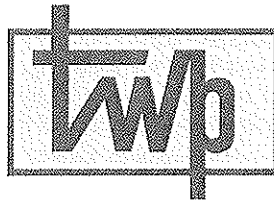


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, 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.



**TIEN WAH PRESS HOLDINGS BERHAD**

(Company No. 340434-K)

(Incorporated in Malaysia under the Companies Act, 1965)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

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

The resolution pertaining to the above proposal is set out in the Notice of the Company's Sixteenth (16<sup>th</sup>) Annual General Meeting which is attached in the Annual Report of the Company for the financial year ended 31 December 2010 together with the Form of Proxy. The Form of Proxy should be completed and lodged at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	Tuesday, 7 June 2011 at 10.30 a.m.
Date and time of the Annual General Meeting	:	Thursday, 9 June 2011 at 10.30 a.m.
Venue of Annual General Meeting	:	Arcadia 1 and 2, Level 3, Armada Hotel, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan

This Circular is dated 18 May 2011

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## DEFINITIONS

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

- "Act" : The Malaysian Companies Act, 1965, as amended from time to time
- "AIS" : Alliance Innovative Solutions Pte Ltd (201005899N), a company incorporated under the Companies Act (Chapter 50) of Singapore, a 50%-owned subsidiary of NT Lam.
- "AGM" : Annual General Meeting
- "Anzpac" : Anzpac Services (Australia) Pty Limited (ABN 25000032164), a company incorporated in Australia under the laws of Australia, Companies (New South Wales) Code, a wholly-owned subsidiary of MEIL
- "APT" : Alliance Print Technologies Co., Ltd (463043000165), a company incorporated under the Law on Foreign Investment in Vietnam in 1996 and the Law on Amendment of and Addition to a number of Article of The Law on Foreign Investment in Vietnam in 2000, a wholly-owned subsidiary of NTIV
- "Board" : Board of Directors of TWPH
- "Bursa Securities" : Bursa Malaysia Securities Berhad (635998-W)
- "Director(s)" : Has the meaning given in Section 2(1) of the Capital Markets Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon:-  
(i) a director of the listed issuer, its subsidiary or holding company;  
(ii) a chief executive of the listed issuer, its subsidiary or holding company; or  
(iii) in relation to a SPAC, a member of the SPAC's management team
- "Listing Requirements" : The Main Market Listing Requirements of Bursa Securities
- "Major Shareholder" : A person who includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed issuer or any other corporation which is its subsidiary or holding company, has an interest or interests in one (1) or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:-  
(a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or  
(b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.  
  
For the purpose of this definition "interest in shares" shall have the meaning given in Section 6A of the Act
- "MEIL" : Max Ease International Limited (1250981), a company incorporated in Hong Kong under the laws of Hong Kong S.A.R., a 51% owned subsidiary of TWPH and a major shareholder of Anzpac with a 100% direct equity interest as at 22 April 2011
- "NT Lam" : New Toyo Lamination (M) Pte Ltd (200512716G), a company incorporated under the Companies Act (Chapter 50) of Singapore, a wholly-owned subsidiary of NTIH and a major shareholder of PBC with a 100% direct equity interest as at 22 April 2011

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**DEFINITIONS (CONT'D)**

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"NTA"	:	New Toyo Aluminium Paper Product Co., (Pte) Ltd (197501794G), a company incorporated under the Companies Act (Chapter 50) of Singapore, a wholly-owned subsidiary of NTIH
"NTCP"	:	New Toyo Corrugated Products Pte Ltd (199705095Z), a company incorporated under the Companies Act (Chapter 50) of Singapore, a wholly-owned subsidiary of NTIH
"NTIH"	:	New Toyo International Holdings Ltd (199601387D), a company incorporated under the Companies Act (Chapter 50) of Singapore
"NTIH Group"	:	NTIH and its subsidiary companies
"NTIT"	:	New Toyo International Co (Pte) Ltd, (199206250C), a company incorporated under the Companies Act (Chapter 50) of Singapore, a wholly-owned subsidiary of NTIH
"NTIV"	:	New Toyo Investments Pte Ltd (199600807W), a company incorporated under the Companies Act (Chapter 50) of Singapore, a wholly-owned subsidiary of TWPH
"NTPHK"	:	New Toyo Pulppy (Hong Kong) Limited (08550011), a company in which Mr. Gary Yen, a director of TWPH and Mr. Yen Wen Hwa, a director of TWPH and a deemed substantial shareholder of TWPH are also directors and major shareholders via their shareholdings in Greeting Tomt Limited
"NTPV"	:	New Toyo Pulppy (Vietnam) Co. Limited (012/GP-KCN-VS), a wholly-owned subsidiary of NTPHK, in which Mr. Gary Yen, a director of TWPH and Mr. Yen Wen Hwa a director of TWPH and a deemed substantial shareholder of TWPH are also members of the Board of management and major shareholders by virtue of their interests in NTPHK
"NTVN"	:	New Toyo (Vietnam) Aluminium Paper Packaging Co., Ltd. (0302476684), a company incorporated under the Law on Foreign Investment in Vietnam in 1996 and the Law on Amendment of and Addition to a number of Article of The Law on Foreign Investment in Vietnam in 2000, a wholly-owned subsidiary of NTIH
"PBC"	:	Paper Base Converting Sdn Bhd (398112-V), a wholly-owned subsidiary of NT Lam
"Person connected"	:	Such person, in relation to the director, major shareholder or in relation to a SPAC, a member of the management team who falls under any one of the following categories:- (a) A family member of the director, major shareholder or management team member; (b) A trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the director, major shareholder, management team member, or a family member of the director or major shareholder or management team member, is the sole beneficiary; (c) A partner of the director, major shareholder, management team member, or a partner of a person connected with that director, major shareholder or management team member; (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, major shareholder or management team member; (e) A person in accordance with whose directions, instructions or wishes the director, major shareholder or management team member is accustomed or is under an obligation, whether formal or informal, to act;

