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

MINUTES OF EXTRAORDINARY GENERAL MEETING

Date	:	Monday, 3 February 2025
Time	:	2.00 p.m. (Singapore time)
Venue	:	80 Raffles Place #33-00 UOB Plaza 1, Singapore 048624
Present	:	As per the Attendance List maintained by the Company
Chairman	:	Mr Riko Setyabudhy Handoko

The Chairman welcomed the shareholders of the Company ("**Shareholders**") to the Extraordinary General Meeting of the Company ("**Meeting**").

QUORUM

As the quorum was present, proxies have been lodged, Mr Riko Setyabudhy Handoko ("**Mr Riko**") declared the Extraordinary General Meeting open.

NOTICE

With the consent of the Meeting, the Notice convening the Meeting was taken as read.

Mr Riko informed the Meeting that pursuant to the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**") and the Constitution of the Company, all the resolutions proposed at the Meeting shall be conducted by poll, which shall be conducted towards the end of the Meeting after the resolutions have been proposed and seconded.

ORDINARY RESOLUTION

1. THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION ("PROPOSED DISPOSAL")

Mr Riko informed the Meeting that Ordinary Resolution 1 dealt with the Proposed Disposal and informed the Meeting that the full text of the resolution was set out in the Notice. He invited questions from the Shareholders.

A Shareholder, Mr Ou Yang, enquired on whether the Company's major shareholder, being Sampoerna Forestry Limited, had considered delisting the Company by way of making an offer for all the issued and paid-up shares of the Company. He was of the view that the expenses relating to professional fees incurred in connection with the Proposed Disposal of S$700,000 is very high, as it represented approximately 14% of the consideration of the Proposed Disposal of S$5,000,000.

Mr Riko informed that the Company and its subsidiaries (collectively, the "**Group**") have been recording net losses and has a high level of debt, and requires significant amount of additional funding to operate. Accordingly, as the Chief Executive Officer of the Company, he had approached Sampoerna Forestry Limited, being the controlling shareholder of the Company, to acquire the Disposal Group and relieve the Company from its liabilities. Following completion of the Proposed Disposal, the Company will be in the business of distributing timber products, which is less capital-intensive. Further, the professional fees were incurred in connection with the corporate actions proposed at the Meeting relate to the appointment of the legal adviser, the independent valuers, the financial adviser and the independent financial adviser.

Mr Chong Huan Xin ("**Mr Chong**") from Industrial and Commercial Bank of China Limited, Singapore Branch, the Financial Adviser to the Company in respect of the Proposed Disposal, elaborated that in addition to Financial Adviser and Legal Adviser, as the Proposed Disposal is considered an interested person transaction under Chapter 9 of the Listing Manual, the Company is also required to appoint an independent financial adviser for the purpose of opining on whether the transaction is on normal commercial terms and not prejudicial to Shareholders. As the Group's business and assets are in Indonesia, KJPP Dasa'at Yudistira dan Rekan, with experience in valuation of plantations in Indonesia, was appointed to conduct an equity valuation on the Disposal Group and an asset valuation on the Group's assets in Indonesia. Navi Corporate Advisory Pte Ltd was appointed to conduct an equity valuation on the Disposal Group because of its experience and familiarity with SGX-ST listed companies to ensure complete compliance with the SGX-ST's valuation requirements. The Company believes that the appointment of two (2) valuers with their respective experience in Indonesia and Singapore is beneficial to the Shareholders for their consideration of the Proposed Disposal. The professional fees are in relation to the professional parties stated above.

Mr Ou Yang enquired on the fees payable to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") relating to the Proposed Capital Reduction and Proposed Cash Distribution.

Ms Janet Tan ("**Ms Tan**"), the Company Secretary, clarified that no fees are payable by Shareholders to the SGX-ST in relation to the Proposed Capital Reduction and Proposed Cash Distribution.

A Shareholder enquired what the rationale behind the Proposed Capital Reduction and Proposed Cash Distribution is considering that the Company had just completed a rights issue exercise.

Mr Chong informed that following completion of the Proposed Disposal, the post-disposal group will exclusively distribute timber products for the disposal group, which business is less capital-intensive and requires substantially lesser bank borrowings to operate. As the business of the Company will be more asset-light, the Proposed Capital Reduction and Proposed Cash Distribution will allow the Company to distribute part of the net proceeds from the Proposed Disposal to Shareholders.

Mr Riko elaborated that economic conditions following the completion of the rights issue exercise did not improve. The prices of plywood decreased, and completion of the Mangole project has been delayed.

A Shareholder enquired whether the Company had considered liquidation and what are the reasons for Sampoerna Forestry Limited wanting to take on the debts of the manufacturing business.

