CIRCULAR DATED 26 AUGUST 2025

THIS CIRCULAR IS ISSUED BY SAMKO TIMBER LIMITED. THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) AND THE ADVICE OF ZICO CAPITAL PTE. LTD., THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS. THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION AND YOU SHOULD READ IT CAREFULLY.

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

If you have sold or transferred all your issued and paid-up ordinary shares in the capital of the Company, you should immediately forward this Circular to the purchaser or transferee or to the bank, stockbroker, solicitor or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction. Please note that no printed copies of this Circular will be despatched to Shareholders (as defined herein). Only printed copies of the Notice (as defined herein) regarding the electronic dissemination of this Circular will be despatched to Shareholders.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

SAMKO TIMBER LIMITED

(Company Registration No. 200517815M)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to the

MANDATORY UNCONDITIONAL CASH OFFER

by

EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

(Company Registration No.: 201718400R)
(Incorporated in the Republic of Singapore)

for and on behalf of

KINGYUE INTERNATIONAL HOLDING PTE. LTD.

(Company Registration No.: 202422171G)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of the Company other than those already owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with the Offeror

Independent Financial Adviser to the Independent Directors of the Company

ZICO CAPITAL PTE. LTD.

(Company Registration No.: 201613589E)
(Incorporated in the Republic of Singapore)

SHAREHOLDERS SHOULD NOTE THAT THE OFFER DOCUMENT (AS DEFINED HEREIN) STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 9 SEPTEMBER 2025. THE OFFEROR DOES NOT INTEND TO EXTEND THE OFFER BEYOND 5.30 P.M. (SINGAPORE TIME) ON 9 SEPTEMBER 2025. ACCORDINGLY, SHAREHOLDERS WHO WISH TO ACCEPT THE OFFER MUST DO SO BY SUCH TIME AND DATE.

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

"**1H FY2025**"	:	The six-month financial period ended 30 June 2025
"**1H FY2025 Results**"	:	The unaudited condensed interim financial statements of the Group for 1H FY2025, as set out in Appendix D to this Circular
"**Acceptance Forms**" or "**Acceptance Form**"	:	The FAA and the FAT collectively, or any one of them, as the case may be
"**Acquisition**"	:	Shall have the meaning ascribed to it in Section 1.1 of this Circular
"**Business Day**"	:	A day, other than Saturday, Sunday or a public holiday, on which banks are open for business in Singapore
"**CDP**"	:	The Central Depository (Pte) Limited
"**Circular**"	:	This circular to Shareholders dated 26 August 2025 from the Company containing, amongst other things, the Recommendation from the Independent Directors to Shareholders and the advice of the IFA to the Independent Directors in respect of the Offer
"**Closing Date**"	:	5.30 p.m. (Singapore time) on 9 September 2025, being the last day of the lodgement of acceptances of the Offer
"**Code**"	:	The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
"**Companies Act**"	:	The Companies Act 1967 of Singapore, as may be amended, modified, or supplemented from time to time
"**Company**"	:	Samko Timber Limited
"**Company Securities**"	:	(a) The Shares; (b) securities which carry voting rights in the Company; and (c) convertible securities, warrants, options and derivatives in respect of (a) or (b)
"**Constitution**"	:	The constitution of the Company, as amended from time to time
"**CPF**"	:	Central Provident Fund
"**CPFIS**"	:	CPF Investment Scheme

"**CPFIS Investors**"	:	Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS
"**Directors**"	:	The directors of the Company as at the Latest Practicable Date
"**Evolve**"	:	Evolve Capital Advisory Private Limited
"**FAA**"	:	Form of Acceptance and Authorisation for Offer Shares which forms part of the Offer Document and which is issued to Shareholders whose Shares are deposited with CDP
"**FAT**"	:	Form of Acceptance and Transfer for Offer Shares which forms part of the Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP
"**FY**"	:	In respect of the Company, the financial year ended or ending (as the case may be) on 31 December of a particular year as stated
"**FY2024 Results**"	:	The audited consolidated financial statements of the Group for FY2024
"**Group**"	:	The Company and its subsidiaries
"**IFA**"	:	ZICO Capital Pte. Ltd., the independent financial adviser to the Independent Directors in respect of the Offer
"**IFA Letter**"	:	The letter dated 26 August 2025 from the IFA to the Independent Directors containing its advice in relation to the Offer, as set out in Appendix A to this Circular
"**Independent Directors**"	:	The Directors who are considered independent for the purposes of the Code, namely: (a) Ms. Meriana Ang Mei Ling; (b) Mr. Ito Sumardi; and (c) Mr. Hadi Daryanto.
"**Latest Practicable Date**"	:	18 August 2025, being the latest practicable date prior to the electronic dissemination of this Circular
"**Listing Manual**"	:	The listing manual of the Main Board of the SGX-ST in force as at the Latest Practicable Date

"**Notice**"	:	The notice dated 26 August 2025 issued by the Company informing Shareholders of, amongst other things, the electronic dissemination of this Circular
"**Offer**"	:	The mandatory unconditional cash offer by Evolve, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in the Offer Document and the Acceptance Forms
"**Offer Announcement**"	:	The announcement released by Evolve, for and on behalf of the Offeror on the Offer Announcement Date in relation to the Offer
"**Offer Announcement Date**"	:	23 July 2025, being the date of the Offer Announcement
"**Offer Document**"	:	The offer document dated 12 August 2025 issued by Evolve, for and on behalf of the Offeror, in respect of the Offer
"**Offer Price**"	:	S$0.0005237 in cash for each Offer Share
"**Offer Shares**"	:	All the Shares, other than those already owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with the Offeror
"**Offeror**"	:	Kingyue International Holding Pte. Ltd.
"**Offeror Securities**"	:	(a) Offeror Shares; (b) securities which carry voting rights in the Offeror; and (c) convertible securities, warrants, options and derivatives in respect of (a) or (b)
"**Offeror Shares**"	:	Issued and paid-up ordinary shares in the capital of the Offeror
"**Overseas Shareholder**"	:	Shareholders whose mailing addresses are outside of Singapore (as shown on the electronic register of members of the Company or, as the case may be, in the records of CDP)
"**Receiving Agent**"	:	In.Corp Corporate Services Pte. Ltd.
"**Recommendation**"	:	The recommendation of the Independent Directors in respect of the Offer as required under the Code
"**Samko Timber Performance Share Plan**"	:	The share performance plan adopted by the Company on 27 April 2018 at an extraordinary general meeting

"**SFA**"	:	The Securities and Futures Act 2001 of Singapore, as may be amended, modified, or supplemented from time to time
"**SGXNET**"	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Shareholders**"	:	Registered holders of Shares in the electronic register of members of the Company or, where CDP is the registered holder, the term "**Shareholders**" shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register, and persons who/which have purchased Shares on the SGX-ST. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
"**Shares**"	:	Issued and paid-up ordinary shares in the capital of the Company
"**SIC**"	:	The Securities Industry Council of Singapore
"**SRS**"	:	Supplementary Retirement Scheme
"**SRS Investors**"	:	Investors who have previously purchased Shares under SRS
"**S$**"	:	Singapore dollars, being the lawful currency of Singapore
"**%**" or "**per cent.**"	:	Percentage or per centum

Acting in Concert and Associates. Unless otherwise defined, the expressions "**acting in concert**" and the term "**associates**" shall have the same meanings as ascribed to them respectively in the Code.

Announcements and Notices. References to the making of an announcement or the giving of notice by the Company shall include the release of an announcement by the Company or its agents, for and on behalf of the Company, to the press or the delivery of or transmission by telephone, facsimile, SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified to the SGX-ST simultaneously.

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

Expressions. Words importing the singular shall, where applicable, include the plural and *vice versa* and words indicating a specific gender shall, where applicable, include the other genders (male, female or neuter). References to persons shall, where applicable, include corporations.

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

Rounding. Any discrepancies in figures included in this Circular between the listed amounts and their totals are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

Shareholders. References to "**you**", "**your**" and "**yours**" in this Circular are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or who have purchased the Shares on the SGX-ST).

Statutes. Any reference in this Circular to any enactment or statutory provision is a reference to that enactment or statutory provision for the time being amended, modified, supplemented or re-enacted. Any word defined in the Companies Act, the Code, the Listing Manual, the SFA, or any such statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Code, the Listing Manual, the SFA or that modification thereof, as the case may be, unless the context otherwise requires.

Subsidiary, wholly owned subsidiary and related corporation. References to "**subsidiary**", "**wholly owned subsidiary**" and "**related corporation**" shall have the meanings ascribed to them respectively in Sections 5, 5B and 6 of the Companies Act.

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

Total Number of Shares and Percentage of Shares. Unless otherwise stated, any reference in this Circular to the total number of issued Shares is a reference to a total of 8,646,408,068 Shares, as at the Latest Practicable Date. Unless otherwise specified, all references to a percentage shareholding in the capital of the Company in this Circular are based on such number of Shares as at the Latest Practicable Date.

Reproduced Statements. Statements which are reproduced in their entirety or as excerpts from the Offer Document, the IFA Letter and the Constitution are set out in this Circular within quotes and in *italics*, and all capitalised terms and expressions used within these reproduced statements and not defined herein shall have the same meanings ascribed to them in the Offer Document, the IFA Letter and the Constitution respectively.

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", "if", "would", "should", "could", "may" and "might". These forward-looking statements reflect the Company's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of information available as at the Latest Practicable Date. 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.

Given the risks and uncertainties that may cause the actual results, performance or achievements of the Company and/or Group to be materially different than expected, expressed or implied by the forward-looking statements in this Circular, Shareholders and investors are advised not to place undue reliance on those forward-looking statements. Further, the Company assumes no obligation to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and/or any regulatory or supervisory body or agency.

INDICATIVE TIMETABLE

Date of electronic dissemination of Offer Document	:	12 August 2025 (Tuesday)
Date of electronic dissemination of this Circular	:	26 August 2025 (Tuesday)
Closing Date and Time	:	5.30 p.m. (Singapore time) on 9 September 2025, being the last day of the lodgement of acceptances for the Offer.
Date of settlement of consideration for valid acceptances of the Offer	:	In respect of acceptances of the Offer which are complete and valid in all respects, within seven (7) Business Days of the date of receipt of such acceptance. Please refer to paragraph 2 of Appendix D to the Offer Document for further information.

SAMKO TIMBER LIMITED

(Company Registration No.: 200517815M)
(Incorporated in the Republic of Singapore)

Board of Directors
Ms. Meriana Ang Mei Ling *(Lead Independent Director)*
Mr. Ito Sumardi *(Independent Director)*
Mr. Hadi Daryanto *(Independent Director)*

Registered Office
7500A Beach Road
#08-305 The Plaza
Singapore 199591

26 August 2025

To: Shareholders of the Company

Dear Shareholders

MANDATORY UNCONDITIONAL CASH OFFER BY EVOLVE, FOR AND ON BEHALF OF THE OFFEROR, FOR THE OFFER SHARES

1. INTRODUCTION

1.1 **Offer Announcement.**

On the Offer Announcement Date, Evolve announced, for and on behalf of the Offeror, that the Offeror had on 23 July 2025 entered into a share purchase agreement with Sampoerna Forestry Limited in relation to the sale and purchase of an aggregate of 5,785,730,849 Shares of the Company held by Sampoerna Forestry Limited, representing approximately 66.91% of the total Shares, at a price of S$0.0005237 per Share (the "**Acquisition**").

A copy of the Offer Announcement is available for download from the Company's announcement page on SGXNET at www.sgx.com.

1.2 **Offer Document and related documents.** On 12 August 2025, Evolve announced, for and on behalf of the Offeror, that the notification letter containing the instructions for the electronic retrieval of the Offer Document has been despatched to Shareholders on 12 August 2025, together with the Acceptance Forms. Shareholders should have by now received such notification letter and the Acceptance Forms. The Offer Document contains, amongst other things, the full terms and conditions of the Offer, and the principal terms and conditions of the Offer are set out in paragraph 2 of the Offer Document. **Shareholders are advised to read the terms and conditions of the Offer set out in the Offer Document carefully.**

Copies of the Offeror's notification letter, the Offer Document, and the Acceptance Forms are available for download from the Company's announcement page on SGXNET at www.sgx.com.

1.3 **Independent Financial Adviser.** The Company has appointed ZICO Capital Pte. Ltd. as the independent financial adviser to advise the Independent Directors in respect of the Offer.

1.4 **Independent Directors.** Under the Code, the Independent Directors are required to make a Recommendation to Shareholders as to whether Shareholders should accept or reject the Offer.

1.5 **Purpose of this Circular.** The purpose of this Circular is to provide Shareholders with relevant information relating to the Offer and to set out the Recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer.

Shareholders should read the Offer Document, this Circular and the IFA Letter set out in Appendix A to this Circular carefully and consider the advice of the IFA to the Independent Directors and the Recommendation of the Independent Directors in respect of the Offer before deciding whether to accept or reject the Offer.

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

2. THE OFFER

Based on the information set out in the Offer Document, the terms and conditions of the Offer are as set out below. Capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

2.1 **Terms of the Offer.** The Offer is made by Evolve, for and on behalf of the Offeror, on the principal terms set out in paragraph 2 of the Offer Document, the extract of which is reproduced in *italics* below.

*"**2. THE OFFER***

2.1 Offer Shares

The Offer is extended, on the same terms and conditions, to all remaining Shares, other than those already owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with the Offeror.

2.2 Consideration

The offer price for each Offer Share is S$0.0005237 ("Offer Price"). The Offer Price is final and the Offeror does not intend to revise the Offer Price.

2.3 Rights and Encumbrances

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

2.4 Adjustments for Distributions

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distributions that may be declared, paid or made by the Company on or after the Offer Announcement Date.

Accordingly, in the event any Distribution is or has been declared, made or paid by the Company in respect of the Offer Shares on or after the Offer Announcement Date to an accepting Shareholder, the Offer Price payable to such accepting Shareholder shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by the accepting Shareholder falls, as follows:

*(a) if such settlement date falls on or before the record date for the determination of entitlements to the Distribution ("**Record Date**"), the Offer Price for each Offer Share shall remain unadjusted and the Offeror shall pay the accepting Shareholder the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; or*

*(b) if such settlement date falls after the Record Date, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share (the Offer Price after such reduction, the "**Adjusted Offer Price**") and the Offeror shall pay the accepting Shareholder the Adjusted Offer Price for each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.*

2.5 Unconditional Offer

The Offer is unconditional in all respects.

2.6 Warranty

Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (a) fully paid-up; (b) free from Encumbrances; and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights, other distributions and return of capital, if any, which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date).

2.7 Closing Date

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of this Offer Document.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 9 September 2025. ***Notice is hereby given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date,*** *save that such notice shall not be capable of being enforced in a competitive situation.*

2.8 Details of the Offer

Appendix D *to this Offer Document sets out further details on (a) the duration of the Offer; (b) the settlement of the consideration for the Offer; (c) the requirements relating to the announcement of the level of acceptances of the Offer; and (d) the right of withdrawal of acceptances of the Offer.*

2.9 Procedures for acceptance

Appendix E *to this Offer Document sets out the procedures for acceptance of the Offer."*

2.2 **Duration of the Offer.** The duration of the Offer is set out in paragraph 1 of Appendix D to the Offer Document, the extract of which is reproduced in *italics* below.

*"**1. DURATION OF THE OFFER***

1.1 Closing Date

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of electronic despatch of this Offer Document.

The Offer will close at 5.30 p.m. (Singapore time) on 9 September 2025. Notice is hereby given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

1.2 Revision

The Offer Price is final and the Offeror does not intend to revise the Offer Price."

Shareholders should note that as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 9 September 2025, being the Closing Date. The Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on 9 September 2025 and the Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on 9 September 2025. The Offeror does not intend to revise the Offer Price.

Accordingly, notice is given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on 9 September 2025 and will not be open for acceptance beyond 5.30 p.m. on 9 September 2025, save that such notice shall not be capable of being enforced in a competitive situation.

2.3 **Details of the Offer.** The details of the Offer relating to (a) the settlement of the consideration for the Offer; (b) the requirements relating to the announcement of the level of acceptances of the Offer; and (c) the right of withdrawal of acceptances of the Offer are set out in paragraphs 2, 3 and 4 of Appendix D to the Offer Document, extracts of which are reproduced in *italics* below.

*"**2. SETTLEMENT FOR THE OFFER***

Subject to the receipt by the Offeror from accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete and valid in all respects and in accordance with the requirements set out in this Offer Document and the FAA and/or FAT (as the case may be), and in the case of a Depositor, the receipt by the Offeror of a confirmation satisfactory to it that the number of Offer Shares tendered by the Depositor in acceptance of the Offer are standing to the credit of the "Free Balance" of the Depositor's Securities Accounts at the relevant time, remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to accepting Shareholders (or, in the case of Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents, as they may direct) by means of:

(a) In the case of accepting Shareholders who are Depositors:

(i) who are subscribed to CDP's DCS, credited directly into the accepting Shareholder's designated bank account for Singapore dollars via CDP's DCS (or in such other manner as such accepting Shareholder may have agreed with CDP for the payment of any cash distribution); or

(ii) who are not subscribed to CDP's DCS, credited to the accepting Shareholder's Cash Ledger and subject to the terms and conditions applicable to Cash Distributions under the CDP Operating and Securities of Account Terms ("Cash Ledger" and "Cash Distribution" are defined therein); or

(b) In the case of an accepting Shareholder holding in the case of an accepting Shareholder holding share certificate(s) which are not deposited with CDP, a Singapore dollar crossed cheque drawn on a bank operating in Singapore and sent by ordinary post to his address stated in his FAT or if none is stated, to his address as indicated in the electronic register of members of the Company, at the risk of the accepting Shareholder,

as soon as practicable and in any case within seven (7) Business Days of the Date of Receipt of such acceptance and which are received by 5.30 p.m. (Singapore time) on the Closing Date.

3. ANNOUNCEMENTS

3.1 Timing and Contents

*Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the dealing day (the "**Relevant Day**") immediately after the day on which the Offer is due to expire, or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (as nearly as practicable):*

(a) in respect of which valid acceptances of the Offer have been received;

(b) held by the Offeror and any person acting in concert with it before the Offer Period; and

(c) acquired or agreed to be acquired by the Offeror and any person acting in concert with the Offeror during the Offer Period,

and will specify the percentages of the total number of Shares represented by such numbers.

3.2 Suspension

Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with any of the requirements of Paragraph 3.1 (Timing and Contents) of this ***Appendix D,*** *the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.*

3.3 Valid Acceptances for Offer Shares

Subject to Paragraph 14.5 (Valid Acceptances) of this Offer Document, in computing the number of Offer Shares represented by acceptances received by the Offeror, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects.

3.4 Announcements

In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by Evolve or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

4. RIGHT OF WITHDRAWAL

4.1 Acceptances Irrevocable

Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.

4.2 Right of Withdrawal of Shareholders

If the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. (Singapore time) on the Relevant Day, then immediately thereafter:

(a) Shareholders holding Offer Shares which are deposited with CDP and who have accepted the Offer will be entitled to withdraw their acceptance by written notice to Kingyue International Holding Pte. Ltd. c/o The Central Depository (Pte) Limited, Privy Box No. 920764, Singapore 929292; and

(b) Shareholders holding Offer Shares which are not deposited with CDP and who have accepted the Offer will be entitled to withdraw their acceptance by written notice to Kingyue International Holding Pte. Ltd. c/o In.Corp Corporate Services Pte. Ltd., 36 Robinson Road, #20-01 City House, Singapore 068877.

