

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately if you have any doubt about the Offer (as defined herein).

If you have sold or transferred all your Offer Shares (as defined herein), you should hand this Offer Document and the accompanying Form of Acceptance and Transfer (as defined herein) immediately to the person through whom you effected the sale or transfer for transmission to the purchaser or transferee.

Pursuant to subparagraph 11.02(3) of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia (“SC”) (“Rules”), the SC has notified that it has no further comments to this Offer Document. However, such notification shall not be taken to suggest that the SC recommends the Offer or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this Offer Document.

The SC takes no responsibility for the contents of this Offer Document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offer Document.

UNCONDITIONAL VOLUNTARY TAKE-OVER OFFER

BY



KUALA LUMPUR KEPONG BERHAD
(Registration No. 197301001526 (15043-V))
(Incorporated in Malaysia)

(“OFFEROR”)

THROUGH

RHB Investment

RHB INVESTMENT BANK BERHAD
(Registration No. 197401002639 (19663-P))
(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN KLK SAWIT NUSANTARA BERHAD (“KSN” OR “OFFEREE”) NOT ALREADY HELD BY THE OFFEROR (“OFFER SHARES”) FOR A CASH CONSIDERATION OF RM3.42 PER OFFER SHARE (“OFFER”)

Acceptances of the Offer must be received **by 5:00 p.m. (Malaysian time) on or before Monday, 18 March 2024**, being the first closing date of the Offer (“**First Closing Date**”) or such later date(s) as the Offeror may decide and as may be announced by RHB Investment Bank Berhad on behalf of the Offeror, at least two (2) days before the closing date. Subject to the provisions of the Rules and the terms and conditions of this Offer Document, the Offeror may revise or extend the date and the time for the acceptance of the Offer beyond the First Closing Date. Notice of such revision or extension will be posted to you accordingly.

You should refer to **Appendix II** of this Offer Document for the procedures to accept the Offer. The Form of Acceptance and Transfer for the Offer Shares is enclosed with this Offer Document.

This Offer Document is dated 26 February 2024

DEFINITIONS

The following definitions shall apply throughout this Offer Document and the accompanying Form of Acceptance and Transfer, unless the context requires otherwise:

- Accepting Holder(s)** : Holder(s) who accepts the Offer in accordance with the terms and conditions set out in this Offer Document
- Act** : Companies Act 2016
- ADA** : Authorised Depository Agent as defined in the Rules of Bursa Depository
- ADM** : Authorised Direct Member as defined in the Rules of Bursa Depository
- Board** : Board of Directors
- Bursa Depository** : Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
- Bursa Depository Transfer Form** : Bursa Depository Transfer of Securities Request Form (FTF010)
- Bursa Securities** : Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
- CDS** : Central Depository System
- Citadel** : Citadel Multi-Asset Master Fund Ltd, a company incorporated in the Cayman Islands. Citadel is a private fund of Citadel LLC, which is a United States based investment advisor that manages assets on behalf of public and private investors. It undertakes a multi-strategy approach to investing, investing in all major asset classes through its private funds in the global financial markets with assets under management of approximately USD56 billion
- There is no person acting in concert relationship pursuant to subsections 216(2) and/or 216(3) of the CMSA between Citadel and the Offeror
- Citadel Undertaking** : Irrevocable undertaking provided by Citadel dated 5 February 2024 to accept or procure the acceptance of the Offer in respect of all the 36,380,100 Shares owned by Citadel, which represent approximately 4.13% of the total issued Shares
- Closing Date** : (i) First Closing Date, or
- (ii) if the Offer is revised or extended in accordance with the Rules and the terms and conditions of this Offer Document, such other revised or extended closing date as the Offeror may decide and as may be announced by RHB Investment Bank on behalf of the Offeror, at least two (2) days before the Closing Date
- CMSA** : Capital Markets and Services Act 2007
- Comparable Companies** : Public companies listed on the Main Market of Bursa Securities that are predominantly involved in oil palm plantation business and are selected based on the following criteria:
- (a) market capitalisation of between RM1.0 billion and RM3.0 billion, after taking into consideration the implied take-over value of KSN of approximately RM3.0 billion based on the Offer Price and 880,580,460 Shares in issue; and

DEFINITIONS (CONT'D)

	(b)	planted area for oil palm of below 100,000 Ha after taking into consideration the planted area of KSN Group of 60,571 Ha as at 30 September 2023
Dissenting Shareholder(s)	:	Holder(s) who have not accepted the Offer and/or who have failed or refused to transfer their Offer Shares to the Offeror in accordance with the terms and subject to the conditions of this Offer Document
Distribution	:	Any dividend and/or any other distribution declared, made and/or paid by the Offeree to its shareholders
EV	:	Enterprise value
EV/Planted Area Multiple	:	EV-to-planted area multiple
First Closing Date	:	5:00 p.m. (Malaysian time) on 18 March 2024, being 21 days from the Posting Date
Form of Acceptance and Transfer	:	Form of acceptance and transfer for the Offer Shares, as enclosed with this Offer Document
FPE	:	Financial period ended
FYE	:	Financial year ended
Ha	:	Hectare(s)
Holder(s)	:	Holder(s) of the Offer Shares
Independent Advice Circular	:	The independent advice circular to be issued by the Independent Adviser
Independent Adviser	:	UOB Kay Hian Securities (M) Sdn Bhd (Registration No. 199001003423 (194990-K))
Interested Directors	:	Collectively, Tan Sri Dato' Seri Lee Oi Hian, Mah Fak Chin, Chong Choong Khim, Wong Kim Sun and Abd Hadi Bin Manas who are representatives of the Offeror. Accordingly, they have abstained and will continue to abstain from deliberating and voting at all relevant board meeting(s) of the Offeree in relation to the Offer
KLK	:	Kuala Lumpur Kepong Berhad (Registration No. 197301001526 (15043-V))
KLK Share(s)	:	Ordinary share(s) in KLK
KSN	:	KLK Sawit Nusantara Berhad (Registration No. 198501000955 (133399-A))
LPD	:	20 February 2024, being the latest practicable date prior to the Posting Date
Market Day(s)	:	Day(s) on which Bursa Securities is open for trading in securities

DEFINITIONS (CONT'D)

Non-Resident Holder(s)	: Holder(s) (including without limitation, custodians, agents, representatives, nominees and trustees) who is a citizen or national of, or resident in, or has a registered address in a jurisdiction outside Malaysia, or is incorporated or registered with, or approved by any authority outside Malaysia, or is a non-resident within the definition prescribed under the Financial Services Act 2013
Notice	: Notice of the Offer dated 5 February 2024, served on the Board of the Offeree by RHB Investment Bank on behalf of the Offeror in accordance with subparagraph 9.10(1)(b)(i) of the Rules
Offer	: Unconditional voluntary take-over offer by the Offeror through RHB Investment Bank to acquire the Offer Shares at the Offer Price in accordance with the terms and conditions of this Offer Document
Offer Document	: This document dated 26 February 2024 which contains the details of the Offer together with the enclosed Form of Acceptance and Transfer
Offer Period	: Period commencing from 5 February 2024, being the date of the service of the Notice, until the earlier of either: (i) the Closing Date; or (ii) the date on which the Offer lapses or is withdrawn with the written consent of the SC
Offer Price	: Cash offer price of RM3.42 per Offer Share, subject to any adjustment in the manner as set out in Section 2.1 of this Offer Document
Offer Shares	: All the remaining Shares which are not already held by the Offeror. As at the LPD, the Offer Shares comprise 40,238,161 Shares, which represent approximately 4.57% of the total issued Shares
Offeree	: KSN
Offeree Group or KSN Group	: Collectively, KSN and its subsidiaries
Offeror	: KLK
Offeror Group or KLK Group	: Collectively, KLK and its subsidiaries
Official List	: A list specifying all securities listed on Bursa Securities
P/B Multiple	: Price-to-book multiple
Posting Date	: 26 February 2024, being the date of posting of this Offer Document
Previous Offer	: The unconditional mandatory take-over offer undertaken by KLK on 30 August 2021 to acquire all the remaining shares in KSN (previously known as IJM Plantations Berhad) not already held by KLK for a cash consideration of RM3.10 per Share
Registrar	: Tricor Investor & Issuing House Services Sdn Bhd (Registration No. 197101000970 (11324-H)) to whom acceptances of the Offer should be forwarded, and whose address and contact details are set out in Section 1.9, Appendix II of this Offer Document

DEFINITIONS (CONT'D)

Relevant Day	:	The Market Day following the day on which the Offer is due to close, or is revised or extended, as the case may be
Restricted Jurisdiction(s)	:	Any jurisdiction(s) where the extension or acceptance of the Offer or where the sending or making available of information concerning the Offer to the Holders in such jurisdiction would or might be in contravention of local laws or regulations in that jurisdiction
RHB Investment Bank	:	RHB Investment Bank Berhad (Registration No. 197401002639 (19663-P))
Rules	:	Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the SC
Rules of Bursa Depository	:	Rules of Bursa Depository as issued under the SICDA
SC	:	Securities Commission Malaysia
Share(s)	:	Ordinary share(s) in KSN
SICDA	:	Securities Industry (Central Depositories) Act 1991
TIIH Online	:	The proprietary application owned by the Registrar to facilitate Holders to submit their Form of Acceptance and Transfer electronically

Currency

RM and sen	:	Ringgit Malaysia and sen respectively, the lawful currency of Malaysia
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All references in this Offer Document to “we”, “us”, “our” and “ourselves” are to RHB Investment Bank, acting on behalf of the Offeror in relation to the Offer.

All references to “you” and “your” in this Offer Document are to the Holders, being persons to whom this Offer is being made.

In this Offer Document, words importing the singular shall, where applicable, include the plural and vice versa and words importing any gender shall, where applicable, include all genders, unless otherwise specified. Any reference to a person shall include a reference to corporations, unless otherwise specified.

All references to dates and times in this Offer Document are references to Malaysian date and time respectively, unless otherwise stated.

Any reference in this Offer Document to any statute, rules, regulations or rules of stock exchange shall (where the context admits) be construed as a reference to such statute, rules, regulation or rules of stock exchange (as the case may be) currently in force or as may be amended from time to time and any re-enactment thereof.

Certain amounts and percentage figures included in this Offer Document have been subject to rounding adjustments. Any discrepancy in the tables and diagrams included in this Offer Document between the amount listed, actual figures and the totals are due to rounding.

Where a period specified in this Offer Document ends on a day which is not a Market Day, the period is extended until the next Market Day.

