

THIS CIRCULAR/STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of Part B in respect of the Statement to Shareholders prior to its issuance as it is an exempt document pursuant to Paragraph 2.1 of Practice Note 18 of the Listing Requirements for the Main Market of Bursa Malaysia Securities Berhad.

Bursa Securities takes no responsibility for the contents of this Circular/Statement and 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 Circular/Statement.

Shareholders of See Hup are advised to read and consider the contents of this Circular / Statement carefully before voting on the resolutions pertaining to the Proposals at the forthcoming AGM.



Total Logistics Solutions

SEE HUP CONSOLIDATED BERHAD

(391077-V)

(Incorporated in Malaysia)

PART A CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND THE PROVISION OF FINANCIAL ASSISTANCE BETWEEN THE COMPANY AND ITS SUBSIDIARIES VIA THE CENTRALISED TREASURY MANAGEMENT SYSTEM

PART B STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY TO BUY-BACK ITS OWN SHARES BY THE COMPANY

The above Proposals (as defined) will be tabled under Special Business at the Twenty-Second ("22nd") Annual General Meeting ("AGM") of See Hup Consolidated Berhad ("See Hup" or "the Company"). Notice of the 22nd AGM of the Company together with the Form of Proxy are included in the 2018 Annual Report.

The Form of Proxy for the 22nd AGM must be completed in accordance with the instructions therein and deposited at the Registered Office of the Company at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, not later than forty-eight (48) hours before the time appointed for holding the 22nd AGM or at any adjournment thereof.

Last date and time for lodging the Form of Proxy : Saturday, 1 September 2018 (Prior to 9.45 am)

Date and time of the AGM : Monday, 3 September 2018 at 9.45 am

Place of the AGM : The Wembley Hotel, Wembley Room 7, Jalan Magazine, 10300 Penang

This Circular/Statement is dated 31 July 2018

DEFINITIONS

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

“Act”	: The Malaysian Companies Act, 2016 as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board”	: Board of Directors of See Hup
“Bursa Securities” or “Exchange”	: Bursa Malaysia Securities Berhad (635998-W)
“CMSA”	: Capital Markets and Services Act, 2007 as amended from time to time and any re-enactment thereof
“Code”	: Malaysian Code on Take-Overs and Mergers 2016 including any amendment from time to time and any re-enactment thereof
“Directors”	: This shall have the meaning given in Section 2(1) of the Act and for purposes of the Proposed Shareholders’ Mandate, includes any person who is or was within the preceding 6 months from the date on which the terms of the transaction were agreed upon, a Director of See Hup or any other company which is its subsidiary or holding company or a Chief Executive Officer of See Hup, its subsidiary or holding company The term “Executive Director” shall mean a natural person who holds a directorship in a full time executive capacity on the Board and is on the payroll of the Company
“EPS”	: Earnings per Share
“Hong Seng Group”	: Companies associated with Dato’ Teoh Hai Hin and Teoh Hai Bim where both of them and their siblings exercised management control collectively, namely:- Hong Seng Motor Sdn Bhd (143194-X) Hong Seng Rental Sdn Bhd (385689-T) Hong Seng Truck Parts Sdn Bhd (406084-M) Hong Seng Assembly Sdn Bhd (415902-P) Hong Seng Vehicles Sdn Bhd (535770-T)
“Listing Requirements” or “MLLR”	: Main Market Listing Requirements of Bursa Securities including any amendment that may be made from time to time and any re-enactment thereof
“LPD”	: 29 June 2018, being the latest practicable date before the printing of this Circular/Statement

- “Major Shareholder” : Means a person who has an interest or interests in one or more voting shares in a company and the number or aggregate number of those shares, is –
- (a) 10% or more of the total number of voting shares in the company; or
 - (b) 5% or more of the total number of voting shares in the company where such person is the largest shareholder of the company
- It shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the See Hup as defined above (or any other company which is its subsidiary or holding company).
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act
- “Market Day” : Any day when Bursa Securities is open for trading of securities
- “NA” : Net Assets
- “Person Connected” : Such person, in relation to any person (referred to as “said Person”) means such person who falls under any one of the following categories:
- (a) A family member of the said Person;
 - (b) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
 - (c) A partner of the said Person;
 - (d) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or;
 - (g) a body corporate which is a related corporation of the said Person.
- “Proposals” : Collectively, the Proposed Shareholders’ Mandate and Proposed Share Buy-Back

“Proposed Shareholders’ Mandate”	:	Proposed New and Renewal of Shareholders’ Mandate pursuant to Paragraph 10.09 of the Listing Requirements and Practice Note 12 of the Listing Requirements for the RRPT for See Hup Group to enter into RRPT which includes the provision of financial assistance between the Company and its subsidiaries via the centralised treasury management system
“Proposed Share Buy-Back”	:	Proposed renewal of authority to buy-back its own shares by the Company of up to maximum of ten per centum (10%) of its issued and paid-up share capital as set out in Part B
“Provision of Financial Assistance”	:	A proposal by the Company to obtain a shareholders’ mandate for provision of financial assistance between the Company and its subsidiaries via the centralised treasury management system pursuant to Paragraph 3.4, Practice Note 12
“Purchased Shares”	:	Shares that have been purchased by the Company pursuant to the Proposed Share Buy-Back
“Recurrent Related Party Transactions” or “RRPT”	:	Transactions with Related Party or Related Parties involving recurrent transactions of a revenue or trading nature which are necessary for the Group’s day to day operations and are in the ordinary course of business of the Group.
“Related Party” or “Related Parties”	:	Directors, Major Shareholders and/or Persons Connected with such Director or Major Shareholder who are interested in the RRPT
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“See Hup” or “the Company”	:	See Hup Consolidated Berhad (391077-V)
“See Hup Group” or “the Group”	:	See Hup and its subsidiaries
“Share(s)”	:	Ordinary share(s)
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than five percent (5%) of the total number of all the voting shares in the Company
“Treasury Shares”	:	Purchased Shares which are or will be retained in treasury by the Company and shall have the meaning given under Section 127 of the Act

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

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

Any discrepancies in the tables included in this Circular/Statement between the amounts listed, actual figures and the totals thereof are due to rounding.

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PART A

**CIRCULAR IN RELATION TO THE PROPOSED NEW AND RENEWAL
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE AND THE PROVISION OF FINANCIAL
ASSISTANCE BETWEEN THE COMPANY AND ITS SUBSIDIARIES VIA THE
CENTRALISED TREASURY MANAGEMENT SYSTEM**



Total Logistics Solutions
SEE HUP CONSOLIDATED BERHAD
(391077-V)
(Incorporated in Malaysia)

31 July 2018

Board of Directors:

Lee Chor Min (*Managing Director*)
Lee Hean Huat (*Executive Director*)
Haji Shamsul Ariffin Bin Mohd Nor (*Executive Director*)
Datuk Haji Muhadzir Bin Mohd. Isa (*Executive Director*)
Ng Shiek Nee (*Independent Non Executive Director*)
Lee Phay Chian (*Independent Non Executive Director*)
Mak Cheow Yeong (*Independent Non Executive Director*)

Registered Office:-

Suite 16-1 (Penthouse Upper)
Menara Penang Garden
42A, Jalan Sultan Ahmad Shah
10050 Penang

TO: THE SHAREHOLDERS OF SEE HUP CONSOLIDATED BERHAD

Dear Sir/Madam,

PART A CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND THE PROVISION OF FINANCIAL ASSISTANCE BETWEEN THE COMPANY AND ITS SUBSIDIARIES VIA THE CENTRALISED TREASURY MANAGEMENT SYSTEM

PART B STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED AUTHORITY TO BUY-BACK ITS OWN SHARES BY THE COMPANY

1. INTRODUCTION

At the Twenty-First AGM on 6 September 2017, the Board obtained a mandate from the Company's shareholders to enter into RRPT of a revenue or trading nature and the provision of financial assistance between Related Parties which are necessary for its day-to-day operations and are carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Party than those generally available to the public. The authority granted pursuant to the said mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless the authority for its renewal is obtained from the shareholders of the Company at the forthcoming AGM.

