



# **Gazette**

**ISSUE ID:0002013/H/42**  
**CROSS BORDER MERGER GAZETTE**  
**16 October 2013**

## **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 15 October 2013 of a proposed merger between the following companies:

Koh Young (Europe) Limited (registered in Ireland Company number 466264) and

Koh Young Europe GmbH, registered with the commercial register of the Lower District Court of Aschaffenburg. No. Commercial Register "B" 10646.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at [www.cro.ie](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00 am and 5.00 pm at the registered office of Koh Young (Europe) Limited, Unit 1B, Bracken Business Park, Bracken Road, Sandyford Industrial Estate, Dublin 18.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 5.00 pm at the registered office of Koh Young (Europe) Limited, Unit 1B, Bracken Business Park, Bracken Road, Sandyford Industrial Estate, Dublin 18

Registrar of Companies

**Draft terms of formation of Cross-Border  
Merger involving an Irish registered company**  
Regulation 8 (1) of the European Communities (Cross-Border Mergers)  
Regulations 2008  
S249A Companies Act 1990 (inserted by s107 Company Law  
Enforcement Act 2001)  
Companies Act 1990 (Form and Content of Documents  
Delivered to Registrar) Regulations 2002



AN UÍFÍG UM CHLARU CUIDEACHT A'I  
COMPANIES REGISTRATION OFFICE



9828669



CRO receipt date stamp

Companies Acts 1963 to 2012

Company number

4 6 6 2 6 4

**CBM1**

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

in full

KOH YOUNG (EUROPE) LIMITED

☒ Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Type of merger

note one

☒ By acquisition ☐ By formation of a new company ☐ By absorption

Company details

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

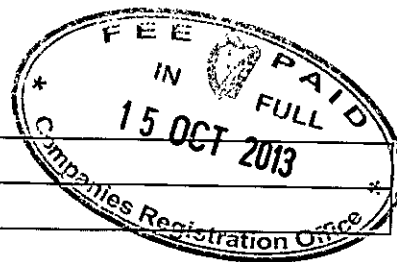
UNIT 1B, BRACKEN BUSINESS PARK, BRACKEN ROAD, SANDYFORD INDUSTRIAL ESTATE,  
DUBLIN 18

Information relating to the Company is kept by the Registrar under registered number:

4 6 6 2 6 4

Legal form and law which governs the company:

PRIVATE COMPANY LIMITED BY SHARES  
IRISH LAW



Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name in block letters or typescript

ANDRE MYNY

Date

15/10/2013

Presenter details

note four

Name

Address

DX number

Telephone number

Email

DOHERTY RYAN & ASSOCIATES SOLICITORS  
5 MOUNT STREET CRESCENT  
DUBLIN 2

+353 1 6785192

info@dohertyryan.com

DX exchange

Fax number +353 1 6785196

Reference number RAR/GOC/

Particulars of the  
company's  
arrangements for  
exercise of the rights  
of creditors and  
members

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

Koh Young (Europe) Limited has only one shareholder, Koh Young Technology Inc., Korea.
A shareholder resolution will be passed in accordance with Section 141(8) of the Companies Act, 1963 and Regulation 10(5) of the European Communities (Cross Border Mergers) Regulations, 2008 (the "2008 Regulations").
There are no minority shareholders in Koh Young (Europe) Limited.
Creditors of Koh Young (Europe) Limited may exercise their rights in accordance with Regulation 15 of the 2008 Regulations.
If the merger becomes effective, all rights and obligations of the creditors of Koh Young (Europe) Limited shall transfer for Koh Young (Europe) GmbH by operation of law under the 2008 Regulations.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

Koh Young (Europe) Limited
Registered Office: Unit 1B, Bracken Business Park, Bracken Road, Sandyford Industrial Estate,
Dublin 18.

