

**CIRCULAR DATED 28 JUNE 2024**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

Capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section entitled "DEFINITIONS" of this Circular.

If you have sold or transferred all your Shares, you should immediately forward this Circular, the enclosed Notice of Extraordinary General Meeting and the accompanying proxy form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Sponsor in accordance with Rule 226(2)(b) of the Catalist Rules.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.

The contact person for the Sponsor is Ms. Karen Soh, Managing Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.



**RESOURCES GLOBAL DEVELOPMENT LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201841763M)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

- (1) THE PROPOSED SUBSCRIPTION OF SHARES IN PT DELI PRATAMA BATUBARA AS AN INTERESTED PERSON TRANSACTION**
- (2) THE PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE**

**Independent Financial Adviser in respect of  
the Proposed Subscription of Shares in PT Deli Pratama Batubara as an Interested Person  
Transaction and the Proposed Modifications of the IPT General Mandate**



**XANDAR CAPITAL PTE. LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200002789M)

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of Proxy Form	:	12 July 2024 at 02:00 p.m.
Date and time of Extraordinary General Meeting	:	15 July 2024 at 02:00 p.m.
Place of Extraordinary General Meeting	:	160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 3

---

## TABLE OF CONTENTS

---

	PAGE
DEFINITIONS.....	2
CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS .....	8
LETTER TO SHAREHOLDERS .....	9
1. INTRODUCTION.....	9
2. THE PROPOSED COLLECTIVE SUBSCRIPTION .....	10
3. THE PROPOSED DNS SUBSCRIPTION AS AN INTERESTED PERSON TRANSACTION ..	17
4. PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE .....	19
5. STATEMENT OF THE AUDIT COMMITTEE.....	26
6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS .....	26
7. DIRECTORS' RECOMMENDATIONS.....	27
8. DIRECTORS' RESPONSIBILITY STATEMENT .....	27
9. CONSENTS .....	27
10. EXTRAORDINARY GENERAL MEETING.....	28
11. ACTION TO BE TAKEN BY SHAREHOLDERS.....	28
12. CAUTION IN TRADING.....	29
13. DOCUMENTS AVAILABLE FOR INSPECTION .....	29
APPENDIX 1 – IFA LETTER.....	30
APPENDIX 2 – EXECUTIVE SUMMARY OF THE ASSESSMENT STUDY REPORT.....	56
APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED) .....	65
NOTICE OF EXTRAORDINARY GENERAL MEETING .....	75
PROXY FORM	

---

## DEFINITIONS

---

In this Circular, the following definitions apply throughout unless the context otherwise requires or is otherwise stated:-

- “Additional Mandated Interested Persons”** : Has the meaning ascribed to it in Section 4.2(b) of this Circular
- “Additional Mandated Interested Person Transactions”** : Has the meaning ascribed to it in Section 4.2(c) of this Circular
- “Assessment Study Report”** : The assessment study report dated 20 June 2024, issued by the Independent Appraiser in respect of the indicative fair value of the equity of the Target Group, the executive summary of which is set out in Appendix 2 to this Circular
- “associate”** : (a) in relation to any individual, including a Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/ or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Associated Company”** : In relation to a corporation, means:
- (a) any corporation in which the corporation or its subsidiary has, or the corporation and its subsidiary together have, a direct interest in voting shares of not less than 20.0% but not more than 50.0% of the total votes attached to all the voting shares in the corporation; or
  - (b) any corporation, other than a subsidiary of the corporation or a corporation which is an associated company by virtue of paragraph (a), the policies of which the corporation or its subsidiary, or the corporation together with its subsidiary, is or are able to control or influence materially
- “Audit Committee”** : The audit committee of the Company for the time being or from time to time, as the case may be
- “Auditors”** : The auditors of the Company for the time being
- “BHS Group”** : Collectively, (i) PT BHS; and (ii) PT TRIOP

---

## DEFINITIONS

---

<b>“Board”</b>	:	The board of directors of the Company for the time being
<b>“Catalist”</b>	:	The Catalist board of the SGX-ST
<b>“Catalist Rules”</b>	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“CEO”</b>	:	The chief executive officer of the Company
<b>“CFO”</b>	:	The chief financial officer of the Company
<b>“Circular”</b>	:	This circular to Shareholders dated 28 June 2024 in relation to the Proposed Transactions
<b>“Companies Act”</b>	:	Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
<b>“Company”</b>	:	Resources Global Development Limited
<b>“Conditions Precedent”</b>	:	Has the meaning ascribed to it in Section 2.2(c) of this Circular
<b>“Consideration”</b>	:	Has the meaning ascribed to it in Section 2.2(b) of this Circular
<b>“Controlling Shareholder”</b>	:	A person who:  (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or  (b) in fact exercises control over the Company
<b>“DDS Group”</b>	:	Collectively, i) PT Persada Kapuas Prima, ii) PT Pesona Bara Cakrawala, iii) PT Pasir Bara Prima and iv) PT Cakrawala Bara Persada
<b>“Director”</b>	:	A director of the Company for the time being, and <b>“Directors”</b> shall be construed accordingly
<b>“DNS Subscription Shares”</b>	:	Has the meaning ascribed to it in Section 2.2(a)(i) of this Circular
<b>“DPN Subscription Shares”</b>	:	Has the meaning ascribed to it in Section 2.2(a)(ii) of this Circular
<b>“EAR” or “entity at risk”</b>	:	Means:  (i) the Company;  (ii) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and  (iii) an Associated Company (other than and Associated Company that is listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its interested person(s), has or have control

---

## DEFINITIONS

---

<b>“EAR Group”</b>	:	For the purposes of the IPT General Mandate, being the Company and its subsidiaries excluding PT DPAL or PT TRIOP, as the case may be
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be convened on 15 July 2024 for the purposes of considering and, if thought fit, passing the ordinary resolutions set out in the Notice of EGM on pages 75 to 77 of this Circular
<b>“EPS”</b>	:	Earnings per Share
<b>“Existing Mandated Interested Person Transactions”</b>	:	The categories of interested person transactions covered under the IPT General Mandate approved for renewal by independent Shareholders on 29 April 2024
<b>“Existing Mandated Interested Persons”</b>	:	The interested persons named in the IPT General Mandate approved for renewal by independent Shareholders on 29 April 2024, namely PT Sumber Alam Makmur Utama and PT Sarolangun Ketalo Coal
<b>“Founding Shareholders”</b>	:	Mr Limas Ananto, Mr Djunaidi Hardi, Mr Arifin Tan, Mr Juhadi and Mr Arifin Ang, who collectively hold 100% of Deli International Resources Pte. Ltd., a Controlling Shareholder of the Company
<b>“FY”</b>	:	Financial year ending or ended 31 December, as the case may be
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“IFA”</b>	:	Xandar Capital Pte. Ltd., the independent financial adviser appointed by the Company to advise the Recommending Directors on the Proposed Transactions
<b>“IFA Letter”</b>	:	The letter dated 28 June 2024 from the IFA to the Directors set out in Appendix 1 to this Circular in relation to the Proposed Transactions
<b>“Independent Appraiser”</b>	:	Kantor Jasa Penilai Publik Ferdinand, Danar, Ichsan Dan Rekan, the independent appraiser appointed by the Company to perform an independent appraisal on the indicative fair value of equity of the Target Group
<b>“Interested Person”</b>	:	(a) a Director, Chief Executive Officer, or Controlling Shareholder; or  (b) an associate of any such Director, Chief Executive Officer, or Controlling Shareholder
<b>“IPT General Mandate”</b>	:	Has the meaning ascribed to it in Section 4.1 of this Circular
<b>“Latest Practicable Date”</b>	:	20 June 2024, being the latest practicable date prior to the printing of this Circular
<b>“Listing”</b>	:	The admission of the Company to Catalist on 31 January 2020
<b>“Mandated Interested Person Transactions”</b>	:	Collectively, the Existing Mandated Interested Person Transactions and the Additional Mandated Interested Person Transactions

---

## DEFINITIONS

---

<b>“Mandated Interested Persons”</b>	:	Collectively, the Existing Mandated Interested Persons and the Additional Mandated Interested Persons
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading in securities
<b>“Notice of EGM”</b>	:	The notice of the EGM set out on pages 75 to 77 of this Circular
<b>“NTA”</b>	:	Net tangible assets
<b>“Offer Document”</b>	:	The offer document dated 14 January 2020 issued by the Company (registered by the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore on 14 January 2020) in respect of the Listing
<b>“Proposed Collective Subscription”</b>	:	Collectively the Proposed DNS Subscription and the Proposed DPN Subscription
<b>“Proposed DNS Subscription”</b>	:	Has the meaning ascribed to it in Section 2.2(a)(i) of this Circular
<b>“Proposed DPN Subscription”</b>	:	Has the meaning ascribed to it in Section 2.2(a)(ii) of this Circular
<b>“Proposed Modifications of the IPT General Mandate”</b>	:	Has the meaning ascribed to it in Section 1.5 of this Circular
<b>“Proposed Transactions”</b>	:	Collectively, (i) the Proposed DNS Subscription and (ii) the Proposed Modifications of IPT General Mandate
<b>“PT BHS”</b>	:	PT Bhakti Harapan Sejahtera
<b>“PT BUS”</b>	:	PT Bara Utama Sentosa
<b>“PT DDS”</b>	:	PT Dwi Daya Swakarya
<b>“PT DNS”</b>	:	PT Deli Niaga Sejahtera, a 99%-owned subsidiary of the Company
<b>“PT DPAL”</b>	:	PT Deli Pratama Angkutan Laut, a 50.5% effectively owned subsidiary of the Company
<b>“PT DPN”</b>	:	PT Deli Pratama Nusantara
<b>“PT MJSU”</b>	:	PT Mitra Jasa Sebamban Utama
<b>“PT PKPK”</b>	:	PT Perdana Karya Perkasa Tbk
<b>“PT SD”</b>	:	PT Sinar Deli
<b>“PT TRIOP”</b>	:	PT Tri Oetama Persada
<b>“Recommending Directors”</b>	:	Directors who are deemed to be independent for the purposes of making a recommendation on the Proposed Transactions, namely, Alice Yan, Hew Koon Chan, Cheong Hock Wee and Francis Lee

---

## DEFINITIONS

---

“SD Transfer”	:	Has the meaning ascribed to it in Section 2.2 of this Circular
“SFA”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholder(s)”	:	Registered holders of the Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose securities accounts are credited with those Shares. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective securities accounts in the Depository Register maintained by CDP
“Shares”	:	Ordinary shares in the capital of the Company
“SSA”	:	The share subscription agreement entered into between PT DNS, PT DPN, PT SD, and the Target Company on 3 April 2024 in relation to the Proposed Collective Subscription
“SSA Completion”	:	Has the meaning ascribed to it in Section 1.2 of this Circular
“Sponsor”	:	ZICO Capital Pte. Ltd.
“Subscription Shares”	:	Collectively, the DNS Subscription Shares and DPN Subscription Shares
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Shares, or those Shares, is not less than 5.0% of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
“Target Company” or “PT DPB”	:	PT Deli Pratama Batubara
“Target Group”	:	Collectively, (i) the Target Company, (ii) PT PKPK, (iii) PT BHS, and (iv) PT TRIOP

### **Currencies, Units and Others**

“IDR”	:	Indonesian rupiah, the lawful currency of Indonesia
“S\$” or “cents”	:	Singapore dollar or cents, the lawful currency of Singapore
“%” or “per cent”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “**subsidiaries**” and “**related corporations**” shall have the meanings ascribed to them in Section 5 and Section 6 respectively of the Companies Act.

---

## DEFINITIONS

---

The term “**treasury shares**” shall have the meaning ascribed to it in Section 76H of the Companies Act.

Any reference to a time of day in this Circular shall be a reference to Singapore time, unless otherwise stated.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Catalist Rules or such statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or such statutory modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Unless otherwise stated, all amounts converted from IDR to S\$ in this Circular shall be based on an indicative exchange rate of S\$1.00 : IDR12,153.6 (the “**Exchange Rate**”), being the mid-day exchange rate as at 20 June 2024 as published on the website of the Monetary Authority of Singapore.

Any discrepancy in figures included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.



---

## **CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS**

---

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “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 Company’s current expectations, beliefs, hopes, intentions or strategies 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 should not place undue reliance on such forward-looking statements, and the Company does not guarantee any future performance or event or assumes any obligation to update publicly or revise any forward-looking statement.

---

## LETTER TO SHAREHOLDERS

---

### RESOURCES GLOBAL DEVELOPMENT LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201841763M)

#### Board of Directors:

Alice Yan (Independent Non-Executive Chairperson)  
Francis Lee (Executive Director and Chief Executive Officer)  
Salim Limanto (Executive Director and Chief Operating Officer)  
Hew Koon Chan (Independent Non-Executive Director)  
Cheong Hock Wee (Independent Non-Executive Director)

#### Registered Office:

144 Robinson Road  
#11-02 Robinson Square  
Singapore 068908

28 June 2024

To: **The Shareholders of Resources Global Development Limited**

Dear Sir / Madam

#### 1. INTRODUCTION

- 1.1 On 4 April 2024, the Company announced that PT DNS, a 99%-owned subsidiary of the Company, had on 3 April 2024, entered into the SSA with PT DPN, PT SD, and the Target Company, pursuant to which PT DNS and PT DPN agreed to subscribe for the Subscription Shares of the Target Company on the terms and subject to the conditions of the SSA.
- 1.2 As at the Latest Practicable Date, the shareholders of the Target Company are PT DPN and PT SD, holding 9,999 shares and one (1) share respectively. Upon completion of the Proposed Collective Subscription and the SD Transfer ("**SSA Completion**"), PT DNS will be the legal and beneficial owner of 58% of the enlarged issued and paid-up share capital in the Target Company and the remaining 42% shall be owned by PT DPN. Accordingly, the Target Company will become a 58%-owned indirect subsidiary of the Company upon the SSA Completion.
- 1.3 As at the Latest Practicable Date, (i) certain Controlling Shareholders of the Company (namely Mr Djunaidi Hardi, Mr Juhadi and Mr Arifin Tan) and their associates collectively own 80% of PT DPN and the remaining 20% is owned by unrelated third parties, and (ii) PT SD is indirectly wholly-owned by certain Controlling Shareholders of the Company (namely Mr Djunaidi Hardi, Mr Juhadi and Mr Arifin Tan) and their associates.
- 1.4 Accordingly, each of PT DPN, PT SD and the Target Company is an associate of the Founding Shareholders who are also Controlling Shareholders of the Company, and are therefore considered interested persons under Chapter 9 of the Catalist Rules and the Proposed DNS Subscription constitutes an interested person transaction under Chapter 9 of the Catalist Rules.
- 1.5 Separately, the Company intends to modify its existing IPT General Mandate to include the Additional Mandated Interested Persons and the Additional Mandated Interested Person Transactions (the "**Proposed Modifications of the IPT General Mandate**"). Please refer to Section 4 of this Circular for further details on the Proposed Modifications of the IPT General Mandate.
- 1.6 **EGM and Circular**  
The purpose of this Circular is to provide Shareholders with the rationale for, and information relating to the Proposed Transactions, and to seek Shareholders' approval in respect of the same at the EGM to be held at 02:00 p.m. on 15 July 2024 at 160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 3. The Notice of EGM is set out on pages 75 to 77 of this Circular.

---

## LETTER TO SHAREHOLDERS

---

The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the statements made, reports contained, or opinions expressed in this Circular.

### 1.7 Legal Adviser

Withers KhattarWong LLP has been appointed as the legal adviser to the Company in relation to the matters stated in this Circular.

## 2. THE PROPOSED COLLECTIVE SUBSCRIPTION

### 2.1 Information on the Target Group

*All information in respect of the Target Group is based solely on information and representations made and provided by the Target Group to the Company. In respect of such information, the Company has not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this Circular in its proper form and context.*

#### (a) Target Company

The Target Company is a limited liability company established in Indonesia on 16 August 2016. The Target Company is a holding company and does not carry out any business activities. As at the Latest Practicable Date,

- (i) the Target Company has an issued and paid-up capital of IDR 1,000,000,000 comprising 10,000 shares. The shareholders of the Target Company are PT DPN and PT SD, holding 9,999 shares and 1 share respectively;
- (ii) the sole director of the Target Company is Mr Haryanto Sofian and the sole commissioner of the Target Company is Mr Suki, who are all not related to the Company, the Group, the Directors or Substantial Shareholders of the Company and their respective associates; and
- (iii) the Target Company holds a 75.0% stake in PT PKPK, which is a company listed on the Indonesia Stock Exchange.

#### (b) PT PKPK

PT PKPK is a limited liability company established in Indonesia on 7 December 1983. All of PT PKPK's shares are listed and traded on the Indonesia Stock Exchange ("IDX") since 11 July 2007. PT PKPK is engaged in the business of construction services in Kalimantan and Sumatera. As at the Latest Practicable Date,

- (i) PT PKPK has an issued and paid-up share capital of IDR 240,000,000,000 comprising 1,200,000,000 shares. The shareholders of PT PKPK are the Target Company (75%) and public shareholders (25%);
- (ii) the directors of PT PKPK are Mr Untung Haryono and Mr Haryanto Sofian, and the commissioners of PT PKPK are Mr Suki, Mr Jusuf Mangga Barani and Mr Sammy Tony Saul Lalamentik, who are all not related to the Company, the Group, the Directors or Substantial Shareholders of the Company and their respective associates; and
- (iii) PT PKPK holds a 99.94% stake in PT BHS.

For the avoidance of doubt, the Group does not intend to diversify into the business of construction services undertaken by PT PKPK. Subsequent to the SSA Completion, PT PKPK will continue to operate its business of construction services independently without any management involvement by the Group.

---

## LETTER TO SHAREHOLDERS

---

(c) PT BHS

PT BHS is a limited liability company established in Indonesia on 19 December 2008. Based on the establishment documents of PT BHS, PT BHS is a holding company and does not carry out any business activities. As at the Latest Practicable Date,

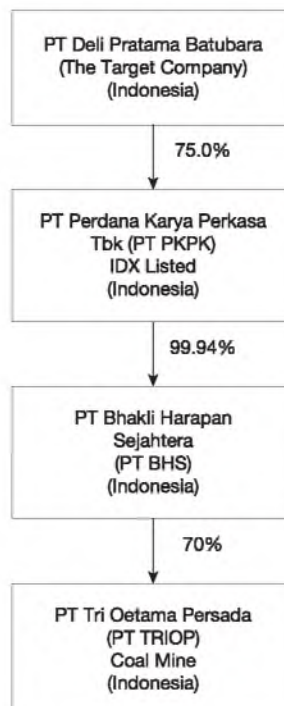
- (i) PT BHS has an issued and paid-up share capital of IDR 150,000,000,000 comprising 15,000,000 shares. The shareholders of PT BHS are PT PKPK and PT DPN, with shareholding interest of 99.94% and 0.06% respectively;
- (ii) the sole director of PT BHS is Mr Haryanto Sofian, and the sole commissioner of PT BHS is Mr Suki, who are all not related to the Company, the Group, the Directors or Substantial Shareholders of the Company and their respective associates; and
- (iii) PT BHS has a 70% stake in PT TRIOP, a coal mining company.

(d) PT TRIOP

PT TRIOP is a limited liability company established in Indonesia on 27 September 2006. PT TRIOP is principally engaged in the business of mining, quarrying, transportation and warehousing. PT TRIOP has a mining business permit with production operation period until 19 July 2031 over a coal mine located in Central Kalimantan, Indonesia with total estimated proved and probable reserves of 64 million tonnes. As at the Latest Practicable Date,

- (i) PT TRIOP has an issued and paid-up share capital of IDR 110,000,000,000 comprising 110,000 shares. The shareholders of PT TRIOP are PT BHS and PT BUS, with shareholding interest of 70% and 30% respectively. PT BUS is a limited liability company established in Indonesia which is wholly-owned by certain of the Founding Shareholders and their associates; and
- (ii) the sole director of PT TRIOP is Mr Helyuzar, and the sole commissioner of PT TRIOP is Dr Gatot Eddy Pramono, who are all not related to the Company, the Group, the Directors or Substantial Shareholders of the Company and their respective associates.

**The corporate structure of the Target Group as at the Latest Practicable Date is illustrated as follows:**



---

## LETTER TO SHAREHOLDERS

---

For more information on the Target Group and its relationship with the Company, please refer to Section 3.3 of this Circular entitled “The Proposed DNS Subscription as an Interested Person Transaction”.

### 2.2 Principal Terms of the SSA

#### (a) Subscription Shares

Pursuant to the SSA:

- (i) PT DNS shall subscribe for 1,740,000 new ordinary shares in the issued and paid-up share capital of the Target Company (the “**DNS Subscription Shares**”), representing 58% of the enlarged issued and paid-up share capital of the Target Company after the SSA Completion (“**Proposed DNS Subscription**”);
- (ii) PT DPN shall subscribe for 1,250,000 new ordinary shares in the issued and paid-up share capital of the Target Company (the “**DPN Subscription Shares**”), representing approximately 41.7% of the enlarged issued and paid-up share capital of the Target Company after the SSA Completion (“**Proposed DPN Subscription**”); and
- (iii) PT SD shall transfer 1 ordinary share held by it in the issued and paid-up capital of the Target Company to PT DPN (“**SD Transfer**”).

Upon the SSA Completion, (i) PT SD will cease to be a shareholder of the Target Company; (ii) the shareholders of the Target Company will be PT DNS and PT DPN, holding 1,740,000 shares and 1,260,000 shares of the Target Company respectively (representing 58.0% and 42.0% of the enlarged issued and paid-up share capital of the Target Company respectively); and (iii) the Target Company will become a 58.0%-owned indirect subsidiary of the Company.

#### (b) Consideration

The consideration for each Subscription Share is IDR100,000. Accordingly, the total consideration for the DNS Subscription Shares is IDR174 billion (equivalent to approximately S\$14.32 million) (the “**Consideration**”). The Consideration shall be payable by PT DNS to the Target Company in full in cash upon the SSA Completion. The Consideration will be funded by the Group’s internal sources.

The Consideration was arrived at on a willing-seller, willing-buyer basis between PT DNS and the Target Company, and after taking into account the value of the Target Company’s shareholding in PT PKPK, based on the share price of PT PKPK.

#### (c) Conditions Precedent

The SSA Completion is subject to and conditional upon, *inter alia*, the satisfaction of the following conditions (“**Conditions Precedent**”):

- (i) the completion of the SD Transfer;
- (ii) the results of the legal and financial due diligence on the Target Group conducted by PT DNS and its advisors being reasonably satisfactory to PT DNS;
- (iii) the warranties made by PT DPN under the SSA being true and accurate in all material respects as at the date of the SSA Completion, with reference to the facts and circumstances existing on the date of the SSA Completion;
- (iv) the parties having obtained the required consent from their shareholders and/or from other documents required in connection with the increase in authorised capital as well as the issued and paid-up capital, and also changes in the composition of the Target Company’s shareholders;

---

## LETTER TO SHAREHOLDERS

---

- (v) the approval of the shareholders of PT DNS and the Shareholders at the EGM, and the regulatory authorities (including the Sponsor and/or SGX-ST, where applicable), in respect of the Proposed DNS Subscription as an interested person transaction; and
- (vi) all necessary approvals, consents and waivers from third parties, governmental or regulatory body or competent authority (including but not limited to the Sponsor and/or the SGX-ST, if needed), being granted or obtained, being in full force and effect and not having been withdrawn, suspended, amended or revoked, and if such approvals, consents and/or waivers are granted or obtained subject to any conditions, and if such conditions affect any of the parties to the SSA, such conditions being acceptable to the parties, and if such conditions are to be fulfilled before date of the SSA Completion, such conditions being fulfilled before the date of the SSA Completion.

