

**THIS DOCUMENT IS IMPORTANT. BEFORE MAKING ANY INVESTMENT IN THE SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BEING OFFERED, YOU SHOULD CONSIDER THE INFORMATION PROVIDED IN THIS DOCUMENT CAREFULLY, AND CONSIDER WHETHER YOU UNDERSTAND WHAT IS DESCRIBED IN THIS DOCUMENT. YOU SHOULD ALSO CONSIDER WHETHER AN INVESTMENT IN THE SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BEING OFFERED IS SUITABLE FOR YOU, TAKING INTO ACCOUNT YOUR INVESTMENT OBJECTIVES AND RISK APPETITE. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

A copy of this offer information statement (“**Offer Information Statement**”), together with copies of the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”), the Application Form for Rights Shares (the “**ARS**”) and the Provisional Allotment Letter (the “**PAL**”), issued by Samko Timber Limited (the “**Company**”), have been lodged with the Monetary Authority of Singapore (the “**Authority**”). The Authority assumes no responsibility for the contents of this Offer Information Statement, the ARE, the ARS and the PAL. Lodgment of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act 2001 of Singapore, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the Rights Shares (as defined herein) being offered for investment.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the listing of and quotation for the Rights Shares on the Official List of the Mainboard of the SGX-ST, subject to certain conditions. The Rights Shares will be admitted to the Official List of the Mainboard of the SGX-ST and the official listing of and quotation for the Rights Shares will commence after after all the conditions imposed by the SGX-ST are satisfied, the certificates relating thereto have been issued and the notification letters from The Central Depository (Pte) Limited (“**CDP**”) have been despatched. The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained and opinions expressed in this Offer Information Statement. Approval in-principle granted by the SGX-ST for admission to the Official List of the Mainboard of the SGX-ST and the listing of and quotation for the Rights Shares is in no way reflective of and is not to be taken as an indication of the merits of the Rights Shares, the Company and/or its subsidiaries.

This Offer Information Statement is not an offer to sell or a solicitation of an offer to buy shares or other securities, including the Rights and the Rights Shares. This Offer Information Statement may not be sent to any person or any jurisdiction in which it would not be permissible to deliver the Rights and the Rights Shares or make an offer of the Rights and the Rights Shares, and the Rights and the Rights Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, to any such person or in any such jurisdiction. Persons to whom a copy of this Offer Information Statement has been issued shall not circulate to any other person, reproduce or otherwise distribute this Offer Information Statement or any information herein for any purpose whatsoever nor permit or cause the same to occur.

The distribution or dissemination of this Offer Information Statement and its accompanying documents and/or the transfer of the Rights and the Rights Shares into jurisdictions other than Singapore may be prohibited or restricted by law. Persons into whose possession this Offer Information Statement and its accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Offer Information Statement and its accompanying documents has been made available on the SGXST’s website at <https://www.sgx.com/securities/company-announcements> and will be made available on the Company’s corporate website at the URL <https://www.sampoernakayoe.co.id/investors/rights-issue/>. In accordance with the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305(B)(1)(b) Regulations 2020), physical copies of this Offer Information Statement will NOT be despatched to any person. Physical copies of the OIS Notification Letter, the ARE and the ARS, in the case of Entitled Depositors and Purchasers respectively, and the PAL in the case of Entitled Scripholders, will be despatched to Entitled Shareholders.

Please refer to the sections “**Eligibility of Shareholders to Participate in the Rights Issue**” and “**Offering, Selling and Transfer Restrictions**” of this Offer Information Statement. No Rights or Rights Shares shall be allotted or allocated on the basis of this Offer Information Statement later than six (6) months after the date of lodgment of this Offer Information Statement.



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

**RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 7,224,513,285 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“RIGHTS SHARES”) AT AN ISSUE PRICE OF S\$0.003 FOR EACH RIGHTS SHARE, ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY AS AT THE RECORD DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED**

**IMPORTANT DATES AND TIMES:**

Last date and time for splitting and trading of rights	: 20 December 2023 at 5.00 p.m.
Last date and time for acceptance and payment*	: 27 December 2023 at 5.30 p.m.
Last date and time for renunciation and payment*	: 27 December 2023 at 5.30 p.m.
Last date and time for excess application and payment*	: 27 December 2023 at 5.30 p.m.

\* The last date and time for acceptance and/or excess application and payment by way of Electronic Application through an ATM of a Participating Bank is 27 December 2023 at 9.30 p.m..

## IMPORTANT NOTICE

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the “Definitions” section of this Offer Information Statement.

**For Entitled Depositors, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through CDP or by way of Electronic Application at any ATM of a Participating Bank or an Accepted Electronic Service.**

**For Entitled Scripholders, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd..**

**CPFIS Members, SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should refer to the section “Important Notice to (A) CPFIS Members, (B) SRS Investors and (C) Investors who hold Shares through a Finance Company and/or Depository Agent” for important details relating to the offer procedure for them.**

The existing Shares are quoted on the Official List of the Mainboard of the SGX-ST.

Persons wishing to purchase the provisional allotments of the Rights Shares or subscribe for the Rights Shares offered by this Offer Information Statement should, before deciding whether to so purchase or subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the assets and liabilities, profits and losses, financial position, performance and prospects of the Company and the Group, and the rights and liabilities attaching to the provisional allotments and Rights Shares. They should rely, and shall be deemed to have relied, on their own independent enquiries and investigations of the assets and liabilities, profits and losses, financial position and performance, and prospects of the Company and the Group, as well as any bases and assumptions upon which financial projections, if any, are made or based, and their own appraisal and determination of the merits of investing in the Company and the Group. Persons in doubt as to the action they should take should consult their business, financial, legal, tax or other professional adviser before deciding whether to participate in the Rights Issue.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement, in connection with the Rights Issue or the issue of the Rights Shares, and if given or made, such information or representations must not be relied upon as having been authorised by the Company or the Group. Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future financial condition, performance, prospects or policies of the Company or the Group. Neither the delivery or dissemination of this Offer Information Statement nor the issue of the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the affairs of the Company or the Group or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority. All Entitled Shareholders and their renounees and Purchasers should take note of any such announcement and, upon the release of such announcement or lodgment of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

The Company makes no representation to any person regarding the legality of an investment in the provisional allotments of the Rights Shares, Rights Shares and/or the Shares, by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered as business, financial, legal or tax advice.

Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept or purchase the provisional allotments of the Rights Shares, Rights Shares or the Shares.

This Offer Information Statement and its accompanying documents have been prepared solely for the purpose of the acceptance and subscription of the Rights Shares under the Rights Issue, and may not be relied upon by any persons (other than Entitled Shareholders to whom it is despatched or disseminated by the Company, their renounees and Purchasers) or for any other purpose.

This Offer Information Statement, including the ARE, the ARS and the PAL, may not be used for the purpose of, and do not constitute an offer, invitation or solicitation by or on behalf of the Company to subscribe for any Rights Shares and/or may not be used for the purpose of, and do not constitute an offer, invitation or solicitation to anyone in any jurisdiction or under any circumstances in which such offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

**The electronic dissemination of this Offer Information Statement and the distribution of the OIS Notification Letter and/or its accompanying documents and the purchase, exercise of or subscription for the “nil-paid” rights and the Rights Shares may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Entitled Shareholders or any other person having access to this Offer Information Statement and/or possession of the OIS Notification Letter and its accompanying documents are advised by the Company to inform themselves of and observe such prohibitions and restrictions at their own expense and without liability to the Company. Please refer to the section entitled “Offering, Selling and Transfer Restrictions” of this Offer Information Statement for further information.**

**Notification under Section 309B of the SFA:** The provisional allotments of Rights Shares and the Rights Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in the MAS Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**IMPORTANT NOTICE TO (A) CPFIS MEMBERS, (B) SRS INVESTORS AND (C) INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT**

For CPFIS Members, SRS Investors and investors who hold Shares through finance companies or Depository Agents, acceptances of the provisional allotments of the Rights Shares and (if applicable) applications for excess Rights Shares must be done through their respective approved CPF Agent Banks with whom they hold their CPF Investment Accounts, their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies or Depository Agents, respectively.

**ANY ACCEPTANCE AND/OR (IF APPLICABLE) APPLICATION MADE DIRECTLY BY THE ABOVE-MENTIONED PERSONS THROUGH CDP, ELECTRONIC APPLICATIONS THROUGH ATMS OF THE PARTICIPATING BANKS OR AN ACCEPTED ELECTRONIC SERVICE, THE SHARE REGISTRAR AND/OR THE COMPANY WILL BE REJECTED.**

The above-mentioned persons, where applicable, will receive notification letter(s) from their respective approved CPF Agent Banks with whom they hold their CPF Investment Accounts, their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies or Depository Agents, as the case may be, and should refer to such notification letter(s) for details of the last date and time to submit acceptances of the provisional allotments of the Rights Shares and (if applicable) applications for Excess Rights Shares to their respective approved CPF Agent Banks with whom they hold their CPF Investment Accounts, their respective SRS Approved Banks with whom they hold their SRS Accounts, and their respective finance companies or Depository Agents, as the case may be.

**(i) Use of CPF Funds**

CPFIS Members can only use, subject to applicable CPF rules and regulations, moneys standing to the credit of their respective CPF Investment Accounts to pay for the acceptance of their Rights and (if applicable) application for Excess Rights Shares.

Such CPFIS Members who wish to accept their provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares using their CPF Funds must have sufficient funds in their CPF Investment Accounts and will need to instruct their respective approved CPF Agent Banks with whom they hold their CPF Investment Accounts, to accept the provisional allotments of the Rights Shares and (if applicable) apply for excess Rights Shares on their behalf in accordance with this Offer Information Statement.

In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective approved CPF Agent Banks to accept their provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf. CPF Funds cannot, however, be used for the purchase of provisional allotments of the Rights Shares directly from the market.

**(ii) Use of SRS Funds**

SRS Investors can only use, subject to applicable SRS rules and regulations, moneys standing to the credit of their respective SRS Accounts to pay for the acceptance of their provisional allotments of the Rights Shares and (if applicable) application for excess Rights Shares.

Such SRS Investors who wish to accept their provisional allotments of the Rights Shares and (if applicable) apply for excess Rights Shares using SRS moneys will need to instruct their respective SRS Approved Banks with whom they hold their SRS Accounts to accept the provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

SRS Investors who have insufficient funds in their SRS Accounts could, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept the provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf.

SRS Investors are advised to provide their respective SRS Approved Banks with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or (if applicable) application made directly through CDP, Electronic Applications through ATMs of the Participating Banks or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

For the avoidance of doubt, SRS moneys cannot, however, be used for the purchase of provisional allotments of the Rights Shares directly from the market.

**(iii) Holdings through a Finance Company and/or Depository Agent**

Investors who hold Shares through a finance company and/or Depository Agent will need to instruct their respective finance company and/or Depository Agent to accept the provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

---

## CONTENTS PAGE

---

	PAGE
CORPORATE INFORMATION.....	5
DEFINITIONS.....	6
ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE .....	11
PRINCIPAL TERMS OF THE RIGHTS ISSUE .....	15
EXPECTED TIMETABLE OF KEY EVENTS .....	18
TRADING .....	19
CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS .....	21
TAKE-OVER LIMITS.....	22
RISK FACTORS.....	23
SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018 .....	31
PART 2: IDENTITY OF DIRECTORS, ADVISERS AND AGENTS .....	31
PART 3: OFFER STATISTICS AND TIMETABLE .....	33
PART 4: KEY INFORMATION.....	36
PART 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS.....	47
PART 6: THE OFFER AND LISTING.....	62
PART 7: ADDITIONAL INFORMATION .....	66
PART 8: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES .....	67
PART 9: ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES.....	68
PART 10: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE .....	69
ADDITIONAL DISCLOSURE REQUIREMENTS FOR THE RIGHTS ISSUE UNDER APPENDIX 8.2 OF THE LISTING MANUAL .	71
APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS.....	I-1
APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF PARTICIPATING BANKS .....	II-1
APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS.....	III-1
APPENDIX IV – LIST OF PARTICIPATING BANKS .....	IV-1

---

## CORPORATE INFORMATION

---

<b>BOARD OF DIRECTORS</b>	:	Eka Dharmajanto Kasih Riko Setyabudhy Handoko Michael Joseph Sampoerna Ng Cher Yan Sim Idrus Munandar Ito Sumardi Hadi Daryanto
<b>COMPANY SECRETARY</b>	:	Kiar Lee Noi
<b>REGISTERED OFFICE</b>	:	7500A Beach Road #08-305/307 The Plaza Singapore 199591
<b>SHARE REGISTRAR</b>	:	<b>Boardroom Corporate &amp; Advisory Services Pte. Ltd.</b> 1 Harbourfront Avenue Keppel Bay Tower, #14-07 Singapore 098632
<b>LEGAL ADVISER TO THE RIGHTS ISSUE</b>	:	<b>Dentons Rodyk &amp; Davidson LLP</b> 80 Raffles Place #33-00 UOB Plaza 1 Singapore 048624
<b>AUDITORS</b>	:	<b>BDO LLP</b> 600 North Bridge Rd #23-01 Parkview Square Singapore 188778

---

## DEFINITIONS

---

For the purposes of this Offer Information Statement, the ARE, the ARS and the PAL, the following terms shall, unless the context otherwise requires or unless otherwise stated, have the following meanings:

### Companies within the Group

“Company”	: Samko Timber Limited
“Group”	The Company and its subsidiaries collectively

### Other Companies, Organisations and Agencies

“1H2023”	: Half year ended 30 June 2023
“Authority” or “MAS”	: The Monetary Authority of Singapore
“CDP”	: Central Depository (Pte) Limited
“Council”	: Securities Industry Council
“CPF”	: Central Provident Fund
“CPF Agent Bank”	: Any bank appointed by CPF to be a bank under the Central Provident Fund (Investment Schemes) Regulations
“IDX”	: The Indonesian Stock Exchange (previously known as the Jakarta Stock Exchange)
“Participating Banks”	: The banks appointed for the purpose of electronic applications for the Rights Shares which are United Overseas Bank Limited and Oversea-Chinese Banking Corporation Limited
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Share Registrar”	: Boardroom Corporate & Advisory Services Pte. Ltd.