Such notice of withdrawal shall be effective only if signed by the accepting Shareholder or his agent duly appointed in writing and evidence of whose appointment is produced in a form satisfactory to the Offeror within the said notice and when actually received by the Offeror."

2.4 **Procedure for acceptance.** The procedures for acceptance of the Offer and the FAA and/or the FAT, as the case may be, are set out in Appendix E to the Offer Document.

3. INFORMATION ON THE COMPANY

The Company was incorporated in the Republic of Singapore on 26 December 2005 and was listed on the Main Board of the SGX-ST on 25 February 2008.

The Company initially operated as Indonesia's leading vertically integrated wood resource processor. Following the divestment of its subsidiaries in March 2025, the Company transitioned to operate as an exclusive distributor of processed plywood, floorbase, film face, laminated veneer lumber and housing products to purchasers in Singapore, Thailand, Malaysia, Philippines, United States of America and Canada.

Additional information on the Company is set out in Appendix B to this Circular.

4. INFORMATION ON THE OFFEROR

The full text of the information on the Offeror has been extracted from paragraph 3 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

*"**3. INFORMATION ON THE OFFEROR***

3.1 Incorporation and listing

The Offeror was incorporated in Singapore on 3 June 2024 as an investment holding company.

3.2 Share capital and officers

As at the Latest Practicable Date:

(a) The Offeror has an issued and paid-up capital of S$1,000 comprising 1,000 ordinary shares;

(b) The sole shareholder of the Offeror is Mr. Lin Yiyi; and

(c) The directors of the Offeror are Mr. Pang Kok Key and Mr. Lin Yiyi.

3.3 Additional information on the Offeror

***APPENDIX A** to this Offer Document sets out certain additional information on the Offeror."*

5. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS FOR THE COMPANY

The full text of the rationale for the Offer and the Offeror's intentions for the Company has been extracted from paragraph 5 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document. **Shareholders are advised to read the extracts below carefully.**

> ***"5. RATIONALE FOR THE OFFER AND OFFEROR'S INTENTIONS FOR THE COMPANY***
>
> ***5.1 Compliance with Code***
>
> *The Offeror is making the Offer for all the Offer Shares in compliance with Rule 14 of the Code pursuant to the Acquisition.*
>
> ***5.2 Future Intentions for the Company***
>
> *Following the close of the Offer, the Offeror will conduct a comprehensive review of the operations, management, and financial position of the Group, and will evaluate various strategic options with a view to identifying areas in which the strategic direction and operations of the Group can be enhanced, and which may involve the disposal or cessation of under-performing businesses and assets, acquisition of new assets, and the redeployment of employees of the Group, in the future. The Offeror also retains the flexibility at any time to consider opportunities and any options in relation to the Group which may present themselves, and which it regards to be in the interests of the Group.*
>
> *Save as disclosed above, there is presently no intention by the Offeror to:*
>
> *(a) introduce any major changes to the business of the Company (including any redeployment of the fixed assets of the Company); and/or*
>
> *(b) discontinue the employment of the employees of the Group."*

6. THE OFFEROR'S INTENTIONS REGARDING LISTING STATUS AND COMPULSORY ACQUISITION

The full text of the Offeror's intentions regarding the listing status and compulsory acquisition of the Company has been extracted from paragraph 7 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. **Shareholders are advised to read the extract below carefully. Shareholders should note that it may be possible for the trading of the Shares to be suspended.**

"7. LISTING STATUS AND COMPULSORY ACQUISITION

7.1 Listing status

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

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

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

7.2 Compulsory acquisition

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

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

7.3 Offeror's intentions

It is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST following the Offer and the Offeror does not intend to exercise any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act. In the event that the Company does not meet the Free Float Requirement under the Listing Manual at the close of the Offer, the Offeror intends to work together with

the Company to lift any trading suspension imposed by the SGX-ST. Notwithstanding this, the Offeror reserves the right to re-evaluate its position, including its right of compulsory acquisition (if applicable) under Section 215(1) of the Companies Act, depending on, inter alia, the ultimate level of acceptances received by the Offeror and the prevailing market conditions at the relevant time."

7. FINANCIAL EVALUATION OF THE OFFER

The full text of the financial evaluation of the Offer has been extracted from paragraph 6 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. **Shareholders are advised to read the extract below carefully.**

*"**5. FINANCIAL EVALUATION OF THE OFFER***

The Offer Price represents the following discounts to the historical traded prices of the Shares:

Description	***Benchmark Price (S$)***[1]	***Premium/ (Discount) over Benchmark Price (%)***[2]
Last transacted price per Share on the Last Trading Day	*0.0020000*	*(73.8)*
*The volume weighted average ("**VWAP**") of the Shares traded on the SGX-ST for the one (1)-month period prior to and including the Last Trading Day*	*0.0010959*	*(52.2)*
VWAP of the Shares traded on the SGX-ST for the three (3)-month period prior to and including the Last Trading Day	*0.0010567*	*(50.4)*
VWAP of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day	*0.0012257*	*(57.3)*
VWAP of the Shares traded on the SGX-ST for the 12-month period prior to and including the Last Trading Day	*0.0015095*	*(65.3)*

Notes:

(1) Based on the data extracted from Bloomberg LP. The VWAPs of the Shares are calculated by using the total value over the total volume of Shares traded in the relevant period prior to and including the Last Trading Day, and are rounded to the nearest seven (7) decimal places.

(2) Rounded to nearest one (1) decimal place."

8. CONFIRMATION OF FINANCIAL RESOURCES

The full text of the confirmation of financial resources by Evolve has been extracted from paragraph 11 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. **Shareholders are advised to read the extract below carefully.**

*"**11. CONFIRMATION OF FINANCIAL RESOURCES***

Evolve, as the financial advisor to the Offeror for the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price."

9. DISCLOSURE OF HOLDINGS AND DEALINGS

The full text of information relating to the disclosure of holdings and dealings in relevant securities by the Offeror and persons acting in concert with the Offeror has been extracted from paragraph 1 of Appendix C to the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. **Shareholders are advised to read the extract below carefully.**

*"**1. HOLDINGS IN RELEVANT SECURITIES***

*As at the Latest Practicable Date, based on information available to the Offeror, save as disclosed below, none of the Offeror, the Directors, Evolve or persons acting in concert with the Offeror (collectively, the "**Relevant Persons**") is interested in, owns, controls or has agreed to acquire any Relevant Securities:*

	Direct Interest		Deemed Interest		Total Interest	
Name	**No. of Shares**	**%**(1)	**No. of Shares**	**%**(1)	**No. of Shares**	**%**(1)
Offeror	–	–	*5,785,730,849*(2)	*66.91%*	*5,785,730,849*	*66.91%*
Mr. Lin Yiyi	–	–	*5,785,730,849*(3)	*66.91%*	*5,785,730,849*	*66.91%*

Notes:

(1) Based on 8,646,408,068 Shares in issue as at the Latest Practicable Date and rounded to the nearest two (2) decimal places.

(2) The Offeror is deemed interested in the 5,785,730,849 Shares held in its nominee account with KGI Securities (Singapore) Pte. Ltd.

(3) Mr. Lin Yiyi holds the entire issued share capital of the Offeror and is therefore deemed to be interested in the 5,785,730,849 Shares held in the name of the Offeror."

10. DIRECTORS' INTERESTS

Details of the Directors including, amongst other things, the Directors' direct and deemed interests in the Offeror Securities and the Company Securities as at the Latest Practicable Date are set out in Appendix B to this Circular.

11. ADVICE OF THE IFA TO THE INDEPENDENT DIRECTORS

11.1 **IFA.** Shareholders should read and consider carefully the advice of the IFA to the Independent Directors in respect of the Offer as contained in the IFA Letter and the Recommendation as set out in Section 12 of this Circular before deciding on whether to accept or reject the Offer. The IFA Letter setting out the advice of the IFA to the Independent Directors in respect of the Offer is set out in Appendix A to this Circular.

11.2 **Evaluation of the Offer by the IFA.** The key considerations taken into account and reviewed by the IFA in arriving at its advice to the Independent Directors in respect of the Offer are set out in paragraph 6 of the IFA Letter. **Shareholders should read and carefully consider the key considerations taken into account and reviewed by the IFA in arriving at its advice to the Independent Directors as set out in paragraph 9 of the IFA Letter in conjunction with, and in the context of, the IFA Letter in its entirety as set out in Appendix A to this Circular.**

11.3 **Advice of the IFA to the Independent Directors on the Offer.** Taking into consideration the key considerations set out in the IFA Letter and the information available to the IFA as at the Latest Practicable Date and subject to the qualifications and assumptions set out in the IFA Letter, the IFA has given its advice to the Independent Directors as set out in paragraph 9 of the IFA Letter, the extract of which is reproduced in *italics* below. **Shareholders should read the extract in conjunction with, and in the context of, the IFA Letter in its entirety as set out in Appendix A to this Circular.**

*"**9. OUR OPINION***

In arriving at our opinion in relation to the Offer, we have reviewed and deliberated on the factors which we consider to be relevant and to have a significant bearing on our assessment of the terms of the Offer. We have carefully considered factors which 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 which we have taken into account, be read in its entirety.

We wish to highlight some key considerations in arriving at our opinion:

(a) the Offer Price represents discounts of approximately 65.31%, 57.27%, 50.75% and 52.21% over the respective VWAPs of the Shares for the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day;

(b) the Offer Price represents a discount of approximately 73.82% over the closing price of the Shares on the Last Trading Day;

(c) the Offer Price is lower than the lowest traded prices of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price is lower than the lowest traded price of the Shares as at the Last Trading Day;

(d) the Offer Price represents a discount of approximately 70.16% over the VWAP of the Shares for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date;

(e) the Offer Price is lower than the lowest traded prices of the Shares for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date. Further, the Offer Price is lower than the lowest traded price of the Shares as at the Latest Practicable Date;

(f) the Offer Price represents a discount of approximately 73.82% over the closing price of the Shares on the Latest Practicable Date;

(g) the Shares were not actively traded during the Reference Period. The average daily trading volume of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day were in the range of 0.05% to 0.10% of the Free Float;

(h) the average daily trading volume of the Shares represented 0.01% of the Free Float on the Last Trading Day;

(i) the average daily traded volume of the Shares represents 0.37% of the Free Float for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date;

(j) the average daily traded volume of the Shares represents 0.02% of the Free Float on the Latest Practicable Date;

(k) the Offer Price of S$0.0005237 represents a premium of approximately 338.78% to the NAV per Share as at 30 June 2025, or a P/NAV ratio of 4.39 times;

(l) the P/NAV and P/NTA of the Company as implied by the Offer Price of 4.39 times are above the range of the P/NAV ratios and the P/NTA ratios of the Comparable Companies;

(m) the discount of 73.8% implied by the Offer Price over the last transacted price of the Shares on the Last Trading Day is within the range of premia/discounts, and above the mean and median discounts of the Precedent Non-Privatisation Transactions;

(n) the discounts of 52.2%, 50.8% and 57.3% implied by the Offer Price over the 1-month, 3-month and 6-month VWAPs of the Shares prior to and including the Last Trading Day are within the range of premia/discounts, and above the mean and median discounts of the Precedent Non-Privatisation Transactions;

(o) the P/NAV as implied by the Offer Price of 4.39 times is above the range of offer price/NAV or offer price/RNAV of the Precedent Non-Privatisation Transactions;

(p) the Offer Price is above the estimated value of the Shares of approximately S$0.0001194 per Share; and

(q) other relevant considerations relating to the Offer as set out in paragraph 8.7 of this IFA Letter.

Having considered carefully the information available to us as at the Latest Practicable Date, and based on our analyses, we are of the opinion that the terms of the Offer are on balance, fair and reasonable. *Accordingly, we advise the Independent Directors to recommend Shareholders to* ***ACCEPT*** *the Offer.*

In arriving at our opinion, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or particular needs and constraints of any individual Shareholder. As different Shareholders would have different investment profiles and objectives, we recommend that any Shareholder who may require specific advice in relation to his/her investment objectives or portfolio should consult his/her legal, financial, tax or other professional adviser immediately.

We wish to emphasise that the Directors have not provided us with any financial projections or forecasts in respect of the Company or the Group and we have, inter alia, relied on the relevant statements contained in the Circular, this IFA Letter, confirmations, advice and representations by the Directors, the Management and/or their professional advisers (where applicable), and the Company's announcements in relation to the Offer. In addition, Directors should note that we have arrived at our

recommendation based on information made available to us prior to and including the Latest Practicable Date. We assume no responsibility to update, review or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date, unless otherwise stated.

We would like to highlight that we do not express any opinion on the rationale for, as well as the legal and commercial risks and/or merits (if any) of the Offer, which remains the sole responsibility of the Directors. It is also not within our terms of reference to provide an opinion on the relative merits of the Offer vis-à-vis any alternative transactions previously considered by the Company or transactions that the Company may consider in the future.

We have prepared this IFA Letter for the use by the Independent Directors in connection with their consideration of the Offer, but any recommendations made by the Independent Directors in respect of the Offer shall remain their sole responsibility. Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for the purposes (other than for the consideration of the Offer) at any time and in any manner without the prior written consent of ZICO Capital.

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."

12. RECOMMENDATION OF THE INDEPENDENT DIRECTORS

The Independent Directors, having considered carefully, amongst other things, the terms of the Offer and the advice given by the IFA in the IFA Letter, **CONCUR** with the IFA's assessment of the Offer and its advice thereon. Accordingly, the Independent Directors recommend that Shareholders **ACCEPT** the Offer.

SHAREHOLDERS ARE ADVISED TO READ THE IFA LETTER SET OUT IN APPENDIX A TO THIS CIRCULAR CAREFULLY BEFORE DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER. SHAREHOLDERS SHOULD NOTE THAT THE IFA'S OPINION SHOULD NOT BE RELIED UPON BY ANY SHAREHOLDER AS THE SOLE BASIS FOR DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER. SHAREHOLDERS ARE ALSO URGED TO READ THE OFFER DOCUMENT CAREFULLY.

The IFA and the Independent Directors, in giving their advice and making their Recommendation respectively, have not had regard to the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, any individual Shareholder who may require specific advice in respect of his investment objectives or portfolio should consult his stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.

Shareholders should also note that there is no assurance that the price of the Shares will remain at current levels after the close or lapse of the Offer and the current price performance of the Shares may not be indicative of the future price performance levels of the Shares.

13. ELECTRONIC DISSEMINATION OF THIS CIRCULAR

13.1 Pursuant to the SIC's Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under the Code on 29 June 2021, the Company has opted to electronically disseminate this Circular. **Accordingly, please note that no printed copies of this Circular will be despatched to Shareholders.**

13.2 This Circular has been electronically disseminated to Shareholders through publication on the Company's announcement page on SGXNET at www.sgx.com. In connection with the electronic dissemination of this Circular, the Company has today despatched a Notice to Shareholders regarding the electronic dissemination of this Circular containing instructions for the electronic retrieval of this Circular.

14. ACTION TO BE TAKEN BY SHAREHOLDERS

14.1 **Shareholders who REJECT and DO NOT WISH TO ACCEPT the Offer.** Shareholders who reject and do not wish to accept the Offer should take no further action in respect of the Offer Document, the FAA and/or the FAT which have been sent to them.

14.2 **Shareholders who WISH TO ACCEPT the Offer.** Shareholders who wish to accept the Offer must do so no later than 5.30 p.m. (Singapore time) on the Closing Date, abiding by the procedures for the acceptance of the Offer as set out in Appendix E to the Offer Document, the FAA and/or the FAT.

Acceptances should be completed and returned as soon as possible and, in any event, so as to be received, for and on behalf of the Offeror, by CDP (in respect of the FAA) or the Receiving Agent (in respect of the FAT), as the case may be, not later than 5.30 p.m. (Singapore time) on the Closing Date.

15. OVERSEAS SHAREHOLDERS AND COPIES OF THE NOTICE AND/OR ANY RELATED DOCUMENTS

15.1 **Overseas Shareholders.** The full text of the information relating to Overseas Shareholders has been extracted from paragraph 10 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

> ***"10. OVERSEAS JURISDICTION AND SHAREHOLDERS***
>
> ***10.1 Overseas Jurisdictions***
>
> *This Offer Document, the Notification Letter and the Acceptance Forms and/or any related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Offer Document, the Notification Letter and the Acceptance Forms and/or any related documents in any jurisdiction in contravention of applicable law.*
>
> *The release, publication or distribution of this Offer Document, the Notification Letter and the Acceptance Forms and/or any related documents in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Offer Document, the Notification Letter and the Acceptance Forms and/or any related documents are released, published or distributed should inform themselves about and observe such restrictions.*

*Copies of this Offer Document, the Notification Letter and the Acceptance Forms and/or any related documents and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.*

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

10.2 Overseas Shareholders

*The availability of the Offer to Shareholders whose mailing addresses are outside of Singapore (as shown on the electronic register of members of the Company or, as the case may be, in the records of CDP) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents have not been reviewed by any regulatory authority in any overseas jurisdiction.* ***Where there are potential restrictions on sending this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror, Evolve and CDP each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents have not been, or may not be, sent.***

It is the responsibility of any Overseas Shareholder who wishes to (i) request for the Notification Letter, the Acceptance Forms and/or any related documents; or (ii) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including Evolve) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including Evolve) may be required to pay. In (i) requesting for the Notification Letter, the Acceptance Forms and/or any related documents; and/or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and Evolve that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.

10.3 Copies of the Offer Document, Notification Letter and Acceptance Forms

Overseas Shareholders may, nonetheless, obtain copies of the Notification Letter, the Acceptance Forms and/or any related documents, during normal business hours and up to the Closing Date, from the Offeror through: (a) its receiving agent, CDP (if he is a depositor) by submitting a request to CDP via phone (+65 6535 7511) during their operating hours or email services (asksgx@sgx.com) to request for the Notification Letter, the Acceptance Forms and/or any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk; or (b) the Receiving Agent, In.Corp Corporate Services Pte. Ltd. (if he is a scripholder) in person at its office located at 36 Robinson Road, #20-01 City House, Singapore 068877. Alternatively, an Overseas Shareholder may write to the Offeror through CDP (if he is a depositor) at Kingyue International Holding Pte. Ltd. c/o The Central Depository (Pte) Limited, Privy Box No. 920764, Singapore 929292, or the Receiving Agent (if he is a scripholder) at its office address listed above, to request for the Notification Letter, the Acceptance Forms and/or any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk. Electronic copies of this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents are also available on the website of the SGX-ST at www.sgx.com.

10.4 Notice

The Offeror and Evolve each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement or notice to the SGX-ST and if necessary by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including an Overseas Shareholder) to receive or see such announcement, notice or advertisement."

15.2 **Copies of the Notice and/or any related documents.** Where there are potential restrictions on sending the Notice and/or any related documents to any overseas jurisdictions, the Company reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Any affected Overseas Shareholders may, nevertheless (subject to compliance with applicable laws), download copies of the Notice and/or any related documents from the Company's announcement page on SGXNET at www.sgx.com.

By downloading copies of the Notice and/or any related documents, an Overseas Shareholder represents and warrants to the Company that they are in full observance of the laws of the relevant jurisdiction in that connection, and that they are in full compliance with all necessary formalities or legal requirements.

16. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS

The full text relating to information pertaining to CPFIS Investors and SRS Investors has been extracted from paragraph 13 of the Offer Document and reproduced in *italics* below. Capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document.