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**DEFINITIONS (CONT'D)**

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- (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, major shareholder or management team member;
- (g) A body corporate or its directors whose directions, instructions or wishes the director, major shareholder or management team member is accustomed or under an obligation, whether formal or informal, to act;
- (h) A body corporate in which the director, major shareholder or management team member, 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 Shareholders' Mandate" : Proposed renewal of shareholders' mandate and additional mandate for RRPT of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the TWPH Group
- "Recurrent Transactions(s)" or "RRPT" : Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the TWPH Group as specified in Section 2.3 of this Circular
- "Related Party(ies)" : A "director", "major shareholder" or "person connected" with such director or major shareholder as defined under the Listing Requirements
- "RM" and "sen" : Ringgit Malaysia and sen respectively
- "Shareholders' Mandate" : Shareholders' Mandate pursuant to Paragraph 10.09 of the Listing Requirements for TWPH and its subsidiary companies to enter into RRPT
- "SPAC" : A corporation which has no operations or income generating business at the point of initial public offering and has yet to complete a qualifying acquisition with the proceeds of such offering
- "SPI" : Singapore Pacific Investments Pte Ltd (200612370D), a company incorporated under the Companies Act (Chapter 50) of Singapore, a wholly-owned subsidiary of NTIH
- "TAF" : Toyoma Aluminium Foil Packaging Sdn Bhd (44110-D), a 30% owned associate company of NTIH and 40%-owned by Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff, a director of TWPH
- "TNCP" : Toyoma Non-Carbon Paper Manufacturer Sdn Bhd (463231-W), a wholly-owned subsidiary of NTIH
- "TVP" : Toyo (Viet) Paper Product Co., Ltd (0300736665), a company incorporated under the Law on Foreign Investment in Vietnam in 1996 and the Law on Amendment of and Addition to a number of Article of The Law on Foreign Investment in Vietnam in 2000, a wholly-owned subsidiary of TWPH
- "TWH1990" : Tien Wah Holdings (1990) Sdn Bhd (201315-P), a wholly-owned subsidiary of NT Lam
- "TWPH" or "Company" : Tien Wah Press Holdings Berhad (340434-K)

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**DEFINITIONS (CONT'D)**

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- "TWPH Group" or "Group" : TWPH and its subsidiary companies, collectively
- "TWPM" : Tien Wah Press (Malaya) Sdn Bhd (3850-D), a wholly-owned subsidiary of TWPH
- "TWPP" : Tien Wah Properties Sdn Bhd (428504-A), a wholly-owned subsidiary of TWPH
- "TT" : Thai Toyo Aluminium Packaging Co., Ltd (66-34-208-939), a company incorporated under the laws of Thailand, Company's Act, an associate company of NTIH
- "VT" : Vina Toyo Company Ltd (0301798826), a company incorporated under the Law on Foreign Investment in Vietnam in 1996 and the Law on Amendment of and Addition to a number of Article of The Law on Foreign Investment in Vietnam in 2000, a 50%-owned subsidiary of NTCP
- "YSH" : Yen & Son Holdings Pte Ltd, (199304423R), a company incorporated under the Companies Act (Chapter 50) of Singapore, a major shareholder of TWPH via its shareholding in NTIH

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 Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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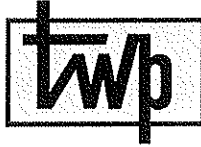
**CONTENTS**

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**LETTER TO SHAREHOLDERS OF TWPH IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE CONTAINING:-**

