Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



三林環球有限公司<sup>\*</sup>
(incorporated in Bermuda with limited liability)
(Stock Code: 3938)

# TERMINATION OF DISCLOSEABLE TRANSACTION

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

Termination of the SPA and Convertible Loan Agreement dated 19 November 2009; whereby SGL Trading was to provide the Convertible Loan in the amount of US\$36.9 million (approximately HK\$285.98 million) to PT Borneo.

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

## **BACKGROUND**

On 19 November 2009, SGL Trading entered into the SPA and Convertible Loan Agreement; whereby SGL Trading to provide the Convertible Loan in the amount of US\$36.9 million (approximately HK\$285.98 million) to PT Borneo. The details of the SPA and Convertible Loan Agreement are stated in the announcement on 19 November 2009. Subsequent to the entering of the SPA and Convertible Loan Agreement, the Company has commenced with its due diligence review on PT Borneo.

\*for identification purposes only

## THE SPA AND CONVERTIBLE LOAN AGREEMENT DATED 19 NOVEMBER 2009

#### The Convertible Loan

The Convertible Loan is to be disbursed in two tranches as set forth below and is convertible to shares in PT Borneo.

# First Tranche (the "Initial Loan"):

The Initial Loan of US\$9,000,000 (approximately HK\$69,750,000) has been disbursed to PT Borneo upon the fulfillment of certain conditions precedent.

An Escrow Account is opened by SGL Trading and SGL Trading has deposited the Additional Loan in an amount equal to US\$27,900,000 (approximately HK\$216,225,000) to the Escrow Account.

# Second Tranche (the "Additional Loan"):

Subject to the fulfilment of certain conditions precedents, including SGL Trading being satisfied with the result of its due diligence on PT Borneo, the Additional Loan shall be disbursed from the Escrow Account to PT Borneo on the terms and conditions of the SPA and Convertible Loan Agreement. The due diligence on PT Borneo was to be completed by 31 March 2010. Subsequently, the Company announced on 1 April 2010 that the completion date of the due diligence has been extended to 15 April 2010 by the parties.

# Termination of the SPA and Convertible Loan Agreement

The Company has elected to terminate the SPA and Convertible Loan Agreement as the due diligence results on PT Borneo is not satisfactory to the Company.

In accordance with the terms and conditions of the SPA and Convertible Loan Agreement, SGL Trading Inc shall withdraw the Additional Loan deposited in the Escrow Account. PT Borneo shall repay the Initial Loan to SGL Trading Inc in full at the latest by the date that falls 12 months from 19 November 2009 or the commercial operation of PT Borneo, whichever occurs earlier. Any amount outstanding shall carry interest rate at 6% per annum. Upon the full repayment of the Initial Loan together with the interest, MSM shall transfer all Sale Shares back to Alex.

The Directors consider the termination of the SPA and Convertible Loan Agreement to be in the best interest of the Company and has no adverse impact on the business development of the Company.

# **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

"Additional Loan" a convertible loan to be provided by SGL Trading to PT Borneo in

an amount equal to US\$ 27.9 million

"Alex" Mr. Alexander Thaslim

**"Bakti"** Mr. Bakti Thaslim Dipling

"Company" Samling Global Limited, an exempted company with limited

liability incorporated in Bermuda on 27 June 2005 and a company

listed on the Main Board of the Stock Exchange

"Convertible Loan" together, the Initial Loan and the Additional Loan

"**Directors**" directors of the Company

"Escrow Account" shall mean the escrow account opened by SGL Trading in

Singapore

"FHD" Full Harvest Development Limited, a corporation established

under the laws of the Republic of Seychelles

"Group" the Company and its subsidiaries

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

"Initial Loan" a convertible loan provided by SGL Trading to PT Borneo in an

amount equal to US\$ 9 million

"Investors" together the SGL Trading and MSM

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

"Mining Business Permit" mining business permit (Izin Usaha Pertambangan) issued by the

Tanah Bumbu Regent to develop the coal resources contained in

the area covered by the mining business permit

"MSM" PT Mega Sinar Mandiri, a corporation established under the laws

of the Republic of Indonesia

"PT Borneo" PT Borneo Pacific, a company incorporated under the laws of

Indonesia and the holder of the Mining Business Permit

"SGL Trading" SGL Trading Inc, a corporation established under the laws of British

Virgin Islands and a wholly-owned subsidiary of the Company

"SPA and Convertible Loan

**Agreement'** the agreement dated 19 November 2009 entered into between the

Alex, Bakti, FHD, MSM, SGL Trading and PT Borneo in relation to the purchase of the Sale Shares from Alex and provision of the Convertible Loan of US36.9 million by SGL Trading to PT Borneo

"Sale Shares" 205 shares of PT Borneo, representing 82% of the issued share

capital of PT Borneo

"Share(s)" ordinary share(s) of HK\$0.1 each in the share capital of the

Company

"Shareholder(s)" holder(s) of the Share(s)

"Stock Exchange" the Stock Exchange of Hong Kong Limited

"HK\$" Hong Kong dollars

"US\$" US dollars

On Behalf of the Board of Samling Global Limited Chan Hua Eng Chairman

# Hong Kong, 15 April 2010

As at the date of this announcement, the Board comprises Yaw Chee Ming and Cheam Dow Toon as e directors, Chan Hua Eng as non-executive director and, Fung Ka Pun, Tan Li Pin, Richard and David Oskin as independent non-executive directors.

The announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk under "Latest Listed Companies Information" and at the website of the Company at www.irasia.com/listco/hk/samling/index.htm.

Unless otherwise stated, amounts in US\$ have been translated into HK\$ at the exchange rate of 1US\$ to HK\$7.75 for illustration purposes only. No representation is made that any amounts in US\$ or HK\$ can be or could have been converted at the relevant dates at the above rate or any other rate at all.