### 2.3 SSA Completion

Subject to the fulfilment of the Conditions Precedent, the SSA Completion shall take place within seven (7) working days from fulfilment and/or written waiver of all the Conditions Precedent.

At the SSA Completion:

- (a) PT DPN and PT DNS will enter into a shareholders' agreement, the salient terms of which include the following:
  - (i) PT DNS will have the sole right to nominate the appointment and propose the termination of (A) the members of the board of directors (including the president director); (B) members of the board of commissioners (including the president commissioner); and (C) key executives and management personnel of the Target Company, and PT DPN will approve the nomination and proposed termination by PT DNS;
  - (ii) during the general meeting of shareholders, PT DPN will vote in tandem with PT DNS on all resolutions, including all special resolutions to be resolved in any general meeting of shareholders of the Target Company; and
  - (iii) PT DPN will grant a right of first offer over the shares held by it in the Target Company in favour of PT DNS.
- (b) PT BUS and PT DNS will enter into a deed of right of first offer, pursuant to which PT BUS will grant a right of first offer over the shares held by it in PT TRIOP in favour of PT DNS.

### 2.4 Financial Information

Based on the audited financial statements of the Target Company for FY2023, the Target Company recorded net loss of IDR 7.8 billion (equivalent to approximately S\$0.6 million) for FY2023 and a net liability value of approximately IDR 8.1 billion (equivalent to approximately S\$0.7 million) as at 31 December 2023.

Based on the audited consolidated financial statements of PT PKPK (excluding the BHS Group) for FY2023, PT PKPK recorded a net loss of approximately IDR 6.1 billion (equivalent to approximately S\$0.5 million) for FY2023 and a net asset value of approximately IDR 243.4 billion (equivalent to approximately S\$20.0 million) as at 31 December 2023.

PT PKPK completed the acquisition of 99.94% stake in PT BHS (and accordingly, BHS Group) on 8 January 2024.

---

## LETTER TO SHAREHOLDERS

---

Based on the audited consolidated financial statements of the BHS Group for FY2023, the BHS Group recorded a net loss of approximately IDR 611.4 million (equivalent to approximately S\$50,300) for FY2023 and a net asset value of approximately IDR 161.7 billion (equivalent to approximately S\$13.3 million) as at 31 December 2023.

As at the Latest Practicable Date, the market capitalisation of PT PKPK is approximately IDR 417.6 billion (equivalent to approximately S\$34.4 million), based on the 1,200,000,000 ordinary shares in the capital of PT PKPK in issue and a closing share price of IDR 348 per share on the Latest Practicable Date.

### 2.5 Independent Appraiser

The Company has appointed Kantor Jasa Penilai Publik Ferdinand, Danar, Ichsan Dan Rekan as the Independent Appraiser to perform an independent appraisal on the indicative fair value of equity of the Target Group. Based on the Assessment Study Report, the fair value of the Target Group as at 20 June 2024 is approximately IDR 315.0 billion (equivalent to approximately S\$25.9 million).

The Independent Appraiser has selected and adopted all three (3) commonly accepted assessment approaches and methods promulgated by the Indonesian Valuation Standard (SPI) 330 year 2018 VII, namely the market approach (with the guideline publicly traded company method), income approach (with discounted cashflow method), and asset approach (with adjusted book value method).

Please refer to Appendix 2 to this Circular for the executive summary of the Assessment Study Report issued by the Independent Appraiser. **Shareholders are advised to read the executive summary of the Assessment Study Report and the Assessment Study Report carefully in its entirety.**

None of the Target Company, PT DPN, PT SD, the Directors, the Controlling Shareholders, or their respective associates have any interest, direct or indirect, in the Independent Appraiser.

### 2.6 Rationale for the Proposed DNS Subscription

Following the extraordinary general meeting of the Company held on 15 January 2024 and the completion of the acquisition of Batubara Development Pte. Ltd.:

- (a) Shareholders' approval was obtained for the proposed diversification of the Group's business to include the business of coal mining, with a particular focus on coal with total average gross as received ("**GAR**") of approximately 4,200 kcal/kg ("**Coal Mining Business**"). The Coal Mining Business is complementary to the Group's existing core businesses of trading and the provision of shipping services; and
- (b) the Group acquired an interest in the coal mines held by PT Persada Kapuas Prima, PT Pesona Bara Cakrawala, PT Pasir Bara Prima and PT Cakrawala Bara Persada (collectively, the "**DDS Group**") which have total estimated proved and probable coal reserves of the Group to 162 million tonnes.

The Proposed DNS Subscription is primarily to acquire an interest in the coal mine held by PT TRIOP, which will increase the Group's total estimated proved and probable coal reserves to 226 million tonnes. Furthermore, the coal mine held by PT TRIOP is strategically located near the coal mines held by the DDS Group. The close proximity of all these coal mines will allow the Group to leverage economies of scale as part of its expansion of operations in the Coal Mining Business. Barring any unforeseen circumstances, the coal mine held by PT TRIOP is expected to commence commercial production at the end of 2024.

## LETTER TO SHAREHOLDERS

### 2.7 The Proposed DNS Subscription as a Discloseable Transaction

The relative figures computed under Rule 1006 of the Catalist Rules in relation to the Proposed DNS Subscription are based on the audited consolidated financial statements of the Group for FY2023, and are set out as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable <sup>(1)</sup>
(b)	The net loss <sup>(2)</sup> attributable to the assets acquired, compared with the Group's net profits.	(6.2)% <sup>(3)</sup>
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares, excluding treasury shares.	14.9% <sup>(4)</sup>
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable <sup>(4)</sup>
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves.	Not applicable <sup>(6)</sup>

**Notes:**

- (1) This basis is not applicable to an acquisition of assets.
- (2) Pursuant to Rule 1002(3)(b) of the Catalist Rules, "net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (3) Based on the *pro forma* consolidated financials of the Target Group for FY2023, the net loss of the Target Group attributable to equity holders was approximately S\$1.4 million for FY2023, and the net loss attributable to the 58% shareholding interest of the Target Group is approximately S\$0.8 million. The Group's net profits attributable to equity holders for FY2023 was S\$12.9 million.
- (4) Computed based on (i) the Consideration; and (ii) the Company's market capitalisation of approximately S\$99.0 million as at 2 April 2024 (being the last market day on which the Shares were traded prior to the signing of the SSA). Under Rule 1002(5) of the Catalist Rules, the market capitalisation of the Company is determined by multiplying the number of Shares in issue (being 90,000,000 Shares, prior to the Company's share split exercise which was completed in May 2024) by the weighted average price of S\$1.10 per Share on 2 April 2024 (being the last market day on which the Shares were traded prior to the signing of the SSA).
- (5) This basis is not applicable as there will be no new Shares issued as consideration for purposes of the Proposed DNS Subscription.
- (6) This basis is not applicable to an acquisition of assets.

As the relative figure computed pursuant to Rule 1006(b) of the Catalist Rules involves a negative figure, under Rule 1007(1) of the Catalist Rules, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10A of the Catalist Rules.

Pursuant to paragraph 4.4(a) of Practice Note 10A of the Catalist Rules, as (i) the absolute relative figure for the Proposed DNS Subscription computed on the basis of Rule 1006(c) of the Catalist Rules does not exceed 75%, and (ii) the net loss attributable to the Proposed DNS Subscription exceeds 5% but does not exceed 10% of the consolidated net profit of the Group (based on absolute values), the Proposed DNS Subscription constitutes a disclosable transaction pursuant to Chapter 10 of the Catalist Rules which does not require the approval of the Shareholders at a general meeting. Notwithstanding the foregoing, the Proposed DNS Subscription is subject to the approval of Shareholders as it is an interested person transaction pursuant to Chapter 9 of the Catalist Rules. Please refer to Section 3 of this Circular for further information.



---

## LETTER TO SHAREHOLDERS

---

### 2.8 Financial Effects of the Proposed DNS Subscription

#### (a) Bases and Assumptions

The *pro forma* financial effects of the Proposed DNS Subscription on the Group set out below are only presented for illustration purposes and are therefore not indicative of the actual and/or future results and financial situation of the Company or the Group after the SSA Completion.

The *pro forma* financial effects of the Proposed DNS Subscription have been prepared based on the audited consolidated financial statements of the Group for FY2023, and on the following bases and assumptions:

- (i) the financial effects on the consolidated net tangible assets (“NTA”) per Share is computed based on the assumption that the Proposed DNS Subscription was completed on 31 December 2023;
- (ii) the financial effects on the consolidated earnings per Share (“EPS”) is computed based on the assumption that the Proposed DNS Subscription was completed on 1 January 2023;
- (iii) the expenses to be incurred in connection with the Proposed DNS Subscription are estimated to be approximately S\$250,000; and
- (iv) for the avoidance of doubt, (a) the Company’s share split of every one existing Share held by Shareholders into five Shares which was completed on 20 May 2024, and (b) the proposed placement of up to 50 million new Shares announced on 18 June 2024, have been disregarded.

#### (b) NTA per Share

As at 31 December 2023	Before the Proposed DNS Subscription	After the Proposed DNS Subscription
NTA <sup>(1)</sup> (S\$'000)	60,981	51,869
Number of Shares ('000)	90,000	90,000
NTA per Share (Singapore cents)	67.8	57.6

**Note:**

- (1) Net tangible asset attributable to the equity holders of the Company.

#### (c) EPS

For FY2023	Before the Proposed DNS Subscription	After the Proposed DNS Subscription
Profit attributable to equity holders of the Company (S\$'000)	12,936	11,743
Number of Shares ('000)	90,000	90,000
EPS (Singapore cents)	14.4	13.0

### 2.9 No Service Contracts

No person is proposed to be appointed as a Director in connection with the Proposed DNS Subscription. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

---

## LETTER TO SHAREHOLDERS

---

### 3. THE PROPOSED DNS SUBSCRIPTION AS AN INTERESTED PERSON TRANSACTION

#### 3.1 Interested Person Transactions under Chapter 9 of the Catalist Rules

Rule 904(5) of the Catalist Rules provides that an interested person transaction means a transaction between an entity at risk and an interested person. Rule 904(2)(a) of the Catalist Rules provides, *inter alia*, that an entity at risk means the issuer or a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange. Rule 904(4) of the Catalist Rules provides, *inter alia*, that an interested person means a director, chief executive officer, controlling shareholder of the issuer or any of their associates. Rule 904(6)(f) of the Catalist Rules provides, *inter alia*, that a transaction includes the issuance or subscription of securities.

#### 3.2 Shareholders' Approval

Rule 906(1) of the Catalist Rules provides that an issuer must obtain shareholders' approval for any interested person transaction of a value equal to, or more than:

- (a) 5% of the group's latest audited NTA; or
- (b) 5% of the group's latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by the shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

Rule 918 of the Catalist Rules provides that if a transaction requires shareholders' approval, it must be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of the transaction.

Rule 909 of the Catalist Rules provides, *inter alia*, that the value of a transaction is the amount at risk to the issuer.

The Company proposes to seek the approval of the Shareholders for the Proposed DNS Subscription as an interested person transaction under Rule 906 of the Catalist Rules at the EGM.

#### 3.3 The Proposed DNS Subscription as an Interested Person Transaction

As mentioned in Section 1.4 of this Circular, PT DPN, PT SD, and the Target Company are associates of the Controlling Shareholders of the Company, and are therefore considered interested persons under Chapter 9 of the Catalist Rules. Accordingly, the Proposed DNS Subscription constitutes an interested person transaction under Chapter 9 of the Catalist Rules.

The amount at risk to the Company in respect of the Proposed DNS Subscription is the Consideration, which represents approximately 23.5% when compared to the Group's latest audited NTA attributable to equity holders of the Company of approximately S\$61.0 million as at 31 December 2023. As the amount at risk exceeds 5% of the Group's latest audited NTA as at 31 December 2023, Shareholders' approval for the Proposed DNS Subscription is required in accordance with Rule 906(1)(a) of the Catalist Rules.

#### 3.4 Interested Person Transactions since 1 January 2024

Save for the acquisition of Batubara Development Pte. Ltd. which was completed on 17 January 2024 and the Proposed DNS Subscription as disclosed above, the Company has not entered into any other transaction with PT DPN, PT SD, the Target Company, or any of their respective associates or any transaction with interested persons since the beginning of this financial year ending 31 December 2024.

---

## LETTER TO SHAREHOLDERS

---

### 3.5 Abstention from Recommendation

Mr Salim Limanto, Executive Director and Chief Operating Officer of the Company, is the son of Mr Djunaidi Hardi (a Controlling Shareholder of the Company, who is one of the ultimate shareholders of PT DPN, PT SD and the Target Company). Accordingly, Mr Salim Limanto has abstained from participating in the deliberations of the Board in respect of the Proposed DNS Subscription, and will abstain from making any recommendations to Shareholders on the Proposed DNS Subscription in his capacity as a Director of the Company.

### 3.6 Abstention from Voting

Pursuant to Rule 919 of the Catalist Rules, the Founding Shareholders will abstain, and will undertake to ensure that their respective associates will abstain from voting on the Proposed DNS Subscription. The Founding Shareholders and their respective associates will also not accept appointments as proxy(ies) for any Shareholder to vote in respect of the Proposed DNS Subscription at the EGM, unless the Shareholder concerned has given specific instructions in his/her/its proxy form as to the manner in which his/her/its vote is to be cast.

The Company will disregard any votes cast on a resolution by the person required to abstain from voting by the Catalist Rules or pursuant to a court order where such court order is served on the Company.

### 3.7 Advice of the Independent Financial Adviser in respect of the Proposed DNS Subscription

Xandar Capital Pte. Ltd. has been appointed as the IFA to advise the Recommending Directors for the purposes of the Proposed DNS Subscription to provide an opinion on whether the Proposed DNS Subscription, as an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders pursuant to Rule 921(4) (a) of the Catalist Rules.

Information relating to the advice of the IFA to the Recommending Directors and the key factors it has taken into consideration have been extracted from the IFA Letter (and reproduced below in italics), and all terms and expressions used in the extract below shall bear the same meanings as attributed to them in the IFA Letter unless otherwise stated.

#### **EXTRACTS FOR IFA OPINION ON PROPOSED DNS SUBSCRIPTION**

*Having regard to our terms of reference, in arriving at our opinion, we have taken into account a range of factors which we consider to be pertinent and have a significant bearing on our assessment of the Proposed DNS Subscription. We have carefully considered as many factors as we deem essential and balanced them before reaching our opinion. Accordingly, it is important that our IFA Letter, in particular, all the considerations and information we have taken into account, be read in its entirety.*

*We set out below a summary of the key factors we have taken into our consideration when assessing the Proposed DNS Subscription:*

- (a) the Subscription Price payable by the Company is the same as (i) the nominal value of each existing share in the issued and paid-up share capital of PT DPB; (ii) the subscription price previously paid by PT DPN when it subscribed for its existing 9,999 existing shares in the issued and paid-up capital of the Target Company; and (iii) the subscription price payable by PT DPN for the DPN Subscription Shares;*
- (b) the issuance of the Subscription Shares to raise gross proceeds of IDR 299 billion represents a price to indicative fair value ratio of 0.95 time to the indicative fair value of IDR 315 billion for the total equity of the Target Company as at 31 December 2023 as opined by the Independent Appraiser;*

---

## LETTER TO SHAREHOLDERS

---

- (c) *the Subscription Price represents a price to proforma fair value adjusted NAV of 0.76 times after taking into account the net positive adjustment of IDR 401.9 billion to the Target Company's 74.16% interest in the issued and paid-up capital of PT PKPK as at 31 December 2023 by the Independent Appraiser in the Assessment Study Report;*
- (d) *the Implied Price for each PT PKPK Share of IDR 333 is within premia and discounts of not more than 10% to the volume weighted average traded price of the PKPK Shares for the period after the Announcement Date up to the Latest Practicable Date and also represents a discount of 4.3% to the closing price of IDR 348 for each PKPK Share on the Latest Practicable Date; and*
- (e) *other considerations set out in paragraph 4.5 of this IFA Letter.*

***Accordingly, after taking into account the above factors and the information made available to us as at the Latest Practicable Date, we are of the opinion that, the Proposed DNS Subscription is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.***

Shareholders are advised to read the above extracts in conjunction with, and in the context of, the full text of the IFA Letter, a copy of which is reproduced in Appendix 1 to this Circular. Shareholders are advised to read the IFA Letter carefully and in its entirety, and consider carefully the recommendations of the Recommending Directors in respect of the Proposed DNS Subscription as set out in Section 7 of this Circular.

#### 4. PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE

##### 4.1 Background

The Company had on 23 December 2019 adopted a general mandate for certain recurrent interested person transactions which was made effective pursuant to Rule 920(2) of Chapter 9 of the Catalyst Rules by way of the Offer Document from the Company's date of Listing (the "IPT General Mandate"). The IPT General Mandate was last renewed at the Company's annual general meeting held on 29 April 2024 and shall continue in force until the conclusion of the Company's next annual general meeting to be convened.

The Company intends to modify its existing IPT General Mandate to include the Additional Mandated Interested Persons and the Additional Mandated Interested Person Transactions. The full text of the amended IPT General Mandate, with the proposed amendments blacklined or in strikethrough, can be found in **Appendix 3** to this Circular.

##### 4.2 Proposed Modifications of the IPT General Mandate

###### (a) Rationale

Following the extraordinary general meeting of the Company held on 15 January 2024, Shareholders' approval was obtained, *inter alia*, to diversify the Group's business to include the Coal Mining Business. Subsequently on 17 January 2024, the Company completed its acquisition of Batubara Development Pte. Ltd., indirectly acquiring an interest in the DDS Group, which comprises four (4) coal mines.

Furthermore, through the Proposed DNS Subscription, the Group is proposing to acquire an interest in a coal mine held by PT TRIOP. Upon the SSA Completion, the Group will have an interest in a total of five (5) coal mines (collectively referred herein as the "**Coal Mining Companies**").

As a result of the Company's diversification into the Coal Mining Business, it is envisaged that the Group will from time to time, in the ordinary course of the Group's Coal Mining Business, enter into the Additional Mandated Interested Person Transactions (as set out in Section 4.2(c) below) with the Additional Mandated Interested Persons (as set out in Section 4.2(b) below).

---

## LETTER TO SHAREHOLDERS

---

While none of the Coal Mining Companies have commenced production as at the Latest Practicable Date, in view of the time-sensitive and recurrent nature of the Additional Mandated Interested Person Transactions, it would be beneficial for the Group to modify the IPT General Mandate to enable the EAR Group to enter into the Additional Mandated Interested Person Transactions (in addition to the Existing Mandated Interested Person Transactions) expeditiously as soon as the Coal Mining Companies commence production, provided that the Additional Mandated Interested Person Transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Group and the minority Shareholders.

The Proposed Modifications of the IPT General Mandate will facilitate the day-to-day operations of the Group's trading business as well as the Coal Mining Business, eliminating the need to announce, or to announce and convene separate general meetings from time to time to seek independent Shareholders' approval, easing administrative and financial costs, without compromising the EAR Group's business activities.

In accordance with the requirements of Chapter 9 of the Catalist Rules, the Company will (a) disclose in the Company's annual report the aggregate value of transactions conducted with the Mandated Interested Persons pursuant to the modified IPT General Mandate during the financial year (as well as in the annual reports for subsequent financial years that the modified IPT General Mandate continues to be in force); and (b) announce the aggregate value of Mandated Interested Person Transactions conducted with the Mandated Interested Persons pursuant to the modified IPT General Mandate for the financial periods that the Company is required to report on pursuant to Rule 705 of the Catalist Rules.

(b) Additional Mandated Interested Persons

Subject to Shareholders' approval on the Proposed Modifications of the IPT General Mandate, the modified IPT General Mandate shall apply to the Existing Mandated Interested Person Transactions and the Additional Mandated Interested Person Transactions that are carried out between any entity within the EAR Group and the Existing Mandated Interested Persons as well as the following:

(i) PT DPAL

PT DPAL, incorporated in Indonesia, is a 50.5% effectively owned subsidiary of the Company. PT DPAL currently provides two broad categories of shipping services comprising (a) the chartering of its vessels for transporting goods from a specified loading jetty or port, to various regions within Indonesia where their end-customers are located (the "**Chartering Services**"); and (b) the transporting of goods from loading jetties or ports to the mother vessels anchored at sea, for their onward transportation to other destinations (the "**Transshipment Services**", and together with the Chartering Services, the "**Shipping Services**"). The EAR Group will be engaging the Shipping Services of PT DPAL when the Coal Mining Companies commence production.

PT DPAL is an 'interested person' of the Company pursuant to Rules 904(4)(b) and 915(3) of the Catalist Rules as certain of the Founding Shareholders and their associates collectively hold (indirectly) the remaining 49.5% interest in PT DPAL.

(ii) PT TRIOP

PT TRIOP is part of the Target Group and will be an indirect subsidiary of the Company upon the SSA Completion. PT TRIOP is principally engaged in the business of mining, quarrying, transportation and warehousing of coal and is a potential supplier of coal for the Group's trading business. The EAR Group (In this case, being the Group excluding PT TRIOP) intends to utilise the land of PT TRIOP (adjacent to the jetty owned by PT MJSU) for stockpiling purposes (the "**Stockpiling Services**").

---

## LETTER TO SHAREHOLDERS

---

PT TRIOP is an 'interested person' of the Company pursuant to Rule 915(3) of the Catalyst Rules as certain of the Founding Shareholders and their associates collectively holds 5% or more interest in PT TRIOP other than through the Group.

(iii) PT MJSU

PT MJSU, a company incorporated in Indonesia, owns equipment and facilities such as crushers and conveyors which are located at the jetty within proximity of the coal mines owned by the Coal Mining Companies, and provides services such as crushing of coal and loading of crushed coal onto barges at the jetty (collectively, the "**Jetty Services**").

The EAR Group will be engaging the Jetty Services when the Coal Mining Companies commence production.

PT MJSU is an 'interested person' of the Company pursuant to Rule 904(4)(b) of the Catalyst Rules as certain of the Founding Shareholders and their associates collectively hold an aggregate indirect effective interest of 80% in PT MJSU.

PT DPAL, PT TRIOP and PT MJSU shall collectively be referred to as the "**Additional Mandated Interested Persons**" and each an "**Additional Mandated Interested Person**".

(c) Additional Mandated Interested Person Transactions

As a result of the Company's diversification into Coal Mining Business, it is envisaged that the Group will from time to time, in the ordinary course of the Group's Coal Mining Business, enter into the following additional interested person transactions with the Additional Mandated Interested Persons ("**Additional Mandated Interested Person Transactions**"):

- (i) purchase of coal from PT TRIOP;
- (ii) provision of the Stockpiling Services by PT TRIOP;
- (iii) provision of the Shipping Services by PT DPAL; and
- (iv) provision of the Jetty Services by PT MJSU.