See Hup, had on 10 July 2018 announced to Bursa Securities that the Company would be seeking a new and renewal of mandate in respect of the Group's new and existing RRPT from its shareholders pursuant to Paragraph 10.09 of Chapter 10 of the Listing Requirements.

The Company would also be seeking a renewal of mandate from its shareholders in respect of pooling of funds within the Group via a centralised treasury management function pursuant to Paragraph 3.4 of Practice Note 12 of the Listing Requirements.

The Circular is prepared for the purpose to provide the shareholders of the Company with information on the Proposed Shareholders' Mandate and to seek your approval for the resolution to be tabled at the forthcoming AGM pertaining thereto.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate, if approved at the forthcoming AGM will continue to be in force until:

- (i) the conclusion of the next AGM following the forthcoming AGM at which time the mandate will lapse unless the authority is renewed by a resolution passed at the meeting;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolutions passed by the shareholders of the Company in a general meeting

whichever is the earlier.

2.1 Paragraph 10.09 of Chapter 10 of the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for RRPTs subject to the following:-

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold below in relation to a listed issuer with a share capital which is more than RM60 million:-
 - (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
 - (b) the percentage ratio of such RRPT is 1% or more, whichever is the higher;
- (iii) the listed issuer's circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information;
- (iv) in a meeting to obtain shareholder mandate, the relevant related party must comply with the following requirements:-
 - (a) a related party with any interest, direct or indirect ("**Interested Related Party**"), must not vote on the resolution in respect of the RRPTs;
 - (b) an Interested Related Party who is a director or major shareholder must ensure that persons connected with it abstain from voting on the resolution in respect of the RRPTs;

- (c) where the Interested Related Party is a person connected with a director or major shareholder; such persons stated in paragraphs (b) above, as the case may be, must not vote on the resolution in respect of the RRPTs.
- (v) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Accordingly, the Board proposes to seek the shareholders' approval for the Proposed Shareholders' Mandate. The Proposed Shareholders' Mandate will allow the See Hup Group, in the normal course of business, to enter into the existing RRPT referred to in section 2.5 of Part A of this Circular, provided that such transactions are made at arm's length, on See Hup Group's normal commercial terms and on terms not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of the minority shareholders of See Hup.

The transactions concluded for the financial year ended 31 March 2018 are incorporated in the 2018 Annual Report.

2.2 Practice Note 12 of the Listing Requirements

Paragraph 3.4 of the Practice Note 12 to the Listing Requirements allows the Company to seek shareholders' mandate in respect of the pooling of funds within the Group via a centralised treasury management function or such similar arrangements which entails the provision of financial assistance by the Company and/or its unlisted subsidiaries, or both, on a short or medium term basis provided that:-

- (a) the Company in seeking such a mandate in accordance with Paragraphs 8.23 and 10.09 of the Listing Requirements, must include in its circular, in addition to such other information as prescribed under the Listing Requirements, the estimated amounts or value of financial assistance ("Estimate"); and
- (b) if the actual amount of financial assistance provided or rendered exceeds the Estimate, the Company must make an immediate announcement of the same. If the percentage ratio of the amount of financial assistance provided or rendered in excess of the Estimate is 5% or more, the Company must comply with Paragraph 10.08 of the Listing Requirements.

2.3 The principal business activities of the Company and its subsidiaries

The principal activity of See Hup is investment holding whilst the principal activities of its subsidiaries are broadly categorised as follows:-

- Provision of logistics services such as hiring of heavy machineries, cranes, forklifts, cargo trailers, pole trailers, low loaders, provision of inland clearance depot facilities, provision of forwarding, sea and air freight services, provision of bonded and non-bonded truck services and refrigerated truck services, provision of warehousing services, provision of bulk cargo handling services and provision of container haulage services.
- Provision of non-logistics services such as letting of property, supply of contract labour, trading in general merchandise and engage as sub-contractor for construction works.

The companies in See Hup Group which are involved in the RRPT of a revenue or trading nature and their respective principal activities are set out below :-

Name of subsidiary	Interest held	Principal activities
<u>Held by See Hup</u>		
See Hup Transport (K.L.) Sdn Bhd (“SHTKL”)	100%	Hiring of general cargo trailers, pole trailers mixer trucks and cement tankers.
See Hup Transport Company Sdn Bhd	100%	Hiring of general cargo trailers, pole trailers and low loaders, forwarding services and hiring of cranes
See Heng Company Sdn Bhd	100%	Hiring of heavy machineries, cranes and forklifts, and trading in general merchandise mainly constructions materials
See Hup Pioneer Logistics Sdn Bhd (“SHPL”)	56.5%	Provision of cross-border logistics services such as forwarding, transportation and warehousing
Mazs Marketing (M) Sdn Bhd (“MMSB”)	76.85%	Provision of transportation services such as bonded and non-bonded trucks and general cargo trailers and warehousing services
SH Logistics (M) Sdn Bhd (“SHLM”)	50.1%	Hiring of general cargo trailers and refrigerated truck services
SH Global Freight Sdn Bhd (“SH Global”)	83%	Provision of air and sea freight services
SH Moment Builder Sdn Bhd (Formerly known as Hong Seng Builder Sdn Bhd) (“SH Moment”)	51%	Sub-contractor for construction and maintenance works
Hot Colour Furniture Sdn Bhd (“Hot Colour”)	51%	Letting of property
<u>Held by SHPL</u>		
SH Haulage Sdn Bhd (“SHH”)	70%	Provision of container haulage services

2.4 The principal business activities of the other related transacting parties

The principal activities of the other related transacting parties that are involved in the recurrent related party transactions with See Hup Group are set out below :-

Name of related transacting party	Principal activities
Four Seas International Co. Ltd (“Four Seas”)	Worldwide forwarding
Pen-Link Logistics Sdn Bhd (“Pen-Link Logistics”)	General carriers and transporters
See Hup Pioneer Logistics (Thailand) Co. Ltd	Provision of transport services in Thailand
Tanjung Marine Sdn Bhd (“Tanjung Marine”)	Provision of forwarding services
SH Freight Services Sdn Bhd (“SH Freight Services”)	Freight Forwarding services
Biaxis (M) Sdn Bhd (“Biaxis”)	Geotechnical contractor and investment holding
Prosful Trading Sdn Bhd (“Prosful”)	Provision of transportation services, trading of construction materials, trading in spare parts, diesel, tyres and accessories for motor vehicles and repairing services
Uni Moment Engineering Builders Sdn Bhd (“Uni Moment”)	Sub-contractor for construction works, builders and contractors for buildings and transport agent
Hong Seng Group	Supply/rental of rebuild and reconditioned commercial vehicles, trucks, heavy machinery and equipment, spare parts and engines and rental of property

2.5 Nature of RRPT and class of Related Parties

2.5.1 The details of the nature and estimated annual value of the RRPT in respect of which the Company is seeking renewal of mandate from its shareholders as contemplated under the Proposed Shareholders' Mandate are as follows :-