*"**13. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS***

CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their CPF Agent Banks or SRS Agent Banks (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their CPF Agent Banks or SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, they should seek independent professional advice.

CPFIS Investors and SRS Investors, who wish to accept the Offer, are to reply to their CPF Agent Banks or SRS Agent Banks (as the case may be) by the deadline stated in the letter from their CPF Agent Banks or SRS Agent Banks (as the case may be), which may be earlier than the Closing Date. CPFIS Investors and SRS Investors who validly accept the Offer through their appropriate intermediaries will receive the payment for the Offer Price in respect of their Offer Shares validly tendered in acceptance of the Offer, in their CPF investment accounts or SRS investment accounts (as the case may be)."

17. DIRECTORS' RESPONSIBILITY STATEMENT

17.1 The Directors (including any who may have delegated detailed supervision of this Circular) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Circular (other than the information in the Offer Document, the IFA Letter and any information relating to or opinions expressed by the Offeror and the IFA) are fair and accurate, and where appropriate, no material facts have been omitted from this Circular, the omission of which would make any statement in this Circular misleading, and they jointly and severally accept full responsibility accordingly.

17.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document, the IFA Letter, and any other announcements made by, or for and on behalf of, the Offeror), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Circular.

17.3 In respect of the IFA Letter, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Group are fair and accurate.

18. CONSENTS

18.1 The IFA, ZICO Capital Pte. Ltd., has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter setting out its advice to the Independent Directors set out in Appendix A to this Circular, and all references thereto, in the form and context in which it appears in this Circular.

18.2 The Receiving Agent, In.Corp Corporate Services Pte. Ltd., has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, and all references thereto, in the form and context in which it appears in this Circular.

19. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 7500A Beach Road #08-305 The Plaza Singapore 199591, during normal business hours from the date of this Circular up to and including the Closing Date:

(a) the Constitution of the Company;

(b) the annual reports of the Company for FY2022, FY2023 and FY2024;

(c) the IFA Letter as set out in Appendix A to this Circular;

(d) the 1H FY2025 Results as set out in Appendix D to this Circular; and

(e) the letters of consent from the IFA and the Receiving Agent referred to in Section 18 of this Circular.

20. ADDITIONAL INFORMATION

The attention of Shareholders is also drawn to the Appendices to this Circular which form part of this Circular.

Yours faithfully
For and on behalf of the Board of Directors of
SAMKO TIMBER LIMITED

Ms. Meriana Ang Mei Ling
Lead Independent Director

APPENDIX A: LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS OF THE COMPANY IN RESPECT OF THE OFFER

26 August 2025

Samko Timber Limited
7500A Beach Road
#08-305 The Plaza
Singapore 199591

To: The directors of Samko Timber Limited (the "**Company**" or "**Samko**") who are considered independent (the "**Independent Directors**") for the purposes of the Offer (as defined herein):

Ms. Meriana Ang Mei Ling	*Lead Independent Director*
Mr. Ito Sumardi	*Independent Director*
Mr. Hadi Daryanto	*Independent Director*

Dear Sirs,

MANDATORY UNCONDITIONAL CASH OFFER BY EVOLVE CAPITAL ADVISORY PRIVATE LIMITED ("EVOLVE"), FOR AND ON BEHALF OF KINGYUE INTERNATIONAL HOLDING PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("SHARES"), OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED, DIRECTLY OR INDIRECTLY, BY THE OFFEROR AND PERSONS ACTING IN CONCERT WITH THE OFFEROR (THE "OFFER SHARES") (THE "OFFER")

*Unless otherwise defined or the context otherwise requires, all capitalised terms used in this letter shall have the same meaning as defined in the circular to shareholders of the Company (the "**Shareholders**") dated 26 August 2025 (the "**Circular**") issued by the Company. For the purposes of this letter, the latest practicable date is 18 August 2025 ("**Latest Practicable Date**").*

1. INTRODUCTION

On 23 July 2025 (the "**Offer Announcement Date**"), Evolve announced, for and on behalf of the Offeror ("**Offer Announcement**"), that the Offeror had, on the Offer Announcement Date, entered into a share purchase agreement with Sampoerna Forestry Limited in relation to the sale and purchase of an aggregate of 5,785,730,849 Shares held by Sampoerna Forestry Limited, representing approximately 66.91% of the total Shares, at a price of S$0.0005237 per Share (the "**Acquisition**"). In accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**"), the Offeror had, in the Offer Announcement, confirmed that it will make a mandatory unconditional cash offer for all the remaining Shares in the capital of the Company.

The Company has appointed ZICO Capital Pte. Ltd. ("**ZICO Capital**") as the independent financial adviser (the "**IFA**") to advise the Independent Directors, for the purpose of making a recommendation to the Independent Directors in respect of the Offer.

This IFA letter (the "**IFA Letter**") is addressed to the Independent Directors and sets out, *inter alia*, our evaluation and opinion on whether the terms of the Offer are fair and reasonable, and our recommendation thereon. This IFA Letter forms part of the Circular to be despatched to Shareholders in relation to the Offer, which provides, *inter alia,* the details of the Offer as well as the recommendations of the Independent Directors in respect of the Offer.

2. TERMS OF REFERENCE

ZICO Capital has been appointed as the IFA to opine on whether the financial terms of the Offer are fair and reasonable, and to provide our recommendation thereon.

We were not involved in, or responsible for, any aspect of the negotiations pertaining to the Offer, nor were we involved in the deliberations leading up to the Offer. We were not required, instructed or authorised, to solicit, and we have not solicited, any indications of interest from any third party with respect to any other proposals for transactions similar to or in lieu of the Offer. It is also not within our terms of reference to compare the relative merits of the Offer *vis-à-vis* any alternative transactions previously considered by the directors of the Company ("**Directors**") or transactions that the Directors may consider in the future. Such comparison and consideration shall remain the responsibility of the Directors. We do not, by this IFA Letter, warrant the merits of the Offer other than to express an opinion on whether the terms of the Offer are fair and reasonable, and to provide our recommendation thereon.

We have confined our evaluation and analysis of the Offer strictly and solely to the financial terms of the Offer. Our terms of reference do not require us to evaluate or comment on the rationale for, as well as the legal, strategic, commercial and financial risks and/or merits (if any) of the Offer, or on the future financial performance or prospects of the Company and its subsidiaries (the "**Group**"). Accordingly, we have not made such evaluations or comments. Such evaluations or comments shall remain the sole responsibility of the Directors and the management of the Company (the "**Management**"), although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion and recommendation as set out in this IFA Letter.

It is also not within the scope of our appointment to express any view herein as to the prices at which the Shares may trade upon the completion or expiry of the Offer. We have not relied upon any financial projections or forecasts in respect of the Company or the Group. We are not required to express, and we do not express, any views on the growth prospects, earnings potential, future financial performance or future financial position of the Company or the Group arising from the Offer or otherwise. No financial or profit forecasts, business plans or management accounts of the Company and/or the Group have been specifically prepared for the purpose of evaluating the Offer.

In the course of our evaluation of the financial terms of the Offer, we have held discussions with the Directors, the Management and/or their professional advisers (where applicable) and have examined and relied to a considerable extent on the information set out in the Circular, other publicly available information collated by us as well as information, representations, opinions, facts and statements provided to us, whether written or verbal, by the Directors, the Management and/or their professional advisers (where applicable). In particular, we had obtained and relied on the disclosures and representations provided by the Company on the value of the assets and liabilities of the Company and/or the Group, for the purposes of our evaluation of the financial terms of the Offer.

We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors and the Management in the Circular have been reasonably made after due and careful enquiry. Whilst care has been exercised in reviewing the information which we have relied on, we have not independently verified the information but nevertheless have made reasonable enquiries and exercised judgement on the reasonable use of such information, as were deemed necessary, and have found no reason to doubt the accuracy or reliability of the information and representations.

We have relied upon the assurances from the Directors and the Management (including those who may have delegated detailed supervision of the Circular), who have accepted full responsibility for the accuracy and completeness of the information provided to us, that, to the best of their knowledge and belief, they have taken reasonable care to ensure that the facts stated and opinions expressed by them or the Company in the Circular are true, complete and accurate in all material aspects. The Directors and Management have confirmed to us that, to the best of their knowledge and belief, the Circular constitutes full and true disclosure of all material facts about the Offer and the Group, and the Directors and the Management are not aware of any facts, the omission of which would cause any statement in the Circular in respect of the Offer and the Group to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted full responsibility for such information described herein.

We have not made any independent evaluation or appraisal of the assets and liabilities (including without limitation, the right-of-use assets) of the Group.

Our opinion and recommendation set out in this IFA Letter are based on market, economic, industry, monetary and other conditions (if applicable) prevailing, as well as information and representations provided to us as at the Latest Practicable Date. Such conditions and information may change significantly over a short period of time. We assume no responsibility to update, revise or reaffirm our opinion and recommendation in the light of any subsequent developments after the Latest Practicable Date that may affect our opinion and/or our recommendation contained herein. Shareholders should take note of any announcements relevant to their consideration of the Offer, which may be released after the Latest Practicable Date.

In rendering our advice and providing our opinion and recommendation, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Shareholder or any specific group of Shareholders. As different Shareholders would have different investment profiles and objectives, we would advise the Independent Directors to recommend that any individual Shareholder, or group of Shareholders, who may require specific advice in the context of his or their investment objective(s) or portfolio(s) consult his or their legal, financial, tax or other professional advisers immediately.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this IFA Letter). We have had 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, whether expressed or implied, on the contents of the Circular (except for this IFA Letter and the extract of our opinion and recommendation in the Circular).

We have prepared this IFA Letter for the use by the Independent Directors in connection with their consideration of the Offer, but any recommendations made by the Independent Directors in respect of the Offer shall remain their sole responsibility.

Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purposes other than for the consideration of the Offer at any time and in any manner without the prior written consent of ZICO Capital in each specific case.

Our opinion and recommendation in relation to the Offer should be considered in the context of the entirety of this IFA Letter and the Circular.

3. THE OFFER

The Offer is made by Evolve, for and on behalf of the Offeror, to acquire all the Offer Shares in accordance with Rule 14 of the Code. The Offer is subject to the terms and conditions set out in the offer document dated 12 August 2025 issued by Evolve, for and on behalf of the Offeror, in respect of the Offer, together with the Form of Acceptance and Authorisation for Offer Shares and the Form of Acceptance and Transfer for Offer Shares (the "**Offer Document**").

The principal terms of the Offer are set out in Section 2 of the Letter to Shareholders and Appendix D of the Offer Document. We recommend that Shareholders read the terms and conditions of the Offer contained therein carefully.

The key terms of the Offer are set out below for your reference.

3.1 Offer price

The offer price for each Offer Share is S$0.0005237 in cash ("**Offer Price**"). The Offer Price is final and the Offeror does not intend to revise the Offer Price.

3.2 Offer Shares

The Offer is extended, on the same terms and conditions, to all remaining Shares, other than those already owned, controlled or agreed to be acquired, directly or indirectly, by the Offeror and persons acting in concert with the Offeror.

3.3 Rights and encumbrances

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

3.4 Adjustments for Distributions

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distributions that may be declared, paid or made by the Company on or after the Offer Announcement Date.

Accordingly, in the event any Distribution is or has been declared, made or paid by the Company in respect of the Offer Shares on or after the Offer Announcement Date to a Shareholder who validly accepts the Offer ("**Accepting Shareholder**"), the Offer Price payable to such Accepting Shareholder shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by the Accepting Shareholder falls, as follows:

(a) if such settlement date falls on or before the record date for the determination of entitlements to the Distribution ("**Record Date**"), the Offer Price for each Offer Share shall remain unadjusted and the Offeror shall pay the Accepting Shareholder the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; or

(b) if such settlement date falls after the Record Date, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share (the Offer Price after such reduction, the "**Adjusted Offer Price**") and the Offeror shall pay the Accepting Shareholder the Adjusted Offer Price for each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.

3.5 Unconditional Offer

The Offer is unconditional in all respects.

3.6 Closing Date

Except insofar as the Offer may be withdrawn with the consent of the Securities Industry Council of Singapore and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of the Offer Document.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 9 September 2025. **The Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date**, save that such notice shall not be capable of being enforced in a competitive situation.

4. NO OUTSTANDING AWARDS

As at the Latest Practicable Date, there are no outstanding awards granted under the Samko Timber Performance Share Plan which was adopted by the Company on 27 April 2018 at an extraordinary general meeting.

5. INFORMATION ON THE OFFEROR

The Offeror was incorporated in Singapore on 3 June 2024 as an investment holding company. As at 1 August 2025, being the latest practicable date for the Offer Document:

(i) the Offeror has an issued and paid-up capital of S$1,000 comprising 1,000 ordinary shares;

(ii) the sole shareholder of the Offeror is Mr. Lin Yiyi; and

(iii) the directors of the Offeror are Mr. Pang Kok Key and Mr. Lin Yiyi.

Please refer to Section 3 and Appendix A of the Offer Document for additional information on the Offeror.

6. INFORMATION ON THE COMPANY

The Company was incorporated in the Republic of Singapore on 26 December 2005 and was listed on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 25 February 2008.

The Company initially operated as Indonesia's leading vertically integrated wood resource processor. Following the divestment of its subsidiaries in March 2025, the Company transitioned to operate as an exclusive distributor of processed plywood, floorbase, film face, laminated veneer lumber and housing products to purchasers in Singapore, Thailand, Malaysia, Philippines, United States of America and Canada.

As at the Latest Practicable Date:

(a) the Company has a total of 8,646,408,068 Shares in issue, and there are no shares held in the treasury by the Company; and

(b) the directors of the Company are:

  (i) Ms. Meriana Ang Mei Ling (Lead Independent Director);

  (ii) Mr. Ito Sumardi (Independent Director); and

  (iii) Mr. Hadi Daryanto (Independent Director).

The Company has no outstanding convertible securities, warrants, options, and derivatives in respect of the Shares or securities carrying voting rights in the Company as at the Latest Practicable Date.

Please refer to Appendix B of the Circular for additional information on the Company.

7. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS IN RELATION TO THE COMPANY

7.1 Rationale for the Offer

The Offeror is making the Offer for all the Offer Shares in compliance with Rule 14 of the Code pursuant to the Acquisition.

7.2 Offeror's intentions in relation to the Company

Please refer to Section 5.2 of the Offer Document for the full text of the Offeror's intentions in relation to the Company, as articulated by the Offeror. A summary of the aforementioned is set out below.

Following the close of the Offer, the Offeror will conduct a comprehensive review of the operations, management, and financial position of the Group, and will evaluate various strategic options with a view to identifying areas in which the strategic direction and operations of the Group can be enhanced, and which may involve the disposal or cessation of under-performing businesses and assets, acquisition of new assets, and the redeployment of employees of the Group, in the future. The Offeror also retains the flexibility at any time to consider opportunities and any options in relation to the Group which may present themselves, and which it regards to be in the interests of the Group.

Save as disclosed above, there is presently no intention by the Offeror to:

(a) introduce any major changes to the business of the Company (including any redeployment of the fixed assets of the Company); and/or

(b) discontinue the employment of the employees of the Group.

7.3 Listing status

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

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

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

7.4 Compulsory acquisition

Pursuant to Section 215(1) of the Companies Act 1967 of Singapore (the "**Companies Act**"), in the event that the Offeror acquires not less than 90% of the total number of issued Shares (other than those already held, or treated as held, by the Offeror as at the date of the Offer and excluding any Shares held in treasury), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer at a price equal to the Offer Price.

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

7.5 Offeror's intentions

It is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST following the Offer and the Offeror does not intend to exercise any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act. In the event that the Company does not meet the Free Float Requirement under the Listing Manual at the close of the Offer, the Offeror intends to work together with the Company to lift any trading suspension imposed by the SGX-ST. Notwithstanding this, the Offeror reserves the right to re-evaluate its position, including its right of compulsory acquisition (if applicable) under Section 215(1) of the Companies Act, depending on, *inter alia*, the ultimate level of acceptances received by the Offeror and the prevailing market conditions at the relevant time.

8. EVALUATION OF THE OFFER

In our evaluation of the Offer, we have given due consideration to, *inter alia*, the following key factors:

(i) historical Share price performance and trading activity of the Shares;

(ii) historical financial performance and position of the Group;

(iii) the Group's net asset value;

(iv) comparison of valuation statistics of the Company against selected listed comparable companies;

(v) comparison with recent non-privatisation transactions of companies listed on the SGX-ST;

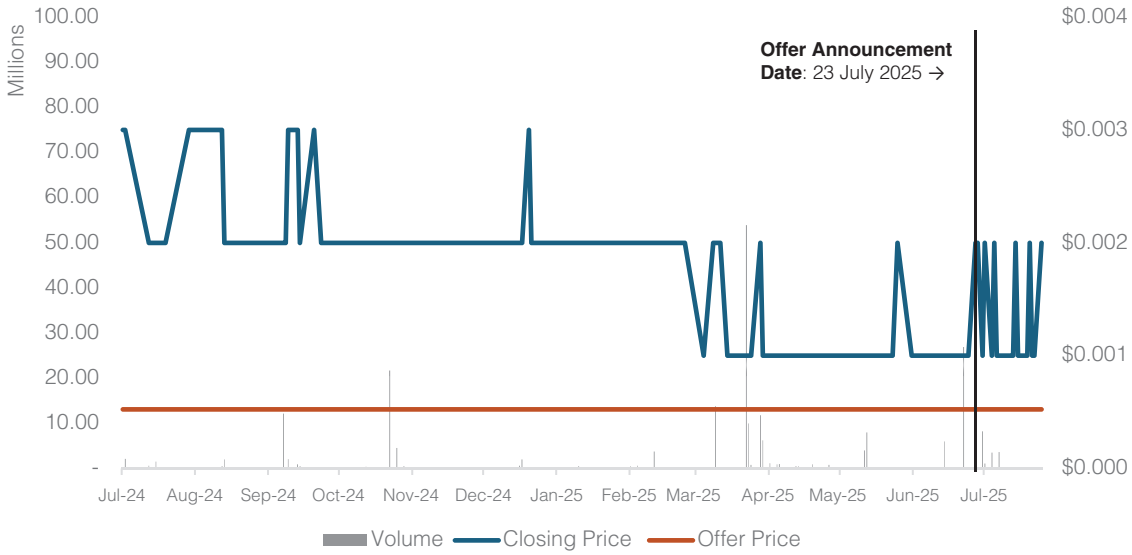
(vi) estimated range of values of the Shares; and

(vii) other relevant considerations relating to the Offer.

8.1 Historical Share price performance and trading activity of the Shares

We set out below a chart showing the daily closing prices and trading volume of the Shares for the 1-year period from 23 July 2024 to 22 July 2025 (being the last full trading day of the Company prior to the Offer Announcement Date ("**Last Trading Day**")), and up to the Latest Practicable Date.

Daily closing prices and trading volume of the Shares from 23 July 2024 to the Latest Practicable Date (the "Reference Period")



Source: Bloomberg L.P.

Note:

(1) The closing prices of the Shares are extracted from Bloomberg in three (3) decimal places.

From the chart above, we note the following:

(i) from 23 July 2024 to the Last Trading Day, the daily closing prices of the Shares were in the range of S$0.001 to S$0.003. The Offer Price represents a discount of 47.63% to the low of S$0.001 and a discount of 82.54% to the high of S$0.003;

(ii) the Shares closed at S$0.002 on the Last Trading Day. The Offer Price represents a discount of 73.82% to the closing price on the Last Trading Day;

(iii) from the period after the Offer Announcement Date up to the Latest Practicable Date, the daily closing prices of the Shares were in the range of S$0.001 to S$0.002. The Offer Price represents a discount of 47.63% to the low of S$0.001 and a discount of 73.82% to the high of S$0.002; and

(iv) as at the Latest Practicable Date, the closing price of the Shares was S$0.002. The Offer Price represents a discount of 73.82% to the closing price of the Shares on the Latest Practicable Date.

