

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



SAMLING GLOBAL LIMITED

三林環球有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 3938)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special 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 11:30 a.m. or as soon after the annual general meeting of Samling Global Limited convened at 10:30 a.m. on the same day shall have ended for the following purposes:

1. **THAT** (1) the revision of the cap on the aggregate amount of sales of logs by Kayuneka Sdn. Bhd., plywood and other wood products by Samling Plywood (Miri) Sdn. Bhd., Samling Plywood (Baramas) Sdn. Bhd. and Samling Plywood (Bintulu) Sdn. Bhd., and laminated veneer lumber by Footbill LVL & Plywood (Cangshan) Co., Ltd., all being subsidiaries of the Company, to Sojitz Corporation and its subsidiaries for the financial year ending 30 June 2012 from US\$40 million to US\$44 million, (2) the agreement for the sale of logs, plywood and laminated veneer lumber dated 5 October 2011 between the Company and Sojitz Corporation for a term commencing from 1 July 2012 to 30 June 2015, being a non-exempt continuing connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange Limited, and (3) the following caps on the aggregate amount of sales of logs by Kayuneka Sdn. Bhd., plywood and other wood products by Samling Plywood (Miri) Sdn. Bhd., Samling Plywood (Baramas) Sdn. Bhd., and Samling Plywood (Bintulu) Sdn., Bhd, and

* *for identification purposes only*

laminated veneer lumber by Foothill LVL & Plywood (Cangshan) Co., Ltd., all being subsidiaries of the Company, to Sojitz Corporation and its subsidiaries for the three years ending 30 June 2013, 2014 and 2015, being:

For the year ending 30 June	New Sojitz Caps <i>(US\$)</i>
2013	44 million
2014	48 million
2015	53 million

be and is hereby approved in all respects;

2. **THAT** (1) the agreement for the sale of housing products by Samling Housing Products Sdn. Bhd., a subsidiary of the Company (“**Samling Housing**”), to Sojitz Corporation and its subsidiaries dated 5 October 2011 between the Company and Sojitz Corporation for a term commencing from 1 July 2012 to 30 June 2015, being a non-exempt continuing connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange Limited, and (2) the following caps on the aggregate amount of sale of housing products by Samling Housing to Sojitz Corporation and its subsidiaries for the three years ending 30 June 2013, 2014 and 2015, being:

For the year ending 30 June	New Sojitz Housing Caps <i>(US\$)</i>
2013	28 million
2014	33 million
2015	40 million

be and is hereby approved in all respects;

3. **THAT** (1) the revision of the cap on the aggregate amount of purchase of logging and motor vehicles and parts by Syarikat Samling Timber Sdn. Bhd., Tamex Timber Sdn. Bhd., Miri Parts Trading Sdn. Bhd., and Sorvino Holdings Sdn. Bhd., all being subsidiaries of the Company, from Hap Seng Auto Sdn. Bhd. (“**Hap Seng Auto**”), a subsidiary of Hap Seng Consolidated Berhad, and its subsidiaries for the financial year ending 30 June 2012 from US\$14.5 million to US\$28.1 million, (2) the agreement dated 5 October 2011 for the purchase of logging and motor vehicles and parts by Syarikat Samling Timber Sdn. Bhd., Tamex Timber Sdn. Bhd. and Sorvino Holdings Sdn. Bhd., all being subsidiaries of the Company (collectively, the “**Samling Subsidiaries**”), from Hap Seng Auto and its subsidiaries as vendor for a term commencing from 1 July 2012 to 30 June 2015, being a non-exempt continuing connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange Limited, and (3) the following caps on the aggregate

amount of purchase of logging and motor vehicles and parts by the Samling Subsidiaries from Hap Seng Auto and its subsidiaries for the three years ending 30 June 2013, 2014 and 2015, being:

For the year ending 30 June	New Hap Seng Auto Caps (US\$)
2013	27.9 million
2014	27.9 million
2015	27.9 million

be and is hereby approved in all respects;