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**TIEN WAH PRESS HOLDINGS BERHAD**  
(Company No. 340434-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

**Registered Office:**

Lot 6.05, Level 6  
KPMG Tower  
8 First Avenue  
Bandar Utama  
47800 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

18 May 2011

**Board of Directors of TWPH:**

Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff (*Chairman, Non-Independent Non-Executive Director*)  
Gary Yen (*Deputy Chairman, Non-Independent Non-Executive Director*)  
Yen Wen Hwa (*Chief Executive Officer, Non-Independent Executive Director*)  
Mej. Jen. (B) Datuk Abdul Kadir bin Nordin (*Non-Independent Non-Executive Director*)  
Mej. Jen. (B) Dato' Mohamed Dahalan bin Sulaiman (*Non-Independent Non-Executive Director*)  
Dato' Gan Nyap Liou @ Gan Nyap Liow (*Independent Non-Executive Director*)  
Goh Seng Chuan (*Independent Non-Executive Director*)  
Tung Kum Hon (*Independent Non-Executive Director*)

**To: The Shareholders of Tien Wah Press Holdings Berhad**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND ADDITIONAL MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

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**1. INTRODUCTION**

The shareholders of TWPH had at the previous AGM of the Company held on 3 June 2010 approved the renewal of shareholders' mandate and additional mandate for the TWPH Group to enter into RRPTs that are necessary for the Group's day-to-day operations.

The said general mandates for the RRPTs shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company.

In this regard, on 29 April 2011, the Company had announced that it would be seeking its shareholders' approval for a renewal of general mandate, as well as an additional mandate in relation to the RRPTs in line with paragraph 10.09 of Part E of the Listing Requirements.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE AND TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING AGM.

SHAREHOLDERS OF TWPH ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHAREHOLDERS' MANDATE AT THE FORTHCOMING AGM.

## 2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

### 2.1 Background Information

TWPH is principally an investment holding company while the activities of its subsidiary companies are as follows:-

Name of Company	Principal Activities	Effective Interest %
TWPM	Rotogravure printing specialising in cigarette cartons and consumer goods packaging and photolithography printing specialising in cartons and labels packaging and advertising materials.	100
TWPP	Investment property holding.	100
NTIV	Investment holding. APT, its 100% owned-subsiary is involved in the provision of printing services for tobacco packaging and packaging services in general.	100
TVP	Provision of printing services for tobacco packaging and packaging services in general.	100
MEIL	Investment holding, sales, sub-contracting and licensing for the manufacturing, printing and selling of printed folding cartons and tobacco product packaging. Anzpac, its 100% owned-subsiary, is involved in the printing packaging and paper board converting.	51

TWPH and its subsidiary companies have from time to time, entered into various RRPTs. Pursuant to Paragraph 10.09 (1) of the Listing Requirements, TWPH is required to make an immediate announcement of such RRPTs where:-

- (i) the consideration, value of assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) the percentage ratios of such RRPT is 1% or more,

whichever is the higher.

In addition, paragraph 10.08 of the Listing Requirements states that:-

- (i) where any one of the Percentage Ratios of a related party transaction is 5% or more, a listed issuer must issue a circular to its shareholders, obtain specific shareholders' approval for the transaction in general meeting and appoint an independent adviser; and
- (ii) where any one of the Percentage Ratios is 25% or more, in addition to the foregoing, a listed issuer must also appoint a main adviser.

However, pursuant to paragraph 10.09 of the Listing Requirements, TWPH is allowed to seek a mandate from its shareholders to enter into RRPTs on terms not more favourable to the Related Party than those generally available to the public.

## 2.2 Class of Related Party

The Proposed Shareholders' Mandate involves the following classes of Related Parties:-

