

## **ADDENDUM DATED 17 APRIL 2020**

**THIS ADDENDUM TO THE 2019 ANNUAL REPORT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

This Addendum is circulated to shareholders of Manhattan Resources Limited (the “**Company**”) together with the annual report for the financial year ended 31 December 2019 (“**2019 Annual Report**”). Its purpose is to provide Shareholders (as defined herein) with the relevant information relating to, and to seek Shareholders’ approval to renew, the Shareholders’ Mandate (as defined herein) to be tabled at the Annual General Meeting to be held at MND Auditorium, 9 Maxwell Road, Annex A, MND Complex, Singapore 069112 on Monday, 11 May 2020 at 3 p.m. The Notice of Annual General Meeting and the accompanying Proxy Form are enclosed with the 2019 Annual Report.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Addendum, the Notice of Annual General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements or opinions made or reports contained in this Addendum.



### **MANHATTAN RESOURCES LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199006289K)

## **ADDENDUM IN RELATION TO THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS**

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## DEFINITIONS

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In this Addendum, the following definitions apply throughout unless otherwise stated:

<b>“10 September 2009 Circular”</b>	:	The circular dated 10 September 2009 issued by the Company in relation to the Coal Shipping Contract
<b>“2020 AGM”</b>	:	The Annual General Meeting to be held at MND Auditorium, 9 Maxwell Road, Annex A, MND Complex, Singapore 069112 on Monday, 11 May 2020 at 3 p.m., notice of which, dated 17 April 2020, accompanies the 2019 Annual Report
<b>“2019 AGM”</b>	:	Has the meaning ascribed to it in Section 1.2 of this Addendum
<b>“2019 Annual Report”</b>	:	The Company’s annual report for the financial year ended 31 December 2019
<b>“Appendix”</b>	:	The appendix to this Addendum
<b>“April 2019 Circular”</b>	:	Has the meaning ascribed to it in Section 1.2 of this Addendum
<b>“Annual General Meeting”</b>	:	An annual general meeting of the Company
<b>“Associate”</b>	:	<p>(a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:</p> <p>(i) his immediate family;</p> <p>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</p> <p>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;</p> <p>(b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more</p>
<b>“Associated Company”</b>	:	A company in which at least 20% but not more than 50% of its shares are held by the Company or Group
<b>“Audit Committee”</b>	:	The audit committee of our Company for the time being

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## DEFINITIONS

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<b>“Bayan Group”</b>	:	Bayan Resources and its subsidiaries
<b>“Bayan Resources”</b>	:	PT Bayan Resources Tbk, a company listed on the Indonesia Stock Exchange
<b>“Bayan’s Coal Mining Subsidiaries”</b>	:	Has the meaning ascribed to it in Section 2.2 of the Appendix
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Coal Shipping Contract”</b>	:	The coal shipping contract between PT Aneka and PT Muji Lines as summarily described in the 10 September 2009 Circular and approved by Shareholders on 25 September 2009
<b>“Coal Purchase Contract”</b>	:	Has the meaning ascribed to it in Section 2.2 of the Appendix
<b>“Coal Purchases”</b>	:	Has the meaning ascribed to it in Section 2.7(b) of the Appendix
<b>“Companies Act”</b>	:	The Companies Act (Cap. 50) of Singapore, as amended, modified or supplemented from time to time
<b>“Company”</b>	:	Manhattan Resources Limited
<b>“Constitution”</b>	:	The constitution of the Company, as amended, modified or supplemented from time to time
<b>“Controlling Shareholder”</b>	:	<p>A person who:</p> <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or</li> <li>(b) in fact exercises control over a company</li> </ul>
<b>“Directors”</b>	:	The directors of the Company for the time being
<b>“Entity at Risk”</b>	:	<ul style="list-style-type: none"> <li>(a) The Company;</li> <li>(b) subsidiaries of the Company that is not listed on the SGX-ST or an approved exchange; or</li> <li>(c) an Associated Company that is not listed on the SGX-ST or an approved exchange, provided that our Group or our Group and our Interested Person(s), has control over the Associated Company</li> </ul>

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## DEFINITIONS

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<b>“Existing Price Formula”</b>	:	Has the meaning ascribed to it in Section 2.2 of the Appendix
<b>“Executive Directors”</b>	:	The executive directors of the Company for the time being
<b>“FY”</b>	:	Financial year ended or, as the case may be, ending 31 December
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Independent Directors”</b>	:	The independent directors of the Company for the time being
<b>“Interested Person”</b>	:	(a) a director, chief executive officer or Controlling Shareholder of the Company; or  (b) an Associate of any such director, chief executive officer or Controlling Shareholder
<b>“Interested Person Transaction”</b>	:	Means a transaction between an Entity at Risk and an Interested Person
<b>“Indonesian Coal Price Regulations”</b>	:	Has the meaning ascribed to it in Section 2.2 of the Appendix
<b>“KaiYi”</b>	:	Has the meaning ascribed to it in Section 2.3 of the Appendix
<b>“Latest Practicable Date”</b>	:	The latest practicable date prior to the printing of this Addendum, being 27 March 2020
<b>“Listing Manual”</b>	:	The listing manual of the SGX-ST
<b>“LTK Group”</b>	:	Dato’ Dr. Low Tuck Kwong and his present and/or future Associates (excluding the Bayan Group), which are in their ordinary course of business involved in Property Leases
<b>“NTA”</b>	:	Net tangible assets
<b>“Notice of Annual General Meeting”</b>	:	Has the meaning ascribed to it in Section 1.1 of this Addendum
<b>“Property Leases”</b>	:	Has the meaning ascribed to it in Section 2.7(c) of the Appendix
<b>“Power Plant Business”</b>	:	Has the meaning ascribed to it in Section 2.1 of the Appendix

