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate are in the best interest of the Company and recommend that you vote in favour of the resolution pertaining to the said proposal to be tabled at the forthcoming AGM.

## **8. AGM**

The resolution to vote on the Proposed Renewal of Shareholders' Mandate is set out as Special Business in the Notice of AGM contained in the 2019 Annual Report. The forthcoming AGM will be held on a fully virtual basis via live streaming from the Broadcast Venue at Dewan Perkasa, Level 34, Menara TH Platinum, No. 9 Persiaran KLCC, 50088 Kuala Lumpur on **Monday, 3 August 2020 at 10.00 a.m.**

If you are unable to participate at the forthcoming AGM, you should complete and return the Proxy Form enclosed in the 2019 Annual Report in accordance with the instructions therein as soon as possible at the Registered Office of the Company at Level 35, Menara TH Platinum, No. 9 Persiaran KLCC, 50088 Kuala Lumpur not less than twenty-four (24) hours before the time set for the AGM.

## **9. FURTHER INFORMATION**

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

Yours faithfully,

for and on behalf of the Board

**TH PLANTATIONS BERHAD**

**DATO' SHARI BIN HAJI OSMAN**

Independent Non-Executive Director

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of THP who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement misleading in this Circular.

**2. MATERIAL LITIGATION**

As at the LPD, THP and its subsidiaries are not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant and the Directors of THP have no knowledge of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of THP Group.

**3. MATERIAL CONTRACTS**

As at the LPD, these are material contracts which have been entered into by THP Group within the past two (2) years preceding the date of this Circular:

- (a) The Share Purchase Agreement with Tamaco Plantation Sdn. Bhd. dated 5 December 2019 relating to the sale and purchase of the entire issued share capital of Bumi Suria Ventures Sdn. Bhd. ("BSV") and Maju Warisanmas Sdn. Bhd. ("MW") for a consideration of RM148,852,436.37 for the shares of BSV and RM21,147,563.63 for the shares of MW; and
- (b) On 3 March 2020, THP had entered into the Share Purchase Agreement with TDM Berhad ("TDM") to dispose 70% equity interests in THP-YT Plantation Sdn. Bhd. ("THP-YT") for a cash consideration of RM7,000,000.00 ("Proposed Sale Shares").

As part of the Proposed Sale Shares, THP Suria Mekar Sdn. Bhd. ("THPSM"), a wholly-owned subsidiary of THP, THP-YT and TDM had executed a settlement agreement to settle part of the inter-company advances of RM78,684,856.91 owed by THP-YT to THPSM amounting to RM62,000,000.00.

#### **4. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the Registered Office of the Company during normal office hours from Mondays to Fridays (excluding public holidays) from the date of this Circular and up to the time set for the AGM:

- (a) Constitution of THP; and
- (b) Audited Financial Statements of THP for the previous two (2) years ended 31 December 2018 and 31 December 2019.