Related Party	TWPH Relationship with Related Party
Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff ("Tengku Mahaleel")	A director of TWPH and also a director of NTIH. He is also a director and a major shareholder of TAF.
Gary Yen	A director of TWPH. He is also an Executive director and Chief Executive Officer of NTIH. He is also a director of NT Lam, NTPHK, NTPV, AIS, TNCP, SPI and TWH1990, and a major shareholder of NTPHK via his shareholding in Greeting Tomt Limited. He is a person connected to Mr. Yen Wen Hwa, a deemed substantial shareholder of TWPH by virtue of his family relationship.
Yen Wen Hwa	A director of TWPH and Chairman of NTIH. He is a deemed substantial shareholder of TWPH via his shareholdings in YSH and NTIH pursuant to Section 6A of the Act. He is also a director of NTIH, NTPHK and NTPV and a major shareholder of NTPHK via his shareholding in Greeting Tomt Limited.
Lu Le Nhi	A major shareholder of TWPH via the shares held by her spouse, Yen Wen Hwa and her shareholdings in YSH and NTIH pursuant to Section 6A of the Act.
YSH	A major shareholder of TWPH via its shareholding in NTIH.
NTIH	A major shareholder of TWPH via its shareholdings in TWH1990 and SPI pursuant to Section 6A of the Act.
NT Lam	A major shareholder of TWPH via its shareholding in TWH1990, which is also a wholly-owned subsidiary of NTIH and a major shareholder of PBC with a 100% direct equity interest as at 22 April 2011.
NTIT, NTVN, TNCP and NTA	Wholly-owned subsidiary company of NTIH.
NTPV	A wholly-owned subsidiary of NTPHK, in which Mr. Gary Yen and Mr. Yen Wen Hwa, directors of TWPH, are also members of the Board of management and major shareholders by virtue of their interests in NTPHK
SPI	A major shareholder of TWPH with a 29.89% direct interest as at 22 April 2011.
TWH1990	A major shareholder of TWPH with a 24.21% direct equity interest as at 22 April 2011.
VT	A 50%-owned company of NTCP, which in turn is a wholly-owned subsidiary of NTIH, the holding company of TWPH.
TAF	A associate company of NTIH, the holding company of TWPH and 40%-owned by Tengku Mahaleel, a director of TWPH
PBC	A wholly-owned subsidiary of NT Lam, which in turn is a wholly-owned subsidiary of NTIH, the holding company of TWPH.
AIS	A 50%-owned subsidiary of NT Lam, which in turn is a wholly-owned subsidiary of NTIH, the holding company of TWPH.
TT	A 49% owned associate company of NTIH, the holding company of TWPH.

### 2.3 Nature of RRPTs and Estimated Values

The details of the RRPTs and their estimated values for which approval is being sought at the forthcoming AGM pursuant to the Proposed Shareholders' Mandate are set out as follows:-

Nature of transaction	Name of Company	Name of company transacting with	Estimated aggregate value from the forthcoming AGM to the next AGM RM'000	Estimated aggregate value as disclosed in the preceding year's circular to shareholders dated 12 May 2010 RM'000	Actual value transacted from the previous AGM to 22 April 2011 RM'000	Deviation where the actual transacted value exceeded the estimated value by 10% or more		Interested Directors/major shareholders and/or persons connected to Directors or major shareholders*
						RM'000	%	
<b>RENEWAL OF SHAREHOLDERS' MANDATE</b>								
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	TWPM	PBC	10,000	14,000	6,955	-	-	<b>Directors</b> Tengku Mahaleel, Gary Yen and Yen Wen Hwa  <b>Major Shareholders</b> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
	APT		2,000	1,000	-	-	-	
	TVP		2,000	2,000	-	-	-	
	Anzpac		2,000	4,000	-	-	-	
Rental of warehouse and storage space	TWPM	TAF	100	160	147	-	-	<b>Directors</b> Tengku Mahaleel, Gary Yen and Yen Wen Hwa  <b>Major Shareholders</b> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH NT Lam and Tengku Maheleel
<b>Location</b> 17B, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan								
<b>Total size</b> 9,613 sq feet								
<b>Rental per month</b> RM12,600								

Nature of transaction	Name of Company	Name of company transacting with	Estimated aggregate value from the forthcoming AGM to the next AGM RM'000	Estimated aggregate value as disclosed in the preceding year's circular to shareholders dated 12 May 2010 RM'000	Actual value transacted from the previous AGM to 22 April 2011 RM'000	Deviation where the actual transacted value exceeded the estimated value by 10% or more		Interested Directors/major shareholders and/or persons connected to Directors or major shareholders*
						RM'000	%	
<b>RENEWAL OF SHAREHOLDERS' MANDATE</b>								
Payment of management fees	TWPH's printing subsidiary company, namely TWPM, APT, TVP and Anzpac	NTIH	3,000	3,000	2,001	-	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	TWPM APT TVP Anzpac	NTA	8,000 2,000 2,000 5,000	2,000 2,000 3,000 8,000	4,500 - 124 2,488	(1)2,500 - - -	(1)125 - - -	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	TWPM APT TVP	Anzpac	3,000 3,000 3,000	2,000 2,000 2,000	158 - -	- - -	- - -	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam

