



SAMKO TIMBER LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200517815M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Samko Timber Limited (the “Company”) will be held at Carlton Hotel Singapore, Connaught Room, Level 2, 76 Bras Basah Road, Singapore 189558, on Friday, 28 April 2017 at 4.00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

Capitalised terms which are not defined in this Notice of EGM shall carry the same meanings ascribed to them in the circular to Shareholders dated 13 April 2017 (“Circular”).

RESOLUTION 1: ORDINARY RESOLUTION — THE ADOPTION OF THE GENERAL MANDATE FOR THE CHARTER AND FREIGHT SERVICES TO BE PROVIDED BY P.T. PELAYARAN NELLY DWI PUTRI (“PNDP”)

IT WAS RESOLVED THAT:

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

RESOLUTION 2: ORDINARY RESOLUTION – THE ADOPTION OF THE GENERAL MANDATE FOR THE ACQUISITION OF FACE-BACK VENEERS FROM P.T. WIJAYA TRIUTAMA PLYWOOD INDUSTRI (“WTUPI”)

IT WAS RESOLVED THAT:

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

RESOLUTION 3: ORDINARY RESOLUTION — THE ADOPTION OF THE GENERAL MANDATE FOR THE ACQUISITION OF PALM LOGS FROM P.T. SAMPOERNA AGRO TBK AND ITS SUBSIDIARIES (THE “PSAT GROUP”)

IT WAS RESOLVED THAT:

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

RESOLUTION 4: ORDINARY RESOLUTION — THE RENEWAL OF THE OVERDRAFT FACILITY FROM P.T. BANK SAHABAT SAMPOERNA TO THE GROUP, WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION (THE “PROPOSED OVERDRAFT FACILITY RENEWAL”)

IT WAS RESOLVED THAT:

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

BY ORDER OF THE BOARD

Riko Setyabudhy Handoko
Executive Director and Chief Executive Officer

13 April 2017
Singapore

Notes:

1. (a) A member of the Company who is not a relevant intermediary and is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
(c) A member of the Company that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 7500A Beach Road, #08-305/307, The Plaza, Singapore 199591, not less than 48 hours before the time appointed for the Extraordinary General Meeting.
4. The instrument of appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument of proxy is executed by a corporation, it must be either under its seal or under the hand of any officer or attorney duly authorised.

Personal data privacy:

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