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## DEFINITIONS

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<b>“Property Development Business”</b>	:	Has the meaning ascribed to it in Section 2.1 of the Appendix
<b>“PT Aneka”</b>	:	PT Aneka Samudera Lintas, a subsidiary of the Company, established in Indonesia
<b>“PT KP”</b>	:	PT Kariangau Power, a subsidiary of the Company, established in Indonesia
<b>“PT Muji Lines”</b>	:	PT Muji Lines, a subsidiary of Bayan Resources, established in Indonesia
<b>“Review Procedures”</b>	:	Has the meaning ascribed to it in Section 2.1(a) of this Addendum
<b>“SFA”</b>	:	Securities and Futures Act (Cap. 289) of Singapore, as amended, modified or supplemented from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	Registered holders of Shares except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares
<b>“Shareholders’ Mandate”</b>	:	The general mandate given by Shareholders for Interested Person Transactions pursuant to Chapter 9 of the Listing Manual, as further described in Section 1.2 of this Addendum and in the Appendix
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“Vessel Charters”</b>	:	Has the meaning ascribed to it in Section 2.7(a) of the Appendix
<u>Currencies, units and others</u>		
<b>“MT”</b>	:	Metric tonne of 1,000 kilograms
<b>“S\$”</b>	:	Singapore dollars
<b>“%”</b>	:	Per centum or percentage

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## DEFINITIONS

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The expression “**subsidiaries**” shall have the meaning ascribed to it in the Companies Act.

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

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

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

Any reference in this Addendum to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, or the Listing Manual, or any statutory modification thereof and not otherwise defined in this Addendum shall have the same meaning assigned to it under the Companies Act, the SFA, or the Listing Manual, or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Addendum is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Addendum between the listed amounts and the totals thereof are due to rounding.

Any reference in this Addendum to “**we**”, “**our**”, “**us**” or their other grammatical variations is a reference to our Company, or our Group, or any member of our Group, as the context requires.



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## LETTER TO SHAREHOLDERS

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### MANHATTAN RESOURCES LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199006289K)

#### Directors:

Low Yi Ngo (Chief Executive Officer and Managing Director)  
Elaine Low (Non-Executive and Non-Independent Director)  
Oliver Khaw Kar Heng (Non-Executive and  
Non-Independent Director)  
Tung Zhihong, Paul (Independent Director)  
Lee Fook Choon (Independent Director)

#### Registered Office:

133 New Bridge Road  
#18-09 Chinatown Point  
Singapore 059413

17 April 2020

To: The Shareholders of Manhattan Resources Limited

Dear Sir/Madam

### THE PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

#### 1. INTRODUCTION

##### 1.1 Annual General Meeting

The Directors refer to the notice of the Annual General Meeting dated 17 April 2020 ("**Notice of Annual General Meeting**"), in relation to the 2020 AGM to be held at MND Auditorium, 9 Maxwell Road, Annex A, MND Complex, Singapore 069112 on Monday, 11 May 2020 at 3 p.m. The Directors will be seeking Shareholders' approval to renew the Shareholders' Mandate (as defined in Section 1.2 below) at the 2020 AGM.

##### 1.2 Background

At the Annual General Meeting held on 22 April 2019 ("**2019 AGM**"), approval of the Shareholders was obtained for the renewal of the mandate to enable the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual) to enter into certain interested person transactions ("**Shareholders' Mandate**") with the classes of interested persons as set out in the Shareholders' Mandate. Particulars of the Shareholders' Mandate are set out in the Company's circular to Shareholders dated 5 April 2019 ("**April 2019 Circular**").

##### 1.3 Proposed renewal of the Shareholders' Mandate

At the 2019 AGM, the Shareholders' Mandate was expressed to take effect until the conclusion of the next Annual General Meeting. Accordingly, the Directors propose that the Shareholders' Mandate be renewed at the 2020 AGM, to take effect until the subsequent Annual General Meeting. The particulars of the interested person transactions in respect of which the Shareholders' Mandate is sought to be renewed remain unchanged.

The Shareholders' Mandate, including the rationale for, and the benefits to, the Company, the review procedures for determining transaction prices and other general information relating to Chapter 9 of the Listing Manual, are set out in the Appendix.

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## LETTER TO SHAREHOLDERS

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### 2. AUDIT COMMITTEE'S STATEMENT

- 2.1 Pursuant to Rule 920(1)(c) of the Listing Manual, the Audit Committee (comprising Oliver Khaw Kar Heng, Tung Zhihong, Paul and Lee Fook Choon) confirms that:
- (a) the methods or procedures for determining the transaction prices for Interested Person Transactions set out in the Appendix ("**Review Procedures**") have not changed since Shareholders approved the Shareholders' Mandate at the 2019 AGM; and
  - (b) the Review Procedures are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 2.2 If, during the periodic reviews by the Audit Committee, the Audit Committee is of the view that the Review Procedures were inadequate or inappropriate to ensure that the Interested Person Transactions will be on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders, or in the event of any amendment to Chapter 9 of the Listing Manual, it will, in consultation with the Board, take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and direct the Company to revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with Interested Persons.

