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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Samling Global Limited (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
FINAL DIVIDEND
AND
RE-ELECTION OF DIRECTORS**

A notice convening an annual general meeting of the Company to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 November, 2011 at 10:30 a.m. is set out on pages 14 to 18 of this circular. If you are not able to attend and vote at the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the meeting or any adjourned meeting if you so wish.

** for identification purposes only*

17 October, 2011

CONTENTS

	<i>Page</i>
Responsibility Statement	1
Definitions	2
Letter from the Board	
Introduction	4
General Mandates to Issue and Repurchase Shares	5
Final Dividend	5
Re-election of Directors	6
Annual General Meeting	6
Recommendation	7
General Information	7
Appendix I — Explanatory Statement	8
Appendix II — Biographies of Retiring Directors	12
Notice of Annual General Meeting	14

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that, to the best of their knowledge and belief there are no other facts, the omission of which would make any statement herein misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 November, 2011 at 10:30 a.m., the notice of which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Companies Act”	the Companies Act 1981 of Bermuda
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Samling Global Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 15 November, 2010 to allot, issue and deal with Shares of up to twenty per cent. (20%) of the aggregate nominal amount of Shares in issue as at that date
“Existing Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 15 November, 2010 to repurchase Shares not exceeding ten per cent. (10%) of the aggregate nominal amount of Shares in issue as at that date
“Group”	the Company and its Subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 October, 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Issue Mandate”	a general mandate to allot, issue and deal with Shares of up to twenty per cent. (20%) of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of the relevant resolution granting the Proposed Issue Mandate
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.10 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiary(ies) for the time being of the Company (within the meaning of the Companies Ordinance or the Companies Act as modified from time to time)
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	United States Dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



SAMLING GLOBAL LIMITED

三林環球有限公司*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 3938)

Executive Director:

Yaw Chee Ming

Non-independent Non-executive Director:

Chan Hua Eng (*Chairman*)

Independent Non-executive Directors:

David William Oskin

Tan Li Pin, Richard

Fung Ka Pun

Amirsham A Aziz

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business

in Hong Kong:

Room 2205, 22nd Floor

Harbour Centre

25 Harbour Road

Wanchai, Hong Kong

17 October, 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
FINAL DIVIDEND
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information concerning the resolutions to be proposed at the Annual General Meeting for (a) the grant to the Directors of the Proposed Issue Mandate; (b) the grant to the Directors of the Proposed Repurchase Mandate; (c) the extension of the general mandate to issue Shares by adding to it the aggregate number of Shares repurchased under the Proposed Repurchase Mandate; (d) the approval of the payment of final dividend; and (e) the approval of the re-election of Directors.

** for identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 15 November, 2010, ordinary resolutions were passed by the Shareholders granting to the Directors, the Existing Issue Mandate and the Existing Repurchase Mandate.

In accordance with the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, the Existing Issue Mandate and the Existing Repurchase Mandate will lapse on whichever is the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; or (iii) the date on which they are revoked or varied by ordinary resolution of the Shareholders in general meeting.

The Proposed Issue Mandate, the Proposed Repurchase Mandate and an extension of the general mandate to issue Shares by adding to it the aggregate number of Shares repurchased under the Proposed Repurchase Mandate (as respectively set out in resolutions numbered 5, 6 and 7 in the notice of the Annual General Meeting) will be proposed at the Annual General Meeting. With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

FINAL DIVIDEND

The Board has recommended a final dividend of 1.00 HK cents per Share to Shareholders whose names appear on the Register of Members of the Company on 30 November, 2011 subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed from 10 November, 2011 to 16 November, 2011, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 9 November, 2011.

In order to determine the identity of the shareholders entitled to receive the final dividend of the Company for the year ended 30 June, 2011, the register of members of the Company will be closed from 28 November, 2011 to 30 November, 2011 (both days inclusive). In order to qualify for the final dividend, all transfer of Shares accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not later than 4:30 p.m. on 25 November, 2011.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 86(2), 87(1) and 87(2):

- (i) any director appointed to fill a causal vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting;
- (ii) at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years;
- (iii) any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at an annual general meeting pursuant to Bye-law 87; and
- (iv) a retiring Director shall be eligible for re-election.

Accordingly, the Director who will retire at the Annual General Meeting pursuant to Bye-law 86(2) is Mr. Amirsham A Aziz and the Directors who will retire by rotation at the Annual General Meeting pursuant to Bye-laws 87(1) and 87(2) are Mr. David William Oskin and Mr. Chan Hua Eng and who, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographies of each of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 November, 2011 at 10:30 a.m., is set out on pages 14 to 18 of this circular.