Name of Company:

Koh Young Europe GmbH

The registered office of the company:

Industrial Area, Alzenau Sud, E4, 63755, Alzenau, Federal Republic of Germany

Legal form of the company and the law by which it is governed:

Limited Liability Company

German Law

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

Koh Young Europe GmbH has only one shareholder, Koh Young (Europe) Limited.

A resolution will be passed in order to approve the cross-border merger in accordance with German Law.

The shareholders and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents in accordance with the 2008 Regulations.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:


☐

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

*note one*

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☒

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

Commercial Register of the Lower District Court of Aschaffenburg

No. Commercial Register "B" 10646

**Particulars of other  
merging companies**

Name of Company:


The registered office of the company:


Legal form of the company and the law by which it is governed:


Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*


Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:


☐

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

*note one*

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☐

If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:


**These notes should be read in conjunction with the relevant legislation.**

**General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

**note one** Please tick the relevant box.

**note two** Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at [www.core.ie](http://www.core.ie).

**note three** This form **must** be certified by a director of the company on behalf of the Board.

**note four** This section must be completed by the person who is presenting Form CBM1 to the CRO. This may be either the applicant or a person on his/her behalf.

**note five** Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

### **Further information**

**CRO address** When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

**Payment** If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

**Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.**

**FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM [www.cro.ie](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

Nummer der Urkundenrolle: ...  
Verhandelt zu ...  
In der Geschäftsstelle des Notars am ... vor

Document Registry Number: ...  
Done at ...  
In the Notary Offices on .... Before me, the

**Notar ...  
mit Amtssitz in ...**

**Notary ...  
with Offices in ...**

erschieden

the following persons appear:

1. Herr Andre Myny, geb. am 12.04.1950, geschäftsansässig Industriegebiet Alzenau Süd E4, 63755 Alzenau,

1. Mr. Andre Myny, born 12 April 1950, place of business: Industrial Area Alzenau Süd E4, 63755 Alzenau,

handelnd als einzelvertretungsberechtigter Geschäftsführer für die

acting as Director with power of sole representation for

**Koh Young Europe GmbH**

**Koh Young Europe GmbH**

Geschäftsanschrift: Industriegebiet Alzenau Süd E4, 63755 Alzenau

business address: Industrial Area Alzenau Süd E4, 63755 Alzenau

– nachfolgend genannt: „**KYE GmbH**“ oder „**übernehmende Gesellschaft**“ –

und

and

2. Herr Andre Myny, geb. am 12.04.1950, geschäftsansässig UNIT 1B BRACKEN BUSINESS PARK, BRACKEN ROAD, SANDYFORD INDUSTRIAL ESTATE, DUBLIN 18,

2. Mr. Andre Myny, born 12 April 1950, with place of business at UNIT 1B BRACKEN BUSINESS PARK, BRACKEN ROAD, SANDYFORD INDUSTRIAL ESTATE, DUBLIN 18,

handelnd als einzelvertretungsberechtigter Director für die

acting as Director with power of sole representation for

**Koh Young Europe Ltd.**

**Koh Young (Europe) Ltd.**

Geschäftsanschrift: UNIT 1B BRACKEN BUSINESS PARK, BRACKEN ROAD, SANDYFORD INDUSTRIAL ESTATE, DUBLIN 18

business address: UNIT 1B BRACKEN BUSINESS PARK, BRACKEN ROAD, SANDYFORD INDUSTRIAL ESTATE, DUBLIN 18

– nachfolgend genannt: „**KYE Ltd.**“ oder „**übertragende Gesellschaft**“ –

– Hereinafter: "**KYE Ltd.**" or "**successor company**" –

Der Erschienene wies sich durch seinen gültigen amtlichen, mit seiner Einwilligung kopierten und zur Nebenakte genommenen Lichtbildausweis aus.

The person appearing showed proof of identity in the form of his valid, official photo ID; this was copied with his approval and filed with the supplementary file.

Er gab zur Beurkundung den nachfolgenden

He presented for notarization the following