### 3. DISCLOSURES

The Company will announce the aggregate value of transactions conducted with Interested Persons pursuant to the Shareholders' Mandate for the half-yearly financial periods which the Company is required to report on pursuant to the Listing Manual and within the time required for the announcement of such report.

Disclosure will also be made in the Company's annual report of the names of the interested persons, nature of the relationship and the corresponding aggregate value of all Interested Person Transactions conducted with such interested persons pursuant to the Shareholders' Mandate during the current financial year, and in the annual reports for the subsequent financial years during which the Shareholders' Mandate is in force, in accordance with the requirements of the Listing Manual.

### 4. DIRECTORS' RECOMMENDATION AND VOTING

- 4.1 The Directors (except for Low Yi Ngo and Elaine Low, who are interested in the Interested Person Transactions as described in the Appendix and abstain from making any recommendations) are of the opinion that the proposed renewal of the Shareholders' Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed renewal of the Shareholders' Mandate as set out in the Notice of Annual General Meeting dated 17 April 2020.

## LETTER TO SHAREHOLDERS

- 4.2 In accordance with the requirements of Chapter 9 of the Listing Manual, Dato' Dr. Low Tuck Kwong, Low Yi Ngo and Elaine Low will abstain, and will ensure that their respective Associates will abstain, from voting on the ordinary resolution relating to the Shareholders' Mandate at the Annual General Meeting and shall not accept nominations as proxies in relation to such resolution unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the resolution.

### 5. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors and substantial Shareholders in issued voting Shares are as follows:

	Direct Interest		Deemed Interest		Total
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>	% <sup>(1)</sup>
<b><u>Directors</u></b>					
Low Yi Ngo	5,341,200	0.47	—	—	0.47
Elaine Low	—	—	—	—	—
Oliver Khaw Kar Heng	—	—	—	—	—
Tung Zhihong Paul	—	—	—	—	—
Lee Fook Choon	300,900	0.03	—	—	0.03
<b><u>Substantial Shareholders (other than Directors)</u></b>					
Dato' Dr. Low Tuck Kwong ("Dato Low") <sup>(2)</sup>	373,637	0.03	704,819,654	61.99	62.02
Manhattan Investments Pte Ltd ("MIPL")	88,701,764	7.80	—	—	7.80
More Time Investments Limited <sup>(3)</sup>	—	—	88,701,764	7.80	7.80
Xu Yuan Xing <sup>(4)</sup>	—	—	75,852,792	6.67	6.67

**Notes:**

- (1) The shareholding interest is calculated based on the total issued and paid-up share capital of the Company comprising 1,136,981,950 Shares (excluding treasury Shares) as at the Latest Practicable Date.
- (2) Dato' Dr. Low Tuck Kwong is deemed interested in 704,819,654 Shares, of which 614,427,890 Shares are registered in the name of Raffles Nominees (Pte) Limited, 88,701,764 Shares are held by Manhattan Investments Pte Ltd through his 100% interest in More Time Investments Limited and 1,690,000 Shares are held by his spouse, registered in the name of Citibank Nominees Singapore Pte Ltd.
- (3) More Time Investments Limited is deemed interested in 88,701,764 Shares which are held by MIPL through its 59.5% interest in MIPL.
- (4) Xu Yuan Xing is deemed interested in 75,852,792 Shares which are registered in the name of CGS-CIMB Securities (S) Pte. Ltd.

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## LETTER TO SHAREHOLDERS

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### 6. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 6.1 Appointment of Proxies

Shareholders who are unable to attend the 2020 AGM and wish to appoint a proxy to attend and vote at the 2020 AGM on their behalf will find attached to the Notice of Annual General Meeting a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413 not less than 48 hours before the time appointed for the 2020 AGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the 2020 AGM if he finds that he is able to do so. In such event, the relevant Proxy Form will be deemed to be revoked.

#### 6.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the 2020 AGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time fixed for the 2020 AGM.

### 7. DIRECTORS' RESPONSIBILITY STATEMENT

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

### 8. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413 during normal business hours from the date of this Addendum up to and including the date of the 2020 AGM:

- (i) the constitution of the Company;
- (ii) the 2019 Annual Report; and
- (iii) the April 2019 Circular.

Yours faithfully  
For and on behalf of  
the Board of Directors of  
**Manhattan Resources Limited**

**LOW YI NGO**  
Chief Executive Officer and Managing Director

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## APPENDIX

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### THE SHAREHOLDERS' MANDATE

#### 1. CHAPTER 9 OF THE LISTING MANUAL

##### 1.1 Scope

Chapter 9 of the Listing Manual applies to transactions which a listed company or any of its subsidiaries (other than a subsidiary that is listed on an approved stock exchange) or associated companies (other than an associated company that is listed on an approved stock exchange or over which the listed group and/or its interested person(s) has no control) proposes to enter into with a counter-party who is an interested person of the listed company.