TABLE OF CONTENTS

	PAGE
LETTER FROM RHB INVESTMENT BANK ON BEHALF OF THE OFFEROR CONTAINING:	
1. INTRODUCTION	1
2. TERMS AND CONDITIONS OF THE OFFER	2
3. RATIONALE FOR THE OFFER	4
4. LISTING STATUS OF THE OFFEREE, COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING SHAREHOLDERS	4
5. FUTURE PLANS FOR THE OFFEREE GROUP AND ITS EMPLOYEES	6
6. FINANCIAL RESOURCES OF THE OFFEROR	6
7. FINANCIAL AND OTHER CONSIDERATIONS	7
8. BACKGROUND INFORMATION ON THE OFFEROR	8
9. RESPONSIBILITY STATEMENT	8
10. FURTHER INFORMATION	9
 APPENDICES	
APPENDIX I OTHER TERMS AND CONDITIONS OF THE OFFER	10
APPENDIX II PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT	14
APPENDIX III INFORMATION ON THE OFFEROR	21
APPENDIX IV DISCLOSURE OF INTERESTS AND DEALINGS	34
 FORM OF ACCEPTANCE AND TRANSFER	 ENCLOSED



Registered office of
Kuala Lumpur Kepong Berhad
Wisma Taiko
No. 1, Jalan S.P. Seenivasagam
30000 Ipoh
Perak Darul Ridzuan
Malaysia

Registered office of
RHB Investment Bank Berhad
Level 10, Tower One, RHB Centre
Jalan Tun Razak
50400 Kuala Lumpur
Malaysia

26 February 2024

To: The Holders

Dear Sir/Madam,

UNCONDITIONAL VOLUNTARY TAKE-OVER OFFER BY THE OFFEROR THROUGH RHB INVESTMENT BANK TO ACQUIRE ALL THE OFFER SHARES FOR A CASH CONSIDERATION OF RM3.42 PER OFFER SHARE

1. INTRODUCTION

- 1.1 On 5 February 2024, RHB Investment Bank had, on behalf of the Offeror, served the Notice on the Board of the Offeree in accordance with subparagraph 9.10(1)(b)(i) of the Rules. The Board of the Offeree announced the receipt of the Notice on 5 February 2024 on the SC's website and a copy of the Notice was despatched to the Holders on 7 February 2024.
- 1.2 On 6 February 2024, in accordance with paragraph 3.06 of the Rules, the Board of the Offeree (save for the Interested Directors) appointed UOB Kay Hian Securities (M) Sdn Bhd as the Independent Adviser to advise the Offeree's non-interested directors and the Holders as well as to provide comments, opinions, information and recommendation on the Offer.
- 1.3 There is no ultimate offeror in relation to the Offer.
- 1.4 As at the LPD, the Offeror directly holds 840,342,299 Shares, representing approximately 95.43% equity interest in the Offeree. The Offeror does not have any indirect interest in the Offeree.
- 1.5 Assuming full acceptances, the Offeror will hold 880,580,460 Shares, representing 100.00% equity interest in the Offeree upon closing of the Offer.
- 1.6 As at the LPD, there are no persons acting in concert with the Offeror in relation to the Offer (in accordance with subsections 216(2) and/or 216(3) of the CMSA) that hold Shares.
- 1.7 As at the date of the Notice, save for the Citadel Undertaking, the Offeror has not received any irrevocable undertaking from any Holder to accept or reject the Offer.
- 1.8 The SC had, vide its letter dated 21 February 2024, notified that it has no further comments on this Offer Document under subparagraph 11.02(3) of the Rules. However, such notification shall not be taken to suggest that the SC recommends the Offer or assumes responsibility for the correctness of any statements made or opinions or reports expressed in this Offer Document.

RHB Investment Bank Berhad Reg.197401002639 (19663-P)
(A Participating Organisation of Bursa Malaysia Securities Berhad)
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

Corporate Finance

Level 12, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia.

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Together We Progress

1.9 The tentative timeline in respect of the Offer is as follows:

Event	Date
Notice served on the Board of the Offeree	5 February 2024
Posting of this Offer Document	26 February 2024
Last day for the issuance of the Independent Advice Circular	7 March 2024
First Closing Date ⁽¹⁾	18 March 2024

Note:

- (1) The Offer will remain open for acceptances until 5:00 p.m. (Malaysian time) on Monday, 18 March 2024, being the First Closing Date, or if the Offer is extended in accordance with the Rules and the terms and conditions of this Offer Document, such other extended closing date as the Offeror may decide and as may be announced by RHB Investment Bank on behalf of the Offeror, at least two (2) days before the Closing Date. Notice of such extension will be posted to you accordingly.

This Offer Document seeks to extend a formal unconditional voluntary take-over offer by the Offeror, through RHB Investment Bank, to acquire your Offer Shares subject to the terms and conditions as set out in this Offer Document.

You are advised to carefully read this Offer Document, and the Independent Advice Circular which will be despatched to you within ten (10) days from the date of this Offer Document. You should consider the recommendation of the Independent Adviser carefully before making your decision regarding the Offer.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately if you have any doubt about the Offer.

If you wish to accept the Offer, you should complete and sign the accompanying Form of Acceptance and Transfer according to the instructions contained therein. Please refer to Appendix II of this Offer Document for the procedures for acceptance and method of settlement of the Offer. Special instructions for Non-Resident Holders for acceptance of this Offer are also set out in Appendix II of this Offer Document. If you have any enquiries, you may contact the Registrar for the Offer for assistance.

You do not need to take any action if you decide not to accept the Offer.

2. TERMS AND CONDITIONS OF THE OFFER

The terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, are as follows:

2.1 Consideration

The Offeror will pay to the Holders who accept the Offer a cash consideration of RM3.42 for each Offer Share. The Offer Price will be satisfied entirely in cash in accordance with the terms and conditions as set out in this Offer Document.

If the Offeree declares, makes or pays any Distribution on or after the date of the Notice but prior to the Closing Date in respect of any Offer Shares, and the Holders are entitled to retain such Distribution, the Offer Price will be reduced by the amount equivalent to the net Distribution for each Offer Share which such Holders are entitled to retain. For the avoidance of doubt, no adjustment shall be made to the Offer Price in the event that the entitlement date for the Distribution is after the Closing Date.

The Offeree has not announced any declaration of any Distribution that is payable on or after the date of the Notice up to the day before the Posting Date.

Holders may accept the Offer in respect of either all or a part of their Offer Shares. Holders may not accept the Offer in excess of their respective holdings of the Offer Shares. The Offeror will not pay fractions of a sen to an Accepting Holder. Hence, where applicable, the cash consideration payable to the Accepting Holder pursuant to a valid acceptance of the Offer will be rounded down to the nearest whole sen.

2.2 Condition of the Offer

The Offer is **not conditional** upon any minimum level of acceptances of the Offer Shares as the Offeror already holds more than 50% of the voting shares in the Offeree. As at the LPD, the Offeror holds in aggregate 840,342,299 Shares, representing approximately 95.43% equity interest in the Offeree.

2.3 Duration of the Offer

The Offer will remain open for acceptances until 5:00 p.m. (Malaysian time) on 18 March 2024, being the First Closing Date, unless extended or revised in accordance with the Rules and the terms and conditions of this Offer Document as the Offeror may decide. Any such extension or revision will be announced by us, on behalf of the Offeror, at least two (2) days before the Closing Date. Notice of such extension or revision will be posted to the Holders accordingly.

Please refer to Section 2, Appendix I of this Offer Document for further details on the duration of the Offer.

2.4 Method of settlement

The settlement for the acceptance of the Offer will be effected through:

- (i) remittance into the Accepting Holders' bank account, details of which have been registered with Bursa Depository for the purpose of cash dividend or distribution; or
- (ii) if the Accepting Holders have not registered such details with Bursa Depository prior to the date of the valid acceptances, through remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their registered Malaysian address last maintained with Bursa Depository, at their own risk,

within ten (10) days from the date of such valid acceptances. This is provided that all such acceptances are deemed by the Offeror to be valid and complete in all respects in accordance with the terms and conditions set out in this Offer Document.

Accepting Holders are strongly encouraged to register and/or update their bank account details with Bursa Depository through their stockbroker in order to receive the consideration for the Offer in their bank account.

Please refer to Appendix I of this Offer Document for further information on the other terms and conditions of the Offer and Appendix II of this Offer Document for details on the procedures for accepting the Offer and method of settlement of the Offer. If you have any enquiries, you may contact the Registrar for the Offer for assistance.

3. RATIONALE FOR THE OFFER

3.1 Non-tradeability of the Shares following from the Offeree's delisting from the Official List

Following the close of the Previous Offer on 18 November 2021, KLK held 835,574,615 Shares, representing approximately 94.89% equity interest in the Offeree. KLK further acquired 3,241,198 Shares, representing 0.37% equity interest in the Offeree pursuant to section 223 of the CMSA. On 21 February 2022, being the closing date for the dissenting shareholders to exercise their rights under section 223 of the CMSA, KLK held a total of 839,345,538 Shares, representing 95.32% equity interest in the Offeree.

The Offeree was delisted from the Official List and the Shares were no longer traded on the Main Market of Bursa Securities with effect from 6 December 2021.

3.2 Opportunity for the Holders to exit and realise their investment in the Shares at a premium to the offer price of the Previous Offer

The Offer provides an opportunity for the Holders to realise their investment in the Shares rather than continue to hold unlisted Shares. The Offer Price of RM3.42 represents a premium of approximately 10.3% to the offer price of RM3.10 under the Previous Offer.

3.3 Greater flexibility in managing the Offeree's business operations

The successful implementation of the Offer will allow the Offeror to be the sole shareholder of the Offeree which will eliminate administrative efforts and costs pertaining to the Offeree's obligations to its shareholders (such as maintaining the Record of Depositors at Bursa Depository and conducting Annual General Meetings). The Offer will provide the Offeror with greater flexibility in the implementation of any business plans and/or operational changes of the Offeree (should the need arise) which may otherwise require minority shareholders' approval under the Act or other applicable rules and regulations.

4. LISTING STATUS OF THE OFFEREE, COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING SHAREHOLDERS

4.1 Listing status of the Offeree

The Offeree was delisted from the Official List on 6 December 2021 following the Previous Offer.

4.2 Compulsory acquisition

Subsection 222(1) of the CMSA provides that, subject to section 224 of the CMSA, where an offeror:

- (a) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and
- (b) has received acceptances of not less than 9/10 in the nominal value of the offer shares,

the offeror may, within four (4) months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all dissenting shareholders provided that the notice:

- (i) is issued within two (2) months from the date of achieving the conditions under paragraphs 222(1)(a) and 222(1)(b) of the CMSA; and
- (ii) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Subsection 222(1A) of the CMSA provides that, for the purpose of paragraph 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror and persons acting in concert.

Following the acceptance by Citadel of the Offer in respect of all the 36,380,100 Shares it holds, the Offeror will receive valid acceptance of not less than 9/10 in the nominal value of the Shares (excluding Shares already held by the Offeror as at the date of the Offer) on or before the Closing Date, and **the Offeror will invoke the provisions of subsection 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares** from the Dissenting Shareholders. All the Offer Shares that are compulsorily acquired will, subject to subsection 224(1) of the CMSA, be acquired on the same terms as set out in the Offer Document and in accordance with subsection 222(1) of the CMSA.

Under subsection 222(6) of the CMSA, if the Offeror acquires or contracts to acquire any Offer Shares, otherwise than by virtue of acceptances of the Offer, during the period within which the Offer can be accepted, then the Offeror will be treated, for the purposes of section 222 of the CMSA, as having acquired or contracted to acquire those Offer Shares by virtue of acceptances of the Offer provided that:

- (a) the consideration of such Offer Shares does not at the time when they are acquired or contracted to be acquired exceed the Offer Price; or
- (b) the terms of the Offer are subsequently revised so that when the revision is announced, the consideration of such Offer Shares no longer exceeds the revised Offer Price.