Related Party with whom the Group is transacting	Company within the Group involved in RRPT	Estimated value after AGM 2017 to AGM 2018 (RM)^	Estimated value after AGM 2018 to AGM 2019 (RM)@	Nature of transactions	Interested Related Party*	Actual value ⁺ (RM)
Four Seas**	SHPL	2,000,000	1,000,000	Provision of forwarding and transport services in Malaysia to Four Seas	Interested Director/ Major Shareholder Surasit Santiwarakom	119,659
		3,000,000	2,000,000	Provision of forwarding and transport services in Southern Thailand by Four Seas		831,474
	<i>Surasit Santiwarakom is a director and has a direct shareholding of 42.24% in Four Seas.</i> <i>Surasit Santiwarakom is also a director and major shareholder holding 10% shares in SHPL by virtue of his more than 20% interest in Four Seas.</i>					
See Hup Pioneer Logistics (Thailand) Co. Ltd**	SHLM	1,000,000	500,000	Provision of transport services in Malaysia to See Hup Pioneer Logistics (Thailand) Co. Ltd	Interested Director/ Major Shareholder Li Chun Huat	-
		3,000,000	2,000,000	Provision of transport services in Thailand by See Hup Pioneer Logistics (Thailand) Co. Ltd		629,114
	<i>Li Chun Huat is a director of See Hup Pioneer Logistics (Thailand) Co. Ltd.</i> <i>Li Chun Huat is also a director and has an indirect shareholding of 3.21% in SHLM by virtue of his more than 20% interest in Batu Musang Holdings Sdn Bhd. Mr Li's son, Li Chau Ging, has a direct shareholding of 41.3% in SHLM.</i>					

Note: ** Companies incorporated in Thailand

Related Party with whom the Group is transacting	Company within the Group involved in RRPT	Estimated value after AGM 2017 to AGM 2018 (RM) [^]	Estimated value after AGM 2018 to AGM 2019 (RM) [@]	Nature of transactions	Interested Related Party [*]	Actual value ⁺ (RM)
Tanjung Marine	SHH	3,000,000	3,000,000	Provision of transportation services to Tanjung Marine	Interested Director/ Major Shareholder Haji Shamsul Ariffin Bin Mohd Nor	1,832,326
	<p><i>Haji Shamsul Ariffin Bin Mohd Nor is a director of Tanjung Marine.</i></p> <p><i>Haji Shamsul Ariffin Bin Mohd Nor is also a director and has a direct shareholding of 30% in SHH.</i></p>					
MMSB	SHPL	2,000,000	1,000,000	Provision of transportation services to SHPL	Interested Director/ Major Shareholder Datuk Haji Muhadzir Bin Mohd Isa	327,071
	<p><i>Datuk Haji Muhadzir Bin Mohd Isa is a director and has a direct shareholding of 17% in MMSB.</i></p> <p><i>Datuk Haji Muhadzir Bin Mohd Isa is also a director of SHPL and See Hup.</i></p>					
SH Freight Services	SHPL	1,000,000	500,000	Provision of forwarding services to SHPL	Interested Director/ Major Shareholder Khoo Teng Lye	137,995
	<p><i>Khoo Teng Lye is a director of SH Freight Services and has a direct shareholding of 30%. He is also a director of SHPL with a direct shareholding of 11%.</i></p>					
Biaxis	See Hup Group	5,000,000	5,000,000	Provision of logistics services and supply of general merchandise, eg steel bars and other construction related materials to Biaxis	Interested Director/ Major Shareholder/ Person Connected Lee Chor Min/ Dato' Lee Hean Guan/ Lee Hean Huat Lee Hean Beng Lee Hean Teik Lee Hean Seng LHG Holdings Sdn Bhd	2,153,657
	<p><i>Dato' Lee Hean Guan is a Major Shareholder of See Hup. Dato' Lee has an indirect shareholding of 10% in Biaxis by virtue of his more than 20% interests in LHG Holdings Sdn Bhd.</i></p> <p><i>Lee Chor Min, son of Dato' Lee Hean Guan, is the Managing Director of See Hup.</i></p> <p><i>Lee Hean Beng, Lee Hean Teik, Lee Hean Seng and Lee Hean Huat are brothers of Dato' Lee Hean Guan and uncles to Lee Chor Min. They are major shareholders of See Hup by virtue of their more than 20% interests in Hean Brothers Holdings Sdn Bhd.</i></p>					

Notes: ^{*} The direct and indirect shareholdings of these interested Related Parties (if any) are set out in Section 8 below. Accordingly, these interested Related Parties will abstain from voting in respect of their direct or indirect shareholdings in See Hup at the forthcoming AGM on the Proposed Shareholders' Mandate.

[^] The estimated value of these transactions is as disclosed in the preceding year's Circular to Shareholders dated 31 July 2017.

[@] The estimated value of these transactions is from the date of the forthcoming AGM to the next AGM and is based on past transactions and estimation and may be subject to changes.

⁺ The actual value transacted is from the date of the last AGM, 6 September 2017 up to the LPD.

2.5.2 Transactions where new mandate is sought

The details of the nature and estimated annual value of the recurrent related party transactions in respect of which the Company is seeking a new mandate from its shareholders as contemplated under the Proposed Shareholders' Mandate are as follows:-

Related Party with whom the Group is transacting	Company within the Group involved in RRPT	Estimated value after AGM 2018 to AGM 2019 (RM) @	Nature of transactions	Interested Related Party*
Hong Seng Group	Hot Colour	200,000	Provision of warehousing services to Hong Seng Group	Interested Director/ Major Shareholder/ Person Connected Dato' Teoh Hai Hin
		1,000,000	Supply and rental of trucks, equipment and machinery by Hong Seng Group	
	<i>Dato' Teoh Hai Hin is a director of Hot Colour and has an indirect shareholding of 49% via Hong Seng Housing Sdn Bhd.</i> <i>Hong Seng Group are companies associated with Dato' Teoh where he and his siblings exercised control and management collectively.</i>			
Hong Seng Group	SH Moment	3,000,000	Supply and rental of trucks, equipment, machinery, spare parts by Hong Seng Group	Interested Director/ Major Shareholder Teoh Hai Bim
	<i>Teoh Hai Bim is a director and has a direct shareholding of 19% shares in SH Moment.</i> <i>Hong Seng Group are companies associated with Mr Teoh where he and his siblings exercised the management control collectively.</i>			
Uni Moment	SH Moment	2,000,000	Supply and rental of trucks, equipment and machinery and equipment to Uni Moment	Interested Director/ Major Shareholder Lee Kean Leng
		2,000,000	Supply and rental of trucks, equipment and machinery and equipment by Uni Moment	
Prosful	SH Moment	1,000,000	Supply and rental of trucks, equipment and machinery and equipment to Prosful	Interested Director/ Major Shareholder Lee Kean Leng
		1,000,000	Supply and rental of trucks, equipment and machinery and equipment by Prosful	
	<i>Lee Kean Leng is a Director of SH Moment and has a direct shareholding of 15%. He is also a Director of Uni Moment and Prosful and has direct shareholdings of 50% in both companies respectively.</i>			

Related Party with whom the Group is transacting	Company within the Group involved in RRPT	Estimated value after AGM 2018 to AGM 2019 (RM) [@]	Nature of transactions	Interested Related Party [*]
SH Moment	Hot Colour	3,000,000	Provision of sub-contracting services for renovations and maintenance works to Hot Colour	<i>Interested Director/ Major Shareholder/ Person Connected Dato' Teoh Hai Hin & Teoh Hai Bim</i>
	<p><i>Teoh Hai Bim is a Director of SH Moment and has a direct shareholding of 19%. He has an indirect shareholding of 49% in Hot Colour via Hong Seng Housing Sdn Bhd.</i></p> <p><i>Teoh Hai Bim and Dato' Teoh Hai Hin are siblings. Dato' Teoh Hai Hin is a Director of Hot Colour and has an indirect shareholding of 49% in Hot Colour via Hong Seng Housing Sdn Bhd.</i></p>			

Note: [@] The estimated value of these transactions is from the date of the forthcoming AGM to the next AGM and is based on past transactions and estimation and may be subject to changes.