##### 1.2 General Requirements

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and are hence excluded from the ambit of Chapter 9 of the Listing Manual, immediate announcement, or, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated NTA), are reached or exceeded.

In particular, shareholders' approval is required where:

- (a) the value of such transaction is equal to or exceeds 5% of the latest audited consolidated NTA of the group; or
- (b) the value of such transaction when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the group is equal to or exceeds 5% of the latest audited consolidated NTA of the group. However, a transaction which has been approved by shareholders, or is the subject approved by shareholders, need not be included in any subsequent aggregation.

Immediate announcement of a transaction is required where:

- (a) the value of such transaction is equal to or exceeds 3% of the latest audited consolidated NTA of the group, or
- (b) the value of such transaction when aggregated with the value of all other transactions previously entered into with the same interested person in the same financial year of the group is equal to or exceeds 3% of the latest audited consolidated NTA of the group.

The above requirements for immediate announcement and for shareholders' approval do not apply to any transaction below S\$100,000.

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### 1.3 General Mandate

Under Chapter 9 of the Listing Manual, a listed company may seek a general mandate from shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, which may be carried out with the listed company's interested persons, but not in respect of transactions relating to the purchase or sale of assets, undertakings or businesses. Due to the time-sensitive nature of commercial transactions, such a mandate will enable a listed company, in its ordinary course of business, to enter into certain categories of transactions with interested persons named in such mandate, provided such interested person transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders. A general mandate is subject to annual renewal.

## 2. SHAREHOLDERS' MANDATE

### 2.1 Existing business of the Group

The existing businesses of the Group include, amongst others, the (a) provision of logistics and other support services to the coal and mining and oil and gas industries in Indonesia, including ship chartering and provision of freight services and leasing of mining equipment and machinery; (b) business of constructing, acquiring, operating and maintaining coal-fired steam power plants and production and sale of electric power ("**Power Plant Business**") and (c) property development activities, which will include, amongst others, the acquisition, development and/or sales of residential and commercial and any other types of properties including mixed-use development properties ("**Property Development Business**").

In its ordinary course of business, the Group has, from time to time, entered into transactions with the Bayan Group and the LTK Group, further details of which are set out in Sections 2.2 to 2.4 below.

### 2.2 Transactions with the Bayan Group

The Bayan Group is engaged in open cut mining of various coal quality from mines located primarily in East and South Kalimantan. As an integrated coal producer in Indonesia, the Bayan Group through its various mines, produces coal ranging from semi-soft coking coal to environmentally-friendly low sulphur, sub-bituminous coal. Details on the entities of the Bayan Group whose principal activity is coal mining and with whom the Group may transact with in relation to Coal Purchases ("**Bayan's Coal Mining Subsidiaries**") are as follows:

Subsidiary	Effective interest held by Bayan Resources
PT Perkasa Inakakerta	100%
PT Teguh Sinarabadi	100%
PT Bara Tabang	90%
PT Fajar Sakti Prima	90%
PT Brian Anjat Sentosa	100%
PT Firman Ketaun Perkasa	100%
PT Wahana Baratama Mining	100%
PT Gunungbayan Pratamacoal	92.7%

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In its ordinary course of business, the Bayan Group has, from time to time, (a) chartered vessels from the Group to transport its coal; and (b) sold its coal to the Group for use in the Group's Power Plant Business, further details of which are set out below.

On 25 September 2009, the Company sought and obtained Shareholders' approval for PT Aneka to enter into the Coal Shipping Contract with PT Muji Lines, which constituted an Interested Person Transaction under Chapter 9 of the Listing Manual. PT Muji Lines is a subsidiary of Bayan Resources, and its principal activity is shipping.

In obtaining Shareholders' approval, it was highlighted to Shareholders in the 10 September 2009 Circular that under the Coal Shipping Contract, amongst others:

- (a) PT Aneka agreed to supply to PT Muji Lines, if requested by PT Muji Lines and subject to availability, additional barges for such charter period as may be agreed by PT Aneka and PT Muji Lines; and
- (b) the freight rate shall be computed on the basis of pre-determined rates for each loading port and the volume of coal shipped. In determining the rates, consideration is given to the amount of fuel required, the size of vessels, and a pre-agreed foreign exchange rate. The rates may be adjusted upward or downward in the event of any material changes to or the introduction of factors and/or the occurrence of events beyond the reasonable control of the parties.

Pursuant to the Coal Shipping Contract, PT Muji Lines requested for additional barges to be allocated to new loading ports at new freight rates and time charter rates.

The Coal Shipping Contract which initially expired on 30 September 2014 was extended and the extended Coal Shipping Contract expired on 30 April 2015. Spot charter contracts were signed between the parties subsequent to April 2015. Thereafter, PT Aneka and PT Muji Lines entered into a long term Coal Barging Services Agreement (as amended by the first Amendment to Coal Barging Services Agreement dated 3 July 2017), for a period of five (5) years commencing on 1 April 2016 and ending on 31 March 2021. The terms of the Coal Barging Services Agreement, which is under the Shareholders' Mandate, have been determined based on the guidelines outlined in Section 2.8 and had been approved in accordance with the process detailed in Section 2.9 below. The Coal Barging Services Agreement has been terminated subsequently as the designated fleet were no longer service PT Muji Lines. For the shipping business, the Directors are of the view that the Group may enter into other charter agreement or similar transactions with PT Muji Lines in the future.