A form of proxy for the Annual General Meeting is enclosed herewith. If Shareholders are not able to attend and vote at the Annual General Meeting, they are requested to complete the enclosed form of proxy and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

In accordance with Bye-law 66, a resolution put to the vote of a general meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, by any Director or Directors, who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights of all Shareholders having the right to vote at such meeting.

Under Rules 13.39(4) to 13.39(5) of the Listing Rules, any vote of shareholders of listed issuers at a general meeting must be taken by way of poll and the listed issuers must announce the poll results in the prescribed manner. In compliance with these provisions of the Listing Rules, the chairman of the Annual General Meeting shall demand the resolutions be put to vote by poll at the Annual General Meeting and the Company will announce the poll results accordingly.

RECOMMENDATION

The Directors consider that the proposed resolutions for (a) the grant to the Directors of the Proposed Issue Mandate; (b) the grant to the Directors of the Proposed Repurchase Mandate; (c) the extension of the general mandate to issue Shares by adding to it the aggregate number of Shares repurchased under the Proposed Repurchase Mandate; (d) the approval of the payment of final dividend; and (e) the approval of the re-election of Directors, are in the best interests of the Company and the Shareholders as a whole. The Directors, therefore, recommend that all Shareholders vote in favour of all the resolutions set out in the notice of the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
for and on behalf of the Board
Chan Hua Eng
Chairman

This explanatory statement contains the particulars required by the Listing Rules to enable Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Repurchase Mandate.

LISTING RULES FOR REPURCHASE OF SHARES

Pursuant to the Listing Rules, companies with primary listing on the Stock Exchange are permitted to repurchase their shares on the Stock Exchange subject to certain restrictions.

FUNDING OF SHARE REPURCHASES

Repurchases must be funded out of funds legally available for such purpose and in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda law provides that funds used for a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

SHARE CAPITAL

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 4,301,736,830 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed to repurchase a maximum of 430,173,683 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the By-laws, or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR SHARE REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Group contained in the annual report of the Company for the year ended 30 June, 2011, in the event that the Proposed Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. The Directors, however, do not

propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

SHARE PRICES

The following table shows the highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the last twelve months prior to the Latest Practicable Date.

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
October	0.690	0.590
November	0.660	0.610
December	0.640	0.600
2011		
January	0.680	0.610
February	0.640	0.600
March	0.830	0.610
April	1.200	0.800
May	1.070	0.890
June	1.040	0.790
July	1.000	0.810
August	0.840	0.560
September	0.670	0.370
October (up to the Latest Practicable Date)	0.420	0.355

TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the shareholding of the Directors and substantial Shareholders who are interested in 10% or more of the Shares then in issue are as follows:

Name of Director	Notes	Number of Shares as at the Latest Practicable Date	Percentage	Percentage
			over existing issued capital (%)	over the issued capital on full exercise of the Proposed Repurchase Mandate (%)
Yaw Chee Ming	(1)	2,340,930,260	54.42%	60.46%

Name of substantial Shareholder	Notes	Number of Shares as at the Latest Practicable Date	Percentage	Percentage
			over existing issued capital (%)	over the issued capital on full exercise of the Proposed Repurchase Mandate (%)
Yaw Chee Ming	(1)	2,340,930,260	54.42%	60.46%
Tan Sri Yaw Teck Seng	(2)	2,592,291,280	60.26%	66.96%
Yaw Holding Sdn. Bhd.	(3)	2,320,290,260	53.94%	59.93%
Samling Strategic Corporation Sdn. Bhd. ("Samling Strategic")		2,320,290,260	53.94%	59.93%

Notes:

- (1) Yaw Chee Ming is interested in approximately 39.6% of the issued share capital of Yaw Holding Sdn. Bhd., which owns the entire issued ordinary share capital of Samling Strategic. Yaw Chee Ming, is, therefore deemed to be interested in all the Shares owned by Samling Strategic. Samling Strategic, in turn, holds 2,320,290,260 Shares. Additionally, he is also deemed to be interested in 20,640,000 Shares since he is interested in 100% of the issued share capital of Growtrade Investments Limited, which in turn holds 20,640,000 Shares.
- (2) Tan Sri Yaw Teck Seng is interested in approximately 39.6% of the issued share capital of Yaw Holding Sdn. Bhd., which owns the entire issued ordinary share capital of Samling Strategic and is deemed to be interested in all the Shares owned by Samling Strategic. Tan Sri Yaw Teck Seng also owns 99.9% of the issued share capital of Samling International Limited ("SIL") and is deemed to be interested in 203,764,310 Shares, representing approximately 4.74% of the issued share capital of the Company, owned by SIL. The 203,764,310 Shares owned by SIL have been pledged as security for a term loan facility of US\$11,240,000 granted by Maybank International (L) Ltd to Yaw Chee Ming. Tan Sri Yaw Teck Seng is also directly beneficially interested in 68,236,710 Shares, representing approximately 1.59% of the issued share capital of the Company and such number of shares have been pledged as security for a term loan facility of US\$11,240,000 granted by Maybank International (L) Ltd to Yaw Chee Ming.
- (3) Yaw Holding Sdn. Bhd. is interested in the entire issued ordinary share capital of Samling Strategic and is deemed to be interested in all the Shares owned by Samling Strategic.

