

VOLUNTARY UNCONDITIONAL CASH OFFER

by

PRICEWATERHOUSECOOPERS CORPORATE FINANCE PTE LTD

(Incorporated in Singapore)

Company Registration Number: 197501605H

for and behalf of

LYON INVESTMENTS LIMITED

(Incorporated in Hong Kong)

Company Registration Number: 2055294

to acquire all the issued and paid-up ordinary shares in the capital of

SINARMAS LAND LIMITED

(Incorporated in Singapore)

Company Registration Number: 199400619R

OFFER ANNOUNCEMENT

1. INTRODUCTION

PricewaterhouseCoopers Corporate Finance Pte Ltd, as the financial adviser (the "**Financial Adviser**"), wishes to announce, for and on behalf of Lyon Investments Limited (the "**Offeror**"), that the Offeror intends to make a voluntary unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (collectively, the "**Shares**")¹ in the capital of Sinarmas Land Limited (the "**Company**"), other than those held by the Company as treasury shares and those held, directly or indirectly, by the Offeror as at the date of the Offer (collectively, the "**Offer Shares**" and each, an "**Offer Share**").

2. THE OFFER

2.1 Offer Terms

In accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**") and subject to the terms and conditions set out in the formal offer document to be issued by the Financial Adviser, for and on behalf of the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S\$ 0.31 in cash (the "Offer Price**").**

¹ In this Offer Announcement, unless otherwise stated, each reference to the total number of Shares is a reference to 4,255,159,396 Shares, which represents (a) 4,549,319,196 Shares in the issued share capital of the Company less (b) 294,159,800 Shares which are held by the Company as treasury shares. The Company has no subsidiary holdings of Shares.

The Offer Price shall be applicable to any number of Offer Shares that are tendered in acceptance of the Offer. Each Shareholder who accepts the Offer will receive S\$310 for every 1,000 Offer Shares tendered in acceptance of the Offer.

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

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Offer Announcement Date. **In the event that any Distribution is declared, made or paid on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by an amount which is equal to the amount of such Distribution paid or payable by the Company to such accepting Shareholder.**

2.2 Unconditional Offer

As at the Offer Announcement Date, the Offeror and parties acting in concert with it hold Shares representing more than 50% of the total number of issued Shares. Accordingly, the Offer will not be conditional upon a minimum number of acceptances being received by the Offeror.

The Offer is not subject to any conditions and is unconditional in all respects.

2.3 Further Information

Further information on the Offer and the terms and conditions upon which the Offer will be made will be set out in the Offer Document to be issued.

3. INFORMATION ON THE COMPANY

- 3.1 Based on publicly available information, the Company was incorporated under the laws of Singapore on 27 January 1994 and was listed on the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 18 July 1997.

3.2 The business activities of the Company and its subsidiaries (collectively, the "**Group**") are as follows:

- (a) the Company is principally an investment holding company; and
- (b) the Group is engaged in the property business, through the Group's investments in Indonesia, China, Malaysia, Singapore and the United Kingdom. The business of the Group includes:
 - (i) investment holding;
 - (ii) property development and management;
 - (iii) provision of treasury management and related services;
 - (iv) provision of management and consultancy services;
 - (v) development and operation of toll roads;
 - (vi) provision of marketing services to resort establishments;
 - (vii) establishing, maintaining and providing golf courses and recreational facilities in respect of golf clubs; and
 - (viii) provision of hotelier and marketing services for hotels.

3.3 As at the Offer Announcement Date, based on publicly available information, the Directors comprise:

- (a) Mr. Franky Oesman Widjaja (Executive Chairman) ("**FOW**");
- (b) Mr. Muktar Widjaja (Executive Director and Chief Executive Officer) ("**MW**");
- (c) Ms. Margaretha Natalia Widjaja (Executive Director) ("**MNW**");
- (d) Mr. Ferdinand Sadeli (Executive Director and Chief Investment Officer);
- (e) Mr. Robin Ng Cheng Jiet (Executive Director and Chief Financial Officer);
- (f) Mr. Lim Jun Xiong, Steven (Non-Executive Independent Director and Lead Independent Director);
- (g) Mr. Willy Shee Ping Yah (Non-Executive Independent Director);
- (h) Mr. Ng Ee Peng (Non-Executive Independent Director); and
- (i) Mr. Irhoan Tanudiredja (Non-Executive Independent Director).

