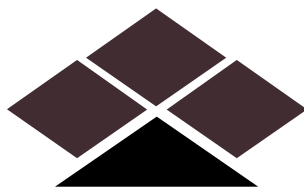


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**SAMLING GLOBAL LIMITED**

三林環球有限公司\*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 3938)

## **OVERSEAS REGULATORY ANNOUNCEMENT**

*(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)*

Please refer to the attached announcements of Lingui Developments Berhad (“Lingui”) and Glenealy Plantations (Malaya) Berhad (“Glenealy”) in relation to a possible privatisation proposal.

Glenealy is an associate company of Lingui by virtue of Lingui’s holding of 38.33% in Glenealy and Lingui is a subsidiary of Samling Global Limited (“the Company”) by virtue of the Company’s holding of 67.23% in Lingui, both which are listed on the Bursa Malaysia Securities Berhad.

Dated this 27<sup>th</sup> day of January 2012

At the date of this announcement, the board of directors of Samling Global Limited comprises the following directors:

*Executive Director*

Yaw Chee Ming

*Non-Independent Non-Executive Director*

Chan Hua Eng

*Independent Non-Executive Directors*

Fung Ka Pun

David William Oskin

Tan Li Pin, Richard

Amirsham A Aziz

*\* for identification purposes only*



BURSA MALAYSIA

## General Announcement

Form Version 8.1 (Enhanced)

Submitted by CS\_SECFIN on 27/01/2012 07:37:20 PM

Reference No CC-120127-1F85E

### Submitting Investment

Bank/Advisor

(if applicable)

Submitting Secretarial Firm Secfin Sdn Bhd

(if applicable)

Company name \* LINGUI DEVELOPMENTS BERHAD

Stock name \* LINGUI

Stock code \* 2011

Contact person \* Chen Keow Ching

Designation \* Company Secretary

Type \*  Announcement  Reply to query

Subject \*  OTHERS

(Note : INFORMATION ENTERED IN THE DESCRIPTION FIELD WILL BE DISPLAYED AS THE TITLE OF THE ANNOUNCEMENT IN BURSA MALAYSIA'S WEBSITE)

### Description :-\*

(Note : Please enter the announcement description in this field and the announcement details in the Announcement Details/Table Section or attach the full announcement details as an attachment)

POSSIBLE PRIVATISATION OF LINGUI DEVELOPMENTS BERHAD

### Announcement Details/Table Section :-

(This field is for the details of the announcement, if applicable)

The Board of Directors of Lingui Developments Berhad [""the Company"] is pleased to announce the details of the Possible Privatisation of the Company. Please refer to the attachment for the detailed announcement.

This announcement is dated 27January 2012.

### Attachment(s):- (please attach the attachments here)



Lingui Announcement\_27 1 12\_v2 (2).docx

Company name LINGUI DEVELOPMENTS BERHAD  
Stock name LINGUI

## LINGUI DEVELOPMENTS BERHAD (“LINGUI” OR “COMPANY”)

### POSSIBLE PRIVATISATION OF LINGUI

---

#### 1. INTRODUCTION

The Board of Directors of Lingui (“**Board**”) had on 20 January 2012 received a letter dated 20 January 2012, by way of copy, from Samling Strategic Corporation Sdn. Bhd. (“**SSC**”) (“**Approach Letter**”) which was addressed to Samling Global Limited (“**SGL**”). The Approach Letter sets out SSC’s interest to pursue a proposed privatisation of SGL by SSC and in turn, a proposed privatisation of Lingui and Glenealy Plantations (Malaya) Berhad (“**Glenealy**”) by SGL (to be collectively referred to as “**Proposal**”).

The salient terms of the Approach Letter are set out in Section 2 of this Announcement.