### General

“Accepted Electronic Service”	: Has the meaning given to it in paragraph 1.3 of Appendix I to this Offer Information Statement
“ARE”	: Application and acceptance form for Rights Shares and Excess Rights Shares issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
“ARS”	: Application form for acceptance of Rights Shares issued to Purchasers of the provisional allotments of Rights Shares under the Rights Issue traded on the SGX-ST through the book-entry (scripless) settlement system
“ATM”	: Automated teller machine of a Participating Bank
“Board” or “Directors”	: The directors of the Company as at the date of this Offer Information Statement



---

## DEFINITIONS

---

<b>“Closing Date”</b>	: (i) 5.30 p.m. on 27 December 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance of and/or excess application and payment for the Rights Shares under the Rights Issue through CDP or the Share Registrar or by way of Electronic Application through an Accepted Electronic Service; or  (ii) 9.30 p.m. on 27 December 2023 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance of and/or excess application and payment for the Rights Shares under the Rights Issue by way of Electronic Application through an ATM of a Participating Bank
<b>“Code”</b>	: The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
<b>“Companies Act”</b>	: The Companies Act 1967 of Singapore, as may be amended or modified from time to time
<b>“CPF Funds”</b>	: CPF investible savings
<b>“CPF Investment Account”</b>	: The investment account maintained with an approved CPF Agent Bank for the purpose of investment of CPF Funds under the CPFIS – Ordinary Account
<b>“CPFIS”</b>	: CPF Investment Scheme
<b>“CPFIS Members”</b>	: Investors who had bought Shares under the CPFIS – Ordinary Account
<b>“EGM”</b>	: The extraordinary general meeting of Shareholders convened on 4 December 2023 to approve the Rights Issue Resolution
<b>“Electronic Application”</b>	: Acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made through an ATM of one of the Participating Banks or an Accepted Electronic Service in accordance with the terms and conditions of this Offer Information Statement
<b>“Entitled Depositors”</b>	: Shareholders with Shares standing to the credit of their Securities Accounts as at the Record Date and whose registered addresses with CDP are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents
<b>“Entitled Scripholders”</b>	: Shareholders whose share certificates are not deposited with CDP and persons who have tendered to the Share Registrar valid transfer of their Shares and the certificates relating thereto for registration up to the Record Date and whose registered addresses with the Share Registrar are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
<b>“Entitled Shareholders”</b>	: Entitled Depositors and Entitled Scripholders
<b>“EPS”</b>	: Earnings per Share
<b>“Excess Rights Shares”</b>	: Rights Shares represented by the provisional allotments of Rights Shares not accepted (whether by the persons to which the Rights Shares are provisionally allotted or by the Purchasers of “nil-paid” Rights), taken up or allotted for any reason and the fractional provisional allotments of Rights Shares not allotted in accordance with the terms of the Rights Issue
<b>“Existing Share Capital”</b>	: The existing issued and paid-up share capital of the Company comprising 2,408,171,095 Shares as at the Latest Practicable Date

---

## DEFINITIONS

---

<b>“Foreign Purchasers”</b>	: Purchasers of the Rights whose registered addresses with CDP are outside Singapore at the time of purchase through the book-entry (scripless) settlement system
<b>“Foreign Shareholders”</b>	: Shareholders whose registered addresses are outside Singapore as at the Record Date and who had not, at least three (3) Market Days prior to the Record Date, provided CDP or the Company, as the case may be, with addresses in Singapore for the service of notices or documents
<b>“FY”</b>	: Financial year ended, or ending, as the case may be, on 31 December
<b>“Group”</b>	: The Company and its subsidiaries
<b>“Irrevocable Undertaking”</b>	: The irrevocable undertaking dated 31 October 2023 which had been given by the Undertaking Shareholder to the Company to, <i>inter alia</i> : (a) subscribe and/or procure the subscription and payment for the whole of its entitlements under the Rights Issue of 4,562,019,045 Rights Shares at an issue price of S\$0.003 each, aggregating S\$13,686,057.14; and (b) ensure that none of the Shares that it owns or controls as at the date of the Irrevocable Undertaking are disposed of during the period between the date of the Irrevocable Undertaking and the date of issue of the Rights Shares
<b>“Issue Price”</b>	: The issue price of the Rights Shares, being S\$0.003 for each Rights Share
<b>“Last Trading Day”</b>	: 5 September 2023, being the last trading day on which trades were done on the Shares prior to the Announcement
<b>“Latest Practicable Date”</b>	: 4 December 2023, being the latest practicable date prior to the date of lodgment of this Offer Information Statement with the Authority
<b>“Listing Manual”</b>	: The listing manual of the SGX-ST and its relevant rules, as amended, modified or supplemented from time to time
<b>“Market Day”</b>	: A day on which the SGX-ST is open for trading in securities
<b>“Maximum Subscription Scenario”</b>	: Based on the Existing Share Capital, if the allotment ratio of the Rights Issue is directly applied to the Existing Share Capital and assuming all of the 7,224,513,285 Rights Shares are subscribed
<b>“Minimum Subscription Scenario”</b>	: Based on the Existing Share Capital and assuming (a) none of the Entitled Shareholders (excluding the Undertaking Shareholder) subscribe for their <i>pro rata</i> entitlements of Rights Shares, and (b) only the Undertaking Shareholder subscribes for its <i>pro rata</i> entitlement of 4,562,019,045 Rights Shares (entitlement <i>pro rata</i> vis-à-vis all other Shareholders)
<b>“NAV”</b>	: Net asset value
<b>“Net Proceeds”</b>	: The net proceeds of the Rights Issue after deducting estimated costs and expenses of S\$0.2 million relating to the Rights Issue
<b>“Offer Information Statement”</b>	: This offer information statement, together with (where the context requires) the ARE, the ARS, the PAL and all other accompanying documents (where applicable, including any supplementary or replacement document thereof) to be issued by the Company and to be lodged with the Authority in connection with the Rights Issue
<b>“OIS Notification Letter”</b>	: The notification letter to be issued to Entitled Shareholders and Purchasers (other than Foreign Purchasers) on or around 12 December 2023 containing, among others, instructions on how to view, download and print the electronic version of this Offer Information Statement



---

## DEFINITIONS

---

“PAL”	: The provisional allotment letter issued to Entitled Scripholders, setting out the provisional allotments of Rights Shares of such Entitled Scripholders under the Rights Issue
“Purchasers”	: Purchasers of the provisional allotments of Rights Shares traded on the Official List of the Mainboard of the SGX-ST through the book entry (scripless) settlement system
“Rights”	: Provisional allotments of Rights Shares, being rights to subscribe for three (3) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
“Rights Issue Resolution”	: The ordinary resolution passed by the Shareholders at the EGM to approve the issue of Rights Shares pursuant to the Rights Issue
“Record Date”	: 5.00 p.m. on 7 December 2023, being the time and date at and on which the Register of Members and the Share Transfer Books of the Company will be closed to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue
“Rights Issue”	: The renounceable non-underwritten rights issue by the Company on the terms and conditions of this Offer Information Statement of up to 7,224,513,285 Rights Shares at the Issue Price for each Rights Share, on the basis of three (3) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
“Rights Mailing Address”	: Has the meaning ascribed to it in the section entitled “ <b>Eligibility of Shareholders to Participate in the Rights Issue</b> ” in the Offer Information Statement
“Rights Shares”	: Up to 7,224,513,285 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“Sampoerna” or “Undertaking Shareholder”	: Sampoerna Forestry Limited
“Securities Account”	: A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SFA”	: Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“Shareholders”	: Registered holders of Shares in the register of Members of the Company or, where CDP is the registered holder, the term “ <b>Shareholders</b> ” 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 maintained by CDP and into whose Securities Accounts those Shares are credited. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts.
“Shares”	: Ordinary shares in the capital of the Company
“SRS”	: Supplementary Retirement Scheme
“SRS Account”	: An account opened by a member under the SRS with the relevant approved bank
“SRS Approved Banks”	: Approved banks in which SRS Investors hold their SRS Accounts under the SRS
“SRS Investors”	: Investors who have previously purchased Shares under the SRS
“SRS Funds”	: Moneys standing to the credit of the SRS Accounts of SRS Investors under the SRS

---

## DEFINITIONS

---

“ <b>Substantial Shareholder</b> “	: A person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that voting share, or those voting shares, is not less than five (5) per cent. of the total votes attached to all the voting shares in the Company (excluding treasury shares)
“ <b>TERP</b> “	: The theoretical market price of each Share assuming the completion of the Rights Issue and the Rights Issue is fully subscribed, which is calculated based on the market capitalisation of the Company based on the last transacted price of the Shares on the Mainboard of the SGX-ST of S\$0.013 per Share on the Last Trading Day and the gross proceeds of the Rights Issue, divided by the total number of Shares following the issuance of the Rights Shares
“ <b>Unit Share Market</b> “	: The unit share market of the SGX-ST

### Currencies, Units and Others

“ <b>IDR</b> “ or “ <b>Rp</b> “	: Indonesian Rupiah
“ <b>S\$</b> “ or “ <b>SGD</b> “ and “ <b>cents</b> “	: Singapore dollars and cents respectively
“ <b>US\$</b> “ or “ <b>US Dollar</b> “	: United States dollars
“ <b>%</b> “ or “ <b>per cent</b> “	: Per centum or percentage

In this Offer Information Statement, references to “**we**”, “**our**” and “**us**” mean, as the context requires, Samko Timber Limited on an unconsolidated basis or Samko Timber Limited and its subsidiaries on a consolidated basis. References to the “**Company**” are to Samko Timber Limited on an unconsolidated basis and references to the “**Group**” are to Samko Timber Limited and its subsidiaries on a consolidated basis.

The term “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them in Section 81SF of the SFA.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The terms “**acting in concert**”, “**concert parties**” and “**effective control**” shall have the meanings ascribed to them respectively in the Code.

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

Any reference in this Offer Information Statement to any enactment is a reference to that enactment as for the time being amended, modified or re-enacted. Any word defined under the Companies Act, the SFA, the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018, the Listing Manual, the Code, or any amendment or modification thereof and not otherwise defined in this Offer Information Statement shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018, the Listing Manual, the Code, or such amendment or modification thereof, as the case may be.

Any reference to a time of day and dates in this Offer Information Statement be a reference to Singapore time and dates unless otherwise stated.

Any discrepancies in figures included in this Offer Information Statement between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

The information on the Company’s website, any website directly or indirectly linked to the Company’s website or any other website, is not incorporated by reference into this Offer Information Statement and should not be relied on.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

### (a) ENTITLED SHAREHOLDERS

In order to be eligible for the Rights Issue, a Shareholder must be an Entitled Shareholder, and not be a person to whom it is unlawful to send this Offer Information Statement or make an invitation under the Rights Issue.

All questions as to the eligibility of any person to participate in the Rights Issue, subscribe and/or apply for the Rights Shares and as to the validity, form and eligibility (including time of receipt) of any ARE, ARS or PAL are determined by the Company in its sole discretion. The Company's determination as to whether a person is an Entitled Shareholder and as to whether or when an ARE, ARS or PAL is received, whether it is duly completed or whether acceptance is validly revoked shall be final and binding.

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement together with the AREs or PALs, as the case may be, and other accompanying documents at their respective addresses in Singapore or otherwise disseminated in accordance with such laws or regulations as may be applicable. In accordance with the Securities and Futures (Offers of Investments) (Temporary Exemption from Sections 277(1)(c) and 305B(1)(b)) Regulations 2020, printed copies of the Offer Information Statement will NOT be despatched to Entitled Shareholders but may be accessed at the Company's website at the URL <https://www.sampoernakayoe.co.id/investors/rights-issue/>, and is also available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Entitled Depositors who do not receive the AREs may obtain them from the CDP during the period up to the Closing Date. Entitled Scripholders who do not receive the PALs may obtain them from the Share Registrar during the period up to the Closing Date.

Entitled Shareholders will be provisionally allotted Rights Shares under the Rights Issue on the basis of their shareholdings in the Company as at the Record Date. Entitled Shareholders are at liberty to accept (in full or in part), decline, renounce or (in the case of Entitled Depositors only) trade on the SGX-ST (during the Rights trading period prescribed by the SGX-ST) their Rights and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Fractional entitlements to the Rights Shares will be disregarded in arriving at the Shareholders' entitlements and will, together with such Rights Shares that are not validly taken up by Entitled Shareholders or their respective renounee(s) or Purchaser(s), any unsold Rights of Foreign Shareholders and any Rights Shares that are not otherwise allotted for whatever reason in accordance with the terms and conditions contained in this Offer Information Statement, the ARE, the PAL and (if applicable) the Constitution, be aggregated and used to satisfy Excess Rights Shares applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

**All dealings in, and transactions of, the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs, which will be issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.**

Entitled Depositors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares may only do so through the CDP and/or by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service. Entitled Scripholders who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares may only do so through the Share Registrar. For investors who hold Shares through a finance company, Depository Agent or CPF Agent Bank, the acceptance and subscription of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through the respective finance company, Depository Agent or CPF Agent Bank. Any acceptance and/or application by such investors to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through CDP, the Share Registrar, the Company and/or by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service will be rejected.

CPFIS Members can only use, subject to applicable CPF rules and regulations, their CPF Funds for the payment of the Issue Price to subscribe for the Rights Shares. CPFIS Members who wish to accept their provisional allotments of the Rights Shares and (if applicable) apply for Excess Rights Shares using CPF Funds will need to instruct the respective CPF Agent Banks, where such CPFIS Members hold their CPF Investment Accounts, to accept the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. In the case of insufficient CPF Funds or stock limit, CPFIS Members can top-up cash into their CPF Investment Accounts before instructing their respective CPF Agent Banks to accept the Rights Shares and (if applicable) apply for Excess Rights Shares. CPFIS Members are advised to provide their respective CPF Agent Banks with the appropriate instructions early in order for their CPF Agent Banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications through an ATM of a Participating Bank or an Accepted Electronic Service, the Share Registrar and/or the Company will be rejected. CPF Funds may not, however, be used for the purchase of Rights directly from the market.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

For SRS Investors who have subscribed for or purchased Shares under the SRS, subject to applicable SRS rules and regulations, they must use SRS Funds to pay for the acceptance of their entitlements to the Rights Shares and (if applicable) excess applications. SRS Investors who wish to accept their Rights Shares and (if applicable) apply for Excess Rights Shares using SRS Funds must instruct the relevant SRS Approved Banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. SRS Investors who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Investors are advised to provide their respective SRS Approved Banks with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. SRS Funds may not, however, be used for the purchase of the Rights Shares directly from the market. Any acceptance and/or application of the SRS Investors to accept their provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through the CDP, the Share Registrar, the Company and/or by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service will be rejected.

**Entitled Depositors should note that all notices and documents will be sent to their last registered address with CDP.** Entitled Depositors who may wish to maintain a mailing address with CDP for the purpose of receiving the Rights Issue documents should inform CDP in writing ("**Rights Mailing Address**"). Entitled Depositors are reminded that any request to CDP to register a Rights Mailing Address or any request to CDP to update its records for a new Rights Mailing Address or to effect any change in address must reach CDP at 11 North Buona Vista Drive, #01-19/20 The Metropolis Tower 2, Singapore 138589, not later than three (3) Market Days (being a day on which the SGX-ST is open for trading in securities) prior to the Record Date.

**Entitled Scripholders should note that all notices and documents will be sent to their last registered address with the Share Registrar.** Entitled Scripholders are reminded that any request to the Company to update their records or effect any change in address must reach the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower, #14-07 Singapore 098632, not later than 5.30 p.m. on the date being at least three (3) Market Days before the Record Date. Entitled Scripholders (where applicable) are encouraged to open Securities Accounts with the CDP if they have not already done so and to deposit their share certificates with the CDP prior to the Record Date so that their Securities Accounts may be credited by the CDP with their Shares and the provisional allotments of Rights Shares. Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the 12th Market Day from the date of lodgment of the share certificates with the CDP or such later date as the CDP may determine, subject to the completion of the lodgment process.

Pursuant to Rule 803 of the Listing Manual, the Company will not issue securities to transfer a controlling interest without prior approval of Shareholders in general meeting.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment are contained in Appendices I, II and III to this Offer Information Statement and in the ARE, the ARS and the PAL.