(d) Amendments to the Guidelines and Review Procedures of the IPT General Mandate

**(i) Purchase of coal from PT TRIOP**

There is no amendment to the existing guidelines and review procedures on the purchase of coal from the Mandated Interested Persons under the IPT General Mandate. The purchase of coal by the EAR Group (in this case, being the Group excluding PT TRIOP) from PT TRIOP after the Coal Mining Companies commence production will be conducted in accordance with the Group's existing guidelines and review procedures on the purchase of coal from the Mandated Interested Persons under the existing IPT General Mandate. Please refer to paragraph 1.6(a) of Appendix 3 to this Circular for information on the existing guidelines and review procedures on the purchase of coal.

**(ii) Provision of the Stockpiling Services by PT TRIOP**

The Company will be implementing the following guidelines and review procedures for the obtaining of the Stockpiling Services by the EAR Group from PT TRIOP.

The EAR Group envisages that most (if not all of its coal) from the Coal Mining Companies will be stockpiled on the land owned by PT TRIOP which is adjacent to the jetty for ease of shipping the coal to the customers of the EAR Group.

---

## LETTER TO SHAREHOLDERS

---

The fee for the Stockpiling Services, which is on a per metric tonne basis, shall be pre-determined in advance between the EAR Group and PT TRIOP and approved by the Audit Committee on an annual basis, and all Stockpiling Services between the EAR Group and PT TRIOP shall be carried out in accordance with the pre-determined fee. When submitting the fee to the Audit Committee for approval, the EAR Group shall compare the fee offered by PT TRIOP with the terms offered by at least two (2) other unrelated third-party suppliers for similar Stockpiling Services. The fee payable by the EAR Group to PT TRIOP shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall undertake the following:

- (A) compare the fee offered by PT TRIOP against the prevailing publicly available fees for similar Stockpiling Services in other parts of Indonesia;
- (B) compare the fee offered by PT TRIOP against the fees charged by PT TRIOP to its unrelated third-party customers; or
- (C) in the absence of the above (A) and (B), the CFO shall prepare the relevant costing analysis to ensure that the gross profit margins of the Group are not materially affected by the obtaining of the Stockpiling Services from PT TRIOP.

When performing any of the above, the Company shall take into consideration pertinent factors such as the proximity to jetties, the capacity, the payment milestones and the credit terms.

While the fee is pre-determined and approved by the Audit Committee on an annual basis, any change in the fee during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee.

### (iii) Provision of the Shipping Services by PT DPAL

The Company will be implementing the following guidelines and review procedures for the obtaining of the Shipping Services by the EAR Group from PT DPAL:

- (A) In respect of the Transshipment Services where the EAR Group engages PT DPAL for regular short-distance shipment of its coal from the local jetties or ports to bulk carriers designated by customers at a specified anchorage

The EAR Group envisages that the Transshipment Services to occur frequently when the Coal Mining Companies commence production.

The fees for the Transshipment Services, which will be on a per trip basis, shall be pre-determined in advance between the EAR Group and PT DPAL and approved by the Audit Committee on a bi-annual or annual basis, and all Transshipment Services between the EAR Group and PT DPAL shall be carried out in accordance with the pre-determined fee. When submitting the fee to Audit Committee for approval, the EAR Group shall compare the fee offered by PT DPAL with the terms offered by at least two (2) other unrelated third-party suppliers for similar Transshipment Services. The fee payable by the EAR Group to PT DPAL shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall compare the fee offered by PT DPAL against the prevailing fees paid by the EAR Group for similar Transshipment Services in other parts of Indonesia or in the absence of such comparable quotations, compare the fees charged by PT DPAL to its unrelated third-party customers, after taking into consideration pertinent factors such as the shipment route and distances, the number of shipping days for the route, the freight charges for each metric ton of coal shipped in each route, the payment milestones and the credit terms.

---

## LETTER TO SHAREHOLDERS

---

Similarly, while the fees are pre-determined and approved by the Audit Committee on a bi-annual or an annual basis, any change in any fees during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fees.

- (B) In respect of the Chartering Services where the EAR Group may charter the tugboats and barges of PT DPAL on a per voyage basis to transport coal from jetties or loading ports, to various regions within Indonesia where the EAR Group's end customers are located

The EAR Group envisages that the Chartering Services to occur on an *ad hoc* basis after the Coal Mining Companies commence production.

Prior to obtaining Chartering Services from PT DPAL, the EAR Group will compare the terms offered by PT DPAL with the terms offered by at least two (2) other unrelated third-party vessels charterers. In the event that the EAR Group is unable to obtain two (2) comparable quotations from unrelated third-party vessels charterers, the EAR Group shall also compare the terms offered by PT DPAL to the EAR Group with the terms charged by PT DPAL to its unrelated third-party customers for similar Chartering Services. The EAR Group will only engage the Chartering Services of PT DPAL if the terms offered by PT DPAL are the same or more favourable than the terms offered by unrelated third-party vessels charterers and/or the terms charged by PT DPAL to its unrelated third-party customers for similar Chartering Services. When assessing the terms of the Chartering Services, the Group shall take into account factors such as, including but not limited to, the chartering period, the distance and the credit terms.

**(iv) Provision of the Jetty Services by PT MJSU**

The Company will be implementing the following guidelines and review procedures for the obtaining of the Jetty Services by the EAR Group from PT MJSU.

The EAR Group envisages that the Jetty Services to occur on a daily basis when the Coal Mining Companies commence production.

The fee for the Jetty Services, which is on a per metric tonne basis, shall be pre-determined in advance between the EAR Group and PT MJSU and approved by the Audit Committee on an annual basis, and all Jetty Services between the EAR Group and PT MJSU shall be carried out in accordance with the pre-determined fee. When submitting the fee to the Audit Committee for approval, the EAR Group shall compare the fee offered by PT MJSU with the terms offered by at least two (2) other unrelated third-party suppliers for similar Jetty Services. The fee payable by the EAR Group to PT MJSU shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall undertake the following:

- (A) compare the fee offered by PT MJSU against the prevailing publicly available fees for similar Jetty Services in other parts of Indonesia;
- (B) compare the fee offered by PT MJSU against the fees charged by PT MJSU to its unrelated third-party customers; or
- (C) in the absence of the above (A) and (B), the CFO shall prepare the relevant costing analysis to ensure that the gross profit margin of the Group is not materially affected by the obtaining of the Jetty Services from PT MJSU.



---

## LETTER TO SHAREHOLDERS

---

When performing any of the above, the Company shall take into consideration pertinent factors such as the crushing and loading speed as well as capacity of the equipment, the payment milestones and the credit terms.

While the fee is pre-determined and approved by the Audit Committee on an annual basis, any change in the fee during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee.

**(v) Approval thresholds**

- (A) There is no change to the approval thresholds relating to the purchase of coal by the EAR Group from the Mandated Interested Persons.
- (B) There is no approval threshold for (I) the obtaining of the Jetty Services by the EAR Group from PT MJSU; (II) the obtaining of the Stockpiling Services by the EAR Group from PT TRIOP; and (III) the obtaining of the Transshipment Services by the EAR Group from PT DPAL, as all these fees will be reviewed and approved by the Audit Committee on an annual basis and any change in the fee(s) during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee(s).
- (B) The approval thresholds relating to the obtaining of the Chartering Services by the EAR Group from PT DPAL is as follows:

<b>Value of Mandated Interested Person Transactions</b>	<b>Approval Authority</b>
Equals to or below 3% of the latest audited NTA of the Group	Head of operating department
Exceeds 3% but below 5% of the latest audited NTA of the Group	Head of operating department and the CEO or the CFO
Exceeds 5% of the latest audited NTA of the Group	Head of operating department, the CEO or the CFO, and an Independent Director

**4.3 Additional Procedures for Interested Person Transactions**

There is no change to the existing procedures for identification of interested person transactions and the record keeping of all interested person transactions. Please refer to paragraph 1.7 of Appendix 3 of this Circular for information.

**4.4 Validity Period of the modified IPT General Mandate**

Subject to Shareholders' approval on the Proposed Modifications of the IPT General Mandate, the modified IPT General Mandate will take effect from the date of passing of the ordinary resolution for the Proposed Modifications of the IPT General Mandate at the EGM, and will continue to be in force until the conclusion of the Company's next annual general meeting to be convened (unless revoked or varied by the Company in a general meeting). Approval from Shareholders will be sought for a renewal of the modified IPT General Mandate at each subsequent annual general meeting subject to the satisfactory review by the Audit Committee of its continued application to the interested person transactions mandated under the modified IPT General Mandate.

---

## LETTER TO SHAREHOLDERS

---

### 4.5 Abstention from Recommendation

Mr Salim Limanto, Executive Director and Chief Operating Officer of the Company, is the son of Mr Djunaidi Hardi (a Controlling Shareholder of the Company, who is the ultimate shareholder of PT DPN, PT SD and the Target Company). Accordingly, Mr Salim Limanto has abstained from participating in the deliberations of the Board in respect of the Proposed Modifications of the IPT General Mandate and will abstain from making any recommendations to Shareholders on the Proposed Modifications of the IPT General Mandate in his capacity as a Director of the Company.

### 4.6 Abstention from Voting

Pursuant to Rule 919 of the Catalist Rules, the Founding Shareholders will abstain, and will undertake to ensure that their respective associates will abstain from voting on the Proposed Modifications of the IPT General Mandate. The Founding Shareholders and their respective associates will also not accept appointments as proxy(ies) for any Shareholders to vote in respect of the Proposed Modifications of the IPT General Mandate at the EGM, unless the Shareholder concerned has given specific instructions in his/her/its proxy form as to the manner in which his/her/its vote is to be cast.

The Company will disregard any votes cast on a resolution by the person required to abstain from voting by the Catalist Rules or pursuant to a court order where such court order is served on the Company.

### 4.7 Advice of the Independent Financial Adviser in respect of the Proposed Modifications of the IPT General Mandate

Xandar Capital Pte. Ltd. has been appointed as the IFA to advise the Recommending Directors for the purposes of the Proposed Modifications of the IPT General Mandate to provide an opinion on whether the methods or procedures in the modified IPT General Mandate are sufficient to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders pursuant to Rule 920(1)(b)(v) of the Catalist Rules.

Information relating to the advice of the IFA to the Recommending Directors and the key factors it has taken into consideration have been extracted from the IFA Letter (and reproduced below in italics), and all terms and expressions used in the extract below shall bear the same meanings as attributed to them in the IFA Letter unless otherwise stated.

#### **EXTRACTS FOR IFA OPINION ON IPT GENERAL MANDATE**

*In arriving at our opinion in respect of the modified IPT General Mandate, we have considered, among other things, (i) methods and procedures as well as approval thresholds set out in the modified IPT General Mandate; (ii) the role of the Audit Committee in relation to the modified IPT General Mandate; (iii) the quarterly review of the Mandated Interested Person Transactions by the Audit Committee and the annual review of the Mandated Interested Person Transactions by the internal auditors; and (iv) the rationale for and benefits of the modified IPT General Mandate.*

*Having regard to the considerations set out in this IFA Letter and the information available to us as at the Latest Practicable Date, Xandar Capital is of the opinion that the methods and procedures for determining the transaction prices of the Mandated Interested Person Transactions, if adhered to, are sufficient to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.*

Shareholders are advised to read the above extracts in conjunction with, and in the context of the full text of the IFA letter, a copy of which is reproduced in Appendix 1 to this Circular. Shareholders are advised to read the IFA letter carefully and in its entirety, and consider carefully the recommendations of the Recommending Directors in respect of the Proposed Modifications of the IPT General Mandate as set out in Section 7 of this circular.

## LETTER TO SHAREHOLDERS

### 5. STATEMENT OF THE AUDIT COMMITTEE

#### 5.1 Proposed DNS Subscription

The members of the Audit Committee, Mr Hew Koon Chan, Ms Alice Yan and Mr Cheong Hock Wee, are deemed to be independent for the purposes of the Proposed DNS Subscription as interested person transactions.

The Audit Committee, having considered and reviewed, *inter alia*, the terms of, rationale for and benefits of the Proposed DNS Subscription and the financial effects thereof, the Assessment Study Report, as well as the advice of the IFA as set out in the IFA Letter, concurs with the opinion of the IFA and is of the view that the Proposed DNS Subscription is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

#### 5.2 Proposed Modifications of the IPT General Mandate

The Audit Committee, having considered and reviewed, *inter alia*, the rationale for and benefits of the Proposed Modifications of the IPT General Mandate, the modified guidelines and review procedures as set out in Appendix 3 to this Circular, the opinion of the IFA as set out in the IFA Letter, the Audit Committee agrees with the views that of the IFA and is satisfied that the methods or procedures for determining transaction prices of the Mandated Interested Person Transactions under the modified IPT General Mandate are sufficient to ensure that the Mandated Interested Person Transactions under the modified IPT General Mandate will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If, during the periodic reviews by the Audit Committee, the Audit Committee is of the view that the review procedures are inadequate or inappropriate to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, or in the event of any amendment to Chapter 9 of the Catalist Rules, the Audit Committee will, in consultation with the Board, take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary, and direct the Company to revert to Shareholders for a fresh mandate based on the new guidelines and procedures for such interested person transactions.

### 6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares, as recorded in the Register of Directors' shareholdings and Register of Substantial Shareholders' shareholdings maintained pursuant to Section 164 and Section 88 of the Companies Act respectively, are set out below:

	Number of Shares		Total <sup>(3)</sup> (%)
	Direct Interest	Deemed Interest	
<b>Directors</b>			
Alice Yan	–	–	–
Francis Lee	500,000	–	0.11
Salim Limanto	–	–	–
Hew Koon Chan	–	–	–
Cheong Hock Wee	–	–	–
<b>Substantial Shareholders (other than Directors)</b>			
Deli International Resources Pte.Ltd. ("DIR") <sup>(1)</sup>	375,000,000	–	83.33
Juhadi <sup>(1) (2)</sup>	–	375,000,000	83.33
Arifin Tan <sup>(1)</sup>	–	375,000,000	83.33
Djunaidi Hardi <sup>(1) (2)</sup>	–	375,000,000	83.33

---

## LETTER TO SHAREHOLDERS

---

### NOTES:

- (1) DIR is the Controlling Shareholder of the Company. DIR is a private limited company incorporated in Singapore on 5 September 2006. The shareholders of DIR are Mr Arifin Tan (25.0%), Mr Djunaidi Hardi (25.0%), Mr Juhadi (20.0%), Mr Limas Ananto (15.0%) and Mr Arifin Ang (15.0%). Mr Juhadi, Mr Arifin Tan and Mr Djunaidi Hardi are deemed to be interested in the Shares owned by DIR by virtue of Section 4 of the SFA.
- (2) Mr Juhadi and Mr Djunaidi Hardi are siblings.
- (3) Based in the number of Shares of 450,000,000 as at the Latest Practicable Date. The Company does not have any treasury shares or subsidiary holdings.

Save as disclosed above and in this Circular, none of the Directors, Controlling Shareholders or their respective associates have any interest, direct or indirect (other than through their respective shareholdings (if any) in the Company), in the Proposed Transactions.

## 7. DIRECTORS' RECOMMENDATIONS

The Directors recommend the Shareholders to exercise caution in their decision in voting in favour for or against the Proposed Transactions. Any individual Shareholder who may require specific advice is to consult his/her stockbroker, bank manager, solicitor, accountant or other professional advisers. The Directors recommend that Shareholders should read this Circular including but not limited to the IFA Letter set out as Appendix 1 to this Circular, the executive summary of the Assessment Study Report set out as Appendix 2 to this Circular, and the modified IPT General Mandate set out as Appendix 3 to the Circular, in its entirety carefully.

### 7.1 Proposed DNS Subscription

Having considered, *inter alia*, the terms and rationale of the Proposed DNS Subscription, the financial effects thereof, as well as the advice of the IFA, the Recommending Directors are of the opinion that the Proposed DNS Subscription is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution approving the Proposed DNS Subscription as set out in the Notice of EGM.

### 7.2 Proposed Modifications of the IPT General Mandate

Having considered, *inter alia*, the terms and rationale of the Proposed Modifications of the IPT General Mandate as well as the advice of the IFA, the Recommending Directors are of the opinion that the Proposed Modifications of the IPT General Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution approving the Proposed Modifications of the IPT General Mandate as set out in the Notice of EGM.

## 8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular, and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed DNS Subscription, the Proposed Modifications of the IPT General Mandate and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

## 9. CONSENTS

### 9.1 IFA Consent

Xandar Capital Pte. Ltd., the IFA in respect of the Proposed Transactions, has given and has not before the date of this Circular withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

---

## LETTER TO SHAREHOLDERS

---

### 9.2 Independent Appraiser Consent

Kantor Jasa Penilai Publik Ferdinand, Danar, Ichsan Dan Rekan, the Independent Appraiser in respect of the Proposed DNS Subscription, has given and has not before the date of this Circular withdrawn its written consent to the issue of this Circular with the inclusion of its name, the executive summary of the Assessment Study Report and Assessment Study Report, and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

### 9.3 Legal Adviser Consent

Withers KhattarWong LLP, the legal adviser to the Company in relation to the matters stated in this Circular, has given and has not before the date of this Circular withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto, in the form and the context in which they appear in this Circular and to act in such capacity in relation to this Circular.

## 10. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 75 to 77 of this Circular, will be held at 2:00 p.m. on 15 July 2024 at 160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 3 for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions set out in the Notice of the EGM.

## 11. ACTION TO BE TAKEN BY SHAREHOLDERS

### Appointment of Proxies

- 11.1 A Shareholder who is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf should complete, sign and return the attached proxy form in accordance with the instructions printed thereon as soon as possible and, in any event so as to arrive at the office of the Share Registrar of the Company, B.A.C.S Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, not less than 72 hours by 02.00 p.m. Singapore time on 12 July 2024 before the time fixed for the EGM.
- 11.2 The sending of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such an event, the relevant proxy forms will be deemed to be revoked.
- 11.3 The Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time fixed for the EGM, as certified by CDP to the Company.

### Submission of Questions in Advance

- 11.4 Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM, in the following manner, in each case, by 2:00 p.m. (Singapore time) on 8 July 2024 (“**Cut-Off Time**”):
- (i) by post, to be deposited at the office of the Company’s Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
  - (ii) by email to info@rgd.sg.

When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/Scrip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).

---

## LETTER TO SHAREHOLDERS

---

- 11.5 Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
- 11.6 The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <https://rgd.sg/sgxnet-announcements/> before 2:00 p.m. on 10 July 2024, being at least 48 hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolution to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

### 12. CAUTION IN TRADING

Shareholders and potential investors should note that the Proposed Transactions is subject to the fulfilment of the respective conditions set out above and there is no certainty or assurance as the date of this Circular that the Proposed Transactions will be completed or that no further changes will be made to the terms thereof. The Company will make the necessary announcements, in compliance with the requirements of the Catalist Rules, as and when there are material developments in respect of the Proposed Transactions. Shareholders and potential investors ought to exercise caution when trading or dealing in the Shares of the Company. Shareholders and potential investors are advised to read this Circular and any further announcements by the Company carefully, and should seek advice from their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubts about the actions they should take.

### 13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours for a period of three (3) months commencing from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for FY2023;
- (c) the SSA;
- (d) the IFA Letter;
- (e) the Assessment Study Report and its executive summary;
- (f) the letter of consent from the IFA;
- (g) the letter of consent from the Independent Appraiser;
- (h) the letter of consent from the Legal Adviser to the Company.

Yours faithfully

For and behalf of the Board of Directors of  
**RESOURCES GLOBAL DEVELOPMENT LIMITED**

**FRANCIS LEE**  
Executive Director and Chief Executive Officer

---

## APPENDIX 1 – IFA LETTER

---



28 June 2024

**RESOURCES GLOBAL DEVELOPMENT LIMITED**

144 Robinson Road  
#11-02 Robinson Square  
Singapore 068908

**Attention: The Recommending Directors (as defined herein)**

Dear Recommending Directors

**LETTER FROM XANDAR CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS OF RESOURCES GLOBAL DEVELOPMENT LIMITED (THE “COMPANY”) IN RELATION TO:**

- (1) **THE PROPOSED SUBSCRIPTION OF 1,740,000 NEW ORDINARY SHARES IN THE ISSUED AND PAID-UP CAPITAL OF PT DELI PRATAMA BATUBARA (“PT DPB” OR THE “TARGET COMPANY”) BY THE COMPANY’S SUBSIDIARY, PT DELI NIAGRA SEJAHTERA (“PT DNS”) AS AN INTERESTED PERSON TRANSACTION; AND**
- (2) **THE PROPOSED MODIFICATIONS OF THE GENERAL MANDATE FOR RECURRENT INTERESTED PERSON TRANSACTIONS (THE “PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE”)**

*Unless otherwise defined or the context otherwise requires, all terms applied in this letter (this “IFA Letter”) shall have the same meaning as defined in the Company’s circular to its shareholders (“Shareholders”) dated 28 June 2024 (the “Circular”).*

*Unless otherwise stated, the Singapore dollar (“S\$”) equivalent for all Indonesian Rupiah (“IDR”) amounts stated in this IFA Letter have been converted based on the midday average interbank exchange rate of S\$1.00 to IDR 12,153.6 (the “Exchange Rate”) as at 20 June 2024 (the “Latest Practicable Date”) extracted from the website of the Monetary Authority of Singapore. All other exchanges rates stated in this IFA Letter are also extracted from the website of the Monetary Authority of Singapore.*

### 1. INTRODUCTION

- 1.1 On 4 April 2024 (the “Announcement Date”), the Company announced that PT DNS, a 99%-owned subsidiary of the Company, has entered into a share subscription agreement dated 3 April 2024 (the “SSA”) with PT Deli Pratama Nusantara (“PT DPN”), PT Sinar Deli (“PT SD”) and the Target Company, pursuant to which PT DNS and PT DPN have agreed to subscribe for 1,740,000 new ordinary shares (the “DNS Subscription Shares”) and 1,250,000 new ordinary shares (the “DPN Subscription Shares”) in the issued and paid-up capital of the Target Company (the DNS Subscription Shares and the DPN Subscription Shares shall be collectively referred herein as the “Subscription Shares”) on the terms and subject to the conditions of the SSA (the “Proposed Collective Subscription”). PT DNS and PT DPN will hold 58.0% and

Page 1 of 26

**Xandar Capital Pte. Ltd. 威豪金融 (私人) 有限公司** (Registration No. 200002789M)  
Address 地址 3 Shenton Way, #24-02 Shenton House, Singapore 068805 珊顿道 3 号, 珊顿大厦#24-02, 新加坡 068805  
Tel 电话 (65) 6319 4950 Fax 传真 (65) 6227 3936 Website 网址 <http://www.xandarcapital.com>

---

## APPENDIX 1 – IFA LETTER

---



42.0% respectively of the enlarged issued and paid-up capital of the Target Company upon the completion of the SSA (the “**SSA Completion**”).

