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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 announcement in relation to Lingui Developments Berhad (“Lingui”):

- i. Notice of the 43<sup>rd</sup> Annual General Meeting
- ii. Notice of book closure

Lingui, a company listed on the Bursa Malaysia Securities Berhad, is a subsidiary of Samling Global Limited (“the Company”) by virtue of the Company’s holding of 67.23% in Lingui.

Dated this 12<sup>th</sup> day of October 2011

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*

David William Oskin

Tan Li Pin, Richard

Fung Ka Pun

Amirsham A Aziz

*\* for identification purposes only*



## General Announcement

Form Version 8.1 (Enhanced)

Ownership transfer to CS\_SECFIN/EDMS/KLSE on 12/10/2011 02:27:43 PM

Submitted by CS\_SECFIN on 12/10/2011 05:03:27 PM

Reference No CU-110926-60913

### 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 \*

GENERAL MEETINGS

NOTICE OF MEETING

### 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)

The Board of Directors of Lingui Developments Berhad (hereinafter referred to as "the Company") wishes to announce that the 43rd Annual General Meeting of the Company will be held at the Raya Room, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 3 November 2011 at 10.00 a.m.

The notice of the meeting is attached.

By Order of the Board

Chen Keow Ching (MAICSA 7001905)  
Phang Swee Chew (MAICSA 7020805)

12 October 2011

cc : Securities Commission

### Announcement Details/Table Section :-

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

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



Notice of AGM.pdf

**NOTICE OF FORTY-THIRD ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT the Forty-Third Annual General Meeting of Lingui Developments Berhad will be held at the Raya Room, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 3 November 2011 at 10.00 a.m. for the following purposes:**

**ORDINARY BUSINESS:**

To consider and if thought fit, to pass the following ordinary resolutions:

1. To receive and consider the Audited Financial Statements for the year ended 30 June 2011 together with the Reports of the Directors and Auditors thereon.

**Resolution 1**

2. To declare a first and final dividend of 2.00 sen per share less income tax for the year ended 30 June 2011.

**Resolution 2**

3. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:

"THAT Mr Chan Hua Eng, who is over the age of seventy years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

**Resolution 3**

4. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:

"THAT Mr Geh Cheng Hooi, who is over the age of seventy years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

**Resolution 4**

5. To consider and if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:

"THAT Y. Bhg. Dato' Seri Datuk Dr. Haji Jalaluddin bin Abdul Rahim, who is over the age of seventy years and retiring in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company."

**Resolution 5**

6. To re-elect Y. Bhg. Datuk Fong Joo Chung who retires as a Director of the Company pursuant to Article 91 of the Company's Articles of Association.

**Resolution 6**

7. To re-elect Y. Bhg. Tan Sri Amirsham bin A. Aziz who retires as a Director of the Company pursuant to Article 96 of the Company's Articles of Association.

**Resolution 7**

8. To re-appoint Messrs. KPMG as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Directors.

**Resolution 8**

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following ordinary resolutions:

9. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH YAW HOLDING SDN. BHD., ITS SUBSIDIARY AND ASSOCIATED COMPANIES; SAMLING GLOBAL LIMITED, ITS SUBSIDIARY AND ASSOCIATED COMPANIES, GLENEALY PLANTATIONS (MALAYA) BERHAD AND ITS SUBSIDIARY COMPANIES, 3D NETWORKS SDN. BHD. AND MERIDIAN MAGIC SDN. BHD.**

"THAT subject always to the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter and give effect to the recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations [hereinafter referred to as "Recurrent Transactions"] of the Company and/or its subsidiary companies, the particulars of which are set out in Section 2 of the Circular to the Shareholders dated 12 October 2011, with the following Related Parties:

- (a) Yaw Holding Sdn. Bhd., its subsidiary and associated companies; and Samling Global Limited, its subsidiary and associated companies;  
(b) Glenealy Plantations (Malaya) Berhad and its subsidiary companies;  
(c) 3D Networks Sdn. Bhd.; and  
(d) Meridian Magic Sdn. Bhd.

subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not to the detriment of the minority shareholders;

- (ii) disclosure of the breakdown of the aggregate value of the recurrent related party transactions conducted during the financial year will be made in the Annual Report based on the following information:

- (a) the type of Recurrent Transactions made; and  
(b) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company; and

- (iii) the approval is subject to annual renewal and shall only continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which the Proposed Shareholders' Mandate will be tabled;  
(b) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or  
(c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution."

