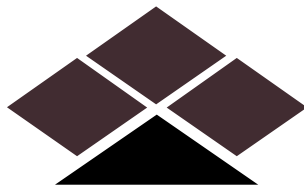


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SAMLING GLOBAL LIMITED

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”) on further updates of the proposed privatisation of Lingui and Glenealy by Samling Global Limited (“the Company”) by way of a member’s scheme of arrangement under Section 176 of the Malaysian Companies Act, 1965.

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

Dated this 25th day of May 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*

General AnnouncementReference No **MI-120525-1A776**

Submitting Merchant Bank : MAYBANK INVESTMENT BANK BERHAD
Company Name : **LINGUI DEVELOPMENTS BERHAD**
Stock Name : LINGUI
Date Announced : 25/05/2012

Type : Announcement
Subject : OTHERS
Description : LINGUI DEVELOPMENTS BERHAD (“LINGUI” OR “COMPANY”)

PROPOSED PRIVATISATION OF LINGUI BY SAMLING GLOBAL LIMITED (“SGL”) BY WAY OF A MEMBERS’ SCHEME OF ARRANGEMENT UNDER SECTION 176 OF THE COMPANIES ACT, 1965 (“PROPOSED LINGUI PRIVATISATION”)

Attachments : [📎Lingui Announcement \(25 May 2012\).pdf](#)

Announcement Details/Table Section :

We refer to the earlier announcements in relation to the Proposed Lingui Privatisation.

Please refer to the attachment for the detailed announcement.

This announcement is dated 25 May 2012.

Company name LINGUI DEVELOPMENTS BERHAD
Stock name LINGUI

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

PROPOSED PRIVATISATION OF LINGUI BY SAMLING GLOBAL LIMITED (“SGL”) BY WAY OF A MEMBERS’ SCHEME OF ARRANGEMENT UNDER SECTION 176 OF THE COMPANIES ACT, 1965 (“PROPOSED LINGUI PRIVATISATION”)

We refer to the earlier announcements in relation to the Proposed Lingui Privatisation.

On behalf of the Board of Directors of Lingui (“**Board**”), Maybank Investment Bank Berhad (“**Maybank IB**”) wishes to announce that the Securities Commission (“**SC**”) had vide its letter dated 24 May 2012, approved SGL’s application for the exemption under Paragraph 1.1 of Practice Note 44 (“**PN 44**”) of the Malaysian Code on Take-Overs and Mergers 2010 (“**Code**”), save for Paragraph 1.1 (c) of PN 44, in relation to the Proposed Lingui Privatisation, subject to the following conditions:

- (i) to obtain SC’s consent for the following:
 - (a) The explanatory statement (“**ES**”) to be prepared by Lingui containing all information and statements specified under Section 12 and the First Schedule of the Code; and
 - (b) independent advice circular containing all information and statements specified under section 15 and the Second Schedule of the Code.
- (ii) the Proposed Lingui Privatisation must comply with the other provisions of the Code and the Practice Notes, including Section 14 of the Code which requires the offeree Boards’ comments and opinion; and
- (iii) all interested parties, including SGL and persons acting in concert with SGL, must abstain from voting on the Proposed Lingui Privatisation.

The SC has also taken note that the ES required under paragraph 1.2 (c) of PN 44 will be prepared by Lingui, and as such, both SGL and Lingui must accept full responsibility for the information contained in the ES.

In view of the above-mentioned item (iii) of this Announcement, on behalf of the Board, Maybank IB also wishes to announce that save as disclosed below, none of the directors or major shareholders of Lingui have any interest, direct and/or indirect, in the Proposed Lingui Privatisation:

- (i) Chan Hua Eng, the Chairman of Lingui and SGL, who is also an indirect shareholder of SGL via Tysim Holdings Limited which in turn is a shareholder of SGL. Chan Hua Eng also has direct interest in Lingui and indirect interest in Lingui via Tysim Holdings Sdn Bhd and Pacific & Orient Insurance Co. Berhad;
- (ii) Yaw Chee Ming, the Managing Director of Lingui and the chief executive officer and executive director of SGL, who also has direct interest in Yaw Holding Sdn Bhd, the holding company of Samling Strategic Corporation Sdn Bhd which in turn is the initiator of the Proposed Lingui Privatisation and a major shareholder of SGL. He also has indirect interest in SGL via Growtrade Investments Limited;
- (iii) Tan Sri Amirsham bin A Aziz, the Independent Non-Executive Director of Lingui, by virtue of him being a member of the Independent Board Committee of SGL which was formed to consider, *inter-alia*, the Proposed SGL Scheme and the Proposed Lingui Privatisation. He is also an independent non-executive director of SGL; and

- (iv) Ho Yam Kuan, the chief operating officer of Lingui and SGL who is appointed to the Board of Lingui with the endorsement of SGL. He had provided views which were supportive of the Proposed Lingui Privatisation to the Board of SGL in his capacity as the chief operating officer of SGL;

(Chan Hua Eng, Yaw Chee Ming, Tan Sri Amirsham bin A Aziz and Ho Yam Kuan are to be collectively referred to as “**Interested Directors**”)

- (v) Samling Malaysia Inc. (“**SMI**”), a major shareholder of Lingui, which in turn is a wholly-owned subsidiary of SGL, the offeror for the Proposed Lingui Privatisation.

(The Interested Directors and SMI are to be collectively referred to as “**Interested Parties**”)

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at the Board meetings of Lingui pertaining to the Proposed Lingui Privatisation.

