



SAMKO TIMBER LIMITED

(Company Registration No. 200517815M)
(Incorporated in Singapore with limited liability)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the members of Samko Timber Limited (the “**Company**”) will be held on 27 April 2018, Friday at 3.00 pm (or immediately after the conclusion or adjournment of the annual general meeting of the Company held on the same date at 2.00 pm) at Carlton Hotel Singapore, Connaught Room, Level 2, 76 Bras Basah Road, Singapore 189558, for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

*All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 12 April 2018 (the “**Circular**”) in relation to the Proposals.*

RESOLUTION 1: ORDINARY RESOLUTION – THE ADOPTION OF THE SAMKO TIMBER PERFORMANCE SHARE PLAN

That the performance incentive share plan to be known as the Samko Timber Performance Share Plan (the “**Plan**”), the Rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the Rules, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Plan;
- (b) to modify and/or amend the Plan from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the Plan, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
- (c) pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, to offer and grant Awards in accordance with the rules of the Plan, and to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the Vesting of the Awards under the Plan provided that the aggregate number of Shares to be issued pursuant to the Plan and any other share incentive schemes of the Company, shall not exceed 3.0% of the total issued Share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (d) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

RESOLUTION 2: ORDINARY RESOLUTION – THE ADOPTION OF THE GENERAL MANDATE FOR THE ACQUISITION OF FACE-BACK VENEERS FROM PT BASIRIH INDUSTRIAL

That:

- (a) approval be and is hereby given for the Company, and any of its subsidiaries and associated companies that is an “entity at risk” (as defined in Chapter 9 of the Listing Manual), to enter into transactions under the General Mandate for the Acquisition of Face-Back Veneers from PTBI, provided that such transactions are made on normal commercial terms which are not prejudicial to the interests of its minority Shareholders and are in accordance with the review procedures for the General Mandate for the Acquisition of Face-Back Veneers from PTBI as set out in the Circular, such transactions being “interested person transactions” for the purposes of Chapter 9 of the Listing Manual;
- (b) all the Directors of the Company and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as they/he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution; and
- (c) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

RESOLUTION 3: ORDINARY RESOLUTION – THE RENEWAL OF THE GENERAL MANDATE FOR THE CHARTER AND FREIGHT SERVICES TO BE PROVIDED BY PT PELAYARAN NELLY DWI PUTRI

That:

- (a) approval be and is hereby given for the Company, and any of its subsidiaries and associated companies that is an “entity at risk” (as defined in Chapter 9 of the Listing Manual), to enter into transactions under the General Mandate for the Charter and Freight Services, provided that such transactions are made on normal commercial terms which are not prejudicial to the interests of its minority Shareholders and are in accordance with the review procedures for the General Mandate for the Charter and Freight Services as set out in the Circular, such transactions being “interested person transactions” for the purposes of Chapter 9 of the Listing Manual;
- (b) all the Directors of the Company and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as they/he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution; and
- (c) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

RESOLUTION 4: ORDINARY RESOLUTION – THE RENEWAL OF THE GENERAL MANDATE FOR THE ACQUISITION OF FACE-BACK VENEERS FROM PT WIJAYA TRIUTAMA PLYWOOD INDUSTRI

That:

- (a) approval be and is hereby given for the Company, and any of its subsidiaries and associated companies that is an “entity at risk” (as defined in Chapter 9 of the Listing Manual), to enter into transactions under the General Mandate for the Acquisition of Face-Back Veneers from WTUPI, provided that such transactions are made on normal commercial terms which are not prejudicial to the interests of its minority Shareholders and are in accordance with the review procedures for the General Mandate for the Acquisition of Face-Back Veneers from WTUPI as set out in the Circular, such transactions being “interested person transactions” for the purposes of Chapter 9 of the Listing Manual;
- (b) all the Directors of the Company and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as they/he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution; and
- (c) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

RESOLUTION 5: ORDINARY RESOLUTION – THE RENEWAL OF THE GENERAL MANDATE FOR THE ACQUISITION OF PALM LOGS FROM PT SAMPOERNA AGRO TBK AND ITS SUBSIDIARIES

That:

- (a) approval be and is hereby given for the Company, and any of its subsidiaries and associated companies that is an “entity at risk” (as defined in Chapter 9 of the Listing Manual), to enter into transactions under the General Mandate for the Acquisition of Palm Logs, provided that such transactions are made on normal commercial terms which are not prejudicial to the interests of its minority Shareholders and are in accordance with the review procedures for the General Mandate for the Acquisition of Palm Logs as set out in the Circular, such transactions being “interested person transactions” for the purposes of Chapter 9 of the Listing Manual;
- (b) all the Directors of the Company and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as they/he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution; and
- (c) the authority conferred by this resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

RESOLUTION 6: ORDINARY RESOLUTION – THE OVERDRAFT FACILITY RENEWAL AS AN INTERESTED PERSON TRANSACTION

That:

- (a) approval be and is hereby given for the Company to undertake the Overdraft Facility Renewal in accordance with the terms therein, and the transactions contemplated thereunder which constitute an interested person transaction; and
- (b) all the Directors of the Company and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as they/he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution.

BY ORDER OF THE BOARD

Riko Setyabudhy Handoko
Executive Director and Chief Executive Officer

Singapore, 12 April 2018

Notes:

- (1) For further details, please refer to the Circular to the Shareholders dated 12 April 2018.
- (2) In line with the Listing Manual, the Company shall conduct voting on all resolutions to be proposed at the EGM by way of poll.
- (3) A member entitled to attend and vote at the EGM, and who is not a relevant intermediary, may appoint not more than two (2) proxies to attend and vote in his/her stead. A member which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member (which number and class of Shares shall be specified).
“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- (4) A proxy need not be a member of the Company.
- (5) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 7500A Beach Road, #08-305/307 The Plaza, Singapore 199591 not later than forty-eight (48) hours before the time appointed for the holding of the EGM.
- (6) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (7) A Depositor’s name must appear on the Depository Register maintained by CDP as at seventy-two (72) hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) 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.