**Notwithstanding the foregoing, investors should note that the offer and sale of, or exercise or acceptance of, or subscription for, the Rights Shares to or by persons located or resident in jurisdictions other than Singapore may be restricted or prohibited by the laws of the relevant jurisdiction. Crediting of Rights to any Securities Account, the receipt of any Rights, or receipt of this Offer Information Statement and/or any of its accompanying documents, will not constitute an offer or sale in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdictions or be restricted or prohibited. The Company reserves absolute discretion in determining whether any person may participate in the Rights Issue. Investors are cautioned to note the offering, selling and transfer restrictions set forth in the section entitled "Offering, Selling and Transfer Restrictions" of this Offer Information Statement.**

### (b) FOREIGN SHAREHOLDERS

This Offer Information Statement and its accompanying documents relating to the Rights Issue have been lodged with the Authority. This Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than in Singapore. The electronic dissemination of this Offer Information Statement and the distribution of the OIS Notification Letter and its accompanying documents, and the purchase, exercise of or subscription for provisional allotments of the Rights Shares and/or the Rights Shares by any persons who have registered addresses outside Singapore, or who are resident in, or citizens of countries other than Singapore, may be prohibited or restricted (either absolutely or unless relevant securities requirements, whether legal or administrative, are complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, this Offer Information Statement and its accompanying documents have not been and will not be despatched or disseminated to Foreign Shareholders.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

**Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue. No provisional allotment of the Rights Shares has been made to Foreign Shareholders and no purported acceptance thereof or application therefore by any Foreign Shareholder will be valid.**

The OIS Notification Letter, this Offer Information Statement and its accompanying documents relating to the Rights Issue will also not be despatched to persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore. It is also the responsibility of any person (including, without limitation, custodians, nominees and trustees) outside Singapore who wishes to take up their provisional allotment of Rights Shares and (if applicable), apply for Excess Rights Shares under the Rights Issue to satisfy himself as to the full observance of any relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes in such territories. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to his position should consult his professional advisers without delay. Further, any renouncee of an Entitled Scripholder, whose address as stated in the PAL is outside Singapore, will not be entitled to accept the provisional allotment of the Rights Shares renounced to him.

The Company reserves the right to reject any acceptances of the provisional allotments of the Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and/or applications may violate the applicable legislation of any jurisdiction.

The Company further reserves the right to treat as invalid any ARE, ARS or PAL or decline to register such application or purported application which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore or which the Company believes may violate any applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore, or (c) purports to exclude any deemed representation, warranty or confirmation.

Foreign Shareholders who wish to be eligible to participate in the Rights Issue must register a Singapore mailing address with (a) CDP at 11 North Buona Vista Drive, #01-19/20 The Metropolis Tower 2, Singapore 138589, or (b) the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue Keppel Bay Tower, #14-07 Singapore 098632, no later than three (3) Market Days before the Record Date.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the provisional allotments of Rights Shares, which would otherwise have been provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the SGX-ST as soon as practicable after commencement of trading in the provisional allotments of Rights Shares. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred in relation thereto.

The Net Proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Record Date and sent to them **AT THEIR OWN RISK** by ordinary post, or in such other manner as they may have agreed with CDP for payment of any cash distributions. If the amount of Net Proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such Net Proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, CDP or the Share Registrar or their respective officers in connection therewith.

Where such provisional allotments of Rights Shares are sold on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, CDP or the Share Registrar or their respective officers in respect of such sales or the proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments.

If such Rights cannot be or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be issued and allotted to satisfy excess applications or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, CDP or the Share Registrar or their respective officers in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Foreign Shareholders.



---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

**Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto at their own expenses and without liability to the Company. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other regulatory or legal requirements in such territory.**

No action has been taken or will be taken to permit a public offering of the Rights or the Rights Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Offer Information Statement, its accompanying documents or any other material relating to the Company, the Rights or the Rights Shares in any jurisdiction where action for such purpose is required, except that this Offer Information Statement has been lodged with the Authority. Accordingly, the Rights or the Rights Shares may not be offered or sold, directly or indirectly, and none of this Offer Information Statement, its accompanying documents or any offering materials or advertisements in connection with the Rights or the Rights Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. Investors are advised to consult their professional advisers prior to accepting any Rights, applying for Excess Rights Shares or making any offer, sale, resale, pledge or other transfer of the Rights or the Rights Shares.

**This Offer Information Statement and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.**

### **General**

The distribution (or dissemination in accordance with applicable laws or regulations) of the OIS Notification Letter, this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of these jurisdictions. Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and to observe such prohibitions and restrictions. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares or purchase any Rights unless such offer, invitation or solicitation could lawfully be made without violating any regulation or legal requirements in such territory.

The Company has not taken any action, nor will it take any action, in any jurisdiction other than Singapore that would permit a public offering of the Rights or the Rights Shares, or the possession, circulation or distribution of this Offer Information Statement or any other material relating to the Company, the Rights or the Rights Shares in any jurisdiction other than Singapore where action for that purpose is required.

Accordingly, each purchaser of Rights and/or Rights Shares may not offer or sell, directly or indirectly, any Rights Shares or Rights and may not distribute or publish this Offer Information Statement or any other offering material or advertisements in connection with the Rights or the Rights Shares in or from any country or jurisdiction except in compliance with any applicable rules and regulations of such country or jurisdiction.



---

## PRINCIPAL TERMS OF THE RIGHTS ISSUE

---

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from, and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing in this Offer Information Statement.

- Number of Rights Shares** : Based on the Existing Share Capital of the Company:
- (a) 7,224,513,285 Rights Shares will be issued in the event of the Maximum Subscription Scenario; and
  - (b) 4,562,019,045 Rights Shares will be issued in the event of the Minimum Subscription Scenario.
- Basis of Provisional Allotment** : Three (3) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.
- Issue Price** : S\$0.003 for each Rights Share, payable in full on acceptance and/or application.
- Discount** : The Issue Price represents a discount of approximately:
- (a) 76.9% to the last transacted price of the Shares on the Mainboard of the SGX-ST of S\$0.013 per Share on the Last Trading Day;
  - (b) 45.4% to the TERP of S\$0.006 per Share as calculated based on the last transacted price of the Shares on the Mainboard of the SGX-ST of S\$0.013 per Share on the Last Trading Day;
  - (c) 76.9% to the volume weighted average price of S\$0.013 per Share, as calculated based on the volume weighted average price of the Shares on the Mainboard of the SGX-ST over the five (5) consecutive Market Days leading up to and including the Last Trading Day; and
  - (d) 0% to the last transacted price of the Shares on the Mainboard of the SGX-ST of S\$0.003 per Share on 1 December 2023, being the last trading day on which trades were done on the Shares prior to the Latest Practicable Date.
- Use of Proceeds** : The Net Proceeds arising from the Rights Issue of approximately S\$21.5 million in the event of the Maximum Subscription Scenario or S\$13.5 million in the event of the Minimum Subscription Scenario will be utilised for general working capital purposes. Please refer to paragraphs 2 to 7 in the section titled **“Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 4 – Key Information”** of this Offer Information Statement for further details.
- Status of the Rights Shares** : The Right Shares are payable in full upon acceptance and/or application and will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date of which falls on or before the date of allotment and issue of the Rights Shares.
- Eligibility to participate in the Rights Issue** : As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the sections entitled **“Eligibility of Shareholders to Participate in the Rights Issue”** and **“Offering, Selling and Transfer Restrictions”** of this Offer Information Statement, for details on the eligibility of Shareholders to participate in the Rights Issue.

---

## PRINCIPAL TERMS OF THE RIGHTS ISSUE

---

**Listing of the Rights Shares** : Approval in-principle for the listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST has been granted by the SGX-ST on 16 November 2023, subject to certain conditions, the details of which are set out under section entitled "**Trading**" of this Offer Information Statement. The approval in-principle granted by the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST is in no way reflective of and is not to be taken as an indication of the merits of the Rights Shares, the Company and/or its subsidiaries.

**Acceptance, Excess Applications and Payment Procedures** : Entitlements to subscribe for the Rights Shares will be renounceable and are expected to be tradeable on the Mainboard of the SGX-ST over a period to be determined by the Directors in compliance with the rules of the Listing Manual.

Entitled Shareholders will be at liberty to accept, decline, renounce or, in the case of Entitled Depositors, trade on the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST, in whole or in part, their provisional allotments of the Rights Shares and will be eligible to apply for Rights Shares in excess of their respective provisional allotments under the Rights Issue.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the entitlements of the Entitled Shareholders and will together with provisional allotments which are not allotted or taken up for any reason, be aggregated and used to satisfy applications, if any, for Excess Rights Shares or otherwise disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and the allotment of Excess Rights Shares.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of Right Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are set out in Appendices I to III of this Offer Information Statement, and in the ARE, the ARS and the PAL.

**Trading of the Rights Shares** : Upon the listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST, the Rights Shares will be traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) in relation to the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Account with The Central Depository (Pte) Limited**" and the "**Terms and Conditions for CDP to act as Depository for the Rights Shares**", as the same may be amended from time to time, copies of which are available from CDP.

For the purposes of trading on the Mainboard of the SGX-ST, each board lot of Shares will comprise 100 Shares. Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) are able to trade odd lots of Shares in board lots of one Share on the Unit Share Market. Shareholders who hold odd lots of Shares may have difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.

**Use of CPF Funds** : CPFIS Members can only use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the acceptance of their Rights and (if applicable) application for Excess Rights Shares.

---

## PRINCIPAL TERMS OF THE RIGHTS ISSUE

---

Such CPFIS Members who wish to accept their Rights and (if applicable) apply for Excess Rights Shares using their CPF Funds must have sufficient funds in their CPF Investment Accounts and will need to instruct their respective approved CPF Agent Banks with whom they hold their CPF Investment Accounts, to accept the Rights and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions of this Offer Information Statement.

In the case of insufficient CPF Funds or stock limit, CPFIS Members could top-up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept their Rights and (if applicable) apply for Excess Rights Shares on their behalf.

CPF Funds cannot, however, be used for the purchase of Rights directly from the market.

### Use of SRS Funds

- : SRS Investors can only use, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS Accounts to pay for the acceptance of their Rights and (if applicable) application for Excess Rights Shares.

Such SRS Investors who wish to accept their Rights and (if applicable) apply for Excess Rights Shares using their SRS monies will need to instruct their respective SRS Approved Banks with whom they hold their SRS Accounts, to accept the Rights and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions in this Offer Information Statement.

SRS Investors who have insufficient funds in their SRS Accounts could, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept the Rights and (if applicable) apply for Excess Rights Shares on their behalf.

SRS monies cannot, however, be used for the purchase of Rights directly from the market. Notwithstanding the foregoing, SRS Investors should consult their respective SRS Approved Banks for information and directions as to the use of monies standing to the credit of their respective SRS Accounts.

### Non-underwritten

- : The Rights Issue will not be underwritten. Please refer to paragraph 1 of the section entitled “**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 10 – Additional Information Required For Offer Of Securities Or Securities-Based Derivatives Contracts By Way Of Rights Issue**” of this Offer Information Statement, for the reason the Company has decided to proceed with the Rights Issue on a non- underwritten basis.

### Scaling Down

- : Depending on the level of subscription for the Rights Shares, the Company may, if necessary, scale down the subscription and/or excess applications for the Rights Shares by any of the Shareholders (if such Shareholder chooses to subscribe for his/her/its pro-rata Rights Shares entitlement and/or apply for Excess Rights Shares) to avoid placing the relevant Shareholder and parties acting in concert with him/her/it (as defined in the Code) in the position of incurring a mandatory general offer obligation under the Code, as a result of other Shareholders not taking up, whether partly or in full, their Rights Shares entitlements fully, and/or to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Listing Manual, unless prior approval of Shareholders is obtained in a general meeting.

### Previous Equity Fund Raising

- : The Company has not undertaken any equity fund raising in the past 12 months prior to the date of the Announcement.

### Governing Law

- : Laws of Singapore.

---

## EXPECTED TIMETABLE OF KEY EVENTS

---

An indicative timetable for the Rights Issue is set out below. For events listed which are described as “expected”, please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

Shares trade ex-rights	: 6 December 2023 from 9.00 a.m.
Record Date	: 7 December 2023 at 5.00 p.m.
Date of Lodgment of Offer Information Statement	: 8 December 2023
Despatch of OIS Notification Letter, the ARE, the ARS and the PAL (as the case may be) to Entitled Shareholders	: 12 December 2023 from 9.00 a.m.
Commencement of trading of “nil-paid” Rights <sup>(1)</sup>	: 12 December 2023 from 9.00 a.m.
Last date and time of splitting and trading of “nil-paid” Rights <sup>(1)</sup>	: 20 December 2023 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares <sup>(1)</sup>	: 27 December 2023 at 5.30 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Last date and time for renunciation of, acceptance and payment for Rights Shares by renounces <sup>(1)</sup>	: 27 December 2023 at 5.30 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Last date and time for application and payment for Excess Rights Shares <sup>(1)</sup>	: 27 December 2023 at 5.30 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Expected date for issuance of Rights Shares	: 4 January 2024
Expected date for crediting of Rights Shares	: 5 January 2024
Expected date for refund of unsuccessful applications (if made through CDP)	: 5 January 2024
Expected date for the listing and commencement of trading of the Rights Shares	: 5 January 2024 from 9.00 a.m.

**Note:**

- (1) This does not apply to CPFIS Members, SRS Investors and investors who hold Shares through a finance company and/or Depository Agent. CPFIS Members, SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should refer to the section entitled “**Important Notice to (A) CPFIS Members, (B) SRS Investors and (C) Investors who hold Shares through a Finance Company and/or Depository Agent**” of this Offer Information Statement for details relating to the application procedure for them. Any acceptance and/or (if applicable) application made by these investors directly through CDP, Electronic Applications through ATMs of a Participating Bank, the Share Registrar and/or the Company will be rejected. Such investors, where applicable, will receive notification letter(s) from their respective approved banks, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved banks, finance company and/or Depository Agent.

Pursuant to Rule 820(1) of the Listing Manual, the Rights Issue will not be withdrawn after the commencement of ex-rights trading. Based on the above timetable, the Shares are expected to commence ex-rights trading on 6 December 2023 from 9.00 a.m.

The above timetable is indicative only and is subject to change. As at the date of this Offer Information Statement, the Company does not expect the above timetable to be modified. However, the Company may, with the approval of the SGX-ST, modify the timetable subject to any limitations under any applicable laws. In that event, the Company will publicly announce any change to the above timetable through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

---

## TRADING

---

### 1. LISTING OF AND QUOTATION FOR RIGHTS SHARES

Approval in-principle has been obtained from the SGX-ST on 16 November 2023 for the listing of and quotation for the Rights Shares on the Official List of the Mainboard of the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) Shareholders' approval for the Rights Issue to be obtained at the EGM;
- (c) submission of:
  - (i) a written undertaking from the Company that it will comply with Rules 704(30), 877(8) and 1207(20) of the Listing Manual in relation to the use of the proceeds from the Rights Issue and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
  - (ii) written confirmation from financial institution(s) as required under Rule 877(9) of the Listing Manual that the Undertaking Shareholder who has given the Irrevocable Undertaking has sufficient financial resources to fulfil its obligations under the Irrevocable Undertaking;
  - (iii) a written undertaking from the Company that it will comply with Rule 877(10) of the Listing Manual with regard to the allotment of any Excess Rights Shares; and
  - (iv) a written undertaking from the Company that Rule 820 of the Listing Manual will be complied with.