4. **THAT** (1) the agreement dated 5 October 2011 for the trade-in of used logging vehicles by Syarikat Samling Timber Sdn. Bhd. (“**SST**”) and Tamex Timber Sdn. Bhd. (“**Tamex Timber**”), all being subsidiaries of the Company, to Hap Seng Auto Sdn. Bhd. (“**Hap Seng Auto**”), a subsidiary of Hap Seng Consolidated Berhad, and its subsidiaries for a term commencing from 1 July 2011 to 30 June 2014, being a non-exempt continuing connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange Limited, and (2) the following caps on the aggregate trade-in value of used logging vehicles by SST and Tamex Timber to Hap Seng Auto and its subsidiaries for the three years ending 30 June 2012, 2013 and 2014, being:

For the year ending 30 June	New Hap Seng Trade-In Caps (US\$)
2012	4.0 million
2013	4.0 million
2014	4.0 million

be and is hereby approved in all respects;

5. **THAT** (1) the agreement dated 5 October 2011 for the purchase of fertilizers and agro-chemicals from Hap Seng Fertilizers Sdn. Bhd. (“**Hap Seng Fertilizers**”), a subsidiary of Hap Seng Consolidated Berhad, by Amalania Koko Berhad, Timor Enterprises Sdn. Bhd. and Samling Plantation Sdn. Bhd., all being subsidiaries of Glenealy Plantations (Malaya) Berhad (collectively, the “**Glenealy Subsidiaries**”) for a term commencing from 1 July 2012 to 30 June 2015, being a non-exempt continuing connected transaction under the Rules Governing

the Listing of Securities on The Stock Exchange Limited, and (2) the following caps on the aggregate amount of sale of fertilizers and agro-chemicals by Hap Seng Fertilizers to the Glenealy Subsidiaries for the three years ending 30 June 2013, 2014 and 2015, being:

For the year ending 30 June	New Hap Seng Fertilizers Caps <i>(US\$)</i>
2013	12 million
2014	14 million
2015	17 million

be and is hereby approved in all respects;

6. **THAT** (1) the agreement dated 5 October 2011 for the purchase of fertilizers and agro-chemicals from PT. Sasco Indonesia (“**PT. Sasco**”) by PT. Tunas Borneo Plantations (“**PT. Tunas**”), PT. Abadi Borneo Plantations (“**PT. Abadi**”) (both are subsidiaries of Glenealy) and SGL Plantations Holding Limited (“**SGL**”) (a subsidiary of the Company) for a term commencing from 1 July 2011 to 30 June 2014, being a non-exempt continuing connected transaction under the Rules Governing the Listing of Securities on The Stock Exchange Limited, and (2) the following caps on the aggregate amount of sale of fertilizers and agro-chemicals by PT. Sasco to PT. Tunas, PT. Abadi and SGL for the three years ending 30 June 2012, 2013 and 2014, being:

For the year ending 30 June	PT Sasco Caps <i>(US\$)</i>
2012	2 million
2013	3 million
2014	5 million

be and is hereby approved in all respects; and

7. **THAT** the directors of the Company be and are hereby authorised to do all such acts, deeds and things and to negotiate, finalise and/or sign, all such documents as they shall, in their absolute discretion, deem fit in order to effect and complete the foregoing approved resolutions numbered 1, 2, 3, 4, 5 and 6 and to comply with any requirements of any regulatory authority in connection therewith, including but not limited to The Stock Exchange of Hong Kong Limited.

On Behalf of the Board
Chan Hua Eng
Chairman

Hong Kong, 27 October 2011

Notes:

- (a) In order to determine members who are entitled to attend the special 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 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.
- (b) 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 needs not be a member of the Company. To be valid, a proxy form must be lodged at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (c) 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.
- (d) 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.

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-executive Director

Chan Hua Eng (*Chairman*)

Independent Non-executive Directors

Fung Ka Pun

Tan Li Pin, Richard

David William Oskin

Amirsham A Aziz