2.6 Estimated amount of Financial Assistance between See Hup and its subsidiaries

The estimated amount of financial assistance to be effected between the Company and its subsidiaries via a centralised treasury management function as per Practice Note 12 of the Listing Requirements for the period covering the mandate is as follows:

Recipient	Provider	Estimated value after AGM 2017 to AGM 2018 (RM) ^	Estimated value after AGM 2018 to AGM 2019 (RM) @	Nature of transaction	Interested Related Party *	Actual value ⁺ (RM)
Subsidiary of See Hup - SHH	See Hup	6,000,000	6,000,000	Provision of financial assistance	Interested Director/ Major Shareholder Haji Shamsul Ariffin Bin Mohd Nor	NIL
	<i>Haji Shamsul Ariffin Bin Mohd Nor is a director and has a direct shareholding of 30% in SHH. He is also a Director of See Hup and holds 0.07% shares.</i>					
Subsidiary of See Hup - MMSB	See Hup	1,000,000	1,000,000	Provision of financial assistance	Interested Director/ Major Shareholder Datuk Haji Muhadzir Bin Mohd Isa	Nil
	<i>Datuk Haji Muhadzir Bin Mohd Isa is a director and has a direct shareholding of 17% in MMSB.</i> <i>Datuk Haji Muhadzir Bin Mohd Isa is also a Director of See Hup.</i>					

Notes: * The direct and indirect shareholdings of these interested related parties (if any) are set out in Section 8 below. Accordingly, these interested related parties will abstain from voting in respect of their direct or indirect shareholdings in See Hup at the forthcoming AGM on the Proposed Shareholders' Mandate.

^ The estimated value of these transactions is as disclosed in the preceding year's Circular to Shareholders dated 31 July 2017.

@ The estimated value of these transactions is from the date of the forthcoming AGM to the next AGM and is based on past transactions and estimation and may be subject to changes.

+ The actual value transacted is from the date of the last AGM on 6 September 2017 up to the LPD.

The financial assistance is for a duration not exceeding 3 years. The estimated amounts of RM6,000,000 and RM1,000,000 set out above are merely estimates for the period from the forthcoming AGM to the next AGM and the actual amount may vary.

If the actual amount of financial assistance provided or rendered exceeds the estimates, the Company must make an immediate announcement of the same. If the percentage ratio of the amount of financial assistance provided or rendered in excess of the Estimate is 5% or more, the Company must comply with Paragraph 10.08 of the Listing Requirements.

2.7 Amount due and owing under the RRPT

The breakdown of the principal amount of the total outstanding amount due and owing to the Group under the recurrent related party transactions which have exceeded the credit term as at 31 March 2018 are as set out below:-

No.	Related Party with whom the Group is transacting	Company Within the Group Involved in RRPT	Total sum due and owing pursuant to RRPT which exceeded the credit terms as at financial year ended 31 March 2018							
			1 year or less		More than 1 to 3 years		More than 3 to 5 years		More than 5 years	
			Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)	Principal Sum (RM)	Interest (RM)
1	Tanjung Marine	SHH	312,635.15	943.08	-	-	-	-	-	-
2	SH Freight Services	SHPL	3,554.30	-	-	-	-	-	-	-
3	Biaxis	See Hup Group	30,993.73	3,772.08	-	3,472.53	-	-	-	-

The breakdown of the principal amount of the total outstanding amount due and owing to the Group under the recurrent related party transactions which have exceeded the credit term as at LPD are as set out below:-

No.	Related Party with whom the Group is transacting	Company within the Group involved in RRPT	Total outstanding amount due and owing to the Group under the recurrent related party transactions which have exceeded the credit term as at LPD	
			Principal Sum (RM)	Interest (RM)
1.	Four Seas	SHPL	23,229.90	-
2.	Tanjung Marine	SHH	384,613.26	1,896.80
3.	SH Freight Services	SHPL	9,588.60	-
4.	Biaxis	See Hup Group	1,119,585.97	7,244.61

The aggregate principal amount of outstanding RRPT which have exceeded the credit term as at 31 March 2018 and the LPD are RM347,183.18 and RM1,537,017.73 respectively.

In keeping with the normal business practice in the transportation and logistics industry, no late payment charges were imposed on the outstanding receivables as a goodwill gesture to valued customers. Late payment charges were only imposed on the outstanding receivables which are significant.

The Group has undertaken the following actions in recovering the above amounts due:-

1. Sending out reminders and following up with calls; and
2. The Credit Committee will provide a monthly summary of overdue and significant debts of each subsidiary company to the Executive Directors for their monitoring and decision.

Given the above measures and the Executive Directors' in-depth knowledge of the Related Parties' operations, the Board is of the view that the outstanding amounts will be recoverable.

2.8 The guideline and review procedures on which transaction prices will be determined and other review procedures

2.8.1 Review methods and procedures for RRPT

To ensure that the Group is not disadvantaged by the recurrent related party transactions, the Group shall, consistent with the Group's usual business practices and policies, conduct such transactions on normal commercial terms which shall not be detrimental to minority shareholders nor more favourable to the Related Party(ies) than those generally extended to third party(ies) and/or the public. The transaction prices are determined based on the prevailing market prices of similar products/services in the open market, after taking into account the quality of and other value-added services in relation to the products/services provided.

The Group will also implement the following review procedures to monitor the RRPT and ensure that such transactions are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders:

- (a) A list of Related Parties will be circulated within the Group from time to time and for reference and simultaneously, the Related Party(ies) will be notified to ensure that all RRPT are undertaken in accordance with the policies.
- (b) All RRPT will be reviewed and approved by the Audit Committee before they are approved by the Board and entered into;
- (c) Records will be maintained by the Company for the Audit Committee's review in respect of all RRPT which are entered into pursuant to the Proposed Shareholders' Mandate.
- (d) The Board and the Audit Committee shall review all RRPT quarterly to ascertain that the procedures established to monitor such transactions have been duly complied with.
- (e) The transaction prices and terms will be determined by market forces applicable to similar commercial transactions with unrelated third parties, which depend on the demand and supply, quality, delivery and availability of the products in the domestic market. Additional quotations will also be obtained from third parties for the Company to evaluate the suppliers based on the prices, delivery, services and other terms and conditions before entering into such transactions.
- (f) The Board and Audit Committee shall have the overall responsibility to determine the review procedures for the RRPT. If a member of the Board and/or Audit Committee has an interest in such transactions as the case may be, he will abstain from any decision-making undertaken by the Board and the Audit Committee respectively in respect of such transaction.

The Group shall ensure that at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities.

In the event that quotations or comparative pricing from unrelated third party cannot be obtained for the proposed transactions, the Board and the Audit Committee will rely on the Group's usual business practices and policies, which are on terms not more favourable to Related Parties than those extended to third parties/public bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPT is not detrimental to the Company/Group.

2.8.2 Review methods and procedures for the provision of financial assistance

The treasury functions for all the companies within the See Hup Group are centralised and the services include the provision of advances. The management will monitor closely the amount of financial assistance within the See Hup Group. If the percentage ratio of the amount of financial assistance provided or rendered in excess of the Estimate is 5% or more, the Company must comply with Paragraph 10.08 of the Listing Requirements.

