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**BERJAYA**

**COSWAY CORPORATION  
BERHAD**

**(Company No: 194949-H)**

*(An indirect wholly-owned subsidiary of  
Berjaya Corporation Berhad and  
incorporated in Malaysia with limited liability)*



**COSWAY CORPORATION LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 288)**

**IRREDEEMABLE CONVERTIBLE  
UNSECURED LOAN SECURITIES DUE  
2019 CONVERTIBLE INTO  
ORDINARY SHARES OF  
COSWAY CORPORATION LIMITED  
(Stock Code: 4314)**

**JOINT ANNOUNCEMENT**

**PRIVATISATION  
OF  
COSWAY CORPORATION LIMITED**

**(1) DESPATCH OF COMPULSORY ACQUISITION NOTICES**

**(2) CLOSURE OF REGISTER OF MEMBERS AND REGISTER OF ICULS HOLDERS OF  
COSWAY CORPORATION LIMITED**

**(3) WITHDRAWAL OF LISTING**

**Financial Adviser to Cosway Corporation Berhad**



**CCB International Capital Limited**

## INTRODUCTION

References are made to (i) the announcements jointly issued by the Offeror and the Company on 20 December 2011, 12 January 2012, 20 January 2012, 10 February 2012, and 27 February 2012; (ii) the announcement jointly issued by the Offeror and the Company on 2 March 2012 in relation to the results of the Offer (the “**Results Announcement**”); and (iii) the composite offer and response document dated 10 February 2012 jointly issued by the Offeror and the Company in relation to the Offer (the “**Composite Document**”).

Terms defined in the Composite Document shall have the same meanings when used herein, unless the context requires otherwise.

## DESPATCH OF THE COMPULSORY ACQUISITION NOTICES

As stated in the Results Announcement, given that the Offeror has acquired not less than 90% of the Disinterested Shares and Offer ICULS within four months of the making of the Offer, the Offeror will exercise the compulsory acquisition rights under the Companies Ordinance and Rule 2.11 of the Takeovers Code to compulsorily acquire those Shares and those ICULS not already acquired by the Offeror after the close of the Offer on 2 March 2012 (“**Outstanding Shares**” and “**Outstanding ICULS**”, respectively).

Notices in relation to the compulsory acquisition of the Outstanding Shares and Outstanding ICULS (“**Compulsory Acquisition Notices**”), each accompanied by a form of request for payment of consideration (“**Form of Request**”), will be despatched on Friday, 23 March 2012 to the holders of Outstanding Shares and holders of Outstanding ICULS respectively. Once the Compulsory Acquisition Notices are given, the Offeror shall be entitled and bound to acquire those Outstanding Shares and Outstanding ICULS, unless the court makes an order to the contrary upon an application being made by a holder of Outstanding Shares or holder of Outstanding ICULS to which the Compulsory Acquisition Notices relate within two months from Friday, 23 March 2012, being the date on which the Compulsory Acquisition Notices will be given.

Completion of the compulsory acquisition is currently expected to take place on or about Friday, 1 June 2012 (subject to no court order being applied for or made to the contrary), whereby all Outstanding Shares and Outstanding ICULS not currently held by the Offeror would be acquired by the Offeror compulsorily, whether or not the respective holders of the Outstanding Shares and/or Outstanding ICULS respond to the Compulsory Acquisition Notices.

Holders of Outstanding Shares and holders of Outstanding ICULS whose respective Outstanding Shares and Outstanding ICULS are to be acquired by compulsory acquisition should note that they will not receive the consideration for the respective Outstanding Shares and Outstanding ICULS until the completion of the compulsory acquisition, and that there may be a further delay in the receipt of consideration for those holders of Outstanding Shares and those holders of Outstanding ICULS who do not submit the duly completed and signed Form of Request together with the relevant document(s) (and/or any satisfactory indemnity(ies) thereof) as specified in and in accordance with the Compulsory Acquisition Notices by 4:00 p.m. on Wednesday, 23 May 2012 as the Offeror is required under the Ninth Schedule of the Companies Ordinance to pay or transfer such consideration to the Company (which will hold the amount received in a separate bank account and on trust for whose respective Outstanding Shares and Outstanding ICULS are acquired under the compulsory acquisition), and seeking to obtain their entitlement under the trust will need to approach the Company with evidence of title to the respective Shares and ICULS.