The Company has provided the written undertakings referred to in sub-paragraphs (c)(i) to (iv) above to the SGX-ST.

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Rights Shares, the Company and/or its subsidiaries.

Upon listing of and quotation for the Rights Shares on the Official List of the Mainboard of the SGX-ST, the Rights Shares, when issued, will be traded under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Accounts with CDP**" and the "**Terms and Conditions for CDP to act as Depository for the Rights Shares**", as the same may be amended from time to time. Copies of the above are available from CDP.

### 2. ARRANGEMENTS FOR SCRIPLESS TRADING

To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares, and who wish to trade the Rights Shares issued to them on the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts.

Entitled Scripholders and their renounees who wish to accept and/or apply for the Excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or National Registration Identity Card ("**NRIC**")/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL.

Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by ordinary post at their own risk, but will not be valid for delivery pursuant to trades done on the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title.

If an Entitled Scripholder's address stated in the PAL is different from his address registered with the Share Transfer Agent, he must inform the Share Transfer Agent of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with the Share Transfer Agent.

---

## TRADING

---

A holder of physical share certificate(s) or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but wishes to trade on the SGX-ST must deposit his share certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP, pay applicable fees and have his Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before he can effect the desired trade.

### 3. TRADING OF ODD LOTS

All fractional entitlements to the Rights Shares have been disregarded in arriving at the entitlements of the Entitled Shareholders and will, together with entitlements not allotted or taken up for any reason, be aggregated and issued to satisfy applications, if any, for Excess Rights Shares or otherwise disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. Shareholders should note that the Shares are quoted on the SGX-ST in board lot sizes of 100 Shares. Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares (i.e. less than 100 Shares) and who wish to trade in odd lots should note that that they are able to do so on the Unit Share Market of the SGX-ST.



---

## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

---

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “**forward-looking statements**”. Some of these statements can be identified by words that have a bias towards the future or, are, forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, business strategy, plans and future prospects of the Group’s industry are forward-looking statements. These forward-looking statements, including statements as to the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual, future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks and uncertainties that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be as discussed in those forward-looking statements.

Further, the Company disclaims any responsibility 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. However, the Company may make an announcement to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority in the event, *inter alia*, that it becomes aware of a new development, event or circumstance that has arisen since the lodgment of this Offer Information Statement with the Authority, but before the Closing Date of the Rights Issue and that is materially adverse from the point of view of an investor or required to be disclosed pursuant to law and/or the SGX-ST. The Company is also subject to the provisions of the Listing Manual regarding corporate disclosure.

---

## TAKE-OVER LIMITS

---

The Code regulates the acquisition of ordinary shares of, *inter alia*, public listed companies including the Company. Except exempted with the consent of the Council, where:

- (i) any person acquires whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by parties acting in concert with him) carry 30.0% or more of the voting rights of the Company; or
- (ii) any person who, together with parties acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights in the Company and such person, or any party acting in concert with him, acquires in any period of six (6) months additional Shares carrying more than 1.0% of the voting rights,

such person must extend a mandatory take-over offer immediately to the holders for the remaining Shares in the Company in accordance with the provisions of the Code. In addition to such person, each of the principal members of the group of parties acting in concert with him may according to the circumstances of the case, have the obligation to extend an offer.

As at the Latest Practicable Date, the Undertaking Shareholder, Sampoerna, directly holds 1,520,673,015 Shares, representing 63.15% of the Existing Share Capital.

The Undertaking Shareholder has irrevocably undertaken to collectively, *inter alia*: (a) subscribe and/or procure the subscription and payment for the whole of its entitlement under the Rights Issue of 4,562,019,045 Rights Shares at an issue price of S\$0.003 each, aggregating S\$13,686,057.14; and (b) ensure that none of the Shares that it owns or control as at the date of the Irrevocable Undertaking are disposed of during the period between the date of the Irrevocable Undertaking and the date of issue of the Rights Shares.

As at the Latest Practicable Date, the Undertaking Shareholder collectively directly holds 1,520,673,015 Shares, representing 63.15% of the Existing Share Capital and would not incur a mandatory general offer obligation under the Code, regardless of the level of subscription for the Rights Issue

**Shareholders who are in doubt as to their obligations, if any, to make a mandatory general offer under the Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue or the application for Excess Rights Shares, should consult the Council and/or their professional advisers immediately.**

**Depending on the level of subscription for the Rights Shares, the Company may, if necessary, scale down the subscription and/or excess applications for the Rights Shares subscribed by any Shareholder to the extent necessary to avoid placing such Shareholder and parties acting in concert with him (as defined under the Code) in the position of incurring an obligation to make a mandatory general offer for the Shares under the Code as a result of other Shareholders not taking up, whether partly or in full, their provisional allotments of the Rights Shares.**

---

## RISK FACTORS

---

To the best of the Directors' knowledge and belief, the risk factors that are material to Entitled Shareholders and prospective investors in making an informed judgement on the Rights Issue are set out below. Entitled Shareholders and prospective investors should carefully consider and evaluate each of the following risks and all other information contained in this Offer Information Statement before making an investment decision. The Group may be affected by a number of risks that may relate to the industries and countries in which the Group operates as well as those that may generally arise from, inter alia, economic, business, market and political factors, including the risks set out herein. The risks described below are not intended to be exhaustive. There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations, possibly materially. If any of the following risks and uncertainties develops into actual events, the business, financial conditions or results of operations of the Company and the Group could be materially and adversely affected. In such cases, the trading price of the Rights Shares could decline and a prospective investor may lose all or part of his investment.

This Offer Information Statement contains forward-looking statements relating to events that involve risks and uncertainties. See the section "**Cautionary Note on Forward-Looking Statements**".

### RISKS RELATING TO BUSINESS AND FINANCIAL PROSPECTS OF THE GROUP

**The Group's loan agreements contain restrictive covenants that limit the Group's liquidity and corporate activities, and impose conditions on the payment of dividends**

The Group's loan agreements impose operating and financial restrictions on the Group. These restrictions limit or may limit (in certain circumstances, such as if certain ratios are not maintained) the Group's ability to:

- (a) incur additional indebtedness;
- (b) distribute dividends;
- (c) change the Group's business;
- (d) change the ownership of the Company or of its subsidiaries;
- (e) dispose of the Group's assets; and/or
- (f) engage in mergers or acquisitions.

The Group may also under certain circumstances, need to seek permission from its lenders to engage in certain corporate actions.

Under the Group's loan agreements, certain subsidiaries of the Group have granted security interests over certain of their key assets. In the event of a default under the Group's loan agreements, the lenders could exercise their rights over such secured assets, resulting in the loss of such assets which are required for the Group's operations, which would in turn have a material adverse effect on the Group's business, financial condition and results of operations. The Group's debt arrangements also contain cross default provisions and a default under any debt arrangement would constitute a default under other debt arrangements. If a breach is not waived by a lender and a default is declared, that may in turn cause an event of default in each of the other debt arrangements of the Group and result in a substantial amount of the Group's indebtedness becoming immediately due. If such an event were to occur, the Group's business, financial condition and results of operations will be adversely affected.

The credit facilities of the Company and its subsidiaries also impose various financial and non-financial covenants on the Company and its subsidiaries. As at 30 June 2023, PT Sumber Graha Sejahtera, a subsidiary of the Company, had breached certain clauses relating to certain financial covenant ratios set out in loan facilities granted its lenders. The lenders have granted PT Sumber Graha Sejahtera waivers of having to comply with such covenant ratios up to 31 December 2022. However, the lenders have yet to issue waivers for the breaches after 31 December 2022. Notwithstanding this, the lenders continue to support PT Sumber Graha Sejahtera as there are no repayment defaults of the loans and the breaches are technical in nature. PT Sumber Graha Sejahtera has been servicing the repayments of the loan principal and interests thereon as and when they fall due and continues to utilise the facilities under the respective loan agreements as at the Latest Practicable Date. Please refer to paragraph 9 of the section entitled "**Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 – Part 5 – Operating and Financial Review and Prospects**" for further details in relation to the loan facilities.

The Group's substantial leverage could adversely affect its general financial condition. The Group has a substantial amount of indebtedness. As at 30 June 2023, the Group had total borrowings of approximately Rp2,372,274 million. The Group's ability to meet payment obligations will depend on the success of its business strategy and its ability to generate sufficient cash flow to refinance its obligations, which are subject to uncertainties and contingencies beyond its control.

Furthermore, the Group's indebtedness could restrict its operations. Among other things, its indebtedness may limit its ability to obtain additional financing for working capital, capital expenditures, strategic acquisitions and general corporate purposes, require the Group to dedicate all or a substantial portion of its cash flow to service its debt, which will reduce funds available for other business purposes, limit the Group's flexibility in planning for or reacting to changes in the markets in which it competes, place the Group at a competitive disadvantage relative to competitors with less indebtedness, render the Group more vulnerable to general adverse economic and industry conditions, and make it more difficult for the Group to satisfy its financial obligations or be able to refinance maturing indebtedness.

---

## RISK FACTORS

---

### ***The Group's business, financial condition, results of operations and prospects may be adversely affected by fluctuations in exchange rates***

The value of the Rupiah relative to other currencies is subject to changes in Indonesian Government's policies, economic and political developments in Indonesia, as well as supply and demand variables in the foreign currency markets and other factors. The Rupiah has historically been subject to depreciation against the U.S. dollar, the Japanese Yen and the currencies of other developed countries.

The Rupiah has generally been freely convertible and transferable (except that Indonesian banks may not transfer Rupiah to accounts held by non-Indonesians at a bank within or outside of Indonesia). However, from time to time, Bank Indonesia has intervened in the currency exchange markets in furtherance of its policies, either by selling Rupiah or by using its foreign currency reserves to purchase Rupiah. There can be no assurance that the current floating exchange rate policy of Bank Indonesia will not be modified, that additional depreciation of the Rupiah against other currencies, including the US Dollars, will not occur, or that the Government will take additional action to stabilise, maintain or increase the value of the Rupiah, or that any of these actions, if taken, will be successful.

Modification of the floating exchange rate policy could result in significantly higher domestic interest rates, liquidity shortages, capital or exchange controls or the withholding of additional financial assistance by multinational lenders. This could result in a reduction of economic activity, an economic recession, loan defaults and increases in the price of imports. Any of the foregoing consequences could materially and adversely affect the Group's business, financial position, results of operations and prospects.

Fluctuations in exchange rates may adversely affect the Group's business, financial condition, results of operations and prospects in various ways. For example, a significant portion of the Group's indebtedness is denominated in US Dollars while its reporting currency is denominated in Rupiah. Such fluctuations in exchange rates, especially in the relative values of the US Dollar and the Rupiah, will increase the Group's payment obligations. In addition, the Group's export sales may also be adversely affected as a result of any significant appreciation of the Rupiah against the US Dollar.

### **RISKS RELATING TO THE GROUP'S INDUSTRY AND ITS BUSINESS**

#### ***The price of logs, the Group's principal raw material, as well as the prices of its products, are susceptible to price fluctuations***

Historically, prices for logs (which are the primary raw material for the Group's processed wood products) and processed wood products have been volatile and the Group has limited influence over the timing and extent of the price changes for logs and processed wood products. The prices of logs as well as the Group's processed wood products are affected by numerous factors including local and global economic factors such as changes in currency exchange rates, economic growth rates, foreign and domestic interest rates and trade policies, prevailing fuel and logistics costs and general demand for wood and processed wood products.

A decrease in the demand for the Group's processed wood products would reduce the prices for its products and, consequently, its revenue and profitability and may adversely affect its financial condition and results of operations. In addition, if there is any increase in the cost of logs and the Group is unable to pass on such increase to customers, profit margins will be adversely affected.

#### ***The Group faces competition from other firms in the wood products processing industry***

The Group competes in the local and overseas export markets with a large number of companies. While the principal basis for competition is price, it also competes on the basis of customer service, quality and product type. The Group's principal competition is from manufacturers within the wood products processing industries located primarily within the Asia-Pacific region. In particular, it faces competition from many small companies, some of which may not adhere to environmental and other industry standards to the same extent as the Group does, resulting in their potentially operating at lower costs. The amount of competition the Group faces from other companies may be influenced by certain government policies. For instance, in 2015, as a result of the incentives and measures put into place by the Indonesian government to encourage the growth of value-added industries pursuant to the implementation of the Masterplan for Acceleration and Expansion of Indonesia's Economic Development, the Group noted a rise in the number of new entrants in the wood products processing industries.

Competition in the wood products processing industry is influenced by factors including energy and labour costs, plant efficiencies and productivity, foreign currency fluctuations and other factors. Some of the Group's competitors may have lower energy and labour costs, or may be subject to less stringent environmental and other governmental regulations. In addition, variations in the exchange rates between Rupiah and local currencies in each of the Group's export markets also affect the relative competitive position of its products when compared to competitors in other countries. The Group's ability to compete in the markets to which it exports its products is also dependent upon prevailing tariffs for access to such markets as well as the cost of transportation of its products to such markets. If the Group is unable to compete effectively, or if competition increases in the future, its revenue could decline, which could have a material adverse effect on its business, financial condition, results of operations and cash flows.

---

## RISK FACTORS

---

### ***The wood products processing industry faces competition from non-timber product substitution***

In addition to competition from within the wood products processing industry, the wood products processing industry faces competition from non-timber product substitution. Like other participants in the wood products processing industry, the Group faces competition from firms that manufacture timber substitutes, such as composite wood, metals, plastics, ceramics, imitation wood and other materials that are used as alternative materials mainly in construction and in the manufacture of furniture. The demand for processed timber products as compared to other materials is also affected by changes in consumer trends and tastes with respect to end products. There can be no assurance that non-timber product substitution will not increase, which could decrease demand for the Group's products and have a material adverse effect on its revenue, financial condition and results of operation.

### ***The Group may be affected by limited transportation capacity, increases in the price of transportation services and/or transportation disruptions***

The Group relies on transportation services provided by other parties for the transportation of its veneers and processed wood products within Indonesia, to transport its veneers both within and between the Indonesian islands, and to transport finished products from the Group's production facilities to its customers in Indonesia and around the world. In particular, the face/back veneers used in the Group's production activities are primarily produced by its processing plant in Palopo, Sulawesi, and shipped to its processing plants in Tangerang and Surabaya for further processing. The Group's customers rely on third party transportation providers to export the Group's products from local ports.

Transportation availability and prices for transportation services are affected by demand and supply factors and factors such as increases in fuel prices which are largely outside the Group's and its customers' control. The availability and price of transportation services for the Group's veneers and its processed wood products may adversely affect sales of its products, thereby adversely affecting the Group's results of operations.

### ***Any increase in fuel or energy prices would increase the Group's operating costs***

Fuel prices are affected by various economic and political factors beyond the Group's control. In particular, factors such as the rising global demand for, or supply shortages of, crude oil may result in upward pressure on the price of the petroleum-based fuels the Group uses. The primary petroleum-based products the Group utilizes in its operations are diesel fuel and lubricants in connection with the operation of production line machinery and electricity generators. The costs for the glues that the Group purchases and produces for its end products are dependent on methanol prices, which are in turn affected by the international prices of fuel. Increases in fuel prices may also lead to the Group's third party transport service providers increasing transportation charges which would result in an increase in the Group's cost of sales and selling expenses.