- 1.2 The subscription price of each Subscription Share is IDR 100,000. Accordingly, PT DNS will be subscribing for the 1,740,000 DNS Subscription Shares at a cash consideration of IDR 174 billion (equivalent to approximately S\$14.32 million) (the “**DNS Consideration**”), and PT DPN will be subscribing for its 1,250,000 DPN Subscription Shares at a consideration of IDR 125 billion (equivalent to approximately S\$10.29 million) (the “**DPN Consideration**”).
- 1.3 As at the Latest Practicable Date, the shareholders of the Target Company are PT DPN and PT SD which hold 9,999 ordinary shares and one (1) ordinary share respectively in the issued and paid-up capital of the Target Company. Accordingly, PT DPN, PT SD and the Target Company are associates of the controlling shareholders of the Company under the Listing Manual (Section B: Rules of Catalist) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and are ‘interested persons’ of the Company under Chapter 9 of the Catalist Rules. Accordingly, the proposed subscription by PT DNS of the DNS Subscription Shares (the “**Proposed DNS Subscription**”) constitutes an ‘interested person transaction’ under Chapter 9 of the Catalist Rules.
- 1.4 As the amount at risk in respect of the Proposed DNS Subscription (that is, the DNS Consideration) represents more than 5% of the latest audited net tangible assets (“**NTA**”) of the Company and its subsidiaries (the “**Group**”) as at 31 December 2023, the Proposed DNS Subscription is an ‘interested person transaction’ subject to the approval of the Shareholders who have no interest, direct or indirect, in the Proposed DNS Subscription (the “**Independent Shareholders**”) pursuant to Rule 906(1)(a) of the Catalist Rules.
- 1.5 Separately, the Company is proposing to amend its existing general mandate for recurrent interested person transactions (the “**IPT General Mandate**”) adopted under Chapter 9 of the Catalist Rules since January 2020 to include three (3) additional interested persons and three (3) additional categories of recurrent interested person transactions, and wishes to seek the approval of the Independent Shareholders for the Proposed Modifications of the IPT General Mandate.
- 1.6 Xandar Capital Pte. Ltd. (“**Xandar Capital**”) has been appointed by the Company pursuant to Rule 921(4)(a) and Rule 920(1)(b)(v) of the Catalist Rules which requires the Company to appoint an independent financial adviser (“**IFA**”) to opine on: (i) whether the Proposed DNS Subscription is on normal commercial terms and not prejudicial to the interest of the Company and its minority shareholders, as well as advise the directors of the Company (the “**Directors**”) who have no interest, direct or indirect, in the Proposed DNS Subscription, namely Alice Yan, Hew Koon Chan, Cheong Hock Wee and Francis Lee (collectively, the “**Recommending Directors**”) as to whether the Proposed DNS Subscription and all other transactions which are the subject of aggregation pursuant to Rule 906 of the Catalist Rules, are on normal commercial terms and are not prejudicial to the interest of the Company and its minority Shareholders; and (ii) whether the methods or procedures for determining transaction prices as set out in the modified IPT General Mandate (the “**IPT Procedures**”) are sufficient to ensure that the mandated interested person transactions under the modified IPT General Mandate (the “**Mandated Interested Person Transactions**”) will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.





- 1.7 This IFA Letter, which is prepared pursuant to Rule 921(4)(a) and Rule 920(1)(b)(v) of the Catalist Rules, as well as addressed to the Recommending Directors sets out our evaluation of, and our opinion to, the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate, and forms part of the Circular.

## **2. TERMS OF REFERENCE**

Xandar Capital has been appointed pursuant to:

- (a) Rule 921(4)(a) of the Catalist Rules as well as to advise the Recommending Directors on whether the Proposed DNS Subscription and all other transactions which are subject of aggregation pursuant to Rule 906 of the Catalist Rules are on normal commercial terms and whether they are prejudicial to the interest of the Company and its minority shareholders; and
- (b) Rule 920(1)(b)(v) of the Catalist Rules as well as to advise the Recommending Directors on whether the methods or procedures to determine transaction prices of the Mandated Interested Person Transactions under the modified IPT General Mandate are sufficient to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

We are not and were not involved in any aspect of the negotiations pertaining to the Proposed Collective Subscription (including the Proposed DNS Subscription) and the Proposed Modifications of the IPT General Mandate, nor were we involved in the deliberations leading up to the decisions on the part of the Directors to agree on the terms of the Proposed Collective Subscription (including the Proposed DNS Subscription) and to modify the IPT General Mandate.

Our evaluation of the Proposed DNS Subscription is limited to the terms of the Proposed Collective Subscription and has not taken into account the legal risks, strategic or commercial risks or merits, financial risks or merits of the Proposed Collective Subscription or the Proposed DNS Subscription. As with other business transactions of the Company, such merits and/or risks, whether legal, strategic, commercial, financial or otherwise, of the Proposed DNS Subscription, are solely the responsibility of the Directors. Accordingly, we do not express, evaluate or comment on such merits and/or risks of the Proposed Collective Subscription or the Proposed DNS Subscription.

Similarly, our evaluation of the modified IPT General Mandate is limited to the methods and procedures for determining the transaction prices of the Mandated Interested Person Transactions contemplated under the modified IPT General Mandate. We have not taken into account the legal risks, strategic or commercial risks or merits, financial risks or merits, if any, of the modified IPT General Mandate. Accordingly, we do not, by this IFA Letter, make any representation or warranty in relation to the merits of the modified IPT General Mandate or the Mandated Interested Person Transactions contemplated under the modified IPT General Mandate.

We are also not expressing any opinion herein as to the future financial or other performance of the Company or the Group, whether with or without the Proposed DNS Subscription and the



entering of the Mandated Interested Person Transactions under the modified IPT General Mandate. Likewise, we are not expressing herein as to the prices at which the shares of the Company (“Shares”) may trade upon with the receipt of Independent Shareholders’ approvals for the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate. We are also not addressing the relative merits of the Proposed DNS Subscription, as compared to any alternative transaction previously considered by the Company or that otherwise may become available to the Group in the future. Such evaluations or comments remain the responsibility of the Directors and the management of the Company.

We have not made any independent evaluation and appraisal on the assets and liabilities of the Target Company and its subsidiaries (the “Target Group”). The Group has appointed Kantor Jasa Penilai Publik Ferdinand, Danar, Ichsan Dan Rekan as the independent appraiser (the “Independent Appraiser”) to determine the fair value of 100% equity of the Target Company as at 31 December 2023 and issue an assessment study report of the same (the “Assessment Study Report”). An executive summary of the Assessment Study Report (the “Executive Summary”) is reproduced as Appendix 2 to the Circular, and both the Assessment Study Report and the Executive Summary are documents available for inspection at the Company’s registered office for a period of three (3) months from the date of the Circular. Save for the Assessment Study Report and the Executive Summary, we have not been furnished with any other evaluation or appraisal of the Target Group. With respect to the Assessment Study Report, we are not experts in the evaluation or appraisal of the subject concerned and we have placed sole reliance on the Assessment Study Report for such appraisal.

In the course of our evaluation and for the purpose of our opinion in relation to the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate, we have held discussions with the management of the Company and have examined information provided by the Company and other publicly available information collated by us, upon which our view is based. We have not independently verified such information, whether written or verbal, and accordingly cannot and do not make any representation or warranty in respect of, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information. We have nevertheless made reasonable enquiries and exercised our judgment as we deemed necessary or appropriate on the reasonable use of such information and found no reason to doubt the accuracy or reliability of the information.

We have relied upon the assurance of the Directors that the Directors collectively and individually accept full responsibility for the accuracy of the information given in the Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, the Circular constitutes full and true disclosure of all material facts about the Proposed Collective Subscription (including the Proposed DNS Subscription) and the Proposed Modifications of the IPT General Mandate as well as the Group, and the Directors are not aware of any facts the omission of which would make any statement in the Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context. In relation to this IFA Letter, the Directors have confirmed that the facts stated, with respect to the Proposed Collective Subscription (including the Proposed DNS Subscription) and the Proposed Modifications of the IPT General Mandate and the Group, are to the best of their knowledge and belief, fair and accurate in all material aspects.



In respect of information of the Target Group, we note that all information in respect of the Target Group as disclosed in the Circular is based solely on information and representations made and provided by the Target Company to the Company. In respect of such information, the Company has not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in the Circular in its proper form and context.

Our opinion is based upon prevailing market, economic, industry, monetary and other conditions (where applicable) and the information made available to us in the Circular as at the Latest Practicable Date. We assume no responsibility to update, revise or reaffirm our view in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained therein. Shareholders should take note of any announcements relevant to their consideration of the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate, which may be released by the Company after the Latest Practicable Date.

**In arriving at our opinion, we did not consider the specific investment objectives, financial situation, tax consequences, risk profile or unique needs and constraints of any Shareholder or any specific group of Shareholders. We recommend that any individual Shareholder or group of Shareholders who may require specific advice in relation to his or their investment objectives or portfolios should consult his or their legal, financial, tax or other professional advisers immediately.**

**This IFA Letter has been prepared pursuant to Rule 921(4)(a) and Rule 920(1)(b)(v) of the Catalist Rules as well as for the use and benefit of the Recommending Directors in their deliberation of the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate, and the recommendation made by the Recommending Directors shall remain the responsibility of the Recommending Directors.**

**The Company has been separately advised by its own advisers in the preparation of the Circular (other than this IFA Letter). We have no role or involvement and have not provided any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Circular (other than this IFA Letter). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than this IFA Letter).**

**Our opinion in relation to the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate should be considered in the context of the entirety of this IFA Letter and the Circular.**

We recommend that the Recommending Directors advise the Independent Shareholders to read these pages carefully.



**3. THE PROPOSED COLLECTIVE SUBSCRIPTION (INCLUDING THE PROPOSED DNS SUBSCRIPTION)**

Details of the Proposed Collective Subscription (including the Proposed DNS Subscription) are set out in Section 2 of the Circular.

**3.1 KEY TERMS OF THE PROPOSED COLLECTIVE SUBSCRIPTION**

The principal terms of the Proposed Collective Subscription are set out in Section 2.2 of the Circular. We highlight the following:

Date of SSA	3 April 2024
Subject of Proposed Collective Subscription	2,990,000 Subscription Shares, comprising 1,740,000 DNS Subscription Shares and 1,250,000 DPN Subscription Shares
Subscription price for each Subscription Share	IDR 100,000
DNS Consideration	IDR 174 billion (approximately S\$14.32 million)
Method of settlement	The Company intends to fund the Proposed DNS Subscription with the Group's internal resources.
Basis of the DNS Consideration	<i>The Consideration was arrived at on a willing-seller, willing-buyer basis between PT DNS and the Target Company, and after taking into account the value of the Target Company's shareholding in PT PKPK, based on the share price of PT PKPK.</i>
Conditions precedent	As set out in Section 2.2(c) of the Circular, including the approval of the Independent Shareholders at an extraordinary general meeting to be convened (the "EGM") in respect of the Proposed DNS Subscription as an interested person transaction under Chapter 9 of the Catalist Rules.

**3.2 INFORMATION ON THE TARGET GROUP**

The corporate information (including the corporate structure) and the financial information of the Target Group can be found in Sections 2.1 and 2.4 of the Circular. We highlight information relating to each of the companies in the Target Group as follows:

**(A) The Target Company**

The Target Company is a holding company established in Indonesia on 16 August 2016 and does not carry out any business activities. As at the Latest Practicable Date, the Target Company's principal investment is the 900,000,000 ordinary shares ("**PKPK Shares**"),

## APPENDIX 1 – IFA LETTER



representing 75.0% interest in issued and paid-up capital of PT PKPK, a company listed on the Indonesian Stock Exchange ("IDX").

The shareholding of the Target Company as at the Latest Practicable Date and upon the SSA Completion is as follows:

	As at the Latest Practicable Date		Upon SSA Completion	
	Number of ordinary shares in the issued and paid-up share capital of the Target Company	Percentage interest in the issued and paid-up share capital of the Target Company	Number of ordinary shares in the issued and paid-up share capital of the Target Company	Percentage interest in the issued and paid-up share capital of the Target Company
PT DPN	9,999	99.99%	1,260,000	42.00%
PT SD	1	0.01%	-	-
PT DNS	-	-	1,740,000	58.00%
Total	10,000	100.00%	3,000,000	100.00%

The key historical financial information of the Target Group as follows:

S\$'million	Financial year ended 31 December ("FY") 2022 <sup>(1)</sup>	FY2023 <sup>(2)</sup>
Revenue	2.47	5.09
Net loss attributable to equity holders	(1.52)	(1.01)

**Note:**

- (1) Converted based on the average month-end exchange rate of S\$1.00 to IDR 10,776.99 for FY2022 ("FY2022 Exchange Rate").
- (2) Converted based on the average month-end exchange rate of S\$1.00 to IDR 11,347.44 for FY2023 ("FY2023 Exchange Rate").

As at 31 December 2023, the Target Group had net liabilities of approximately IDR 21.60 billion (equivalent to approximately S\$1.84 million based on the midday interbank exchange rate of S\$1.00 to IDR 11,715.09 as at 31 December 2023 ("**31 Dec Exchange Rate**"), comprising total assets of approximately IDR 466.66 billion (mainly cash and cash equivalents as well as its mine properties which was restructured to be held by PT PKPK in January 2024 as further set out below) and total liabilities of approximately IDR 488.26 billion (mainly its bank loan obtained for its investment in PT PKPK and amounts due to related parties). Please see further information relating to the PKPK Shares held by the Target Company in the following paragraph (B).



**(B) PT PKPK**

PT PKPK is engaged in the business of construction services in Kalimantan and Sumatera. As at the Latest Practicable Date, PT PKPK owns 99.94% interest in PT Bhakti Harapan Sejahtera ("PT BHS"), which in turn owns 70% interest in PT Tri Oetama Persada ("PT TRIOP"). As set out in Section 2.6 of the Circular, the Proposed DNS Subscription is primarily to acquire an interest in the coal mine held by PT TRIOP and the Group does not intend to diversify into PT PKPK's business of construction services. Subsequent to the SSA Completion, PT PKPK will continue to operate its business in construction services independently, without the Group's involvement.

As at the Latest Practicable Date, PT PKPK has an issued and paid-up share capital of IDR 240,000,000,000 comprising 1,200,000,000 PKPK Shares. PKPK Shares have been listed and traded on IDX since 11 July 2007.

The following information relating to the PKPK Shares held by the Target Company are extracted from the public documents published by PT PKPK on the website of IDX:

- (a) the Target Company acquired 297,383,762 PKPK Shares at a price of IDR 60 for each PKPK Share on 24 September 2021. The 297,383,762 PKPK Shares represented 49.56% interest in the issued and paid-up capital of PT PKPK thereby triggering a general offer for PKPK Shares by the Target Company;
- (b) on 29 November 2021, upon completion of the general offer, the Target Company increased its shareholding in PT PKPK by 3,165,400 PKPK Shares with a resultant shareholding of 300,549,162 PKPK Shares, representing 50.09% interest in the issued and paid-up capital of PT PKPK;
- (c) in July 2023, the Target Company subscribed for 589,502,256 new PKPK Shares at an issue price of IDR 400 for each new PKPK Share pursuant to a one (1) for one (1) rights issue of PT PKPK. As a result, the Target Company had 890,051,418 PKPK Shares representing 74.17% interest in the issued and paid-up capital of PT PKPK upon completion of the rights issue; and
- (d) the Target Company purchased 9,948,582 PKPK Shares at a price of IDR 360 for each PKPK Share on 7 February 2024, increasing its shareholdings in PT PKPK from 74.17% to 75.00%.

In summary, we calculate that the Target Company purchased its 900,000,000 PKPK Shares at an aggregate consideration of IDR 257,225,417,640 (equivalent to approximately S\$21.16 million based on the Exchange Rate), or an average price of approximately IDR 286 for each PKPK Share.

The last transacted price of PKPK Shares on the Latest Practicable Date was IDR 348 for each PKPK Share. Accordingly, as at the Latest Practicable Date, the market capitalisation of PT PKPK was IDR 417.60 billion (equivalent to approximately S\$34.36 million) and the PKPK Shares held by the Target Company had a market value of approximately IDR 313.20 billion (equivalent to approximately S\$25.77 million).

---

## APPENDIX 1 – IFA LETTER

---



The following information relating to PT PKPK are extracted from the public documents published by PT PKPK on the website of IDX:

- (a) the latest published full year results of PT PKPK is for FY2023. We summarise as follows:
- (i) PT PKPK reported revenue of IDR 57.81 billion (equivalent to approximately S\$5.09 million based on FY2023 Exchange Rate and a loss before income tax and net loss attributable to equity holders of IDR 6.11 billion (equivalent to approximately S\$539,000 based on FY2023 Exchange Rate) for FY2023;
  - (ii) PT PKPK had total assets of IDR 251.20 billion (equivalent to approximately S\$21.44 million based on the 31 Dec Exchange Rate) and total liabilities of IDR 7.84 billion (equivalent to approximately S\$669,000 based on 31 Dec Exchange Rate), resulting in net asset value ("**NAV**") of IDR 243.36 billion (equivalent to approximately S\$20.77 million based on 31 Dec Exchange Rate) as at 31 December 2023.
- (b) the latest published interim results of PT PKPK is for the first quarter ended 31 March 2024 ("**1Q2024**"). We summarise as follows:
- (i) PT PKPK reported revenue of IDR 5.91 billion (equivalent to approximately S\$505,000 based on the average month end exchange rate of S\$1.00 to IDR 11,687.39 for 1Q2024 ("**1Q2024 Exchange Rate**") and a loss before income tax and net loss attributable to equity holders of IDR 3.71 billion (equivalent to approximately S\$318,000 based on 1Q2024 Exchange Rate) for 1Q2024;
  - (ii) PT PKPK had total assets of IDR 295.46 billion (equivalent to approximately S\$25.08 million based on the midday average interbank exchange rate of S\$1.00 to IDR 11,788.56 as at 31 March 2024 ("**31 March Exchange Rate**") and total liabilities of IDR 59.14 billion (equivalent to approximately S\$5.02 million based on 31 March Exchange Rate), resulting in net asset value ("**NAV**") of IDR 236.33 billion (equivalent to approximately S\$20.06 million based on 31 March Exchange Rate) as at 31 March 2024.
- (c) PT PKPK acquired 14,991,000 ordinary shares ("**PT BHS Shares**") representing 99.94% of the issued and paid-up capital of PT BHS from the Target Company at the aggregate consideration of IDR 165.0 billion (equivalent to approximately S\$13.61 million based on the Exchange Rate). The acquisition was at a premium of approximately 2.3% to the fair value of the 99.94% interest in PT BHS as opined by the Independent Appraiser for PT PKPK. Following the completion of the acquisition as approved by the independent shareholders of PT PKPK on 8 January 2024, PT PKPK holds 99.94% interest in PT BHS.

### (C) PT BHS

PT BHS, a 99.94% subsidiary of PT PKPK, is a limited liability company established in Indonesia on 19 December 2008. PT BHS is a holding company and does not carry out any operational activities as at the Latest Practicable Date. As at the Latest Practicable Date, PT BHS has an



issued and paid-up share capital of IDR 150,000,000,000 comprising 15,000,000 PT BHS Shares of nominal value of IDR 10,000 each.

The remaining 9,000 PT BHS Shares, representing 0.06% of the issued and paid-up capital of PT BHS not held by PT PKPK are held by PT DPN.

As at the Latest Practicable Date, PT BHS holds a 70.00% stake in PT TRIOP.

**(D) PT TRIOP**

PT TRIOP, a 70.00%-owned subsidiary of PT BHS, is a limited liability company established in Indonesia on 27 September 2006. PT TRIOP is principally engaged in the business of mining, quarrying, transportation and warehousing and has a mining business permit with production operation period until 19 July 2031 over a coal mine located in Central Kalimantan, Indonesia. Based on an open pit coal resource and reserve statement report issued in July 2022, the reserves owned by TRIOP amounted to 64 million tons consisting of proved reserves of 50 million tons and probable reserves of 14 million tons.

As at the Latest Practicable Date, PT TRIOP has an issued and paid-up capital of IDR 110,000,000,000 comprising 110,000 shares.

The remaining 33,000 shares, representing 30% interest in the issued and paid-up capital of PT TRIOP is held by PT Bara Utama Sentosa ("PT BUS"). PT BUS is a limited liability company established in Indonesia that is wholly-owned by Mr Djunaidi Hardi, Mr Arifin Tan, Mr Juhadi and Mr Arifin Ang and their associates.

Subsequent to the SSA Completion, PT BUS and PT DNS shall enter into a deed of right of first offer pursuant to which PT BUS shall irrevocably grant a right of first offer to PT DNS and/or the appointed party of PT DNS over the shares in PT TRIOP held by PT BUS.

**3.3 APPRAISAL OF THE TARGET GROUP**

The Company has appointed the Independent Appraiser to determine the indicative fair value of the equity of the Target Company on consolidation, including its subsidiaries (comprising PT PKPK, PT BHS and PT TRIOP).

As disclosed in Section 2.5 of the Circular and the Executive Summary reproduced as Appendix 2 to the Circular, the indicative fair value of the equity of the Target Company as opined by the Independent Appraiser is IDR 315.0 billion (equivalent to approximately S\$25.92 million based on the Exchange Rate).

Please also refer to paragraph 4.2 of this IFA Letter for our review and observations on the assessment study performed by the Independent Appraiser.





### 3.4 RATIONALE FOR THE PROPOSED DNS SUBSCRIPTION

The rationale for the Proposed DNS Subscription can be found in Section 2.6 of the Circular.

We note that the Proposed DNS Subscription is primarily to acquire an interest in the coal mine held by PT TRIOP, which will increase the Group's total estimated proved and probable coal reserves from 162 million tonnes to 226 million tonnes. Furthermore, the coal mine held by PT TRIOP is strategically located near the coal mines held by PT Persada Kapuas Prima, PT Pesona Bara Cakrawala, PT Pasir Bara Prima and PT Cakrawala Bara Persada (collectively, the "**DDS Group**") which was acquired by the Group in 2024. Shareholders may refer to further details of the DDS Group in the Company's circular to shareholders dated 28 December 2023. The close proximity of all the coal mines will allow the Group to leverage on economies of scale as part of its expansion of operations in the new business of coal mining (the "**Coal Mining Business**"). Barring any unforeseen circumstances, the coal mine held by PT TRIOP is expected to commence commercial production at the end of 2024.

### 3.5 AGGREGATE VALUE OF INTERESTED PERSON TRANSACTIONS WITH THE SAME INTERESTED PERSON

Pursuant to Rule 921(4)(a) of the Catalist Rules, the IFA needs to opine on whether the Proposed DNS Subscription as well as all other transactions which are the subject of aggregation pursuant to Rule 906 of the Catalist Rules are on normal commercial terms, and are not prejudicial to the interest of the Company and its minority shareholders.

We understand that there is no such transaction between the Group and the same interested person as the Target Company which is the subject of aggregation pursuant to Rule 906 of the Catalist Rules.