In addition, we have set out below additional information on the volume-weighted average price ("**VWAP**"), trading liquidity and other trading statistics of the Shares during the Reference Period:

Description	Highest traded price[1] (S$)	Lowest traded price[1] (S$)	VWAP[2] (S$)	Premium/ (Discount) of Offer Price over/(to) benchmark price (%)	Average daily trading volume[3]	Average daily trading volume as a percentage of Free Float[4] (%)
Prior to and including the Last Trading Day						
VWAP of the Shares for the 12-month period up to and including the Last Trading Day	0.003	0.001	0.0015095	(65.31)	818,596	0.05
VWAP of the Shares for the 6-month period up to and including the Last Trading Day	0.003	0.001	0.0012257	(57.27)	1,254,220	0.08
VWAP of the Shares for the 3-month period up to and including the Last Trading Day	0.002	0.001	0.0010634	(50.75)	837,511	0.05
VWAP of the Shares for the 1-month period up to and including the Last Trading Day	0.002	0.001	0.0010959	(52.21)	1,585,541	0.10
Closing price of the Shares as at the Last Trading Day[5]	0.002	0.002	0.0020000[5]	(73.82)	206,000	0.01
After the Offer Announcement Date up to and including the Latest Practicable Date						
VWAP of the Shares from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date	0.002	0.001	0.0017552	(70.16)	6,116,850	0.37
Closing price of the Shares as at the Latest Practicable Date[5]	0.002	0.001	0.0020000[5]	(73.82)	300,200	0.02

Source: Bloomberg L.P.

Notes:

(1) The closing prices of the Shares are extracted from Bloomberg in three (3) decimal places.

(2) The VWAPs of the Shares are rounded to the nearest seven (7) decimal places.

(3) The average daily trading volume of the Shares was computed based on the total volume of the Shares traded on SGX-ST during the relevant periods, divided by the number of days when the SGX-ST was open for trading during the relevant periods.

(4) For the purpose of computing the average daily trading volume as a percentage of free float, we have used a free float of 1,650,180,089 Shares or 19.1% of the issued Shares of the Company as at the Latest Practicable Date ("**Free Float**").

(5) Refers to the closing price of the Shares as at the Last Trading Day and Latest Practicable Date, as the case may be.

From the table above, we note the following:

Period prior to and including the Last Trading Day

(a) the Offer Price represents discounts of approximately 65.31%, 57.27%, 50.75% and 52.21% over the respective VWAPs of the Shares for the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day;

(b) the Offer Price represents a discount of approximately 73.82% over the closing price of the Shares on the Last Trading Day;

(c) the Offer Price is lower than the lowest traded prices of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price is lower than the lowest traded price of the Shares as at the Last Trading Day;

(d) the Shares were not actively traded during the Reference Period. The average daily trading volume of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day were in the range of 0.05% to 0.10% of the Free Float; and

(e) the average daily trading volume of the Shares represented 0.01% of the Free Float on the Last Trading Day.

Period after the Offer Announcement Date up to and including the Latest Practicable Date

(a) the Offer Price represents a discount of approximately 70.16% over the VWAP of the Shares for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date;

(b) the Offer Price is lower than the lowest traded prices of the Shares for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date. Further, the Offer Price is lower than the lowest traded price of the Shares as at the Latest Practicable Date;

(c) the Offer Price represents a discount of approximately 73.82% over the closing price of the Shares on the Latest Practicable Date;

(d) the average daily traded volume of the Shares represents 0.37% of the Free Float for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date; and

(e) the average daily traded volume of the Shares represents 0.02% of the Free Float on the Latest Practicable Date.

Based on the above observations, we note that the trading of the Shares was relatively illiquid during the 12-month period prior to and including the Last Trading Day, and the trading activity of the Shares subsequent to the Last Trading Day and up to the Latest Practicable Date is likely supported by the Offer.

We wish to highlight that the above analysis on the historical trading performance of the Shares serves only as an illustrative guide. **There is no assurance that the market price and trading volume of the Shares will be maintained at the level prevailing as at the Latest Practicable Date after the close or lapse of the Offer. Shareholders are advised that the past trading performance of the Shares should not, in any way, be relied upon as an indication or promise of its future trading performance.**

8.2 Historical financial performance and position of the Group

A summary of the consolidated statements of comprehensive income, statements of financial position and statements of cash flows of the Group for financial years ("**FY**") ended 31 December 2023 and 31 December 2024, and the six-month period ended 30 June ("**HY**") 2025 (collectively, the "**Period Under Review**") is set out below.

The Company and its subsidiaries were formerly a vertically integrated wood resource processor, involved in the production and trading in various sizes and grades of processed wood products. On 27 March 2025, the Company completed the disposal of its interests in certain subsidiaries and ceased to operate the vertically integrated wood products businesses ("**Disposal Group**"). Following the disposal of the Disposal Group, the Group's continuing operations consist of the trading in all types of timber products.

In view of the disposal, the financial information of the Group is presented into continuing operations and discontinued operations. The following summary financial information of the Group should be read in conjunction with the Company's annual reports for FY2024, and the Company's financial results announcement for HY2025, including the notes and commentaries thereto.

8.2.1 Historical financial performance of the Group

We set out below a summary of the financial performance of the Group for the Period Under Review:

(Rp'million)	FY2023 (Audited) (Restated)	FY2024 (Audited)	HY2024 (Unaudited)	HY2025 (Unaudited)
Continuing operations				
Revenue	–	–	–	123,249
Gross profit	N/A[(1)]	N/A[(1)]	–	3,075
Profit/(loss) before tax from continuing operations	(8,516)	(15,642)	(7,780)	3,354
Profit/(loss) for the period from continuing operations	(8,516)	(15,642)	(7,780)	3,354

(Rp'million)	FY2023 (Audited) (Restated)	FY2024 (Audited)	HY2024 (Unaudited)	HY2025 (Unaudited)
Discontinued operations				
Revenue	2,260,772	2,075,267	1,008,901	486,068
Profit/(loss) for the period from discontinued operations	(693,032)	(1,087,648)	(590,851)	2,114,000
Total profit/(loss) attributable to owners of the Company	(752,543)	(1,033,939)	(549,834)	2,170,793

Source: The Company's annual report for FY2024 and the Company's financial results announcement for HY2025 released on SGXNet.

Note:

(1) Not available as the Group did not present gross profit in its financial statements for FY2023 and FY2024.

FY2024 vs FY2023

In FY2024, the Group generated revenue of Rp2,075.3 billion from the Disposal Group which was included in the discontinued operations, representing a decrease of 8.2% compared to revenue of Rp2,260.8 billion in FY2023, attributed to a contraction in sales volume. The Group recorded a total loss attributable to owners of the Company of Rp1,033.9 billion in FY2024, against Rp752.5 billion in FY2023, which mainly stemmed from the discontinued operations, primarily due to gross loss incurred, higher interest rate and net losses on foreign exchange.

HY2025 vs HY2024

The Group recorded revenue of Rp123.2 billion in HY2025 as the Group had started its trading distribution operations in the second quarter of 2025. As a result of the commencement of the trading distribution business, the Group reported gross profit of Rp3.1 billion in HY2025, and profit from continuing operations of Rp3.4 billion in HY2025, compared to a loss from continuing operations of Rp7.8 billion recorded in HY2024.

The total profit attributable to owners of the Company (for continuing and discontinued operations) of Rp2,170.8 billion was due to the gain on disposal of the Disposal Group of Rp2,439.1 billion recorded in HY2025.

8.2.2 Historical financial position of the Group

We set out below a summary of the financial position of the Group as at 31 December 2024 and 30 June 2025:

(Rp'million)	As at 31 December 2024 (Audited)	As at 30 June 2025 (Unaudited)
Non-current assets	120	644
Current assets	4,872,170	105,876
Total assets[(1)]	**4,872,290**	**106,520**
Non-current liabilities	–	–
Current liabilities	6,379,963	93,485
Total liabilities	**6,379,963**	**93,485**
Total equity	**(1,507,673)**	**13,035**
Net assets attributable to owners of the Company	(1,807,794)	13,035
Net assets value per Share (Rp)	(209)	2

Source: The Company's annual report for FY2024 and the Company's financial results announcement for HY2025 released on SGXNet.

Note:

(1) Total assets of the Group as at 31 December 2024 and 30 June 2025 comprised:

(Rp'million)	As at 31 December 2024 (Audited)	As at 30 June 2025 (Unaudited)
Non-current assets		
Property, plant and equipment	1	–
Right-of-use assets	–	524
Other non-current assets	119	120
	120	**644**
Current assets		
Cash and cash equivalents	506	10,345
Trade and other receivables	–	57,989
Advances to suppliers	–	37,191
Prepaid operating expenses	9,552	351
Sub-total	**10,058**	**105,876**
Asset classified as held for sale	4,862,112	–
	4,872,170	**105,876**
Total assets	**4,872,290**	**106,520**

As at 30 June 2025, the Group recorded total assets of Rp106.5 billion, comprising non-current assets of Rp644 million (amounting to 0.60% of the Group's total assets) and current assets of Rp105.9 billion (amounting to 99.40% of Group's total assets). The Group's total assets decreased by Rp4,765.8 billion or 97.81% from Rp4,872.3 billion as at 31 December 2024 to Rp106.5 billion as at 30 June 2025 primarily due to, *inter alia*, the completion of disposal of the Disposal Group.

As at 30 June 2025, the Group recorded total liabilities of Rp93.5 billion, comprising wholly of current liabilities. The Group's total liabilities decreased by Rp6,286.5 billion or 98.53% from Rp6,380.0 billion as at 31 December 2024 to Rp93.5 billion as at 30 June 2025 primarily due to, *inter alia*, the completion of disposal of the Disposal Group.

The Group recorded working capital of Rp12.4 billion and net assets attributable to equity holders of the Company of Rp13.0 billion as at 30 June 2025.

8.3 The Group's net asset value ("NAV")

The NAV of the Group as at 30 June 2025 was Rp13,035 million, representing a NAV per Share of approximately Rp1.5076 (equivalent to approximately S$0.0001194 based on the exchange rate of S$0.7917 : Rp10,000 as at the Latest Practicable Date as extracted from Bloomberg L.P.) based on the issued share capital of 8,646,408,068 Shares as at the Latest Practicable Date. The Offer Price of S$0.0005237 represents a premium of approximately 338.78% to the NAV per Share as at 30 June 2025, or a P/NAV ratio of 4.39 times.

Save as disclosed in the Circular and the unaudited financial statements of the Group as at 30 June 2025, the Directors and Management have confirmed to us that, to the best of their knowledge and belief, as at the Latest Practicable Date:

(i) there are no material events that have or will likely have a material impact to the financial position of the Group since 1 July 2025;

(ii) there are no other contingent liabilities, unrecorded earnings or expenses, or bad or doubtful debts or material events which are likely to have a material impact on the NAV of the Group as at 30 June 2025;

(iii) there is no litigation, claim or proceeding pending or threatened against the Company and any of its subsidiaries or of any fact likely to give rise to any proceeding which might materially and adversely affect the financial position of the Group taken as a whole as at 30 June 2025;

(iv) there are no material acquisitions or disposals of assets by the Group between 1 July 2025 and the Latest Practicable Date, and the Group does not have any plans for such impending material acquisition or disposal of assets, conversion of the use of its material assets or material changes in the nature of the Group's business; and

(v) there are no material changes to the accounting policies and methods of computation which may materially affect the NAV of the Group as at 30 June 2025.

Shareholders should note that the analysis above is solely for illustration purposes and the asset-based analysis of the Group only provides an estimate of the value of the Group based on a hypothetical scenario, wherein such scenario does not take into consideration factors including, but not limited to, liquidation costs, taxes, time value of money, prevailing market conditions, legal and professional fees, regulatory requirements, contractual limitations and obligations, and the availability of buyers, which may affect the value that can be realised by the Group.

8.4 Comparison of valuation statistics of the Company against selected listed comparable companies

For the purposes of assessing the financial terms of the Offer, we have considered other publicly listed companies in Singapore and Malaysia, whose revenue is primarily derived from similar trading in all types of timber products, as such companies can be considered as broadly comparable with the Group (the "**Comparable Companies**").

We had discussions with Management about the suitability and reasonableness of the Comparable Companies. We wish to highlight that the list of Comparable Companies is not exhaustive and it should be noted that there is no listed company that is directly comparable with the Group in terms of, *inter alia*, scope of business activities, business model, customer base, size of operations, asset base, geographical markets of activities, track record, financial performance and position, operating and financial leverage, future prospects, liquidity, quality of earnings, accounting policies, risk profile and other relevant criteria. We also wish to highlight that the Comparable Companies are engaged in both the manufacturing and trading of timber products, whereas the Group is solely involved in the trading of timber products. Hence, any comparison made herein is necessarily limited and serves only as an illustrative guide, and any conclusion drawn from the comparison may not necessarily reflect the perceived or implied market valuation (as the case may be) of the Group as at the Latest Practicable Date.

Relevant information has been extracted from Bloomberg L.P., publicly available annual reports and/or public announcements of the Comparable Companies. We make no representations or warranties, expressed or implied, as to the accuracy or completeness of such information.

We also wish to highlight that many of the Comparable Companies are listed on different stock exchanges. Hence, any comparison made herein is necessarily limited and serves only as an illustrative guide, and any conclusion drawn from the comparison may not necessarily reflect the perceived or implied market valuation (as the case may be) of the Group as at the Latest Practicable Date.

A brief description of the selected Comparable Companies is set out below:

Name of Comparable Company	Listing location	Business Activities/Description
LHT Holdings Ltd ("**LHT**")	Singapore	LHT manufactures and supplies wooden pallets and cases for the packing of industrial products. LHT also trades raw timber related products and manufactures technical wood, technical wood flooring and, and wood waste collection.
Mieco Chipboard Bhd ("**MIEC**")	Malaysia	MIEC is an investment holding company which manufactures chip boards. Through its subsidiaries, MIEC sells and markets chipboard along with procuring, reforesting, harvesting, extracting, and supplying rubberwood.
FOCUS Lumber Bhd ("**FLB**")	Malaysia	FLB produces building materials. FLB manufactures plywood, wood veneers, and laminated veneer lumber. Through a subsidiary, FLB generates electricity in a biomass-fueled plant.
Maxland Bhd ("**Maxland**")	Malaysia	Maxland produces and distributes wood products. Maxland offers plywood, timbers, core boards, fingerjoints, wooden doors, window frames, fire doors, and round logs.
Dominant Enterprise Bhd ("**DOME**")	Malaysia	DOME is an investment holding company. DOME, through its subsidiaries, manufactures printed medium density fiberboard moldings, wrapped moldings, laminated wood panel products, and furniture components. DOME also imports, distributes, and exports all types of wood products.

Source: Bloomberg L.P.

We have used the following valuation measures in our analysis:

Valuation Measure	Description
Price-to-earnings Ratio ("**P/E**")	This ratio is computed by dividing the market capitalisation of a company by its trailing 12-month earnings attributable to shareholders. The P/E is affected by, *inter alia*, the capital structure of a company, its tax position as well as its accounting policies relating to among others, depreciation and amortisation.

Valuation Measure	Description
Enterprise value-to-earnings before interest, tax, depreciation and amortisation expenses ("**EV/EBITDA**")	EV or enterprise value is the sum of the company's market capitalisation, preferred equity, perpetual bonds, minority interests, short and long term debt (inclusive of finance leases) less its cash and cash equivalents. EBITDA refers to the historical consolidated earnings before interest, tax, depreciation and amortisation, inclusive of the share of associates' and joint ventures' income. EBITDA can be used to analyse the profitability between companies as it eliminates the effects of financing and accounting policy decisions. The historical EV/EBITDA ratio illustrates the market value of a company's business relative to its historical consolidated pre-tax operating cash flow performance, and provides an indication of current market valuation relative to operating performance. Unlike the P/E ratio, the EV/EBITDA ratio does not take into account the capital structure of a company, its interest, taxation, depreciation and amortisation expenses.
Price-to-NAV ratio ("**P/NAV**")	This ratio illustrates the market price of a company's shares relative to the NAV per share. The NAV is defined as total assets less total liabilities, and excludes, where applicable, minority or non-controlling interests. The NAV figure provides an estimate of the value of a company assuming the hypothetical sale of all its assets at its book value and repayment of its liabilities and obligations, with the balance available for distribution to its shareholders. It is an asset-based valuation methodology and this approach is meaningful to the extent that it measures the value of each share that is attached to the net assets of the company. Comparisons of companies using NAV are affected by differences in their respective accounting policies, in particular their depreciation and asset valuation policies.

Valuation Measure	Description
Price-to-net tangible assets ratio ("**P/NTA**")	The P/NTA ratio is the ratio of the relevant prices of the shares to the net tangible asset value ("**NTA**") of the relevant companies. It is an asset-based valuation methodology that illustrates the ratio of the current market valuation of a company relative to its tangible asset backing as measured in terms of its NTA value. The NTA of a company provides an estimate of its value assuming a hypothetical sale of all its tangible assets, the proceeds of which are first used to repay the liabilities and obligations of that company with the balance available for distribution to its shareholders. The NTA-based approach is widely used for valuing the shares of property-based companies as their tangible asset backings are perceived as providing support for the value of their shares.

The following table sets out the valuation statistics of the Company (as implied by the Offer Price) with those of the Comparable Companies:

Comparable Company	Market capitalisation(1) (S$'million)	P/E(2) (times)	EV/EBITDA(2) (times)	P/NAV(2) (times)	P/NTA(2) (times)
LHT	50.6	24.28	3.20	0.96	0.96
MIEC	202.0	111.41	17.28	2.01	2.02
FLB	16.3	n.m.(3)	n.m.(3)	0.37	0.37
Maxland	17.1	n.m.(3)	n.m.(3)	0.32	0.34
DOME	40.4	4.95	6.73	0.34	0.34
Maximum		**111.41**	**17.28**	**2.01**	**2.02**
Mean		**46.88**	**9.07**	**0.80**	**0.81**
Median		**24.28**	**6.73**	**0.37**	**0.37**
Minimum		**4.95**	**3.20**	**0.32**	**0.34**
Company (as implied by the Offer Price)	**4.5**	**n.m.(4)**	**n.m.(4)**	**4.39**	**4.39**

Source: Bloomberg L.P., annual reports and latest publicly available financial information of the Comparable Companies and the Group as at the Latest Practicable Date

Notes:

(1) Market capitalisation for the Comparable Companies is based on the outstanding number of shares (excluding treasury shares) and the closing price of the company's shares as at the Latest Practicable Date. Market capitalisation for the Company is based on the Offer Price and the total outstanding Shares as at the Latest Practicable Date.

(2) The ratios of the Comparable Companies are computed based on their respective annual reports and/or latest announced results of the Comparable Companies as at the Latest Practicable Date.

(3) Not meaningful as the Comparable Company was in net loss and negative EBITDA position for the trailing 12-month period based on its latest announced annual reports and/or financial results.

(4) Not meaningful as the Group recorded net loss and negative EBITDA from its continuing operations for the trailing 12-month period.