4.3 Rights of Dissenting Shareholders

Notwithstanding the above and subject to section 224 of the CMSA, section 223 of the CMSA provides that if the Offeror receives valid acceptances from the Holders resulting in the Offeror and its persons acting in concert holding not less than 9/10 in the value of all the Shares (including the Shares that are already held by the Offeror and its persons acting in concert as at the date of the Offer) on or before the Closing Date, a Dissenting Shareholder may exercise his rights under subsection 223(1) of the CMSA, by serving a notice on the Offeror to require the Offeror to acquire his Shares on the same terms as set out in this Offer Document or such other terms as may be agreed between the Offeror and the Dissenting Shareholder concerned.

If a Dissenting Shareholder exercises his rights under the provisions of subsection 223(1) of the CMSA, the Offeror will acquire such Shares in accordance with the provisions of the CMSA, subject to section 224 of the CMSA. In accordance with subsection 224(3) of the CMSA, when a Dissenting Shareholder exercises his rights under subsection 223(1) of the CMSA, the court may, on an application made by such Dissenting Shareholder or by the Offeror, order that the terms on which the Offeror shall acquire such Shares shall be as the court thinks fit.

Notwithstanding the above, pursuant to subsection 224(1) of the CMSA, where a notice is given under subsection 222(1) of the CMSA, the court may, on an application made by any Dissenting Shareholder within one (1) month from the date on which the notice was given by the Offeror, order that the Offeror shall not be entitled and shall not be bound to acquire the Shares of such Dissenting Shareholder or specify terms of acquisition that are different from the terms of the Offer.

Subsection 223(2) of the CMSA requires the Offeror to give the Dissenting Shareholders a notice in the manner specified by the SC of the rights exercisable by the Dissenting Shareholders under subsection 223(1) of the CMSA, within one (1) month of the time of the Offeror receiving valid acceptances from the Holders resulting in the Offeror and its persons acting in concert holding not less than 9/10 in the value of all the Shares (including the Shares already held by the Offeror and its persons acting in concert).

A notice to the Dissenting Shareholders under subsection 223(2) of the CMSA may specify the period for the exercise of the rights of the Dissenting Shareholders and in any event, such period shall not be less than three (3) months after the Closing Date.

5. FUTURE PLANS FOR THE OFFEREE GROUP AND ITS EMPLOYEES

As at the LPD, the intention of the Offeror with respect to the future plans for the Offeree Group and its employees is as follows:

5.1 Continuation of the Offeree Group's business

The Offeror intends to continue the existing businesses of the Offeree Group which are principally in oil palm plantation and oil palm related businesses. Nevertheless, the Offeror may, from time to time, undertake a review of the Offeree Group's businesses and operations to formulate future plans and strategies for the Offeree Group, if necessary. The Offeror retains the flexibility at any time to consider any opportunities which may present themselves and which the Offeror regards to be in the interests of the Offeror and/or the Offeree Group.

5.2 Major changes to the Offeree Group's business

The Offeror does not have any immediate plan to introduce any major change to the existing businesses of the Offeree Group, liquidate any of the companies within the Offeree Group (save for dormant or inactive companies), dispose of any major assets or undertake any major redeployment of the fixed assets of the Offeree Group. Nevertheless, the Offeror may, from time to time, review strategic options with regards to the businesses or assets of the Offeree Group and where appropriate, undertake such changes, disposal and/or redeployment as part of the process to rationalise the business activities or direction of the Offeree Group, including any expansion activities, divestment of non-core businesses or monetisation of assets, or to improve the use of resources of the Offeree Group, with a view that the Offeree Group remains competitive, sustainable or viable in the industry and to improve the prospects and growth of the Offeree Group.

As at the LPD, the Offeror has not entered into any negotiation, arrangement or understanding with any third party with regards to any significant change in the business, assets or shareholding structure of the Offeree Group.

5.3 Employees

The Offeror intends to retain the existing management team of the Offeree who will continue to perform their operational role. The Offeror also has no immediate plans to dismiss or make redundant the existing employees of the Offeree Group as a direct consequence of the Offer. Nevertheless, as with any organisation, the Offeror may from time to time review the human resources requirements of the Offeree Group to improve the efficiency of its operations and businesses and/or to optimise staff productivity of the Offeree Group. There may also be some changes with regards to employment and/or redeployment of the Offeree Group's employees as a result of the rationalisation and/or streamlining of the business activities to improve the productivity and efficiency of the enlarged KLK Group. Any such action taken involving employees will be dealt with in accordance with the relevant legislation and the terms of employment of the employees concerned.

6. FINANCIAL RESOURCES OF THE OFFEROR

The Offeror confirms that it has sufficient financial resources to satisfy full acceptance of the Offer. The Offeror also confirms that the Offer will not fail due to insufficient financial capability, and that every Holder who wishes to accept the Offer will be paid fully in cash.

RHB Investment Bank, as the Principal Adviser to the Offeror for the Offer, confirms that the Offeror has sufficient financial resources to satisfy full acceptance of the Offer. RHB Investment Bank also confirms that the Offer will not fail due to insufficient financial capability of the Offeror, and that every Holder who wishes to accept the Offer will be paid fully in cash.

7. FINANCIAL AND OTHER CONSIDERATIONS

The Offer Price was arrived at after taking into consideration the following:

- (i) a premium of RM0.32 or approximately 10.3% to the previous offer price of RM3.10 per Share for the Previous Offer;
- (ii) a premium of RM1.38 or approximately 67.6% to the latest audited consolidated net assets of KSN as at 30 September 2023 of RM2.04 per Share; and
- (iii) the P/B Multiple and EV/Planted Area Multiple of the Comparable Companies which are selected based on the following criteria:
 - (a) market capitalisation of between RM1.0 billion and RM3.0 billion, after taking into consideration the implied take-over value of KSN of approximately RM3.0 billion based on the Offer Price and 880,580,460 Shares in issue; and
 - (b) planted area for oil palm of below 100,000 Ha after taking into consideration the planted area of the KSN Group of 60,571 Ha as at 30 September 2023,

as set out below:

	Market capitalisation (RM'000)	Planted area (Ha)	P/B Multiple (times)	EV/Planted Area Multiple (RM per Ha)
Sarawak Oil Palms Berhad	2,573,035	84,487	0.8	26,425
Far East Holdings Berhad	2,137,817	18,909	1.6	108,831
Kim Loong Resources Berhad	2,132,427	15,940	2.6	130,256
Ta Ann Holdings Berhad	1,695,778	49,968	1.0	32,936
TSH Resources Berhad	1,545,794	39,071	0.8	50,162
Hap Seng Plantations Holdings Berhad	1,511,405	34,856	0.8	38,589
Kretam Holdings Berhad	1,474,915	20,152	1.8	70,910
United Malacca Berhad	1,048,846	18,949	0.7	59,066
BLD Plantation Bhd	1,021,020	40,186	1.4	23,918
	High	84,487	2.6	130,256
	Low	15,940	0.7	23,918
	Average	35,835	1.3	60,122
KSN	*3,011,585	60,571	1.7	48,074

(Source: Bloomberg and the latest annual reports of the Comparable Companies as at the LPD)

Note:

- * Being the implied take-over value of KSN of approximately RM3.0 billion based on the Offer Price and 880,580,460 Shares in issue.

Based on the above, the Offer Price represents:

- (i) an implied P/B Multiple of approximately 1.7 times based on the latest audited consolidated net assets per Share as at 30 September 2023 of RM2.04, which is higher than the average P/B Multiple of the Comparable Companies as at the LPD of 1.3 times; and
- (ii) an implied EV/Planted Area Multiple of RM48,074 per Ha based on the planted area of KSN and its subsidiaries of 60,571 Ha, which is within the range of the EV/Planted Area Multiple of the Comparable Companies as at the LPD of RM23,918 per Ha and RM130,256 per Ha.

Excluding the Comparable Companies with relatively smaller planted area of below 20,000 Ha as at the LPD as compared to the planted area of the KSN Group of 60,571 Ha as at 30 September 2023, the implied EV/Planted Area Multiple of RM48,074 per Ha is also within the range of RM23,918 per Ha and RM70,910 per Ha and higher than the average of RM40,490 per Ha.

There is no publicly available information on the number of KSN Shares and price of transactions which have taken place during the 6-month period before the beginning of the Offer Period and up to the LPD.

8. BACKGROUND INFORMATION ON THE OFFEROR

KLK was incorporated in Malaysia on 6 July 1973 under the Companies Act 1965 as a private limited company under the name of Kuala Lumpur Kepong Sendirian Berhad and is deemed registered under the Act. On 21 August 1973, it was converted into a public limited company and assumed the name of Kuala Lumpur Kepong Berhad. The KLK Shares were listed on the Main Market of Bursa Securities on 6 February 1974.

The principal activities of KLK are production and processing of palm products and natural rubber on its plantations and through its subsidiaries, it is involved in plantation, manufacturing, property development and investment holding.

Further information on KLK is set out in Appendix III of this Offer Document.

9. RESPONSIBILITY STATEMENT

The Board of Directors of the Offeror has reviewed and approved the issuance of this Offer Document. The Board of Directors of the Offeror jointly and severally accepts full responsibility for the accuracy of the information contained in this Offer Document and confirm that, after having made all reasonable inquiries, to the best of its knowledge, opinions expressed in this Offer Document have been arrived at after due and careful consideration and there are no other facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document misleading.

RHB Investment Bank, being the Principal Adviser, acknowledges that based on all available information and to the best of their knowledge and belief, this Offer Document constitutes a full and true disclosure of all material facts concerning the Offer.

10. FURTHER INFORMATION

For further information, please refer to the attached appendices which form part of this Offer Document.

YOU SHOULD CONSIDER THE CONTENTS OF THIS OFFER DOCUMENT IN ITS ENTIRETY AS WELL AS THE INDEPENDENT ADVICE CIRCULAR TO BE ISSUED AND THE RECOMMENDATIONS THEREIN BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFER.

IF YOU WISH TO ACCEPT THE OFFER, YOU SHOULD COMPLETE AND SIGN THE ACCOMPANYING FORM OF ACCEPTANCE AND TRANSFER ACCORDING TO THE INSTRUCTIONS THEREIN.

YOU DO NOT NEED TO TAKE ANY ACTION SHOULD YOU DECIDE NOT TO ACCEPT THE OFFER.

Yours faithfully,
For and on behalf of
RHB INVESTMENT BANK BERHAD

JAIMIE SIA
Executive Director
Head, Group Capital Markets & Advisory

TOMMY HAR
Director
Head, Corporate Finance

OTHER TERMS AND CONDITIONS OF THE OFFER

1. WARRANTIES

The Offeror will acquire your Offer Shares based on your acceptance of the Offer which is deemed by the Offeror as valid and complete in all respects in accordance with the terms and conditions of this Offer Document. Your acceptance will be deemed to constitute an irrevocable and unconditional warranty by you that the Offer Shares, to which such acceptance relates, are sold:

- (a) free from any moratorium, claim, charge, mortgage, lien, pledge, encumbrance, option, power of sale, hypothecation, retention of title, right of pre-emption, right of first refusal or other third party right or security interest of any kind or an agreement, arrangement or obligation to create any of the foregoing from the date of the valid acceptance; and
- (b) with all rights, benefits and entitlements attached thereto, including the right to all Distributions declared, made or paid on or after the date of the Notice, subject to the adjustments set out in Section 2.1 of this Offer Document.