#### 2. BACKGROUND INFORMATION ON THE PROPOSAL

##### 2.1 STRUCTURE OF THE PROPOSAL

SSC has indicated in the Approach Letter that it expects to structure the Proposal as follows:-

- the privatisation of SGL by SSC (“**SGL Privatisation**”) will be structured by way of a scheme of arrangement (under Section 99 of the Companies Act of Bermuda);
- the privatisation of Lingui by SGL (“**Lingui Privatisation**”) will be structured by way of a scheme of arrangement (under Sections 64 and 176 of the Companies Act 1965 of Malaysia (“**Act**”)) or voluntary general offer or such other means; and
- the privatisation of Glenealy by SGL (“**Glenealy Privatisation**”) will be structured by way of a scheme of arrangement (under Sections 64 and 176 of the Act) or voluntary general offer or such other means.

If proposed and implemented, the SGL Privatisation will be conditional upon, amongst other things, the approval of the independent shareholders of SGL to the launch of both the Lingui Privatisation and the Glenealy Privatisation (but not the completion thereof). Further, if proposed and implemented, the Lingui Privatisation and the Glenealy Privatisation will be conditional upon the completion of the SGL Privatisation.

##### 2.2 INDICATIVE PRIVATISATION PRICES

If a formal offer in respect of the Proposal is put forward, SSC has indicated that it expects to propose an offer price of RM1.63 per share in respect of the Lingui Privatisation and RM7.50 per share in respect of the Glenealy Privatisation. These offer prices are indicative only, non-binding and may be subject to variation.

##### 2.3 FINANCING OF THE PROPOSAL

A formal proposal in respect of the SGL Privatisation will only be made subject to and upon finalisation of SSC’s funding arrangements.

## 2.4 EVENTS PRIOR TO THE POSSIBLE SGL PRIVATISATION

The Approach Letter makes clear that the making of a formal offer by SSC in respect of the Proposal is subject to a number of matters being satisfied and there is no guarantee that the Approach Letter will lead to a formal offer being made by SSC for SGL. In addition to the financing requirements referred to in Section 2.3 above, these matters include, amongst other things:-

- (i) confirmation of the structure of the Proposal based on advice of Bermuda, Hong Kong and Malaysian counsel; and
- (ii) all necessary prior regulatory clearances (if any), including with the Securities and Future Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the Securities Commission Malaysia and Bursa Malaysia Securities Berhad, having been obtained to the satisfaction of SSC.

SSC has also delivered a copy of the Approach Letter to the Board of Directors of Glenealy, our associated company. No binding agreement has been reached between any of the parties involved in the Proposal.

The Board will deliberate and decide on the next course of action once the matters to be satisfied prior to the possible SGL Privatisation have been so satisfied and will make a further announcement to inform the market in compliance with all applicable rules and regulations as and when appropriate or required.

**Meanwhile, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Company's shares, as there is no certainty that the Proposal may proceed or may result in a binding agreement.**

This announcement is dated 27 January 2012.



## General Announcement

Form Version 8.1 (Enhanced)

Submitted by CS\_SECFIN on 27/01/2012 07:37:18 PM

Reference No CC-120127-1F619

### Submitting Investment

Bank/Advisor  
(if applicable)

Submitting Secretarial Firm  
(if applicable) Secfin Sdn Bhd

Company name \* GLENEALY PLANTATIONS (MALAYA) BERHAD

Stock name \* GNEALY

Stock code \* 2372

Contact person \* Chen Keow Ching

Designation \* Company Secretary

Type \*  Announcement  Reply to query

Subject \*  OTHERS

(Note : INFORMATION ENTERED IN THE DESCRIPTION FIELD WILL BE DISPLAYED AS THE TITLE OF THE ANNOUNCEMENT IN BURSA MALAYSIA'S WEBSITE)

### Description :-\*

(Note : Please enter the announcement description in this field and the announcement details in the Announcement Details/Table Section or attach the full announcement details as an attachment)

POSSIBLE PRIVATISATION OF GLENEALY PLANTATIONS (MALAYA) BERHAD

### Announcement Details/Table Section :-

(This field is for the details of the announcement, if applicable)

The Board of Directors of Glenealy Plantations (Malaya) Berhad [""the Company"] is pleased to announce the details of the Possible Privatisation of the Company. Please refer to the attachment for the detailed announcement.

