

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER

by

ANZ SINGAPORE LIMITED

*(Company Registration No. 198602937W)
(Incorporated in the Republic of Singapore)*

for and on behalf of

SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD.

*(Company Registration No. 200305994Z)
(Incorporated in the Republic of Singapore)*

To acquire **51%** of the issued and paid-up shares of

GMG GLOBAL LIMITED

*(Company Registration No. 199904244E)
(Incorporated in the Republic of Singapore)*

1. INTRODUCTION

ANZ Singapore Limited ("**ANZ**") wishes to announce, for and on behalf of Sinochem International (Overseas) Pte. Ltd. ("**Offeror**"), that the Offeror intends to make a voluntary conditional cash partial offer ("**Partial Offer**") for 51% of the issued and paid-up shares ("**Shares**") of GMG Global Limited ("**Offeree**"). Please refer to Section 2 entitled "**Terms of the Partial Offer**" below for further details on the Partial Offer.

On 4 July 2008, the Securities Industry Council ("**SIC**") approved the Partial Offer subject to the conditions more particularly described in Section 3 entitled "**SIC Conditional Approval**".

Neither the Offeror nor any of the parties acting or deemed to be acting in concert with it owns or controls any Shares or securities which carry voting rights in the Offeree or are convertible into Shares or securities which carry voting rights in the Offeree, or rights to subscribe for or options in respect of Shares or such securities.

GMG Holding (HK) Ltd and Panwell (Pte) Ltd (collectively, the "**Majority Shareholders**"), which collectively own in aggregate 1,226,707,875 Shares representing approximately 60.71% of the issued Shares in the Offeree ("**Major Shareholders' Shares**"), have given an irrevocable undertaking ("**Irrevocable Undertaking**") to the Offeror, *inter alia*, to (i) vote, or procure the voting of, all the Major Shareholders' Shares in favour of the Partial Offer; and (ii) tender, or procure the tendering of all of the Major Shareholders' Shares in the acceptance of the Partial Offer to enable the Offeror to acquire 51% of the issued Shares in the Offeree. The Majority Shareholders have further undertaken that they will not transfer or dispose the balance Majority Shareholders' Shares which are not accepted by the Offeror pursuant to the Partial Offer, for a period of 18 months commencing from the closing date of the Partial Offer. The Irrevocable Undertaking will lapse if the Partial Offer is withdrawn or lapses, or fails to become or be declared to be unconditional for any reason.

2. TERMS OF THE PARTIAL OFFER

2.1 The Offeror will make the Partial Offer in accordance with Rule 16.4 of the Singapore Code on Take-overs and Mergers ("**Code**"), on the following basis:

- (a) Partial Offer Price : **S\$0.26 in cash per Share ("Offer Price")**
- (b) Offer Shares : The Partial Offer will be extended to all shareholders of the Offeree ("**Shareholders**") on the record date to be determined, which will fall on the 14th calendar day before the first closing date of the Partial Offer (or if such day falls on a non-business day, on the immediately following business day) ("**Record Date**").

The offer shares comprise 1,030,508,519 Shares ("**Offer Shares**"), constituting 51% of the issued Shares in the Offeree.

- (c) Conditions : The Partial Offer will be conditional upon the following ("**Offer Conditions**"):
 - (i) the Offeror having received by the closing date of the Partial Offer valid acceptances and/or tenders in respect of the Offer Shares;
 - (ii) there being no matter, event, proceedings or circumstance (whether singly or collectively and which is required to be disclosed by the Offeree pursuant to its obligations under the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual) occurring between the date hereof and the closing of the Partial Offer which will cause the net asset value (being total assets less total liabilities and determined using the same accounting standards, policies and principles adopted by the Offeree for the preparation of its consolidated accounts as at 31 March 2008) of the Offeree and its subsidiaries (collectively, the "**Offeree Group**") to be decreased by an amount equivalent to S\$16 million or more from the net asset value of the Offeree Group based on the latest announced consolidated accounts of the Offeree Group as at 31 March 2008;
 - (iii) there being no change in the Offeree's share capital; and
 - (iv) there being no removal of the Offeree by the SGX-ST from the Official List of Catalist.

The Partial Offer will not become or be capable of being declared unconditional in all respects unless all the above Offer Conditions are satisfied or waived

prior to the close of the Partial Offer.