2. DURATION OF THE OFFER**2.1 Duration**

The Offer will remain open for acceptances until 5:00 p.m. (Malaysian time) on 18 March 2024 (being the First Closing Date) or such later date(s) as the Offeror may decide, unless the Offeror withdraws the Offer with the SC's prior written consent and in such event, every person will be released from any obligation incurred under the Offer.

2.2 Competing offer

Where a competing take-over offer is made any time between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.

If a competing take-over offer continues to exist in the later stages of the Offer Period, the SC will require revised offers to be announced in accordance with an auction procedure, the terms of which will be determined by the SC. Such auction will normally follow the procedure set out in Schedule 4 of the Rules.

2.3 Revision of the Offer

If the Offer is revised after the Posting Date, it will remain open for acceptances for at least fourteen (14) days from the date of posting of the written notification of the revision to you. Where any of the terms of the Offer are revised, the benefits of the revised Offer will be made available to you, if you have previously accepted the Offer.

If the Offer is revised after the Posting Date, the Offeror will announce such revision together with the following information:

- (a) the revised offer price; and
- (b) the price paid or agreed to be paid and the number of voting shares or voting rights purchased or agreed to be purchased, which lead to the revision.

The Offeror may not revise the Offer after Friday, 12 April 2024, being the 46th day from the Posting Date or, if applicable, the date of the offer document of the competing take-over offer was posted, whichever is later.

OTHER TERMS AND CONDITIONS OF THE OFFER (CONT'D)

2.4 Extension of the Offer

Any extension of the period for acceptance of the Offer by the Offeror will be announced by us, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next closing date of the Offer and the notice of such extension will be posted to you accordingly.

2.5 Closing of the Offer

As the Offer is not conditional upon any minimum level of acceptances, the Closing Date will be no later than Friday, 26 April 2024, being the 60th day from the Posting Date. The Offer will be deemed to be closed before the Closing Date if the Offeror has received acceptances for all the Offer Shares and they have made an announcement in accordance with Section 5 of this Appendix.

3. RIGHTS OF WITHDRAWAL BY AN ACCEPTING HOLDER

- 3.1 Your valid acceptance of the Offer **SHALL BE IRREVOCABLE** as the Offer is not conditional upon any minimum level of acceptances of the Offer Shares. However, you are entitled to withdraw your acceptance immediately if the Offeror fails to comply with any of the requirements set out in Section 5.1 of this Appendix by the close of trading on Bursa Securities on the Relevant Day.
- 3.2 Notwithstanding Section 3.1 of this Appendix, the SC may terminate the above right of withdrawal not less than eight (8) days from the date on which the Offeror has complied with the requirements set out in Section 5.1 of this Appendix.
- 3.3 However, if you have already withdrawn your acceptance under Section 3.1 of this Appendix, your right will not be prejudiced by the termination of such right of withdrawal by the SC under Section 3.2 of this Appendix.

4. WITHDRAWAL OF THE OFFER BY THE OFFEROR

The Offeror shall not withdraw the Offer without the prior written consent of the SC.

5. ANNOUNCEMENT OF ACCEPTANCES

- 5.1 The Offeror will inform the SC in writing and announce on Bursa Securities (such announcement to be made by the Offeror), or by way of press notice where relevant, of the following information before 9:00 a.m. (Malaysian time) on the Relevant Day:

- (a) the status of the Offer, that is, as to whether the Offer is closed, revised or extended; and
- (b) the total number of Offer Shares:
- (i) for which valid acceptances of the Offer have been received after the Posting Date;
 - (ii) held by the Offeror and its persons acting in concert as at the Posting Date; and
 - (iii) acquired or agreed to be acquired by the Offeror and its persons acting in concert during the Offer Period but after the Posting Date,

and specifying the percentage of total number of Shares represented by these numbers.

OTHER TERMS AND CONDITIONS OF THE OFFER (CONT'D)

- 5.2 In computing the acceptances of the Offer Shares for announcement purposes, the Offeror may include or exclude acceptances which are not in order in all respects or which are subject to verification.
- 5.3 References to the making of an announcement or the giving of notice by the Offeror include the following:
- (a) the release of an announcement by us, the Offeror or the Offeror's advertising agent to the press; and/or
 - (b) the release of an announcement to Bursa Securities by the Offeror.
- 5.4 An announcement made otherwise than to Bursa Securities will be notified simultaneously to Bursa Securities, if applicable.

6. PURCHASES OF THE OFFER SHARES

If the Offeror or its persons acting in concert purchase or agree to purchase any Offer Shares during the Offer Period at a consideration that is higher than the Offer Price, the Offeror must increase the cash consideration for the Offer to an amount not less than the highest price (excluding stamp duty and commission) paid or agreed to be paid by the Offeror or its persons acting in concert for the Offer Shares during the Offer Period.

In the event the Offeror increases the consideration for the Offer, you will be entitled to receive the revised consideration that is to be paid or provided for the acceptance of the Offer if you have accepted the Offer prior to the revision in the Offer Price.

7. GENERAL

- 7.1 All communications, notices, documents and if applicable, payments in the form of cheque, banker's draft or cashier's order, to be delivered or sent to you or your designated agents will be sent by ordinary mail to your registered Malaysian address last maintained with Bursa Depository at your own risk. Non-Resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices, documents and payments in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event, this Offer Document will be made available on the website of Bursa Securities by the Offeror at www.bursamalaysia.com upon issuance.

In the case of Non-Resident Holders, Section 3, Appendix II of this Offer Document will apply.

Unless the contrary is proven, the delivery of the communication, notice, document or if applicable, payment in the form of cheque, banker's draft or cashier's order, will be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and such delivery will be presumed to have been effected at the time when the communication, notice, document or payment would have been delivered in the ordinary course of the mail.

- 7.2 The Offer and all acceptances received pursuant to the Offer will be construed under and governed by the laws of Malaysia. You and the Offeror will submit to the exclusive jurisdiction of the courts of Malaysia in respect of any proceedings brought in relation to the Offer.

OTHER TERMS AND CONDITIONS OF THE OFFER (CONT'D)

- 7.3 You may accept the Offer in respect of either all or a part of your Offer Shares. However, your acceptance must not exceed your total holding of Offer Shares, failing which the Offeror has the right to treat such acceptance as invalid. Nevertheless, the Offeror also reserves the right to treat any of your acceptances exceeding your total holding of Offer Shares as valid to the extent of your holding of Offer Shares.
- 7.4 The Form of Acceptance and Transfer which accompanies this Offer Document contains the following:
- (a) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees (if any);
 - (b) instructions to complete the Form of Acceptance and Transfer; and
 - (c) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominees (if any).

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

- 7.5 The Offeror will bear all costs and expenses of or incidental to the preparation and posting of this Offer Document (other than professional fees and other costs relating to the Offer incurred by the Offeree). The Offeror will also bear Malaysian stamp duty and Malaysian transfer fees, if any, resulting from valid acceptances of the Offer. Accepting Holders, will however, bear all costs and expenses incidental to the acceptance of the Offer (including taxes) such as handling fee for online acceptances and postage fee, if any. For the avoidance of doubt, the Offeror will not bear the payment of any and all transfer fees, taxes, duties, costs, expenses or other requisite payments due in any jurisdiction outside Malaysia or the payment of any levy for the repatriation of capital or income tax.
- 7.6 The accidental omission to post this Offer Document and the Form of Acceptance and Transfer to any Holder will not invalidate the Offer in any way.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT

1. PROCEDURES FOR ACCEPTANCE

1.1 Sections 1.1(i) to 1.1(iii) of this Appendix set out the steps required to be taken by you (either individuals or corporations) to accept the Offer. Sections 1.2 to 1.10 of this Appendix provide other general information in relation to the acceptance of the Offer.

(i) Step 1: Obtain transfer documents

- (a) The Form of Acceptance and Transfer is enclosed with this Offer Document. You can also obtain a copy from the Registrar, whose contact details are set out in Section 1.9 of this Appendix. You may also download the Form of Acceptance and Transfer from the website of Bursa Securities at www.bursamalaysia.com as published by the Offeror.
- (b) Obtain the Bursa Depository Transfer Form from your ADA/ADM or download it from:

https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer_of_Securities_Request-1.pdf.

Kindly check with your ADA/ADM on how the form may be submitted including any applicable fees or charges in respect of the submission.

(ii) Step 2: Complete the transfer documents

- (a) Complete and sign the Form of Acceptance and Transfer⁽¹⁾; and
- (b) Complete and sign the Bursa Depository Transfer Form according to the instructions printed on the reverse side of the Bursa Depository Transfer Form.

Note:

- (1) If you are a corporation, you must execute the form under your common seal, which has to be affixed and witnessed in accordance with your constitution or other applicable regulations or signed on your behalf by an authorised officer(s) or attorney(s) in accordance with your constitution or other applicable regulations.

(iii) Step 3: Lodging of the transfer documents

- (a) Lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM on any Market Day prior to the Closing Date. The transfer request shall be submitted by 3:30 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and Rules of Bursa Depository.
- (b) Send the following to the Registrar at the address shown in Section 1.9 of this Appendix by 5:00 p.m. (Malaysian time) on the Closing Date:
 - (i) the completed and signed Form of Acceptance and Transfer; and
 - (ii) the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM.

Alternatively, you can submit the Form of Acceptance and Transfer to the Registrar via electronic submission at its website at <https://tjih.online>. Please refer to the instructions in Step 3A below on the manner to submit the documents electronically.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (CONT'D)

Step 3A: Lodging of the transfer documents electronically

Procedures to submit the Form of Acceptance and Transfer electronically	
(i)	<p>Sign up as a user of TIIH Online</p> <p>(a) Access TIIH Online at https://tiih.online.</p> <p>(b) Under e-Services, select “Sign Up” - “Create Account by Individual Holder”, which is applicable for individual shareholders. For corporation and institutional shareholders, its authorised or nominated representative is to select “Create Account by Representative of Corporate Holder”. You may refer to the tutorial guide posted on the homepage for assistance.</p> <p>(c) Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</p> <p>(d) Proceed to activate your account with the temporary password given in the email and reset your own password.</p> <p>Note:</p> <p>An email address is allowed to be used once to register a user account. The same email address cannot be used to register another user account. If you are already a user of TIIH Online, you are not required to sign up again. If you are signing up to represent a corporate holder account, please contact the Registrar for further details and requirements.</p>
(ii)	<p>Procedures to submit the Form of Acceptance and Transfer</p> <p><u>Individual Holder</u></p> <p>(a) Login to TIIH Online at https://tiih.online.</p> <p>(b) Select the corporate exercise name: KLK SAWIT NUSANTARA BERHAD TAKE OVER OFFER.</p> <p>(c) Read and agree to the Terms & Conditions and Declaration.</p> <p>(d) Insert your CDS account, number of securities transferred by you to the Offeror, transfer reference number and correspondence address.</p> <p>(e) Review and confirm your submission of acceptance of the Offer.</p> <p>(f) Proceed to pay handling fee of RM5.00 for each CDS account via online payment gateway either through Maybank2U or any Financial Process Exchange (FPX) participating bank which you have an internet banking account.</p> <p>(g) Once remittance is done, print the payment receipt and your e-Form of Acceptance and Transfer for your record.</p> <p><u>Corporate or Institutional Holder</u></p> <p>(a) Login to TIIH Online at https://tiih.online.</p>

Note:

Individual Holder

Corporate or Institutional Holder

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (CONT'D)

Procedures to submit the Form of Acceptance and Transfer electronically

- (b) Select the corporate exercise name: KLK SAWIT NUSANTARA BERHAD TAKE OVER OFFER.
- (c) Read and agree to the Terms & Conditions and Declaration.
- (d) Proceed to download the file format for Take Over Offer submission.
- (e) Prepare the submission of your acceptance of the Offer by inserting the required information using the specified file format for Take Over Offer submission. Refer to the Guidance Note posted under the User Guide.
- (f) Proceed to pay handling fee of RM2.00 for each CDS account into the Registrar's bank account, details of which are as follows:

Account Name	Tricor Investor & Issuing House Services Sdn Bhd
Bank	Malayan Banking Berhad
Bank Account No.	514012025081
Bank Swift Code	MBBEMYKL

- (g) Once payment of handling fee is done, login to TIIH Online, select corporate exercise name: KLK SAWIT NUSANTARA BERHAD TAKE OVER OFFER and proceed to upload the duly completed file on the acceptance of the Offer.
- (h) Select "Submit" to complete your submission.
- (i) Print the confirmation report of your submission for your record.