Nature of transaction	Name of Company	Name of company transacting with	Estimated aggregate value from the forthcoming AGM to the next AGM RM'000	Estimated aggregate value as disclosed in the preceding year's circular to shareholders dated 12 May 2010 RM'000	Actual value transacted from the previous AGM to 22 April 2011 RM'000	Deviation where the actual transacted value exceeded the estimated transacted value by 10% or more		Interested Directors/major shareholders and/or persons connected to Directors or major shareholders*
						RM'000	%	
<b>RENEWAL OF SHAREHOLDERS' MANDATE</b>								
Sales of printed tobacco folding cartons.	APT	NTIT	8,000	8,000	-	-	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa
	TVP		24,000	32,000	11,151	-	-	<u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	TWPM	NTVN	2,000	2,000	-	-	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa
	APT		2,000	2,000	-	-	-	<u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
	TVP		1,000	1,000	4	-	-	
	Anzpac		4,000	4,000	-	-	-	
Sales of waste paper	APT	NTPV	1,000	1,000	-	-	-	<u>Director and Major Shareholder</u> Gary Yen and Yen Wen Hwa
	TVP		1,000	1,000	117	-	-	
Purchase of packing materials	TVP	VT	1,000	1,300	56	-	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa
	APT		1,000	300	-	-	-	<u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam

Nature of transaction	Name of Company	Name of company transacting with	Estimated aggregate value from the forthcoming AGM to the next AGM RM'000	Estimated aggregate value as disclosed in the preceding year's circular to shareholders dated 12 May 2010 RM'000	Actual value transacted from the previous AGM to 22 April 2011 RM'000	Deviation where the actual transacted value exceeded the estimated transacted value by 10% or more		Interested Directors/major shareholders and/or persons connected to Directors or major shareholders*
						RM'000	%	
<b>RENEWAL OF SHAREHOLDERS' MANDATE</b>								
Outsourcing of sales administrative and accounting work	MEIL	NTPHK	300	200	155	-	-	<u>Director and Major Shareholder</u> Gary Yen and Yen Wen Hwa
Purchase of ink, solvents, chemicals and other related items	TWPH's printing subsidiary company, namely TWPM, APT, TVP and Anzpac	AIS	50,000	50,000	187	-	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	TVP	NTIT	18,000	18,000	13,654	-	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
<b>Total</b>			<b>158,400</b>	<b>165,960</b>	<b>41,697</b>			

**Notes:-**

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(1)

The nature of relationships of the Related Parties with TWPH and/or its subsidiaries are outlined in Section 2.2 of this Circular. The deviation was due to the shift of TWPH's purchase orders from other existing supplier, PBC to NTA. The shift was due to the insufficient production capacity of PBC in view of their current relocation of its production plant. The total actual value of the RRPT transacted with NTA and PBC combined are still within the total estimated aggregate value of the RRPT as disclosed in the preceding year's circular to shareholders dated 12 May 2010. The said deviation was announced on 1 February 2011, 4 April 2011 and 6 April 2011.

**FOR ADDITIONAL SHAREHOLDERS' MANDATE**

<b>Nature of transaction</b>	<b>Name of Company</b>	<b>Name of company transacting with</b>	<b>Estimated aggregate value from the forthcoming AGM to the next AGM RM'000</b>	<b>Interested shareholders and/or persons connected to Directors or major shareholders</b>
Rental of warehouse and storage space	TWPM	TNCP	900	<u>Directors</u> Tengku Mahateel, Gary Yen and Yen Wen Hwa
<u>Location</u> Lot 8, Lorong 19/1A, 46300 Petaling Jaya, Selangor Darul Ehsan				<u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
<u>Total size</u> 38,307 sq feet				
<u>Rental per month</u> RM50,000				
Purchase of packing materials	Anzpac	VT	1,000	<u>Directors</u> Tengku Mahateel, Gary Yen and Yen Wen Hwa
<b>Total</b>			<b>1,900</b>	<u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam

Note:-

The nature of relationships of the Related Parties with TWPH and/or its subsidiaries are outlined in Section 2.2 of this Circular.

2.4

**Estimated Values and Actual Values for certain RRPTs approved under preceding mandate**

Renewal of shareholders' mandate will not be sought at the forthcoming AGM for the RRPTs set out below. The details of the RRPTs including their estimated and actual values are as follows:-

Nature of transaction	Name of Company	Name of company transacting with	Estimated aggregate value from the forthcoming AGM to the next AGM RM'000	Estimated aggregate value as disclosed in the preceding year's circulars shareholders dated 12 May 2010 <sup>(1)</sup> RM'000	Actual value transacted from the previous AGM to 22 April 2011 <sup>(2)</sup> RM'000	Interested Directors/major shareholders and/or persons connected to Directors or major shareholders <sup>3</sup>
Rental of office and factory building	TWPP	PBC	(1) Nil	700	574	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
<u>Location</u> Lot 5007, Batu 5, Jalan Meru, 41050 Klang, Selangor Darul Ehsan						
<u>Total size</u> 63,750 sq feet						
<u>Rental per month</u> RM49,725						
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	APT TVP	TT	(2) Nil (2) Nil	2,000 2,000	- -	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam

