

TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS): NON RELATED PARTY TRANSACTIONS Acquisition of Additional Shares in Continental Estates Sdn Bhd

GUOCOLAND (MALAYSIA) BERHAD

| | |
|-------------|---|
| Type | Announcement |
| Subject | TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) NON RELATED PARTY TRANSACTIONS |
| Description | Acquisition of Additional Shares in Continental Estates Sdn Bhd |

Unless otherwise stated, the abbreviations used in this announcement shall have the same meanings as defined in our earlier announcement dated 23 July 2014.

Further to our earlier announcement, GuocoLand (Malaysia) Berhad (“GLM”) writes to inform that, on 31 July 2014, PSJ had accepted a second offer from SymLife to acquire the following additional shares in CESB:

- (i) 640,409 ordinary shares in CESB, representing 1.27% of the issued and paid-up ordinary shares in CESB, for a cash consideration of RM640,409; and
- (ii) 2,791,869 CRPS in CESB, representing 1.60% of the issued and paid-up CRPS in CESB, for a cash consideration of RM4,466,990.40.

(The acceptance by PSJ of the initial offer from SymLife to acquire additional shares in CESB as announced on 23 July 2014, together with the above proposals, shall collectively be referred to hereon as the “**Proposed Acquisitions**”.)

Please refer to the attachment for further details on the Proposed Acquisitions.

This announcement is dated 31 July 2014.

Attachments

[GLM-2nd Offer from SymLife on CESB.pdf](#)
132 KB

GUOCOLAND (MALAYSIA) BERHAD

Acquisition of Additional Shares in Continental Estates Sdn Bhd

Unless otherwise stated, the abbreviations used in this announcement shall have the same meanings as defined in our earlier announcement dated 23 July 2014.

1. Introduction

Further to our earlier announcement, GuocoLand (Malaysia) Berhad (“**GLM**”) writes to inform that, on 31 July 2014, PSJ had accepted a second offer from SymLife to acquire the following additional shares in CESB:

- (i) 640,409 ordinary shares in CESB, representing 1.27% of the issued and paid-up ordinary shares in CESB, for a cash consideration of RM640,409; and
- (ii) 2,791,869 CRPS in CESB, representing 1.60% of the issued and paid-up CRPS in CESB, for a cash consideration of RM4,466,990.40.

(The acceptance by PSJ of the initial offer from SymLife to acquire additional shares in CESB as announced on 23 July 2014, together with the above proposals, shall collectively be referred to hereon as the “**Proposed Acquisitions**”.)

2. Details of the Proposed Acquisitions

On 19 June 2014, SymLife had made an initial offer to the other shareholders of CESB, namely PSJ, IOI Properties Berhad (“**IOIP**”) and Errigal Investment Holdings Limited (“**EIHL**”), to acquire SymLife’s entire interest in CESB based on the proportionate shareholdings of the respective parties. This initial offer expired at the end of business day on 23 July 2014.

PSJ and IOIP had accepted the initial offer but EIHL did not. The amount of ordinary shares and CRPS declined by EIHL were subsequently offered to both PSJ and IOIP based on their proportionate shareholdings.

The second offer by SymLife was made on the basis that the acceptance must be for all ordinary shares together with CRPS apportioned to each shareholder.

Pursuant to the Proposed Acquisitions, PSJ would be acquiring a total of 5,391,583 ordinary shares and 23,504,664 CRPS in CESB for a total consideration of RM42,999,045.40. The total cash consideration will be funded via borrowings.

The consideration for the Proposed Acquisitions is on a willing buyer-willing seller basis.

The salient terms of the Proposed Acquisitions are as follows:

- (i) The acquisition of interest in CESB is free from all encumbrances and with all attached or accrued rights and excluding the liabilities (if any);
- (ii) Completion of the Proposed Acquisitions shall take place on the 30th day immediately after the respective last day of acceptance by the purchasers by delivery of executed transfer forms and share certificates; and
- (iii) Payment of the consideration shall be made on the respective completion date.

There are no other liabilities including contingent liabilities and guarantee to be assumed by PSJ pursuant to the Proposed Acquisitions.

As stated in our earlier announcement, the Proposed Acquisitions will enable GLM Group to enhance its landbank for future development.

GLM Group does not foresee any material risk pursuant to the Proposed Acquisitions except for the inherent risk factors associated with property development and investment, and the operation of an existing oil palm estate, which will be addressed as part of GLM Group's on-going business.

3. Information on CESB and SymLife

(i) CESB

CESB was incorporated in Malaysia on 24 May 1995 as a private limited company under the Companies Act, 1965. The authorised share capital of CESB is RM100,000,000 comprising 95,000,000 ordinary shares of RM1.00 each and 500,000,000 CRPS of RM0.01 each, of which 50,600,000 ordinary shares and 174,380,450 CRPS have been issued and fully paid-up. Based on the audited financial statements of CESB for the financial year ended 30 June 2013, CESB recorded a loss after tax of RM29.48 million and its net assets attributable to ordinary shareholders was RM50.60 million.

As disclosed in our earlier announcement, CESB is principally a property development company and engaged in the operation of an oil palm estate. CESB owns land measuring approximately 3,869 acres in Mukim Jasin, Daerah Jasin, Melaka.

(ii) SymLife

SymLife was incorporated as a private limited company on 15 July 1964 in Malaysia. It was converted into a public company on 17 February 1973 and was subsequently listed on the Kuala Lumpur Stock Exchange (now known as Bursa Malaysia Securities Berhad) on 5 December 1973. SymLife assumed its present name on 22 March 2013. The authorised share capital of SymLife is RM1,000,000,000 comprising 1,000,000,000 ordinary shares of RM1.00 each, of which 310,000,000 ordinary shares have been issued and fully paid-up.

SymLife is principally involved in property development, property investment and investment holding.

4. Effects of the Proposed Acquisitions

The Proposed Acquisitions will not have any effect on the issued and paid-up share capital and substantial shareholders' shareholdings of GLM, and they will not have any material effect on the net asset per share of GLM Group. As the Proposed Acquisitions will be funded via borrowings, the net debt of GLM Group will increase by approximately 5.1%. The Proposed Acquisitions will not have any immediate material effect on the earnings per share of GLM Group for the financial year ending 30 June 2015 but are expected to contribute positively to the future earnings of GLM Group.

5. Other information

The highest percentage ratio applicable to the Proposed Acquisitions pursuant to Paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad is 5.33%.

The Proposed Acquisitions are not subject to the approval of the shareholders of GLM and any regulatory authorities.

YBhg Tan Sri Nik Mohamed bin Nik Yaacob is a Director of GLM and SymLife. He does not own any shares in either of the companies. He is therefore deemed not interested in the Proposed Acquisitions.

None of the Directors and major shareholders of GLM and/or persons connected with them have any interest, direct or indirect, in the Proposed Acquisitions.

The Directors of GLM (save for YBhg Tan Sri Nik Mohamed bin Nik Yaacob who abstained from deliberation) are of the opinion that the Proposed Acquisitions are in the best interest of GLM Group.

Copies of the offer letters from SymLife and the acceptance letters by PSJ is available for inspection at GLM's registered office at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) for a period of 3 months from the date of this announcement.

This announcement is dated 31 July 2014.