Based on the above, we note that the P/NAV and P/NTA of the Company as implied by the Offer Price of 4.39 times are above the range of P/NAV ratios and P/NTA ratios of the Comparable Companies.

8.5 Comparison with recent non-privatisation transactions of companies listed on the SGX-ST

In assessing the reasonableness of the Offer Price, we have also compared the financial terms of the Offer with those of selected non-privatisation transactions involving mandatory general offers ("**MGO**") for companies listed on the SGX-ST (excluding real estate investment trusts and business trusts) that were announced since 1 January 2022 up to the Latest Practicable Date, where the offerors had indicated their intention to maintain the listing status of the companies on the SGX-ST ("**Precedent Non-Privatisation Transactions**"). This analysis serves as a general indication of the relevant premium or discount of the respective offers, without having regard to their specific transaction rationale, and the commercial and financial merits or other considerations.

We wish to highlight that the Precedent Non-Privatisation Transactions may not be directly comparable to the Company due to differences in, *inter alia*, scope of business activities, business model, scale of operations, types of products, geographical markets, track record, future prospects, asset base, liquidity, market capitalisation, risk profile, customer base and other relevant criteria. In addition, economic conditions have changed and may differ over the aforementioned period, thus affecting, *inter alia*, the economic terms of the relevant offer considerations. Therefore, it should be noted that the comparison made herein serves only as an illustrative guide and the conclusions drawn from such comparisons may not necessarily reflect the perceived or implied market valuation for the Company. Shareholders should also note that the list of Precedent Non-Privatisation Transactions is not exhaustive and information relating to the Precedent Non-Privatisation Transactions was compiled from publicly available information.

Company name	Announcement date[1]	Type	Premium/(Discount) of offer price over/(to)[1]: Last transacted price prior to announcement (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	Offer price/ NAV or offer price/RNAV[2] (times)
Keong Hong Holdings Limited	21-Jan-22	MGO	3.8	7.9	11.1	11.0	0.50
Procurri Corporation Limited	20 May 22	MGO	–	3.3	9.4	17.3	2.19
Halcyon Agri Corporation Limited	16 Nov 22	MGO	42.4	64.2	68.7	71.0	1.12
Revez Corporation Ltd	7-Dec-22	MGO	(66.0)	(65.6)	(67.0)	(69.7)	0.83
ICP Ltd	11-Jul-23	MGO	(12.5)	(24.7)	(29.3)	(28.6)	0.90
Sunrise Shares Holdings Ltd	19 Jul 23	MGO	(37.7)	(36.3)	(40.1)	(41.1)	1.20

Company name	Announcement date[1]	Type	Premium/(Discount) of offer price over/(to)[1]: Last transacted price prior to announcement (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	Offer price/ NAV or offer price/RNAV[2] (times)
Datapulse Technology Limited	11-Aug-23	MGO	(2.2)	–	–	(1.1)	0.37
No Signboard Holdings Ltd	28-Mar-24	MGO	(97.5)	(98.9)	(99.3)	(99.3)	n.m.[3]
Nera Telecommunications Ltd	4-Sep-24	MGO	(6.3)	(5.1)	(3.9)	(6.3)	0.60
NSL Ltd	23-Sep-24	MGO	7.1	10.1	5.3	4.2	0.92
Vibropower Corporation Limited	21-Nov-24	MGO	–	(9.1)	(20.0)	(9.1)	0.13
HG Metal Manufacturing Limited	16-Dec-24	MGO	(12.8)	(14.7)	(15.0)	(13.4)	0.47
Aoxin Q & M Dental Group Limited	30-Apr-25	MGO	–	(15.4)	(19.0)	(22.6)	0.33
PSC Corporation Limited	10-Jul-25	MGO	–	7.8	10.8	13.3	0.56
Maximum			**42.4**	**64.2**	**68.7**	**71.0**	**2.19**
Mean			**(14.0)**	**(12.6)**	**(13.4)**	**(12.5)**	**0.78**
Median			**(2.2)**	**(7.1)**	**(9.5)**	**(7.7)**	**0.60**
Minimum			**(97.5)**	**(98.9)**	**(99.3)**	**(99.3)**	**0.13**
The Company – Implied by the Offer Price	**23-Jul-25**	**MGO**	**(73.8)**	**(52.2)**	**(50.8)**	**(57.3)**	**4.39**

Source: SGX-ST announcements and circulars to shareholders in relation to the Precedent Non-Privatisation Transactions

Notes:

(1) Date of announcement and computation of premium/(discount) of offer price over/(to) the last transacted price and VWAPs are based on the date of the first announcement, including holding announcements of offers and are extracted from the relevant offer announcements and independent financial adviser's letter set out in the respective circulars of the companies.

(2) Based on the NAV per share, revalued NAV ("**RNAV**") or adjusted RNAV per share, where available, as published in the independent financial adviser's letter as set out in the respective circulars of the companies.

(3) Not meaningful as the company's P/NAV ratio was negative.

Based on the above, we note the following:

(a) the discount of 73.8% implied by the Offer Price over the last transacted price of the Shares on the Last Trading Day is within the range of premia/discounts, and above the mean and median discounts of the Precedent Non-Privatisation Transactions;

(b) the discounts of 52.2%, 50.8% and 57.3% implied by the Offer Price over the 1-month, 3-month and 6-month VWAPs of the Shares prior to and including the Last Trading Day are within the range of premia/discounts, and above the mean and median discounts of the Precedent Non-Privatisation Transactions; and

(c) the P/NAV as implied by the Offer Price of 4.39 times is above the range of offer price/NAV or offer price/RNAV of the Precedent Non-Privatisation Transactions.

8.6 Estimated range of values of the Shares

We have considered the following factors in deriving the estimated range of values of the Shares:

(i) the Group was in a net loss position and recorded negative EBITDA from its continuing operations over the trailing 12-month period, primarily due to the disposal of the Disposal Group, which was completed on 27 March 2025;

(ii) the Group's P/NAV and P/NTA ratios (as implied by the Offer Price) were higher than the P/NAV and P/NTA ratios of the Comparable Companies, as the Group appears to be more asset-light as compared with the Comparable Companies. The Group is solely involved in the trading business whereas the Comparable Companies are in the business of both manufacturing and trading of timber products;

(iii) the average daily traded values of the Shares for all periods prior to and including the Last Trading Day represent less than 0.1% of the Free Float, with average daily traded volume amounting to less than 1,600,000 Shares. As such, the trading prices of the Shares may not be reflective of the intrinsic value of the Shares; and

(iv) the Group's cash and cash equivalents amounted to Rp10,345 million as at 30 June 2025, which translates to approximately Rp1.1965 per Share (equivalent to approximately S$0.0000947 per Share (based on the exchange rate of S$0.7917 : Rp10,000 as at the Latest Practicable Date as extracted from Bloomberg L.P.). In comparison, the NAV per Share of the Group as at 30 June 2025 amounted to approximately Rp1.5076 per Share (equivalent to approximately S$0.0001194 per Share based on the exchange rate of S$0.7917 : Rp10,000 as at the Latest Practicable Date as extracted from Bloomberg L.P.).

Given that approximately 79.4% of the Group's NAV as at 30 June 2025 comprised cash and cash equivalents, NAV serves as a meaningful measure of the value of the Shares, particularly considering the Group's asset composition, and the Group's trading business being asset-light in nature. Taking into consideration the factors above, we have assumed the estimated value of the Shares to be the equivalent to the NAV per Share of the Group as at 30 June 2025 of Rp1.5076 per Share (equivalent to approximately S$0.0001194 per Share). The Offer Price of S$0.0005237 is higher than the estimated value of the Shares.

8.7 Other relevant considerations relating to the Offer

8.7.1 Outlook of the Group

We note the following statement on the trends and competitive conditions of the industry in which the Group operates, as disclosed in the Company's announcement on the unaudited condensed interim financial statements for HY2025 on 15 July 2025:

"Fluctuating raw material costs, ongoing supply chain disruptions, and varying market demand continue to impact the plywood industry. Intense competition from other Indonesian and Vietnamese mills will lead to price depreciation in the plywood export market, especially for the USA and Korean markets. Global events and transportation issues may also disrupt the supply chains leading to delays and increased costs. The situation is further compounded by inflation and tighter environmental regulations.

Following shareholders' approval on 3 February 2025 for the proposed adoption of the IPT General Mandate, the Group together with its subsidiaries, Bioforest Pte Ltd and PT Bioforest Indonesia have been appointed by the Disposal Group upon completion of the disposal as the exclusive distributor of primary plywood, laminated veneer lumber, piano parts and processed plywood produced by the Disposal Group to end users/purchasers in Singapore, Thailand, Malaysia, Philippines, United States of America and Canada. The Group has started its sales and distribution business via Bioforest Pte Ltd during the second quarter of 2025."

8.7.2 No alternative offer

The Directors have confirmed, to the best of their knowledge and belief as at the Latest Practicable Date, that (i) no other third parties have approached the Company with an intention to make an offer for the Company; and (ii) apart from the Offer being made by the Offeror, no other third party has made a firm offer for the Company. As there are no alternative offers for the Shares and given the low trading liquidity of the Shares, the Offer provides a viable exit opportunity for Shareholders to immediately realise their investment, without incurring brokerage and other trading costs that would typically erode returns.

8.7.3 No intention to revise the Offer Price

We note from Section 2 of the Offer Document that the Offer Price is final and the Offeror does not intend to revise the Offer Price.

8.7.4 Listing status and the Free Float Requirement

It is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST following the Offer and the Offeror does not intend to exercise any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act.

In the event that the Company does not meet the Free Float Requirement under the Listing Manual at the close of the Offer, the Offeror intends to work together with the Company to lift any trading suspension imposed by the SGX-ST. Notwithstanding this, the Offeror reserves the right to re-evaluate its position, including its right of compulsory acquisition (if applicable) under Section 215(1) of the Companies Act, depending on, *inter alia*, the ultimate level of acceptances received by the Offeror and the prevailing market conditions at the relevant time.

9. OUR OPINION

In arriving at our opinion in relation to the Offer, we have reviewed and deliberated on the factors which we consider to be relevant and to have a significant bearing on our assessment of the terms of the Offer. We have carefully considered factors which 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 which we have taken into account, be read in its entirety.

We wish to highlight some key considerations in arriving at our opinion:

(a) the Offer Price represents discounts of approximately 65.31%, 57.27%, 50.75% and 52.21% over the respective VWAPs of the Shares for the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day;

(b) the Offer Price represents a discount of approximately 73.82% over the closing price of the Shares on the Last Trading Day;

(c) the Offer Price is lower than the lowest traded prices of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day. Further, the Offer Price is lower than the lowest traded price of the Shares as at the Last Trading Day;

(d) the Offer Price represents a discount of approximately 70.16% over the VWAP of the Shares for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date;

(e) the Offer Price is lower than the lowest traded prices of the Shares for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date. Further, the Offer Price is lower than the lowest traded price of the Shares as at the Latest Practicable Date;

(f) the Offer Price represents a discount of approximately 73.82% over the closing price of the Shares on the Latest Practicable Date;

(g) the Shares were not actively traded during the Reference Period. The average daily trading volume of the Shares during the 12-month, 6-month, 3-month and 1-month periods prior to and including the Last Trading Day were in the range of 0.05% to 0.10% of the Free Float;

(h) the average daily trading volume of the Shares represented 0.01% of the Free Float on the Last Trading Day;

(i) the average daily traded volume of the Shares represents 0.37% of the Free Float for the period from 24 July 2025 (being the first traded day after the Offer Announcement Date) up to and including the Latest Practicable Date;

(j) the average daily traded volume of the Shares represents 0.02% of the Free Float on the Latest Practicable Date;

(k) the Offer Price of S$0.0005237 represents a premium of approximately 338.78% to the NAV per Share as at 30 June 2025, or a P/NAV ratio of 4.39 times;

(l) the P/NAV and P/NTA of the Company as implied by the Offer Price of 4.39 times are above the range of the P/NAV ratios and the P/NTA ratios of the Comparable Companies;

(m) the discount of 73.8% implied by the Offer Price over the last transacted price of the Shares on the Last Trading Day is within the range of premia/discounts, and above the mean and median discounts of the Precedent Non-Privatisation Transactions;

(n) the discounts of 52.2%, 50.8% and 57.3% implied by the Offer Price over the 1-month, 3-month and 6-month VWAPs of the Shares prior to and including the Last Trading Day are within the range of premia/discounts, and above the mean and median discounts of the Precedent Non-Privatisation Transactions;

(o) the P/NAV as implied by the Offer Price of 4.39 times is above the range of offer price/NAV or offer price/RNAV of the Precedent Non-Privatisation Transactions;

(p) the Offer Price is above the estimated value of the Shares of approximately S$0.0001194 per Share; and

(q) other relevant considerations relating to the Offer as set out in paragraph 8.7 of this IFA Letter.

Having considered carefully the information available to us as at the Latest Practicable Date, and based on our analyses, we are of the opinion that the terms of the Offer are on balance, fair and reasonable. Accordingly, we advise the Independent Directors to recommend Shareholders to **ACCEPT** the Offer.

In arriving at our opinion, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or particular needs and constraints of any individual Shareholder. As different Shareholders would have different investment profiles and objectives, we recommend that any Shareholder who may require specific advice in relation to his/her investment objectives or portfolio should consult his/her legal, financial, tax or other professional adviser immediately.

We wish to emphasise that the Directors have not provided us with any financial projections or forecasts in respect of the Company or the Group and we have, *inter alia*, relied on the relevant statements contained in the Circular, this IFA Letter, confirmations, advice and representations by the Directors, the Management and/or their professional advisers (where applicable), and the Company's announcements in relation to the Offer. In addition, Directors should note that we have arrived at our recommendation based on information made available to us prior to and including the Latest Practicable Date. We assume no responsibility to update, review or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date, unless otherwise stated.

We would like to highlight that we do not express any opinion on the rationale for, as well as the legal and commercial risks and/or merits (if any) of the Offer, which remains the sole responsibility of the Directors. It is also not within our terms of reference to provide an opinion on the relative merits of the Offer *vis-à-vis* any alternative transactions previously considered by the Company or transactions that the Company may consider in the future.

We have prepared this IFA Letter for the use by the Independent Directors in connection with their consideration of the Offer, but any recommendations made by the Independent Directors in respect of the Offer shall remain their sole responsibility. Whilst a copy of this IFA Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this IFA Letter (or any part thereof) for the purposes (other than for the consideration of the Offer) at any time and in any manner without the prior written consent of ZICO Capital.

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
ZICO Capital Pte. Ltd.

Nathaniel Tan Jing Sheng
Chief Executive Officer

Leong Huey Miin
Managing Director, Corporate Finance

APPENDIX B: GENERAL INFORMATION RELATING TO THE COMPANY

1. DIRECTORS

The names, addresses and descriptions of the Directors as at the Latest Practicable Date are as follows:

Name	Address	Description
Ms. Meriana Ang Mei Ling	c/o 7500A Beach Road #08-305 The Plaza Singapore 199591	Lead Independent Director
Mr. Ito Sumardi	c/o 7500A Beach Road #08-305 The Plaza Singapore 199591	Independent Director
Mr. Hadi Daryanto	c/o 7500A Beach Road #08-305 The Plaza Singapore 199591	Independent Director

2. PRINCIPAL ACTIVITIES

The Company was incorporated in the Republic of Singapore on 26 December 2005 and was listed on the Main Board of the SGX-ST on 25 February 2008.

The Company initially operated as Indonesia's leading vertically integrated wood resource processor. Following the divestment of its subsidiaries in March 2025, the Company transitioned to operate as an exclusive distributor of processed plywood, floorbase, film face, laminated veneer lumber and housing products to purchasers in Singapore, Thailand, Malaysia, Philippines, United States of America and Canada.

3. SHARE CAPITAL

3.1 Issued Shares

The Company only has one (1) class of Shares, being ordinary shares. As at the Latest Practicable Date, the Company has a total of 8,646,408,068 Shares in issue, and there are no shares held in the treasury by the Company.

As at the Latest Practicable Date, there has been no issue of new Shares by the Company since 31 December 2024, such date being the end of the previous financial year of the Company. The Shares carry equal ranking rights to dividends, voting at general meetings and return of capital.

The Shares are quoted and listed on the Main Board of the SGX-ST.

3.2 No Outstanding Awards

As at the Latest Practicable Date, there are no outstanding awards granted under the Samko Performance Share Plan.

3.3 Convertible Securities

The Company has no outstanding convertible securities, warrants, options, and derivatives in respect of the Shares or securities carrying voting rights in the Company as at the Latest Practicable Date.

3.4 Rights of Shareholders in respect of capital, dividends and voting rights

The rights of Shareholders in respect of capital, dividends and voting rights are contained in the Constitution. For ease of reference, selected texts of the Constitution relating to the rights of Shareholders in respect of capital, dividends and voting rights have been reproduced in Appendix C to this Circular.

4. DISCLOSURE OF INTERESTS AND DEALINGS

4.1 Interests of the Company in Offeror Securities

As at the Latest Practicable Date, neither the Company nor its subsidiaries has any direct or indirect interests in the Offeror Securities.

4.2 Dealings in Offeror Securities by the Company

Neither the Company nor its subsidiaries has dealt in the Offeror Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

4.3 Interests of Directors in Offeror Securities

As at the Latest Practicable Date, based on the information available to the Company, none of the Directors has any direct or deemed interests in any Offeror Securities.

4.4 Dealings in Offeror Securities by Directors

None of the Directors has dealt for value in the Offeror Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

4.5 Dealings in Company Securities by Directors

None of the Directors has dealt in the Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

4.6 Interests of the IFA in Company Securities

As at the Latest Practicable Date, none of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis, owns or controls any Company Securities.

4.7 Dealings in Company Securities by the IFA

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis, has dealt for value in the Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5. ARRANGEMENTS WITH DIRECTORS

5.1 Directors' service contracts

As at the Latest Practicable Date, there are no service contracts between any Director or proposed director with the Company or any of its subsidiaries which have more than 12 months to run and which cannot be terminated by the employing company within the next 12 months without paying any compensation. In addition, there are no such service contracts entered into or amended between any Director or proposed director with the Company or any of its subsidiaries during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.2 Arrangements affecting Directors

As at the Latest Practicable Date:

(a) there are no payments or other benefits to be made or given to any Director or to any director of any other corporation which is, by virtue of Section 6 of the Companies Act, deemed to be related to the Company, as compensation for loss of office or otherwise in connection with the Offer;

(b) there are no agreements or arrangements made between any Director and any other person in connection with or conditional upon the outcome of the Offer; and

(c) there are no material contracts entered into by the Offeror in which any of the Directors has a material personal interest, whether direct or indirect.

6. MATERIAL CONTRACTS

Save as disclosed in this Circular, on the SGXNET, in the Company's annual reports, or any publicly available information on the Company, neither the Company nor any of its subsidiaries has entered into any material contracts with interested persons[1] (other than those entered into in the ordinary course of business) during the period commencing three (3) years before the Offer Announcement Date and ending on the Latest Practicable Date.

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1 As defined in the Note to Rule 24.6 read with the Note on Rule 23.12 of the Code, an interested person is:

(a) a director, chief executive officer, or substantial shareholder of the company;

(b) the immediate family of a director, the chief executive officer, or a substantial shareholder (being an individual) of the company;

(c) the trustees, acting in their capacity as such trustees, of any trust of which a director, the chief executive officer or a substantial shareholder (being an individual) and his immediate family is a beneficiary;

(d) any company in which a director, the chief executive officer or a substantial shareholder (being an individual) together and his immediate family together (directly or indirectly) have an interest of 30% or more;

(e) any company that is the subsidiary, holding company or fellow subsidiary of the substantial shareholder (being a company); or

(f) any company in which a substantial shareholder (being a company) and any of the companies listed in above together (directly or indirectly) have an interest of 30% or more.