Nature of transaction	Name of Company	Name of company transacting with	Estimated aggregate value from the forthcoming AGM to the next AGM RM'000	Estimated aggregate value as disclosed in the preceding year's circulars shareholders dated 12 May 2010 <sup>(1)</sup> RM'000	Actual value transacted from the previous AGM to 22 April 2011 <sup>(2)</sup> RM'000	Interested shareholders and/or persons connected to Directors of major shareholders*
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	APT	VT	(2) Nil	1,000	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
Sale and purchase of paper/paperboard and related products, converting services and sheeting services	TVP	VT	(2) Nil	1,000	-	<u>Directors</u> Tengku Mahaleel, Gary Yen and Yen Wen Hwa <u>Major Shareholders</u> NTIH, TWH1990, SPI, Yen Wen Hwa, Lu Le Nhi, YSH and NT Lam
<b>Total</b>			<b>Nil</b>	<b>6,700</b>	<b>574</b>	

**Notes:-**

\* None of the actual value of the RRPT had exceeded the estimated value by 10% or more during the validity period of the previous mandate.

# The nature of relationships of the Related Parties with TWPH and/or its subsidiaries are outlined in Section 2.2 of this Circular.

(1) The tenancy agreement between TWPP and PBC was terminated on 13 April 2011.

(2) Where the RRPT is below RM1 million, it will be reviewed and approved by the General Manager or Head of the respective subsidiary company. Hence, in view that these RRPTs are below RM1 million, no shareholders' mandate for renewal of the RRPTs will be sought at the forthcoming AGM.

## **2.5 Basis of Estimates for the Proposed Shareholders' Mandate**

The estimated values in respect of each transaction referred to in **Section 2.3** above are based on prevailing prices which are competitive market prices obtained from the Related Parties. The estimated amounts are further based on the assumptions that current level of the Group's operation will continue and all external conditions remain constant.

## **2.6 Validity period of the Proposed Shareholders' Mandate**

The Proposed Shareholders' Mandate, if approved, will take effect from the date of the forthcoming AGM and shall remain in full effect until:-

- (i) the conclusion of the next AGM of the Company to be held in 2012, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

The Proposed Shareholders' Mandate is subject to annual renewal and as such, approval of the shareholders for a renewal of the shareholders' mandate will be sought at each subsequent AGM of the Company. The aggregate value of the RRPTs conducted pursuant to the Proposed Shareholders' Mandate during the financial year shall be disclosed in TWPH's annual report. During the period for which such mandate is in force, the requirements of paragraph 10.08 of the Listing Requirements shall not apply to the RRPTs which are comprised in the mandate.

## **2.7 Review Procedures for the RRPT**

The TWPH Group has established the following procedures and guidelines to ensure that the RRPTs are undertaken on an arm's length basis and on normal commercial terms consistent with the TWPH Group's usual business practices and policies, which are not more favourable to the Related Parties than those generally available to third parties/public and are not to the detriment of the minority shareholders:-

- (i) A list of the Related Parties is circulated within the TWPH Group and all Related Parties are notified that all RRPTs are required to be undertaken on normal commercial terms;
- (ii) The RRPTs would be reviewed by the senior management and Audit Committee of TWPH or its subsidiary companies before they are entered into to ensure that the terms are not more favourable than those generally available to the public;
- (iii) The Audit Committee will review all aspects of the RRPTs amounting to more than RM1 million entered into to ensure that the relevant approvals have been obtained and that the transactions are conducted at arms length basis. Where the RRPT is below RM1 million, it will be reviewed and approved by the General Manager or Head of the respective subsidiary companies;
- (iv) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Proposed Shareholders' Mandate to ensure that relevant approvals from the Board and shareholders have been obtained and review procedures are followed;

- (v) The Board and the Audit Committee shall review the internal audit reports to ascertain that the procedures established to monitor RRPTs have been complied with;
- (vi) If a member of the Board or of the Audit Committee has an interest, as the case may be, he shall abstain from any decision making by the Board or Audit Committee in respect of the said transactions;
- (vii) A register shall be maintained by the Company to record all RRPTs entered into pursuant to the Proposed Shareholders' Mandate;
- (viii) Save as stated above, the transaction prices, terms and conditions are determined by market forces and are comparable to those applicable transactions with the public, which depend on the demand and supply of the products and services;
- (ix) The cost plus method is used to determine the transaction prices by adding an appropriate mark-up to the cost. The mark-up earned is consistent with those earned from unrelated party transactions; and
- (x) In respect of RRPTs, prices are determined by tenders, competitive quotations or negotiations and are based on industry practice in the ordinary course of business.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/service 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 products/services and/or quantities. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on those offered by/to other unrelated parties for the same or substantially similar type of transaction to ensure that the RRPT is not detrimental to the Group.

