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C. I. Holdings Berhad

(37918-A)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

in relation to the

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

The above proposal will be tabled as Special Business at the Thirtieth Annual General Meeting ("AGM") of C. I. Holdings Berhad ("CIH" or "the Company") to be held at Tun Rahah Grand Hall, Level 1, Menara Yayasan Tun Razak, No. 200, Jalan Bukit Bintang, 55100 Kuala Lumpur on Thursday, 30 October 2008 at 9:00 a.m. The Notice of the Thirtieth AGM together with the Form of Proxy are enclosed in the Annual Report of the Company which is dispatched together with this Circular.

The Form of Proxy should be completed and lodged at the Registered Office of the Company at Level 10, Menara Yayasan Tun Razak, No. 200, Jalan Bukit Bintang, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time stipulated for holding the AGM or at any adjournment thereof. The lodgement 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.

This Circular is dated 8 October 2008

DEFINITIONS

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

“Act”	The Companies Act, 1965 as amended from time to time and any re-enactment thereof.
“AGM”	Annual General Meeting.
“Board”	The Board of Directors of CIH.
“2008 Annual Report”	Annual Report of CIH issued for the financial year ended 30 June 2008.
“Bursa Securities”	Bursa Malaysia Securities Berhad.
“CIH” or “the Company”	C. I. Holdings Berhad (37918-A).
“CIH Group / Group”	CIH and its subsidiary companies, as defined in Section 5 of the Act.
“Directors”	A person who is or was within the preceding six (6) months of the date on which the terms of transactions were agreed upon, a Director of CIH, or any other company which is its subsidiary or holding company or a chief executive officer of CIH, its subsidiary or holding company; AND shall have the meaning given in Section 2 of the Capital Markets and Services Act, 2007.
“Listing Requirements”	Listing Requirements of Bursa Securities.
“Major Shareholder”	A 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 CIH as defined under paragraph 1.01 of the Listing Requirements.
“Permanis”	Permanis Sdn Bhd (Company No. 15978-V), a wholly-owned subsidiary of CIH.
“Person(s) Connected”	Such person, in relation to the director or major shareholder, who falls under any one of the following categories:- (a) A member of the director’s or major shareholder’s family, which family shall have the meaning given in Section 122A of the Act;

- (b) A trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder or a member of the director's or major shareholder's family is the sole beneficiary;
- (c) A partner of the director, major shareholder or a partner of a person connected with that director or major shareholder;
- (d) A person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or major shareholder;
- (e) A person in accordance with whose directions, instructions or wishes the director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;
- (f) A body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the director or major shareholder;
- (g) A body corporate or its directors whose directions, instructions or wishes the director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;
- (h) A body corporate in which the director or major shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- (i) A body corporate which is a related corporation.

**“Proposed
Renewal of
Shareholders’
Mandate”**

Proposed renewal of the shareholders’ mandate obtained on 30 October 2007, for the CIH Group to enter into recurrent related party transactions of a revenue or trading nature.

**“Recurrent
Related Party
Transactions”
or “RRPT”**

Related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the CIH Group’s day-to-day operations and are in the ordinary course of business of the CIH Group.

“Related Party(ies)”

Director(s), major shareholder(s) or person(s) connected with such director(s) or major shareholder(s).

“RM” and “Sen”

Ringgit Malaysia and Sen respectively.

“Share(s)”

Ordinary Share(s) of RM1.00 each in CIH.

“SVB”

SV Beverages Holdings Sdn Bhd (Company No. 661536-U).