2.8.3 Thresholds for Approval of RRPT

There are thresholds for the approval of RRPT within the Group and all the RRPT will be reviewed by the Audit Committee and approved by the Board of Directors. RRPT will be reviewed and authorised by the following parties:

Nature of Recurrent Transactions	Equal to or exceeding (per transaction) (RM)	But less than (per transaction) (RM)	Authority Levels
Logistic and forwarding/ Transportation/ Warehousing services	Less than 500,000		Executive Director
	500,000	1,000,000	Group Managing Director
	1,000,000	No limit	Audit Committee
Financial Assistance	Less than 500,000		Executive Director
	500,000	1,000,000	Group Managing Director
	1,000,000	No limit	Audit Committee

3. DISCLOSURE IN ANNUAL REPORT

Disclosure will be made in the Company's 2018 Annual Report and in the Annual Reports for subsequent financial years that the Proposed Shareholders' Mandate continue to be in force, amongst others on the following information: -

- (i) the type of recurrent related party transactions made; and
- (ii) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

4. DEVIATION FROM MANDATE

The actual value of RRPT did not exceed 10% of the estimated value as approved under the previous shareholders' mandate granted to the Company at the last AGM.

5. STATEMENTS BY THE AUDIT COMMITTEE

The Audit Committee, is of the opinion that the Proposed Shareholders' Mandate is fair, reasonable and is in the best interest of the Company and its shareholders.

The Audit Committee of the Company, with the overall responsibility in determining the procedures for reviewing all RRPT, will at least once a year, conduct a review and ascertain that the guidelines and procedures established to monitor the RRPTs have been complied with.

The Audit Committee of the Company has seen and reviewed the procedure mentioned in section 2.7 above and is of the view that:

- (a) the procedures and processes are sufficient to ensure that the RRPT are carried out on terms are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders; and
- (b) the Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

6. RATIONALE FOR AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE

6.1 Rationale for the Proposed Shareholders' Mandate

6.1.1 Rationale for the RRPT

The companies in the Group named in Section 2.3 above have in the past entered into the recurrent related party transactions disclosed in Section 2.5 above and will continue and/or are expected to enter into such transactions in the ordinary course of business for the Group's day-to-day operations.

The recurrent related party transactions are likely to occur with some degree of frequency and, could arise any time as and when the circumstances so require. Some of these transactions may be time-sensitive and it may be impractical to seek shareholders' approval on a case to case basis before entering into such related party transactions.

The obtaining of the shareholders' mandate and the renewal thereof on an annual basis would eliminate the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT of a revenue or trading nature arise, thereby reducing administrative time and costs associated with the convening of such meetings without compromising the corporate objectives or adversely affecting the business opportunities available to the Group.

6.1.2 Rationale for the provision of financial assistance

The rationale for the provision of financial assistance by the Company to its subsidiaries is to facilitate the pooling of funds via a centralised treasury management to provide short or medium term working capital in accordance with Paragraph 3.4 of the Practice Note 12.

6.2 Benefits of the Proposed Shareholders' Mandate

6.2.1 Benefits of the RRPT

Some of the benefits to be derived from the RRPT are:

- (a) the Related Parties with whom the Group transacts are reliable suppliers of the goods/services required for the Group's business and therefore, risk of any interruption to the Group's day-to-day operations would be minimised;
- (b) the prices of the recurrent related party transactions are competitive and the terms are not more favourable to the Related Parties than those generally available to the public;
- (c) prompt and better service can be obtained as the Related Parties have in-depth understanding of the Groups' businesses and industries within which the Group operates;
- (d) the close working relationship and co-operation between the Group and the related parties would result in better communication and understanding of the Group's business needs (for example, priority in vehicles routing) which would in turn improve the Group's asset allocation and delivery time, resulting in the Group being able to better fulfill its customers' demands and become more competitive in the logistics industry;
- (e) the business relationships established with the two (2) companies incorporated in Thailand would enhance See Hup's customer base in Haadyai and Bangkok and facilitate cross-border customs clearance and minimise the constraints of capacity and regulatory compliance in the provision of cross-border inland transport.

6.2.2 Benefits of the provision of financial assistance

The benefit of the provision of financial assistance via a centralised treasury management is to ensure efficient utilisation of the group financial resources. The provision of financial assistance is given by/to subsidiaries as and when there is surplus fund as See Hup is practicing efficient fund management by reducing the bank borrowing to increase the shareholders' wealth of See Hup. Any subsidiary which has surplus fund for the specific period will have to notify See Hup and See Hup will channel the fund to the subsidiary that needs the fund and hence reduce group borrowings.

7. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the issued share capital, the substantial shareholding of the Company, EPS, NA and gearing of the Group for the financial year ended 31 March 2018.

8. APPROVAL REQUIRED

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

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND OR PERSONS CONNECTED TO THEM

9.1 As at LPD, the direct and indirect shareholdings in the Company of the interested Directors of See Hup and its subsidiaries are as follows:

Directors of See Hup

Name	Direct interest		Indirect interest	
	No. of shares	%	No. of shares	%
Lee Hean Huat	774,530	0.97	11,260,494*	14.06*
Lee Chor Min	600,000	0.75	-	-
Haji Shamsul Ariffin Bin Mohd Nor	35,000	0.04	-	-

Note: *Deemed interest by virtue of his shareholdings in Hean Brothers Holdings Sdn Bhd pursuant to Section 8 and shares held in the name of spouse and children pursuant to Section 59(11)(c) of the Act.

Director of See Hup's subsidiary

Name	Direct interest		Indirect interest	
	No. of shares	%	No. of shares	%
Dato' Teoh Hai Hin	110,000	0.14	-	-

Save as disclosed above, none of the Directors namely, Datuk Haji Muhadzir Bin Mohd Isa, Surasit Santiwarakom, Li Chun Huat, Khoo Teng Lye, Lee Kean Leng and Teoh Hai Bim who are interested in the Proposed Shareholders' Mandate have any shareholding, direct or indirect, in the Company. Accordingly, they will undertake to ensure that persons connected to them will abstain from voting in respect of their direct and indirect shareholdings in See Hup at the forthcoming AGM on the ordinary resolution pertaining to the Proposed Shareholders' Mandate.

The interested Directors namely, Haji Shamsul Ariffin Bin Mohd Nor, Lee Hean Huat, Lee Chor Min, Datuk Haji Muhadzir bin Mohd Isa, Surasit Santiwarakom, Li Chun Huat, Khoo Teng Lye, Lee Kean Leng, Dato' Teoh Hai Hin and Teoh Hai Bim being Directors who are interested in the Proposed Shareholders' Mandate have abstained and will continue to abstain from all Board deliberations and voting on Proposed Shareholders Mandate at the relevant Board meetings and shall also abstain from voting in respect of their direct and indirect shareholdings in See Hup on the ordinary resolution pertaining to the Proposed Shareholders' Mandate at the forthcoming AGM.

9.2 The direct and indirect shareholdings of major shareholders of See Hup as at LPD who have interest, direct and indirect, in the Proposed Shareholders' Mandate are:-

Name of major shareholder	Direct interest		Indirect interest	
	No. of shares	%	No. of shares	%
Hean Brothers Holdings Sdn Bhd	8,685,594	10.85	-	-
Dato' Lee Hean Guan	7,008,078	8.75	20,780,529*	25.96*
LHG Holdings Sdn Bhd	12,094,935	15.11	-	-
Lee Hean Huat	774,530	0.97	8,685,594 [#]	10.85 [#]
Lee Hean Teik	452,890	0.57	8,685,594 [#]	10.85 [#]
Lee Hean Seng	438,405	0.55	8,685,594 [#]	10.85 [#]
Lee Hean Beng	405,000	0.51	8,685,594 [#]	10.85 [#]

Notes : *Deemed interest by virtue of his interests in Hean Brothers Holdings Sdn Bhd and LHG Holdings Sdn Bhd pursuant to Section 8 of the Act

[#]Deemed interest by virtue of their interests in Hean Brothers Holdings Sdn Bhd pursuant to Section 8 of the Act

The interested major shareholders of the Company namely, Hean Brothers Holdings Sdn Bhd, Dato' Lee Hean Guan, LHG Holdings Sdn Bhd, Lee Hean Huat, Lee Hean Teik, Lee Hean Seng and Lee Hean Beng who are interested (directly or indirectly) in the Proposed Shareholders' Mandate shall abstain from voting in respect of their direct and indirect shareholdings in See Hup at the forthcoming AGM on the ordinary resolution pertaining to Proposed Shareholders' Mandate.