On the basis that no further Shares are issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the Proposed Repurchase Mandate in full, the shareholdings of the relevant directors and substantial Shareholders would be increased to the respective figures disclosed above. Such increases would not trigger any obligation to make a mandatory offer for Shares under Rule 26.1 of the Takeovers Code. The Directors are not aware of any consequences or any obligation to make such an offer under the Takeovers Code in the event of a repurchase of Shares pursuant to the Proposed Repurchase Mandate.

GENERAL

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of its listed securities are in public hands. The Directors however do not propose to repurchase Shares to such an extent as will result in less than the prescribed minimum percentage of Shares being held by the public.

REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

Set out below are the biographies of the retiring Directors proposed for re-election at the Annual General Meeting.

Amirsham A Aziz, 61, an Independent Non-Executive Director, was appointed a Director on 18 July, 2011. He is also an Independent Non-Executive Director of Lingui Developments Berhad (“Lingui”) whose shares are listed on the Bursa Malaysia Securities Berhad. He is appointed on 18 August, 2011 as an Independent Non-Executive Director of CapitaMalls Asia Limited whose shares are listed on the Singapore Exchange Securities Trading Limited. He served as President and Chief Executive Officer of Malayan Banking Berhad (“Maybank”) from 1994 to 2008. He served as a Minister in the Malaysian Cabinet from 2008 to 2009 taking charge of the Economic Planning Unit and Department of Statistics. Mr. Amirsham holds an honours degree in Economics from the University of Malaya. He is also a member of the Malaysian Institute of Certified Public Accountant.

Other than as set out above, Mr. Amirsham has not been a director of any public listed company in the last three years. There is no service contract entered into between Mr. Amirsham and the Company or any of its subsidiaries. He is not appointed for a specific term of service but is retiring at the Annual General Meeting and is eligible for re-election pursuant to the Bye-laws. Mr. Amirsham does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Amirsham does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders under Rule 13.51(2) of the Listing Rules.

David William Oskin, 69, has been a director of the Company since 17 October, 2005 and has been an Independent Non-Executive Director of the Company since 20 August, 2006. He is the President of Four Winds Ventures LLC. He is currently an Independent Director of Pacific Millennium Corporation (of which Mr. Tan Li Pin, Richard is currently the President), an Independent Director of Verso Paper Holdings LLC, an Independent Director of Rayonier Inc. and a Director of Big Earth Publishing LLC. Mr. Oskin has more than 25 years of experience in the timber, wood processing, paper and packaging industries. From 1975 to 1992, he took up various leadership positions at International Paper Company, and was responsible for managing worldwide human resources, quality management, forest and wood products businesses and paper distribution. From 1992 to 1996, he was the Chief Executive Officer and a director of Carter Holt Harvey Limited, a paper, packaging and forest products company whose shares were listed on the New Zealand Exchange and Australian Securities Exchange. From 1996 to 2003, he served as the Executive Vice President of International Paper Company. From 2003, he served as adviser to various other companies in the paper, packaging and publishing industries. Mr. Oskin graduated from Widener University in the United States earning a Bachelor of Arts degree and was subsequently awarded a Doctor of Public Service degree. He is the Chair Emeritus of the Board of Trustees of Widener University.

Other than as set out above, Mr. Oskin has not been a director of any public listed company in the last three years. Mr. Oskin is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Oskin received emoluments of approximately US\$50,000 for the year ended 30 June, 2011. The Board will determine the emoluments of Mr. Oskin with reference to the Company’s

performance and profitability, his duties and responsibilities, remuneration benchmark in the industry and prevailing market conditions. Mr. Oskin has no relationship with any other directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Oskin does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders under Rule 13.51(2) of the Listing Rules.