The Group's processing facilities require significant amounts of energy, primarily electricity, to operate. Energy prices in Indonesia are subject to volatility. Over the past few years, the Indonesian Government has gradually increased electricity tariffs. Any increase in energy costs would increase the Group's cost of sales and decrease its competitiveness as compared to its competitors who have access to cheaper sources of energy.

If the Group's energy and fuel costs increase as a result of increases in fuel or energy prices and the Group is not able to pass on such increases to the Group's customers, its business, financial condition and results of operations may be adversely affected.

### ***The Group may not be successful in implementing its future business plans***

The Group's future business plans involve numerous risks, including but not limited to the incurrence of substantial working capital requirements, capital expenditure and financial resources. Various factors such as general economic conditions, market sentiment, market competition and availability of resources, may affect the Group's future business plans and growth prospects. There is no guarantee that the Group will be able to successfully implement its business plans, or that the implementation of these plans will achieve cash flow that will be commensurate with the Group's investment costs. If the Group fails to achieve a sufficient level of revenue or if it fails to manage its costs efficiently, the Group will not be able to recover its investment and its future financial performance and financial condition may be adversely affected.

### ***A significant portion of the Group's sales are for use in the housing and building construction sectors which exposes it to downturns in these sectors***

The Group's principal products are plywood and laminated veneer lumber. Demand for plywood and laminated veneer lumber globally depends significantly upon the residential and commercial construction market, industrial manufacturing market and home improvement market. If the level of housing and building construction markets declines, the demand for the Group's products may decrease, thereby adversely affecting its revenue.



---

## RISK FACTORS

---

***The Group's operations are cash intensive and it may not have sufficient cash flow to both fund its cash flow and pay dividends***

The Group funds its operations principally through cash flow from operations, short term working capital facilities (including bank overdrafts, letters of credit and revolving credits), long term bank loans, capital leases and finance leases.

The Group expends a significant amount of cash in its operations, principally on raw materials particularly logs, acquisition of fixed assets, repair and maintenance of wood products processing facilities and equipment, energy, fuel, chemical glues and labour.

As at 30 June 2023, the Group had cash and cash equivalents of approximately Rp108,598 million. If the Group fails to generate sufficient revenue from its operations, or if it fails to maintain sufficient cash and banking facilities, the Group may not have sufficient cash flow to both fund its operations and pay dividends.

***Environmental groups, non-governmental organizations and interested individuals may seek to delay or prevent timber companies and wood products processing companies generally, from harvesting logs or processing wood products and may adversely affect the costs of logs to be purchased by the Group and/or demand for the Group's products***

Environmental groups, non-governmental organizations and interested individuals may seek, from time to time, to challenge or impair the ability of forestry companies generally to harvest timber or wood products processing companies generally from processing wood products. For example, groups and individuals may stage protests that disrupt the harvesting or production plans of timber companies and may file or threaten to file lawsuits that seek to prevent timber companies generally from harvesting timber or wood products processing companies generally from processing wood products. Any delay in or restriction on harvesting or production activities imposed due to the intervention of environmental groups, non-governmental organizations or such interested individuals, or any boycott of tropical wood products or other action may generate negative perceptions about timber companies and wood products processing companies generally. Such events may also disrupt the supply of logs required by the Group which may increase the costs of the logs, which in turn could have a material adverse effect on the Group's business and results of operations.

***The Group's export business could be adversely affected if environmental groups are successful in lobbying government bodies to restrict imports of wood products not manufactured exclusively from renewable sources***

Several environmental groups, particularly in Europe and North America, have lobbied government bodies to restrict imports of wood products not manufactured exclusively from renewable sources. Certain environmental groups have also sought to influence large corporate purchasers and their shareholders, as well as other consumers, to choose wood products derived from renewable resources. Prohibitions on imports of the Group's products in these countries could have a material adverse effect on its business, results of operations and cash flows.

***The Group may suffer material losses in excess of insurance proceeds or in respect of losses which are uninsured***

The Group maintains insurance policies for its assets and properties in line with general market practices. However, the Group's assets and properties could suffer damage caused by fire or other causes or the Group may suffer public liability claims, all of which may result in losses that may not be fully compensated by insurance proceeds. In addition, certain types of risks (such as war risk, terrorist acts and losses caused by the outbreak of contagious diseases) may be uninsurable or the cost of insurance may be prohibitive when compared to the risk. Should an uninsured loss or a loss in excess of insured limits occur, the Group could be required to pay compensation and/or lose capital invested in the affected assets and properties as well as anticipated future revenue due to the loss of such assets and properties. No assurance can be given that material losses in excess of insurance proceeds will not occur in the future. Such an event would adversely affect the Group's financial condition and results of operations.

***Labour unrest or activism could adversely affect the Group, its customers and Indonesian companies in general, which in turn could affect business, financial condition, results of operations and prospects***

The Group's operations are labour intensive. The Group may, in the future, experience labour unrest, activism, disputes or actions involving its employees any of which could have a material adverse effect on its business, financial condition, results of operations and prospects.

In addition, laws permitting the formation of labour unions, combined with weak economic conditions, have resulted, and may continue to result, in labour unrest in Indonesia. On 25 March 2003, the Indonesian Government enacted Law No. 13 of 2003 on Labour (the "**Labour Law**"). The Labour Law, among other things and subject to certain procedural requirements, gives the right to employees to strike in the event that negotiations between the employer and the employees have failed. Changes in Indonesia's employment regulations may also be expected in the future. Due to the active involvement of various non-governmental organizations, employees' awareness of Indonesian employment regulations has also increased. The Labour Law, existing Indonesian employment regulations and any labour regulations and laws adopted in Indonesia in the future may have an impact on the business environment, including the Group's, which may limit the Group's ability to downsize or implement flexible labour policies.



---

## RISK FACTORS

---

Labour unrest and activism in Indonesia could disrupt the Group's operations, the operations of the Group's suppliers or contractors and could affect the financial condition of Indonesian companies in general, depressing the prices of Indonesian securities on the IDX or other stock exchanges and the value of the Rupiah relative to other currencies. Any of such events could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***Wage inflation in Indonesia may adversely affect the Group's business***

The Group's business is heavily reliant on labour for the maintenance and upkeep of its operations. Any significant national inflation of wages would have a significant impact on the Group's operating costs, which could have a material adverse effect on business, financial condition, results of operations and prospects. In October 2015, the Indonesian Government announced its minimum wage policy, which called for yearly wage increases using a formula based on the country's annual inflation and GDP growth. The minimum wage policy further adds to rising cost as the Group's customers and suppliers are similarly affected. As such, the minimum wage policy may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***The Group operates in a legal and regulatory system in which the application and enforcement of various laws and regulations may be uncertain***

Indonesia's legal system is a civil law system based on written statutes. However, at times, the interpretation, application or enforcement of laws and regulations may be unclear and the content of applicable laws and regulations may not be immediately available to the public. Judicial decisions in Indonesia, in particular those rendered by the Supreme Court, are persuasive but they do not constitute binding precedent. They are also not systematically and publicly available as in developed countries. Many of Indonesia's commercial and civil laws and rules on judicial process are based on pre-independence Dutch law and have not been revised to reflect the complexities of modern financial transactions and instruments. Indonesian courts are often unfamiliar with sophisticated commercial or financial transactions, leading in practice to uncertainty in the interpretation and application of Indonesian legal principles. The application of many Indonesian laws and regulations depends, in large part, upon subjective criteria such as the good faith of the parties to the transaction and principles of public policy. Indonesian judges operate in an inquisitorial legal system and have very broad fact-finding powers and a high level of discretion in relation to the manner in which those powers are exercised. In practice, Indonesian court decisions may omit, or may not be decided upon, a legal and factual analysis of the issues presented in a case.

Further, public and judiciary supervision of administrative and law enforcement authorities are not well established. Consequently, there are instances of these authorities changing their interpretation of the law without public consultation or prior notice. Uncertainty regarding the application and enforcement of various laws and regulations to the Group's business, its entitlement to the various licenses it requires to operate its business, the Group's entitlement to various land rights, or other legal or regulatory matters relating to its business could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***The Group may be affected by the prolongation of the COVID-19 pandemic, or other infectious or widespread communicable diseases or any other serious public health concerns in Singapore and elsewhere***

An outbreak of infectious or widespread communicable diseases in the region or around the world could materially and adversely affect our business. In addition, any such occurrence could result in sporadic or prolonged market and/or supply disruptions, an economic downturn or recession, volatilities in domestic and/or international financial markets and may materially and adversely affect the markets in which we operate or have a presence.

In late 2019, a novel strain of coronavirus COVID-19, was reported to have surfaced in Wuhan, PRC and on 11 March 2020, the World Health Organisation declared the outbreak a pandemic. In response to the COVID-19 outbreak, a number of governments around the world imposed nationwide measures to curb the spread of COVID-19 such as travel and transportation restrictions, lockdowns and quarantines and prolonged closure of workplaces, businesses, schools and other public venues. As a result of the COVID-19 pandemic, the wood products processing industry has been adversely affected. The Group faced delays to its projects, manpower resource challenges brought about by border restrictions and closures and occasional supply chain and logistics disruptions.

New variants such as the "Delta" and "Omicron" variants, have continued to emerge thereby slowing down any potential recovery. Given the uncertainties as to the development of the COVID-19 pandemic, it is difficult to predict how long such conditions will exist and the extent to which our Group may be affected by such conditions. While global economic activity has returned to pre-COVID levels as lockdown restrictions have been fully eased by governments, there is no assurance that new containment measures will not be imposed or re-imposed in the event of any resurgence of the COVID-19 pandemic or emergence of any other widespread communicable diseases. The potential exists for recession within individual countries, the failure of businesses and austerity measures, all of which might impact the confidence of, and in, the economies and markets in which the Group does business.

---

## RISK FACTORS

---

### ***The Group may be affected by adverse weather conditions and natural disasters***

Logs are the primary raw material for the Group's processed wood products. The availability of logs may be adversely affected by unfavorable weather conditions including drought, floods, prolonged periods of rainfall, hailstorms, windstorms and hurricanes.

Bad weather may also adversely affect the Group's production activities and the condition, accessibility or availability of transportation infrastructure and services, which are critical for the supply of logs to its processing plants and the transportation of its finished products to the Group's markets. When the Group transports logs, veneers and finished products by land or ocean freight, bad weather conditions could result in delayed or lost containers and/or shipments. Accordingly, adverse weather conditions and natural disasters could materially and adversely affect the Group's results of operations and financial performance.

The Indonesian archipelago is one of the most volcanically active regions in the world. Because Indonesia is located in the convergence zone of three major lithospheric plates, it is subject to significant seismic activity that can lead to destructive earthquakes, tsunamis, tidal waves and volcanic eruptions. A significant earthquake or other geological disturbance in any of Indonesia's more populated cities and financial centres could severely disrupt the Indonesian economy and undermine investor confidence and have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

### ***The Group's business is subject to changes in global and regional macroeconomic conditions***

The Group's business is subject to volatility in the global economy. Any adverse developments in the global economy could result in reduced demand for the Group's services, which would decrease the Group's revenue and our profits. These developments would likely have a material adverse effect on the Group's financial condition and results of operations and the Group's future prospects.

In addition, the economies of developing and emerging markets, such as the markets in which we operate or other markets in which we may operate in the future, may be more susceptible to global and regional economic volatility and adverse developments than more established markets and are subject to a range of micro and macroeconomic factors that can slow or reverse economic growth. The financial risks of operating in developing and emerging markets include risks of illiquidity, inflation, devaluation, price volatility, currency fluctuations and convertibility and country default, as well as other macroeconomic risks. Similarly, currency fluctuations could cause our costs to increase.

Furthermore, in light of the current macroeconomic business environment, with many advanced economies raising interest rates to combat rising inflationary pressures, it is vital that the Group continues to maintain stable, liquid and well-functioning capital and credit markets standing to fund our future projects and development and to maintain our ability to make timely repayments of our debt obligations.

Global capital and credit markets have experienced significant volatility and disruption in recent years, resulting in decreased liquidity and making it more difficult for companies to access capital and credit markets. If market conditions deteriorate due to economic, financial, political, geo-political or other reasons, our ability to obtain bank financing and access the capital markets may be adversely affected. Our business may be negatively affected if our suppliers or customers are unable to perform their contractual obligations with us due to tighter capital and credit markets or a slowdown in the general economy. Any or all of these developments could materially and adversely affect our business, financial condition, results of operations and cash flows.

### ***General business risks***

The Group's businesses are subject to general business risks including:-

- (i) war and terrorism, and its adverse effect on business;
- (ii) the spread of contagious disease and its adverse effect on tourist arrivals;
- (iii) global recession and its effect on the performance of the local economy; and
- (iv) changes in government regulations that burden the operating costs or restrict business.

It is recognised that such risks can never be eliminated totally and that the cost controls in minimising these risks may outweigh their potential benefits. Accordingly, the Group continues to focus on risk management and incident management. Where appropriate, this is supported by risk transfer mechanism such as insurance.

---

## RISK FACTORS

---

### RISKS RELATING TO AN INVESTMENT IN THE RIGHTS SHARES AND THE SHARES

#### ***The trading price of the Company's Shares may fluctuate***

There is no assurance that the market price for the Shares will not fluctuate significantly and rapidly as a result of certain factors, some of which are beyond the Company's control. Examples of such factors include, *inter alia*, (i) variation(s) of its operating results; (ii) changes in financial estimates of the Group's financial performance by securities analysts; (iii) additions or departures of key personnel; (iv) fluctuations in stock market prices and volume; (v) changes in government regulations and other rules/regulations with regard to the industries that the Group operates in; (vi) general economic, stock and credit market conditions; and (vii) other events or factors described in this Offer Information Statement.

The Issue Price does not bear a direct relationship to the book value of the Group's assets, past operations, cash flow, earnings, financial condition or other established criteria for value, and hence Shareholders should not consider the Issue Price to be any indication of the Share's underlying value.

The market price of the Shares could be subject to significant fluctuations. Any fluctuation may be due to the market's perception of the likelihood of completion of the Rights Issue and/or be in response to various factors some of which are beyond the Company's control.

Any of these events could result in a decline in the market price of the Shares during and after the Rights Issue. There is no assurance that the market price of the Rights Shares will remain at or above the Issue Price. Further, the discount, along with the number of Rights Shares, may result in a decrease in the market price of the Shares and this decrease may continue after the completion of the Rights Issue.

#### ***There is no assurance that there will be a liquid market for the Shares***

Shareholders should note that the Shares trade in board lots of 100 Shares. Following the Rights Issue, Shareholders who hold odd lots and who wish to trade in odd lots on the SGX Mainboard should note that there is no assurance that they will be able to acquire such number of Rights Shares to make up one board lot or to dispose of their odd lots (whether in part or whole) on the Mainboard. Further, Entitled Shareholders who hold odd lots may experience difficulty and/or have to bear disproportionate transaction costs in disposing of odd lots of their Rights Shares.