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Registered Office:-

Level 10, Menara Yayasan Tun Razak
No. 200, Jalan Bukit Bintang
55100 Kuala Lumpur

Date: 8 October 2008

Board of Directors:-

Dato' Seri Abdul Ghani Bin Abdul Aziz	- <i>Independent Non-Executive Chairman</i>
Datuk Johari Bin Abdul Ghani	- <i>Managing Director</i>
Chan Peng Chiw	- <i>Senior Independent Non-Executive Director</i>
Maj Gen (R) Dato' Mohamed Isa Bin Che Kak	- <i>Independent Non-Executive Director</i>
Datuk Wira Syed Ali Bin Tan Sri Syed Abbas Alhabshee	- <i>Independent Non-Executive Director</i>
Dato' Azmeer Bin Rashid	- <i>Independent Non-Executive Director</i>
Nor Hishammuddin Bin Dato' Mohd Nordin	- <i>Independent Non-Executive Director</i>
Datin Mariam Prudence Binti Yusof	- <i>Non-Independent Non-Executive Director</i>

To: The Shareholders of C. I. Holdings Berhad

Dear Sir/ Madam,

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

1. INTRODUCTION

At the AGM held on 30 October 2007, the Company had obtained a shareholders' mandate for the CIH Group to enter into certain recurrent related party transactions based on the terms set out in the Circular to Shareholders dated 8 October 2007. The said Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM of CIH, unless approval for the renewal of the shareholders' mandate is obtained from the shareholders of CIH at the forthcoming AGM.

On 22 September 2008, the Directors announced of the Company's intention to seek shareholders' approval for the proposed renewal of shareholders' mandate for RRPT at the forthcoming AGM.

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

The Notice of the AGM is set out in the 2008 Annual Report of the Company, which is sent together with this Circular.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Principal Activities of CIH Group

The principal activities of the Company are investment holding and provision of management services to its subsidiary companies.

The principal activities of the subsidiary companies are as follows:-

- Selling, bottling and distribution of beverages;
- Manufacture and trading of water taps, ceramic sanitary-ware and other plumbing accessories;
- Selling and distribution of water heater; and
- Investment holding.

2.2 Classes of Related Party

The RRPT, for which approval is sought, is primarily in respect of transactions to be entered into by Permanis with SVB. Datin Mariam Prudence Binti Yusof, who is a Director and major shareholder of the Company is also a Director and major shareholder of SVB.

2.3 Nature and Terms of the RRPT and Estimated Values

The RRPT, as set out below, are transactions to be entered into by Permanis relating to the purchase of products and services from and royalty payable to SVB in the ordinary course of business:-

Nature of Transaction	Transacting Parties		Interested Directors/Major Shareholder/ Person connected with them	* Estimated transaction value from 30 October 2008 up to next AGM (RM'000)
	CIH Group	Related Party		
Purchase of raw materials by Permanis from SVB	Permanis	SVB	Datin Mariam Prudence Binti Yusof, is a Director and major shareholder of CIH and SVB	2,000
Royalty payable by Permanis to SVB	Permanis	SVB	-do-	700

Note:-

- * The estimated transactions value, for the period from 30 October 2008 up to next AGM are based on information, budgets and forecast available at the point of estimation and the actual value of transactions may vary accordingly.

2.4 Review Procedures for the Proposed Renewal of Shareholders' Mandate

The CIH Group has established various procedures to ensure that the RRPT are undertaken on an arm's length basis and on the Group's normal commercial terms, which are consistent with the Group's usual business practices and policies, and on terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the interests of the minority shareholders of CIH.

In this respect, the CIH Group has implemented the following review and disclosure procedures with regards to the RRPT:-

- (i) A list of Related Parties of the CIH Group and a summary explaining what constitutes a RRPT will be circulated to the Directors and management of the Company and its subsidiaries, to notify that all such RRPT are required to be undertaken on arm's length basis and on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company. The list of Related Parties will be continuously updated and circulated to the Directors and management of the Company and its subsidiaries, as and when the RRPT's status changes or additional RRPT are included or in any event, at least once a year if there is no change in the RRPT's status;
- (ii) All RRPT shall be reviewed by the Audit Committee of the Company who will make the necessary recommendation to the Board of Directors of CIH;
- (iii) A register/record shall be maintained by the Company to record all RRPT entered into pursuant to the Proposed Renewal of Shareholders' Mandate;
- (iv) The annual internal audit plan shall incorporate a review of all RRPT entered into pursuant to the Proposed Renewal of Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (v) The Board of Directors of CIH and Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPT have been complied with and the review shall be done at every quarter together with the review of quarterly results; and
- (vi) The Board of Directors of CIH and Audit Committee shall review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company, as they deem appropriate. If a member of the Board of Directors of CIH or Audit Committee has an interest in the transaction to be reviewed by the Board of Directors of CIH or Audit Committee as the case may be, he will abstain from any decision making by the Board of Directors of CIH or Audit Committee in respect of that transaction.