9.3 As at LPD the direct and indirect shareholdings in the Company of persons who are connected with a Director or Major Shareholder of See Hup who are interested in the Proposed Shareholders' Mandate are:

Name of Persons Connected	Relationship	Direct interest		Indirect interest	
		No. of shares	%	No. of shares	%
Cheah Ah Kiat	Spouse ⁽¹⁾	500,000	0.63	678,900 ⁽⁹⁾	0.85
Lee Seoh Lei	Daughter ⁽²⁾	308,000	0.39	678,900 ⁽⁹⁾	0.85
Lee Yee Ping	Son ⁽²⁾	1,088,000	1.36	678,900 ⁽⁹⁾	0.85
Rani Wongtomo	Spouse ⁽³⁾	1,921,681	2.40	-	-
Lee Yee Huei	Son ⁽⁴⁾	740,631	0.93	-	-
Ooi Guat Yeng	Spouse ⁽⁵⁾	280,920	0.35	-	-
Estate of Lee Boon Huat	Sibling ⁽⁶⁾	20,000	0.03	-	-
Lee Ah Goi	Sibling ⁽⁶⁾	153,200	0.19	-	-
Lee Ah Hon	Sibling ⁽⁶⁾	21,200	0.03	-	-
Lee Ah Seng	Sibling ⁽⁶⁾	161,400	0.20	-	-
Lee San Ling	Sibling ⁽⁶⁾	158,000	0.20	-	-
Lee Voon Leng	Sibling ⁽⁶⁾	153,200	0.19	-	-
Lee Bee Lee	Sibling	133,200	0.17	-	-
Estate of Goh Ah Guan	Brother-in- law ⁽⁷⁾	127,400	0.16	-	-
Datin Chan Kooi Cheng	Spouse ⁽⁸⁾	100,000	0.12	12,094,935 ⁽¹⁰⁾	15.11

⁽¹⁾ Spouse of Lee Hean Huat

⁽²⁾ Children of Lee Hean Huat

⁽³⁾ Spouse of Lee Hean Beng

⁽⁴⁾ Son of Lee Hean Beng

⁽⁵⁾ Spouse of Lee Hean Teik

⁽⁶⁾ Siblings of major shareholders, Dato' Lee Hean Guan, Lee Hean Huat, Lee Hean Beng, Lee Hean Teik and Lee Hean Seng

⁽⁷⁾ Brother-in-law of major shareholders, Dato' Lee Hean Guan, Lee Hean Huat, Lee Hean Beng, Lee Hean Teik and Lee Hean Seng

⁽⁸⁾ Spouse of Dato' Lee Hean Guan

⁽⁹⁾ Deemed interest by virtue of their interests in LHH Holdings Sdn Bhd pursuant to Section 8 of the Act

⁽¹⁰⁾ Deemed interest by virtue of their interests in LHG Holdings Sdn Bhd pursuant to Section 8 of the Act

Accordingly, the abovementioned persons connected to Directors and/or Major Shareholders shall abstain from voting in respect of their direct and indirect shareholdings in See Hup at the forthcoming AGM on the Proposed Shareholders' Mandate.

The interested Directors and interested major shareholders have undertaken that they will ensure that persons connected to them will abstain from voting in respect of their direct and indirect shareholdings in See Hup at the forthcoming AGM on the Proposed Shareholders' Mandate.

Save as disclosed above, none of the other director or major shareholder and persons connected to them as defined in the Listing Requirements have any interests, direct or indirect, in the Proposed Shareholders' Mandate.

10. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Shareholders' Mandate, the Directors, save for Haji Shamsul Ariffin Bin Mohd Nor, Datuk Haji Muhadzir Bin Mohd Isa, Lee Hean Huat and Lee Chor Min, are of the opinion that the Proposed Shareholders' Mandate is in the best interest of the Group.

With the exception of Haji Shamsul Ariffin Bin Mohd Nor, Datuk Haji Muhadzir Bin Mohd Isa, Lee Hean Huat and Lee Chor Min who are interested in the Proposed Shareholders' Mandate and have therefore abstained from making any recommendation in respect of the RRPT in which they are involved, the Board recommends that you vote in favour of the Ordinary Resolution on the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

11. AGM

The AGM, the notice of which is enclosed in the 2018 Annual Report of the Company for the financial year ended 31 March 2018, will be convened at The Wembley Hotel, Wembley Room 7, Jalan Magazine, 10300 Penang on Monday, 3 September 2018 for the purpose of considering and, if thought fit, passing the resolutions to give effect to the Proposed Shareholders' Mandate.

If you are unable to attend the AGM in person, you are requested to complete the enclosed Form of Proxy in accordance with the instructions contained therein and forward it to the registered office of the Company at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A, Jalan Sultan Ahmad Shah, 10050 Penang so as to arrive not later than forty-eight (48) hours before the time set for the holding of the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

12. FURTHER INFORMATION

Shareholders of the Company are requested to refer to Appendix I in the Circular for further information.

Yours faithfully
For and on behalf of the Board
SEE HUP CONSOLIDATED BERHAD

Lee Phay Chian
Independent Non-Executive Director

PART B

***STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF
AUTHORITY TO BUY-BACK ITS OWN SHARES BY THE COMPANY***



Total Logistics Solutions

SEE HUP CONSOLIDATED BERHAD

(391077-V)

(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY TO BUY-BACK ITS OWN SHARES BY THE COMPANY

1. INTRODUCTION

At the Twenty-First AGM of the Company held on 6 September 2017, the Board had obtained Shareholders' approval to undertake the share buy-back of up to ten per centum (10%) of the total issued share capital of the Company. This authority will, in accordance with Chapter 12 of the Listing Requirements, lapse at the conclusion of the forthcoming 22nd AGM unless such authority is renewed by an ordinary resolution passed at the forthcoming 22nd AGM.

On 10 July 2018, the Board of Directors of the Company announced the proposal to seek renewal of the Share Buy-Back authority.

The purpose of this Statement is to provide you with details of the Proposed Share Buy-Back and to seek your approval for the ordinary resolution to be tabled at the forthcoming 22nd AGM to be held on 3 September 2018.

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

2.1 General

The Company proposes to seek the authority from shareholders of See Hup to renew the authority to enable the Company to purchase and/or hold from time to time and at any time up to ten per centum (10%) of the issued share capital of the Company at the point of purchase.

In accordance with Section 127 of the Act, and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase, the Company is allowed to purchase its own Shares on the Bursa Securities through its appointed stockbroker(s) as approved by Bursa Securities.

As at the date of this Circular, the Company has bought back 373,000 shares from the open market.

As at LPD, the total issued share capital of See Hup is 80,426,301. A total of up to 8,042,630 Shares (inclusive of 373,000 Shares held as Treasury Shares) may be purchased by the Company. As such, the balance that can be purchased as at to-date is 7,669,630.

The shareholders' authorisation for the Proposed Share Buy-Back will be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the forthcoming AGM until:

- (i) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;

- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting, whichever occurs first (“Proposed Authorised Period”).

