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**SNP CORPORATION LTD**  
*(Incorporated in Singapore with limited liability)*  
*(Registration number: 197300555N)*



**SNP LEEFUNG HOLDINGS LIMITED**  
**利豐雅高印刷集團有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock code: 623)**

**PRIVATISATION OF SNP LEEFUNG HOLDINGS LIMITED  
BY SNP CORPORATION LTD  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 99 OF THE COMPANIES ACT OF BERMUDA (AS AMENDED)  
AND  
WITHDRAWAL OF LISTING**

**RESULTS OF COURT MEETING AND SPECIAL GENERAL MEETING**

**RESUMPTION OF TRADING**

**CLOSURE OF REGISTERS OF MEMBERS OF THE COMPANY**

*Financial Adviser to SNP Corporation Ltd*

**CIMB**

**CIMB-GK SECURITIES (HK) LIMITED**

*Independent Financial Adviser to the Independent Board Committee of SNP Leefung Holdings Limited*



## **Results of Court Meeting and Special General Meeting**

The Scheme and corresponding capital reduction were approved by the Scheme Shareholders and Shareholders at the Court Meeting and the Special General Meeting, respectively.

### **Resumption of trading**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on Wednesday, 6 September 2006, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:30 a.m. on Thursday, 7 September 2006.

### **Closure of registers of members**

For the purpose of determining those Scheme Shareholders who are qualified for entitlements under the Scheme, the registers of members of the Company in Bermuda and in Hong Kong will be closed from Friday, 22 September 2006 to Monday, 25 September 2006 (both days inclusive). During such period no transfer of Shares will be effected.

## **INTRODUCTION**

Reference is made to the joint announcements of SNP Corp and the Company dated 28 June 2006, 18 July 2006 and 10 August 2006 and the Scheme Document issued by the Company to all the Shareholders and Optionholders on 10 August 2006 in relation to the proposed privatisation of the Company by way of a scheme of arrangement under Section 99 of the Companies Act. Terms defined in the Scheme Document have the same meanings when used in this announcement unless the context requires otherwise.

## **RESULTS OF THE COURT MEETING AND THE SPECIAL GENERAL MEETING**

The results of the Court Meeting and the Special General Meeting both held on Wednesday, 6 September 2006 are as follows:

### **(i) Court Meeting**

*Approval under Rule 2.10 of the Takeovers Code and Section 99 of the Companies Act:*

The Court Meeting was held at 9:00 a.m. on Wednesday, 6 September 2006 at Hennessy Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong.

	<b>Votes cast by the Independent Shareholders either in person or by proxy</b>	<b>Votes cast by the Independent Shareholders either in person or by proxy in favour of the Scheme</b>	<b>Votes cast by the Independent Shareholders either in person or by proxy against the Scheme</b>
Number of Scheme Shares represented	83,881,129	83,881,129 (Note 1)	0
Number of Independent Shareholders	49	49	0

*Note:*

1. Such number represents 100.0% of the number of Scheme Shares held by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting.

There are a total of 123,048,662 Scheme Shares entitling the Independent Shareholders to attend and vote at the Court Meeting and out of which, a total of 83,881,129 Scheme Shares (representing approximately 68.2% of the Scheme Shares held by the Independent Shareholders) were voted either in person or by proxy at the Court Meeting. 49 Independent Shareholders, representing 83,881,129 Scheme Shares voted in favour of the Scheme (amounting to 100.0% of the Scheme Shares voted and approximately 68.2% of the Scheme Shares held by the Independent Shareholders). The Scheme was unanimously approved by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting.

The Scheme was approved (by way of poll) in compliance with Rule 2.10 of the Takeovers Code by the Independent Shareholders present and voting either in person or by proxy at the Court Meeting representing not less than three-fourths in value of the Scheme Shares that were voted either in person or by proxy by Independent Shareholders at the Court Meeting, and the Scheme was not disapproved at the Court Meeting by Independent Shareholders holding more than 10% in value of all the Scheme Shares held by Independent Shareholders.

The Scheme was also approved (by way of poll) in compliance with Section 99 of the Companies Act by a majority in number of the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting representing not less than three-fourths in value of the Scheme Shares that were voted either in person or by proxy by the Scheme Shareholders at the Court Meeting.

The resolution proposed at the Court Meeting to approve the Scheme was accordingly duly passed by the Scheme Shareholders.

Tengis Limited, the branch share registrars of the Company in Hong Kong, was appointed to act as the scrutineer and to take charge of the vote-taking procedures.

As disclosed in the Scheme Document, SNP Corp and parties acting in concert with it under the Takeovers Code did not vote at the Court Meeting.

## **(ii) Special General Meeting**

The Special General Meeting was held at 10:00 a.m. on Wednesday, 6 September 2006 at Hennessy Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong.

	Votes cast by the Shareholders either in person or by proxy	Votes cast by the Shareholders either in person or by proxy in favour of the Scheme	Votes cast by the Shareholders either in person or by proxy against the Scheme
Number of Shares represented	464,658,014	464,658,014 <i>(Note 1)</i>	0

*Note:*

1. Such number represents 100.0% of the number of Shares present and voting either in person or by proxy at the Special General Meeting.

There are a total of 503,430,647 Shares entitling the Shareholders to attend and vote at the Special General Meeting and out of which, a total of 464,658,014 Shares (representing approximately 92.3% of the total number of Shares outstanding as at the date of the Special General Meeting) were voted either in person or by proxy at the Special General Meeting. Of these Shareholders representing 464,658,014 Shares voted in favour of the Scheme (amounting to 100.0% of the Shares voted and approximately 92.3% of the total number of Shares outstanding as at the date of the Special General Meeting).