2.5 Pricing

In determining the transactions prices, the Group applies methodologies such as the prevailing market rates/prices of the service/products, taking into account the provider's usual commercial terms, business practices and policies (including, where applicable, preferential rates and discounts accorded to a class or classes of customers or for bulk purchases) or otherwise in accordance with applicable industry norms.

Pricing of the raw materials for beverages and royalty payable are determined at prevailing market rates.

2.6 Statement by the Audit Committee

Part of the terms of reference of the Audit Committee would be to review any related party transaction and conflict of interest that may arise within the CIH Group, including any transaction, procedure or course of action that raises questions of integrity.

With this in mind the Audit Committee, having reviewed the procedures as outlined in Section 2.4 above, is of the view that the procedures are sufficient to ensure that the RRPT are not more favourable to the Related Party than those generally available to the public and are not detrimental to the interests of the minority shareholders of CIH.

3. RATIONALE OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The renewal of the shareholders' mandate will benefit the Company as it allows Permanis to enter into transactions described in Section 2.4 above in a timely manner, and to eliminate the need for the Company on each occasion, to seek shareholders' approval as and when potential transactions with the Related Party arise. This would reduce substantially the administrative time, inconvenience and costs associated with the convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the CIH Group.

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

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

The renewal of the shareholders' mandate will have no effect on the share capital, dividend, gearing, net assets, earnings and the shareholdings of the Directors and major shareholders of the Company.

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

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of CIH at the forthcoming Thirtieth AGM.

6. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The direct and indirect shareholdings of the Director and major shareholder, having interest in the Proposed Renewal of Shareholders' Mandate as at 29 August 2008, are as follows:-

Director/ Major shareholder	No. of ordinary shares of RM1.00 each			
	Direct	%	Indirect	%
Datin Mariam Prudence Binti Yusof	-	-	26,275,500 ¹	20.27 ¹

Note:-

¹ Deemed interest through Du Ain Sdn Bhd, Duclos Sdn Bhd, Syed Ibrahim Sdn Bhd, Leasing Corporation Sdn Bhd, Sisma Vest Sdn Bhd and Sisma Water Technology Sdn Bhd.

Save as disclosed above, none of the Directors, major shareholders of CIH or any persons connected with them, have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

Datin Mariam Prudence Binti Yusof, who is an interested Director and major shareholder has abstained and will continue to abstain from Board's deliberation and voting in relation to the relevant resolution on the Proposed Renewal of Shareholders' Mandate as well as abstain from voting in respect of her indirect shareholdings in CIH on the proposed resolution at the forthcoming AGM to be convened.

In addition, Datin Mariam Prudence Binti Yusof has also undertaken to ensure that persons connected with her, if any, will abstain from voting in respect of their direct and/or indirect shareholdings on the proposed resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM.

7. DIRECTORS' RECOMMENDATION

Your Directors (save for Datin Mariam Prudence Binti Yusof who is an interested party to the Proposed Renewal of Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, are of the opinion that the proposal is in the best interest of the Company and recommend that you vote in favour of the resolutions pertaining to the said proposal to be tabled at the forthcoming Thirtieth AGM of the Company.

8. ANNUAL GENERAL MEETING

The resolution to vote on the Proposed Renewal of Shareholders' Mandate is set out as Special Business in the Notice of Meeting contained in the 2008 Annual Report which was sent to you together with this Circular. The Thirtieth AGM will be held at Tun Rahah Grand Hall, Level 1, Menara Yayasan Tun Razak, No. 200, Jalan Bukit Bintang, 55100 Kuala Lumpur on Thursday, 30 October 2008 at 9:00 a.m.