1.2 If you intend to accept the Offer and if for any reason your Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and/or other document(s) of title for the Offer Shares is/are not readily available or lost, you should nevertheless complete and send the Form of Acceptance and Transfer to the Registrar at the address, shown in Section 1.9 of this Appendix by 5:00 p.m. (Malaysian time) on the Closing Date and you should arrange to forward within seven (7) days from the Closing Date the Depositor's Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and/or other document(s) of title for the Offer Shares to the Registrar. In such event, the settlement of the consideration in respect of the acceptance of the Offer will not be despatched until the Depositor's Copy of the Bursa Depository Transfer Form is duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title for the Offer Shares have been received within the aforesaid period of seven (7) days and are confirmed to be in order in all respects, failing which the Offeror has the right to treat such acceptance as invalid.

1.3 **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.**

1.4 No acknowledgement of the receipt of the Form of Acceptance and Transfer (or the Depositor's Copy of the Bursa Depository Transfer Form or other document(s) of title for the Offer Shares) will be issued. All acceptances and accompanying documents sent by post or by hand are at your own risk. Proof of time of postage does not constitute proof of time of receipt by the Registrar.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (CONT'D)

- 1.5 If you fail to comply with any of the terms or conditions set out in this Appendix or the Form of Acceptance and Transfer, the Offeror may, at its discretion, elect to consider whether you have or have not accepted the Offer. The decision of the Offeror is final and binding.
- 1.6 You may obtain additional copies of this Offer Document and the accompanying Form of Acceptance and Transfer from the office of the Registrar during normal business hours, i.e. from 8:30 a.m. to 5:30 p.m. (Malaysian time), on Mondays to Fridays (excluding public holidays), from the Posting Date up to the Closing Date, or from the website of Bursa Securities at www.bursamalaysia.com as published by the Offeror.
- 1.7 You should address all enquiries concerning the acceptance procedures for this Offer to the Registrar at the address, email address or contact numbers stated in Section 1.9 of this Appendix.
- 1.8 Under Section 14(1) of the SICDA, Bursa Securities has prescribed the Shares as securities required to be deposited into the CDS account. Therefore, all dealings in the Offer Shares that have been deposited into the CDS account will be carried out in accordance with the SICDA and the Rules of Bursa Depository.
- 1.9 The details of the Registrar, whose business hours are from 8:30 a.m. to 5:30 p.m. (Malaysian time), on Mondays to Fridays (excluding public holidays), are as follows:

Tricor Investor & Issuing House Services Sdn Bhd**(Registration No: 197101000970 (11324-H))**

Unit 32-01, Level 32
 Tower A, Vertical Business Suite
 Avenue 3, Bangsar South
 No. 8, Jalan Kerinchi
 59200 Kuala Lumpur, Malaysia

or alternatively at

Tricor Customer Service Centre

Unit G-3, Ground Floor, Vertical Podium
 Avenue 3, Bangsar South
 No. 8, Jalan Kerinchi
 59200 Kuala Lumpur, Malaysia

Telephone no. : 603 - 2783 9299
 Facsimile no. : 603 - 2783 9222
 E-mail address : is.enquiry@my.tricorglobal.com

- 1.10 Invalid acceptances will be returned by ordinary mail at your own risk within fourteen (14) days after the Closing Date or, where applicable, within fourteen (14) days of receipt of the Depositor's Copy of the Bursa Depository Transfer Form duly verified by your ADA/ADM and/or other document(s) of title for the Offer Shares, whichever is later.

2. METHOD OF SETTLEMENT

Except with the consent of the SC and save for the Offeror's right to reduce the Offer Price as set out in Section 2.1 of this Offer Document, the Offeror will settle the consideration for the Offer in full in accordance with the terms set out in this Offer Document, without regard to any lien, right of set-off, counter-claim or other analogous rights to which the Offeror may otherwise be or claim to be entitled against the Accepting Holder. This, however, is without prejudice to the Offeror's right to make any claim against the Accepting Holder after such full settlement in respect of a breach of any of the warranties set out in Section 1, Appendix I of this Offer Document.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (CONT'D)

The SC will only grant consent to an offeror to set-off consideration where a shareholder consents to such set-off or in exceptional circumstances.

If the Offeror deems the acceptances of the Offer as valid and complete in all respects in accordance with the terms and conditions set out in this Offer Document, the settlement for the acceptance of the Offer will be effected through:

- (i) remittance into the Accepting Holders' bank account, details of which have been registered with Bursa Depository for the purpose of cash dividend or distribution; or
- (ii) if the Accepting Holders have not registered such details with Bursa Depository prior to the date of such valid acceptances, through remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (or their designated agents, as they may direct) at their registered Malaysian address last maintained with Bursa Depository, at their own risk,

within ten (10) days from the date of such valid acceptances. This is provided that all such acceptances are deemed by the Offeror to be complete and valid in all respects, in accordance with the terms and conditions set out in this Offer Document.

Accepting Holders are strongly encouraged to register and/or update their bank account details with Bursa Depository through their stockbroker in order to receive the consideration for the Offer in their bank account.

Non-Resident Holders are advised that the settlement for the acceptance of the Offer will be made in RM. Non-Resident Holders who wish to convert the consideration received into foreign currency for repatriation may do so after payment of the appropriate fee and/or charges as levied by the respective financial institutions.

Invalid acceptance will be returned by ordinary mail at Accepting Holders' own risk within 14 days after the Closing Date or, where applicable, within 14 days of receipt of the Depositor's Copy of the Bursa Depository Transfer Form duly verified by the ADA/ADM, and/or other document(s) of title, whichever is later.

Please refer to Appendix I of this Offer Document for further information on the other terms and conditions of the Offer.

3. NON-RESIDENT HOLDER

All references to "**you**" in this Section 3 are to a Non-Resident Holder.

This Offer Document and all documents relating to the Offer have not been (and will not be) sent to Non-Resident Holders who do not have an address in Malaysia. If you are a Non-Resident Holder and you wish to receive this Offer Document, you may provide an address in Malaysia to the Registrar for the delivery of this Offer Document. You may also collect this Offer Document from the Registrar. The Offeror will not make or be bound to make any enquiry as to whether Non-Resident Holders have a registered address in Malaysia.

Details of the Registrar can be found in Section 1.9 of this Appendix.

3.1 Responsibility of a Non-Resident Holder

- (i) The Offer is being made in Malaysia only. The Offer and this Offer Document, together with the Form of Acceptance and Transfer, have not been made to comply with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, you may not treat this Offer Document, the Form of Acceptance and Transfer and/or any other documentation relating to the Offer as an invitation or offer to sell securities or participate in the Offer in any jurisdiction other than Malaysia.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (CONT'D)

- (ii) You may be subject to or be limited by, the laws and regulations of your relevant jurisdiction in connection with your participation in the Offer. You should keep yourself informed of and observe any applicable legal requirement in your jurisdiction.
- (iii) If you wish to accept the Offer, you will be solely responsible to satisfy yourself as to the full observance of the laws of your relevant jurisdiction where you reside and in Malaysia. You are also responsible for obtaining any governmental, exchange control or other consents which may be required and for complying with the necessary formalities and legal and regulatory requirements.
- (iv) If you wish to accept the Offer, you will also be solely responsible for the payment of any transfer fees, taxes, duties or other requisite payment due in such jurisdiction. The Offeror, the Registrar and RHB Investment Bank shall be fully indemnified and held harmless by you for any transfer fees, taxes, duties, costs, expenses or other requisite payment which you may be required to pay.
- (v) You should consult your professional advisers in your relevant jurisdiction on compliance with legal and other applicable requirements. Acceptance of the Offer by you shall be deemed to constitute a representation and warranty to the Offeror, the Registrar and RHB Investment Bank that:
 - (a) you are in full observance of the laws of your relevant jurisdiction and Malaysia;
 - (b) you have not received copies or originals of this Offer Document, the Form of Acceptance and Transfer or any other documentation relating to the Offer in, into or from a Restricted Jurisdiction;
 - (c) you have not, in connection with the Offer or the execution or delivery of the Form of Acceptance and Transfer, utilised, directly or indirectly, the mails or any means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction;
 - (d) you are not accepting the Offer from a Restricted Jurisdiction and in accepting the Offer, you are in full compliance with all necessary formalities and legal and regulatory requirements of the relevant jurisdiction; and
 - (e) you would not cause the Offeror, the Registrar and RHB Investment Bank to be in breach of the laws of the relevant jurisdiction.

3.2 Treatment of this Offer Document and/or the Form of Acceptance and Transfer in relation to a Non-Resident Holder

- (i) The release, publication or distribution of this Offer Document, the Form of Acceptance and Transfer and/or any other documentation relating to the Offer in any jurisdiction other than Malaysia may be affected by the laws or regulations of the relevant jurisdiction other than Malaysia. If you wish to accept the Offer, you should observe any applicable legal requirements in your relevant jurisdiction.
- (ii) The Offer is not being extended and will not be extended directly or indirectly, in or into, or by use of mails or any means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within such Restricted Jurisdiction (unless otherwise determined by the Offeror). Accordingly, copies of this Offer Document, the Form of Acceptance and Transfer and/or any other documentation relating to the Offer are not being and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction.

PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (CONT'D)

- (iii) You (including without limitation, your custodians, nominees and trustees) must not, in connection with the Offer, distribute or send this Offer Document, the Form of Acceptance and Transfer and/or any other documentation relating to the Offer into any Restricted Jurisdiction. If you or your agent or nominee receives this Offer Document, the Form of Acceptance and Transfer and any other documentation relating to the Offer in such Restricted Jurisdiction, the Offer may be deemed invalid and may not be accepted.
- (iv) Your acceptance may be invalid and disregarded unless you have fully complied with the laws of your relevant jurisdiction. If you forward this Offer Document, the Form of Acceptance and Transfer and any other documentation relating to the Offer into any Restricted Jurisdiction, whether because of a contractual or legal obligation or otherwise, you must inform the recipient of the contents of this Section 3. The Offeror reserves the right to reject a purported acceptance of the Offer from any Non-Resident Holder in any Restricted Jurisdiction.

