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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**

**COMPLETION OF COMPULSORY ACQUISITION**

**AND**

**WITHDRAWAL OF LISTING OF SHARES IN AND ICULS ISSUED BY  
COSWAY CORPORATION LIMITED**

**Financial Adviser to Cosway Corporation Berhad**



**CCB International Capital Limited**

The compulsory acquisition was completed on Friday, 1 June 2012 when all the Outstanding Shares held by the Dissenting Shareholders and all the Outstanding ICULS held by the Dissenting ICULS Holders were transferred to and registered in the name of the Offeror.

Trading of the Shares and ICULS on the Stock Exchange have been suspended from 9:00 a.m. on Monday, 5 March 2012 and will continue to be suspended until the withdrawal of listing of the Shares and ICULS on the Stock Exchange.

Listing of the Shares and ICULS on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Monday, 4 June 2012.

## **INTRODUCTION**

References are made to (i) the composite offer and response document jointly issued by Cosway Corporation Berhad (“**CCB**”) and Cosway Corporation Limited (“**CCL**”), and despatched to the Offer Shareholders, the Offer ICULS Holders and the Optionholders on 10 February 2012 (the “**Composite Document**”), (ii) an announcement jointly issued by CCB and CCL on 2 March 2012 regarding, among others, the close of the Offer and the suspension of trading of Shares and ICULS on the Stock Exchange, (iii) an announcement jointly issued by CCB and CCL on 6 March 2012 regarding, among others, the despatch of the Compulsory Acquisition Notices (the “**Joint Announcement**”), and (iv) the Compulsory Acquisition Notices despatched to the Dissenting Shareholders and the Dissenting ICULS Holders on 23 March 2012.

Capitalised terms used herein shall have the same meaning as ascribed to them in the Composite Document, the Joint Announcement and the Compulsory Acquisition Notices, unless the context otherwise requires.

## **COMPLETION OF COMPULSORY ACQUISITION OF SHARES AND ICULS**

Compulsory Acquisition Notices were despatched on 23 March 2012 to the Dissenting Shareholders and the Dissenting ICULS Holders who had not accepted the Share Offer and the ICULS Offer, respectively, by 4:00 p.m. on Friday, 2 March 2012.

As stated in the Compulsory Acquisition Notices, the Dissenting Shareholders and the Dissenting ICULS Holders were entitled to apply to the Court of First Instance of Hong Kong (the “**Court**”) for an order to the contrary within two months from the date on which the Compulsory Acquisition Notices were given, i.e. by 23 May 2012. Based on a litigation search and a search on the cause book of the Court made on 24 May 2012, no application was made to the Court by any Dissenting Shareholders or Dissenting ICULS Holders for an order to the contrary. As such, CCB is entitled and bound to acquire the Outstanding Shares and Outstanding ICULS on the same terms as the Share Offer and ICULS Offer respectively.

The compulsory acquisition was completed on Friday, 1 June 2012 when all the Outstanding Shares and Outstanding ICULS were transferred to and registered in the name of CCB.

The amount representing the price payable by CCB for the acquisition of all the Outstanding Shares and all the Outstanding ICULS (other than those Dissenting Shareholders and Dissenting ICULS Holders who have completed and returned the Form of Request, together with the share certificate(s)/certificate(s) of ICULS (as the case may be), transfer receipt(s) and/or or documents of title (and/or a satisfactory indemnity or indemnities required in respect thereof)) (the “**Remaining Shares and ICULS Holder(s)**”) has been transferred by CCB to CCL and has been paid into a separate bank account by CCL and is being held on trust for the Remaining Shares and ICULS Holders in accordance with the Companies Ordinance. The Remaining Shares and ICULS Holders are hereby requested to approach CCL forthwith to claim their respective entitlement under the trust.

## **WITHDRAWAL OF LISTING**

Trading of the Shares and ICULS on the Stock Exchange have been suspended from 9:00 a.m. on Monday, 5 March 2012 and will continue to be suspended up to the withdrawal of listing of the Shares and ICULS on the Stock Exchange.

The Listing Committee of the Stock Exchange has approved the withdrawal of listing of the Shares and ICULS on the Stock Exchange pursuant to Rule 6.15 of the Listing Rules. Listing of the Shares and ICULS on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Monday, 4 June 2012.

*All references to date and time contained in this joint announcement refer to Hong Kong date and time.*

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, 1 June 2012

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

*As at the date of this joint 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 CCB and BCorp jointly and severally accept full responsibility for the accuracy of the information contained in this joint 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 joint 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 joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board of CCL comprises two Executive Directors, namely Mr. Chuah Choong Heong and Mr. Tan Yeong Sheik, Rayvin; two Non-executive Directors, namely 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 joint 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 joint 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 joint announcement, the omission of which would make any statements (other than those relating to the BCorp Group) in this joint announcement misleading.*