If you are unable to attend and vote in person at the AGM, you should complete and return the Form of Proxy enclosed in the 2008 Annual Report in accordance with the instructions therein as soon as possible so as to arrive at the Registered Office of the Company at Level 10, Menara Yayasan Tun Razak, No. 200, Jalan Bukit Bintang, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the AGM. The completion and lodgement 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.

9. FURTHER INFORMATION

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

Yours faithfully
for and on behalf on the Board
C. I. HOLDINGS BERHAD

DATO' SERI ABDUL GHANI BIN ABDUL AZIZ
Independent Non-Executive Chairman

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

2. MATERIAL LITIGATION

Save as disclosed below, neither CIH nor its subsidiaries are engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant, and the Directors of CIH do not have any knowledge of any proceedings pending or threatened against CIH or its subsidiaries or of any facts likely to give rise to any proceedings which might adversely and materially affect the position or business of CIH and its subsidiaries:-

- (i) On 27 June 2003, Prosper Chain Quarry Sdn. Bhd. served a Writ of Summons on a wholly-owned subsidiary of the Company for damages of RM3.06 million for wrongful termination of the extended quarry contract. The subsidiary has filed and served a Statement of Defence on 21 August 2003. The hearing of the case management is fixed on 4 December 2008.

Based on the advice of the lawyers and the evidence available to this case, the Board of Directors is confident that the subsidiary will successfully defend this case.

- (ii) On 12 January 2004, a subsidiary issued a letter of demand against CL Hardware Sdn. Bhd. ("CLH") for the alleged infringement of trade mark and copyright and the passing off of its goodwill in respect of a wide range of sanitary fittings, bathroom accessories and other related products ("Products"). The Products were original designed, manufactured and supplied by the subsidiary under and by reference to the brand name of DOE.

On the balance of probabilities, the subsidiary's lawyers are positive about the outcome of the liability portion (as against CLH) of this litigation based on the facts that counterfeit products were in fact seized at CLH's premise and that CLH had earlier propose to resolve this matter via nominal monetary compensation to the subsidiary prior to this litigation.

- (iii) KKS Trading Sdn. Bhd. ("KKS") filed a suit against a wholly-owned subsidiary of the Company at the Kuala Lumpur High Court, claiming a sum of RM3.10 million as damages suffered by reason of the subsidiary alleged wrongful termination of a distribution partner agreement. The matter has been fixed for Case Management on 16 December 2008.

Based on the advice of the lawyers and the evidence available to this case, the Board of Directors is confident that the subsidiary will successfully defend this case.

- (iv) Pursuant to a Kuala Lumpur High Court Commercial Division Suit, Kickapoo Malaysia Sdn. Bhd. (“Kickapoo”) claimed for an injunction and damages for a purported “economic tort” allegedly carried out by two of the Company’s wholly-owned subsidiaries, being the third and fourth Defendant in this suit, against Kickapoo. Kickapoo claimed that the subsidiaries had:-
- (a) procured or induced a breach of contract and/or interfered with the contract between Kickapoo and its purported franchisor (“the Contract”);
 - (b) wilfully and intentionally interfered with the Contract in view of the prospective economic advantage; and
 - (c) conspired with the first and second Defendant with intent and via unlawful means caused losses to Kickapoo.

The above case arose from the fact that the subsidiaries were authorised by SV Beverages Holdings Sdn. Bhd. (“SVB”), the Malaysian Franchisee of Kickapoo Joy Juice Products, to manufacture, sell and distribute the said Products.

An Interim Injunction was granted by the Kuala Lumpur High Court on 30 January 2007 to prohibit the subsidiaries from procuring, selling and marketing Kickapoo beverage. On 21 August 2007, the Court of Appeal overturned the High Court’s decision on the Interim Injunction pending the conclusion of the hearing of the Writ of Summons taken out by Kickapoo against the subsidiaries.