3.3 The Offeror's reservation of right over acceptance by a Non-Resident Holder

The Offeror reserves the right, in its absolute discretion, to treat any acceptance as invalid if it believes such acceptance may violate applicable legal or regulatory requirements. However, the Offeror reserves the right to permit your acceptance of the Offer in circumstances in which the Offeror is satisfied that your acceptance will not constitute a breach of any securities or other relevant legislation or impose any obligation on the Offeror not contemplated by the Offer.

3.4 Procedures for acceptance for Non-Resident Holders

Subject to Sections 3.1 to 3.3 of this Appendix, the procedures for acceptance of the Offer in Section 1 of this Appendix also apply to you.

3.5 Method of settlement for a Non-Resident Holder

The method of settlement in Section 2 of this Appendix applies similarly to you if you have accepted the Offer and the settlement shall be made in RM.

The Offer is made in compliance with the laws of Malaysia only. As such, this Offer Document together with the Form of Acceptance and Transfer only comply with the laws of Malaysia. The Offeror, the Registrar and RHB Investment Bank shall not accept any responsibility or liability in the event that any acceptance of the Offer by a Non-Resident Holder is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions outside Malaysia.

Non-Resident Holders should therefore immediately consult their professional advisers in relation to the observance of the above and any other applicable laws. Non-Resident Holders shall be responsible for payment of any levy, fee, commission or cost that may be required in connection with their acceptance of the Offer or remittance of any amount due to them and shall keep the Offeror, the Registrar and RHB Investment Bank indemnified for the payment of such fee or commission. Please refer to Section 3 of this Appendix for further information.

INFORMATION ON THE OFFEROR

1. HISTORY AND BUSINESS

KLK was incorporated in Malaysia on 6 July 1973 under the Companies Act 1965 as a private limited company under the name of Kuala Lumpur Kepong Sendirian Berhad and is deemed registered under the Act. On 21 August 1973, it was converted into a public limited company and assumed the name of Kuala Lumpur Kepong Berhad. The KLK Shares were listed on the Main Market of Bursa Securities on 6 February 1974.

The principal activities of KLK are production and processing of palm products and natural rubber on its plantations and through its subsidiaries, it is involved in plantation, manufacturing, property development and investment holding. The principal activities of KLK's subsidiaries, associated companies and joint venture are set out in Section 5 of this Appendix.

2. SHARE CAPITAL

As at the LPD, the issued share capital of KLK is RM1,382,682,448 comprising 1,081,017,785 KLK Shares (including 2,581,799 treasury shares) in issue.

As at the LPD, KLK does not have any convertible securities in issue.

3. SUBSTANTIAL SHAREHOLDERS

The substantial shareholders of KLK and their respective shareholdings in KLK as at the LPD are as follows:

Name	Direct		Indirect	
	Number of KLK Shares	(1)%	Number of KLK Shares	(1)%
Batu Kawan Berhad	514,616,727	47.72	-	-
Employees Provident Fund Board	(2)118,677,604	11.00	-	-
Wan Hin Investments Sdn Berhad	455,430	0.04	(3)514,616,727	47.72
Tan Sri Dato' Seri Lee Oi Hian	151,112	0.01	(4)515,223,496	47.78
Dato' Lee Hau Hian	84,536	0.01	(5)515,094,496	47.76
Arusha Enterprise Sdn Bhd	-	-	(6)514,616,727	47.72
Grateful Blessings Foundation	-	-	(7)515,094,496	47.76
Grateful Blessings Inc	-	-	(8)515,094,496	47.76
Di-Yi Sdn Bhd	22,339	*	(9)515,072,157	47.76
High Quest Anstalt	-	-	(10)515,094,496	47.76
Cubic Crystal Corporation	-	-	(11)515,094,496	47.76
High Quest Holdings Sdn Bhd	22,339	*	(9)515,072,157	47.76

Notes:

* Negligible.

(1) Based on the issued shares of KLK of 1,078,435,986 shares (excluding 2,581,799 treasury shares) as at the LPD.

(2) Inclusive of those held through Citigroup Nominees (Tempatan) Sdn Bhd and based on notice received as at the LPD.

(3) Deemed interest by virtue of Section 8(4) of the Act through Arusha Enterprise Sdn Bhd.

INFORMATION ON THE OFFEROR (CONT'D)

- (4) Deemed interest in the KLK Shares held by his child, and by virtue of Section 8(4) of the Act through Grateful Blessings Foundation. Nevertheless, he does not have any economic or beneficial interest in the KLK Shares as his deemed interest is held via the interest of his family members as discretionary beneficiaries of Grateful Blessings Foundation (which said family members' interest is held subject to the discretion of Grateful Blessings Foundation Council).
- (5) Deemed interest by virtue of Section 8(4) of the Act through High Quest Anstalt.
- (6) Deemed interest by virtue of Section 8(4) of the Act through Batu Kawan Berhad.
- (7) Deemed interest by virtue of Section 8(4) of the Act through Grateful Blessings Inc.
- (8) Deemed interest by virtue of Section 8(4) of the Act through Di-Yi Sdn Bhd.
- (9) Deemed interest by virtue of Section 8(4) of the Act through Wan Hin Investments Sdn Berhad.
- (10) Deemed interest by virtue of Section 8(4) of the Act through Cubic Crystal Corporation.
- (11) Deemed interest by virtue of Section 8(4) of the Act through High Quest Holdings Sdn Bhd.

4. DIRECTORS

The directors of KLK and their respective shareholdings in KLK as at the LPD are as follows:

Name (Designation)	Nationality	Direct		Indirect	
		Number of KLK Shares	(1)%	Number of KLK Shares	(1)%
R. M. Alias (Chairman, Non-Independent Non-Executive Director) ⁽⁶⁾	Malaysian	342,715	0.03	(2)1,000	*
Tan Sri Dato' Seri Lee Oi Hian (Executive Director, Chief Executive Officer) ⁽⁷⁾	Malaysian	151,112	0.01	(3)515,223,496	47.78
Dato' Lee Hau Hian (Non-Independent Non- Executive Director)	Malaysian	84,536	0.01	(4)515,094,496	47.76
Dato' Yeoh Eng Khoon (Non-Independent Non- Executive Director)	Malaysian	340,176	0.03	(5)4,838,476	0.45
Quah Poh Keat (Senior Independent Non- Executive Director)	Malaysian	-	-	-	-
Anne Rodrigues (Independent Non-Executive Director)	Malaysian	1,523	*	-	-
Lee Jia Zhang (Executive Director, Chief Operating Officer)	Malaysian	129,000	0.01	-	-

INFORMATION ON THE OFFEROR (CONT'D)

Name (Designation)	Nationality	Direct		Indirect	
		Number of KLK Shares	(¹)%	Number of KLK Shares	(¹)%
Cheryl Khor Hui Peng (Independent Non-Executive Director)	Malaysian	-	-	-	-
Tan Sri Shahril Ridza Bin Ridzuan (Independent Non-Executive Director)	Malaysian	5,000	*	-	-

Notes:

- * Negligible.
- (1) Based on the issued shares of KLK of 1,078,435,986 KLK Shares (which excludes 2,581,799 treasury shares) as at the LPD.
- (2) Deemed interest in the KLK Shares held by his child.
- (3) Deemed interest in the KLK Shares held by his child, and by virtue of Section 8(4) of the Act through Grateful Blessings Foundation. Nevertheless, he does not have any economic or beneficial interest in the KLK Shares as his deemed interest is held via the interest of his family members as discretionary beneficiaries of Grateful Blessings Foundation (which said family members' interest is held subject to the discretion of Grateful Blessings Foundation Council).
- (4) Deemed interest by virtue of Section 8(4) of the Act through High Quest Anstalt.
- (5) Deemed interest in the KLK Shares held by his spouse and children, and by virtue of Section 8(4) of the Act through Yeoh Chin Hin Investments Sdn Bhd.
- (6) Subsequent to the LPD, R. M. Alias has retired on 22 February 2024.
- (7) Subsequent to the LPD, Tan Sri Dato' Seri Lee Oi Hian has been redesignated as Executive Chairman on 22 February 2024.

5. SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

The subsidiaries of KLK as at the LPD are as follows:

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
PLANTATION			
PENINSULAR MALAYSIA			
Uni-Agro Multi Plantations Sdn Bhd	Malaysia	51.0	Plantation
Betatechnic Sdn Bhd	Malaysia	100.0	Operating biogas capture plants
Gunong Pertanian Sdn Bhd	Malaysia	100.0	Extraction of crude palm oil
Taiko Plantations Sendirian Berhad	Malaysia	100.0	Management of plantation

INFORMATION ON THE OFFEROR (CONT'D)

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
Golden Complex Sdn Bhd	Malaysia	100.0	Investment holding
Jasachem Sdn Bhd	Malaysia	100.0	Investment holding
KL-Kepong Plantation Holdings Sdn Bhd	Malaysia	100.0	Investment holding
SABAH			
Berakan Maju Sdn Bhd	Malaysia	95.4	Plantation
Bornion Estate Sdn Bhd	Malaysia	63.0	Plantation
Desa Talisai Palm Oil Mill Sdn Bhd (in member's voluntary liquidation)	Malaysia	95.4	Dormant
Desa Talisai Sdn Bhd (in member's voluntary liquidation)	Malaysia	95.4	Dormant
Dynasive Enterprise Sdn Bhd	Malaysia	95.4	Investment holding
Excellent Challenger (M) Sdn Bhd	Malaysia	95.4	Plantation
Gunaria Sdn Bhd	Malaysia	95.4	Investment holding
KLK Agri Oils Sdn Bhd	Malaysia	95.4	Plantation and kernel crushing
KLK Biofuel Sdn Bhd	Malaysia	95.4	Dormant
KLK Sawit Nusantara Berhad	Malaysia	95.4	Plantation and investment holding
KL-Kepong (Sabah) Sdn Bhd	Malaysia	100.0	Plantation
Minat Teguh Sdn Bhd	Malaysia	95.4	Investment holding
Rakanan Jaya Sdn Bhd	Malaysia	95.4	Plantation
Ratus Sempurna Sdn Bhd	Malaysia	95.4	Investment holding
Sabah Cocoa Sdn Bhd	Malaysia	98.7	Plantation
Sabah Holdings Corporation Sdn Bhd	Malaysia	70.0	Investment holding
Sabang Mills Sdn Bhd (in member's voluntary liquidation)	Malaysia	95.4	Dormant
Sijas Plantations Sdn Bhd (in member's voluntary liquidation)	Malaysia	95.4	Dormant
INDONESIA			
P.T. ADEI Plantation & Industry	Indonesia	95.0	Plantation, kernel crushing, refining and sales of palm products
P.T. Alam Karya Sejahtera AKS	Indonesia	61.8	Plantation
P.T. Applied Agricultural Resources Indonesia	Indonesia	100.0	Agronomic service and research
P.T. Bumi Makmur Sejahtera Jaya	Indonesia	95.0	Plantation
P.T. Hutan Hijau Mas	Indonesia	92.0	Plantation
P.T. Indonesia Plantation Synergy	Indonesia	96.1	Plantation
P.T. Jabontara Eka Karsa	Indonesia	95.0	Plantation
P.T. Karya Bakti Sejahtera Agrotama	Indonesia	95.5	Plantation