Chan Hua Eng, 83, was appointed Chairman and Non-Executive Director of the Company on 17 October, 2005 and was classified by a direction of the Listing Committee of the Hong Kong Stock Exchange as a Non-Independent Non-Executive Director on 26 January, 2007. He was appointed an Independent Non-Executive Director of Lingui, whose shares are listed on the Bursa Malaysia Securities Berhad, on 28 March, 1990 and Chairman of the board of directors of Lingui on 8 November, 1990. He was also appointed the Chairman of the board of directors and an Independent Non-Executive Director of Glenealy Plantations (Malaya) Berhad (“Glenealy”), whose shares are listed on the Bursa Malaysia Securities Berhad, on 28 September, 1995. Mr. Chan is currently a director of Pacific & Orient Berhad whose shares are listed on the Bursa Malaysia Securities Berhad. He also served until 25 May, 2011 as an Independent Non-Executive Director of Lafarge Malayan Cement Berhad, whose shares are listed on the Bursa Malaysia Securities Berhad. He graduated from the University of Bristol with a Bachelor of Law (Honours) degree. He is also an Associate Member of the Chartered Institute of Taxation in the United Kingdom. Mr. Chan is also a Barrister of the Middle Temple and has been called to the Bar in England & Wales. He was admitted as an advocate and solicitor of the High Court in Malaya, became a partner of Shearn Delamore & Co., Advocates & Solicitors in Malaysia in 1960 and retired as its Senior Partner in 1987.

Other than as set out above, Mr. Chan has not been a director of any public listed company in the last three years. Mr. Chan is also subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Chan received emoluments of approximately US\$63,000 for the year ended 30 June, 2011. The Board will determine the emoluments of Mr. Chan with reference to the Company’s performance and profitability, his duties and responsibilities, remuneration benchmark in the industry and prevailing market conditions. Mr. Chan has no relationship with any other directors, senior management, substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Chan is directly interested in 58,333 ordinary shares in Lingui and is also deemed to be interested in 336,290 ordinary shares of Lingui since he and his spouse are each interested in 25% of the issued share capital of Tysim Holdings Sdn. Bhd., which in turn holds 336,290 ordinary shares of Lingui. Moreover, Mr. Chan is deemed to be interested in 32,000 ordinary shares of Glenealy since he and his spouse are each interested in 25% of the issued share capital of Tysim Holdings Sdn. Bhd., which in turn holds 32,000 ordinary shares of Glenealy. Mr. Chan is also deemed to be interested in 4,000,000 Shares since he is interested in 25% of the issued share capital of Tysim Holdings Limited, which in turn holds 4,000,000 Shares.

There is no information which is discloseable pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders under Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



SAMLING GLOBAL LIMITED

三林環球有限公司*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 3938)

NOTICE IS HEREBY GIVEN that the 2011 annual general meeting of Samling Global Limited (the “**Company**”) will be held at Concord Room I, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 November, 2011 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and the reports of the directors and of the auditors thereon for the year ended 30 June, 2011
2. To declare a final dividend for the year ended 30 June, 2011
3. To
 - (i) re-elect the following directors:
 - (a) Mr. Amirsham A Aziz;
 - (b) Mr. David William Oskin; and
 - (c) Mr. Chan Hua Eng;and
 - (ii) authorise the directors to fix the directors’ remuneration
4. To re-appoint Messrs KPMG as auditors of the Company and to authorise the directors to fix their remuneration
5. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

similar rights to subscribe for Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of the ordinary share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the bye-laws of the Company from time to time;

shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority given under this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares or securities convertible into Shares pursuant to an offer open for a period fixed by the Directors to holders of Shares or of such securities or any class thereof on the register on a fixed record date in proportion to their then holdings of Shares or of such securities or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- 6. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, and subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed ten per cent. (10%) of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
 - (iii) the date on which the authority given under this Resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

“**THAT**, subject to the passing of resolutions numbered 5 and 6 as set out in the notice of this meeting, the general mandate granted to the directors of the Company (“Directors”) to exercise the powers of the Company to allot, issue and otherwise deal with ordinary shares of the Company pursuant to the resolution numbered 5 set out in the notice of this meeting be and is hereby extended by the addition to the aggregate nominal amount of the ordinary share capital of the Company which may be allotted by the Directors pursuant to such general mandate, an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 6 set out in the notice of this meeting, provided that such amount shall not exceed ten per cent. (10%) of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of this resolution.”

On Behalf of the Board
Chan Hua Eng
Chairman

Hong Kong, 17 October, 2011

Notes:

- (a) Details of directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II of the circular of which this notice forms part.
- (b) In order to determine members who are entitled to attend the Annual General Meeting, the register of members will be closed from Thursday, 10 November, 2011 to Wednesday, 16 November, 2011, both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 9 November, 2011.
- In order qualify for the approved final dividend, the register of members will be closed from Monday, 28 November, 2011 to Wednesday, 30 November, 2011 (both days inclusive). All transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 November, 2011.
- (c) A member entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person to represent the member. To be valid, a proxy form must be lodged at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least 48 hours before the time appointed for holding the meeting.
- (d) A member who is a corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the meeting and exercise the same powers on its behalf as if it were an individual member of the Company.
- (e) Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, 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