The Interested Parties and the persons acting in concert with SGL for the purposes of the Proposed Lingui Privatisation shall abstain from voting in respect of their direct and/or indirect shareholdings in Lingui, if any, on the resolution pertaining to the Proposed Lingui Privatisation to be tabled at the Court Convened Meeting of Lingui to be convened for the Proposed Lingui Privatisation.

This Announcement is dated 25 May 2012.

General Announcement

Reference No **MI-120525-3757F**

Submitting Merchant Bank : MAYBANK INVESTMENT BANK BERHAD
Company Name : **GLENEALY PLANTATIONS (MALAYA) BERHAD**
Stock Name : GNEALY
Date Announced : 25/05/2012

Type : Announcement
Subject : OTHERS
Description : GLENEALY PLANTATIONS (MALAYA) BERHAD (“GLENEALY”
OR “COMPANY”)

PROPOSED PRIVATISATION OF GLENEALY BY SAMLING
GLOBAL LIMITED (“SGL”) BY WAY OF A MEMBERS’ SCHEME
OF ARRANGEMENT UNDER SECTION 176 OF THE COMPANIES
ACT, 1965 (“PROPOSED GLENEALY PRIVATISATION”)

Attachments : [📎 Glenealy Announcement \(25 May 2012\).pdf](#)

Announcement Details/Table Section :

We refer to the earlier announcements in relation to the Proposed Glenealy Privatisation.

Please refer to the attachment for the detailed announcement.

This Announcement is dated 25 May 2012.

Company name GLENEALY PLANTATIONS (MALAYA) BERHAD
Stock name GNEALY

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

PROPOSED PRIVATISATION OF GLENEALY BY SAMLING GLOBAL LIMITED (“SGL”) BY WAY OF A MEMBERS’ SCHEME OF ARRANGEMENT UNDER SECTION 176 OF THE COMPANIES ACT, 1965 (“PROPOSED GLENEALY PRIVATISATION”)

We refer to the earlier announcements in relation to the Proposed Glenealy Privatisation.

On behalf of the Board of Directors of Glenealy (“**Board**”), Maybank Investment Bank Berhad (“**Maybank IB**”) wishes to announce that the Securities Commission (“**SC**”) had vide its letter dated 24 May 2012, approved SGL’s application for the exemption under Paragraph 1.1 of Practice Note 44 (“**PN 44**”) of the Malaysian Code on Take-Overs and Mergers 2010 (“**Code**”), save for Paragraph 1.1 (c) of PN 44, in relation to the Proposed Glenealy Privatisation, subject to the following conditions:

- (i) to obtain the SC’s consent for the following:
 - (a) The explanatory statement (“**ES**”) to be prepared by Glenealy containing all information and statements specified under Section 12 and the First Schedule of the Code; and
 - (b) independent advice circular containing all information and statements specified under Section 15 and the Second Schedule of the Code.
- (ii) the Proposed Glenealy Privatisation must comply with the other provisions of the Code and the Practice Notes, including Section 14 of the Code which requires the offeree Boards’ comments and opinion; and
- (iii) all interested parties, including SGL and persons acting in concert with SGL, must abstain from voting on the Proposed Glenealy Privatisation.

The SC has also taken note that the ES required under paragraph 1.2 (c) of PN 44 will be prepared by Glenealy, and as such, both SGL and Glenealy must accept full responsibility for the information contained in the ES.

In view of the above-mentioned item (iii) of this Announcement, on behalf of the Board, Maybank IB also wishes to announce that save as disclosed below, none of the directors or major shareholders of Glenealy have any interest, direct and/or indirect, in the Proposed Glenealy Privatisation:

- (i) Chan Hua Eng, the Chairman of Glenealy and SGL, who is also an indirect shareholder of SGL via Tysim Holdings Limited which in turn is a shareholder of SGL. Chan Hua Eng also has indirect interest in Glenealy via Tysim Holdings Sdn Bhd and Chan Kok Tien Realty Sdn Bhd; and
- (ii) Yaw Chee Ming, the Managing Director of Glenealy and the chief executive officer and executive director of SGL, who also has direct interest in Yaw Holding Sdn Bhd, the holding company of Samling Strategic Corporation Sdn Bhd (“**SSC**”) which in turn is the initiator of the Proposed Glenealy Privatisation and a major shareholder of SGL. Yaw Chee Ming also has indirect interest in SGL via Growtrade Investments Limited;

(Chan Hua Eng and Yaw Chee Ming are to be collectively referred to as “**Interested Directors**”)

- (iii) SSC, a major shareholder of Glenealy, by virtue of it being the initiator of the Proposed Glenealy Privatisation. SSC is also a major shareholder of SGL, the offeror for the Proposed Glenealy Privatisation;

- (iv) Alpenview Sdn Bhd (“**ASB**”), a major shareholder of Glenealy, and an indirect subsidiary of SGL, the offeror for the Proposed Glenealy Privatisation; and
- (v) Lingui Developments Berhad (“**Lingui**”), which is a shareholder of Glenealy and an indirect major shareholder of Glenealy via its wholly-owned subsidiary ASB.

(The Interested Directors, SSC, ASB and Lingui are to be collectively referred to as “**Interested Parties**”)

The Interested Directors have abstained and will continue to abstain from all deliberations and voting at the Board meetings of Glenealy pertaining to the Proposed Glenealy Privatisation.

The Interested Parties and persons acting in concert with SGL for the purposes of the Proposed Glenealy Privatisation shall abstain from voting in respect of their direct and/or indirect shareholdings in Glenealy, if any, on the resolution pertaining to the Proposed Glenealy Privatisation to be tabled at the Court Convened Meeting of Glenealy to be convened for the Proposed Glenealy Privatisation.

This Announcement is dated 25 May 2012.