**Holders of Outstanding Shares and holders of Outstanding ICULS who are in doubt as to any aspect of the compulsory acquisition and its implications or as to the action to be taken, should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. Any holder of Outstanding Shares or holder of Outstanding ICULS who are in doubt as to their rights and obligations under the Companies Ordinance or other laws of Hong Kong in respect of the compulsory acquisition of the respective Outstanding Shares and Outstanding ICULS should consult a solicitor or other professional adviser qualified to advise on the laws of Hong Kong.**

#### **CLOSURE OF THE REGISTER OF MEMBERS AND REGISTER OF ICULS HOLDERS OF THE COMPANY**

**In order to facilitate the compulsory acquisition, the register of members and register of ICULS Holders of the Company will be closed from Wednesday, 21 March 2012 to Friday, 23 March 2012 (both dates inclusive).**

Any person wishing to present a Share transfer for entry into the register of members of the Company must lodge such transfer accompanied by the relevant share certificates with the Registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, the branch registrar of the Company in Hong Kong, not later than 4:00 p.m. on Tuesday, 20 March 2012.

Any person wishing to lodge an ICULS transfer for entry into the register of ICULS Holders of the Company must lodge such transfer accompanied by the relevant certificates of ICULS with the Registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, the branch registrar of the Company in Hong Kong, not later than 4:00 p.m. on Tuesday, 20 March 2012.

**As the Offeror will despatch the Compulsory Acquisition Notices during the closure of the register of members and register of ICULS Holders of the Company, no further transfer of Shares and ICULS shall be accepted or considered in any way to be effective after 4:00 p.m. on Tuesday, 20 March 2012 (except for transfers to the Offeror).**

#### **WITHDRAWAL OF LISTING**

The Company has applied to the Stock Exchange for the withdrawal of listing of Shares and ICULS on the Stock Exchange. It is proposed that listing of the Shares and ICULS on the Stock Exchange will be withdrawn from 9:00 a.m. on Monday, 4 June 2012, subject to completion of the compulsory acquisition of all Outstanding Shares and Outstanding ICULS.

By the order of the Board of  
**Cosway Corporation Berhad**  
**Vivienne Cheng Chi Fan**  
*Director*

By the order of the Board of  
**Cosway Corporation Limited**  
**Tan Yeong Sheik, Rayvin**  
*Executive Director*

Hong Kong, 6 March 2012

*As at the date of this announcement, the board of directors of the Offeror comprises Mr. Chuah Choong Heong, Ms. Vivienne Cheng Chi Fan and Mr. Tan Thiam Chai.*

*As at the date of this announcement, the board of directors of BCorp comprises Dato' Robin Tan Yeong Ching, Tan Sri Datuk Abdul Rahim Bin Haji Din, Dato' Hj Md Yusoff @ Mohd Yusoff Bin Jaafar, Datuk Robert Yong Kuen Loke, Mr. Chan Kien Sing, Mr. Dickson Tan Yong Loong, Mr. Freddie Pang Hock Cheng, Ms Vivienne Cheng Chi Fan, Mr. Rayvin Tan Yeong Sheik, Dato' Azlan Meah Bin Hj Ahmed Meah, Mohd Zain Bin Ahmad, Ms. Zurainah Binti Musa and Ms. Jayanthi Naidu A/P G. Danasamy.*

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

*As at the date of this announcement, the Board of the Company comprises two Executive Directors, namely Mr. Chuah Choong Heong and Mr. Tan Yeong Sheik, Rayvin; three Non-executive Directors, namely Mr. Chan Kien Sing, Mr. Tan Thiam Chai and Ms. Tan Ee Ling and three Independent Non-executive Directors, namely Mr. Leou Thiam Lai, Ms. Deng Xiao Lan, Rose and Mr. Massimo Guglielmucci.*

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