In addition, in 2017 and 2018, our subsidiary, PT KP, has been purchasing coal from PT Fajar Sakti Prima and PT Bara Tabang, both of which are subsidiaries of Bayan Resources with the principal activity of coal mining. The coal purchase price is not fixed and is based on the prevailing coal benchmark price published regularly by the Indonesian Government, subject to price adjustments to be made in accordance with the provisions of the Indonesian Coal Price Regulations (as defined below), based on certain quality parameters of the coal supplied by PT Fajar Sakti Prima and PT Bara Tabang ("**Existing Price Formula**"). In this regard, pursuant to the Regulation of the Minister of Energy and Mineral Resources No. 07 of 2017 as amended by Regulation No. 44 of 2017 concerning Procedures on Determination of Metal Minerals and Coal Benchmark Price Injunction the Director General Regulation No. 515.K/32/DJB/2011 dated 22 September 2011 (collectively, "**Indonesian Coal Price Regulations**"), all coal producers in Indonesia are required to determine their prices for coal with reference to the coal benchmark price published by the Indonesian Government. The



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coal benchmark price published by the Indonesian Government represents the minimum price at which coal may be sold by coal producers in Indonesia. In order to ensure a regular supply of coal, PT KP intends to enter into a coal purchase contract (“**Coal Purchase Contract**”) to formalise the ad-hoc arrangement with PT Fajar Sakti Prima and PT Bara Tabang, pursuant to which PT KP may purchase 225,000 MT to 275,000 MT of coal per year at a price calculated in accordance with the Existing Price Formula.

As at the Latest Practicable Date, each of Dato’ Dr. Low Tuck Kwong and Low Yi Ngo has a total interest, both direct and deemed, of approximately 62.01% and 0.47% in the issued and paid-up capital of the Company respectively. Accordingly, under the Listing Manual, Dato’ Dr. Low Tuck Kwong is deemed to be a Controlling Shareholder of the Company. Low Yi Ngo is the Chief Executive Officer and Managing Director of the Company and is also the son of Dato’ Dr. Low Tuck Kwong. Elaine Low is a Director of the Company and is also the daughter of Dato’ Dr. Low Tuck Kwong and the sister of Low Yi Ngo.

Dato’ Dr. Low Tuck Kwong owns 53.86% of Bayan Resources, while Low Yi Ngo owns 0.17% of Bayan Resources and is on the board of directors of Bayan Resources. Accordingly, under the Listing Manual, the Bayan Group, comprising Bayan Resources and its subsidiaries including, PT Muji Lines, PT Fajar Sakti Prima and PT Bara Tabang are deemed to be Interested Persons for the purposes of Chapter 9 of the Listing Manual.

### 2.3 Transactions with the LTK Group

Since 2014, the Company has been leasing the premises at 133 New Bridge Road #18-08/09 Chinatown Point Singapore 059413 from KaiYi Investment Pte. Ltd. (“**KaiYi**”) for use as its office premises. KaiYi is a private exempt company incorporated in Singapore, and its principal activities are investment holding, provision of management services and leasing of its investment properties. The rental paid for such office premises was approximately S\$159,000 for FY2019, and was arrived at after taking into account relevant factors including the prevailing market rental rates for comparable properties within the vicinity.

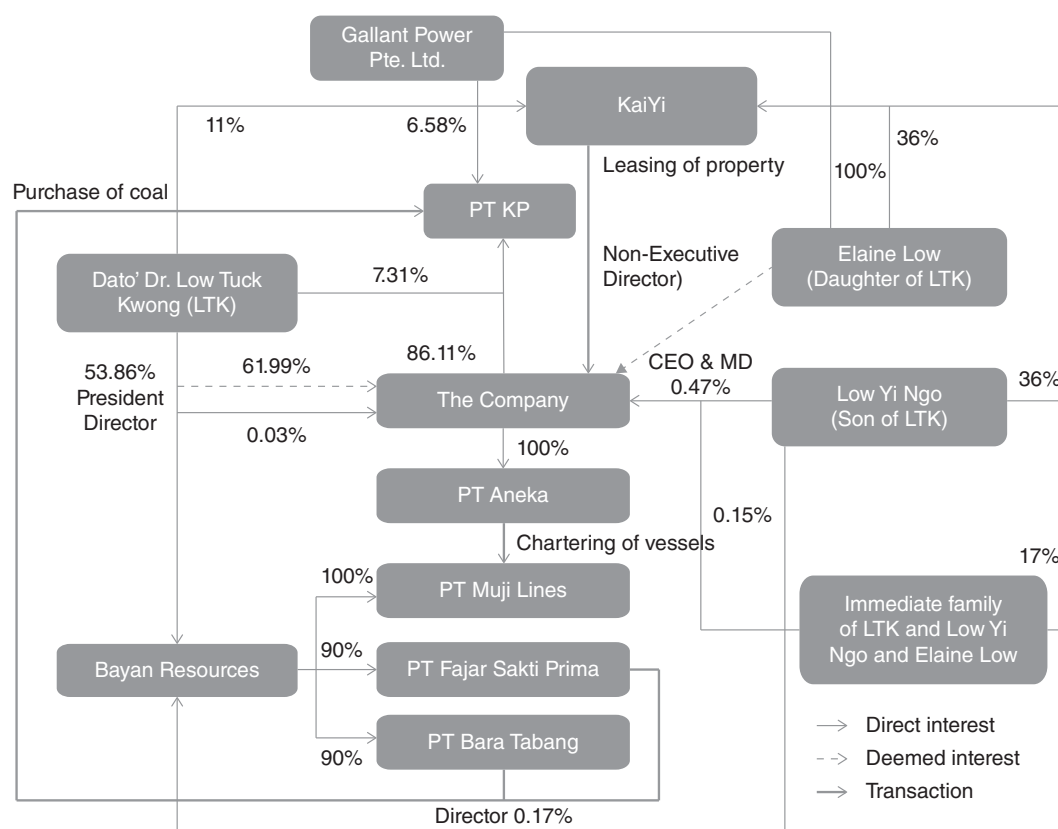
As at the Latest Practicable Date, Dato’ Dr. Low Tuck Kwong owns 11% of KaiYi, Low Yi Ngo and Elaine Low each owns 36% and the remaining 17% is owned by the immediate family of Dato’ Dr. Low Tuck Kwong, Low Yi Ngo and Elaine Low. Accordingly, under the Listing Manual, KaiYi is part of the LTK Group and is deemed to be an Interested Person for the purposes of Chapter 9 of the Listing Manual.