INFORMATION ON THE OFFEROR (CONT'D)

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
P.T. Karya Makmur Abadi	Indonesia	100.0	Plantation
P.T. KLK Agriservindo	Indonesia	100.0	Plantation management services
P.T. Langkat Nusantara Keping	Indonesia	60.0	Plantation
P.T. Malindomas Perkebunan	Indonesia	92.0	Plantation
P.T. Menteng Jaya Sawit Perdana	Indonesia	100.0	Plantation
P.T. Mulia Agro Permai	Indonesia	100.0	Plantation
P.T. Parit Sembada	Indonesia	95.0	Plantation
P.T. Pinang Witmas Sejati	Indonesia	60.0	Plantation
P.T. Prima Alumga	Indonesia	95.7	Plantation
P.T. Primabahagia Permai	Indonesia	95.7	Plantation
P.T. Putra Bongan Jaya	Indonesia	100.0	Plantation
P.T. Satu Sembilan Delapan	Indonesia	92.0	Plantation
P.T. Sinergi Agro Industri	Indonesia	95.7	Plantation
P.T. Steelindo Wahana Perkasa	Indonesia	95.0	Plantation, kernel crushing, refining, manufacturing and sale of palm products
P.T. Sekarbumi Alamlestari	Indonesia	65.0	Plantation
P.T. Tekukur Indah	Indonesia	90.0	Plantation
SINGAPORE			
Collingwood Plantations Pte Ltd	Singapore	81.6	Investment holding
KLK Agro Plantations Pte Ltd	Singapore	100.0	Investment holding
PAPUA NEW GUINEA			
Ang Agro Forest Management Ltd	Papua New Guinea	100.0	Dormant
MAURITIUS			
Liberian Palm Developments Limited	Mauritius	100.0	Investment holding
EBF (Mauritius) Limited	Mauritius	100.0	Investment holding
EPO (Mauritius) Limited	Mauritius	100.0	Investment holding
LIBERIA			
LIBINC Oil Palm Inc	Liberia	100.0	Plantation
Equatorial Palm Oil (Liberia) Incorporated	Liberia	100.0	Management of plantation
Liberian Agriculture Developments Corporation	Liberia	100.0	Dormant
MANUFACTURING			
OLEOCHEMICALS			
Capital Glogalaxy Sdn Bhd	Malaysia	80.0	Trading of oleochemicals and hedging of future contracts related to these products

INFORMATION ON THE OFFEROR (CONT'D)

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
Davos Life Science Sdn Bhd	Malaysia	100.0	Manufacturing of palm phytonutrients and other palm derivatives
KL-Kepong Industrial Holdings Sdn Bhd	Malaysia	100.0	Investment holding
KL-Kepong Oleomas Sdn Bhd	Malaysia	96.0	Manufacturing and sale of oleochemicals
KLK Bioenergy Sdn Bhd	Malaysia	96.0	Manufacturing of biodiesel
KLK Indahmas Sdn Bhd	Malaysia	100.0	Manufacturing of oleochemicals and property investment
KSP Manufacturing Sdn Bhd	Malaysia	79.8	Renting of properties
Palm-Oleo Sdn Bhd	Malaysia	79.8	Manufacturing and sale of oleochemicals
Palm-Oleo (Klang) Sdn Bhd	Malaysia	79.8	Manufacturing and sale of oleochemicals
Palmamide Sdn Bhd	Malaysia	79.8	Renting of properties
KLK Emmerich GmbH	Germany	100.0	Manufacturing and sale of oleochemicals
KLK OLEO Americas Inc	United States of America	100.0	Trading and distribution of oleochemicals
KLK Premier Capital Limited	British Virgin Islands	80.0	Investment holding
KLK Tensachem SA	Belgium	100.0	Manufacturing of alcohol ether sulphates, alcohol sulphates and sulphonic acids
KLK Oleo (Shanghai) Co Ltd	People's Republic of China	100.0	Trading and distribution of oleochemicals
Shanghai Jinshan Jingwei Chemical Co Ltd	People's Republic of China	100.0	Renting of property
Taiko Palm-Oleo (Zhangjiagang) Co Ltd	People's Republic of China	80.0	Manufacturing and sales of oleochemicals
P.T. KLK Dumai	Indonesia	100.0	Manufacturing of basic organic chemicals from agricultural products
P.T. KLK Oleo Servindo	Indonesia	100.0	Management services
P.T. Prima Dumai Indobulking	Indonesia	100.0	Dormant
Temix Oleo SpA	Italy	90.0	Production and distribution of fatty alcohols and derivatives, fatty acids, fatty esters and other chemicals
NON-IONIC SURFACTANTS AND ESTERS			
Kolb Distribution AG	Switzerland	100.0	Distribution of non-ionic surfactants and esters
Dr. W. Kolb AG	Switzerland	100.0	Manufacturing of non-ionic surfactants and esters

INFORMATION ON THE OFFEROR (CONT'D)

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
Dr. W. Kolb Netherlands BV	Netherlands	100.0	Manufacturing of non-ionic surfactants and esters
Kolb Distribution BV	Netherlands	100.0	Distribution of non-ionic surfactants and esters
Kolb France SARL	France	100.0	Distribution of non-ionic surfactants and esters
Dr. W. Kolb Deutschland GmbH	Germany	100.0	Distribution of non-ionic surfactants and esters
KLK Kolb Specialties BV	Netherlands	100.0	Manufacturing and distribution of non-ionic surfactants and esters
KLK Chemicals Holding Netherlands BV	Netherlands	100.0	Investment holding
RERFINERIES AND KERNEL CRUSHING			
Fajar Palmkel Sdn Berhad	Malaysia	100.0	Kernel crushing, refining and manufacturing and sales of palm and cocoa butter substitutes products
Golden Yield Sdn Bhd	Malaysia	100.0	Dormant
KLK Alami Edible Oils Sdn Bhd (formerly known as KLK Golden Oils Sdn Bhd)	Malaysia	65.0	Refining, manufacturing and sale of palm and specialty fat products
KL-Kepong Edible Oils Sdn Bhd	Malaysia	100.0	Refining, manufacturing and sale of palm and shortening products
KLK Premier Oils Sdn Bhd	Malaysia	100.0	Kernel crushing, refining, manufacturing and sale of palm products
Astra-KLK Pte Ltd	Singapore	51.0	Marketing of refined palm oil products and provision of logistics services related to palm products
KLK Plantations and Trading Pte Ltd	Singapore	100.0	Management of plantation, marketing and trading of palm oil refined products
P.T. Perindustrian Sawit Synergi	Indonesia	100.0	Kernel crushing, refining, manufacturing and sale of palm products and oleochemicals
GLOVE PRODUCTS			
KL-Kepong Rubber Products Sdn Bhd	Malaysia	100.0	Manufacturing and trading in rubber products
PARQUET FLOORING			
KLK Hardwood Flooring Sdn Bhd	Malaysia	100.0	Manufacturing and marketing of parquet flooring products

INFORMATION ON THE OFFEROR (CONT'D)

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
<i>NUTRACEUTICAL, COSMECEUTICAL AND PHARMACEUTICAL PRODUCTS</i>			
Davos Life Science Pte Ltd	Singapore	100.0	Sales of pharmaceutical and bio-pharmaceutical intermediates and fine chemicals and investment holding
Biogene Life Science Pte Ltd	Singapore	100.0	Research collaboration and investment holding
Centros Life Science Pte Ltd	Singapore	100.0	Sales of pharmaceutical and bio-pharmaceutical intermediates and fine chemicals
<i>STORAGE AND DISTRIBUTION</i>			
Stolthaven (Westport) Sdn Bhd	Malaysia	51.0	Storing and distribution of bulk liquid
<i>PROPERTY</i>			
Aura Muhibah Sdn Bhd	Malaysia	60.0	Property development
Colville Holdings Sdn Bhd	Malaysia	100.0	Property development
KL-K Holiday Bungalows Sendirian Berhad	Malaysia	100.0	Operating holiday bungalows
KL-Kepong Complex Sdn Bhd	Malaysia	100.0	Property development
KL-Kepong Country Homes Sdn Bhd	Malaysia	100.0	Property development
KL-Kepong Property Development Sdn Bhd	Malaysia	100.0	Property development
KL-Kepong Property Management Sdn Bhd	Malaysia	100.0	Property management and property development
KLK Coalfields Sdn Bhd	Malaysia	100.0	Dormant
KLK Land Sdn Bhd	Malaysia	100.0	Investment holding
KLK Landscape Services Sdn Bhd	Malaysia	100.0	Dormant
KLK Management Services Sdn Bhd	Malaysia	100.0	Dormant
KLK Park Homes Sdn Bhd	Malaysia	100.0	Property development
KLK Retail Centre Sdn Bhd	Malaysia	100.0	Investment property
Kompleks Tanjung Malim Sdn Bhd	Malaysia	80.0	Property development
Menara KLK Sdn Bhd	Malaysia	100.0	Investment property
Palermo Corporation Sdn Bhd	Malaysia	100.0	Property development
Scope Energy Sdn Bhd	Malaysia	60.0	Property development
Selasih Ikhtisas Sdn Bhd	Malaysia	100.0	Property development

INFORMATION ON THE OFFEROR (CONT'D)

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
<u>INVESTMENT HOLDING</u>			
Ablington Holdings Sdn Bhd	Malaysia	100.0	Investment holding
Draw Fields Sdn Bhd	Malaysia	100.0	Dormant
Ladang Perbadanan-Fima Berhad	Malaysia	100.0	Dormant
KL-Kepong Equity Holdings Sdn Bhd	Malaysia	100.0	Investment holding
Ortona Enterprise Sdn Bhd	Malaysia	100.0	Dormant
Quarry Lane Sdn Bhd	Malaysia	100.0	Investment holding
KL-Kepong International Ltd	Cayman Islands	100.0	Investment holding
KLK Overseas Investments Limited	British Virgin Islands	100.0	Investment holding
KLKI Holdings Limited	United Kingdom	100.0	Investment holding
Rainbow State Limited	British Virgin Islands	75.0	Owning and operating of aircraft
<u>OTHERS</u>			
Somerset Cuisine Limited	United Kingdom	100.0	Manufacturing of jams and preserves
KLK Farms Pty Ltd	Australia	100.0	Farming
KLK Assurance (Labuan) Limited	Malaysia	100.0	Offshore captive insurance

The associated companies of KLK as at the LPD are as follows:

Name of company	Place of incorporation	Effective equity interest (%)	Principal activities
Applied Agricultural Resources Sdn Bhd	Malaysia	50.0	Agronomic service and research
FKW Global Commodities (Pvt) Limited	Pakistan	30.0	Trading in commodities
Kumpulan Sierramas (M) Sdn Bhd	Malaysia	50.0	Property development
Malaysia Pakistan Venture Sdn Bhd	Malaysia	37.5	Investment holding
MAPAK Edible Oils (Private) Limited	Pakistan	30.0	Manufacturing and marketing of palm and other soft oils
Phytopharma Co Ltd	Japan	24.6	Import, export and distribution of herbal medicine and raw materials thereof, raw materials of pharmaceutical products and cosmetic products
Synthomer plc	United Kingdom	26.9	Specialty chemicals manufacturer

INFORMATION ON THE OFFEROR (CONT'D)