## 4. EVALUATION OF THE PROPOSED DNS SUBSCRIPTION

The following are factors which we consider to be pertinent and to have a significant bearing on our evaluation of the Proposed DNS Subscription:

- (a) the subscription price of each DNS Subscription Share;
- (b) the Assessment Study Report;
- (c) the latest audited financial position of the Target Company;
- (d) the implied price for PKPK Shares;
- (e) the *pro forma* financial effects of the Proposed DNS Subscription; and
- (f) other considerations.

These factors are discussed in greater detail in the ensuing paragraphs.



**4.1 THE SUBSCRIPTION PRICE OF EACH DNS SUBSCRIPTION SHARE**

The subscription price for each DNS Subscription Share payable by PT DNS is IDR 100,000 (the “**Subscription Price**”).

- (a) Based on the latest audited balance sheet of PT DPB with an issued and paid-up share capital of IDR 1 billion comprising 10,000 ordinary shares as at 31 December 2023, the nominal value of each existing ordinary share in the issued and paid-up share capital of PT DPB is IDR 100,000.

The Subscription Price for each new Subscription Share is the same as the nominal value of each existing share in the issued and paid-up share capital of PT DPB.

- (b) As set out in Section 1.2 of the Circular, as at the Latest Practicable Date, PT DPN is the major shareholder of PT DPB, holding 9,999 ordinary shares, representing 99.99% interest in the issued and paid-up capital of the Target Company.

PT DPN is also subscribing for the DPN Subscription Shares at the subscription price at IDR 100,000 each.

Accordingly, the Subscription Price payable by PT DNS is (i) the same as the subscription price previously paid by PT DPN when it subscribed for its existing 9,999 existing shares in the issued and paid-up capital of the Target Company; and (ii) the same as the subscription price payable by PT DPN for the DPN Subscription Shares.

- (c) The resultant shareholding of PT DNS and PT DPN are in proportion to their respective equity contribution as follows:

	<b>Capital contribution to PT DPB (in IDR)</b>	<b>Proportion of capital contribution (%)</b>	<b>Resultant shareholding in PT DPB (number of shares)</b>	<b>Proportion of shareholding in PT DPB (%)</b>
PT DPN	125,999,900,000 <sup>(1)</sup>	42.0	1,260,000	42.0
PT DNS	174,000,000,000	58.0	1,740,000	58.0
<b>Total</b>	<b>299,999,900,000</b>	<b>100.0</b>	<b>3,000,000</b>	<b>100.0</b>

**Note:**

- (1) Being the sum of IDR 999,900,000 paid by PT DPN for its existing 9,999 ordinary shares in the issued and paid-up capital of PT DPB and the IDR 1.25 billion from PT DPN for the subscription of the DPN Subscription Shares. We understand that PT SD will be transferring its one (1) ordinary share in the issued and paid-up capital of PT DPB to PT DPN at nil consideration.

We calculate the average subscription price for the resultant shares in the issued and paid-up capital of PT DPB by PT DNS to be IDR 100,000 each while the average subscription price for

## APPENDIX 1 – IFA LETTER



the resultant shares in the issued and paid-up capital of PT DPB by PT DPN to be IDR 99,999.92 each. The difference between the average subscription prices of PT DNS and PT DPN is IDR 0.08 or approximately S\$0.00000673 for each share.

We have enquired and the Company confirms that the risks and rewards of PT DNS' investment in PT DPB are in proportion to its shareholding in PT DPB.

### 4.2 THE ASSESSMENT STUDY REPORT

The Group commissioned the Independent Appraiser to determine the indicative fair value of the equity of the Target Company (on consolidation including its subsidiaries, namely PT PKPK, PT BHS and PT TRIOP) as at 31 December 2023. The Executive Summary relating to the Assessment Study Report is reproduced as Appendix 2 to the Circular, and both the Assessment Study Report and the Executive Summary are documents available for inspection at the Company's registered office for a period of three months from the date of the Circular.

We summarise the key information from the Assessment Study Report in *italics* as follows:

Date of assessment study	31 December 2023
Purpose of the assessment study	<i>The purpose of this assessment study is to determine the indication value of the equity of PT Deli Pratama Batubara consolidation and includes subsidiaries (PT Perdana Karya Perkasa Tbk) and subsidiary companies (PT Bhakti Harapan Sejahtera, PT Tri Oetama Persada).</i>
Standard adopted	<i>The Assessment Study are conducted based on the Indonesian Appraisal Code of Ethics and the Indonesian Appraisal Standards 2018 VII Edition (KEPI &amp; SPI VII Edition-2018).</i>
Assessment study approaches and methods	<i>The approach and methods of assessment used is the commonly accepted assessment approach and methods by the Indonesian Valuation Standard (SPI) 330 Year 2018 VII. The selection of assessment approaches and methods is applied by considering the characteristics and classification of the object of assessment. In this assessment study, the assessment approaches applied are the income approach, asset approach, and market approach.</i> <i>The market approach is used to determine the market comparability on the stock exchange of the scale of business through the Guideline Publicly-traded Company Method (GPTC). For the income approach, the discounted cash flow method is used due to the data used with the consideration that the indication of the equity value of DPB and its subsidiaries is reflected in the company's ability to generate cash flows in the foreseeable future, as illustrated in the business plan prepared by the management of DPB and its subsidiaries. The asset approach is used with the consideration that DPB and BHS are holding companies</i>

**APPENDIX 1 – IFA LETTER**



	<i>so we use the asset approach through the ABV (Adjusted Book Value) method.</i>
Definition of fair value	<i>Fair Value is the price that would be received from the sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. (SPI VII Edition 2018: 102 - 3.17)</i>
Basis	<i>We have conducted an assessment study on the Fair Value of PT. Deli Pratama Batubara (DPB) equity and its Subsidiary with the premise of a Going Concern assessment, meaning an entity that will continue its operational activities sustainably in the future without any intention or need to liquidate or significantly reduce its scale of operations.</i>
Assessment study methods of the Target Company and its subsidiaries	<p>The Target Company</p> <ul style="list-style-type: none"> <li>➢ Asset approach – Adjusted book value</li> </ul> <p>PT PKPK</p> <ul style="list-style-type: none"> <li>➢ Income approach – Discounted cash flow</li> <li>➢ Market approach – Guideline publicly traded company method</li> </ul> <p>PT BHS</p> <ul style="list-style-type: none"> <li>➢ Asset approach – Adjusted book value</li> </ul> <p>PT TRIOP</p> <ul style="list-style-type: none"> <li>➢ Income approach – Discounted cash flow</li> <li>➢ Market approach – Guideline publicly traded company method</li> </ul>
Key assumptions applied for the assessment study	<p><u>The Target Company</u></p> <p><i>The valuation approach used in the assessment study of DPB's equity is the Asset Approach with the Adjusted Book Value (ABV) method which measures book value after liabilities and assets are adjusted to reflect indication value of equity, the asset approach is used with the consideration that DPB is a holding company.</i></p> <p><i>Account adjustments are made to the investment account. While other accounts still refer to the book value recorded in the Company's financial statements reflects an indication of equity value.</i></p> <p><i>Discount Lack Of Marketability (DLOM) is a deduction applied to an indication of the value of equity (Business Ownership Interest) due to the inherent limitations of the equity. DLOM reflects a reduction in the value of the investment as a result of the illiquidity of the object of assessment study for trading.</i></p> <p><i>By considering the factors that may affect the discount, we conclude that the amount of marketability discount (DLOM) calculated is 20%, which in our opinion is a reasonable level.</i></p>

	<p><u>PT PKPK</u></p> <p>In respect of the income approach – discounted cash flow</p> <ul style="list-style-type: none"> <li>➤ <i>Based on the data we obtained from Damodaran, the market risk premium for Indonesia as of December 2023 is 6.89%.</i></li> <li>➤ <i>The beta we use is the Unlevered Beta of Damodaran which is engaged in Oilfield Svcs/Equip of 0.6823. Then re-levered with a market DER level of 44.22% and Indonesian Corporate Tax, resulting in a beta of 0.9176.</i></li> <li>➤ <i>Our risk free uses the 30-year Indonesian Government Securities (SUN) yield of 6.89% as of the assessment study date, then reduced by the Country Rating Based Default Spread for Indonesia of 2.07% so that the Risk Free Rate applied in this assessment study is 4.82%.</i></li> <li>➤ <i>With these factors in mind, the calculation of the cost of equity rate is 11,59%.</i></li> <li>➤ <i>The interest rate (before tax) used is 9.41% based on the average interest rate of investment loans in Rupiah at the group of state-owned banks as of December 2023.</i></li> <li>➤ <i>With consideration of these factors, the calculation of the cost of debt rate is 7.34%.</i></li> <li>➤ <i>By considering the results of the calculation of the cost of capital for equity and the cost of capital for debt as mentioned above, and looking at the composition of funding from equity of 82.10% and funding from debt of 17.90% which refers to industry data, the weighted average cost of capital (WACC) of the Company is 10.29% which will be used as a discount rate on net cash flows for the company (FCFF)...</i></li> </ul> <p>In respect of the market approach – guideline publicly traded company method</p> <ul style="list-style-type: none"> <li>➤ <i>We believe that the multiple best reflects PKPK's business, in accordance with PKPK's business activities in Oilfield Svcs/Equip, so we believe that the MVIC/BVIC multiple is the most appropriate to be used in the assessment study.</i></li> <li>➤ <i>Based on the analysis, we obtained 13 comparable companies from the Indonesia Stock Exchange as of the assessment study date of December 31, 2023, a description of the comparison criteria can be seen in the appendix.</i></li> <li>➤ <i>The selection of multipliers is based on the suitability of the Company's characteristics. The multiplier chosen is MVIC/BVIC (market value of invested capital to book value of invested capital). From the calculation results, the weighted average value of MVIC/BVIC is 0.96.</i></li> </ul>
--	---

	<p>➤ <i>By considering the factors that may affect the discount and control premium, we conclude that the amount of control premium calculated is 20%, which in our opinion is a reasonable level.</i></p> <p>Based on the above, the Independent Appraiser assigned a 90% weightage to the income approach – discounted cash flow and a 10% weightage to the market approach – guideline publicly traded company method.</p> <p><u>PT BHS</u></p> <p>➤ <i>Financial Statement Adjustments the assessment study approach used in the assessment study of BHS equity is the Asset Approach with the Adjusted Book Value (ABV) method which measures book value after liabilities and assets are adjusted to reflect indication value of equity, the asset approach is used with the consideration that BHS is a holding company.</i></p> <p><u>PT TRIOP</u></p> <p>In respect of the income approach – discounted cash flow</p> <p>➤ <i>According to the IUP-OP of PT Tri Oetama Persada based on Kapuas Regent Decree No. 267/DISTAMBEN Year 2011, the concession mining land owned by TOP has a total area of 10,000 Ha. Meanwhile, based on the Open Pit Coal Resource and Reserve Statement report, issued by PT Runge Pincock Minarco in July 2022, the reserves owned by TOP amounted to 64 MT consisting of Proved reserves of 50 MT and Probable reserves of 14 MT. The coal specification is based on an average gross caloric value of 4,150 kcal/kg.</i></p> <p>➤ <i>Assumed average coal price from 2024 to 2036 is around USD/Ton 37.60 - 39.82 per year.</i></p> <p>➤ <i>The financial projection period assumptions follow the TOP coal concession period, which is until 2036.</i></p> <p>➤ <i>In this assessment study, terminal value is not applied, because TOP's projection period is adjusted to the concession period of TOP's coal mine which ends in 2036.</i></p> <p>➤ <i>By considering the result of the cost calculation of capital for equity and the cost of capital for debt as mentioned above, and looking at the composition of funding from equity of 82.10% and funding from debt of 17.90% which refers to industry data, the weighted average cost of capital (WACC) of the Company is 9.87% which will be used as a discount rate on net cash flows for the company (FCFF)...</i></p> <p>In respect of the market approach – guideline publicly traded company method</p> <p>➤ <i>The selection of multipliers is based on the suitability of the Company's characteristics. The multiplier chosen is MVIC/BVIC (market value of invested capital to book value of invested capital).</i></p>
--	--

## APPENDIX 1 – IFA LETTER



	<p><i>From the calculation results, the weighted average value of MVIC/BVIC is 4.35.</i></p> <p>➤ <i>By considering the factors that may affect the discount and control premium, we conclude that the amount of control premium calculated is 30%, which in our opinion is a reasonable level.</i></p> <p><i>We then reconciled the values of the two approaches, giving greater weight to the income approach (90%) and the market approach (10%). This weighting considers the corporate life-cycle of the comparable companies in the market approach with the Company, as well as based on our level of confidence in the data used as input for each approach used.</i></p>
Indicative fair value	<p><i>Based on the analysis of all data and information obtained by us and taking into account various relevant factors affecting the assessment, and referring to the calculation results using the assessment method used, our opinion is that the fair value of the Equity of DPB consolidated and including Subsidiaries (PT Perdana Karya Perkasa Tbk) and subsidiary companies (PT Bhakti Harapan Sejahtera, PT Tri Oetama Persada) as of December 31, 2023 is equal to:</i></p> <p style="text-align: center;"><b><i>Rp315,031,424,401.-</i></b></p> <p style="text-align: center;"><b><i>(Three Hundred Fifteen Billion Thirty One Million Four Hundred Twenty Four Thousand Four Hundred and One Rupiah)</i></b></p>

Based on the indicative fair value of IDR 315 billion for the total equity of the Target Company as at 31 December 2023 as opined by the Independent Appraiser, the Target Company is issuing the Subscription Share to raise gross proceeds of IDR 299 billion, implying a price to indicative fair value ratio of 0.95 time.

### 4.3 THE LATEST AUDITED FINANCIAL POSITION OF THE TARGET COMPANY

As set out in Section 2.1(a) of the Circular and paragraph 3.2(A) of this IFA Letter, the Target Company is a holding company and does not carry out any business activities.

As at 31 December 2023, the key assets of the Target Group were cash and cash equivalents of approximately IDR 209.7 billion and mine properties of approximately IDR 192.6 billion while its key liabilities were bank borrowings of IDR 240 billion (utilised for its investment in PKPK Shares) and amount due to related parties of approximately IDR 239.7 billion.

As a result, as at 31 December 2023, the Target Group has net liabilities of approximately IDR 21.6 billion (equivalent to approximately S\$1.8 million based on the 31 Dec Exchange Rate).

However, we note from the Assessment Study Report that the Independent Appraiser assigned a net positive adjustment of IDR 401.9 billion to the Target Company's 74.16% interest in the issued and paid-up capital of PT PKPK as at 31 December 2023. Accordingly, after taking into account the net positive adjustment, the Target Group will have a positive NAV of IDR 393.8 billion, implying a price to *pro forma* fair value adjusted NAV of 0.76 time.

## APPENDIX 1 – IFA LETTER



#### 4.4 IMPLIED PRICE FOR PKPK SHARES AS COMPARED TO THE HISTORICAL MARKET PRICES OF PKPK SHARES

As set out in Section 2.2(b) of the Circular, the DNS Consideration was arrived at “on a willing-seller, willing-buyer basis between PT DNS and the Target Company, and after taking into account the value of the Target Company’s shareholding in PT PKPK, based on the share price of PT PKPK.”

Based on the overall capital contribution of IDR 300 billion for 100% interest in the issued and paid-up capital of the Target Company as set out in paragraph 4.1(c) of this IFA Letter, we calculate that the implied price paid by the Company for each PKPK Share held by the Target Company is approximately IDR 333 (the “**Implied Price**”).

We compare the Implied Price with the following prices of the PKPK Shares:

	Price of each PKPK Share (IDR)	Premium/(Discount) represented by the Implied Price (%)
Volume weighted average price for the 900,000,000 PKPK Shares paid by the Target Company since 2021	286	16.4
Volume weighted average price for the 599,450,838 PKPK Shares paid by the Target Company in 2023 and 2024	399	(16.5)
Highest closing price for the six months period prior to the Announcement Date	372	(10.5)
Lowest closing price for the six months period prior to the Announcement Date	310	7.4
Volume weighted average traded price for the six months period prior to the Announcement Date	345	(3.5)
Highest closing price for the period after the Announcement Date up to the Latest Practicable Date	348	(4.3)
Lowest closing price for the period after the Announcement Date up to the Latest Practicable Date	310	7.4
Volume weighted average traded price for the period after the Announcement Date up to the Latest Practicable Date	326	2.3

Page 18 of 26





	<b>Price of each PKPK Share (IDR)</b>	<b>Premium/(Discount) represented by the Implied Price (%)</b>
Closing price as at the Latest Practicable Date	348	(4.3)

As set out above, while the Implied Price represents a premium of 16.4% to the volume weighted average price for the 900,000,000 PKPK Shares purchased by the Target Company since 2001, the Implied Price is within premia and discounts of not more than 10% to the volume weighted average traded price of the PKPK Shares for the period after the Announcement Date up to the Latest Practicable Date and also represents a discount of 4.3% to the closing price of IDR 348 for each PKPK Share on the Latest Practicable Date.

#### **4.5 OTHER CONSIDERATIONS**

In determining whether the Proposed DNS Subscription is on normal commercial terms and prejudicial to the interests of the Company and its minority Shareholders, we have also considered the following:

##### **4.5.1 Rationale for the Proposed DNS Subscription**

We note that there are potential synergy and efficiencies which will be created by the addition of the Target Group to the Group and that the Directors believes that the Proposed DNS Subscription will enhance the long-term interests of the Company and Shareholders.

Accordingly, although the *pro forma* financial effects of the Proposed DNS Subscription (the full text of which is set out in Section 2.8 of the Circular) are generally negative (with lower NTA per Share and lower earnings per Share due to the net liabilities position of the Target Group as at 31 December 2023 and the net loss registered by the Target Group for FY2023), Shareholders may wish to note that PT TRIOP has not commenced operations and the coal mine reserves of PT TRIOP will increase the Group's total estimated proved and probable coal reserves by approximately 39.5% from 162 million tonnes to 226 million tonnes.

##### **4.5.2 Abstention from recommendation and voting**

As set out in Sections 3.5 and 3.6 of the Circular, Mr Salim Limanto has abstained from participating in the deliberations of the Board in respect of the Proposed DNS Subscription and will abstain from making any recommendations to Shareholders on the Proposed DNS Subscription in his capacity as a Director of the Company; and Mr Limas Ananto, Mr Djunaidi Hardi, Mr Arifin Tan, Mr Juhadi and Mr Arifin Ang (collectively, the "**Founding Shareholders**") will abstain, and will undertake to ensure that their respective associates will abstain from voting on the Proposed DNS Subscription. The Founding Shareholders and their respective associates will also not accept appointments as proxy (ies) at the EGM unless specific instructions as to voting are given.



**5. THE PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE**

As set out in Section 4 of the Circular, the Company is proposing to modify its IPT General Mandate as follows:

- (a) addition of three (3) interested persons under the IPT General Mandate such that the Group will have five (5) Mandated Interested Persons, comprising the two (2) existing Mandated Interested Persons (namely PT Sumber Alam Makmur Utama and PT Sarolangun Ketalo Coal) as well as three (3) additional Mandated Interested Persons (namely, PT TRIOP, PT Deli Pratama Angkutan Laut ("**PT DPAL**") and PT Mitra Jasa Sebangam Utama ("**PT MJSU**"));
- (b) addition of three (3) categories of mandated interested person transactions under the IPT General Mandate such that the Group will have four (4) categories of Mandated Interested Person Transactions, comprising the existing category of Mandated Interested Person Transactions which is to purchase coal from the Mandated Interested Persons (comprising the two (2) existing Mandated Interested Persons, PT Sumber Alam Makmur Utama and PT Sarolangun Ketalo Coal, and a new Mandated Interested Person, PT TRIOP) as well as the three (3) additional Mandated Interested Person Transactions which are (i) to obtain jetty services ("**Jetty Services**") from PT MJSU; (ii) to obtain stockpiling services ("**Stockpiling Services**") from PT TRIOP, and (iii) to obtain shipping services ("**Shipping Services**") from PT DPAL; and
- (c) the corresponding modifications to the guidelines and review procedures under the IPT General Mandate to facilitate the above additions.

**5.1 RATIONALE FOR THE PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE**

Information on the rationale for and benefits of the Proposed Modifications of the IPT General Mandate is set out in Section 4.2(a) of the Circular.

We note that the modified IPT General Mandate will expand the scope of the IPT General Mandate and eliminate the need for the Company to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for entering into such transactions. This will substantially reduce administrative time and expenses associated with the making of such announcements or the convening of general meetings from time to time, and allow manpower resources to be focused towards other corporate and business opportunities.

**5.2 METHODS AND PROCEDURES FOR THE MANDATED INTERESTED PERSON TRANSACTIONS**

We note that:

- (a) In respect of the purchase of coal from PT Sumber Alam Makmur Utama, PT Sarolangun Ketalo Coal and PT TRIOP

The EAR Group (in this case for the purchase of coal from the Mandated Interested Persons, being the Group excluding PT TRIOP) will compare the terms offered by the

---

## APPENDIX 1 – IFA LETTER

---



Mandated Interested Persons with the terms offered by at least two (2) other unrelated third-party coal suppliers for similar annual purchase arrangement prior to the entry into the annual purchase agreement with the Mandated Interested Persons. The EAR Group will only enter into such annual purchase agreement if the terms offered by the Mandated Interested Person are the same or more favourable than the terms offered by unrelated third-party coal suppliers. In particular, the selling price offered by the Mandated Interested Persons shall not be higher than the prevailing relevant coal price index and the discount offered by the Mandated Interested Persons shall not be lower than the discounts offered by unrelated third-party coal suppliers. When comparing agreements, the EAR Group will also take into account pertinent factors such as the size of the order, the quality of the coal, the shipping terms (whether it is inclusive or exclusive of cost, insurance, and freight), and proximity of the coal mine and delivery logistics.

For placement of orders which is not covered by an annual purchase agreement, the purchasing department will obtain at least two (2) quotations from unrelated third-party coal suppliers for comparison. When comparing quotations, the purchasing department will take into account pertinent factors as set out above.

In the event that there is no such unrelated third-party quotations or only one unrelated third-party quotation is obtained, the EAR Group shall compare the selling prices quoted by the Mandated Interested Persons against the prevailing relevant coal price index. The selling price quoted by the Mandated Interested Persons shall not be higher than the prevailing index price. Any discount represented by the selling price quoted by the Mandated Interested Persons shall not exceed the range of discounts enjoyed by the EAR Group for similar transactions in the most recently completed financial year. When comparing transactions, the EAR Group will take into account pertinent factors as set out above.