- (d) Offeror's Resultant Shareholding : Assuming that the Partial Offer is successful, the aggregate shareholding of the Offeror will amount to 1,030,508,519 Shares, constituting 51% of the issued Shares in the Offeree.
- (e) Acceptance : The Shareholders may accept (in full or in part) or reject the Partial Offer.

Subject to the Partial Offer becoming unconditional, acceptances will be met in full to the extent necessary for the Offeror to acquire the Offer Shares at the close of the Partial Offer. Acceptances by the Shareholders in excess of the proportion specified under the Partial Offer will be scaled down proportionately, and to the extent possible, in a manner which minimises the number of new odd-lots shareholdings.

The Partial Offer will remain open for acceptances by the Shareholders for a period of at least 28 days from the date of despatch of the formal offer document setting out the terms and conditions of the Partial Offer ("**Offer Document**") or such later date(s) as may be announced from time to time by or on behalf of the Offeror ("**Closing Date**"). Once the Partial Offer becomes or is declared to be unconditional and it is stated that the Partial Offer will remain open until further notice, not less than 14 days' notice will be given before it is closed.

- (f) Record Date : The Transfer Books and Register of Members of the Offeree will be closed on the Record Date, for the purpose of determining the entitlements of the Shareholders to the Partial Offer. Details of the Record Date will be announced in due course.

2.2 Based on publicly available information, there are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities which carry voting rights, in the Offeree.

2.3 The Offer Shares will be acquired fully-paid and free from all liens, equities, mortgages, charges, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever and together with all rights, benefits and entitlements attached thereto as at the date of this Announcement ("**Announcement Date**") and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) which may be announced, declared, made or paid thereon by the Offeree on or after the Announcement Date.

3. SIC CONDITIONAL APPROVAL

The SIC approval for the Partial Offer was granted subject to the following conditions:

- (a) the Partial Offer is not a mandatory offer under Rule 14 of the Code;

- (b) the Offeror and its concert parties (collectively, the "**Relevant Parties**") did not and will not acquire any Shares (excluding Shares acquired by the Relevant Parties via a rights issue and/or bonus issue without increasing their aggregate percentage shareholding) in the Offeree:
- (i) in the six months prior to the date hereof (and confirms such fact in this Announcement). In this regard, see Section 8 below;
 - (ii) in the period between submitting the application for SIC's consent to the Partial Offer and the making of the Partial Offer;
 - (iii) during the Partial Offer period (except pursuant to the Partial Offer); and
 - (iv) during the six months after the Closing Date, if the Partial Offer becomes unconditional as to acceptances;
- (c) the Partial Offer is conditional, not only on the specified number or percentage of acceptances being received, but also on approval by the Offeree's shareholders. Relevant Parties and their associates are not allowed to vote on the Partial Offer. The voting should be:
- (i) if a general meeting is convened, by way of a poll on a separate ordinary resolution on the Partial Offer. The Partial Offer must be approved by the Offeree's shareholders (present and voting either in person or by proxy) of more than 50% of the votes cast. In this regard, the Offeror envisages that voting will be by way of forms of acceptance, as mentioned in Section 3(c)(ii) below; or
 - (ii) if it is on the form of acceptance for the Partial Offer, in a separate box with the number of Shares indicated. The Partial Offer must be approved by the Offeree's shareholders of more than 50% of the votes received. Upon the close of the Partial Offer, the receiving agent must confirm in writing to SIC that it has done the necessary checks and verification to ensure that votes (if any) cast by shareholders not allowed to vote, are disregarded and excluded for the purpose of determining shareholders' approval for the Partial Offer. In this case, it is intended that voting will be on the forms of acceptance for the Partial Offer.
- Where approval for the Partial Offer has been obtained from the Offeree's shareholders before the Partial Offer is made, the Offeror must announce the Partial Offer on the date of the shareholders' meeting to approve the Partial Offer. This is however not the case here;
- (d) arrangements are made with the SGX-ST prior to the posting of the Offer Document to provide a temporary trading counter to trade odd-lots in the Shares after the close of the Partial Offer. Such counter should be open for a reasonable period of time, which in any case should not be shorter than one month;
- (e) the Offer Document contains a specific and prominent statement to the effect that if the Partial Offer succeeds, the Offeror will be able to exercise control over the Offeree and that the Relevant Parties will be free, subject to the six-month rest in Section 3(b)(iv) above to acquire further Shares without incurring any obligation to make a general offer;