7. FINANCIAL INFORMATION

Set out in Sections 7.1 and 7.2 of this Appendix B are certain financial information extracted from the annual reports of the Company for FY2022, FY2023, FY2024, and the 1H FY2025 Results.

The financial information for FY2022, FY2023, FY2024 should be read in conjunction with the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual reports of the Company for FY2022, FY2023, FY2024 respectively. The financial information for 1H FY2025 should be read in conjunction with the 1H FY2025 Results and the accompanying notes as set out therein.

Copies of the annual reports of the Company for FY2022, FY2023, FY2024 and the 1H FY2025 Results are available for inspection as set out in Section 19 of this Circular.

7.1 Consolidated statement of comprehensive income

	1H FY2025 (Unaudited) *Rp'million*	**FY2024 (Audited)** *Rp'million*	**FY2023 (Audited)** *Rp'million*	**FY2022 (Audited)** *Rp'million*
Continuing operations				
Revenue	123,249	–	2,260,772	3,618,477
Profit (loss) before income tax from continuing operations	3,354	(15,642)	(666,397)	(213,495)
Income tax	–	–	(35,151)	(38,928)
Profit (loss) for the period from continuing operations	3,354	(15,642)	(701,548)	(252,423)
Discontinued operations				
Profit (loss) for the period from discontinued operations	2,114,000	(1,087,648)	–	–
Total profit (loss) for the period	**2,117,354**	**(1,103,290)**	**(701,548)**	**(252,423)**
Total profit (loss) attributable to Non-controlling interests	**(53,439)**	**(69,351)**	**50,995**	**466**
Earnings (loss) per share from continuing operations attributable to owners of the Company				
– Basic (*Rp (full amount)*)	1	(2)	(312)	(106)
– Diluted (*Rp (full amount)*)	1	(2)	(312)	(106)
Loss per share from discontinued operations attributable to owners of the Company				
– Basic (*Rp (full amount)*)	252	(118)	–	–
– Diluted (*Rp (full amount)*)	252	(118)	–	–

7.2 Consolidated balance sheet

	Group	
	30 Jun 2025 (Unaudited)	31 Dec 2024 (Audited)
	Rp'million	*Rp'million*
ASSETS		
Current assets		
Cash and cash equivalents	10,345	506
Trade and other receivables	57,989	–
Advances to suppliers	37,191	–
Prepaid operating expenses	351	9,552
Sub-total	**105,876**	**10,058**
Assets classified as held for sale	–	4,862,112
Total current assets	**105,876**	**4,872,170**
Non-current assets		
Property, plant and equipment	–	1
Right-of-use assets	524	–
Investment in subsidiaries	–	–
Other non-current assets	120	119
Total non-current assets	644	120
Total assets	**106,520**	**4,872,290**
LIABILITIES		
Current liabilities		
Trade and other payables	58,732	121
Other liabilities	71	6,403
Advances from customers	34,322	30
Lease liabilities	360	–
Sub-total	**93,485**	**6,554**
Liabilities classified as held for sale	–	6,373,409
Total current liabilities	**93,485**	**6,379,963**
Non-current liabilities		
Other liabilities	–	–
Total non-current liabilities	**–**	**–**
Total liabilities	**93,485**	**6,379,963**
Net assets (liabilities)	**13,035**	**(1,507,673)**

7.3 Material changes in financial position

As at the Latest Practicable Date, save as publicly disclosed and represented in the unaudited consolidated balance sheet as at 30 June 2025 as shown in paragraph 7.2 above, there have been no material changes to the financial position of the Group since 31 December 2024, being the date of the last audited accounts of the Group laid before Shareholders in general meeting.

7.4 Significant accounting policies

The summary of significant accounting policies of the Group are disclosed in note 2 to the audited consolidated financial statements of the Group for FY2024 as set out in the annual report of the Company for FY2024 on pages 114 to 124 therein.

Save as disclosed in this Circular and save for information on the Group which is publicly available (including, without limitation, the audited consolidated financial statements of the Group for FY2022, FY2023 and FY2024, and the 1H FY2025 Results), there were no significant accounting policies or any point from the notes of the accounts of the Group which are of major relevance for the interpretation of the accounts.

7.5 Changes in significant accounting policies

As at the Latest Practicable Date, save as disclosed in this Circular and in publicly available information of the Group, there has been no change in the accounting policies of the Group which will cause the figures disclosed in this Circular to not be comparable to a material extent.

8. MATERIAL LITIGATION

As at the Latest Practicable Date:

(a) neither the Company nor any of its subsidiaries is engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially affect the financial position of the Group taken as a whole; and

(b) the Directors are not aware of any proceedings pending or threatened against the Company or any of its subsidiaries or of any facts likely to give rise to any proceedings which might materially affect the financial position of the Group taken as a whole.

9. COSTS AND EXPENSES

All costs and expenses incurred by the Company in respect of the Offer will be borne by the Company.

APPENDIX C: RELEVANT REGULATIONS OF THE COMPANY'S CONSTITUTION

PROVISIONS IN THE CONSTITUTION RELATING TO THE RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL, VOTING AND DIVIDENDS

The provisions in the Constitution relating to the rights of Shareholders in respect of capital, voting and dividends have been reproduced below.

All capitalised terms and expressions used in the following extract shall have the same meanings ascribed to them in the Constitution, a copy of which is available for inspection at the registered address of the Company at 7500A Beach Road, #08-305, The Plaza, Singapore 199591 during normal business hours for the period during which the Offer remains open for acceptance.

1. The Rights of Shareholders in respect of Capital

"ISSUE OF SHARES

7. *(A)* *The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.*

Shares of a class other than ordinary shares

(B) *The Company may issue shares for which no consideration is payable to the Company.*

Issue of shares for no consideration

(C) *Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of that share capital (except treasury shares) as is for the time being paid up for the period and charge the interest so paid to capital as part of the cost of the construction of the works or buildings or the provision of the plant, subject to the conditions and restrictions as prescribed in the Act.*

Issue of shares

8. Subject to the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Regulation 12, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares (with or without conferring a right of renunciation) or grant options over or otherwise dispose of shares to such persons on such terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, PROVIDED ALWAYS THAT:

(a) (subject to any direction to the contrary that may be given by the Company in a General Meeting) any issue of shares for cash to members holding shares of any class shall be offered to such members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Regulation 12(A) with such adaptations as are necessary shall apply; and

(b) any other issue of shares, the aggregate of which would exceed the limits referred to in Regulation 12(B), shall be subject to the approval of the Company in General Meeting.

Preference shares

9. (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Exchange, including any restrictions in respect of the total number of preference shares that may be issued vis-à-vis the total number of issued ordinary shares. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six Months in arrear.

Issue of further preference capital

(B) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.

VARIATION OF RIGHTS

10. (A) *Whenever the share capital of the Company is divided into different classes of shares, subject to the provisions of the Statutes, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of holders who represent at least three-quarters of the total voting rights of all the shares of that class or by a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting, all the provisions of this Constitution relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the total voting rights of all the shares of that class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him, PROVIDED THAT where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from holders who represent at least three-quarters of the total voting rights of all the shares of that class concerned within two Months of such General Meeting shall be as valid and effectual as a Special Resolution passed at such General Meeting. The foregoing provisions of this Regulation shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.*

Variation of rights

(B) *The repayment of preference capital other than redeemable preference capital, or any alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholders concerned PROVIDED ALWAYS THAT where the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing if obtained from holders who represent at least three-quarters of the total voting rights of all the preference shares concerned within two Months of the General Meeting, shall be as valid and effectual as a Special Resolution carried at the General Meeting.*

Repayment of preference capital other than redeemable preference capital

(C) The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto.

Issue of further shares ranking pari passu

ALTERATION OF SHARE CAPITAL

11. The Company in General Meeting may from time to time by Ordinary Resolution increase its capital by the allotment and issue of new shares.

Power to increase share capital

12. (A) Subject to the listing rules of the SGX-ST or to any direction to the contrary that may be given by the Company in a General Meeting, all new shares shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Regulation 12(A).

Offer of new shares

(B) Notwithstanding Regulation 12(A), the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:

New shares issued to be subject to the Statutes and this Constitution

(a) (i) issue shares whether by way of rights, bonus or otherwise; and/or

*(ii) make or grant offers, agreements or options collectively, "**Instruments**"*) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and

(b) subject to the provisions of the Act and this Constitution, convert its share capital or any class of shares from one currency to another currency; and

(c) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

PROVIDED THAT:–

(1) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the SGX-ST;

(2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance is waived by the SGX-ST) and this Constitution; and

(3) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest).

(C) Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of the Statutes and of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

New shares issued to be subject to the Statutes and this Constitution

13. (A) The Company may by Ordinary Resolution:

Power to consolidate, subdivide and redenominate shares

(a) consolidate and divide all or any of its shares;

(b) cancel the number of shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person or which have been forfeited, and diminish the amount of its share capital by the number of shares so cancelled;

(c) sub-divide its shares, or any of them (subject, nevertheless, to the Statutes and this Constitution), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares; or

(d) subject to the Statutes and this Constitution, convert its share capital or any class of shares from one currency to another currency.

(B) The Company may by Special Resolution, subject to and in accordance with the Statutes and the listing rules of the SGX-ST, convert one class of shares into another class of shares.

Power to convert shares

14. (A) The Company may reduce its share capital or any undistributable reserve in any manner and with and subject to any incident authorised and consent required by law.

Power to reduce capital

(B) Subject to and in accordance with the Act, the Company may purchase or otherwise acquire any of its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company, unless held as treasury shares in accordance with the Act, shall be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share (including treasury shares) which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with the Act. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.

Power to repurchase shares

(C) The Company shall not exercise any right in respect of treasury other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.

Treasury shares

SHARES

Absolute owner of shares

15. *Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way (except only as by this Constitution or by law otherwise provided) to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee, as the case may be) entered in the Register of Members as the registered holder thereof or (as the case may be) a person whose name is entered in the Depository Register in respect of that share.*

Rights and privileges of new shares

16. *Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes, the Company may issue preference shares which are, or at the option of the Company are liable to be redeemed.*

Power of Directors to issue shares

17. *Subject to the provisions of this Constitution and of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in a General Meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.*

Power to pay commission and brokerage

18. *The Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commissions or brokerage may be satisfied by the payment of cash or the allotment of fully or partly shares or partly in one way and partly in the other.*

Renunciation of allotment

19. *Subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within ten Market Days of the closing date (or such other period as may be approved by the Exchange) of any such application. The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder or (as the case may be) before that share is entered against the name of a Depositor in the Depository Register, recognize a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.*

CALLS ON SHARES

Calls on shares

24. *The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.*

Notice of calls

25. *Each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company, the amount called on his shares, at the time or times and place of payment specified by the Company. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.*

Interest on unpaid calls

26. *If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding ten per cent. per annum) as the Directors determine but the Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.*

When calls made and payable

27. *Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of the provisions of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.*

Power of Directors to differentiate

28. *The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.*

Payment of calls in advance

29. *The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the moneys so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding eight (8) per cent. per annum) as the member paying such sum and the Directors may agree. Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits.*

FORFEITURE AND LIEN

Notice requiring payment of calls

30. *If a member fails to pay in full any call or instalment of a call on the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.*

Notice to state place and time of payment

31. *The notice shall name a further delay (not being less than 14 days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith, the shares on which the call has been made will be liable to be forfeited.*

Forfeiture on non-compliance with notice

32. *If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.*

Sale of forfeited shares

33. *A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit and at any time before a sale, re-allotment or disposition, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited or surrendered share to any such other person as aforesaid.*

Rights and liabilities of members whose shares have been forfeited

34. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at eight (8) per cent. per annum (or such lower rate as the Directors may determine) from the date of forfeiture or surrender until payment and the Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment in whole or in part.

Company to have paramount lien

35. The Company shall have a first and paramount lien on every share (not being a fully paid share) and on the dividends declared or payable in respect thereof. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the member or deceased member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Regulation.

Sale of shares subject to lien

36. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of 14 days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

Application of sale proceeds

37. The residue of the proceeds of such sale pursuant to Regulation 36 after the satisfaction of the unpaid calls and accrued interest and expenses of such sale shall be paid to the person entitled to the shares at the time of the sale or to his executors, administrators or assigns, or as he may direct. For the purpose of giving effect to any such sale, the Directors may authorise some person to transfer or effect the transfer of the shares sold to the purchaser.

Title to forfeited or surrendered shares

38. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold or disposed to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee, as the case may be) or allottee thereof shall (subject to the execution of a transfer if the same is required) constitute a good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of or, where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

Form and execution of transfer

39. All transfers of the legal title in shares may be effected by the registered holders thereof by transfer in writing in the form for the time being approved by the Exchange or in any other form acceptable to the Directors. The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, PROVIDED ALWAYS THAT an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

Closure of Register of Members

40. The Register of Members may be closed at such times and for such period as the Directors may from time to time determine, PROVIDED ALWAYS THAT such Register shall not be closed for more than 30 days in any Year, PROVIDED ALWAYS THAT the Company shall give prior notice of such closure as may be required to the Exchange, stating the period and purpose or purposes for which the closure is made.

Directors' power to decline to register a transfer

41. *(A)* *There shall be no restriction on the transfer of fully paid-up shares (except where required by law, the Statutes or the listing rules of the Exchange) but the Directors may in their sole discretion, decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid-up, may refuse to register a transfer to a transferee of whom they do not approve, PROVIDED ALWAYS THAT in the event of the Directors refusing to register a transfer of shares, they shall within 10 Market Days beginning with the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.*

When Directors may refuse to register a transfer

(B) *The Directors may in their sole discretion refuse to register any instrument of transfer of shares unless:*

(a) *such fee not exceeding S$2 as the Directors may from time to time require, is paid to the Company in respect thereof;*

(b) *the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if any), the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person to do so;*

(c) *the instrument of transfer is in respect of only one class of shares; and*

(d) *the amount of the proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid.*

Notice of refusal to register a transfer

42. *If the Directors refuse to register a transfer of any shares, they shall within 10 Market Days after the date on which the transfer was lodged with the Company send to the transferor and to the transferee notice of the refusal stating reasons for the refusal as required by the Statutes.*

Retention of transfers

43. *All instruments of transfer which are registered may be retained by the Company.*

Fees for registration of transfer

44. There shall be paid to the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register of Members affecting the title to any shares such fee not exceeding S$2 as the Directors may from time to time require or prescribe.

Destruction of transfers

45. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six (6) Years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six (6) Years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six (6) Years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, PROVIDED THAT:

(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;

(b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Regulation; and

(c) references herein to the destruction of any document include references to the disposal thereof in any manner.

TRANSMISSION OF SHARES

Survivor or legal personal representatives of deceased member

46. (A) In the case of the death of a member whose name is entered in the Register of Members, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only person(s) recognised by the Company as having any title to his interest in the shares.

(B) In the case of the death of a member who is a Depositor, the survivor or survivors where the deceased is a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder and where such executors or administrators are entered in the Depository Register in respect of any shares of the deceased member, shall be the only person(s) recognised by the Company as having any title to his interest in the shares.

Survivor or legal personal representatives of deceased Depositor

(C) Nothing in this Regulation shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Estate of deceased holder

47. Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of a person whose name is entered in the Register of Members may (subject as hereinafter provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his legal title to the share either be registered himself as holder of the share upon giving to the Company notice in writing of such desire or transfer such share to some other person. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the person whose name is entered in the Register of Members had not occurred and the notice or transfer were a transfer executed by such person.

Transmission of shares

48. Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share pursuant to Regulation 46(A) or (B) or Regulation 47 (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the member in respect of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in the Register of Members or his name shall have been entered in the Depository Register in respect of the share.

Rights of person on transmission of shares

STOCK

49. The Company may from time to time by Ordinary Resolution convert any paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares.

Conversion of shares to stock and reconversion

50. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units as the Directors may from time to time determine.

Transfer of stock

51. The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards participation in the profits or assets of the Company) shall be conferred by the number of stock units which would not, if existing in shares, have conferred such privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted."

Rights of stockholders

2. The Rights of Shareholders in respect of voting

"GENERAL MEETINGS

52. An Annual General Meeting shall be held within four months (or such other period as may be prescribed by the Act and the listing rules of the Exchange) after the end of each financial year. All other General Meetings shall be called Extraordinary General Meetings.

Annual General Meeting

53. (A) The time and place of any General Meeting shall be determined by the Directors.

Time and place

(B) Subject always to the Statutes and the listing rules of the Exchange, all General Meetings, including Extraordinary General Meetings, shall be held either:

(a) at a physical place in Singapore; or

(b) at a physical in Singapore and using technology that allows a person to participate in a meeting without being physically present at the place of meeting.

54. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed with proper expedition to convene an Extraordinary General Meeting.

Calling Extraordinary General Meeting

NOTICE OF GENERAL MEETINGS

Notice of General Meeting

55. Any General Meeting at which it is proposed to pass a Special Resolution or (save as, provided by the Statutes and the listing rules of the SGX-ST) a resolution of which special notice has been given to the Company, shall be called by 21 days' notice in writing at the least and an Annual General Meeting and any other Extraordinary General Meeting shall be called by 14 days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than those who are not under the provisions of this Constitution and the Act entitled to receive such notices from the Company, PROVIDED ALWAYS THAT a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

(a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of an Extraordinary General Meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. of the total voting rights of all the members having a right to vote at that meeting,

except that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. At least fourteen days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to the Exchange.

Contents of notice for General Meeting

56. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

Contents of notice for Annual General Meeting

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

Notice of General Meeting for special business and Special Resolutions

(C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.

Routine business

57. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

(a) declaring dividends;

(b) receiving and adopting the financial statements, the reports of the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements;

(c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;

(d) appointing or re-appointing the Auditor;

(e) fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed; and

(f) fixing the remuneration of the Directors proposed to be paid in respect of their office as such under Regulation 83 and/or Regulation 84.

All other business to be transacted at any General Meeting of the Company shall be deemed to be special business.

Statement regarding effect of special business

58. Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.

PROCEEDINGS AT GENERAL MEETINGS

Chairman of General Meeting

59. The Chairman of the Board, failing whom the Deputy Chairman of the Board, shall preside as chairman at a General Meeting. If there is no such Chairman or Deputy Chairman, or if at any meeting neither is present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Director is present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be chairman of the meeting.

Quorum

60. No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum at any General Meeting shall be two or more members present in person or by proxy. PROVIDED ALWAYS THAT (i) a proxy representing more than one member shall only count as one member for the purpose of determining the quorum; and (ii) where a member is represented by more than one proxy such proxies shall count as only one member for the purpose of determining the quorum.

If quorum not present, adjournment of dissolution of meeting

61. If within 30 minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following that public holiday) at the same time and place or such other day, time or place as the Directors may by not less than 10 days' notice appoint. At the adjourned meeting, any one or more members present in person or by proxy shall be a quorum.

Business at adjourned meeting

62. The chairman of any General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for 30 days or more or sine die, not less than seven (7) days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting.

Notice of adjournment not required

62. Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Amendment of resolutions

63. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

Mandatory polling

64. (A) If required by the listing rules of the Exchange, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the Exchange).