This announcement is dated 27January 2012.

### Attachment(s):- (please attach the attachments here)



Glenealy Announcement\_27 1 12\_v2.docx

Company name     GLENEALY PLANTATIONS (MALAYA) BERHAD  
Stock name        GNEALY

## **GLENEALY PLANTATIONS (MALAYA) BERHAD (“GLENEALY” OR “COMPANY”)**

### **POSSIBLE PRIVATISATION OF GLENEALY**

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#### **1. INTRODUCTION**

The Board of Directors of Glenealy (“**Board**”) had on 20 January 2012 received a letter dated 20 January 2012, by way of copy, from Samling Strategic Corporation Sdn. Bhd. (“**SSC**”) (“**Approach Letter**”) which was addressed to Samling Global Limited (“**SGL**”). The Approach Letter sets out SSC’s interest to pursue a proposed privatisation of SGL by SSC and in turn, a proposed privatisation of Lingui Developments Berhad (“**Lingui**”) and Glenealy by SGL (to be collectively referred to as “**Proposal**”).

The salient terms of the Approach Letter are set out in Section 2 of this Announcement.

#### **2. BACKGROUND INFORMATION ON THE PROPOSAL**

##### **2.1 STRUCTURE OF THE PROPOSAL**

SSC has indicated in the Approach Letter that it expects to structure the Proposal as follows:-

- the privatisation of SGL by SSC (“**SGL Privatisation**”) will be structured by way of a scheme of arrangement (under Section 99 of the Companies Act of Bermuda);
- the privatisation of Lingui by SGL (“**Lingui Privatisation**”) will be structured by way of a scheme of arrangement (under Sections 64 and 176 of the Companies Act 1965 of Malaysia (“**Act**”)) or voluntary general offer or such other means; and
- the privatisation of Glenealy by SGL (“**Glenealy Privatisation**”) will be structured by way of a scheme of arrangement (under Sections 64 and 176 of the Act) or voluntary general offer or such other means.

If proposed and implemented, the SGL Privatisation will be conditional upon, amongst other things, the approval of the independent shareholders of SGL to the launch of both the Lingui Privatisation and the Glenealy Privatisation (but not the completion thereof). Further, if proposed and implemented, the Lingui Privatisation and the Glenealy Privatisation will be conditional upon the completion of the SGL Privatisation.

##### **2.2 INDICATIVE PRIVATISATION PRICES**

If a formal offer in respect of the Proposal is put forward, SSC has indicated that it expects to propose an offer price of RM7.50 per share in respect of the Glenealy Privatisation. This offer price is indicative only, non-binding and may be subject to variation.

##### **2.3 FINANCING OF THE PROPOSAL**

A formal proposal in respect of the SGL Privatisation will only be made subject to and upon finalisation of SSC’s funding arrangements.

## 2.4 EVENTS PRIOR TO THE POSSIBLE SGL PRIVATISATION

The Approach Letter makes clear that the making of a formal offer by SSC in respect of the Proposal is subject to a number of matters being satisfied and there is no guarantee that the Approach Letter will lead to a formal offer being made by SSC for SGL. In addition to the financing requirements referred to in Section 2.3 above, these matters include, amongst other things:-

- (i) confirmation of the structure of the Proposal based on advice of Bermuda, Hong Kong and Malaysian counsel; and
- (ii) all necessary prior regulatory clearances (if any), including with the Securities and Future Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the Securities Commission Malaysia and Bursa Malaysia Securities Berhad, having been obtained to the satisfaction of SSC.

SSC has also delivered a copy of the Approach Letter to the Board of Directors of Lingui, our direct major shareholder. No binding agreement has been reached between any of the parties involved in the Proposal.

The Board will deliberate and decide on the next course of action once the matters to be satisfied prior to the possible SGL Privatisation have been so satisfied and will make a further announcement to inform the market in compliance with all applicable rules and regulations as and when appropriate or required.

**Meanwhile, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Company's shares, as there is no certainty that the Proposal may proceed or may result in a binding agreement.**

This announcement is dated 27 January 2012.