#### ***Shareholders who do not or are not able to accept their provisional allotment of Rights Shares will experience a dilution in their ownership of the Company***

In the event that Entitled Shareholders do not or are not able to accept their provisional allotment of Rights Shares, their proportionate ownership of the Company will be reduced. They may also experience a dilution in the value of their Shares. Even if the Entitled Shareholder sells his provisional allotment of the Rights Shares, or such provisional allotment of the Rights Shares are sold on his behalf, the consideration he receives may not be sufficient to compensate him fully for the dilution of his ownership of the Company as a result of the Rights Issue.

#### ***An active market may not develop for the "nil-paid" Rights entitlements during the trading period prescribed by the SGX-ST and, if an active market does develop, the "nil-paid" Rights entitlements may be subject to greater price volatility than the Shares***

The Company cannot assure Shareholders that an active trading market for the "nil-paid" Rights entitlements on the Mainboard will develop during the "nil-paid" Rights trading period or that any over-the-counter trading market for the "nil-paid" Rights entitlements will develop. If an active market develops, the trading price of the "nil-paid" Rights entitlements, which depends on the trading price of the Shares, may be volatile. In addition, Shareholders in certain jurisdictions are not allowed to participate in the Rights Issue. The "nil-paid" Rights entitlements which would otherwise be provisionally allotted to Foreign Shareholders may be sold by the Company, which could affect the trading price of the "nil-paid" Rights entitlements. The market price of the "nil-paid" Rights may not reflect their actual value.

#### ***Investors may experience future dilution in the value of their Shares***

The Group may need to raise additional funds in the future to finance the repayment of borrowings, expansion of new developments relating to the Group's existing operations and/or to finance future investments. If additional funds are raised through the issuance by the Company of new Shares other than on a pro-rata basis to existing Shareholders, the percentage ownership of existing Shareholders may be reduced and existing Shareholders may experience dilution in the value of their Shares.

---

## RISK FACTORS

---

### ***Market and economic conditions may affect the market price of the Shares***

The global financial markets have experienced significant price and volume fluctuations and market prices of shares may continue to be volatile. Volatility in the price of the Shares may be caused by factors beyond the Group's control and may be unrelated or disproportionate to the Group's operating results.

Examples of such factors include but are not limited to:

- (i) changes in financial estimates of the Group's financial performance by securities analysts;
- (ii) fluctuations in stock market prices and volume; and
- (iii) general economic, stock and credit market conditions.

Any of these events could result in a decline in the price of the Shares during and after the Rights Issue.

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**PART 2: IDENTITY OF DIRECTORS, ADVISERS AND AGENTS**

---

**Directors****1. Provide the names and addresses of each of the directors or equivalent persons of the Company.**

---

<b>Name of Director</b>	<b>Address</b>
Eka Dharmajanto Kasih	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591
Riko Setyabudhy Handoko	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591
Michael Joseph Sampoerna	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591
Ng Cher Yan	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591
Sim Idrus Munandar	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591
Ito Sumardi	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591
Hadi Daryanto	c/o 7500A Beach Road #08-305/307 The Plaza Singapore 199591

---

**Advisers****2. Provide the names and addresses of —**

- (a) the issue manager to the offer, if any;**
  - (b) the underwriter to the offer, if any; and**
  - (c) the legal adviser for or in relation to the offer, if any.**
- 

Issue Manager : None

Underwriter : None. The Rights Issue is not underwritten.

Legal Adviser : Dentons Rodyk & Davidson LLP  
80 Raffles Place  
#33-00 UOB Plaza 1  
Singapore 048624

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**Registrars and Agents**

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities or securities-based derivatives contracts being offered, where applicable.

---

	<b>Name</b>	<b>Address</b>
Share Registrar:	Boardroom Corporate & Advisory Services Pte. Ltd.	1 Harbourfront Avenue Keppel Bay Tower, #14-07 Singapore 098632
Transfer Agent:	Not applicable	Not applicable
Receiving Bankers:	Oversea-Chinese Banking Corporation Limited	65 Chulia Street #09-00 OCBC Centre Singapore 049513



---

# SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

## PART 3: OFFER STATISTICS AND TIMETABLE

---

### Offer Statistics

1. For each method of offer, state the number of the securities or securities-based derivatives contracts being offered.

---

Method of Offer	: Renounceable non-underwritten rights issue of Rights Shares
Basis of allotment	: Three (3) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
Rights Issue	: Based on the Existing Share Capital of the Company of 2,408,171,095 Shares as at the Latest Practicable Date, up to 7,224,513,285 Rights Shares will be issued under the Rights Issue

---

### Method and Timetable

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to —
- (a) the offer procedure; and
  - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.

---

Please see paragraphs 3 to 7 below.

---

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgment of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.

---

Details of the offer procedure for the Rights Issue are set out below:

Offer Period	: Please refer to the section entitled “Expected Timetable of Key Events” in this Offer Information Statement
Basis of Provisional Allotment	: Three (3) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded
Name and address of person to whom purchase or subscription applications submitted	: The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of applications submitted the provisional allotments of the Rights Shares and for the applications for Excess Rights Shares, including the modes of acceptance or application and payment are contained in Appendices I, II and III to this Offer Information Statement and in the ARE, the ARS and the PAL

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

Circumstances under which : As at the Latest Practicable Date, the Company does not expect the timetable under the the offer period may be modified section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may, with the approval of the SGX-ST, modify the timetable subject to any limitations under any applicable laws. In that event, the Company will publicly announce the changes to the timetable through a SGXNET announcement to be posted on the Internet at the SGX-ST’s website <http://www.sgx.com>

---

**4. State the method and time limit for paying up for the securities or securities-based derivatives contracts and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.**

---

The Rights Shares will be payable in full upon acceptance and/or application. Details of the methods of payment for the Rights Shares are contained in Appendices I, II and III to this Offer Information Statement and the ARE, ARS and PAL.

Please also refer to the section entitled “**Expected Timetable of Key Events**” for the last time and date for payment for the Rights Shares and, if applicable, Excess Rights Shares.

---

**5. State, where applicable, the methods of and time limits for:-**

- (a) **the delivery of the documents evidencing title to the securities or securities-based derivatives contracts being offered (including temporary documents of title, if applicable) to subscriber or purchasers; and**
  - (b) **the book-entry transfers of the securities or securities-based derivatives contracts being offered in favour of subscriber or purchaser.**
- 

The Rights Shares will be provisionally allotted to the Entitled Shareholders crediting the Rights to Entitled Depositors so that the Rights are available for trading on or around 12 December 2023 or through the despatch of the relevant PALs to the Entitled Scripholders, based on their respective shareholdings in the Company as at the Record Date.

In the case of Entitled Scripholders and their renounees with valid acceptances and successful applications for Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, share certificate(s) representing such number of Rights Shares will be sent to such Entitled Scripholders by registered post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

In the case of Entitled Depositors and Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the relevant form comprised in the PAL) with valid acceptances and successful applications for Rights Shares, share certificates representing such number of Rights Shares will be sent to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send a notification letter to the relevant subscribers stating the number of Rights Shares credited to their Securities Accounts.

Please refer to Appendices I, II and III to this Offer Information Statement and the ARE, the ARS and the PAL for further details.

---

**6. In the case of any pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.**

---

Not applicable. None of the Shareholders has pre-emptive rights to subscribe for the Rights Shares.

---

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

7. Provide a full description of the manner in which results of the allotment or allocation of the securities or securities-based derivatives contracts are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).
- 

### Results of the Rights Issue

As soon as practicable after the Closing Date, the Company will announce the results of the Rights Issue through a SGXNET announcement which will be posted at the SGX-ST website <http://www.sgx.com>.

### Manner of Refund

When any acceptance for Rights Shares and/or excess application is invalid or unsuccessful, the amount paid on acceptance and/or application will be returned or refunded to such applicants without interest or any share of revenue or other benefit arising therefrom within three (3) Market Days after the commencement of trading of the Rights Shares, by any one or a combination of the following:

- (i) in respect of Entitled Depositors, by crediting their accounts with the relevant Participating Banks at their own risk (if they accept by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service), the receipt by such bank being a good discharge to the Company and CDP of their obligations (if any) or by crediting their designated bank account via CDP's Direct Crediting Service ("DCS") at their own risk; in the event they are not subscribed to CDP's DCS, any moneys to be paid shall be credited to their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) at their own risk or in such other manner as they may have agreed with CDP for the payment of any cash distributions; or
- (ii) in respect of Entitled Scripholders, by means of a crossed cheque drawn on a bank in Singapore and sent to them by ordinary post and at their own risk to their mailing addresses in Singapore as maintained with the Share Registrar.

Please refer to Appendices I, II and III to this Offer Information Statement for details of refunding excess amounts paid by applicants.

---

---

# SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

## PART 4: KEY INFORMATION

---

### Use of Proceeds from Offer and Expenses Incurred

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.
- 

Please see paragraphs 2 to 7 below.

---

2. **Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.**
- 

In the event of the Maximum Subscription Scenario, the Rights Issue, based on the Existing Share Capital and the Issue Price, will raise approximately S\$21.7 million and the Net Proceeds, after deducting estimated costs and expenses of S\$0.2 million relating to the Rights Issue, is approximately S\$21.5 million.

In the event of the Minimum Subscription Scenario, the Rights Issue, based on the Existing Share Capital and the Issue Price, will raise approximately S\$13.7 million and the estimated Net Proceeds, after deducting estimated costs and expenses of S\$0.2 million relating to the Rights Issue, is approximately S\$13.5 million.

All Net Proceeds from the Rights Issue will go to the Company for allocation to the principal intended uses set out in paragraph 3 of Part 4 of this Offer Information Statement.

---

3. **Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities or securities-based derivatives contracts.**
- 

Whilst the Company has been exploring various means of fundraising including external borrowings and debt instruments, the rising interest rate environment and the creation of security interests for bank borrowings has the Company favouring an equity fundraising as the most optimal and equitable form of fundraising. The Company has not undertaken any equity fund raising exercise in the past 12 months, and is undertaking the proposed Rights Issue to strengthen the financial position and capital base of the Group. In view of the current financial circumstances and the Group's order book, the Company believes that the Net Proceeds from the proposed Rights Issue will strengthen the Company's balance sheet, for which a stronger financial position will provide financial flexibility for the Group and also allow the Group to seize opportunities for business growth and expansion in a timely manner and as and when the opportunities arise.

In addition, the Rights Issue will also provide existing Shareholders who are confident of the future prospects of the Company with an opportunity to invest in new equity in the Company.

Based on the Existing Share Capital and assuming that all the Entitled Shareholders subscribe in full for their *pro rata* Rights Shares (entitlements *pro rata vis-à-vis* all other Shareholders) under the Rights Issue, 7,224,513,285 Rights Shares will be issued under the Rights Issue, in the event of the Maximum Subscription Scenario.

Based on the Existing Share Capital and assuming: (a) none of the Entitled Shareholders (excluding the Undertaking Shareholder) subscribe for their *pro rata* entitlements of Rights Shares; and (b) only the Undertaking Shareholder subscribes for its *pro rata* entitlement of 4,562,019,045 Rights Shares (entitlement *pro rata vis-à-vis* all other Shareholders), up to 4,562,019,045 Rights Shares will be issued under the Rights Issue, in the event of the Minimum Subscription Scenario.

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

In the event of the Maximum Subscription Scenario, the Rights Issue, based on the Existing Share Capital and the Issue Price, will raise approximately S\$21.7 million and the estimated Net Proceeds, after deducting estimated costs and expenses of S\$0.2 million relating to the Rights, is approximately S\$21.5 million.

In the event of the Minimum Subscription Scenario, the Rights Issue, based on the Existing Share Capital and the Issue Price will raise approximately S\$13.7 million and the estimated Net Proceeds, after deducting estimated costs and expenses of S\$0.2 million relating to the Rights Issue, is approximately S\$13.5 million.

The Company intends to use the Net Proceeds for general working capital purposes which includes, but not limited to, operating costs of the Group, payment of professional fees, payment of trade-related debts, and payment of staff salaries. The Company envisages more cash to be utilised for its operating activities as the Group is in its recovery and business expansion phase.

Use of Net Proceeds	Maximum Subscription Scenario		Minimum Subscription Scenario	
	Amount (\$ million)	Percentage of Net Proceeds (%)	Amount (\$ million)	Percentage of Net Proceeds (%)
General working capital purposes	S\$21.5 million	100%	S\$13.5 million	100%
<b>Total</b>	<b>S\$21.5 million</b>	<b>100%</b>	<b>S\$13.5 million</b>	<b>100%</b>

Pursuant to Rules 704(30) and 1207(20) of the Listing Manual, the Company will make periodic announcements on the utilisation of the proceeds from the Rights Issue via SGXNET, as and when the funds from the Rights Issue are materially disbursed whether such a use is in accordance with the stated use and in accordance with the percentage allocated and provide a status report in the Company's annual reports on the use of proceeds from the Rights Issue, and where there is any material deviation from the stated use of the proceeds from the Rights Issue, to announce the reasons for such deviation. Where the proceeds from the Rights Issue are used for general working capital purposes, the Company will disclose a breakdown with specific details on the use of the proceeds for working capital in the Company's announcement(s) and in the Company's annual reports.

Pending the deployment of the proceeds raised from the Rights Issue for the use(s) mentioned above, the proceeds may be placed as deposits with financial institutions, or invested in short-term money market or debt instruments, or for any other purposes on a short-term basis as the Directors may deem fit in the interests of the Group.

The Rights Issue will not be underwritten. In the reasonable opinion of the Directors, there is no minimum amount which must be raised from the Rights Issue. After taking into consideration the aforementioned, the Irrevocable Undertaking given by the Undertaking Shareholder and the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Directors have decided that it is not feasible nor practical for the Rights Issue to be underwritten by a financial institution.

The Directors are of the opinion that, after taking into account the Group's present bank facilities, internal resources and operating cash flows, the working capital available to the Group is sufficient to meet its present requirements.

As disclosed in the Company's response to the SGX-ST's query 6 on its results announcement for 1H2023 dated 21 September 2023, the Board believes that:

- a) the Net Proceeds from the Rights Issue will strengthen the Company's financial position and provide the financial flexibility to seize opportunities for business growth.
- b) the Company and the Group have the ability to operate as a going concern due to the following:
  - 1) Sampoerna's continued support of the Group by participating in the Rights Issue, showing its confidence and optimism about the future prospect of the Group;
  - 2) lenders' continued support of the Group as there is no loans repayment default and the Group has been servicing the repayments of the loan principal and its interest as and when they fall due and utilisation of borrowing facilities continues as usual, as of 11 August 2023 when the Company announced its half year results and also as at the date of the said announcement;
  - 3) the Group expects to complete the construction of the factory buildings and infrastructures for Mangole project in the second half of 2023, along with the installation of some machineries needed for production and expects that the Mangole project will commence production and increase the Group's production capacity for high quality Plywood and certified Wood Pellet at a lower production cost due to the ample supply of wood and the adoption of the latest production machineries and equipment;

## **SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

- 4) as the pandemic subsides and supply chains begin to stabilize, the Group will be able to reduce the freight costs due to the decrease in container costs as shortages of shipping containers ease;
  - 5) to improve the performance and liquidity, the Board is exploring other options to raise additional funding through disposal of non-core assets and will continue to monitor the situation and may undertake these actions as and when necessary;
- c) the Company will continue to improve its operating performance and generate sufficient cash flows from its operations to meet the working capital requirements, and will negotiate with the lenders to reduce the financial covenant ratios requirement, upon the completion of the Rights Issue; and
- d) the Group will have sufficient working capital to pay its debts as and when they fall due, and the lenders will continue to support the Group and are not aware of any adverse circumstances that might cause the Group's bank facilities to be withdrawn. Although PT Sumber Graha Sejahtera, a subsidiary of the Company, is still in breach of the financial covenant ratios requirement, and prompting a thorough review of the financial stability, four major lenders (PT Bank OCBC NISP Tbk, PT Bank Mandiri Tbk, PT Bank Central Asia Tbk, and PT Bank Capital Tbk) have rolled over short-term borrowing facilities up to 2024, demonstrating not only their confidence in the Group's ability to rectify the financial situation, but also their long-term commitment to support the Group's growth and success in a volatile business environment.