The approval thresholds for each of the above Mandated Interested Person Transaction are as follows:

<b>Value of Mandated Interested Person Transactions</b>	<b>Approval Authority</b>
Equals to or below 3% of the latest audited NTA of the Group	Finance Manager
Exceeds 3% but below 5% of the latest audited NTA of the Group	Finance Manager and the CEO or CFO
Exceeds 5% of the latest audited NTA of the Group	Finance Manager, the CEO or CFO, and an Independent Director

- (b) In respect of the obtaining of Jetty Services from PT MJSU and Stockpiling Services from PT TRIOP

The fees for the Jetty Services and Stockpiling Services, which is on a per metric tonne basis, shall be pre-determined in advance between the EAR Group (in the case for the obtaining of Jetty Services from PT MJSU, being the Group and in the case for the



obtaining of Stockpiling Services from PT TRIOP, being the Group excluding PT TRIOP) and the Mandated Interested Persons, and pre-approved by the Audit Committee on an annual basis. When submitting the relevant fee to Audit Committee for approval, the EAR Group shall compare the fees offered by the Mandated Interested Persons with the terms offered by at least two (2) other unrelated third-party suppliers for similar services. The fees payable by the EAR Group to the Mandated Interested Persons shall not be higher or less favourable than the fees by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall undertake the following:

- (A) compare the fee offered by the Mandated Interested Persons against the prevailing publicly available fees for similar services in other parts of Indonesia;
- (B) compare the fee offered by the Mandated Interested Persons against the fees charged by the Mandated Interested Persons to their respective unrelated third-party customers; or
- (C) in the absence of the above (A) and (B), the CFO shall prepare the relevant costing analysis to ensure that the gross profit margins of the Group are not materially affected by the obtaining or provision of such services.

While the fee is pre-determined and approved by the Audit Committee on an annual basis, any change in the fee during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee.

- (c) In respect of the obtaining of Shipping Services by the EAR Group from PT DPAL

Shipping Services can be further segmented to transshipment services with short-distance shipment of coal from local jetties or ports to bulk carriers designated by customers at specified anchorage (the "**Transshipment Services**") or chartering services with chartering of tugboats and barges on a per voyage basis to transport coal from jetties or loading ports, to various regions within Indonesia where the Group's end customers are located (the "**Chartering Services**").

- (A) for Transshipment Services which is envisaged to occur frequently when the Coal Mining Companies commence production, the fees shall be pre-determined in advance between the EAR Group (in this case for the obtaining of Shipping Services from PT DPAL, being the Group excluding PT DPAL) and the Mandated Interested Person, and pre-approved by the Audit Committee on a bi-annual or annual basis. When submitting the fee to Audit Committee for approval, the EAR Group shall compare the fee offered by the Mandated Interested Person with the terms offered by at least two (2) other unrelated third-party suppliers for similar Transshipment Services. The fee payable by the EAR Group to the Mandated Interested Person shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall compare the fee offered by the Mandated Interested Person against the prevailing fees paid by the EAR Group for similar Transshipment Services in other parts of Indonesia or in the absence of such comparable

## APPENDIX 1 – IFA LETTER



quotations, compare the fees charged by the Mandated Interested Person to its unrelated third-party customers, after taking into consideration pertinent factors such as the shipment route and distances, the number of shipping days for the route, the freight charges for each metric ton of coal shipped in each route, the payment milestones and the credit terms.

- (B) for Chartering Services which is expected to occur on an *ad hoc* basis after the Coal Mining Companies commence production, the EAR Group will compare the terms offered by the Mandated Interested Person with the terms offered by at least two (2) other unrelated third-party vessels charterers. In the event that the EAR Group is unable to obtain two (2) comparable quotations from unrelated third-party vessels charterers, the EAR Group shall also compare the terms offered by the Mandated Interested Person to the EAR Group with the terms charged by the Mandated Interested Person to its unrelated third-party customers for similar Chartering Services. The EAR Group will only engage the Chartering Services of the Mandated Interested Person if the terms offered by the Mandated Interested Person are the same or more favourable than the terms offered by unrelated third-party vessels charterers and/or the terms charged by the Mandated Interested Person to its unrelated third-party customers for similar Chartering Services. When assessing such the terms of the Chartering Services, the EAR Group shall take into account factors, including but not limited to, the chartering period, the distance travel and the credit terms.

The following approval thresholds applies to the Chartering Services:

Value of Mandated Interested Person Transactions	Approval Authority
Equals to or below 3% of the latest audited NTA of the Group	Head of operating department
Exceeds 3% but below 5% of the latest audited NTA of the Group	Head of operating department and the CEO or CFO
Exceeds 5% of the latest audited NTA of the Group	Head of operating department, the CEO or CFO, and an Independent Director

### 5.3 ROLE OF AUDIT COMMITTEE

We note that:

- (a) the Audit Committee will review all Mandated Interested Person Transactions, on a quarterly basis to ensure that they are carried out on normal commercial terms, on arm's length basis and are not prejudicial to the interests of the Group or the minority



shareholders of the Company and in accordance with the procedures set out in the IPT General Mandate;

- (b) the Group will prepare the relevant information to assist its Audit Committee in its review and keep a register recording all Mandated Interested Person Transactions which are entered into by the Group. All documents related to the Mandated Interested Person Transactions will be filed in a separate file (the "IPT Mandate File") for ease of tracking and monitoring. The IPT Mandate File will contain all forms and checklists in relation to the Mandated Interested Person Transactions. The IPT Mandate File will also contain invoices and payment vouchers in relation to the Mandated Interested Person Transactions;
- (c) all fees relating to (I) the obtaining of Jetty Services by the EAR Group from PT MJSU; (II) the obtaining Stockpiling Services by the EAR Group from PT TRIOP; and (III) the obtaining of Transhipment Services by the EAR Group from PT DPAL, shall be reviewed and approved by the Audit Committee on an annual basis and any change in the fee(s) during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee(s);
- (d) review the annual internal audit reports on whether the methods and procedures established to monitor the Mandated Interested Person Transactions have been adhered to; and
- (e) if, during these reviews by the Audit Committee, the Audit Committee is of the view that the established methods and procedures for the Mandated Interested Person Transactions with the Mandated Interested Persons are no longer appropriate or sufficient to ensure that the Mandated Interested Person Transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Group will seek a fresh general mandate for the Mandated Interested Person Transactions based on new methods and procedures so that Mandated Interested Person Transactions will be carried out on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

#### **5.4 VALIDITY PERIOD OF THE MODIFIED IPT GENERAL MANDATE**

Subject to Shareholders' approval on the Proposed Modifications to the IPT General Mandate, the modified IPT General Mandate will take effect from the date of passing of the ordinary resolution at the EGM, and will continue to be in force until the conclusion of the Company's next annual general meeting to be convened (unless revoked or varied by the Company in a general meeting). Approval from Shareholders will be sought for a renewal of the modified IPT General Mandate at each subsequent annual general meeting subject to the satisfactory review by the Audit Committee of its continued application to the interested person transactions mandated under the modified IPT General Mandate.

#### **5.5 ABSTENTION BY MANDATED INTERESTED PERSONS AND THEIR ASSOCIATES**

We note that (a) Mr Salim Limanto has abstained from participating in the deliberations of the Board in respect of the Proposed Modifications of the IPT General Mandate and will abstain from



making any recommendations to Shareholders on the Proposed Modifications of the IPT General Mandate in his capacity as a Director of the Company; and (b) the Founding Shareholders will abstain, and will undertake to ensure that their respective associates will abstain from voting on the Proposed Modifications of the IPT General Mandate. The Founding Shareholders and their respective associates will also not accept appointments as proxy (ies) at the EGM unless specific instructions as to voting are given.

## 6. OUR OPINIONS

### 6.1 THE PROPOSED DNS SUBSCRIPTION

Having regard to our terms of reference, in arriving at our opinion, we have taken into account a range of factors which we consider to be pertinent and have a significant bearing on our assessment of the Proposed DNS Subscription. We have carefully considered as many factors as we deem essential and balanced them before reaching our opinion. Accordingly, it is important that our IFA Letter, in particular, all the considerations and information we have taken into account, be read in its entirety.

We set out below a summary of the key factors we have taken into our consideration when assessing the Proposed DNS Subscription:

- (a) the Subscription Price payable by the Company is the same as (i) the nominal value of each existing share in the issued and paid-up share capital of PT DPB; (ii) the subscription price previously paid by PT DPN when it subscribed for its existing 9,999 existing shares in the issued and paid-up capital of the Target Company; and (iii) the subscription price payable by PT DPN for the DPN Subscription Shares;
- (b) the issuance of the Subscription Shares to raise gross proceeds of IDR 299 billion represents a price to indicative fair value ratio of 0.95 time to the indicative fair value of IDR 315 billion for the total equity of the Target Company as at 31 December 2023 as opined by the Independent Appraiser;
- (c) the Subscription Price represents a price to proforma fair value adjusted NAV of 0.76 time after taking into account the net positive adjustment of IDR 401.9 billion to the Target Company's 74.16% interest in the issued and paid-up capital of PT PKPK as at 31 December 2023 by the Independent Appraiser in the Assessment Study Report;
- (d) the Implied Price for each PT PKPK Share of IDR 333 is within premia and discounts of not more than 10% to the volume weighted average traded price of the PKPK Shares for the period after the Announcement Date up to the Latest Practicable Date and also represents a discount of 4.3% to the closing price of IDR 348 for each PKPK Share on the Latest Practicable Date; and
- (e) other considerations set out in paragraph 4.5 of this IFA Letter.

**Accordingly, after taking into account the above factors and the information made available to us as at the Latest Practicable Date, we are of the opinion that, the Proposed**



**DNS Subscription is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.**

**6.2 THE PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE**

In arriving at our opinion in respect of the modified IPT General Mandate, we have considered, among other things, (i) methods and procedures as well as approval thresholds set out in the modified IPT General Mandate; (ii) the role of the Audit Committee in relation to the modified IPT General Mandate; (iii) the quarterly review of the Mandated Interested Person Transactions by the Audit Committee and the annual review of the Mandated Interested Person Transactions by the internal auditors; and (iv) the rationale for and benefits of the modified IPT General Mandate.

**Having regard to the considerations set out in this IFA Letter and the information available to us as at the Latest Practicable Date, Xandar Capital is of the opinion that the methods and procedures for determining the transaction prices of the Mandated Interested Person Transactions, if adhered to, are sufficient to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.**

This IFA Letter is prepared pursuant to Rule 921(4)(a) and Rule 920(1)(b)(v) of the Catalist Rules as well as addressed to the Recommending Directors for their benefit, in connection with and for the purpose of their consideration of the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate, and the recommendation made by them to the Independent Shareholders shall remain the responsibility of the Recommending Directors. Neither the Company, the Directors nor the Shareholders may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purpose, except for the Proposed DNS Subscription and the Proposed Modifications of the IPT General Mandate, at any time and in any manner without the prior written consent of Xandar Capital in each specific case.

This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully  
For and on behalf of  
**XANDAR CAPITAL PTE. LTD.**

LOO CHIN KEONG  
EXECUTIVE DIRECTOR

PAULINE SIM POI LIN  
HEAD OF CORPORATE FINANCE



## APPENDIX 2 – EXECUTIVE SUMMARY OF THE ASSESSMENT STUDY REPORT



**Kantor Jasa Penilai Publik  
FERDINAND, DANAR, ICHSAN DAN REKAN**  
Property, Business Valuation & Advisory  
Licence No. 2.22.0176  
KMK 460/KM.1/2022  
Wilayah Kerja : Seluruh Indonesia

The Manhattan Square  
Lt. 16, Suite D, Jl. TB Simatupang  
Cilandak, Jakarta Selatan, 12560  
E-Mail : infoadmin@fdipartners.co  
Website: www.fdiptners.co  
Phone (62 21) 27875911

Jakarta, 20 June 2024

Kepada Yth / Dear:  
**Board of Director**

**PT Deli Niaga Sejahtera**  
Grand Itc Permata Hijau Lantai 8 Blok B-3a,  
Jl. Letjen Soepeno, Kota Adm. Jakarta Selatan,  
Provinsi DKI Jakarta, Kode Pos: 12210

**Hal:**  
Ringkasan Kajian Penilaian Ekuitas PT Deli  
Pratama Batubara konsolidasi dan termasuk Anak  
Perusahaan (PT Perdana Karya Perkasa Tbk) dan  
Cucu Perusahaan (PT Bhakti Harapan Sejahtera,  
dan PT Tri Oetama Persada)

**Subject:**  
*Executive Summary of Assessment Study Report for  
PT Deli Pratama Batubara consolidation and  
includes subsidiaries (PT Perdana Karya Perkasa  
Tbk) and subsidiary companies (PT Bhakti  
Harapan Sejahtera, PT Tri Oetama Persada)*

With Regards,

**Executive Summary Of Assessment Study  
PT Deli Pratama Batubara And Subsidiaries  
Includes Subsidiaries (PT Perdana Karya Perkasa Tbk) And Subsidiary Companies (PT Bhakti Harapan  
Sejahtera, PT Tri Oetama Persada.**

### 1.1 Identitas Status Penilai / Identification of Appraiser Status

Kajian Penilaian ini dilakukan oleh KJPP Ferdinand, Danar, Ichsan dan Rekan (FDI&R), selaku Penilai Independen untuk memberikan penilaian yang obyektif dan tidak memihak, sesuai KEPI; memiliki kompetensi untuk melakukan penilaian atas objek penilaian yang dimaksud. KJPP Ferdinand, Danar, Ichsan dan Rekan (FDI&R) adalah Kantor Jasa Penilai Publik yang memegang Izin Usaha No.2.22.0176 tanggal 21 April 2022 dari Menteri Keuangan Republik Indonesia dan mempunyai Penilai Publik sebagai berikut:

- Rekan, Danar Wihandoyo, adalah seorang Penilai Publik untuk klasifikasi penilaian bisnis dengan Izin No. B-1.09.00213 dari Menteri Keuangan Republik Indonesia, Beliau adalah anggota dari Masyarakat Profesi Penilai Indonesia.

*This assessment study is conducted by KJPP Ferdinand, Danar, Ichsan and Partner (FDI&R), as an Independent Appraiser who provides an objective and impartial assessment, in accordance with the Indonesian Appraisers Code of Ethics (KEPI); has the competence to assess the intended assessment object. KJPP Ferdinand, Danar, Ichsan and Partner (FDI&R) is a Public Appraisal Services Office that holds Business License No.2.22.0176 dated April 21, 2022, from the Ministry of Finance of the Republic of Indonesia and has the following Public Appraiser:*

- *Partner, Danar Wihandoyo, is a Public Appraiser for business appraisal classification with License No. B-1.09.00213 from the Ministry of Finance of the Republic of Indonesia, He is a member of the Indonesian Society of Appraisers.*



- Penugasan kajian penilaian ini bersifat independen, tidak memiliki keterlibatan material atau benturan kepentingan baik aktual maupun potensial dengan obyek penilaian dan/atau pemilik aset/properti/ekuitas, menjunjung tinggi obyektifitas, profesional dan tidak memihak.
- Seluruh Penilai, tenaga ahli dan staf pelaksana dalam penugasan ini adalah satu kesatuan tim penugasan di bawah kordinator Penilai berizin atau penanggung jawab laporan kajian penilaian ini.
- *This assessment study assignment is independent, without any material involvement, both actual or potential conflict of interest with the object of appraisal and the owner of the asset/property/equity, and upholds objectivity, professionalism, and impartiality.*
- *All Appraisers, experts, and executing staff in this assignment are a part of a unified assignment team under the coordinator of a licensed Appraiser or the person in charge of this assessment study report.*

**1.2 Identitas Pemberi Tugas / Identification of The Assignor**

Pemberi tugas dalam hal ini adalah sebagai berikut: *The assignor are as follows:*

Nama Pemberi Tugas	:	PT Deli Niaga Sejahtera	:	Assignor
Alamat	:	Grand Itc Permata Hijau Lantai 8 Blok B-3a, Jl. Letjen Soepono, Jakarta Selatan, Provinsi DKI Jakarta, 12210	:	Address
Bidang Usaha	:	Perusahaan Trader Batu Bara	:	Industry
No. Telepon/Fax	:	-	:	Phone Number/Fax
Alamat Email	:	-	:	Email
Penanggung Jawab	:	Director	:	Person In Charge

**1.3 Pengguna Laporan / Identification of Report User**

Pengguna laporan dalam hal ini adalah sama dengan Pemberi Tugas. *The user of the report in this case is the same as the Assignor.*

**1.4 Identitas Objek Kajian Penilaian dan Kepemilikan / Identification of the Assessment Study Object and Ownership**

Obyek Kajian Penilaian dalam hal ini adalah Ekuitas PT Deli Pratama Batubara konsolidasi dan termasuk Anak Perusahaan (PT Perdana Karya Perkasa Tbk) dan Cucu Perusahaan (PT Bhakti Harapan Sejahtera, dan PT Tri Oetama Persada). Berdasarkan informasi yang kami terima bentuk kepemilikan obyek kajian penilaian merupakan Ekuitas pengendali. *The object of this Assessment Study is the equity of PT Deli Pratama Batubara consolidation and subsidiaries (PT Perdana Karya Perkasa Tbk) and subsidiary companies (PT Bhakti Harapan Sejahtera, PT Tri Oetama Persada). Based on the information we received, the form of ownership of the object of the assessment study is Controlling Equity.*



### 1.5 Jenis Mata Uang yang Digunakan / Currencies Used

Mata uang yang digunakan dalam penugasan ini, sesuai dengan mata uang fungsional dalam laporan keuangan Objek Penilaian (dalam USD) dan dinyatakan kembali dalam mata uang Rupiah (dalam hal mata uang fungsional bukan Rupiah).

*The currency used in this assignment, corresponds to the functional currency in the financial statements of the Object of the assessment (in USD) and is restated in Rupiah (in the event that the functional currency is not Rupiah).*

### 1.6 Maksud dan Tujuan Kajian Penilaian / Purpose and Objectives of Assessment Study

Maksud kajian penilaian ini adalah untuk menyusun kajian penilaian perusahaan dalam rangka mengetahui indikasi nilai ekuitas **PT Deli Pratama Batubara konsolidasi dan termasuk Anak Perusahaan (PT Perdana Karya Perkasa Tbk) dan Cucu Perusahaan (PT Bhakti Harapan Sejahtera, dan PT Tri Oetama Persada)**

*The purpose of this assessment study is to determine the indication value of the equity of **PT Deli Pratama Batubara consolidation and includes subsidiaries (PT Perdana Karya Perkasa Tbk) and subsidiary companies (PT Bhakti Harapan Sejahtera, PT Tri Oetama Persada)***

Tujuan kajian penilaian ini untuk tujuan internal manajemen.

*The objective of this assessment study is for internal management purposes.*

Laporan kajian penilaian ini tidak untuk digunakan didalam wilayah hukum negara indonesia.

*This assessment study report is not for use within the jurisdiction of Indonesia.*

### 1.7 Dasar Nilai / Basis of Values

Dasar nilai yang digunakan sesuai maksud dan Dasar nilai yang digunakan sesuai maksud dan tujuan di atas adalah **Nilai Wajar**.

*The value basis used is in accordance with the purpose and objectives stated above, which is the **Fair Value**.*

Nilai Wajar adalah harga yang akan diterima dari penjualan aset atau dibayarkan untuk pengalihan liabilitas dalam transaksi yang teratur diantara pelaku pasar pada tanggal pengukuran. (SPI Edisi VII 2018 : 102 - 3.17)

*Fair Value is the price that would be received from the sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. (SPI VII Edition 2018: 102 - 3.17)*

### 1.8 Tanggal Kajian Penilaian / Cut Off Date of The Assessment Study

Tanggal Kajian Penilaian dalam penugasan ini adalah **31 Desember 2023**.

*The cut-off date of this assessment study is **December 31, 2023**.*

### 1.9 Tingkat Kedalaman Investigasi / Investigation

- a. Data dan informasi menyangkut dokumen atas Objek Kajian Penilaian penugasan yang kami terima dari pemberi tugas.
- b. Verifikasi yang kami lakukan terhadap Objek Kajian Penilaian adalah merupakan

- a. *Data and information regarding to the documents on the Object of Assessment Study of our assignment that we receive from the assignor.*



- bagian dari keperluan dan kepentingan pelaksanaan Penilaian.
- c. Proses pengumpulan dan analisis data dilakukan secara lengkap pada Objek Kajian Penilaian. Bila terdapat keterbatasan dalam hal dokumen atau identifikasi secara keseluruhan, maka kami menggunakan data dan dokumen secara sampling secukupnya (data yang relevan).
  - d. Inspeksi dapat dilakukan tanpa ada pembatasan akses ke lokasi termasuk data yang harus disediakan oleh pemberi tugas dan/ atau pihak terkait lainnya kepada penilai dalam melakukan inspeksi, penelaahan, penghitungan dan analisis untuk tujuan Kajian Penilaian.
- b. *The verification that we carry out on the Object of the Assessment Study is part of the requirement and interest of Assessment Study exercise.*
  - c. *The process of collecting and analyzing data is carried out in full on Assessment Study Object. If there are limitations in terms of documents or identification as a whole, then we use sufficient relevant data and documents in sampling.*
  - d. *Inspections can be carried out without any restrictions on access to locations including data that must be provided by the assignor and/or other related parties to the appraiser in carrying out inspections, studies, calculations and analysis for the purpose of Assessment Study.*

#### **1.10 Sifat dan Sumber Informasi yang Dapat Diandalkan / *Reliable Source of Information***

Informasi dan data yang relevan namun tidak membutuhkan verifikasi, dapat disetujui dan digunakan sepanjang sumber data tersebut dipublikasikan pada tingkat nasional maupun internasional. Data yang relevan dan terpercaya tersebut antara lain data yang diperoleh dari Bank Indonesia, Bursa Efek Indonesia atau bursa lain, Badan Pusat Statistik, data Pemerintah Kota dan Kabupaten, dan data riset dari Lembaga Independen/firma.

*Relevant information and data that do not require verification can be approved and used as long as the data source is published at the national and international levels. Relevant and reliable data includes data obtained from Bank Indonesia, the Indonesia Stock Exchange or other exchanges, the Central Bureau of Statistics, city and district government data, and research data from independent institutions/firms.*

#### **1.11 Asumsi dan Asumsi Khusus / *Assumptions***

Asumsi:

- Kami tidak melakukan rewiu terhadap aspek hukum maupun uji tuntas aspek keuangan, oleh karena itu kami berasumsi bahwa objek yang kami nilai tidak mempunyai masalah hukum dan hak kepemilikannya adalah sah dan dapat dipasarkan.
- Kami berasumsi bahwa objek yang ditunjukkan kepada kami adalah benar merupakan objek dalam kajian penilaian.

*Assumptions:*

- *We have not conducted any legal review or financial due diligence, therefore we assume that the object we are assessing has no legal issues and the ownership rights are valid and marketable.*
- *We assume that the object shown to us is the correct object of assessment study.*

#### **1.12 Persyaratan Atas Persetujuan untuk Publikasi / *Term and Agreement for Publication***

Persetujuan penilai harus didapatkan atas setiap publikasi terhadap keseluruhan atau

*The appraiser's approval must be obtained for any publication for the whole or part of*



sebagian dari laporan, atau referensi yang dipublikasikan, termasuk referensi mengenai laporan keuangan perusahaan/objek Kajian Penilaian, dan/atau laporan direksi/pimpinan perusahaan/objek Kajian Penilaian, dan/atau pernyataan atau kajian lainnya atau pernyataan/edaran apapun dari perusahaan/objek Kajian Penilaian.

*the report, or published references, including references to the company's financial statements/object of the Assessment Study, and/or reports of directors/leaders of the company/object of the Assessment Study, and/or statements or other studies or any statement/circulation from the company/object of the Assessment Study.*

Tanda tangan Penilai Publik dan cap KJPP Ferdinand, Danar, Ichsan dan Rekan yang resmi merupakan syarat mutlak Laporan Kajian Penilaian yang dihasilkan.