Method of voting where mandatory polling not required

(B) Subject to Regulation 64(A), at any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

(a) the chairman of the meeting;

(b) not less than five (5) members present in person or by proxy and entitled to vote at the meeting;

(c) a member present in person or by proxy and representing not less than five (5) per cent. of the total voting rights of all the members having the right to vote at the meeting; or

(d) a member present in person or by proxy and holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid-up equal to not less than five (5) per cent. of the total sum paid-up on all the shares conferring that right (excluding treasury shares),

PROVIDED ALWAYS THAT no poll shall be demanded on the choice of the chairman of the meeting or on a question of adjournment.

A demand for a poll made pursuant to this Regulation 64(B) may be withdrawn only with the approval of the chairman meeting. Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. Where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The chairman of the meeting may (and, if required by the listing rules of the Exchange or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

65. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

Casting vote of chairman

66. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Timing for taking a poll

VOTES OF MEMBERS

How members may vote

67. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to Regulation 14(C), each member entitled to vote may vote in person or by proxy. Every member who is present in person or by proxy shall:

(a) on a poll, have one (1) vote for every share which he holds or represents;

(b) and on a show of hands, have one (1) vote, PROVIDED ALWAYS THAT:

(i) in the case of a member who is not a relevant intermediary and who is represented by two (2) proxies, only one (1) of the two (2) proxies as determined by that member or, failing such determination, by the chairman of the meeting (or by a person authorised by him) in his sole discretion, shall be entitled to vote on a show of hands; and

(ii) in the case of a member who is a relevant intermediary and who is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.

For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

Voting rights of joint holders

68. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the name stands first in the Register of Members or (as the case may be) the Depository Register in respect of the share.

Voting by receivers

69. Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting, or to exercise any other right conferred by membership in relation to meetings of the Company.

70. *No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid.*

Entitlement of members to vote

71. *No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.*

When objection to admissibility of votes may be made

72. *On a poll, votes may be given personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.*

Votes on a poll

73. *(A) Save as otherwise provided in the Act:*

Appointment of proxies

(a) a member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same 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; and

(b) a member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same 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.

(B) In any case where a member is a Depositor, the Company shall be entitled and bound: *Shares entered in Depository Register*

(a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and

(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

(C) The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. *Notes and instructions*

(D) A proxy need not be a member of the Company.

74. (A) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and: *Execution of proxies*

(a) in the case of an individual, shall be:

(i) signed by the appointor or his attorney, if the instrument is delivered personally or sent by post; or

(ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and

(b) in the case of a corporation, shall be:

(i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument is delivered personally or sent by post; or

(ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, for the purposes of Regulations 74(A)(a)(ii) and 74(A)(b)(ii), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

(B) The signature on such instrument need not be witnessed. 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 pursuant to Regulation 75(A), failing which the instrument may be treated as invalid.

Witness and authority

(C) The Directors may, in their absolute discretion:

(a) approve the method and manner for an instrument appointing a proxy to be authorised; and

(b) designate the procedure for authenticating an instrument appointing a proxy,

Directors may approve method and manner, and designate procedure, for electronic communications

as contemplated in Regulation 74(A)(a)(ii) and 74(A)(b)(ii) for application to such members or class of members as they may determine. Where the Directors do not so approve and designate in relation to a member (whether of a class or otherwise), Regulation 74(A)(a)(i) and/or (as the case may be) Regulation 74(A)(b)(i) shall apply.

75. (A) An instrument appointing a proxy:

Deposit of proxies

(a) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office); or

(b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting,

and in either case, not less than 72 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, PROVIDED ALWAYS THAT an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered in accordance with this Regulation 75(A) for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

Directors may specify means for electronic communications

(B) The Directors may, in their absolute discretion, and in relation to such members or class of members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in Regulation 75(A)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), Regulation 75(A)(a) shall apply.

Rights of proxies

76. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting.

Intervening death or mental disorder

77. A vote cast by proxy shall not be invalidated by the previous death or mental disorder of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made PROVIDED ALWAYS THAT no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office at least one (1) hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast."

3. The Rights of Shareholders in respect of dividends

"RESERVES

122. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any part of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits. In carrying sums to reserve and in applying the same, the Directors shall comply with the provisions (if any) of the Statutes.

Reserves

DIVIDENDS

123. The Company may by Ordinary Resolution declare dividends but no such dividends shall exceed the amount recommended by the Directors.

Declaration of dividends

124. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

Interim dividends

125. Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Statutes:

Apportionment of dividends

(a) all dividends in respect of shares must be paid in proportion to the number of shares held by a member but where shares are partly paid, all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and

(b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which dividend is paid.

For the purposes of this Regulation, no amount paid on a share in advance of calls shall be treated as paid on the share.

126. No dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes.

Dividends payable out of profits

No interest on dividends

127. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

Retention of dividends on shares subject to lien

128. (A) The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Retention of dividends pending transmission

(B) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends or other moneys

129. The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or moneys unclaimed after a period of six Years from the date they are first payable may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six Years has elapsed from the date such dividend or other moneys are first payable.

Payment to the Depository of dividend payable to a Depositor

130. A payment by the Company to the Depository of any dividend or other moneys payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability in respect of that payment.

Waiver of dividends

131. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

Payment of dividend in specie

132. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates, may fix the value for distribution of such specific assets or any part thereof, may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

Scrip dividend scheme

133. (A) Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:

(a) the basis of any such allotment shall be determined by the Directors;

(b) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to members, providing for forms of election for completion by members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Regulation 133;

(c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded PROVIDED ALWAYS THAT the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and

(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the "elected ordinary shares") and in lieu and in satisfaction thereof, ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding the provisions of Regulation 138, the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.

Ranking of shares

(B) The ordinary shares allotted pursuant to the provisions of paragraph (A) of this Regulation shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

Record Date

(C) The Directors may, on any occasion when they resolve as provided in paragraph (A) of this Regulation, determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors may think fit, and in such event the provisions of this Regulation shall be read and construed subject to such determination.

(D) The Directors may, on any occasion when they resolve as provided in paragraph (A) of this Regulation, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to members whose registered addresses entered in the Register or (as the case may be) the Depository Register is outside Singapore or to such other members or class of members as the Directors may in their sole discretion decide and in such event the only entitlement of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Eligibility

(E) Notwithstanding the foregoing provisions of this Regulation, if at any time after the Directors' resolution to apply the provisions of paragraph (A) of this Regulation in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefor, cancel the proposed application of paragraph (A) of this Regulation.

Disapplication

(F) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (A) of this Regulation, with full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down or whereby the benefit of the fractional entitlements accrues to the Company rather than the members).

Fractional Entitlements

134. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of a member or person entitled thereto (or, if two or more persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such member or person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividends payable by cheque or warrant

Payment to Depository good discharge

135. Notwithstanding the provisions of Regulation 134 and the provisions of Regulation 137, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment.

Payment of dividends to joint holders

136. If two (2) or more persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable on or in respect of the share.

Resolution declaring dividends

137. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in a General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

Power to issue free bonus shares and/or to capitalise reserves

138. (A) The Directors may, with the sanction of an Ordinary Resolution of the Company, including any Ordinary Resolution passed pursuant to Regulation 12(B):

(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary Resolution passed pursuant to Regulation 12(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares; and/or

(b) capitalise any sum standing to the credit of any of the Company's reserve accounts (including any undistributable reserve) or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary Resolution passed pursuant to Regulation 12(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

Power of Directors to give effect to bonus issues and capitalisations

(B) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation under Regulation 138(A), with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Power to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration

139. In addition and without prejudice to the power provided for by Regulation 138, the Directors shall have power to issue shares for which no consideration is payable and/or capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue:

(a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit; or

(b) be held by or for the benefit of non-executive Directors as part of their remuneration under Regulation 82 and/or Regulation 83 approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.

The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing."

SAMKO TIMBER LIMITED

Condensed interim financial statements
For the six months ended 30 June 2025

APPENDIX D: UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE GROUP FOR 1H FY2025

SAMKO TIMBER LIMITED
Company Registration Number: 200517815M

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SAMKO TIMBER LIMITED

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A. Condensed interim consolidated statements of profit or loss and other comprehensive income

	Note	Group 6 months ended 30 Jun 2025 6M 2025	30 Jun 2024 6M 2024	Change
		Rp'million	*Rp'million*	*%*
Continuing operations				
Revenue	4	123,249	-	n.m
Cost of sales		(120,174)	-	n.m
Gross profit		3,075	-	n.m
Other income (losses)		2,837	(1,463)	n.m
General and administrative expenses		(2,496)	(6,248)	(60)
Finance expenses		(62)	(69)	(10)
Profit (loss) before income tax from continuing operations		3,354	(7,780)	n.m
Taxation	7	-	-	-
Profit (loss) for the period from continuing operations		3,354	(7,780)	n.m
Discontinued operations				
Profit (loss) for the period from discontinued operations	3	2,114,000	(590,851)	n.m
Total profit (loss) for the period		**2,117,354**	**(598,631)**	n.m
Total profit (loss) attributable to:				
Owners of the Company		2,170,793	(549,834)	n.m
Non-controlling interests		(53,439)	(48,797)	10
		2,117,354	**(598,631)**	**n.m**
Total profit (loss) from continuing operations attributable to:				
Owners of the Company		3,354	(7,780)	n.m
Non-controlling interests		-	-	-
		3,354	**(7,780)**	**n.m**
Total loss from discontinued operations attributable to:				
Owners of the Company		2,167,439	(542,054)	n.m
Non-controlling interests		(53,439)	(48,797)	10
		2,114,000	**(590,851)**	**n.m**

SAMKO TIMBER LIMITED

Company Registration Number: 200517815M

		Group		
		6 months ended		
		30 Jun 2025	30 Jun 2024	
		6M 2025	6M 2024	Change
		Rp'million	*Rp'million*	*%*
Total profit (loss) for the period		2,117,354	(598,631)	n.m
Other comprehensive income:				
Items that will not be reclassified to profit or loss:				
Net actuarial loss on post-employment benefits		(1,468)	(20,883)	(93)
Items that may be reclassified subsequently to profit or loss:				
Foreign currency translation loss		(10,065)	(24,784)	(59)
Total comprehensive income for the period		**2,105,821**	**(644,298)**	**n.m**
Total comprehensive income attributable to:				
Owners of the Company		2,159,296	(595,518)	n.m
Non-controlling interests		(53,475)	(48,780)	10
		2,105,821	**(644,298)**	**n.m**
Earnings (loss) per share attributable to owners of the Company				
Basic	12	253	(64)	
Diluted	12	253	(64)	
Earnings (loss) per share from continuing operations attributable to owners of the Company				
Basic	12	1	(1)	
Diluted	12	1	(1)	
Loss per share from discontinued operations attributable to owners of the Company				
Basic	12	252	(63)	
Diluted	12	252	(63)	

SAMKO TIMBER LIMITED
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B. Condensed interim statements of financial position

		Group		Company	
		30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
	Note	*Rp'million*	*Rp'million*	*Rp'million*	*Rp'million*
ASSETS					
Current assets					
Cash and cash equivalents	5	**10,345**	506	**8,091**	309
Trade and other receivables	5	**57,989**	-	**1,117**	119
Advances to suppliers		**37,191**	-	**100**	-
Prepaid operating expenses		**351**	9,552	**342**	9,544
Sub-total		**105,876**	10,058	**9,650**	9,972
Assets classified as held for sale	3	**-**	4,862,112	**-**	50,429
Total current assets		**105,876**	4,872,170	**9,650**	60,401
Non-current assets					
Property, plant and equipment		**-**	1	**-**	1
Right-of-use assets		**524**	-	**524**	-
Investment in subsidiaries		**-**	-	**-**	-
Other non-current assets		**120**	119	**120**	119
Total non-current assets		**644**	120	**644**	120
Total assets		**106,520**	4,872,290	**10,294**	60,521
LIABILITIES					
Current liabilities					
Trade and other payables	5	**58,732**	121	**716**	3,200
Other liabilities	5	**71**	6,403	**18**	6,317
Advances from customers		**34,322**	30	**30**	30
Lease liabilities		**360**	-	**360**	-
Sub-total		**93,485**	6,554	**1,124**	9,547
Liabilities classified as held for sale	3	**-**	6,373,409	**-**	**-**
Total current liabilities		**93,485**	6,379,963	**1,124**	9,547
Non-current liabilities					
Other liabilities	5	**-**	-	**-**	2,974
Total non-current liabilities		**-**	-	**-**	2,974
Total liabilities		**93,485**	6,379,963	**1,124**	12,521
Net assets (liabilities)		**13,035**	(1,507,673)	**9,170**	48,000

SAMKO TIMBER LIMITED
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B. Condensed interim statements of financial position (cont'd)

		Group		Company	
		30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
		Rp'million	*Rp'million*	*Rp'million*	*Rp'million*
EQUITY					
Equity attributable to owners of the Company					
Share capital	11	**725,056**	765,449	**725,056**	765,449
Accumulated losses		**(692,905)**	(2,862,266)	**(699,639)**	(700,197)
Other reserves		**(19,116)**	289,023	**(16,247)**	(17,252)
		13,035	(1,807,794)	**9,170**	48,000
Non-controlling interests		**-**	300,121	**-**	-
Total equity		**13,035**	(1,507,673)	**9,170**	48,000

SAMKO TIMBER LIMITED

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C. Condensed interim statements of changes in equity

Group	Attributable to owners of the Company							
	Share capital	Accumulated losses	Restructuring reserves	Premium paid on acquisition of non-controlling interest	Foreign currency translation reserves	Total	Non-controlling interests	Total equity
	Rp'million	*Rp'million*	*Rp'million*	*Rp million*	*Rp million*	*Rp'million*	*Rp'million*	*Rp'million*
Balance at 1 Jan 2025	765,449	(2,862,266)	309,050	(3,037)	(16,990)	(1,807,794)	300,121	(1,507,673)
Profit (loss) for the period	-	2,170,793	-	-	-	2,170,793	(53,439)	2,117,354
Other comprehensive income for the period:								
- Net actuarial loss on post-employment benefits	-	(1,432)	-	-	-	(1,432)	(36)	(1,468)
- Foreign currency translation loss	-	-	-	-	(10,065)	(10,065)	-	(10,065)
Other comprehensive income for the period, net of tax	-	(1,432)	-	-	(10,065)	(11,497)	(36)	(11,533)
Total comprehensive income for the period	-	2,169,361	-	-	(10,065)	2,159,296	(53,475)	2,105,821
- Cash distribution to reduce share capital (Note 11)	(40,393)	-	-	-	-	(40,393)	-	(40,393)
Total contribution by and distribution to owners	(40,393)	-	-	-	-	(40,393)	-	(40,393)
Others:								
- Changes arising from disposal of subsidiaries (Note 3)	-	-	(309,050)	3,037	7,939	(298,074)	(246,646)	(544,720)
Total Others	-	-	(309,050)	3,037	7,939	(298,074)	(246,646)	(544,720)
Balance at 30 June 2025	**725,056**	**(692,905)**	**-**	**-**	**(19,116)**	**13,035**	**-**	**13,035**
Balance at 1 January 2024	545,713	(1,838,606)	309,050	(3,037)	6,126	(980,754)	369,692	(611,062)
Loss for the period	-	(549,834)	-	-	-	(549,834)	(48,797)	(598,631)
Other comprehensive income for the period:								
- Net actuarial gain (loss) on post-employment benefits	-	(20,900)	-	-	-	(20,900)	17	(20,883)
- Foreign currency translation loss	-	-	-	-	(24,784)	(24,784)	-	(24,784)
Other comprehensive income for the period, net of tax	-	(20,900)	-	-	(24,784)	(45,684)	17	(45,667)
Total comprehensive income for the period	-	(570,734)	-	-	(24,784)	(595,518)	(48,780)	(644,298)
- Issuance of new shares during the period	219,736	-	-	-	-	219,736	-	219,736
Total contribution by and distribution to owners	219,736	-	-	-	-	219,736	-	219,736
Balance at 30 June 2024	**765,449**	**(2,409,340)**	**309,050**	**(3,037)**	**(18,658)**	**(1,356,536)**	**320,912**	**(1,035,624)**

SAMKO TIMBER LIMITED
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C. Condensed interim statements of changes in equity (cont'd)

Company	Attributable to owners of the Company			
	Share capital	Accumulated losses	Foreign currency translation reserves	Total equity
	Rp'million	*Rp'million*	*Rp'million*	*Rp'million*
Balance at 1 January 2025	765,449	(700,197)	(17,252)	48,000
Total comprehensive income for the period	-	558	1,005	1,563
Cash distribution to reduce share capital	(40,393)	-	-	(40,393)
Balance at 30 June 2025	**725,056**	**(699,639)**	**(16,247)**	**9,170**
Balance at 1 January 2024	545,713	5,424	(10,994)	540,143
Total comprehensive income for the period	-	(669,259)	(9,567)	(678,826)
Issuance of new shares during the period	219,736	-	-	219,736
Balance at 30 June 2024	**765,449**	**(663,835)**	**(20,561)**	**81,053**

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D. Condensed interim consolidated statement of cash flows

	Group	
	30-Jun-25 6M 2025	30-Jun-24 6M 2024
	Rp'million	*Rp'million*
Cash flows from operating activities		
Profit (loss) before income tax from continuing operations	3,354	(7,780)
Profit (loss) before income tax from discontinued operations	2,113,402	(571,638)
Profit (loss) before income tax	2,116,756	(579,418)
Adjustments:		
Interest expenses from loans and borrowings	69,522	106,322
Depreciation of property, plant and equipment	24,064	32,694
Post-employment benefits expense	11,160	18,545
Depreciation of right-of-use assets	4,333	7,668
Amortisation of land use rights	1,012	2,863
Net (gain) loss on disposal of property, plant and equipment	(67)	7,691
Interest expenses from lease liabilities	626	1,408
Interest income	(46)	(104)
Inventories recovery	-	(3,181)
Net foreign exchange loss	60,103	123,447
Gain on disposal of subsidiaries	(2,439,141)	-
Operating cash flow before changes in working capital	(151,678)	(282,065)
Changes in working capital :		
Trade and other receivables	(25,364)	(85,220)
Inventories	(34,123)	11,601
Advances to suppliers	(15,388)	(34,500)
Prepaid operating expenses	(26,076)	(34,567)
Other non-current assets	1,185	62,382
Trade and other payable	(83,526)	(21,270)
Other liabilities	37,795	24,504
Advance from customers	4,853	110,910
Cash flow used in operations	(292,322)	(248,225)
Income tax refund (paid)	2,818	(3,551)
Post-employment benefits paid	(8,173)	(34,473)
Net cash flows used in operating activities	(297,677)	(286,249)
Cash flows from investing activities		
Additions of property, plant and equipment	(76,118)	(302,630)
Proceeds from disposal of property, plant and equipment	67	37,856
Additions of land use rights	-	(9,565)
Additions of biological assets	(10,120)	(5,132)
Interest received	46	104
Net cash flows used in investing activities	(86,125)	(279,367)

SAMKO TIMBER LIMITED
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D. Condensed interim consolidated statement of cash flows (cont'd)

	Group	
	30-Jun-25	30-Jun-24
	6M 2025	6M 2024
	Rp'million	*Rp'million*
Cash flows from financing activities		
Drawdown of loans and borrowings	1,526,491	3,113,721
Repayment of loans and borrowings	(1,587,833)	(3,148,480)
Interest paid for loans and borrowings	(65,584)	(107,986)
Interest paid for lease liabilities	(626)	(1,408)
Repayment of lease liabilities	(1,616)	(10,459)
Loan from third party loan	-	39,000
Proceeds from issuance of new shares	-	219,736
Loan from related party loan	494,430	480,713
Net proceeds from disposal of subsidiaries	61,168	-
Cash distribution to reduce share capital	(40,393)	-
Net cash flows provided by financing activities	386,037	584,837
Net increase in cash and cash equivalents	2,235	19,221
Effect of exchange rate changes on cash and cash equivalents	129	1,438
Cash and cash equivalents at beginning of the period	64,203	30,372
Cash and cash equivalents at end of the period	66,567	51,031
Cash and cash equivalents at end of the period for discontinued operations	(56,222)	(49,939)
Cash and cash equivalents at end of the period for continuing operations	10,345	1,092

SAMKO TIMBER LIMITED
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E. Notes to the condensed interim consolidated financial statements

1. Corporate information

Samko Timber Limited (the Company) is a public limited liability company incorporated and domiciled in Singapore and is listed on the mainboard of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The immediate holding company is Sampoerna Forestry Limited, a company incorporated in the British Virgin Islands. The ultimate holding company is Twinwood Operations Limited, a company incorporated in the British Virgin Islands.