## **2.8 Statement by the Audit Committee**

The Audit Committee of the Company has seen and reviewed the procedures mentioned in **Section 2.7** above and is of the view that the said procedures for the RRPTs as well as the annual review to be made by the Audit Committee in relation thereto, are sufficient to ensure that the RRPTs will be made at arm's length and in accordance with the Company's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Group has in place adequate procedures and process to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

## **2.9 Disclosure in Annual Report**

Disclosure will be made in accordance with Section 3.1.5 of Practice Note 12 of the Listing Requirements, which requires a breakdown of the aggregate value of the RRPTs entered into during the financial year, amongst others, based the following information:-

- (i) the type of the RRPTs made; and
- (ii) the names of the Related Parties involved in each type of the RRPTs made and their relationships with the Company.

The above disclosure will be made in the Company's annual report for each subsequent financial year after the Shareholders' Mandate has been renewed.

In addition, if the actual value of the RRPTs entered into by the Group exceeds the estimated value of the RRPTs disclosed in the circular to shareholders on the Proposed Shareholders' Mandate by 10% or more, the Company will make an immediate announcement to Bursa Securities.

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

The RRPTs to be entered into by the TWPH Group with the Related Parties are all conducted in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and could arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such related party transactions. Therefore, the Board is seeking the shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements to allow the Group to enter into such RRPTs, details of which are set out in this Circular.

Consequently, this will eliminate the need to make regular announcements to Bursa Securities and to convene separate general meetings to seek shareholders' approval as and when the need arises. Also, it would substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the TWPH Group.

The sale of raw materials to the NTIH Group including amongst others paperboard and waste paper would contribute positively towards the TWPH Group's revenue and profitability. In addition, the sales of printed tobacco folding cartons are transacted at market competitive prices and are custom-made to address the needs of NTIT's customers.

Meanwhile, the purchase of raw materials including amongst others packing materials for printed cigarette packaging, paperboard and related products from the NTIH Group is more cost effective and are consistently of acceptable quality and at market competitive prices. The rental of warehouses, which are at a close proximity to TWPH's major customers, from TAF and TNCP are at the market rental rate. In addition, the purchase of ink, solvents, chemicals and other related items from AIS is to minimise the disruption of the ink supply to TWPH's printing subsidiary companies and to meet the requirements of the customers.

4. **APPROVAL REQUIRED**

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

5. **INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

The direct and indirect shareholdings of the interested directors and major shareholders in TWPH as at 22 April 2011 are as follow:-

	Direct		Indirect	
	No. of TWPH shares	%	No. of TWPH shares	%
<b><u>Interested Directors</u></b>				
Tengku Mahaleel	-	-	-	-
Gary Yen	-	-	-	-
Yen Wen Hwa	-	-	52,203,260 <sup>(a)</sup>	54.10
<b><u>Interested Major Shareholders</u></b>				
Yen Wen Hwa	-	-	52,203,260 <sup>(a)</sup>	54.10
NTIH	-	-	52,203,260 <sup>(b)</sup>	54.10
TWH1990	23,360,600	24.21	-	-
SPI	28,842,660	29.89	-	-
Lu Le Nhi	-	-	52,203,260 <sup>(c)</sup>	54.10
YSH	-	-	52,203,260 <sup>(d)</sup>	54.10
NT Lam	-	-	23,360,600 <sup>(e)</sup>	24.21

**Notes:-**

- (a) Deemed interested by virtue of his shareholdings in YSH and NTIH pursuant to Section 6A of the Act.
- (b) Deemed interested by virtue of its shareholdings in SPI and TWH1990 via its wholly-owned subsidiary, NT Lam pursuant to Section 6A of the Act.
- (c) Deemed interested through shares held by her spouse, Yen Wen Hwa and her shareholdings in YSH and NTIH pursuant to Section 6A of the Act.
- (d) Deemed interested by virtue of its shareholdings in NTIH.
- (e) Deemed interested by virtue of its shareholdings in TWH1990 pursuant to Section 6A of the Act.

Tengku Mahaleel, Mr. Gary Yen and Mr. Yen Wen Hwa are Directors of both TWPH and NTIH, the ultimate holding company. Tengku Mahaleel is a Director and a major shareholder of TAF. Mr. Gary Yen is a Director of NT Lam, NTPHK, NTPV, AIS, TNCP, SPI and TWH1990, and a major shareholder of NTPHK via his shareholding in Greeting Tomt Limited. Mr. Yen Wen Hwa is a director and a major shareholder TWPH via his shareholdings in YSH and NTIH pursuant to Section 6A of the Act. Mr. Yen Wen Hwa is also a director of NTPHK and NTPV and a major shareholder of NTPHK via his shareholding in Greeting Tomt Limited. They are all persons connected to NTIH. Therefore, Tengku Mahaleel, Mr. Gary Yen and Mr. Yen Wen Hwa are deemed interested in the Proposed Shareholders' Mandate ("Interested Directors").