- (f) the Partial Offer is made to all shareholders of the class and arrangements are made for those shareholders who wish to accept in full for the relevant percentage of their holdings. Shares tendered in excess of such percentage should be accepted by the Offeror from each shareholder in the same proportion as the number tendered to the extent necessary to enable the Offeror to obtain the total number of Shares for which he has offered. The Offeror should arrange its acceptance procedure to minimise the number of new odd-lot shareholdings;
- (g) if the Offeree has more than one class of equity share capital, a comparable offer is made for each other class. In this regard, the Offeree has only one class of equity;
- (h) an appropriate partial offer is made for outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities which carry voting rights. In addition, the Partial Offer must be extended to holders of newly issued Shares arising from the exercise of such instruments, subscription rights or options during the offer period. In this regard, the Offeree does not have any such outstanding instruments nor options; and
- (i) the precise number of Shares, percentage or proportion offered is stated, and the Partial Offer may not be declared unconditional as to acceptances unless acceptances are received for not less than that number, percentage or proportion.

4. FINANCIAL EVALUATION OF THE PARTIAL OFFER

4.1 Benchmarking the Partial Offer

On 28 April 2008, the Offeree announced that the Board of Directors of the Offeree noted the movement of the Share price of the Offeree and the significant increase in the volume of the Share turnover on 25 April 2008 and 28 April 2008, and that the Offeree was then in discussion with a company with the view to creating further opportunities for business development for the Offeree.

In arriving at the Offer Price, the Offeror took into account, *inter alia*, the premia offered by the Offer Price over various prices at which the Shares were trading on the SGX-ST during certain periods, calculated with reference to 24 April 2008 ("**Reference Date**"), as detailed below. The Reference Date is the last full day of trading of the Shares prior to an unusual increase in the Share price and Share volume traded (as announced by the Offeree in its announcement of 28 April 2008):

	Volume-weighted average price	Premium of Offer Price ⁽¹⁾
Last Traded Price on Reference Date	0.175	48.6%
1 month to Reference Date	0.165	57.9%
3 months to Reference Date	0.158	64.6%
6 months to Reference Date	0.149	74.4%
9 months to Reference Date	0.140	85.1%
12 months to Reference Date	0.155	67.6%

Source: Bloomberg.

Note:

(1) Figures are rounded to the nearest one decimal place.

The premia offered by the Offer Price over various prices at which the Shares were trading on SGX-ST during certain periods, calculated with reference to the Announcement Date, are detailed below:

	Volume-weighted average price	Premium of Offer Price ⁽¹⁾
Last Traded Price prior to Announcement Date	0.225	15.6%
1 month prior to Announcement Date	0.206	26.4%
3 months prior to Announcement Date	0.208	24.7%
6 months prior to Announcement Date	0.184	41.5%
9 months prior to Announcement Date	0.176	48.1%
12 months prior to Announcement Date	0.163	59.2%

Source: Bloomberg.

Note:

(1) Figures are rounded to the nearest one decimal place.

4.2 Price-earnings multiple

The Offer Price represents an implied price-earnings multiple of approximately 23.9 times, based on the audited consolidated profits of approximately S\$0.0109 per Share attributable to shareholders for the financial year ended 31 December 2007.

Further information on the financial aspects of the Partial Offer will be set out in the Offer Document to be despatched to the Shareholders in due course.

5. INFORMATION ON THE OFFEROR

- 5.1 The Offeror is a wholly-owned subsidiary of Sinochem International Corporation ("**SIL**"). SIL is publicly listed on the Shanghai Stock Exchange, and comprises a diversified international group (collectively, the "**Offeror Group**") specialising in the trading, manufacturing and transportation of chemicals, plastics, rubbers and metallurgy products. Based on the last audited consolidated financial statements of SIL for the financial year ended 31 December 2007, the Offeror Group has net revenues of approximately S\$3,857.2 million, net income of approximately S\$153.0 million and net assets of approximately S\$1,301.1 million (based on an exchange rate of RMB 5.032 to S\$1.00). As at 9 July 2008, it has a market capitalisation of approximately S\$3,625.4 million (based on an exchange rate of RMB 5.032 to S\$1.00).
- 5.2 The principal activities of the Offeror are trading of plastic, chemicals, rubber and petrochemical products. It was incorporated as a wholly-owned subsidiary of SIL on 27 June 2003. Based on the unaudited financial statements of the Offeror for the financial year ended 31 December 2007, the Offeror has net revenues of approximately S\$1,279.7 million, net income of approximately S\$30.4 million and net assets of approximately S\$108.2 million (based on an exchange rate of US\$0.7337 to S\$1.00).