4. **INFORMATION ON THE OFFEROR AND THE WIDJAJA FAMILY**

4.1 **The Offeror**

The Offeror is a company incorporated under the laws of Hong Kong on 17 March 2014. Its principal activity is that of investment holding.

As at the Offer Announcement Date:

- (a) the Offeror has an issued and paid-up share capital of HKD1.00 comprising one (1) ordinary share, which is held by Piccadilly Peak Ltd ("**PPL**"), a company incorporated in the British Virgin Islands;
- (b) all the issued shares in PPL are in turn held by Golden SM Pte. Ltd. ("**Golden SM**"), a company incorporated in Singapore;
- (c) Golden SM is in turn, wholly-owned by Portcullis Trust (Singapore) Ltd (the "**GSM Trustee**"), in its capacity as trustee for Golden SM Trust ("**GSM Trust**"), the family trust of the Widjaja family. Please refer to paragraph 4.2 below for further details on the GSM Trust and the Widjaja family; and
- (d) MNW is the sole director of the Offeror.

4.2 **GSM Trust and the Widjaja Family**

- (a) The GSM Trust is a discretionary trust established by MNW, as the settlor. The beneficiaries of the GSM Trust are (i) MNW, (ii) Ms. Marcellyna Junita Widjaja ("**MJW**"), the sister of MNW, and (iii) the Momiji Kito Trust. The Momiji Kito Trust is a discretionary trust set up by MNW (as the settlor) for the benefit of the nephews and nieces of MNW.
- (b) MNW and MJW are the (i) children of MW and (ii) nieces of FOW.

4.3 **Interests in Shares**

As at the Offer Announcement Date, the Offeror holds 2,991,194,781 Shares (the "**Relevant Shares**"), representing approximately 70.30% of the total number of issued Shares.

5. **RATIONALE FOR THE OFFER**

5.1 **Opportunity for Shareholders to realise a clean cash exit at a premium**

Shareholders will have an opportunity to realise their investments in the Company for a cash consideration at a premium over the historical transacted prices of the Shares on the SGX-ST, without incurring any brokerage and other trading costs.

The Offer Price represents a premium of approximately 12.7% over the last traded price of S\$0.275 per Share on 24 March 2025 (being the last full day of trading in the Shares on the SGX-ST prior to the Offer Announcement Date (the "**Last Full Market Day**")) and a premium of approximately 17.1%, 5.6%, 0.5%, 14.6%, 16.8% and 18.5% over the volume weighted average price ("**VWAP**") of the Shares over the one (1)-month, three (3)-month, six (6)-month, twelve (12)-month, twenty-four (24)-month and thirty-six (36)-month periods respectively up to and including the Last Full Market Day.

The Offer Price represents an attractive premium, exceeding the closing price of Shares on over 96% of the total number of trading days in the Shares, in the past five (5) years.

Note:

- (1) The historical market prices and the corresponding premiums are computed based on data extracted from Bloomberg L.P.

5.2 **Opportunity for Shareholders to realise their investments amidst low trading liquidity of Shares**

The trading liquidity of the Shares on the SGX-ST in the past year has been generally thin. The average daily trading volume of the Shares for the one (1)-month, three (3)-month, six (6)-month, twelve (12)-month, twenty-four (24)-month and thirty-six (36)-month periods prior to and including the Last Full Market Day are as follows:

Period prior to and including the Last Full Market Day	Average Daily Trading Volume⁽¹⁾	Approximate percentage of total number of Shares⁽²⁾ (%)
Last one (1) month	171,370	0.0040%
Last three (3) months	223,720	0.0053%
Last six (6) months	521,831	0.0123%
Last twelve (12) months	563,704	0.0132%
Last twenty-four (24) months	322,845	0.0076%
Last thirty-six (36) months	241,676	0.0057%

Notes:

- (1) The average daily trading volume is computed based on the total trading volume of the Shares for all Market Days for the relevant periods immediately prior to and including the Last Full Market Day, divided by the total number of Market Days during the respective periods. "**Market Day**" refers to a day on which the SGX-ST is open for the trading of securities. The average daily trading volume is obtained based on data extracted from Bloomberg L.P.
- (2) Computed based on 4,255,159,396 Shares, being the 4,549,319,196 Shares in the issued share capital of the Company less the 294,159,800 Shares held by the Company in treasury, in each case, as at the Offer Announcement Date.