On 18 April 2008, the Chief Justice directed that the case be heard in the High Court Dagang 5 (Intellectual Property Court) and that Monarch Beverage (Europe) Ltd., the owner of the Kickapoo Brand be joined as a party to the case. An interim application to strike out the case was filed by the second, third and fourth Defendants. On 16 May 2008, the interim injunction was dismissed by the Judge with costs.

Based on the advice of the lawyers and the evidence available to this case, the Board of Directors is confident that the subsidiaries will successfully defend this case. In any event, the Board of Directors is of the opinion that the case would not have a substantial impact on the subsidiaries as the subsidiaries are fully indemnified by Monarch Beverage (Europe) Ltd., the Franchisor and SVB.

- (v) Teck Guan Trading Sdn. Bhd. (“TGT”) filed a suit for a sum of RM1.42 million against a wholly-owned subsidiary of the Company for the wrongful termination of the Distribution Partner Agreement dated 5 August 2004 by the subsidiary on the ground of TGT’s failure to meet the set performance target. The trial of this case has been fixed on 15 February 2010.

Based on the advice of the lawyers and the evidence available to this case, the Board of Directors is confident that the subsidiary will successfully defend this case.

3. MATERIAL CONTRACTS

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

- (i) On 21 September 2005, Permanis had entered into a Memorandum of Agreement with SV Beverages Holdings Sdn Bhd (“SVB”) whereby SVB appoints Permanis to bottle, market, sell and/or distribute, the beverages known as and sold under the trademark “Kickapoo Joy Juice®” for a period of five years subject to annual review of the terms and conditions of the said appointment. The appointment shall be effective in West Malaysia only.
- (ii) On 1 January 2007, Permanis had entered into an Exclusive Bottling Appointment (“EBA”) with PepsiCo Inc, North Carolina, U.S.A and Seven-Up International, a division of The Concentrate Manufacturing Company of Ireland to enable Permanis to bottle, market, sell and/or distribute the beverage known as and sold under the trademark as stipulated in the EBA in Malaysia.
- (iii) On 11 June 2007, C.I. Quarries Sdn Bhd (“CIQ”), a wholly-owned subsidiary of C.I. Building Industries Sdn Bhd, which in turn is a wholly-owned subsidiary of the Company, entered into a Share Sale Agreement (“SSA”) and Sale and Purchase Agreement with Batu Tiga Quarry Sdn Bhd (“BTQ”) for the disposals of the entire 873,834 ordinary shares of RM1.00 each in the capital of C.I. Quarrying & Marketing Sdn Bhd and nine (9) parcels of freehold lands situated at Mukim Ulu Semenyih, Daerah Ulu Langat, State of Selangor Darul Ehsan for a total cash consideration of RM4.0 million. The SSA was completed on 19 July 2007.
- (iv) On 11 June 2007, Capital Aim Sdn Bhd, a wholly-owned subsidiary of CIQ, entered into a SSA with BTQ for the disposal of the entire 75,100 ordinary shares of RM1.00 each in the capital of Mutual Prospect Sdn Bhd for a cash consideration of RM4.0 million. The SSA was completed on 19 July 2007.
- (v) On 4 February 2008, Doe Industries Sdn Bhd (36788-T), a wholly-owned subsidiary of the Company, entered into a Share Sale Agreement (“SSA”) with Khoo Soon Kwee @ Francis (NRIC No. 391230-01-5605), Ng Hweelon (Singapore Passport No. S6843488B) and Orient Vector Sdn Bhd (653831-A), to acquire 13,519,800 ordinary shares of RM1.00 each in Suhuwang Sdn Bhd (now known as Potex Industries Sdn Bhd) and 225,000 ordinary shares of RM1.00 each in Potex Sdn Bhd for a total cash consideration of RM3.0 million. The SSA was completed on 4 February 2008.

4. DOCUMENTS FOR INSPECTION

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

- (a) Memorandum and Articles of Association of CIH;
- (b) Audited accounts of CIH for the past two years ended 30 June 2007 and 30 June 2008;
- (c) Material litigation referred to in Section 2 above; and
- (d) Material contracts referred to in Section 3 above.