The special resolution to approve and give effect to the cancellation of the Scheme Shares and the reduction of the relevant portion of the issued share capital of the Company arising as a result of the Scheme was accordingly duly passed by a majority of not less than seventy-five per cent. of the votes cast by Shareholders present and voting in person or by proxy at the Special General Meeting.

Voting at the Special General Meeting on the special resolution was conducted by way of a poll, and Tengis Limited, the branch share registrars of the Company in Hong Kong, was appointed to act as the scrutineer and to take charge of the vote-taking procedures.

## **CLOSURE OF REGISTERS OF MEMBERS**

For the purpose of determining those Scheme Shareholders who are qualified for entitlements under the Scheme, the registers of members of the Company in Bermuda and in Hong Kong will be closed from Friday, 22 September 2006 to Monday, 25 September 2006 (both days inclusive). During such period no transfer of Shares will be effected.

## **CURRENT STATUS OF CONDITIONS OF THE PROPOSALS**

Shareholders and, or potential investors in the Company should be aware that the implementation of the Proposals is still subject to conditions (d), (e), (f), (g) and (h) (as detailed on page 48 of the Scheme Document) being fulfilled, and thus the Proposals may or may not become effective. Subject to such conditions being fulfilled or waived by SNP Corp (where appropriate), the Scheme is currently expected to become effective on Monday, 25 September 2006. The Scheme will lapse if it does not become effective on or before 31 December 2006 (or such date as SNP Corp and the Company may agree or (to the extent applicable) as the Supreme Court may direct and as may be permitted by the Takeovers Code) and the Shareholders and the Optionholders will be notified accordingly by press announcement.

The Directors intend that the listing of the Shares on the Stock Exchange will be withdrawn if the Scheme is approved and the Proposals are implemented and will be maintained in the event that the Scheme lapses and, or the Proposals are not implemented.

## EXPECTED TIMETABLE

The expected timetable for completing the remaining steps of the Share Proposal, including the withdrawal of the listing of the Shares is as follows:

2006

Court hearing of the petition to sanction the Scheme .....	Friday, 15 September (Bermuda time)
Press announcement of the results of hearing of the petition to sanction the Scheme in newspapers .....	Monday, 18 September
Last day for dealing in the Shares .....	Monday, 18 September
Latest time for lodging transfers of the Scheme Shares to qualify for entitlements under the Scheme .....	4:00 p.m. on Thursday, 21 September
Scheme Record Date .....	Friday, 22 September
Register closed for determination of entitlements to qualify under the Scheme ( <i>Note 1</i> ) .....	from Friday, 22 September to Monday, 25 September (both dates inclusive)
Effective Date ( <i>Note 2</i> ) .....	Monday, 25 September (Bermuda time)
Press announcement of Effective Date and withdrawal of listing in newspapers .....	Wednesday, 27 September
Expected withdrawal of the listing of the Shares on the Stock Exchange becomes effective ( <i>Note 3</i> ) .....	9:30 a.m. on Wednesday, 27 September
Cheques for cash payment under the Share Proposal and the Option Proposal to be despatched on or before .....	Wednesday, 4 October

**Shareholders should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

### Notes:

1. The registers of members of the Company kept in Bermuda and Hong Kong will be closed during such period for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
2. The Scheme will become effective when (a) it is sanctioned (with or without modification) by the Supreme Court and (b) an office copy of the order of the Supreme Court sanctioning the Scheme is delivered to the Registrar of Companies in Bermuda for registration and is registered. Registration is expected to take place in the afternoon on 25 September 2006 (Bermuda time) (which will be the morning on 26 September 2006 (Hong Kong time)). Scheme Shareholders should note that the timetable is subject to the fulfillment of the Conditions of the Proposals set out in the Scheme Document.
3. It is expected that the listing of the Shares on the Stock Exchange will be withdrawn on or before 27 September 2006, being the first trading day after the Effective Date.

## SUSPENSION AND RESUMPTION OF TRADING OF SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on Wednesday, 6 September 2006, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:30 a.m. on Thursday, 7 September 2006.

**Shareholders and potential investors should be aware that implementation of the Proposals is subject to the Conditions being fulfilled or waived, as applicable, as set out in the Scheme Document. Therefore, the Proposals may or may not become effective. Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares.**

By order of the Board  
**SNP CORPORATION LTD**  
**Yeo Chee Tong**  
*Director*

By order of the Board  
**SNP LEEFUNG HOLDINGS LIMITED**  
**Yeo Chee Tong**  
*Director*

Hong Kong, 6 September 2006

*As at the date of this announcement, the board of directors of SNP Corp comprises Messrs. John Robert Walter, Yeo Chee Tong, Edmund, Cheng Wai Wing, Edmund, Koh Kian Chew, Alexander, Chan Meng Wah and Ronald, Seah Lim Siang.*

*As at the date of this announcement, the Board comprises Messrs. Peter, Yang Sze Chen and Yeo Chee Tong as executive directors, Messrs. John Robert Walter, Edmund, Cheng Wai Wing, Joseph, Lai Ming and Alice, Kan Lai Kuen as independent non-executive directors.*

*The directors of SNP Corp jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than as specified above) have been arrived at after due and careful consideration and there are no facts (other than those relating to the Group) not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to SNP Corp) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than as specified above) have been arrived at after due and careful consideration and there are no facts (other than those relating to SNP Corp) not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

\* *For identification purposes only*

“Please also refer to the published version of this announcement in The Standard”