*The signature of the Public Appraiser and the official stamp of KJPP Ferdinand, Danar, Ichsan and Partners is an absolute requirement for the resulting Assessment Study Report.*

**1.13 Konfirmasi Bahwa Kajian Penilaian Dilakukan Berdasarkan Peraturan dan Standar / Confirmation that the Assessment Study is Based on Regulations and Standards**

Kajian Penilaian akan dilakukan berdasarkan Kode Etik Penilai Indonesia dan Standar Penilaian Indonesia Tahun 2018 Edisi VII (KEPI & SPI Edisi VII-2018).

*The Assessment Study are conducted based on the Indonesian Appraisal Code of Ethics and the Indonesian Valuation Standards 2018 Edition VII (KEPI & SPI Edition VII-2018).*

**1.14 Premis Kajian Penilaian / Assessment Study Premise**

Kami telah melakukan kajian penilaian atas Nilai wajar ekuitas DPB dan Entitas Anak dengan premis penilaian *Going Concern*, yaitu sebuah entitas yang terus melaksanakan kegiatan operasionalnya secara berkelanjutan di masa depan tanpa adanya maksud atau kebutuhan untuk melikuidasi atau memperkecil secara material skala usahanya.

*We have conducted an assessment study on the Fair Value of PT. Deli Pratama Batubara (DPB) equity and its Subsidiary with the premise of a Going Concern assessment, meaning an entity that will continue its operational activities sustainably in the future without any intention or need to liquidate or significantly reduce its scale of operations.*

**1.15 Pendekatan dan Metode Kajian Penilaian yang Digunakan / Assessment Study Approach and Methods Used**

Pendekatan dan metode kajian penilaian yang kami gunakan dalam menentukan nilai wajar ekuitas DPB dan Entitas Anak adalah dengan menggunakan pendekatan berbasis pendekatan pasar (*Market Approach*) melalui metode GPTC (*Guideline Publicly Traded Company Method*), pendapatan (*income approach*) melalui metode diskonto arus kas (*Discounted Cashflow / DCF*), dan Pendekatan Aset (*Asset Approach*) melalui metode ABV (*Adjusted Book Value Method*).

*The approach and methods of assessment that is used in determining the fair value equity of DPB and its Subsidiaries are based on the market approach with GPTC method (Guideline Publicly Traded Company Method), income approach with discounted cash flow (DCF) method and asset approach with ABV method (Adjusted Book Value Method).*



### 1.16 Data dan Informasi Pendukung / *Data and Supporting Information*

Data dan informasi pendukung dalam kegiatan inspeksi dan penelaahan dokumen adalah sebagai berikut:

- Hasil Pelaksanaan Inspeksi Kami telah melakukan inspeksi pada tanggal 27 Maret 2024 dengan melakukan wawancara melalui aplikasi zoom meeting sehubungan dengan Obyek Kajian Penilaian.
- Hasil Pemeriksaan atas Dokumen Hukum yang Relevan dengan Obyek Penilaian Obyek Penilaian merupakan ekuitas DPB dan Entitas Anak. Atas dasar hal tersebut, maka dokumen hukum yang relevan dengan Obyek Penilaian merupakan dokumen-dokumen hukum yang juga melekat pada DPB dan Entitas Anak. Adapun dokumen hukum DPB dan Entitas Anak, yang mencakup perijinan dan legalitas DPB dan Entitas Anak, diuraikan kemudian dalam Gambaran Umum dan Entitas Anak.
- Tingkat Likuiditas Obyek Penilaian Dengan mempertimbangkan bahwa Obyek Penilaian merupakan perusahaan tertutup yang tidak diperdagangkan di pasar modal/terbuka maka tingkat likuiditas pasar DPB dan Entitas Anak dapat dikatakan relative rendah.

*The supporting data and information in the inspection and document review activities are as follows:*

- *Results of Inspection Implementation*  
*We inspected on March 27, 2024, by conducting interviews through Zoom meeting application in relation to the Object of the Assessment Study.*
- *Result of Inspection of Legal Documents Relevant to the Object of Assessment*  
*The Object of Assessment is the equity of DPB and its Subsidiaries. Based on this, the legal documents relevant to the Object of the Assessment are the legal documents that are also attached to the DPB and its Subsidiaries. The legal documents of DPB and Subsidiaries, which include licenses and legalities of DPB and Subsidiaries, are described later in the Overview and Subsidiaries section.*
- *Liquidity Level of the Object of the Assessment Considering that the Object of Assessment is a closed company that is not traded in the capital market/open market, the level of market liquidity of DPB and Subsidiaries can be said to be relatively low.*

### 1.17 Pernyataan Independensi Penilai / *Independency Statement of the Appraiser*

Dalam mempersiapkan laporan kajian penilaian Ekuitas DPB dan Entitas Anak, KJPP FDI&R bertindak secara independen tanpa adanya benturan kepentingan dan tidak terafiliasi dengan DPB dan Entitas Anak maupun pihak pihak lain yang terafiliasi dengan DPB dan Entitas Anak. KJPP FDI&R juga tidak memiliki kepentingan ataupun keuntungan pribadi terkait dengan penugasan ini. Laporan kajian penilaian ini tidak dilakukan untuk memberikan keuntungan atau merugikan pihak manapun. Imbalan yang kami terima sama sekali tidak dipengaruhi oleh nilai yang dihasilkan dari proses analisis penilaian ini.

*In preparing the Equity assessment study report of DPB and its Subsidiaries, KJPP FDI&R acts independently without any conflict of interest and is not affiliated with DPB and its Subsidiaries or other parties affiliated with DPB and its Subsidiaries. KJPP FDI&R also has no personal interest or profit related to this assignment. This assessment study report is not conducted to benefit or harm any party. The remuneration we receive is in no way influenced by the value resulting from this assessment study analysis process.*



**1.18 Kejadian Penting Setelah Tanggal Kajian Penilaian / Subsequent Event After Cut Off Date**

Dari tanggal kajian (cut off date) per 31 Desember 2023 hingga laporan kajian penilaian ini diterbitkan terdapat kejadian penting setelah tanggal kajian penilaian (Subsequent Event).

*From the assessment date (cut off date) as of December 31, 2023 until this assessment study report is published, there are important events after the assessment date (Subsequent Event).*

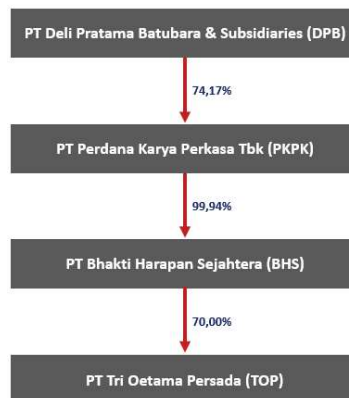
Berdasarkan informasi manajemen PT Deli Pratama Batubara, Pada tanggal 10 Januari 2024 PT Perdana Karya Perkasa melakukan akuisisi saham PT Bhakti Harapan Sejahtera.

*Based on information from the management of PT Deli Pratama Batubara, on January 10, 2024 PT Perdana Karya Perkasa acquired the shares of PT Bhakti Harapan Sejahtera.*

PKPK telah melakukan transaksi pembelian saham PT Bhakti Harapan Sejahtera sebanyak 14.991.000 saham atau sebesar 99,94% dari seluruh saham yang telah ditempatkan dan disetor penuh dalam PT Bhakti Harapan Sejahtera dengan nilai transaksi sebesar Rp165.000.000.

*PKPK had purchased 14,991,000 shares of PT Bhakti Harapan Sejahtera or 99.94% of the total issued and fully paid shares of PT Bhakti Harapan Sejahtera with a transaction value of Rp165,000,000.*

**DPB and Subsidiaries as of January 10, 2024.**



Source: DPB Management

**1.19 Ringkasan Kajian Penilaian / Executive Summary of Assesment Study**

Kajian Penilaian dilakukan berdasarkan Kode Etik Penilai Indonesia dan Standar Penilaian Indonesia Tahun 2018 Edisi VII (KEPI & SPI Edisi VII-2018).

*The assessment study is conducted based on the Indonesian Appraisal Code of Ethics and the Indonesian Valuation Standards 2018 VII Edition (KEPI & SPI VII Edition-2018).*

Pendekatan dan metode kajian penilaian yang digunakan merupakan pendekatan dan metode penilaian yang umum digunakan sesuai dengan **Standar Penilaian Indonesia (SPI)**

*The approach and methods of assessment used is the commonly accepted assessment approach and methods by the Indonesian Valuation Standard (SPI) 330 Year 2018 VII.*



**330 Tahun 2018 VII.** Pemilihan pendekatan dan metode penilaian diterapkan dengan mempertimbangkan karakteristik dan klasifikasi objek penilaian. Dalam penilaian ini, pendekatan penilaian yang diaplikasikan adalah pendekatan pasar, pendekatan pendapatan dan pendekatan aset.

Pendekatan pasar digunakan untuk mengetahui pembandingan pasar di bursa efek dari sekala usahanya melalui metode pembandingan perdagangan tercatat di bursa (*Guideline Publicly-traded Company Method /GPTC*). Untuk pendekatan pendapatan digunakan metode diskonto arus kas (*discounted cashflow*) hal ini dikarenakan data yang digunakan dengan pertimbangan bahwa indikasi nilai ekuitas DPB dan entitas anak dicerminkan dari kemampuan perusahaan dalam menghasilkan arus kas di masa yang akan datang yang dapat diperkirakan, sebagaimana tergambar dalam dengan rencana usaha/*business plan* yang disusun oleh manajemen DPB dan entitas anak. Pendekatan aset digunakan dengan pertimbangan DPB dan BHS adalah holding company sehingga kami menggunakan pendekatan aset melalui metode ABV (*Adjusted Book Value*).

Berdasarkan analisis dari semua data dan informasi yang kami peroleh dan dengan mempertimbangkan berbagai faktor yang relevan yang mempengaruhi penilaian, dan mengacu pada hasil perhitungan dengan menggunakan metode penilaian yang digunakan, kami berpendapat bahwa nilai wajar Ekuitas DPB konsolidasi dan termasuk Anak Perusahaan (PT Perdana Karya Perkasa Tbk) dan Cucu Perusahaan (PT Bhakti Harapan Sejahtera, PT Tri Oetama Persada) per 31 Desember 2023 adalah sebesar:

**Rp315.031.424.401,-**

**(Tiga Ratus Lima Belas Miliar Tiga Puluh Satu  
Juta Empat Ratus Dua Puluh Empat Ribu  
Empat Ratus Satu Rupiah)**

*The selection of assessment approaches and methods is applied by considering the characteristics and classification of the object of assessment. In this assessment study, the assessment approaches applied are the income approach, asset approach, and market approach.*

*The market approach is used to determine the market comparability on the stock exchange of the scale of business through the Guideline Publicly-traded Company Method (GPTC). For the income approach, the discounted cash flow method is used due to the data used with the consideration that the indication of the equity value of DPB and its subsidiaries is reflected in the company's ability to generate cash flows in the foreseeable future, as illustrated in the business plan prepared by the management of DPB and its subsidiaries. The asset approach is used with the consideration that DPB and BHS are holding companies so we use the asset approach through the ABV (Adjusted Book Value) method.*

*Based on the analysis of all data and information obtained by us and considering various relevant factors affecting the assessment, and referring to the calculation results using the assessment method used, our opinion is that the fair value of the Equity of DPB consolidated and including Subsidiaries (PT Perdana Karya Perkasa Tbk) and subsidiary companies (PT Bhakti Harapan Sejahtera, PT Tri Oetama Persada) as of December 31, 2023 is equal to:*

**Rp315,031,424,401.-**

**(Three Hundred Fifteen Billion Thirty One  
Million Four Hundred Twenty Four  
Thousand Four Hundred and One Rupiah)**





Nilai Wajar Ekuitas tersebut kami tentukan berdasarkan data dan informasi yang kami peroleh dari pihak manajemen Perseroan, serta pihak-pihak lain yang relevan dengan penilaian. KJPP FDI&R menganggap bahwa semua data dan informasi yang diperoleh tersebut adalah benar dan tidak ada keadaan atau hal-hal yang tidak terungkap yang dapat mempengaruhi nilai wajar ekuitas tersebut secara material. KJPP FDI&R juga mengasumsikan bahwa aset yang termasuk dalam kajian penilaian, bebas dari sengketa dan ditunjang oleh dokumen kepemilikan yang sah dan berlaku, KJPP FDI&R tidak melakukan verifikasi secara detail dan bukan merupakan tanggung jawab KJPP FDI&R bilamana terdapat kemungkinan terjadinya masalah yang berkaitan dengan status hukum kepemilikan, kewajiban utang dan/atau sengketa atas aset yang termasuk dalam kajian penilaian.

*The fair value of equity is determined based on the data and information that we obtained, as well as other relevant parties involved in the assessment. KJPP FDI&R considers all data and information obtained are accurate and there are no undisclosed circumstances or factors that could affect the fair value of the equity. KJPP FDI&R also assumes that the assets included in the assessment study are free from disputes and supported by a valid ownership of documents, KJPP FDI&R does not verify in detail and it is not the responsibility of KJPP FDI&R if there are possible problems related to the legal status of ownership, debt obligations and / or disputes over the assets included in the assessment study.*

Kami menyatakan dengan sesungguhnya, bahwa dalam melaksanakan penugasan ini, kami bertindak sebagai pihak independen yang tidak terikat dengan kepentingan apapun, baik saat ini maupun di masa datang terkait dengan usaha perusahaan yang dinilai maupun atas hasil kajian penilaian yang telah dilaporkan.

*We declare that in carrying out this assignment, we act as an independent party that is not bound by any interest, either now or in the future related to the Company's business that is assessed or the results of the assessment study that has been reported.*

Hormat kami / *Regards,*  
**KJPP FERDINAND, DANAR, ICHSAN, DAN REKAN**  
Rekan / *Partner*



**Danar Wihandoyo., MBA., MAPPI (Cert)**

Izin Penilai Bisnis No.	:	B-1.09.00213	:	Public Appraiser
MAPPI No.	:	06-2-02003	:	MAPPI Number
STTD OJK No.	:	PB-47/PM.223/2019	:	STTD OJK Number

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

### 1.1 CHAPTER 9 OF THE CATALIST RULES

Chapter 9 of the Catalist Rules governs transactions in which a listed company or any of its subsidiaries or associated companies enters into or proposes to enter into with a party who is an Interested Person of the listed company. The objective of Chapter 9 (as stated in Rule 901 of the Catalist Rules) is to guard against the risk that the Interested Persons could influence a listed company, its subsidiaries or associated companies to enter into transactions with Interested Persons that may adversely affect the interests of the listed company or its shareholders.

Pursuant to Rule 905 of the Catalist Rules, a listed company must make an immediate announcement of any Interested Person Transaction of a value equal to, or more than, three per cent. (3%) of the group's latest audited NTA. If the aggregate value of all transactions entered into with the same Interested Person during the same financial year amounts to three per cent. (3%) or more of the group's latest audited NTA, the listed company must make an immediate announcement of the latest transaction and all future transactions entered into with that same Interested Person during that financial year.

Pursuant to Rule 906 of the Catalist Rules, a listed company must obtain shareholder approval for any Interested Person Transaction of a value equal to, or more than:

- (a) five per cent. (5%) of the group's latest audited NTA; or
- (b) five per cent. (5%) of the group's latest audited NTA, when aggregated with other transactions entered into with the same Interested Person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

The above requirements for immediate announcement and/or for shareholders' approval do not apply to any transaction below S\$100,000, and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk and hence excluded from the ambit of Chapter 9 of the Catalist Rules.

Rule 920 of the Catalist Rules, however, permits a listed company to seek a general mandate from its shareholders for recurrent transactions with Interested Persons where such transactions are of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is also subject to annual renewal.

### 1.2 ENTITIES AT RISK

For the purposes of the IPT General Mandate, an "entity at risk" ("**EAR Group**") means:

- (a) the Company;
- (b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and
- (c) an Associated Company of the Company (other than an Associated Company that is listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its interested person(s), has or have control.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

### 1.3 MANDATED INTERESTED PERSONS

The IPT General Mandate will apply to the Mandated Interested Person Transactions (as defined below) that are carried out between any entity within the EAR Group with:

(a) PT Sumber Alam Makmur Utama (“PT SAMU”)

PT SAMU is a coal mining company incorporated in Indonesia and an associate of the Founding Shareholders pursuant to Chapter 9 of the Catalist Rules. Certain of the Founding Shareholders and their Associates collectively hold an aggregate indirect interest of 84.7% in PT SAMU.

(b) PT Sarolangun Ketalo Coal (“PT SKC”)

PT SKC is a coal mining company incorporated in Indonesia and an associate of the Founding Shareholders pursuant to Chapter 9 of the Catalist Rules. Certain of the Founding Shareholders and their Associates collectively hold an aggregate indirect interest of 80.1% in PT SKC.

(c) PT Deli Pratama Angkutan Laut (“PT DPAL”)

PT DPAL, incorporated in Indonesia, is a 50.5% effectively owned subsidiary of the Company. PT DPAL currently provides two broad categories of shipping services comprising (a) the chartering of its vessels for transporting goods from a specified loading jetty or port, to various regions within Indonesia where their end-customers are located (the “Chartering Services”); and (b) the transporting of goods from loading jetties or ports to the mother vessels anchored at sea, for their onward transportation to other destinations (the “Transshipment Services”, and together with the Chartering Services, the “Shipping Services”). The EAR Group will be engaging the Shipping Services of PT DPAL when the Coal Mining Companies commence production.

PT DPAL is an ‘interested person’ of the Company pursuant to Rules 904(4)(b) and 915(3) of the Catalist Rules as certain of the Founding Shareholders and their associates collectively hold (indirectly) the remaining 49.5% interest in PT DPAL.

(d) PT Tri Oetama Persada (“PT TRIOP”)

PT TRIOP is part of the Target Group and will be an indirect subsidiary of the Company upon the SSA Completion. PT TRIOP is principally engaged in the business of mining, quarrying, transportation and warehousing of coal and is a potential supplier of coal for the Group’s trading business. The EAR Group intends to utilise the land of PT TRIOP (adjacent to the jetty owned by PT MJSU) for stockpiling purposes (the “Stockpiling Services”).

PT TRIOP is an ‘interested person’ of the Company pursuant to Rule 915(3) of the Catalist Rules as certain of the Founding Shareholders and their associates collectively holds 5% or more interest in PT TRIOP other than through the Group.

(e) PT Mitra Jasa Sebamban Utama (“PT MJSU”)

PT MJSU, a company incorporated in Indonesia, owns equipment and facilities such as crushers and conveyors which are located at the jetty within proximity of the coal mines owned by the Coal Mining Companies, and provides services such as crushing of coal and loading of crushed coal onto barges at the jetty (collectively, the “Jetty Services”).

The EAR Group will be engaging the Jetty Services when the Coal Mining Companies commence production.

PT MJSU is an ‘interested person’ of the Company pursuant to Rule 904(4)(b) of the Catalist Rules as certain of the Founding Shareholders and their associates collectively hold an aggregate indirect effective interest of 80% in PT MJSU.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

Collectively, PT SAMU, and PT SKC, PT DPAL, PT TRIOP and PT MJSU shall be referred to as “**Mandated Interested Persons**” and each a “**Mandated Interested Person**”, all being Interested Persons. As at the Latest Practicable Date, PT TRIOP, PT SAMU and PT SKC have not commenced production.

### 1.4 NATURE OF THE INTERESTED PERSON TRANSACTIONS

The Group is principally engaged in (a) the procurement and sale of coal for domestic and export sales (“**Trading Business**”); and (b) the provision of chartering services of tugboats, barges and bulk carrier to our customers to transport coal mainly within the Indonesian territories.

~~The Mandated Interested Persons are either coal mine owners or coal mining companies in the region of Indonesia. As a result of the Company’s diversification into Coal Mining Business, it is envisaged that the Group will from time to time, in the ordinary course of the Group’s business, enter into the following interested person transactions with the Mandated Interested Persons:~~

- ~~(a) the EAR Group may purchase of coal from PT TRIOP, PT SAMU and/or PT SKC; to fulfil the Group’s customers’ demand for coal~~
- ~~(b) provision of the Stockpiling Services by PT TRIOP;~~
- ~~(c) provision of the Shipping Services by PT DPAL; and~~
- ~~(d) provision of the Jetty Services by PT MJSU.~~

~~(collectively the “**Mandated Interested Person Transactions**”).~~

Transactions between the Mandated Interested Persons and the Group which do not fall within the ambit of the IPT General Mandate shall be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules and/or an applicable law. In particular, any transactions outside the scope of the IPT General Mandate which exceed 5.0% of the Group’s audited NTA will require independent Shareholders’ approval. Transactions which fall within the ambit of the IPT General Mandate will not be separately subject to Rules 905 and 906 of the Catalist Rules.

### 1.5 RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF THE IPT GENERAL MANDATE

Following the extraordinary general meeting of the Company held on 15 January 2024, Shareholders’ approval was obtained, inter alia, to diversify the Group’s business to include the Coal Mining Business. Subsequently on 17 January 2024, the Company completed its acquisition of Batubara Development Pte. Ltd., indirectly acquiring an interest in the DDS Group, which comprises four (4) coal mines.

Furthermore, through the Proposed DNS Subscription, the Group is proposing to acquire an interest in a coal mine held by PT TRIOP. Upon the SSA Completion, the Group will have an interest in a total of five (5) coal mines (collectively referred herein as the “**Coal Mining Companies**”).

As a result of the Company’s diversification into the Coal Mining Business, it is envisaged that the Group will from time to time, in the ordinary course of the Group’s Coal Mining Business, enter into the Mandated Interested Person Transactions (as set out in Section 1.4 above) with the Mandated Interested Persons (as set out in Section 1.3 above).

~~Pursuant to the IUP-OPK granted by BKPM to PT DNS to conduct the Group’s Trading Business, PT DNS is permitted to source for coal from approved coal mines:~~

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

~~The Group envisaged that the Mandated Interested Person Transactions are likely to occur from time to time, in the ordinary course of the Group's Trading business, when PT SAMU and PT SKG commenced production. Accordingly, While none of the Coal Mining Companies have commenced production as at the Latest Practicable Date, in view of the time-sensitive and recurrent nature of the Mandated Interested Person Transactions, it would be advantageous for the Group to renew the IPT General Mandate to enable the EAR Group to enter into the Mandated Interested Person Transactions expeditiously as soon as PT SAMU and PT SKG the Coal Mining Companies commence production, provided that the Mandated Interested Person Transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Group and the minority Shareholders of the Company. The IPT General Mandate will allow the Group's Trading Business to purchase coal that meet the requirements and specifications from trusted and established suppliers, thereby ensuring the sustainability of the Group's operations.~~

The IPT General Mandate and its subsequent renewal on an annual basis would facilitate the day-to-day operations of the Group's trading business as well as the Coal Mining Business, eliminating ~~eliminate~~ the need to announce, or to announce and convene separate general meetings from time to time to seek independent Shareholders' approval, thereby easing administrative and financial costs, without compromising the EAR Group's business activities.