6. INFORMATION ON THE OFFEREE

- 6.1 The Offeree is a public company limited by shares incorporated in Singapore on 23 July 1999 and listed on Catalist. The Offeree Group is engaged in the planting, growing, tapping, processing and marketing of natural rubber, and owns and operates plantations in Cameroon and Ivory Coast. The Offeree Group also has rubber processing facilities in Ivory Coast and South Kalimantan, Indonesia.
- 6.2 Based on the last audited financial statements of the Offeree for the financial year ended 31 December 2007, the Offeree has net revenues of approximately S\$166.4 million, net profit attributable to shareholders of approximately S\$22.1 million and net assets of approximately S\$309.8 million. As at 9 July 2008, it has a market capitalisation of approximately S\$454.6 million.

7. RATIONALE FOR THE PARTIAL OFFER

7.1 Leveraging on Core Competencies

The Offeror Group believes it is able to contribute to, enhance and fast-track, the Offeree Group's growth plans to become one of the top global companies in the natural rubber business, and generate synergistic benefits, through leveraging on both groups' core competencies.

Amongst others, the Offeree Group will be able to:

- (a) gain greater access to the PRC market through the Offeror Group's existing established network;
- (b) scale-up its operations by accelerating existing business plans and formulating new expansion plans in Africa;
- (c) explore new rubber investment opportunities in Southeast Asia, including establishing rubber processing plants in countries that enjoy high growth in the natural rubber sector in order to capture the upstream resource;
- (d) expand its market share by combining the Offeree Group's high quality production and the Offeror Group's sales channel/capacity both in the PRC and overseas markets; and
- (e) derive economies of scale through increased bargaining power and competitiveness from undertaking the above.

7.2 Realisation of Investments at Substantial Premium

The Shares have a daily average trading volume of approximately 5,395,782 Shares over the 12 months preceding the Announcement Date. The premia implied by the Offer Price over various historical bases, calculated with reference to the Reference Date and the Announcement Date are detailed in Section 4.1 entitled "**Benchmarking the Partial Offer**" above.

The Partial Offer also represents an opportunity for Shareholders to realise part of their investment at a substantial premium to the prevailing Share price while retaining the balance of their equity interest in the Offeree.

The Partial Offer further allows for the retention of the Offeror's listing status on the SGX-ST and the continuing listing will enable the Offeree to provide Shareholders with an ongoing interest in the future financial performance of the Offeree.

8. DEALING IN SHARES

No Relevant Party has acquired any Shares during the period commencing six months prior to the date of this Announcement.

9. CONFIRMATION OF FINANCIAL RESOURCES

ANZ, as financial adviser to the Offeror, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Partial Offer.

10. OFFER DOCUMENT

The Offer Document enclosing the appropriate form(s) of acceptance of the Partial Offer, will be despatched to the Shareholders not earlier than 14 days, and not later than 21 days, from the date of this Announcement.

11. OVERSEAS JURISDICTION

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable laws. The Partial Offer will be made solely on the basis of the Offer Document and the form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Partial Offer, including details on how the Partial Offer may be accepted.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions in which this Announcement is released, published or distributed should inform themselves about, and observe such restrictions.

12. OVERSEAS SHAREHOLDERS

The Partial Offer will be made pursuant to the Offer Document and the appropriate form(s) of acceptance accompanying the Offer Document. The availability of the Partial Offer to Shareholders whose addresses are outside Singapore as shown in the register of members of the Offeree, and as the case may be, in the records of The Central Depository (Pte) Limited ("**Overseas Shareholders**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

13. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and

all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Offeree and its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquires, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by
ANZ SINGAPORE LIMITED

For and on Behalf of
SINOCHEM INTERNATIONAL (OVERSEAS) PTE. LTD.

10 July 2008