The joint venture of KLK as at the LPD are as follows:

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Effective equity interest (%)</u>	<u>Principal activities</u>
P.T. Kreasijaya Adhikarya	Indonesia	50.0	Refining of crude palm oil and bulking installation

6. PROFIT AND DIVIDEND RECORD

A summary of the profit and dividend record of the Offeror Group based on the audited consolidated financial statements for the past three (3) FYEs 30 September 2021 to 30 September 2023 and the unaudited consolidated financial statements for the three (3)-month FPE 31 December 2023 are as follows:

	<u>Audited</u>			<u>Unaudited</u>
	<u>FYE 30 September 2021</u> <u>(RM'000)</u>	<u>FYE 30 September 2022</u> <u>(RM'000)</u>	<u>FYE 30 September 2023</u> <u>(RM'000)</u>	<u>Three (3)-month FPE 31 December 2023</u> <u>(RM'000)</u>
Revenue	19,915,796	27,149,474	23,647,586	5,636,052
Profit before taxation	2,976,425	3,219,478	1,152,227	366,157
Profit for the year	2,452,052	2,438,357	990,697	264,902
Attributable to:				
- Equity holders of KLK	2,257,584	2,166,290	834,259	226,942
- Non-controlling interests	194,468	272,067	156,438	37,960
	<u>2,452,052</u>	<u>2,438,357</u>	<u>990,697</u>	<u>264,902</u>
Weighted average number of KLK Shares in issue (excluding treasury shares) ('000)	1,078,401	1,078,056	1,078,341	1,078,436
Earnings per KLK Share (sen) ⁽¹⁾	209.3	200.9	77.4	21.0
Dividend per KLK Share (sen)	100.0	100.0	60.0	-

Note:

- (1) Computed based on net profit attributable to equity holders of KLK divided by the weighted average number of KLK Shares in issue (excluding treasury shares).

There were no exceptional items in the audited consolidated financial statements of KLK for the past three (3) FYEs 30 September 2021 to 30 September 2023.

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INFORMATION ON THE OFFEROR (CONT'D)

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of the Offeror Group based on the audited consolidated financial statements as at 30 September 2022 and 30 September 2023 as well as the latest unaudited consolidated financial statements as at 31 December 2023 are as follows:

	Audited		Unaudited
	As at 30 September 2022 (RM'000)	As at 30 September 2023 (RM'000)	As at 31 December 2023 (RM'000)
ASSETS			
Non-current assets			
Property, plant and equipment	12,123,317	12,905,633	13,315,876
Right-of-use assets	1,338,533	1,325,678	1,404,053
Investment property	-	23,503	25,185
Inventories - Land held for property development	1,991,597	2,012,424	2,012,619
Goodwill on consolidation	336,241	351,725	391,523
Intangible assets	17,142	52,885	53,544
Investments in associates	2,366,997	2,288,845	2,754,228
Investments in joint ventures	215,962	66,063	63,997
Other investments	595,711	745,242	650,367
Other receivables	425,925	394,069	399,986
Deferred tax assets	322,289	478,365	516,250
Derivative financial assets	-	1,249	1,130
Total non-current assets	19,733,714	20,645,681	21,588,758
Current assets			
Inventories	4,024,163	2,956,580	3,041,406
Biological assets	209,344	219,198	155,709
Trade receivables	1,911,690	2,268,228	2,331,528
Other receivables, deposits and prepayments	838,336	1,201,912	1,188,266
Contract assets	83,186	74,489	69,608
Tax recoverable	41,253	212,720	234,863
Derivative financial assets	545,266	47,663	69,285
Short term funds	66,375	117,798	61,985
Cash and cash equivalents	2,785,198	2,382,122	2,402,609
Total current assets	10,504,811	9,480,710	9,555,259
TOTAL ASSETS	30,238,525	30,126,391	31,144,017

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INFORMATION ON THE OFFEROR (CONT'D)

	Audited		Unaudited
	As at 30 September 2022 (RM'000)	As at 30 September 2023 (RM'000)	As at 31 December 2023 (RM'000)
EQUITY AND LIABILITIES			
Share capital	1,379,249	1,382,683	1,382,683
Reserves	12,932,297	12,958,161	12,788,538
	14,311,546	14,340,844	14,171,221
Less: Cost of treasury shares	(24,504)	(22,108)	(22,108)
Total equity attributable to equity holders of KLK	14,287,042	14,318,736	14,149,113
Non-controlling interests	1,764,780	1,825,023	1,891,851
TOTAL EQUITY	16,051,822	16,143,759	16,040,964
Non-current liabilities			
Deferred tax liabilities	1,098,679	1,076,632	1,132,748
Lease liabilities	158,322	155,095	150,977
Deferred income	90,149	81,633	79,581
Provision for retirement benefits	482,598	535,302	552,642
Borrowings	7,208,861	7,002,610	7,318,085
Derivative financial liabilities	-	21	248
Total non-current liabilities	9,038,609	8,851,293	9,234,281
Current liabilities			
Trade payables	1,000,516	817,728	818,309
Other payables	1,105,891	1,152,355	1,375,692
Contract liabilities	138,121	131,123	139,399
Deferred income	8,628	8,656	8,578
Lease liabilities	22,514	26,034	25,311
Borrowings	2,173,427	2,891,365	2,953,766
Tax payable	154,681	42,022	60,572
Derivative financial liabilities	544,316	62,056	55,771
Dividend payable	-	-	431,374
Total current liabilities	5,148,094	5,131,339	5,868,772
TOTAL LIABILITIES	14,186,703	13,982,632	15,103,053
TOTAL EQUITY AND LIABILITIES	30,238,525	30,126,391	31,144,017

8. MATERIAL CHANGES IN FINANCIAL POSITION

As at the LPD, there are no material changes in the financial position of the Offeror Group since the date of its latest audited consolidated financial statements for the FYE 30 September 2023.

INFORMATION ON THE OFFEROR (CONT'D)

9. ACCOUNTING POLICIES

The audited consolidated financial statements of KLK for the past three (3) FYEs 30 September 2021 to 30 September 2023 have been prepared in accordance with the Malaysian Financial Reporting Standard framework and the requirements of the Act.

There was no audit qualification for KLK's audited consolidated financial statements for the past three (3) FYEs 30 September 2021 to 30 September 2023.

There is no change in the accounting policies adopted by KLK which would result in the audited consolidated financial statements of KLK for the past three (3) FYEs 30 September 2021 to 30 September 2023 not being comparable to a material extent.

DISCLOSURE OF INTERESTS AND DEALINGS

1. DISCLOSURE OF INTERESTS IN THE SHARES

As at the LPD, KSN does not have any convertible securities in issue.

1.1 By the Offeror and its persons acting in concert

As at the LPD, there are no persons acting in concert with the Offeror in relation to the Offer (in accordance with subsections 216(2) and/or 216(3) of the CMSA) who hold Shares. Save as disclosed below, the Offeror does not have any other interest, whether direct or indirect, in the Shares as at the LPD:

Name	Direct		Indirect	
	Number of Shares	(1)%	Number of Shares	(1)%
KLK	840,342,299	95.43	-	-

Note:

- (1) Based on the issued shares of KSN of 880,580,460 Shares as at the LPD. As at the LPD, KSN does not have any treasury shares.

1.2 By the directors of the Offeror

As at the LPD, none of the directors of the Offeror has any interest, whether direct or indirect, in the Shares.

1.3 By persons who have irrevocably committed to accept or reject the Offer

As at the date of the Notice, save for the Citadel Undertaking, the Offeror and its persons acting in concert have not received any irrevocable undertaking from any Holder to accept or reject the Offer.

1.4 By persons who have entered into, or been granted, any option to acquire the Offer Shares

As at the LPD, the Offeror and its persons acting in concert have not entered into, or been granted, any option to acquire the Offer Shares.

1.5 By persons who have any arrangement over the Shares

As at the LPD, the Offeror and its persons acting in concert have not entered into any arrangement with any persons, including any arrangement involving rights over shares, any indemnity arrangement, and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or to refrain from dealing in the Shares.

1.6 By persons who have borrowed or lent Shares

As at the LPD, the Offeror and its persons acting in concert have not borrowed or lent any Shares from or to any Holder.

DISCLOSURE OF INTERESTS AND DEALINGS (CONT'D)

2. DISCLOSURE OF DEALINGS IN THE SHARES

Save as disclosed below, the Offeror, its persons acting in concert and the directors of the Offeror have not dealt, whether directly or indirectly, in the Shares during the period commencing six (6) months prior to the commencement of the Offer Period up to the LPD:

Name	Transaction date	Nature of transaction	Number of Shares transacted	(1)%	Average transacted price per Share	(2)Total consideration
KLK	28 August 2023	Acquisition	1,000	*	RM3.10	RM3,100
KLK	5 September 2023	Acquisition	10,000	*	RM3.10	RM31,000
KLK	7 September 2023	Acquisition	75	*	RM3.10	RM232.50

Notes:

* Negligible

(1) Based on the issued shares of KSN of 880,580,460 Shares as at the LPD. As at the LPD, KSN does not have any treasury shares.

(2) Excluding brokerage, clearing fee, stamp duty and other incidental costs

3. GENERAL DISCLOSURES

- 3.1 As at the LPD, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the Offeree as compensation for loss of office or otherwise in connection with the Offer.
- 3.2 As at the LPD, there is no agreement, arrangement or understanding that exists between the Offeror or its persons acting in concert and any of the existing directors or recent directors (being such person who was, during the period of six (6) months prior to the beginning of the Offer Period, a director of the Offeree) of the Offeree or any shareholders or recent shareholders (being such person who was, during the period of six (6) months prior to the beginning of the Offer Period, a shareholder of the Offeree) of the Offeree having any connection with or dependence upon the Offer.
- 3.3 As at the LPD, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired by the Offeror, its appointed nominee(s) and/or its persons acting in concert pursuant to the Offer will be transferred to any other person.
- 3.4 All of the Offer Shares validly accepted under the Offer will be registered in the name of the Offeror and/or its appointed nominee(s), if any.
- 3.5 As at the LPD, there has not been, within the knowledge of the Offeror, any material changes to the financial position or prospects of the Offeree since its latest audited consolidated financial statements for the FYE 30 September 2023 that was thereafter laid before its shareholders at its annual general meeting held on 2 February 2024.

DISCLOSURE OF INTERESTS AND DEALINGS (CONT'D)

4. CONSENTS

RHB Investment Bank, the Independent Adviser and the Registrar have given and have not subsequently withdrawn their written consents to the inclusion in this Offer Document, of their names and all references to them, in the form and context in which they appear in this Offer Document.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia during business hours from 8.30 a.m. to 5.30 p.m. (Malaysian time), on Mondays to Fridays (except public holidays) from the Posting Date up to and including the Closing Date:

- (i) the Notice;
- (ii) a copy of the letter from the SC dated 21 February 2024 notifying that it has no further comments on this Offer Document;
- (iii) the letters of consent as referred to in Section 4 of this Appendix;
- (iv) the Citadel Undertaking; and
- (v) the audited consolidated financial statements of the Offeror for the past three (3) FYEs 30 September 2021, 30 September 2022 and 30 September 2023, and the latest unaudited consolidated financial statements for the three (3)-month FPE 31 December 2023 as referred to in Sections 6 and 7 of Appendix III.