As at 30 June 2023, PT Sumber Graha Sejahtera had breached certain clauses relating to financial covenant ratios under the following loan agreements:

- (a) Clause 5 of the Loan Facilities Agreement between PT Bank OCBC NISP Tbk and PT Sumber Graha Sejahtera dated 29 April 2020, requiring a group of subsidiaries to maintain liquidity, gearing, solvency and loan to value ratios;
- (b) Clause 13 of the Loan Facilities Agreement between PT Bank Central Asia Tbk and PT Sumber Graha Sejahtera dated 16 June 2021, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios;
- (c) Clause 17 of the Investment Loans Facilities Agreement between PT Bank Mandiri Tbk and PT Sumber Graha Sejahtera dated 9 September 2021 and Clause 17 of the Working Capital Loans Facilities Agreement dated 9 September 2021, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios, and to maintain positive net worth;
- (d) Clause 10 of the Loan Facilities Agreement between PT Bank Woori Saudara Indonesia 1906 Tbk and PT Sumber Graha Sejahtera dated 29 September 2021, requiring a group of subsidiaries to maintain solvency and loan to value ratios;
- (e) Clause 9 of the Loan Facilities Agreement between PT Bank Capital Tbk and PT Sumber Graha Sejahtera dated 19 April 2022, requiring a group of subsidiaries to maintain gearing and solvency ratios;
- (f) Clause 10 of the Loan Facilities Agreement between PT Bank UOB Indonesia and PT Sumber Graha Sejahtera dated 28 November 2022, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios; and
- (g) Clause 7 of the Loan Facilities Agreement between PT Bank CTBC Indonesia and PT Sumber Graha Sejahtera dated 8 May 2023, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios.

The loans are used for capital expenditures, general working capital purposes, pre-shipment financing, post import financing non letter of credit or trade purchase financing, and foreign exchange lines.

The lenders have granted PT Sumber Graha Sejahtera waivers of having to comply with such covenant ratios up to 31 December 2022. However, the lenders have yet to issue waivers for the breaches after 31 December 2022. Notwithstanding this, the Board is not aware of any legal and/or financial implications on the breach of the financial covenants ratios since the breaches are technical in nature and PT Sumber Graha Sejahtera has been servicing the repayments of the loan principal and its interest as and when they fall due and the utilisation of the borrowing facilities continues as usual as at the Latest Practicable Date.



## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

Notwithstanding the present sufficiency of working capital, the Company has decided to undertake the Rights Issue with the objective of strengthening its financial position, enlarging its capital base and further enhancing the financial flexibility of the Group. The Rights Issue will also provide the Shareholders with an opportunity to participate in the growth and expansion of the Group's business and also to maintain their *pro rata* equity interests in the Company by accepting their *pro rata* entitlements to the Rights Issue, as well as applying for Excess Rights Shares at the Issue Price.

The Directors are of the opinion that barring any unforeseen circumstances, and after taking into account the Group's balance cash and cash equivalents and the Net Proceeds (in the event of the Minimum Subscription Scenario) the working capital available to the Group is sufficient to meet the Group's present requirements for the next 12 months.

4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

In the event of the Maximum Subscription Scenario, the Rights Issue, based on the Existing Share Capital and the Issue Price, will raise approximately S\$21.7 million and the estimated Net Proceeds, after deducting estimated costs and expenses of S\$0.2 million relating to the Rights, is approximately S\$21.5 million.

In the event of the Minimum Subscription Scenario, the Rights Issue, based on the Existing Share Capital and the Issue Price will raise approximately S\$13.7 million and the estimated Net Proceeds, after deducting estimated costs and expenses of S\$0.2 million relating to the Rights Issue, is approximately S\$13.5 million.

All proceeds from the Rights Issue will be received by the Company.

The Company intends to use the proceeds raised from the Rights Issue in the Minimum Subscription Scenario and Maximum Subscription Scenario in the following manner:

### Maximum Subscription Scenario

<b>Use of proceeds</b>	<b>Estimated amount (S\$'000)</b>	<b>Estimated amount for each dollar of gross proceeds from the issue of the Rights Shares (S\$)</b>	<b>As a percentage of gross proceeds raised from the Rights Issue (%)</b>
<b>Gross Proceeds</b>	S\$21.7 million	1.00	100%
Estimated costs and expenses incurred in connection with the Rights Issue	S\$0.2 million	0.01	0.92%
<b>Net Proceeds</b>			
General working capital purposes	S\$21.5 million	0.99	99.08%

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

Minimum Subscription Scenario

<b>Use of proceeds</b>	<b>Estimated amount (\$'000)</b>	<b>Estimated amount for each dollar of gross proceeds from the issue of the Rights Shares (\$)</b>	<b>As a percentage of gross proceeds raised from the Rights Issue (%)</b>
<b>Gross Proceeds</b>	S\$13.7 million	1.00	100%
Estimated costs and expenses incurred in connection with the Rights Issue	S\$0.2 million	0.01	1.46%
<b>Net Proceeds</b>			
General working capital purposes	S\$13.5 million	0.99	98.54%

5. **If any material part of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset, business or entity, briefly describe the asset, business or entity and state its purchase price. Provide information on the status of the acquisition and the estimated completion date. Where funds have already been expended for the acquisition, state the amount that has been paid by the relevant entity, or, if the relevant entity is the holding company or holding entity of a group, the amount that has been paid by the relevant entity or any other entity in the group as at the latest practicable date. If the asset, business or entity has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined and whether the acquisition is on an arm's length basis.**

Not applicable. The Net Proceeds from the Rights Issue will not be used, directly or indirectly, to acquire or refinance the acquisition of an asset, business or entity.

6. **If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.**

Not applicable. No proceeds from the Rights Issue will be utilised to discharge, reduce or retire the indebtedness of the Company.

7. **In the section containing the information mentioned in paragraphs 2 to 6 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters, or other placement or selling agents in relation to the offer, and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.**

Not applicable. The Rights Issue is not underwritten and no underwriters, placement or selling agents have been appointed in relation to the Rights Issue.

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**Information on the Relevant Entity****8. Provide the following information:**

- (a) **the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office), and the email address of the relevant entity or a representative of the relevant entity;**

---

Registered Office and Principal Place of Business	:	7500A Beach Road #08-305/307 The Plaza Singapore 199591
Telephone Number	:	+65 6298 2189
Facsimile Number	:	+65 6298 2187
Email Address	:	SamkoTimber.RightsIssue@Sampoernakayoe.co.id

---

- (b) **the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;**

---

The Group is a vertically integrated wood resource processor which is supported by 31,900 hectares of industrial forest plantation in Maluku, and operates six timber processing plants, 11 satellite veneer plants and a chemical glue facility across Java, Sumatra and Sulawesi with an annual production capacity of 900,000m<sup>3</sup>.

The Group produces various sizes and grades of processed wood products which comprise principally of primary processed wood products such as primary plywood, laminated veneer lumber and piano parts. The Group also produces a wide range of secondary processed wood products such as processed plywood, truck body components and solid wood moldings. Its products also include several types and grades of chemical glues primarily used in the manufacture of its processed wood products. The Group's products are sold to customers in 33 countries across the world, including in the Asia Pacific region, Europe, the Middle East and the United States.

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

The principal activities of the Company are investment holding and general wholesale trade. As at the Latest Practicable Date, the subsidiaries of the Company and their principal activities are as follows:

Name of company	Country of incorporation	Percentage of effective equity interest held by the Company (%)	Principal activities
<b><u>Held by the Company</u></b>			
PT Sumber Graha Sejahtera	Indonesia	100	Production of plywood, laminated veneer lumber wood panels and wood based furniture
Samko Trading Pte. Ltd.	Singapore	100	Production of plywood, laminated veneer lumber wood panels and wood based furniture
Samko Forestry Pte. Ltd.	Singapore	100	Investment holding
Bioforest Pte. Ltd.	Singapore	100	Investment holding
<b><u>Held by Samko Trading Pte. Ltd.</u></b>			
PT Anugrah Karunia Alam	Indonesia	100	Wholesale of plywood, sawn timber, logs and related products
PT Alam Raya Makmur	Indonesia	100	Wholesale of plywood, sawn timber, logs and related products
<b><u>Held by PT Sumber Graha Sejahtera and Samko Trading Pte Ltd</u></b>			
PT Sempurna Graha Abadi	Indonesia	100	Investment holding
<b><u>Held by PT Sempurna Graha Abad</u></b>			
PT Sumber Graha Maluku	Indonesia	51	Investment holding
<b><u>Held by PT Sumber Graha Maluku</u></b>			
PT Mangole Timber Producers	Indonesia	51	Production of plywood and wood-based furniture
PT Kirana Cakrawala	Indonesia	51	Production of plywood and wood-based furniture
PT Kalpika Wanatama	Indonesia	51	Production of plywood and wood-based furniture
PT Bina Mahoni Utama	Indonesia	51	Production of plywood and wood-based furniture
PT. Wiranusa Trisatrya	Indonesia	51	Production of plywood and wood-based furniture

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

- (c) the general development of the business from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since -
- (i) the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or
  - (ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;

---

### General developments in FY2020

The Group announced on 20 September 2019 that PT Sumber Graha Sejahtera (“**PT SGS**”), a wholly-owned subsidiary of the Company, had on 16 September 2019 entered into a share subscription agreement (“**Subscription Agreement**”) with PT Barito Wanabinar Indonesia (“**PT BWI**”), a subsidiary of PT Barito Pacific Tbk, and PT Sumber Graha Maluku (“**PT SGM**”). Pursuant to the Subscription Agreement, PT SGS had nominated PT Sempurna Graha Abadi (“**PT SGA**”), a subsidiary of the Company, to subscribe for 400,834 series A shares (“**Subscription Shares**”) in the capital of PT SGM (“**Subscription Transaction**”), representing 51% of the total issued and paid-up share capital of PT SGM. In connection with the Subscription, PT SGA had also entered into the Shareholders Agreement with PT BWI and PT SGM, to regulate the respective rights and obligations of PT SGA and PT BWI *inter se*, as shareholders of PT SGM, as well as the affairs of PT SGM in relation to the business through PT SGM.

The Subscription Transaction had been approved by the shareholders of the Company in an Extraordinary General Meeting held on 16 December 2019.

Under the Subscription Agreement, completion was to take place within five (5) business days after all completion conditions have been satisfied or waived by PT SGS, or such other date as may be agreed upon in writing by the parties to the Subscription Agreement, and in any event no later than 30 January 2020. On 18 February 2020, the Group announced that PT SGS, PT BWI and PT SGA have on 18 February 2020, entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which it was mutually agreed that completion shall instead take place no later than 30 April 2020.

On 12 March 2020, the Group announced that it had completed the Subscription Transaction for a total consideration of Rp294,613 million, fully paid in cash. As a consequence of the Subscription Transaction, PT SGM and its subsidiaries, namely, PT Kirana Cakrawala, PT Kalpika Wanatama, PT Bina Mahoni Utama, PT Mangole Timber Producers (“**PT MTP**”), and PT Wiranusa Trisatya (collectively, the “**PT SGM Subsidiaries**”), became subsidiaries of the Group.

PT SGM is a special purpose vehicle established by PT BWI to hold certain assets (the “**Assets**”) through PT SGM’s wholly owned subsidiaries. The Assets includes, *inter alia*, industrial forest plantations, plywood factories, forestry concession right of approximately 59,138 hectares in Maluku Province, Indonesia. The PT SGM Subsidiaries, which are maintaining the Assets, are not in operation. The Subscription Transaction provides the Group with the opportunity to enhance its capability in providing a better log source to supply the materials for plywood and new wood business.

On 21 December 2020, the Group announced that PT Alam Raya Makmur (“**PT ARM**”), a subsidiary of the Company, the issuance and private placement of Medium Term Notes (“**Placement**”) to potential corporate and individual investors, the terms of which are as follows:

Name	: MEDIUM TERM NOTES ALAM RAYA MAKMUR TAHUN 2020
Principal Amount	: US\$20,000,000 (Maximum) – available in US\$ and IDR
Term	: 3 Years
Interest	: 8.5% per annum (if issued in US\$) and 13% per annum (if issued in IDR)
Interest Payment	: Quarterly
Purpose	: Working Capital
Selling Agent / Trustee	: PT Pacific 2000 Sekuritas

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

On 28 December 2020, the Group had announced that PT ARM had issued Medium Term Notes in the amount of US\$3 million and IDR 30 billion, pursuant to the Placement to certain Indonesian corporate and individual investors.

In FY2020, the Group had also successfully attained certification from the Forest Stewardship Council (“FSC”) in respect of its largest plant, located in Jombang, East Java, in addition to the FSC certification in respect of its plant, located in Jambi, which has been obtained in 2019.

### General developments in FY2021

Pursuant to the Subscription Agreement and Shareholders’ Agreement dated 19 September 2019 together with the Supplemental Agreement dated 18 February 2020 entered into among PT SGA, PT BWI and PT SGM, PT SGM and the PT SGM Subsidiaries will conduct and develop the business activities in the forestry and/or plywood industry in Indonesia through the development and management of the Assets.

Accordingly, in accordance with an approved business plan and following the asset acquisition in PT SGM for the project in the North Maluku Province on 12 March 2020 (the “Mangole Project”), PT SGM and the PT SGM Subsidiaries have started the construction (refurbishment) of the plywood factory buildings and infrastructures, along with the procurement of some new machineries needed for production.

The Mangole Project is a fully integrated plywood production facility, which encompasses the forest concessions, as well as a manufacturing plant. The Mangole Project places a key emphasis on minimizing waste as waste from the plywood manufacturing process will be utilized to produce wood pellets, a form of biofuels made from processed wood fibre. Manpower is to be sourced primarily from the local community, hence, providing employment opportunities in the island of Mangole, as well as the surrounding vicinity in Eastern Indonesia. The objective and goal of the Mangole Project is primarily for the expansion of the Group’s production capacity and access to the Group’s own logs supply and forestry operations. The construction of factory infrastructure is expected to be completed by end of 2022 followed by production in the last quarter of 2023. This includes the production facilities, employee accommodation, as well as the jetty for the shipment of our finished goods (plywood and wood pellet).

PT SGM and the PT SGM Subsidiaries have acquired assets amounting to Rp94 billion during FY2021, consisting mainly of assets for the production facilities of Rp88 billion and new machineries of Rp6 billion required for the Mangole Project. Production is expected to commence in the last quarter of 2023. The Government of Indonesia had also showed its support for the Group’s expansion. In May 2021, PT MTP, a subsidiary of PT SGM, had obtained a tax-free holiday from the Government for 100% of its corporate income tax for seven (7) years with the condition that PT MTP achieves certain level of new capital investments.