In view of the low trading liquidity during the periods prior to and including the Last Full Market Day, the Offeror believes that the Offer represents an opportunity for Shareholders to realise their investments in Shares at a price (without incurring any brokerage and other trading costs) which may not otherwise be readily available.

5.3 Unoptimized Corporate Structure

In Indonesia, the Group operates mainly through two (2) directly held publicly listed Indonesian subsidiaries namely, PT Bumi Serpong Damai Tbk ("**BSDE**") and PT Puradelta Lestari Tbk ("**DMAS**"). BSDE is the largest shareholder of Dana Investasi Real Estat Simas Plaza Indonesia, a real estate investment trust listed on the Indonesia Stock Exchange ("**IDX**"). Other IDX-listed entities controlled by the Group comprise PT Duta Pertiwi Tbk and PT Suryamas Dutamakmur Tbk. The Group's listed entities on the IDX are managed by separate management teams with independent governance structures and retain their own flexibility to raise funds directly from the IDX and other sources, if needed.

Based on the audited consolidated financial statements of the Group as at 31 December 2023², the total revenue and total assets derived from, and attributed to, Indonesia Property Segment (excluding Batam) represented approximately 94.8% and 84.4% of the Group's total revenue and total assets respectively as at 31 December 2023. Consequently, the Group's total revenue and total assets derived from, and attributed to, Singapore, Malaysia, China, the United Kingdom and others represented approximately 5.2% and 15.6% of the Group's total revenue and total assets respectively. The Group's business activities are therefore substantially focused on its operations in Indonesia, which operate independently from the Company in respect of key factors such as management, access to financing and capital management.

Given the current Group's structure, the ability of the Company to pay dividends to the Shareholders in any given financial year is significantly dependent on the dividends it receives from BSDE and DMAS in the preceding financial year(s).

Investors who wish to gain direct exposure to the Group's Indonesian operations are also able to do so by investing in the Group's IDX listed entities. Over the past five (5) years, the sum of the market value of the Company's stakes in BSDE and DMAS has been consistently higher than the entire market capitalisation of the Company.

For these reasons, the current corporate structure of the Group does not serve to optimise financial returns to the Company's shareholders, resulting in the historically poor price performance and trading volume of the Shares. The Offer therefore provides Shareholders an

² Extracted from the annual report of the Company for the financial year ended 31 December 2023.

opportunity to exit and re-deploy their investment capital.

5.4 Capital Intensity and Irregular Returns

Based on publicly available information, the Group manages its property business in two (2) primary areas, namely, the Indonesia Property Segment (excluding Batam) and the International Business Segment (excluding Indonesia but including Batam).

- (a) The Indonesia Property Segment engages in the investment and development of commercial, industrial and residential properties and the ownership and management of hotels and resorts in Indonesia (excluding Batam).
- (b) The International Business Segment engages in the investment and development of commercial and residential properties and the ownership and management of hotels and resorts in Malaysia, select mixed development in China, the investment and development of residential properties in Singapore, and the investments in various private funds (both property and non-property related) and quoted securities internationally.

Property development is a capital-intensive activity that requires developers to undertake projects at various gestation periods to realise returns while being exposed to different forms of risk. The Group currently holds a significant amount of land (especially in Indonesia) representing major amounts of invested capital which will take time to develop and realise. The realisation of profits from such development projects can be irregular and variable owing to the timing on the commencement and completion of such projects and the business risks assumed in the development of such projects. Such timing differences and business risks can adversely affect returns to shareholders. The Offer provides Shareholders who are unable to accept an investment with such a long-term risk and reward profile with a reasonable exit opportunity.

5.5 No New Capital Raised

The Company has not raised any new equity on the SGX-ST in the past five (5) years. The Company is also unlikely to require access to the Singapore capital markets to finance its operations in the foreseeable future. Accordingly, it is not necessary for the Company to maintain a listing on the SGX-ST.

5.6 Greater Management Flexibility

The Offeror is making the Offer with a view to delisting the Company from the Mainboard of the SGX-ST and exercising any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act 1967 of Singapore (the "**Companies Act**"). The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company, optimise the use of its management and capital resources and facilitate the implementation of any operational change without the attendant costs, regulatory restrictions and compliance issues associated with its listed status on the SGX-ST.