The aforementioned interested Directors had abstained and will continue to abstain from all deliberations and voting in relation to the Proposed Shareholders' Mandate at the Company's Board meetings.

The aforementioned interested Directors and Major Shareholders will abstain and have undertaken to ensure that the persons connected to them will also abstain from voting in respect of their direct and indirect shareholdings on the resolution deliberating or approving the Proposed Shareholders' Mandate at the AGM to be convened.

Save as disclosed above, none of the other Directors and/or Major Shareholders or any persons connected with the Directors and/or Major Shareholders has any interest, direct or indirect, in the Proposed Shareholders' Mandate.

#### **6. DIRECTORS' RECOMMENDATION**

Having considered all aspects of the Proposed Shareholders' Mandate, the Board (save for the Interested Directors, who are deemed interested in the Proposed Shareholders' Mandate and have abstained from giving an opinion in respect of the Proposed Shareholders' Mandate) is of the opinion that the Proposed Shareholders' Mandate is in the best interest of TWPH and its shareholders.

Accordingly, the Board (save for the interested Directors, who are deemed interested in the Proposed Shareholders' Mandate and have abstained from recommending in respect of the Proposed Shareholders' Mandate) recommends that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

#### **7. AGM**

The AGM, the Notice of which is enclosed in the Annual Report 2010 which is circulated to you together with this Circular, will be held at Arcadia 1 and 2, Level 3, Armada Hotel, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 9 June 2011 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposed Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you are requested to complete and return the Form of Proxy which enclosed in the Annual Report 2010, in accordance with the instructions therein as soon as possible and in any event so as to arrive at the Company's Registered Office not less than forty-eight (48) hours before the time fixed for the AGM. The lodging of the Form of Proxy does not preclude you from attending and voting in person should you subsequently wish to do so.

#### **8. FURTHER INFORMATION**

Shareholders are requested to refer to the attached Appendix for further information.

Yours faithfully  
For and on behalf of the Board  
**TIEN WAH PRESS HOLDINGS BERHAD**

**GOH SENG CHUAN**  
Independent Non-Executive Director

**ADDITIONAL INFORMATION****1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board of Directors of TWPH who collectively and individually, accept full responsibility for the accuracy of the information contained herein and confirm that after having taken due care and making all reasonable inquiries, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

**2. MATERIAL CONTRACTS**

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by TWPH and/or its subsidiary companies within the two (2) years immediately preceding the date of this Circular:-

- (i) A sale and purchase agreement dated 24 June 2009 entered between the Company with NTA, a wholly owned subsidiary of NTIH, to acquire the entire equity interest in TVP comprising contributed legal capital of USD4,421,141 for a total cash consideration of USD3,650,000 (equivalent to RM12,853,475). The agreement was completed on 31 July 2009;
- (ii) A supplemental agreement dated 31 March 2010 entered between TWPH and NTIH to vary the method of calculating the post completion profit guarantee in a sale and purchase agreement dated 18 September 2007 entered between the Company and NTIH. This sale and purchase agreement was for the acquisition of the entire equity interest in NTIV comprising 350,000 ordinary shares for a cash consideration of USD8,000,000 which was completed on 21 December 2007;
- (iii) A loan agreement dated 8 June 2010 entered between TWPH, NTIH and MEIL in relation to the Provision of Financial Assistance amounted to USD17.5 million on a proportionate shareholding basis to MEIL for the partial repayment of loans due to a financial institution; and
- (iv) A sale and purchase agreement dated 27 January 2011 entered between TWPP with Daijin Tech (M) Sdn Bhd ("DTM"), to sell to DTM all that piece of freehold land held under GM 2119 for Lot 5007 in the Mukim of Kapar, Daerah Klang, Negeri Selangor in area measuring approximately 12,140.55 square meters together with the buildings erected therein bearing postal address known as Lot 5007, Batu 5, Jalan Meru, 41050 Klang for a total cash consideration of RM9,200,000. The agreement was completed on 13 April 2011.

**3. MATERIAL LITIGATION**

The TWPH Group is not engaged in any litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the TWPH Group and the Directors are not aware of any proceedings pending or threatened against the TWPH Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the TWPH Group as at 22 April 2011.

#### 4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company during normal business hours from the date of this Circular up to and including the date of the AGM:-

- (i) Memorandum and Articles of Association of TWPH;
- (ii) Audited consolidated financial statements of the TWPH Group for the last two (2) financial years ended 31 December 2009 and 2010; and
- (iii) Material contracts referred to in **Section 2** above.