



General Announcement

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Reference No CS-111219-38F64

Submitting Investment

Bank/Advisor
(if applicable)

Submitting Secretarial Firm SECURITIES SERVICES (HOLDINGS) SDN BHD
(if applicable)

Company name * NTPM HOLDINGS BERHAD

Stock name * NTPM

Stock code * 5066

Contact person * THUM SOOK FUN

Designation * COMPANY SECRETARY

Type *

Announcement Reply to query

Subject *

TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS)

NON RELATED PARTY TRANSACTIONS

Description :-*

(Note : Please enter the announcement description in this field and the announcement details in the Announcement Details/Table Section or attach the full announcement details as an attachment)

NTPM HOLDINGS BERHAD ("NTHB" or "the Company")

- Proposed Acquisition of Assets by a subsidiary

Announcement Details/Table Section :-

(This field is for the details of the announcement, if applicable)

Reference is made to the Company's announcements on 6 July 2011 (Reference No. CS-110706-93E69) and 8 July 2011 (Reference No. CS-110708-2C92E) in relation to the Proposed acquisition of assets by a wholly-owned subsidiary of the Company, namely NTPM Paper Mill (Bentong) Sdn Bhd ("NTPM Bentong") from Union Paper Industries Sdn Bhd ("UPI" or "Vendor") at a total cash consideration of Ringgit Malaysia Twenty-Million (RM20,000,000) only ("Acquisition").

Unless otherwise defined in this announcement, the definitions in Company's earlier announcements dated 6 July 2011 and 8 July 2011 in relation to the Acquisition apply throughout this announcement.

The Board of Directors of NTHB wishes to announce that NTPM Bentong had on 19 December 2011 entered into a Supplemental Agreement with UPI to vary the manner and times of payment of the balance purchase price of RM11,250,000-00 as specified in SPA I in relation to the Acquisition ("Supplemental Agreement")

Please refer to the attachment for the details of the Supplemental Agreement.

This announcement is dated 19 December 2011.

Attachment(s):- (please attach the attachments here)



NTHB-Proposed Acquisition of assets by a subsidiary (Supplemental Agreement).pdf

NTPM HOLDINGS BERHAD (384662 U) ("NTHB" or "Company")
Proposed Acquisition of Assets by a subsidiary

1. INTRODUCTION

Reference is made to the Company's announcements on 6 July 2011 (Reference No. CS-110706-93E69) and 8 July 2011 (Reference No. CS-110708-2C92E) in relation to the Proposed acquisition of assets by a wholly-owned subsidiary of the Company, namely NTPM Paper Mill (Bentong) Sdn Bhd (Company No. 943935-U) ("**NTPM Bentong**" or the "**Purchaser**") from **Union Paper Industries Sdn Bhd** (Company No. 006722-M) ("**UPI**" or "**Vendor**") at a total cash consideration of Ringgit Malaysia Twenty-Million (RM20,000,000) only (hereinafter referred to as "**Acquisition**").

Unless otherwise defined in this announcement, the definitions in Company's earlier announcements dated 6 July 2011 and 8 July 2011 in relation to the Acquisition apply throughout this announcement.

NTPM Bentong had on 5 July 2011 entered into the following two (2) Conditional Sale and Purchase Agreement ("**Agreements**") with UPI to acquire the assets from UPI at a total cash consideration of Ringgit Malaysia Twenty Million (RM20,000,000-00) only upon the terms and conditions as stipulated in the said Agreements ("**Acquisition**"):-

- i) Agreement for the acquisition of the Properties, all located at Mukim and District of Bentong, State of Pahang, bearing postal address of Lot 65, Kawasan Perindustrian Bentong, 28700 Bentong, Pahang Darul Makmur ("**Property**") free from all encumbrances but otherwise subject to all conditions and restrictions whether expressed or implied contained in the document of title to the Property with vacant possession together with the Trademark as prescribed under Section 4 below for a total consideration of RM12.5 million (hereinafter referred to as "**SPA I**"); and
- ii) Agreement for the acquisition of the machineries, equipment and chattels erected on the Property ("**Machineries**") for a total consideration of RM7.5 million (hereinafter referred to as "**SPA II**").

In relation thereto, the Board of Directors of NTHB wishes to announce that NTPM Bentong had on 19 December 2011 entered into a Supplemental Agreement with UPI to vary the manner and times of payment of the balance purchase price of RM11,250,000-00 as specified in SPA I in relation to the Acquisition ("**Supplemental Agreement**")

2. KEY SALIENT TERMS OF THE SUPPLEMENTAL AGREEMENT

Pursuant to the Supplemental Agreement, the following variations to the SPA I have been made:

- (a) The balance purchase price of RM11,250,000-00 shall be settled by NTPM Bentong to the Vendor's Solicitors within two (2) months from the date of NTPM Bentong's Solicitors receipt of the State Authority's Consent ("Completion Period") instead of within two (2) months from the Unconditional Date provided that NTPM Bentong's Solicitors shall have receipt of the redemption statement cum letter of undertaking from the Vendor's Financier prior to the expiry of the Completion Period as stated in SPA I; and
- (b) The purchase price of RM12,500,000-00 upon receipt and after being utilized by the Vendor's Solicitors for the payment of the redemption moneys, if any, due or owing in respect of any change or encumbrance over the Property and payment of the Vendor's portion of the outgoing in respect of the Property and other sums payable by the Vendor in accordance to the SPA I, the balance shall be released to the Vendor upon:-
 - (i) confirmation that vacant possession of the Property has been delivered to NTPM Bentong after a joint possession of the Property and Machineries have taken place which joint inspection the parties agree shall take place within three (3) days from the date of due presentation of the Memorandum of Transfer of the Property for registration at the relevant Land office/Registry in accordance with the SPA I; OR
 - (ii) within twenty one (21) days from the date of NTPM Bentong's Solicitors shall have receipt of the original issue document of title, the discharge of charge, the duplicate charge, the duplicate registered lease and such other documents required to effect registration of the Transfer in favour of NTPM Bentong

whichever shall be earlier PROVIDED THAT NTPM Bentong's Solicitors shall have receipt of the MITI's Approval and if such approval is subject to any conditions that may be imposed on the Vendor then the Vendor shall have fulfilled such conditions.

Save and except for the variations as set out in the Supplemental Agreement, all other terms and conditions in the SPA I shall remain unchanged and shall continue to have full force and effect.

3. RATIONALE OF THE SUPPLEMENTAL AGREEMENT

The Supplemental Agreement was mainly to give clarity to the existing terms of SPA I and to enable NTPM Bentong to proceed with the payment of the redemption sum before the parties could complete the SPA I.

4. FINANCIAL EFFECT OF THE SUPPLEMENTAL AGREEMENT

Save for the financial effect as already disclosed in the earlier announcement made by the Company on 6 July 2011, the Supplemental Agreement will not have any material impact on the share capital, substantial shareholders' shareholding, earnings, net assets per share and gearing of NTHB Group.

5. ESTIMATED TIME FRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to receipt of all other relevant approvals, the Proposed Acquisition is expected to be completed in time which by fourth quarter of the financial year ending 30 April 2012.

6. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Supplemental Agreement dated 19 December 2011 is available for inspection at the registered office of the Company at 886, Jalan Bandar Baru, Sungai Kecil 14300 Nibong Tebal Seberang Perai Selatan, Penang during normal hours from Monday to Friday (except public holidays) for a period of 3 months from the date of this announcement.

This announcement is dated 19 December 2011.