The IPT General Mandate is intended to facilitate transactions in the normal course of business of the EAR Group which are transacted from time to time with the Mandated Interested Persons, provided that they are carried out on arm's length basis and are on normal commercial terms, and are not prejudicial to the interests of the Group and the minority Shareholders. In accordance with the requirements of Chapter 9 of the Catalist Rules, the Group will (a) disclose in the Company's annual report the aggregate value of transactions conducted with the Mandated Interested Persons pursuant to the IPT General Mandate during the financial year (as well as in the annual reports for subsequent financial years that the IPT General Mandate continues to be in force); and (b) announce the aggregate value of transactions conducted with the Mandated Interested Persons pursuant to the IPT General Mandate for the financial periods that the Company is required to report on pursuant to Rule 705 of the Catalist Rules.

### 1.6 GUIDELINES AND REVIEW PROCEDURES UNDER THE IPT GENERAL MANDATE

To ensure that the Mandated Interested Person Transactions are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Group and the minority Shareholders, the Group has established the following procedures under the IPT General Mandate ("**IPT Guidelines and Review Procedures**"):

(a) Purchase of coal from PT TRIOP, PT SAMU and/or PT SKC

- (i) ~~All Mandated Interested Person Transactions~~ purchase of coal from PT TRIOP, PT SAMU and/or PT SKC (where applicable) shall be conducted in accordance with the Group's usual business practices and policies, at the prevailing market rates or prices, and on terms which are no less favourable to the EAR Group as compared to the terms extended by unrelated third-parties (including, where applicable, preferential rates, prices, commissions or discounts accorded to customers or purchasers who have a long-term contract with the EAR Group) or otherwise in accordance with applicable industry norms.
- (ii) Before entering into any purchase agreement with the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable), the purchasing department will review to ensure that the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) remains on the list of the EAR Group's approved suppliers.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

- (iii) Where possible, the EAR Group will negotiate for an annual purchase agreement with the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable). ~~Whilst the Group does not maintain any coal stockpiles, the~~ The entry into such annual purchase agreement will allow the Company~~EAR Group~~ to secure a reliable and consistent source of coal for the Group's Trading Business, which will in turn allow the EAR Group to better negotiate for coal sale contracts with its customers. Prior to the entry into the annual purchase agreement with the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable), the ~~Company~~EAR Group will compare the terms offered by the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) with the terms offered by at least two (2) other unrelated third-party coal suppliers for similar annual purchase arrangement. The EAR Group will only enter into such annual purchase agreement if the terms offered by the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) are the same or more favourable than the terms offered by unrelated third-party coal suppliers. In particular, the selling price offered by the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) shall not be higher than the prevailing coal price index, in particular the ICI and/or HBA (where relevant), and the discount offered by the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) shall not be lower than the discounts offered by unrelated third-party coal suppliers. When comparing agreements, the EAR Group will also take into account pertinent factors such as the size of the order, the quality of the coal, the shipping terms (whether it is inclusive or exclusive of cost, insurance, and freight), and proximity of the coal mine and delivery logistics.
- (iv) For placement of orders with the ~~Mandated Interested Person~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) under the annual purchase agreement, the purchasing department will ensure that the orders are placed in accordance to the terms already agreed in the annual purchase agreement.
- (v) For placement of orders which is not covered by an annual purchase agreement, the purchasing department will obtain at least two (2) quotations from unrelated third-party coal suppliers for comparison. When comparing quotations, the purchasing department will take into account pertinent factors as set out in paragraph (iii) above.
- (vi) In the event that there is no such unrelated third-party quotations or only one unrelated third-party quotation is obtained, the EAR Group shall compare the selling prices quoted by the ~~Mandated Interested Persons~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) against the prevailing coal price index, in particular the ICI and/or HBA (where relevant). The selling price quoted by the ~~Mandated Interested Persons~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) shall not be higher than the prevailing index price. Any discount represented by the selling price quoted by the ~~Mandated Interested Persons~~ PT TRIOP, PT SAMU and/or PT SKC (where applicable) shall not exceed the range of discounts enjoyed by the EAR Group for similar transactions in the most recently completed financial year. When comparing transactions, the EAR Group will take into account pertinent factors as set out in paragraph (iii) above;
- (b) Provision of the Stockpiling Services by PT TRIOP  
The Company will be implementing the following guidelines and review procedures for the obtaining of the Stockpiling Services by the EAR Group from PT TRIOP.  
  
The EAR Group envisages that most (if not all of its coal) from the Coal Mining Companies will be stockpiled on the land owned by PT TRIOP which is adjacent to the jetty for ease of shipping the coal to the customers of the EAR Group.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

The fee for the Stockpiling Services, which is on a per metric tonne basis, shall be pre-determined in advance between the EAR Group and PT TRIOP and approved by the Audit Committee on an annual basis, and all Stockpiling Services between the EAR Group and PT TRIOP shall be carried out in accordance with the pre-determined fee. When submitting the fee to the Audit Committee for approval, the EAR Group shall compare the fee offered by PT TRIOP with the terms offered by at least two (2) other unrelated third-party suppliers for similar Stockpiling Services. The fee payable by the EAR Group to PT TRIOP shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall undertake the following:

- (i) compare the fee offered by PT TRIOP against the prevailing publicly available fees for similar Stockpiling Services in other parts of Indonesia;
- (ii) compare the fee offered by PT TRIOP against the fees charged by PT TRIOP to its unrelated third-party customers; or
- (iii) in the absence of the above (i) and (ii), the CFO shall prepare the relevant costing analysis to ensure that the gross profit margins of the Group are not materially affected by the obtaining of the Stockpiling Services from PT TRIOP.

When performing any of the above, the Company shall take into consideration pertinent factors such as the proximity to jetties, the capacity, the payment milestones and the credit terms.

While the fee is pre-determined and approved by the Audit Committee on an annual basis, any change in the fee during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee.

(c) Provision of Shipping Services by PT DPAL

The Company will be implementing the following guidelines and review procedures for the obtaining of the Shipping Services by the EAR Group from PT DPAL:

- (i) *In respect of the Transshipment Services where the EAR Group engages PT DPAL for regular short-distance shipment of its coal from the local jetties or ports to bulk carriers designated by customers at a specified anchorage*

The EAR Group envisages that the Transshipment Services to occur frequently when the Coal Mining Companies commence production.

The fees for the Transshipment Services, which will be on a per trip basis, shall be pre-determined in advance between the EAR Group and PT DPAL and approved by the Audit Committee on a bi-annual or annual basis, and all Transshipment Services between the EAR Group and PT DPAL shall be carried out in accordance with the pre-determined fee. When submitting the fee to Audit Committee for approval, the EAR Group shall compare the fee offered by PT DPAL with the terms offered by at least two (2) other unrelated third-party suppliers for similar Transshipment Services. The fee payable by the EAR Group to PT DPAL shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall compare the fee offered by PT DPAL against the prevailing fees paid by the EAR Group for similar Transshipment Services in other parts of Indonesia or in the absence of such comparable quotations, compare the fees charged by PT DPAL to its unrelated third-party customers, after taking into consideration pertinent factors such as the shipment route and distances, the number of shipping days for the route, the freight charges for each metric ton of coal shipped in each route, the payment milestones and the credit terms.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

Similarly, while the fees are pre-determined and approved by the Audit Committee on a bi-annual or an annual basis, any change in any fees during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fees.

- (ii) In respect of the Chartering Services where the EAR Group may charter the tugboats and barges of PT DPAL on a per voyage basis to transport coal from jetties or loading ports, to various regions within Indonesia where the EAR Group's end customers are located

The EAR Group envisages that the Chartering Services to occur on an ad hoc basis after the Coal Mining Companies commence production.

Prior to obtaining Chartering Services from PT DPAL, the EAR Group will compare the terms offered by PT DPAL with the terms offered by at least two (2) other unrelated third-party vessels charterers. In the event that the EAR Group is unable to obtain two (2) comparable quotations from unrelated third-party vessels charterers, the EAR Group shall also compare the terms offered by PT DPAL to the EAR Group with the terms charged by PT DPAL to its unrelated third-party customers for similar Chartering Services. The EAR Group will only engage the Chartering Services of PT DPAL if the terms offered by PT DPAL are the same or more favourable than the terms offered by unrelated third-party vessels charterers and/or the terms charged by PT DPAL to its unrelated third-party customers for similar Chartering Services. When assessing the terms of the Chartering Services, the Group shall take into account factors such as, including but not limited to, the chartering period, the distance and the credit terms.

- (d) Provision of Jetty Services by PT MJSU

The Company will be implementing the following guidelines and review procedures for the obtaining of the Jetty Services by the EAR Group from PT MJSU.

The EAR Group envisages that the Jetty Services to occur on a daily basis when the Coal Mining Companies commence production.

The fee for the Jetty Services, which is on a per metric tonne basis, shall be pre-determined in advance between the EAR Group and PT MJSU and approved by the Audit Committee on an annual basis, and all Jetty Services between the EAR Group and PT MJSU shall be carried out in accordance with the pre-determined fee. When submitting the fee to the Audit Committee for approval, the EAR Group shall compare the fee offered by PT MJSU with the terms offered by at least two (2) other unrelated third-party suppliers for similar Jetty Services. The fee payable by the EAR Group to PT MJSU shall not be higher or less favourable than the fee by such two (2) unrelated third-party suppliers. In the event that there is no such unrelated third-party quotation or only one unrelated third-party quotation is obtained, the EAR Group shall undertake the following:

- (i) compare the fee offered by PT MJSU against the prevailing publicly available fees for similar Jetty Services in other parts of Indonesia;
- (ii) compare the fee offered by PT MJSU against the fees charged by PT MJSU to its unrelated third-party customers; or
- (iii) in the absence of the above (i) and (ii), the CFO shall prepare the relevant costing analysis to ensure that the gross profit margin of the Group is not materially affected by the obtaining of the Jetty Services from PT MJSU.

When performing any of the above, the Company shall take into consideration pertinent factors such as the crushing and loading speed as well as capacity of the equipment, the payment milestones and the credit terms.



## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

While the fee is pre-determined and approved by the Audit Committee on an annual basis, any change in the fee during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee.

### Approval threshold(s) for the Mandated Interested Person Transactions

- (a) The approval threshold for the purchase of coal from PT TRIOP, PT SAMU and/or PT SKC are as follows:

The approval thresholds for each Mandated Interested Person Transaction are as follows:

<b>Value of purchase of coal Mandated Interested Person Transactions</b>	<b>Approval Authority</b>
Equals to or below 3% of the latest audited NTA of the Group	Finance Manager
Exceeds 3% but below 5% of the latest audited NTA of the Group	Finance Manager and the CEO or CFO
Exceeds 5% of the latest audited NTA of the Group	Finance Manager, the CEO or CFO, and an Independent Director

As the Company expects the Mandated Interest Person Transactions to recur on a regular basis, all executed Mandated Interested Person Transactions will be tabled to one of the Company's Independent Directors for review and endorsement when the cumulative value of the Mandated Interested Person Transactions (excluding those already reviewed and endorsed or approved by an Independent Director) exceeds 5% of the latest audited NTA of the Group.

- (b) There is no approval threshold for (I) the obtaining of the Jetty Services by the EAR Group from PT MJSU; (II) the obtaining of the Stockpiling Services by the EAR Group from PT TRIOP; and (III) the obtaining of the Transshipment Services by the EAR Group from PT DPAL, as all these fees will be reviewed and approved by the Audit Committee on an annual basis and any change in the fee(s) during the year shall also be reviewed and approved by the Audit Committee prior to the effective date of change in fee(s); and
- (c) The approval thresholds relating to the obtaining of Chartering Services by the EAR Group from PT DPAL is as follows:

<b>Value of Chartering Services</b>	<b>Approval Authority</b>
Equals to or below 3% of the latest audited NTA of the Group	Head of operating department
Exceeds 3% but below 5% of the latest audited NTA of the Group	Head of operating department and the CEO or the CFO
Exceeds 5% of the latest audited NTA of the Group	Head of operating department, the CEO or the CFO, and an Independent Director

In the review of the Mandated Interested Person Transactions, the Independent Director may at his/her discretion obtain independent advice.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

If any of the approval authority has an interest in a Mandated Interested Person Transaction, he/she will abstain from any review, deliberation or decision making in respect of that Mandated Interested Person Transaction.

### 1.7 ADDITIONAL PROCEDURES FOR INTERESTED PERSON TRANSACTIONS

The Company will also implement the following procedures for the identification of Interested Persons and the recordkeeping of all Interested Person Transactions:

- (a) The Company's finance team will maintain a list of Interested Persons and their Associates (which is to be updated immediately if there are any changes) to enable identification of the Interested Persons. The list shall be reviewed on a quarterly basis by the CFO and subject to such verifications or declarations as required by the Audit Committee for such period as determined by them. This list shall be disseminated to all relevant staff for identification of Interested Person Transaction on a timely basis;
- (b) The Company will maintain a register of Interested Person Transactions, including the Mandated Interested Person Transactions (the "**IPT Register**"). The IPT Register will also record any Interested Person Transaction that are below S\$100,000 in value, although such transactions are not required to be aggregated under Chapter 9 of the Catalist Rules. The CFO shall review the IPT Register on a quarterly basis;
- (c) All documents related to the Mandated Interested Person Transactions will be filed in a separate file ("**IPT Mandate File**") for ease of tracking and monitoring. The IPT Mandate File will contain all forms and checklists in relation to the Mandated Interested Person Transactions. The IPT Mandate File will also contain invoices and payment vouchers in relation to the Mandated Interested Person Transactions. The CFO will review the IPT Mandate File on a monthly basis;
- (d) The Audit Committee shall review the IPT Register and the IPT Mandate File on a quarterly basis (or on such other frequency as the Audit Committee may deem necessary) to ascertain that the IPT Guidelines and Review Procedures have been complied with. Such review includes the examination of the transactions and its supporting documents or such other data deemed necessary by the Audit Committee. The Audit Committee may request for additional information pertaining to the transactions under review from independent sources, advisers or valuers as it deems fit;
- (e) The internal auditors of the Company will, on an annual basis, review the IPT Mandate File to ascertain that the IPT Guidelines and Review Procedures have been adhered to. Any discrepancies or significant variances from the Group's usual business practices and pricing policies will be highlighted to the Audit Committee; and
- (f) If during any of its periodic reviews, the Audit Committee is of the view that the IPT Guidelines and Review Procedures have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Company are conducted, it will take such actions as it deems appropriate and/or institute additional procedures as necessary (such as, where relevant, to seek a fresh Shareholders' general mandate for the Mandated Interested Person Transactions) to ensure that the Mandated Interested Person Transactions will be conducted on arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Group and the minority Shareholders.

---

## APPENDIX 3 – IPT GENERAL MANDATE (AS MODIFIED)

---

### 1.8 DISCLOSURE UNDER THE CATALIST RULES

The Company will announce the aggregate value of transactions conducted with the Mandated Interested Person(s) pursuant to the IPT General Mandate for the relevant financial periods which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time frame required for such announcements.

Disclosure will also be made in the Company's annual report of the aggregate value of transactions conducted with the Mandated Interested Person(s) pursuant to the IPT General Mandate during the financial year, and in the annual reports for subsequent financial years that the IPT General Mandate continues in force, in accordance with the requirements of Chapter 9 of the Catalist Rules.

The name of the Interested Person, nature of relationship and the corresponding aggregate value of the transactions with the Interested Person will be presented in the following format (or in such other form as the Catalist Rules may require from time to time):

Name of Interested Person	Nature of relationship	Aggregate value of all interested person transactions during the financial year/ period under review (excluding transactions less than S\$100,000 and transactions conducted under the Shareholders' general mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted under the Shareholders' general mandate pursuant to Rule 920 of the Catalist Rules during the financial year/ period under review (excluding transactions less than S\$100,000)
---------------------------	------------------------	--	---

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### RESOURCES GLOBAL DEVELOPMENT LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201841763M)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Resources Global Development Limited (the “**Company**”) will be held at 2:00 p.m. on 15 July 2024 at 160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 3 for the purpose of considering and, if thought fit, passing with or without modifications the following Resolutions, which will be proposed as Ordinary Resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company’s Circular to the Shareholders dated 28 June 2024 (“**Circular**”) in respect of the resolutions herein.

#### **ORDINARY RESOLUTION (1) - THE PROPOSED SUBSCRIPTION OF SHARES IN PT DELI PRATAMA BATUBARA AS AN INTERESTED PERSON TRANSACTION**

THAT :

- (1) approval be and is hereby given for the proposed subscription by PT Deli Niaga Sejahtera, a 99% subsidiary of the Company of 58% of the enlarged issued and paid up shares in the capital of PT Deli Pratama Batubara, on the terms and subject to the conditions of the SSA (the “**Proposed DNS Subscription**”), and any other transactions and/or ancillary documents contemplated under the SSA, as an interested person transaction under Chapter 9 of the Catalist Rules;
- (2) the Directors and each of them be and are hereby authorised to complete and do and/or procure to be done all such acts and things as they or each of them may from time to time deem desirable, expedient or necessary in connection with the Proposed DNS Subscription and to give effect to the matters contemplated by this Resolution including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or each of them may in their or each of their absolute discretion deem fit and in the interests of the Group.

#### **ORDINARY RESOLUTION (2) – THE PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE**

THAT:

- (1) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions within the categories of interested person transactions set out in Appendix 3 to the Circular with interested persons set out in the Circular, provided that such interested person transactions are carried out on normal commercial terms and in accordance with the review procedures for the interested person transactions as set out in the Circular (“**Modified IPT General Mandate**”);
- (2) the Modified IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, shall continue to be in force until the conclusion of the next annual general meeting of the Company, or when the next annual general meeting is required by law to be held, whichever is earlier;
- (3) the Audit Committee be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalist Rules which may be prescribed by SGX-ST from time to time; and
- (4) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things including executing all such documents as may be required as they or he may consider expedient or necessary or in the interest of the Company to give effect to the Modified IPT General Mandate and/or this Resolution.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

By Order of the Board

For and behalf of the Board of Directors of  
**RESOURCES GLOBAL DEVELOPMENT LIMITED**

**FRANCIS LEE**  
Executive Director and Chief Executive Officer

28 June 2024

**Notes:-**

- (1) A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A member which is a corporation is entitled to appoint its authorised representative or proxy to vote on his behalf. A proxy need not be a member of the Company.
- (2) Where a Member (other than a Relevant Intermediary\*) appoints two (2) proxies, he/she/it shall specify the proportion of his or her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A Relevant Intermediary\* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by it (which number and class shares shall be specified).
- (4) The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, 77 Robinson Road #06-03 Robinson 77, Singapore 068896, not less than 72 hours before the time of the Extraordinary General Meeting.
- (5) The instrument appointing a proxy or proxies must be signed by the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- (6) Where a Member appoints the Chairman of the Extraordinary General Meeting as their proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the instrument appointing a proxy or proxies, failing which the appointment of the Chairman of the Extraordinary General Meeting as proxy for the resolutions will be treated as invalid.
- (7) An investor who buys shares using SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the Extraordinary General Meeting in person. SRS Investors who are unable to attend the Extraordinary General Meeting but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the Extraordinary General Meeting to act as their proxy, in which case, the SRS Investors shall be precluded from attending the Extraordinary General Meeting. SRS Investors who wish to appoint the Chairman of the Extraordinary General Meeting as proxy should approach their respective agent banks or SRS operators to submit their votes by 5:30 p.m. Singapore time on 3 July 2024.
- (8) **Submission of Questions in Advance**

Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the Extraordinary General Meeting, in advance of the Extraordinary General Meeting, in the following manner:

- (a) All substantial and relevant questions must be submitted by 2:00 p.m. on 8 July 2024 ("**Cut-Off Time**") via one of the following means:
  - (i) by post, to be deposited at the office of the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
  - (ii) by email to [info@rgd.sg](mailto:info@rgd.sg).
- (b) When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/Scrip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).
- (c) Persons who hold Shares through relevant intermediaries (as defined under Section 181(6) of the Companies Act 1967 of Singapore) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be tabled for approval at the Extraordinary General Meeting based on the abovementioned instructions.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (d) The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the Extraordinary General Meeting, before or during the Extraordinary General Meeting. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <https://rgd.sg/sgxnet-announcements/> before 2:00 p.m. on 10 July 2024, being at least 48 hours prior to the closing date and time for the lodgement of the proxy form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolutions to be tabled for approval at the Extraordinary General Meeting) received after the Cut-Off Time which have not already been addressed prior to the Extraordinary General Meeting, as well as those substantial and relevant questions received at the Extraordinary General Meeting, during the Extraordinary General Meeting. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

*The contact person for the Sponsor is Ms Karen Soh, Managing Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*

# RESOURCES GLOBAL DEVELOPMENT LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201841763M)

## IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore, may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
2. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the Extraordinary General Meeting dated 28 June 2024.

## PROXY FORM

### Extraordinary General Meeting

I/We, \_\_\_\_\_ NRIC/Passport/Co. Reg. No. \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members of Resources Global Development Limited (the "Company") hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

Or failing him/her/them, or if no person is named above, hereby appoint the Chairperson of the Extraordinary General Meeting of the Company ("EGM") as my/our proxy to attend, speak and vote for me/us on my/our behalf at the EGM to be held at 2:00 p.m. on 15 July 2024 at 160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 3.

I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM and at any adjournment thereof.

	For*	Against*	Abstain
Ordinary Resolution (1) – To approve the proposed subscription of shares in PT Deli Pratama Batubara as an interested person transaction			
Ordinary Resolution (2) – To approve the proposed modifications of the IPT General Mandate			

\* If you wish to exercise all your votes "For" or "Against" the relevant Resolution, please tick within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the Resolution, please indicate the number of Shares in the boxes provided. If you tick on the abstain box for a particular resolution, you are directing your proxy, not to vote on that Resolution.

\* Voting will be conducted by poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

**Total number of Shares Held**

\_\_\_\_\_  
Signature(s) or Common Seal of member(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



Notes:

1. Please insert the total number of shares in the capital of the Company held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you only have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, not less than 72 hours by 02.00 p.m. Singapore time on 12 July 2024 before the time appointed for the Extraordinary General Meeting. Completion and return of the instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Extraordinary General Meeting. In such event, the relevant instrument appointing a proxy or proxies will be deemed to be revoked.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore.

First fold

Affix  
postage  
stamp

## RESOURCES GLOBAL DEVELOPMENT LIMITED

c/o 77 Robinson Road  
#06-03 Robinson 77  
Singapore 068896

Attn: The Share Registrar

Second fold

7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
8. **Submission of Questions in Advance**  
Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM, in the following manner:
  - (a) All substantial and relevant questions must be submitted by 02.00 p.m. Singapore time on 8 July 2024 ("**Cut-Off Time**") via one of the following means:
    - (i) by post, to be deposited at the office of the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
    - (ii) by email to [info@rgd.sg](mailto:info@rgd.sg)
  - (b) When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/Scrip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).
  - (c) Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act 1967 of Singapore) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
  - (d) The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <https://rgd.sg/sgxnet-announcements/> before 02.00 p.m. on 10 July 2024, being at least 48 hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolution to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
9. By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 28 June 2024.

Seal Here