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### 2.4 Illustration

The illustration below shows the Company's transactions with the Bayan Group and the LTK Group under the Shareholders' Mandate:



### 2.5 The Rationale and Benefit of the Shareholders' Mandate

The Directors (save for Low Yi Ngo and Elaine Low, who are interested in the interested person transactions as described in Sections 2.2 and 2.3 above, and refrain from making any recommendations) believe that the provision of vessel charters (including the Coal Shipping Contract) to the Bayan Group is beneficial to the Group as existing transactions with the Bayan Group have provided the Company with a steady stream of business since 2009, and it is expected to continue to contribute positively to the Group's overall financial performance.

In relation to the Coal Purchase Contract, the Directors (save for Low Yi Ngo and Elaine Low, who are interested in the interested person transactions as described in Sections 2.2 and 2.3 above, and refrain from making any recommendations) believe that it is important for PT KP to secure a regular supply of coal for its Power Plant Business, and accordingly, that the purchase of coal from the Bayan Group is beneficial to the Group.

In relation to the leasing of property from the LTK Group, while the value of the leases (being the rental paid) have not crossed 5% of the Group's latest audited net tangible assets (which would thereby require Shareholders' approval to be obtained), the Directors anticipate that with the growth of its business, the Group may enter into additional lease transactions with the LTK Group in future.

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Owing to the time-sensitive nature of commercial transactions, the obtaining of the Shareholders' Mandate will enable the Group, in the ordinary course of its business, to enter into the Interested Person Transactions set out in Section 2.7 with the Interested Persons named in Section 2.6, provided such transactions are entered into on an arm's length basis and on normal commercial terms, and are not prejudicial to the Company and its minority Shareholders. This will eliminate the need for the Company to announce and convene separate general meetings on each occasion to seek Shareholders' approval for each separate Interested Person Transaction to be entered into between the Group and the Interested Persons of a revenue or trading nature or those necessary for its day-to-day operations, thereby substantially reducing the time and expenses associated with the convening of such general meetings. This will also allow the Company to focus on other corporate and business opportunities.

### 2.6 Names of Interested Persons

As set out in Section 2.2 of this Appendix, as at the Latest Practicable Date, Dato' Dr. Low Tuck Kwong is a Controlling Shareholder of the Company and has a total interest, both direct and deemed, of approximately 62.02% in the issued and paid-up capital of the Company. Low Yi Ngo is the Chief Executive Officer and Managing Director of the Company and is also the son of Dato' Dr. Low Tuck Kwong. Elaine Low is a Director of the Company and is also the daughter of Dato' Dr. Low Tuck Kwong and the sister of Low Yi Ngo. Dato' Dr. Low Tuck Kwong owns 53.86% of Bayan Resources, while Low Yi Ngo owns 0.17% of Bayan Resources and is on the board of directors of Bayan Resources. KaiYi is 11.0% owned by Dato' Dr. Low Tuck Kwong, 36.0% owned by each of Low Yi Ngo and Elaine Low, and the remaining 17.0% is owned by the immediate family of Dato' Dr. Low Tuck Kwong, Low Yi Ngo and Elaine Low.

The Shareholders' Mandate will apply to the Group's Interested Person Transactions with the following Interested Persons:

- (a) Bayan Resources;
- (b) PT Perkasa Inakakerta;
- (c) PT Teguh Sinarabadi;
- (d) PT Bara Tabang;
- (e) PT Fajar Sakti Prima;
- (f) PT Brian Anjat Sentosa;
- (g) PT Firman Ketaun Perkasa;
- (h) PT Wahana Baratama Mining;
- (i) PT Gunungbayan Pratamacoal;
- (j) PT Muji Lines; and
- (k) KaiYi.

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As mentioned in Sections 2.2 and 2.3 above, the Group currently transacts with (a) the following subsidiaries of the Bayan Group, namely, PT Muji Lines (in respect of the Coal Barging Services Agreement) and PT Fajar Sakti Prima and PT Bara Tabang (in respect of Coal Purchases); and (b) KaiYi, which is an Associate of Dato' Dr. Low Tuck Kwong and, in turn, part of the LTK Group (in respect of the lease of office premises). For the avoidance of doubt, the Shareholders' Mandate will apply to the categories of Interested Person Transactions set out in Section 2.7 below which are carried out between the Group and (a) Bayan Resources, Bayan's Coal Mining Subsidiaries, and PT Muji Lines; and (b) KaiYi.

Transactions with the Bayan Group, the LTK Group or any other Interested Person of the Group, which do not fall within the ambit of the Shareholders' Mandate, shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

### 2.7 Categories of Interested Person Transactions

The categories of Interested Person Transactions which will be covered by the Shareholders' Mandate include:

- (a) the chartering of vessels, including time charters, bareboat charters, tonnage rate charters as well as the reimbursement of fuel oil expenses ("**Vessel Charters**"), by the Bayan Group from the Group;
- (b) the purchase of coal ("**Coal Purchases**"), by the Group from the Bayan Group; and
- (c) the leasing of property, including the office equipment, furniture and fittings ("**Property Leases**"), by the Group from KaiYi.

The Shareholders' Mandate will not cover any Interested Person Transaction which has a value below S\$100,000 as, pursuant to Rules 905(3) and 906(2) of the Listing Manual, the threshold and aggregation requirements of Chapter 9 of the Listing Manual do not apply to such transactions.

### 2.8 Guidelines and Review Procedures for Interested Person Transactions under the Shareholders' Mandate

The Group will establish the following guidelines and review procedures pursuant to the Shareholders' Mandate to ensure that the Interested Person Transactions are undertaken on an arm's length basis and on normal commercial terms consistent with the Group's usual business practices and policies, which are generally no more favourable to the Interested Persons than those extended to or by unrelated third parties:

#### Method and procedure for determining prices or value for Interested Person Transactions

- (a) Provision of Vessel Charters to the Bayan Group

When providing Vessel Charters to the Bayan Group, the fees charged by the Group will be determined on a case by case basis, after taking into account the Group's usual business practices and pricing policies and all other relevant factors, including but not limited to, the size of vessels, the term of charter, volume and strategic purposes of the transaction. As a general guideline for the Group's pricing policies for the provision of Vessel Charters, cost drivers will be based, whenever possible, on published indices. When there is no such public data available, the Group will generally adopt a cost-plus

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pricing policy. The margin will be based on several factors, including but not limited to, the Company's operating experience, industry knowledge, and negotiations with the Bayan Group. In this connection, to determine whether a particular margin is reasonable, the Company will consider usual margins obtained by the Group for the same or substantially similar type of Vessel Charters to non-interested persons.

The terms offered to the Bayan Group will not be more favourable than those offered to the Group's unrelated third party customers, taking into account factors such as credit terms, transaction volume, delivery requirements, length of business relationship and potential for future repeat business.

In the event that it is not possible to determine whether the terms of the Interested Person Transactions with the Bayan Group are more or less favourable than the terms quoted to unrelated third parties (for instance, if there are no relevant successful Vessel Charters to unrelated third parties for comparison), an Executive Director or any such persons as may be appointed by the Audit Committee (each of whom does not have any interests, whether direct or deemed, in relation to the Bayan Group or to the Interested Person Transaction) will evaluate and weigh the benefits of, and rationale for, transacting with the Bayan Group to determine whether the terms for the provision of Vessel Charters to the Bayan Group are fair and reasonable in the circumstances after consideration of relevant factors before submitting a written recommendation to the Audit Committee. The Audit Committee will evaluate the recommendation in respect of the Interested Person Transaction before deciding to approve or reject the Interested Person Transaction.

(b) Coal Purchases from the Bayan Group

The purchase price to be paid by the Group to the Bayan Group pursuant to the Coal Purchase Contract is determined with reference to the Existing Price Formula, which is based on the minimum price at which coal may be sold by coal producers in Indonesia as published by the Indonesian Government. When purchasing coal from the Bayan Group, the purchase price paid by the Group for the Coal Purchases will not be higher than that based on the Existing Price Formula.

In the event that the terms of the Coal Purchases with the Bayan Group are not based on the Existing Price Formula and it is not possible to determine whether the terms of the Coal Purchases are more or less favourable than the terms quoted by unrelated third parties because for instance, if there are no unrelated third party suppliers selling coal of the particular specification which the Group requires hence the Group is not able to obtain relevant quotations for comparison, an Executive Director or any such persons as may be appointed by the Audit Committee (each of whom does not have any interests, whether direct or deemed, in relation to the Bayan Group or to the Interested Person Transaction) will evaluate and weigh the benefits of, and rationale for, transacting with the Bayan Group to determine whether the terms for the Coal Purchases from the Bayan Group are fair and reasonable in the circumstances after consideration of relevant factors before submitting a written recommendation to the Audit Committee. The Audit Committee will evaluate the recommendation in respect of the Interested Person Transaction before deciding to approve or reject the Interested Person Transaction.

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### (c) Obtaining of Property Leases from the LTK Group

When obtaining Property Leases from the LTK Group, the Group will either (i) take into account the rental and terms of at least two other comparative premises (where possible), contemporaneous in time and all other relevant factors, including but not limited to, the tenure of the lease and the condition of the premises (including the equipment, furniture and fittings available); or (ii) engage a property valuer to perform a valuation on the Property Leases. The rental paid by the Group will not be higher than the most competitive rental of the two comparative premises or the valuation as determined by the property valuer.

In the event that it is not possible to determine whether the terms of the Interested Person Transactions with the LTK Group are more or less favourable than the terms quoted by unrelated third parties (for instance, if there are no relevant comparative rentals), an Executive Director or any such persons as may be appointed by the Audit Committee (each of whom does not have any interests, whether direct or deemed, in relation to the LTK Group or to the Interested Person Transaction) will evaluate and weigh the benefits of, and rationale for, transacting with the LTK Group to determine whether the terms for the Property Leases from the LTK Group are fair and reasonable in the circumstances after consideration of relevant factors before submitting a written recommendation to the Audit Committee. The Audit Committee will evaluate the recommendation in respect of the Interested Person Transaction before deciding to approve or reject the Interested Person Transaction.

### 2.9 Approval Process for Interested Person Transactions under the Shareholders' Mandate

In addition to the guidelines and review procedures, the following approval procedures will be implemented to supplement existing internal control procedures for the Interested Person Transactions to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms:

- (a) Each Category 1 Transaction, where the value thereof equals or exceeds S\$100,000 but is less than or equal to 3% of the Group's latest audited NTA, will be reviewed and approved by an Executive Director of the Group or any such persons as may be appointed by the Audit Committee (who shall not be an Interested Person in respect of the particular transaction) prior to entering into the transaction; and
- (b) Each Category 2 Transaction, where the value thereof exceeds 3% of the Group's latest audited NTA, will be reviewed and approved by the Audit Committee prior to entering into the transaction.

The threshold limits set out above are adopted by the Group after taking into consideration the nature and size of the transactions, so as to provide for business efficiency and at the same time ensure that material transactions with the Interested Persons are reviewed by the Audit Committee. If any member of the Board or the Audit Committee has an interest in the transaction to be reviewed, he will abstain from any decision in respect of that transaction.

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### 2.10 General Administrative Procedures for all Interested Person Transactions

The Group has also implemented the following procedures for the identification of Interested Persons and the recording of all Interested Person Transactions:

- (a) The Company will maintain a list of Interested Persons (which is to be updated immediately if there are any changes or at least annually) and will disclose the list to all employees within the Group to enable identification of Interested Persons. This master list of Interested Persons shall be reviewed on a quarterly basis by the Audit Committee.
- (b) The Deputy Chief Financial Officer will maintain a register of all transactions, including transactions below S\$100,000, entered into with Interested Persons, recording the basis on which transactions are entered into (including the quotations obtained to support such basis, on which the transactions are entered into). This register of transactions will be reviewed by the Audit Committee at least on a quarterly basis.
- (c) The Group will also carry out an internal audit of all Interested Person Transactions on a periodic basis and the Internal Auditors of the Company will then report to the Chairman of the Audit Committee on all Interested Person Transactions, and the basis of such transactions, entered into with Interested Persons. The internal audit report will be reviewed by the Audit Committee to ascertain whether the guidelines and procedures established to monitor Interested Person Transactions have been complied with.
- (d) In conjunction with the internal audit of all Interested Person Transactions as set out in paragraph (c) above, the Audit Committee will also review the internal controls and review procedures for Interested Person Transactions to determine if they are adequate and/or commercially practicable in ensuring that the transactions between the Company and the Interested Persons are conducted on an arm's length basis, on normal commercial terms consistent with the Company's usual business practices and policies and not prejudicial to the interests of the Company and its minority Shareholders. In connection with such review, the Audit Committee will also ascertain whether the established internal controls and review procedures have been complied with.
- (e) The Directors will periodically attend training on Interested Person Transactions so as to enhance their understanding of such transactions so that they will know the appropriate courses of action to take should such transactions occur.

The Audit Committee shall also review on a quarterly basis to ensure that the guidelines and review procedures for transactions under the Shareholders' Mandate have been complied with and remain adequate and commercially practicable in ensuring that the Interested Person Transactions will be carried out on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders. Further, if during these periodic reviews, the Audit Committee is of the view that the guidelines and review procedures are not sufficient to ensure that transactions under the Shareholders' Mandate will be on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, it will, in consultation with the Board, take such action as it deems proper in respect of such procedures and/or modify or implement such procedures as may be necessary and will direct the Company to revert to the Shareholders for a fresh mandate based on new guidelines and procedures for transactions with the Interested Persons.

For the purpose of the above review and approval process, any Director or a member of the Audit Committee, who has an interest in the Interested Person Transaction under review, will abstain from voting on any resolution relating to the Interested Person Transaction and/or abstain from participating in the Audit Committee's review or approval of that Interested Person Transaction.

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