**Resolution 9**

10. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT subject always to the approvals of the relevant authorities, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company as at the date of this Annual General Meeting and that the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 10**

**ANY OTHER BUSINESS:**

11. To transact any other business for which due notice shall have been given.

By Order of the Board

**Chen Keow Ching (MAICSA 7001905)**

**Phang Swee Chew (MAICSA 7020805)**

Company Secretaries

Kuala Lumpur

12 October 2011

**NOTES**

1. A member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his stead. A proxy does not need to be a member and if not a member, need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. Provided that, having appointed a proxy or an attorney to attend in his stead, if such member personally attends the meeting, his proxy or attorney shall be precluded from attending such meeting.

Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint only one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

2. If the appointor is a corporation, the form of proxy should be executed under its common seal, if any, and if none, then under the hand of an officer or its attorney duly authorised in that behalf.

3. The instrument appointing a proxy must reach the Registered Office of the Company not less than 48 hours before the time set for this Annual General Meeting or any adjournment thereof.

4. **Explanatory note for ordinary resolution no. 9**

**Proposed Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature**

Please refer to circular to shareholders dated 12 October 2011 which is circulated together with this Annual Report.

5. **Explanatory note for ordinary resolution no. 10**

**Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

There were no issuance of new ordinary shares by the Company since the mandate from the previous Annual General Meeting which will lapse at the conclusion of the 43<sup>rd</sup> Annual General Meeting to be held on 3 November 2011 and the Directors of the Company do not intend to raise funds from the general mandate sought last year. A renewal of this authority is being sought at this Annual General Meeting under proposed resolution no.10.

The proposed ordinary resolution no. 10, if passed, will give the Directors of the Company, from the date of this Annual General Meeting, authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors of the Company may consider to be in the interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

The General mandate will provide flexibility to the Company for any possible fund raising activities for the purposes of funding future investment project(s), working capital, acquisition or such other applications as the Directors deem fit.

6. Shareholders are reminded that pursuant to the Securities Industry (Central Depositories)(Amendment)(No.2) Act, 1998 which came into force on 1 November 1998, all shares not deposited with the Bursa Malaysia Depository Sdn. Bhd. by 12.30 pm on 1 December 1998 and not exempted from mandatory deposit, have been transferred to the Ministry of Finance ("MOF"). Accordingly, the eligibility to attend this Annual General Meeting for such shares will be the MOF.

**NOTICE OF DIVIDEND ENTITLEMENT**

Notice is hereby given that a first and final dividend of 2.00 sen per share less income tax, in respect of the financial year ended 30 June 2011, if so approved by the shareholders at the Forty-Third Annual General Meeting, will be paid on 16 December 2011 to shareholders appearing in the Register of Members or Record of Depositors as at the close of business on 8 December 2011.

Further notice is given that a Depositor shall qualify for entitlement only in respect of:

- Shares deposited into the depositor's securities account before 12.30 pm on 6 December 2011 (in respect of shares which are exempted from mandatory deposit);
- Shares transferred into the depositor's securities account before 4.00 pm on 8 December 2011 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.



**BURSA MALAYSIA**

### Entitlements (Notice of Book Closure)

Form Version 6 (Enhanced)

Ownership transfer to CS\_SECFIN/EDMS/KLSE on 12/10/2011 02:56:53 PM

Submitted by CS\_SECFIN on 12/10/2011 05:03:29 PM

Reference No CU-110926-60482

#### 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

Entitlement date \* 08-12-2011

Entitlement time \* 05:00:00 PM

Entitlement subject \* First and Final Dividend

Entitlement description \* First and final dividend of 2.0 sen per share less income tax for the financial year ended 30 June 2011 subject to the approval of the shareholders at the forthcoming Annual General Meeting

Period of interest payment to

Financial Year End 30-06-2011

Share transfer book & register of members will be closed from

(both dates inclusive) for the purpose of determining the entitlements

Registrar's name ,address, telephone no \* LAWCO CORPORATE SERVICES SDN BHD  
LOT 10, THE HIGHWAY CENTRE, JALAN 51/205, 46050  
PETALING JAYA, SELANGOR DARUL EHSAN  
TEL : 03-77843922

Payment date 16-12-2011

A depositor shall qualify for the entitlement only in respect of:

a) Securities transferred into the Depositor's Securities Account before 4:00 pm in respect of transfers \* 08-12-2011

b) Securities deposited into the Depositor's Securities Account before 12:30 pm in respect of securities exempted from mandatory deposit 06-12-2011

c) Securities bought on the

Exchange on a cum entitlement basis according to the rules of the Exchange.

Number of new shares/securities issued (units) ( If applicable)

Entitlement indicator \*  Ratio  Percentage  Currency

Currency Malaysian Ringgit (MYR)

Entitlement in Currency \* 0.02

Remarks