These condensed interim consolidated financial statements as at and for the six months ended 30 June 2025 comprise the Company and its subsidiaries (collectively, the Group).

The principal activities of the Company are investment holding and general wholesale trade. The principal activities of the Group are marketing and trading of timber-based products.

2. Basis of preparation

The condensed interim financial statements for the six months ended 30 June 2025 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last financial statements for the financial year ended 31 December 2024.

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below. The financial statements are presented in Indonesia Rupiah (Rp) and all values in the tables are rounded to the nearest million, except when otherwise indicated.

The accounting policies adopted are consistent with those of the previous year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended as set out in Note 2.1.

2.1. New and amended standards adopted by the Group

The number of amendments to Standards have become applicable for the current reporting period. The adoption of the new standards has no significant impact on the condensed interim consolidated financial statements.

2.2. Use of judgements and estimates

In preparing the condensed interim financial statements, management has made judgements estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the last audited financial statements for the financial year ended 31 December 2024.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Management is of the opinion that there is no instance of application of judgement which is expected to have a significant impact on the amounts recognised in the Group's condensed interim financial statements for the six months ended 30 June 2025.

2.3 Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the period.

3 Discontinued operations and disposal group classified as held for sale

On 2 October 2024, the Company entered into a sale and purchase agreement (the "SPA") with Sampoerna Forestry Limited for the disposal of the Company's interests' in certain subsidiaries (collectively, the "Disposed Group") for total consideration of S$5,000,000 (equivalent to approximately Rp61 billion) (the "Proposed Disposal"). The Proposed Disposal is a major transaction under Chapter 10 of the Listing Manual and had been approved by the shareholders in the EGM on 3 February 2025. The disposal of the subsidiaries was completed on 27 March 2025.

The assets and liabilities related to the Disposed Group were classified as a disposal group held for sale in the consolidated statement of financial position as at 31 December 2024 and the results from the Disposed Group were presented separately in the consolidated statement of comprehensive income as "Discontinued operations". Following the completion of the disposal, the assets and liabilities related to the Disposed Group have been deconsolidated and the Disposed Group recognised a gain on disposal of Rp2,439 billion which was included in the profit from discontinued operations.

The results of the discontinued operations are as follows:

	Group		
	6 months ended		
	30 Jun 2025	30 Jun 2024	
	6M 2025	6M 2024	Change
	Rp'million	*Rp'million*	*%*
Revenue	486,068	1,008,901	(52)
Cost of sales	(570,997)	(1,087,987)	(48)
Gross loss	(84,929)	(79,086)	7
Other income (expenses)	(59,395)	(146,872)	(60)
Selling expenses	(31,730)	(63,945)	(50)
General and administrative expenses	(70,692)	(154,069)	(54)
Finance expenses	(78,993)	(127,666)	(38)
Loss from discontinued operations before taxation	(325,739)	(571,638)	(43)
Taxation	598	(19,213)	n.m
Loss from discontinued operations for the period	**(325,141)**	**(590,851)**	**(45)**
Gain on disposal of subsidiaries	2,439,141	-	n.m
Profit (loss) from discontinued operations for the period	**2,114,000**	**(590,851)**	**n.m**

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The major classes of assets and liabilities in disposal group classified as held for sale as at 31 December 2024 were as follows:

	Group 31 Dec 2024 *Rp'million*
Cash and cash equivalents	63,697
Trade and other receivables	160,175
Inventories	1,005,911
Advances to suppliers	229,406
Prepaid operating expenses	84,595
Deferred tax assets	67,808
Land use rights	58,066
Property, plant and equipment	2,467,705
Right-of-use assets	44,712
Biological assets	660,085
Other assets	19,952
Total assets in disposal group classified as held for sale	4,862,112
Trade and other payables	982,105
Provision for taxation	3,623
Deferred tax liabilities	98,664
Post-employment benefits	260,374
Advance from customers	357,797
Loans and borrowings	3,487,170
Lease liabilities	23,047
Other liabilities	1,160,629
Total liabilities directly associated with the disposal group classified as held for sale	6,373,409
Net liabilities directly associated with the disposal group classified as held for sale	(1,511,297)

Details of assets in non-current assets classified as held for sale of the Company are as follows:

	Company 31 Dec 2024 *Rp'million*
Investment in subsidiaries	50,429

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The assets and liabilities of disposal group that were disposed, and the effects of the disposal are as follows:

	Group at disposal date
	Rp'million
Cash and cash equivalents	56,222
Trade and other receivables	190,722
Inventories	1,040,034
Advances to suppliers	247,823
Prepaid operating expenses	114,937
Deferred tax assets	68,994
Land use rights	57,053
Property, plant and equipment	2,512,841
Right-of-use assets	43,729
Biological assets	670,205
Other assets	19,778
	5,022,338
Trade and other payables	(990,638)
Provision for taxation	(7,777)
Deferred tax liabilities	(98,844)
Post-employment benefits	(223,125)
Advance from customers	(328,358)
Loans and borrowings	(3,492,302)
Lease liabilities	(21,724)
Other liabilities	(1,692,824)
Carrying value of net liabilities	(1,833,254)
Net liabilities disposed	1,833,254
Other reserves	298,074
Non-controlling interests	246,645
Cash consideration	61,168
Gain on disposal of subsidiaries	**2,439,141**

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4. Revenue and segment information

4.1. Revenue

	6 months ended		
	30 Jun 2025	30 Jun 2024	Change
	Rp'million	*Rp'million*	*%*
Domestic sales	13,379	-	n.m
Export sales	109,870	-	n.m
Total	123,249	-	n.m
Timing of transfer of goods and services			
Sales of goods - at a point in time	123,249	-	n.m

4.2. Segment information

Following the disposal of the Disposed Group on 27 March 2025, the Group's continuing operations consist only one reportable segment, which is ST division - refers to the operations of Samko Timber Limited and Bioforest Pte Ltd group of entities. This division principally trade in all types of timber products e.g primary plywood, laminated veneer lumber, piano parts and processed plywood produced or manufactured by SGS division, SGM division and third parties.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss after tax which in certain respects, as explained in the table below, is measured differently from profit or loss after tax in the consolidated financial statements. Group corporate expenses are managed on a group basis and are not allocated to operating segments. These operating segments are reported in a manner consistent with internal reporting provided to the Board of Directors.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

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4.2. Segment information (cont'd)

	ST division		Adjustment and elimination		Per consolidated financial statements	
	6 months ended		6 months ended		6 months ended	
	6M 2025	6M 2024	6M 2025	6M 2024	6M 2025	6M 2024
	Rp'million	*Rp'million*	*Rp'million*	*Rp'million*	*Rp'million*	*Rp'million*
Revenue:						
External customers	123,249	-	-	-	123,249	-
Inter-segment	-	-	-	-	-	-
Total revenue	123,249	-	-	-	123,249	-
Finance expenses	(62)	(69)	-	-	(62)	(69)
Depreciation of property, plant and equipment	(1)	(1)	-	-	(1)	(1)
Depreciation of right-of-use assets	(110)	-	-	-	(110)	-
Net foreign exchange gain (loss)	806	(1,463)	-	-	806	(1,463)
Segment profit (loss)	3,354	(7,780)	-	-	3,354	(7,780)

	ST division		Adjustment and elimination		Per consolidated financial statements	
	As at		As at		As at	
	30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
	Rp'million	*Rp'million*	*Rp'million*	*Rp'million*	*Rp'million*	*Rp'million*
Assets:						
Segment assets	106,520	4,872,290	-	-	106,520	4,872,290
Liabilities:						
Segment liabilities	93,485	6,379,963	-	-	93,485	6,379,963

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4.3. Geographical markets

	6 months ended		
	30 June 2025	30 June 2024	Change
	Rp'million	*Rp'million*	*%*
Overseas:			
North America	91,626	-	n.m
South East Asia	31,623	-	n.m
	123,249	-	n.m

5. Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group as at 30 June 2025 and 31 December 2024:

	Group		Company	
	30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
	Rp'million	*Rp'million*	*Rp'million*	*Rp'million*
Trade receivables, net of allowance				
- Third parties	55,985	-	-	-
Other receivables, net of allowance				
- Related parties	2,004	-	1,117	119
Total trade and other receivables	57,989	-	1,117	119
Add:				
- Cash and cash equivalents	10,345	506	8,091	309
- Guarantee deposits	120	119	120	119
Total financial assets carried at amortised costs	**68,454**	**625**	**9,328**	**547**

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5. Financial assets and financial liabilities (cont'd)

	Group		Company	
	30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
	Rp'million	*Rp'million*	*Rp'million*	*Rp'million*
Trade payables				
- Third parties	9,031	-	-	-
- Related parties	49,062	-	-	-
Other payables				
- Third parties	639	121	589	90
- Related parties	-	-	127	3,110
Total trade and other payables	58,732	121	716	3,200
Add:				
- Other liabilities	70	6,403	18	9,293
Total financial liabilities carried at amortised costs	**58,802**	**6,524**	**734**	**12,493**

6. Profit before income tax

6.1. Significant items

	6 months ended		
	30 Jun 2025	30 Jun 2024	Change
	Rp'million	*Rp'million*	*%*
Interest expenses:			
- loans and borrowings	(69,522)	(106,322)	(35)
- lease liabilities	(626)	(1,408)	(56)
Depreciation:			
- property, plant and equipment	(24,064)	(32,694)	(26)
- right-of-use assets	(4,333)	(7,668)	(43)
Post-employment benefits expenses	(11,160)	(18,545)	(40)
Amortisation of land use rights	(1,012)	(2,863)	(65)
Interest income	46	104	(56)
Net foreign exchange loss	(49,137)	(115,320)	(57)

All significant items represent significant items from discontinued operations.

6.2. Related party transactions

All related party transactions had been entered in the ordinary course of business based on normal commercial terms.

7. Taxation

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings.

During the period, no income taxes had been recognised by the Group.

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8. Net assets (liabilities) value

	Group		Company	
	30 Jun 2025	31 Dec 2024	30 Jun 2025	31 Dec 2024
Net assets (liabilities) attributable to owners of the Company used in computation of net asset (liabilities) value per share (Rp'million)	13,035	(1,807,794)	9,170	48,000
Number of ordinary shares at the end of the period	8,646,408,068	8,646,408,068	8,646,408,068	8,646,408,068
Net assets (liabilities) value per ordinary share (Rp full amount)	2	(209)	1	6

9. Right-of-use assets

During the period ended 30 June 2025, the Group obtained a building lease amounting to Rp634 million for office building rental.

10. Borrowings

Amount repayable in one year or less, or on demand

As at 30 Jun 2025		As at 31 Dec 2024	
Secured	Unsecured	Secured	Unsecured
Rp'million	*Rp'million*	*Rp'million*	*Rp'million*
-	-	2,103,723	74,927

Amount repayable after one year

As at 30 Jun 2025		As at 31 Dec 2024	
Secured	Unsecured	Secured	Unsecured
Rp'million	*Rp'million*	*Rp'million*	*Rp'million*
-	-	1,308,522	-

Following the completion of the disposal of the Disposed Group, the Group has no borrowings as at 30 June 2025.

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11. Share capital

	Group and Company			
	As at 30 Jun 2025		As at 31 Dec 2024	
	Number of ordinary shares	Share capital	Number of ordinary shares	Share capital
		Rp'million		*Rp'million*
Beginning of the period/year	8,646,408,068	765,449	2,408,171,095	545,713
Capital contribution to increase share capital	-	-	6,238,236,973	219,736
Cash distribution to reduce share capital	-	(40,393)	-	-
End of the period/year	**8,646,408,068**	**725,056**	**8,646,408,068**	**765,449**

The Company did not have any treasury shares, subsidiary holdings or other convertibles, and the Company's subsidiaries do not hold any shares in the Company as at 30 June 2025 and 31 December 2024.

As approved by the shareholders on 3 February 2025, the Company carried out a capital reduction exercise by way of a cash distribution. The capital reduction and cash distribution involved a reduction of the issued and paid-up share capital of the Company and a cash distribution to shareholders in the sum of S$3,294,281.47 (equivalent to approximately Rp40 billion). The payment for the cash distribution was made on 15 April 2025.

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12. Earnings (loss) per share

Earnings (loss) per share of the Group and Company for the period were set out as follows:

	6 months ended	
	30 Jun 2025	30 Jun 2024
Total profit (loss) for the period attributable to owners of the Company (Rp'million)	2,170,793	(549,834)
Net profit (loss) from continuing operations for the period attributable to owners of the Company (Rp'million)	3,354	(7,780)
Net profit loss from discontinued operations for the period attributable to owners of the Company (Rp'million)	2,167,439	(542,054)
Weighted average number of ordinary shares for basic loss per share computation	8,595,134,887	8,577,856,013
Weighted average number of ordinary shares for diluted loss per share computation	8,595,134,887	8,577,856,013
	Rp (full amount)	Rp (full amount)
Earnings (loss) per share attributable to owners of the Company		
Basic	253	(64)
Diluted	253	(64)
Earnings (loss) per share from continuing operations attributable to owners of the Company		
Basic	1	(1)
Diluted	1	(1)
Loss per share from discontinued operations attributable to owners of the Company		
Basic	252	(63)
Diluted	252	(63)

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F. Other information required by Listing Rule Appendix 7.2

1. Review

The condensed consolidated statement of financial position of Samko Timber Limited and its subsidiaries as at 30 June 2025 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six months ended and certain explanatory notes have not been audited or reviewed.

2. Review of performance of the Group

Condensed interim consolidated statement of profit or loss and other comprehensive income

Our Group reported total profit of Rp2,117 billion in 6M 2025 as compared to total loss of Rp599 billion in 6M 2024. The profit from the continuing operations in 6M 2025 was Rp3 billion as compared to a loss of Rp8 billion in 6M 2024 which is due to commencement of the trading distribution business operation in the second quarter of 2025. The profit from discontinued operations of Rp2,114 billion as compared to a net loss of Rp591 billion in 6M 2024 mainly due to the gain on disposal of subsidiaries of Rp2,439 billion recognised in 6M 2025.

Revenue

Our sales revenue increased to Rp123 billion in 6M 2025 as the Group has started its trading distribution business operation in the second quarter of 2025.

Gross profit

Our gross profit has increased by Rp3 billion in 6M 2025, due mainly to the start of the trading distribution business as mentioned above.

Other income (losses)

In 6M 2025, other income (losses) came mainly from net gain (loss) on foreign exchange incurred during the period.

General and administrative expenses

The Group's general and administrative expenses decreased by 60% in 6M 2025 as compared to 6M 2024, mainly due to lower professional fees.

Finance expenses

Our finance expenses from the discontinued operations relate mainly to interest expense, while the finance expenses from the continuing operations mainly relate to bank admin charges. The increase in interest expense was mainly due to drawdown of additional loans for capital expenditure and working capital and higher interest rate.

Condensed interim statement of financial position

As at 30 June 2025, our Group's total assets have decreased by Rp4,766 billion to Rp106 billion, and our total liabilities have also decreased by Rp6,286 billion to Rp93 billion, were mainly due to the completion of disposal of the subsidiaries on 27 March 2025, respectively.

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Condensed interim consolidated statement of cash flows

During 6M 2025, the Group generated Rp386 billion from financing activities, and incurred cash outflow of Rp298 billion and Rp86 billion from operating and investing activities, respectively. Accordingly, the Group recorded net increase in cash and cash equivalents by Rp2 billion.

Our cash used in operating activities in 6M 2025 was comparable to 6M 2024.

Our cash used in the investing activities was mainly for acquisitions of property, plant and equipment.

Our cash inflow from the financing activities related mainly to non-interest bearing loans from related parties and an interest bearing loan from a third party, net repayments of bank borrowings and the net proceeds from disposal of subsidiaries. The repayments of bank borrowings, lease liabilities, and their interests were in accordance with the repayments schedule.

3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable

4. A commentary at the date of the announcement of the trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

Fluctuating raw material costs, ongoing supply chain disruptions, and varying market demand continue to impact the plywood industry. Intense competition from other Indonesian and Vietnamese mills will lead to price depreciation in the plywood export market, especially for the USA and Korean markets. Global events and transportation issues may also disrupt the supply chains leading to delays and increased costs. The situation is further compounded by inflation and tighter environmental regulations.

Following shareholders' approval on 3 February 2025 for the proposed adoption of the IPT General Mandate, the Group together with its subsidiaries, Bioforest Pte Ltd and PT Bioforest Indonesia have been appointed by the Disposal Group upon completion of the disposal as the exclusive distributor of primary plywood, laminated veneer lumber, piano parts and processed plywood produced by the Disposal Group to end users/purchasers in Singapore, Thailand, Malaysia, Philippines, United States of America and Canada. The Group has started its sales and distribution business via Bioforest Pte Ltd during the second quarter of 2025.

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5. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No dividend will be declared in the current period being reviewed.

(b) Corresponding Period of the Immediately Preceding Financial Period

Any dividend declared for the corresponding period of the immediately preceding financial period?

No.

(c) Date payable

Not applicable.

(d) Record date

Not applicable.

6. If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision

No dividend for financial period ended 30 June 2025 has been declared because of the accumulated losses.

7. Interested person transactions

The following is the aggregate value of all transactions with interested persons for the period ended 30 June 2025:

Name of interested person	*Nature of relationship*	*Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)*	*Aggregate value of all interested person transactions conducted during the financial period under review under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)*
		Rp'million	*Rp'million*
Disposed Group, consists of: PT Sumber Graha Sejahtera, PT Mangole Timber Producers and Samko Trading *- purchase of timber products*	Sampoerna Forestry Limited as the immediate shareholder, holds more than 30% of the shareholding interests (direct and indirect)	-	111,032

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8. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)

The Company has received undertaking from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the Listing Manual of the SGX-ST.

9. Disclosure of persons occupying managerial positions who are related to a director, CEO or substantial shareholder

Pursuant to Rule 704(13) of the Listing Manual, the Company confirms that there are no persons occupying a managerial position in the Company or in any of its principal subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company.

G. Confirmation by the Board

On behalf of the Board of Directors of the Company, we, the undersigned hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the financial statements for the six months period ended 30 June 2025 to be false or misleading in any material aspect

On behalf of the Board of Directors

Meriana Ang Mei Ling Lead Independent and Non-Executive Director	Ito Sumardi Independent and Non-Executive Director

Singapore
15 July 2025