Mr Riko informed that liquidation may not be beneficial for Shareholders as the Group is in negative equity position. There may not be any return to Shareholders if the Group is liquidated. There were also no other potential purchasers who approached the Company to acquire its business.

There are being no further questions from the shareholders, Mr Riko proposed Ordinary Resolution 1 and requested a Shareholder to second the same. The resolution was duly proposed and seconded.

2. THE PROPOSED ADOPTION OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

Mr Riko proceeded to Ordinary Resolution 2 to deal with the payment of the Proposed Adoption of the General Mandate for Interest Person Transactions. He informed that and informed the Meeting that the full text of the resolution was set out in the Notice.

Mr Riko proposed Ordinary Resolution 2 and requested a Shareholder to second the same. The resolution was duly proposed and seconded.

SPECIAL RESOLUTION

1. THE PROPOSED CAPITAL REDUCTION AND THE PROPOSED CASH DISTRIBUTION

Mr Riko proceeded to Special Resolution 1 to deal with the payment of the Proposed Capital Reduction and the Proposed Cash Distribution. He informed that and informed the Meeting that the full text of the resolution was set out in the Notice.

Mr Riko proposed Special Resolution 1 and requested a Shareholder to second the same. The resolution was duly proposed and seconded.

2. THE PROPOSED ALTERATION TO THE OBJECT CLAUSE

Mr Riko proceeded to Special Resolution 2 to deal with the payment of the Proposed Alteration to the Object Clause. He informed that and informed the Meeting that the full text of the resolution was set out in the Notice.

A Shareholder enquired whether Shareholders each have a right to receive printed physical copies of all documents relating to the annual general meetings of the Company under the proposed new Constitution.

Ms Tan informed that Shareholders will be able to request printed copies of the annual general meeting documents.

Mr Riko proposed Special Resolution 2 and requested a Shareholder to second the same. The resolution was duly proposed and seconded.

3. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

Mr Riko proceeded to Special Resolution 3 to deal with the payment of the Proposed Adoption of the New Constitution. He informed that and informed the Meeting that the full text of the resolution was set out in the Notice.

Mr Riko proposed Special Resolution 3 and requested a Shareholder to second the same. The resolution was duly proposed and seconded.

POLL

Mr Riko directed the poll to be taken on the resolutions pursuant to the Constitution of the Company. He informed the Meeting that the Company has appointed Messrs Elly McKellie Pte. Ltd. to act as scrutineers to direct and supervise the count of the votes for the resolutions. The Company has also appointed Messrs Boardroom Corporate & Advisory Services Pte. Ltd. to act as the polling agent to count the votes for the resolutions. It was noted that the poll voting slips have been distributed during the registration. The representative of the scrutineers provided the instructions on how the poll should be on the procedures for completing the poll voting slips. After all poll voting slips were submitted to the scrutineers, Mr Riko informed the Meeting that there would be a short break while the scrutineers counted the votes.

The Meeting was adjourned at 2:56 p.m., for the counting of votes and reconvened at 3:11 p.m.

The Scrutineer's Certificate which sets out the results of the poll was presented to the Chairman of the Meeting. Mr Riko has invited Ms Tan, the Secretary of the Company to read the results of poll. Based on the Scrutineer's Certificate, Ms Tan declared that Ordinary Resolutions 1 and 2 and Special Resolutions 1, 2 and 3 were carried as there were more votes "For" than "Against" in each resolution.

It be noted that:

The following resolution was passed as Ordinary Resolution 1:

"**THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION**

RESOLVED that:

(a) 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

(b) 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."

The following resolution was passed as Ordinary Resolution 2:

"**THE PROPOSED ADOPTION OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**

That subject to and contingent upon the passing of Ordinary Resolution 1:

(a) 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;

(b) 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

(c) 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."

The following resolution was passed as Special Resolution 1:

"**THE PROPOSED CAPITAL REDUCTION AND THE PROPOSED CASH DISTRIBUTION**"

That subject to and contingent upon the passing of Ordinary Resolution 1:

(a) 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

(b) 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."

The following resolution was passed as Special Resolution 2:

"**THE PROPOSED ALTERATION TO THE OBJECTS CLAUSE**

RESOLVED 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 therefor the following clause:-

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

(i) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and

(ii) 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."

The following resolution was passed as Special Resolution 3:

"**THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

That subject to and contingent upon the passing of Special Resolution 2:

(a) 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

(b) 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."

CONCLUSION

There being no other business, the Chairman thanked to all present at the Meeting and declared the Meeting closed at 3:20 p.m..

Confirmed as a true record of proceedings

RIKO SETYABUDHY HANDOKO
Chairman of the Meeting