2.2 Public Shareholding Spread

The Proposed Share Buy-Back will be in accordance with Section 127 of the Act and any prevailing laws, orders, requirements, guidelines, rules and regulation issued by the relevant authorities as the time of purchase including compliance with Paragraph 8.02(1) of the Listing Requirements which requires the Company to maintain a public shareholding spread of at least twenty-five per centum (25%) of its total listed shares (excluding Treasury Shares) or such lower percentage of public shareholding spread as may be allowed by Bursa Securities.

As at LPD, the public shareholding spread of the Company was 31.40%. The public shareholding spread is expected to be reduced to 24.13% assuming the Proposed Share Buy-Back is implemented in full with the purchases from the market and all the Shares so purchased are fully cancelled.

2.3 Funding

The Proposed Share Buy-back will be financed through internally generated funds and/or bank borrowings. The Proposed Share Buy-Back by the Company must be made wholly out of its retained profits. The maximum amount of funds to be utilised by the Company for the Proposed Share Buy-Back shall not exceed the retained profits of the Company. Based on the audited financial statements as at 31 March 2018, being the latest available audited financial statements of the Company, the retained profits of the Company is RM392,946.

In the event that the Company intends to purchase its own shares using bank borrowings, the Board shall ensure that the Company shall have sufficient funds to repay the external borrowings and that the repayment is not expected to have any material effect on the cash flow of the Company and Group.

2.4 Treatment of Shares Purchased

Pursuant to the provisions of Section 127 of the Act, the Company may either retain the Purchased Shares as treasury shares or cancel the Purchased Shares or a combination of both.

The Purchased Shares, held as Treasury Shares may either be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities or transfer pursuant to Section 127(7) of the Act or subsequently cancelled or any combination of the above.

The distribution of treasury shares as share dividends may be applied as a reduction of the retained profits of the Company subject to any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase.

To date, the Company has yet to determine the manner of which the Purchased Shares are to be treated. However, the Board will deal with the Purchased Shares in accordance with Section 127 of the Act and will make an immediate announcement to Bursa Securities regarding the treatment of the Purchased Shares, whether the Shares purchased will be cancelled, retained as treasury shares, distributed as dividend to the shareholders, transfer pursuant to Section 127 of the Act and/or resold on Bursa Securities, or a combination of above, once determined.

2.5 Ranking

While the Purchased Shares are held as Treasury Shares, Section 127(9) of the Act states that the rights attached to them as to voting, dividends and participation in other distribution and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.6 Pricing

Pursuant to the Listing Requirements, the Company may only purchase its own Shares on the Bursa Securities at a price not more than fifteen per centum (15%) above the weighted average market price of the Shares for the five (5) market days immediately preceding the date(s) of purchase(s).

If the treasury shares are subsequently resold on the Bursa Securities or transfer, the selling price of the said Shares has to be:

- (a) a price which is not less than the weighted average market price of the Shares for the five (5) market days immediately before the resale or transfer; or
- (b) a discounted price of not more than five per centum (5%) to the weighted average market price of the Shares for the five (5) market days immediately before the resale or transfer provided that :
 - the resale or transfer takes place no earlier than thirty (30) days from the date of purchase; and
 - the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

2.7 Purchase of, Resale or Transfer and Cancellation of See Hup Shares made in the preceding Twelve (12) Months

See Hup has not purchased any Shares in the previous twelve (12) months preceding the date of this Statement. There was also no resale, transfer or cancellation of Treasury Shares during the same period.

As at 31 March 2018, a total of 373,000 repurchased shares were retained as Treasury Shares.

2.8 Implication of the Code

In the event that the Proposed Share Buy-Back results in any major shareholder holding more than thirty three per centum (33%) of the voting shares of the Company, pursuant to the Code, the affected major shareholder will be obliged to make a mandatory offer for the remaining Shares not held by it.

In the event that the Proposed Share Buy-Back results in any major shareholder who already held more than thirty three per centum (33%) of the voting shares of the Company increasing by more than two per centum (2%) in any six (6) months period, pursuant to the Code, the affected major shareholder will be obligated to make a mandatory offer for the remaining Shares not held by it.

However, a waiver may be granted by the Securities Commission under Practice Note 9 of the Code, subject to the affected major shareholder complying with certain conditions, if the obligation was triggered as a result of action outside its direct participation.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back will give the Directors the flexibility to purchase Shares, if and when circumstances permit, with a view to enhance the EPS of the Group and NA per share of the Company. The Company is also able to reduce any unwarranted volatility of the Shares and assist to stabilise the supply, demand and price in the open market, thereby supporting the fundamental value of the Shares.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Proposed Share Buy-Back, if exercised, is expected to potentially benefit the Company and its shareholders as follows:

4.1 Potential Advantages

- (i) The Company would expect to enhance the EPS of the Group (in the case where the Directors resolve to cancel the Shares so purchased and/or retain the Shares in treasury and the treasury shares are not subsequently resold or transferred), and thereby long-term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;
- (ii) If the Shares bought back are kept as treasury shares, it will give the Directors an option to sell the Shares so purchased at a higher price and therefore make an exceptional gain for the Company. Alternatively, the Shares so purchased can be distributed as share dividends to reward shareholders;
- (iii) The Company may be able to stabilise the supply and demand of its Shares in the open market and thereby supporting its fundamental values;
- (iv) It allows the Company the flexibility in attaining its desired capital structure; and
- (v) It will enable the Company to utilise its surplus financial resources which is not immediately required for other usage as an additional option to utilise its financial resources more efficiently.

4.2 Potential Disadvantages

- (i) The Proposed Share Buy-Back, if exercised, will reduce the financial resources of See Hup and may result in See Hup having to forego other alternative investment opportunities which may emerge in the future or, at the least, deprive the See Hup interest income that can be derived from the funds utilised for the Proposed Share Buy-Back; and
- (ii) The Proposed Share Buy-Back if implemented, may result in a lower amount of cash reserves available for distribution in the form of cash dividends to shareholders. However, the financial resources of the Company may increase upon resale of the Purchased Shares held as Treasury Shares at prices higher than the purchased price.

The Proposed Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders, other than as disclosed below, as it will be exercised only after consideration of the financial resources of the Group and of the resultant impact on its shareholders.

Nevertheless, the Board will be mindful of the interest of the Company and its shareholders in undertaking the Proposed Share Buy-Back and the subsequent resale of Treasury Shares on Bursa Securities.

5. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back was carried out in full, the financial effects are summarised below:

5.1 Share Capital

In the event that all the shares purchased are cancelled and on the assumption that the Proposed Share Buy-Back is exercised in full, the proforma effects of the Proposed Share Buy-Back on the issued share capital of See Hup as at LPD are as follows :-

	No. of Shares	RM
Issued share capital as at LPD	80,426,301	80,426,301.00
Cancellation of Purchased Shares	(8,042,630)	(8,042,630.00)
After the Proposed Share Buy-Back	72,383,671	72,383,671.00

However, there should be no effect on the Issued Share Capital of See Hup if the Purchased Shares are retained as Treasury Shares.

5.2 EPS

The effect of the Proposed Share Buy-Back on the EPS of the Group will depend on the purchase price(s) of the Shares and the actual number of Shares bought back.

The reduced issued share capital subsequent to the Proposed Share Buy-Back will generally have a positive impact, all else being equal, on the Group's EPS. Should the Shares be resold, the extent of the impact to the earnings of See Hup will depend on the actual selling price, the number of Treasury Shares resold, the effective funding cost and the gain or loss on the disposal, if any.

5.3 NA

The effect of the Proposed Share Buy-Back on the NA per Share of the Group is dependent on the purchase price(s) of the Shares, the number of Shares purchased, the treatment of the Shares so purchased and the effective funding cost.