5.7 Compliance Costs of Maintaining Listing

In maintaining its listed status, the Company incurs compliance and associated costs. In the event that the Company is delisted from the SGX-ST, the Company will be able to save on expenses relating to the maintenance of a listed status and focus its resources on its business operations.

6. **LISTING STATUS AND COMPULSORY ACQUISITION**

6.1 Listing Status

Under Rule 723 of the listing manual of the SGX-ST (the "**Listing Manual**"), the Company must ensure that at least 10% of the total number of Shares (excluding any Shares held in treasury) is at all times held in public hands (the "**Free Float Requirement**"). Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and persons acting in concert with the Offeror to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not satisfied, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares (excluding any Shares held in treasury) held in public hands to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.

6.2 Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires 90% or more of the Shares (other than those already held or treated as held by the Offeror as at the date of the Offer and which, for the avoidance of doubt, excludes any Shares held by the Company as treasury shares), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer at a price equal to the Offer Price.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with Shares held by the Company as treasury shares and Shares held or treated as held by the Offeror, comprise 90% or more of the total number of Shares, Shareholders who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

6.3 Offeror's Intentions

The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror, if and when entitled, intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to support or take any step (including the placing out of Shares by the Offeror) for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of issued Shares (excluding any Shares held in treasury) are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.

7. DISCLOSURE OF HOLDINGS IN COMPANY SECURITIES

7.1 As at the Offer Announcement Date, based on the latest information available to the Offeror and save as disclosed in paragraph 4.3 above and save for the financing arrangements made in connection with the Offer, including the creation of security interests over, *inter alia*, all rights, title and interest in and to all present and future Shares legally and beneficially held by the Offeror in favour of Deutsche Bank Aktiengesellschaft Singapore Branch, none of (a) the Offeror and its directors; (b) MW, FOW, MNW, MJW and their immediate family members; and (c) the Financial Adviser (collectively, the "**Relevant Persons**"):

- (a) owns, controls or has agreed to acquire any:
 - (i) Shares;
 - (ii) securities which carry voting rights in the Company; or
 - (iii) convertible securities, warrants, options or derivatives in respect of such Shares or securities which carry voting rights in the Company,

(collectively, the "**Company Securities**");

- (b) has received any irrevocable undertaking or commitment from any party to accept or reject the Offer;
- (c) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Offer; or
- (d) has:
 - (i) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise;
 - (ii) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or
 - (iii) lent any Company Securities to another person.

7.2 In the interest of confidentiality, the Offeror has not made enquiries in respect of certain other persons who are or may be deemed to be acting in concert with it in connection with the Offer. Further enquiries will be made of such persons by the Offeror and the relevant disclosures, if any, will be made in the Offer Document.

7.3 In accordance with the Code, the associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company and the Offeror under Rule 12 of the Code.

8. **OVERSEAS SHAREHOLDERS**

This Offer 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 Offer Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant acceptance form(s) accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer shall be open to all Shareholders, including those to whom the Offer Document and relevant forms of acceptance may not be sent.**

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

Copies of this Offer Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the applicable law of that jurisdiction ("**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. For the avoidance of doubt, the Offer shall be made to all Shareholders including those to whom the Offer Document and the relevant acceptance form(s) will not be sent.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The ability of the Shareholders who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

The Offeror and the Financial Adviser each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

9. CONFIRMATION OF FINANCIAL RESOURCES

The Financial Adviser confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price.

10. OFFER DOCUMENT

The Offer Document setting out the full terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

Shareholders of the Company should exercise caution and seek appropriate independent professional advice when dealing in the Shares.

11. **RESPONSIBILITY STATEMENT**

The sole director of the Offeror (the "**Offeror Director**") has taken all reasonable care to ensure that the facts stated and opinions expressed herein are fair and accurate and that no material facts have been omitted from this Offer Announcement, the omission of which would make any statement in this Offer Announcement misleading.

Where any information in this Offer Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Director has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Offer Announcement.

The Offeror Director accepts responsibility accordingly.

Issued by
PRICEWATERHOUSECOOPERS CORPORATE FINANCE PTE LTD

For and on behalf of
LYON INVESTMENTS LIMITED

27 March 2025

Any enquiries relating to this Offer Announcement or the Offer should be directed to:

PRICEWATERHOUSECOOPERS CORPORATE FINANCE PTE LTD

E: sg_questionstopwc@pwc.com

Forward-Looking Statements

All statements other than statements of historical facts included in this Offer Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements.