



SAMKO TIMBER LIMITED
(Company Registration Number 200517815M)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the members of Samko Timber Limited (the "Company") will be held on Monday, 3 February 2025, at 2.00 p.m. at 80 Raffles Place, #33-00 UOB Plaza 1, Singapore 048624, for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 January 2025 (the "Circular").

ORDINARY RESOLUTION 1 – THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

That approval be and is hereby given:-

- for the Company to enter into the Proposed Disposal on the terms and subject to the conditions set out in the SPA, being an Interested Person Transaction under Chapter 9 of the Listing Manual and a major transaction under Chapter 10 of the Listing Manual; and
- the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution 1 and the Proposed Disposal and/or the matters contemplated herein.

ORDINARY RESOLUTION 2 – THE PROPOSED ADOPTION OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

That, contingent upon passing Ordinary Resolution 1:-

- approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company and its subsidiaries that are considered to be "entities at risk" (as that term is used in Chapter 9 of the Listing Manual), or any of them to enter into any of the transactions falling within the types of Mandated Transactions with any party who is a Mandated Interested Person, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- the approval given in paragraph (a) above (the "IPT General Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
- the Directors of the Company and/or any of them be and are and/or is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 2.

SPECIAL RESOLUTION 1 – THE PROPOSED CAPITAL REDUCTION AND THE PROPOSED CASH DISTRIBUTION

That, pursuant to Section 78A read with Section 78C of the Companies Act and Article 9(A) of the Constitution of the Company and contingent upon passing Ordinary Resolution 1:-

- the issued and paid-up share capital of the Company be reduced by the sum of S\$3,300,000 and such reduction be effected by returning the sum of S\$3,300,000 from the issued and paid-up share capital of the Company to the Entitled Shareholders on the basis of S\$0.0004 for each Share held by an Entitled Shareholder or on his behalf as at the Record Date to be determined by the Directors of the Company; and
- the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this Special Resolution 1.

SPECIAL RESOLUTION 2 – THE PROPOSED ALTERATION TO THE OBJECTS CLAUSE

That:-

the objects of the Company in clause 3 of the Memorandum of Association section of the Existing Constitution including the number of the clause be deleted in its entirety and substituted thereof the following clause:-

"3. Subject to the provisions of the Companies Act or any other written law and this Constitution, the Company has:

- full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and*
- for these purposes, full rights, powers and privileges."*

which shall be incorporated within the New Constitution of the Company as incorporated from the existing provisions of the Existing Constitution, to be adopted by Special Resolution 3.

SPECIAL RESOLUTION 3 – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That subject to and conditional upon Special Resolution 2 being passed and is effective:-

- the Proposed Adoption of the New Constitution of the Company in the manner and to the extent set out in the Circular be and is hereby approved; and
- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to this Special Resolution 3.

BY ORDER OF THE BOARD

Riko Setyabudhy Handoko
Executive Director and Chief Executive Officer
Singapore, 10 January 2025

Notes:

- The members of the Company are invited to attend the EGM physically in person. There will be no option for members to participate the EGM by electronic means. Printed copies of the Circular (including this Notice of EGM and the accompanying Proxy Form) will also be sent to members and has been made available on the SGXNET and on the Company's corporate website at <https://www.sampoernakayoe.co.id>.
- A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

- A member can appoint the Chairman of the meeting as his/her/its proxy but this is not mandatory. A proxy need not be a member of the Company.
- The instrument appointing a proxy(ies) and/or representative(s) must be submitted to the Company in the following manner:
 - if submitted by post, be deposited with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd ("BCAS"), at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07 Singapore 098632; or
 - if submitted electronically, be sent via email to the Company's Share Registrar, BCAS, at srs.proxy@boardroomlimited.com.

in either case, must be lodged or received (as the case may be), by 2.00 p.m. on 1 February 2025, being 48 hours before the time appointed for holding the EGM.

Notwithstanding the above, the Chairman of the EGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the EGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. The instrument appointing a proxy must be signed by the member or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the member, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

Members are strongly encouraged to submit completed proxy forms electronically via email.

- Members may raise questions at the EGM or submit questions related to the resolution to be tabled for approval at the EGM, in advance of the EGM. Members who would like to submit questions in advance of the EGM may do so in the following manner:
 - if submitted by post, be deposited with the Company's Share Registrar, BCAS, at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07 Singapore 098632; or
 - if submitted electronically, be sent via email to the Company's Share Registrar, BCAS, at srs.teamE@boardroomlimited.com, in either case, by 2.00 p.m. on 20 January 2025 (the "Questions Submission Cut-Off Date").

Members are strongly encouraged to submit questions electronically via email. Members submitting questions are requested to state: (i) their full name; (ii) their identification/registration number; (iii) contact telephone number; (iv) email address; and (v) the manner in which they hold shares (if you hold shares directly, please provide your CDP account number, otherwise, please state if you hold your shares through CPFIS or SRS, or are a relevant intermediary shareholder), failing which; the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the EGM. The responses to substantial and relevant questions raised by members on or before the Questions Submission Cut-Off Date will be published on SGXNet and the Company's corporate website at the URL <https://www.sampoernakayoe.co.id> before 29 January 2025. Substantial and relevant questions which are submitted after the Questions Submission Cut-Off Date will be consolidated and addressed either before the EGM via an announcement on SGXNet and the Company's corporate website at the URL <https://www.sampoernakayoe.co.id> or at the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

- Investors holding shares through relevant intermediaries (other than CPF/SRS investors) who wish to attend the EGM, or to appoint proxy(ies) to vote at the EGM should not make use of the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible for the proxy(ies) appointment. CPF/SRS investors who wish to vote at the EGM may attend the EGM in person physically, or may appoint the Chairman of the meeting or such other person as their proxy to vote. The CPF/SRS investors who wish to appoint the Chairman of the meeting or such other person as their proxy should not make use of the Proxy Form. They should approach their respective CPF agent banks and/or SRS operators to submit their votes at least seven (7) working days before the EGM (by 2.00 p.m. on 21 January 2025), in order to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form for voting on their behalf. CPF/SRS investors are requested to contact their respective CPF agent banks and/or SRS operators for any queries they may have with regard to the appointment of proxies for the EGM.

Personal data privacy:

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