Depending on the purchase price and number of Shares purchased, the Proposed Share Buy-Back will reduce the consolidated NA per Share at the time of purchase if the purchase price exceeds the consolidated NA per Share and conversely will increase the consolidated NA per Share at the time of purchase if the purchase price is less than the consolidated NA per Share. In the event the Purchased Shares are resold, the consolidated NA per Share will increase if a gain from the resale is recognised, and vice versa.

If the Purchased Shares which were held as Treasury Shares, are distributed as share dividends, the consolidated NA per share will decrease by the cost of the Treasury Shares.

5.4 Working Capital

The Proposed Share Buy-Back is likely to reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of Shares purchased, the purchase price of the Shares and any associated costs incurred in funding the purchase.

However, if the Purchased Shares kept as Treasury Shares, are resold on Bursa Securities, the working capital of the Group would increase if the Company realises a gain from the resale.

The quantum of the increase in the working capital will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.5 Dividends

The Proposed Share Buy-Back may reduce the amount of distributable reserves available for payment of dividend in the immediate future.

Assuming the Proposed Share Buy-Back is implemented in full and the Company's quantum of dividends is maintained at historical levels, the Proposed Share Buy-Back will have the effect of increasing the dividend rate of the Company as a result of the reduction in the issued capital of the Company.

The Proposed Share Buy-Back may have an adverse impact on the Company's dividend, if any, as it would reduce the cash available, which may otherwise be used for dividend payment. Nonetheless, the Purchased Shares may be distributed as dividends to shareholders of the Company, if the Company so decides.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors, Substantial Shareholders and persons connected to them has any direct or indirect interest in the Proposed Share Buy-Back and/or the resale of treasury shares, if any.

The proforma table below shows the effects of the shareholdings of the Directors and Substantial shareholders of See Hup as at LPD before and after the Proposed Share Buy-Back on the assumption that the Proposed Share Buy-Back is implemented in full and the Purchased Shares are held as treasury shares:

Directors of See Hup

Directors	No. of Shares held							
	Before Proposed Share Buy-Back				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lee Hean Huat	774,530	0.97	11,260,494*	14.06	774,530	1.07	11,260,494*	15.56
Lee Chor Min	600,000	0.75	-	-	600,000	0.83	-	-
Haji Shamsul Ariffin Bin Mohd Nor	35,000	0.04	-	-	35,000	0.05	-	-
Datuk Haji Muhadzir Bin Mohd. Isa	-	-	-	-	-	-	-	-
Ng Shiek Nee	20,000	0.02	-	-	20,000	0.03	-	-
Lee Phay Chian	88,000	0.11	-	-	88,000	0.12	-	-
Mak Cheow Yeong	43,400	0.05	-	-	43,400	0.06	-	-

Note: * Deemed interest by virtue of his shareholdings in Hean Brothers Holdings Sdn Bhd pursuant to Section 8 and shares held in the name of spouse and children pursuant to Section 59(1)(c) of the Act.

Substantial Shareholders of See Hup

Substantial Shareholders	No. of Shares held							
	Before Proposed Share Buy-Back				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Hean Brothers Holdings Sdn Bhd	8,685,594	10.85	-	-	8,685,594	12.00	-	-
Dato' Lee Hean Guan	7,008,078	8.75	20,780,529	25.96	7,008,078	9.68	20,780,529*	28.71
LHG Holdings Sdn Bhd	12,094,935	15.11	-	-	12,094,935	16.71	-	-
Lee Hean Huat	774,530	0.97	8,685,594 [#]	10.85	774,530	1.07	8,685,594 [#]	12.00
Lee Hean Teik	452,890	0.57	8,685,594 [#]	10.85	452,890	0.63	8,685,594 [#]	12.00
Lee Hean Seng	438,405	0.55	8,685,594 [#]	10.85	438,405	0.61	8,685,594 [#]	12.00
Lee Hean Beng	405,000	0.51	8,685,594 [#]	10.85	405,000	0.56	8,685,594 [#]	12.00
Datin Chan Kooi	100,000	0.12	12,094,935 [@]	15.11	100,000	0.14	12,094,935 [@]	16.71

Substantial Shareholders	No. of Shares held							
	Before Proposed Share Buy-Back				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Cheng								
Progerex Sdn Bhd	11,952,000	14.93	-	-	11,952,000	16.51	-	-
Ooi Chieng Sim	5,495,800	6.87	-	-	5,495,800	7.59	-	-

Notes: * Deemed interest by virtue of his interests in Hean Brothers Holdings Sdn Bhd and LHG Holdings Sdn Bhd pursuant to Section 8 of the Act

Deemed interest by virtue of their interests in Hean Brothers Holdings Sdn Bhd pursuant to Section 8 of the Act

@ Deemed interest by virtue of her interests in LHG Holdings Sdn Bhd pursuant to Section 8 of the Act

7. SHARE PRICES

The monthly highest and lowest prices of the Shares traded on the Bursa Securities for the last twelve (12) months from July 2017 to June 2018 are as follows:

Year Month	High (RM)	Low (RM)
2017 July	1.07	1.00
2017 August	1.05	1.01
2017 September	1.10	0.95
2017 October	1.05	1.03
2017 November	1.04	0.93
2017 December	1.15	0.96
2018 January	1.60	1.06
2018 February	1.40	1.30
2018 March	1.31	1.30
2018 April	1.30	1.27
2018 May	1.30	1.25
2018 June	1.29	1.20

(Source: Bursa Market Place Online)

The last transacted price of See Hup Shares on 12 July 2018, being the last practicable date prior to the printing of this Circular was RM1.29.

8. DIRECTORS' RECOMMENDATION

The Directors having considered all aspects of the Proposed Share Buy-Back are of the opinion that the Proposed Share Buy-Back is in the best interests of the Company and its shareholders. Accordingly, the Directors recommend that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

9. APPROVAL REQUIRED

The Proposals are subject to the approval of the shareholders at the forthcoming 22nd AGM to be convened.

10. FURTHER INFORMATION

Shareholders of the Company are requested to refer to Appendix I contained in this Circular for further information.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor its subsidiaries has entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular:-

- (a) On 3 January 2018, See Hup entered into a Share Sale Agreement to acquire from:
 - (i) Y Bhg Dato' Goh Boon Koon, 5,837,386 ordinary shares; and
 - (ii) Goh Boon Leong, 1,425,000 ordinary shares
 representing 50.00 % of the issued share capital of Hot Colour Furniture Sdn Bhd ("Hot Colour") for a total cash consideration of RM7,562,615 and simultaneously on even date, acquired from Hong Seng Housing Sdn Bhd, 145,248 ordinary shares representing 1% of the issued share capital Hot Colour for a cash consideration of RM151,252.
- (b) On 3 April 2018, See Hup acquired a 51% equity interest representing 382,500 ordinary shares in the issued share capital of SH Moment Builder Sdn Bhd (*Formerly known as Hong Seng Builder Sdn Bhd*) from the following parties for a total cash consideration of RM 382,500-00:
 - (i) Dato' Teoh Hai Hin, 375,000 ordinary shares; and
 - (ii) Teoh Hai Bim, 7,500 ordinary shares

3. MATERIAL LITIGATION

Neither the Company nor its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Directors have no knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries or of any fact likely to give rise to any proceedings which might adversely and materially affect the financial position or business of the Company and/or its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection during normal business hours at the registered office of the Company at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A, Jalan Sultan Ahmad Shah, 10050 Penang from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the AGM:-

- (a) the Constitution of See Hup;
- (b) the audited financial statements of See Hup Group for the past two (2) financial years ended 31 March 2017 and 31 March 2018; and
- (c) the material contracts referred to in Section 2 of this Appendix I.