PT SGM and the PT SGM Subsidiaries, had on 26 August 2021 entered into a facility agreement with PT Bank OCBC NISP Tbk to obtain a US\$75 million credit facility to support the capital expenditure for the Mangole Project of US\$81.5 Million.

As part of the Group’s continued commitment towards sustainability, the Group had successfully attained FSC and Chain of Custody certification for its biggest plywood mills, located in Jambi, Jombang and Salatiga. The Group committed to build the future of responsible forestry by expanding the implementation of best management practices for its Group-managed farmers community, working with more smallholder farmers to obtain FSC Small and Low Intensity Managed Forest certification. The Group had also added 242 hectares and 106 hectares certified areas respectively in Jambi and Jombang, with a total of 706 community forest farmers under the Group’s forestry program. The Group were also in the process of obtaining international sustainable forest management certification for its timber plantation with total of 11,780 hectares. In FY2021, the Group became the first plywood company invited to present its sustainability and decarbonization roadmap in COP26 UNFCCC, held in Glasgow, United Kingdom.

The Group had also implemented the installation of its pioneer solar PV project in Jombang, with a capacity of 1.7 MWp, which was to be gradually rolled out to our mills across Indonesia in the Group’s drive towards clean and renewable energy. These initiatives by the Group are in line with the Nationally Determined Contribution (“NDC”) of Indonesia, which sets out the Government’s vision to expedite transformational changes towards a low carbon economy and climate resilience development.

### General developments in FY2022

There were no material changes to the affairs of the Group in FY2022, save for the following key developments under the Mangole Project:

- (a) construction of factory infrastructure had reached approximately 20% completion as of March 2022;
- (b) an agreement has been signed for the installation and operations of solar panels, with a capacity of 12 megawatts; and



## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

- (c) main machineries have been selected and purchased and is currently in fabrication process by suppliers across the globe.

### General developments in 1H2023

There were no material changes to the affairs of the Group in 1H2023.

### Material changes between 1H2023 and the Latest Practicable Date

Save as disclosed in this Offer Information Statement and in public announcements released by the Company, there has been no material change to the affairs of the Group during the period from 1H2023 to the Latest Practicable Date.

- (d) **the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing —**
- (i) **in the case of the equity capital, the issued capital; or**
- (ii) **in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;**

As at the Latest Practicable Date, the equity capital and loan capital of the Company are as follows:

Issued and paid-up capital	:	Rp545,713 million divided into 2,408,171,095 Shares
Number of treasury shares	:	Nil
Loan capital	:	Nil

- (e) **where —**
- (i) **the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or**
- (ii) **the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;**

As at the Latest Practicable Date, the interests of the Substantial Shareholders of the Company, based on information recorded in the Register of Substantial Shareholders maintained by the Company are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Riko Setyabudhy Handoko	38,056,990	1.58	-	-
<b>Substantial Shareholders</b>				
Sampoerna Forestry Limited	1,520,673,015	63.15	-	-
First Fortuna Holdings Pte Ltd	150,597,000	6.25	-	-

### Notes:

- (1) Based on the Existing Share Capital as at the Latest Practicable Date.

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

- (f) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgment of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;

---

As at the Latest Practicable Date, the Directors are not aware of any legal or arbitration proceedings to which the Company or any of its subsidiaries is a party, including those which are pending or known to be contemplated, which may have or would have had in the 12 months prior to the date of lodgment of this Offer Information Statement, a material effect on the financial position or profitability of the Group.

- (g) Where any securities, securities-based derivatives contracts or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date —
- (i) if the securities, securities-based derivatives contracts or equity interests have been issued for cash, state the prices at which the securities or securitiesbased derivatives contracts have been issued and the number of securities, securitiesbased derivatives contracts or equity interests issued at each price; or
- (ii) if the securities, securitiesbased derivatives contracts or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities, securitiesbased derivatives contracts or equity interests; and

---

The Company has not issued any securities or equity interests for cash or for services within the 12 months immediately preceding the Latest Practicable Date.

- (h) A summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgment of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.

---

The Group has not entered into any material contract (not being contracts entered into in the ordinary course of business), within the two (2) preceding years before the lodgment of this Offer Information Statement.

# SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

## PART 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

### Operating Results

#### 1. Provide selected data from

- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and
- (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.

Noted.

#### 2. The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items:

- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;
- (b) earnings or loss per share; and
- (c) earnings or loss per share, after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

The consolidated income statements of the Group for FY2020, FY2021, FY2022, 1H2022 and 1H2023 are as follows:

	Audited FY2020 Rp'million	Audited FY2021 Rp'million	Audited FY2022 Rp'million	Unaudited 1H2022 Rp'million	Unaudited 1H2023 Rp'million
Revenue	3,194,734	3,943,162	3,618,477	2,158,965	1,303,079
Cost of sales	(2,709,897)	(3,216,870)	(3,015,055)	(1,760,007)	(1,247,247)
<b>Gross profit</b>	484,837	726,292	603,422	398,958	55,832
Other income (expenses)	95,620	10,036	(79,942)	(9,956)	57,519
Selling expenses	(162,340)	(268,478)	(291,675)	(155,427)	(88,148)
General and administrative expenses	(325,661)	(322,987)	(289,757)	(160,771)	(160,509)
Finance cost	(110,281)	(123,253)	(155,543)	(64,648)	(89,895)
<b>Profit (Loss) before income tax</b>	(17,825)	21,610	(213,495)	8,156	(225,201)
Income tax (expense) credit	(19,076)	(21,676)	(38,928)	(4,914)	(6,900)
<b>Profit (Loss) for the year attributable to equity holders of the Company<sup>(1)</sup></b>	(36,901)	(66)	(252,423)	3,242	(232,101)

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**Basic Earnings per share before the Rights Issue<sup>(1)</sup>**

Basic earnings (loss) per share (cents)	(39)	(3)	(105)	2	(103)
Diluted earnings (loss) per share (cents)	(39)	(3)	(105)	2	(103)
Gross dividends declared per share (cents)	-	-	-	-	-

**Basic Earnings per share after the Rights Issue<sup>(2)</sup>****Profit per share after adjusting for the Rights Issue**

Basic earnings (loss) per share (cents)	(10)	(1)	(26)	-	(26)
Diluted earnings (loss) per share (cents)	(10)	(1)	(26)	-	(26)
Gross dividends declared per share (cents)	-	-	-	-	-

**Notes:**

- (1) Calculated based on weighted average number of Shares in issue of 2,408,171,095 shares in FY2020, FY2021, FY2022, 1H2022 and 1H2023 respectively.
- (2) Based on the assumption that: (a) the Right Issue is completed at the beginning of the respective periods; and (b) that up to 7,224,513,285 Rights Shares are fully subscribed.

---

**3. Despite paragraph 1 of this Part, where —**

- (a) **unaudited financial statements of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the unaudited consolidated financial statements of the relevant entity or unaudited combined financial statements of the group, have been published in respect of the most recently completed financial year; and**
- (b) **the audited financial statements for that year are unavailable,**

**the data mentioned in paragraph 1 of this Part in respect of the most recently completed financial year may be provided from such unaudited financial statements, if the directors or equivalent persons of the relevant entity include a statement in the offer information statement that to the best of their knowledge, they are not aware of any reason which could cause the unaudited financial statements to be significantly different from the audited financial statements for the most recently completed financial year.**

---

Not applicable.

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

### 4. In respect of —

- (a) each financial year (being one of the 3 most recently completed financial years) for which financial statements have been published; and
- (b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

---

### FY2021 vs FY2020

#### *Revenue*

The Group's sales revenue was significantly higher by 23% from Rp3,195 billion in FY2020 to Rp3,943 billion in FY2021, mainly due to the export sales which continued to perform well. The increase in export sales was due to continued improvement in both sales volume (improved by 26% in FY2021) and selling prices (improved by 19% in FY2021) amid an improvement in export demand over the period as compared to FY2020.

The Group's domestic sales deteriorated in FY2021 mainly from lower sales volume which decreased by 13% as compared to FY2020, owing to weaker market conditions domestically caused by the COVID-19 pandemic, while the average selling price remained stable for FY2021 as compared to FY2020.

#### *Gross profit*

The Group's gross profit increased by 50% from Rp485 billion in FY2020 to Rp726 billion in FY2021, due mainly to higher sales revenue from export markets as stated above.

#### *Other income (expenses)*

The Group's other income in FY2021 was derived mainly from the net gain on change in fair value of biological assets and income from insurance claim, offset by inventories written-off due to fire incidents, net foreign exchange loss and amortisation of land use rights, while in FY2020, other income was mainly due to the net gain on change in fair value of biological assets arising from the acquisition of the PT SGM Subsidiaries, offset by the net foreign exchange losses and workers separation expenses. The strengthening of US Dollar against Rupiah has resulted in unrealised foreign exchange losses due to translation of our US Dollar denominated loans.

#### *Selling expenses*

The Group's selling expenses increased by 65% from Rp162 billion in FY2020 to Rp268 billion in FY2021, due mainly to the increase in the freight costs, which was in line with the increase in the export activities, and significantly higher logistic costs as most industries around the world faced business disruptions due to the COVID-19 pandemic.

#### *General and administrative expenses*

The Group's general and administrative expenses have remained stable, decreasing by 1% from Rp326 billion in FY2020 to Rp323 billion in FY2021, mainly due to the Group's cost cutting measures to counter the increase in staff salaries.

#### *Finance Expenses*

The Group's finance expenses increased by 12% from Rp110 billion in FY2020 to Rp123 billion in FY2021, relating mainly to interest expense, mainly due to higher utilisation of loans for working capital.

#### *Loss for the period*

As a result of the above, the Group reported a net loss of Rp66 million in FY2021 as compared to a net loss of Rp37 billion in FY2020. Throughout the year, the Group's sales revenue significantly improved compared to FY2020, offset by higher selling expenses during the year and lower net gain on change in fair value of biological assets.

## **SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

### **FY2022 vs FY2021**

#### *Revenue*

The Group's revenue was lower by 8% from Rp3,943 billion in FY2021 to Rp3,618 billion in FY2022, mainly due to lower sales volume which decreased by 4% for domestically and 12% for export market for FY2022 versus FY2021, respectively, while the average selling price for both markets for FY2022 versus FY2021 remained relatively stable.

#### *Gross profit*

The Group's gross profit decreased by 17% from Rp726 billion in FY2021 to Rp603 billion in FY2022, due mainly to lower sales volume achieved in FY2022.

#### *Other income (expenses)*

The Group's other expenses in FY2022 are mainly from net foreign exchange losses, offset by the net gain on change in fair value of biological assets and the net gain on disposal of property, plant and equipment. The strengthening of the US Dollar against Rupiah has resulted in unrealised foreign exchange losses due to translation of the Group's US Dollar denominated loans.

#### *Selling expenses*

The Group's selling expenses increased by 9% from Rp268 billion in FY2021 to Rp292 billion in FY2022. The increase of the selling expenses was due mainly to higher logistics costs as a result of global supply chain pressures.

#### *General and administrative expenses*

The Group's general and administrative expenses decreased by 10% from Rp323 billion in FY2021 to Rp290 billion in FY2022, due mainly to the decrease in pension expenses because in FY2022, the Group had adopted a new scheme of employee benefit under the new Labor Law in Indonesia that resulted in the reduction of the post-employment benefits.

#### *Finance Expenses*

The Group's finance expenses increased by 26% from Rp123 billion in FY2021 to Rp155 billion in FY2022, mainly relating to interest expense. The increase was mainly due to drawdown of additional loans and higher interest rate.

#### *Loss for the period*

As a result of the above, the Group reported a net loss of Rp252 billion in FY2022 as compared to a net loss of Rp66 million in FY2021. The Group's overall performance in FY2022 was affected by lower sales volume and lower gross profit particularly in the second half of the year. In addition, the results for FY2022 were also affected mainly by higher interest expenses and net foreign exchange losses during the year, offset by the net gain on change in fair value of biological assets, net gain on disposal of property, plant and equipment, and lower post-employment benefits expense.

### **1H2023 vs 1H2022**

#### *Revenue*

The Group's revenue was lower by 40% from Rp2,159 billion in 1H2022 to Rp1,303 billion in 1H2023, due mainly to the decrease in export sales volume by 41% followed by lower average selling price of 20%, and a slight decrease of 3% and slightly lower average selling price of 3% for the domestic market. Export sales coupled with lower export pricing which caused the decrease in export sales.

#### *Gross profit*

The Group's gross profit decreased by 86% from Rp399 billion in 1H2022 to Rp56 billion in 1H2023, due mainly to lower sales revenue from export market as export sales generally have a higher margin.

#### *Other income (expenses)*

The Group's other income in 1H2023 mainly resulted from the net gain on foreign exchange and the net gain on change in fair value of biological assets, offset by the idle capacity costs incurred during the period, as compared to net foreign exchange losses in 1H2022. The weakening of US Dollar against Rupiah resulted in unrealised foreign exchange gain due to translation of the Group's US Dollar denominated loans.



## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

### *Selling expenses*

The Group's selling expenses decreased by 43% from Rp155 billion in 1H2022 to Rp88 billion in 1H2023, due mainly to the lower export sales and the lower logistics costs as the global supply chain pressures were easing.

### *General and administrative expenses*

The Group's general and administrative expenses have been stable over that of previous periods and decreased by only 1% from Rp161 billion in 1H2022 to Rp160 billion in 1H2023, mainly due to the Group's cost cutting measures to counter the increase in staff salaries.

### *Finance Expenses*

The Group's finance expenses increased by 39% from Rp65 billion in 1H2022 to Rp90 billion in 1H2023, mainly relating to interest expense. The increase was mainly due to drawdown of additional loans for capital expenditure and working capital and higher interest rate.

### *Loss for the period*

As a result of the above, the Group reported a net loss of Rp232 billion in 1H2023 as compared to a net profit of Rp3 billion in 1H2022. The Group's overall performance in 1H2023 was affected mainly by lower sales and gross profit achieved, and higher interest expenses incurred during the period, offset by lower selling expenses, net foreign exchange gain and net gain on change in fair value of biological assets.

## Financial Position

5. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of —
- (a) the most recently completed financial year for which audited financial statements have been published; or
- (b) if interim financial statements have been published for any subsequent period, that period.

The audited consolidated balance sheet of the Group for FY2022 and the unaudited consolidated balance sheet of the Group for 1H2023 are as follows:-

	Audited FY2022 Rp'million	Unaudited 1H2023 Rp'million
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	26,882	108,280
Restricted deposits	25	318
Trade and other receivables	456,934	524,697
Inventories	1,079,883	920,782
Advances to suppliers	341,541	354,817
Prepaid operating expenses	109,470	147,348
<b>Total current assets</b>	<b>2,014,735</b>	<b>2,056,242</b>

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

	Audited FY2022 Rp'million	Unaudited 1H2023 Rp'million
<b>Non-current assets</b>		
Deferred tax assets	89,929	87,552
Land use rights	68,702	66,175
Property, plant and equipment	898,114	1,140,616
Right-of-use assets	86,150	78,828
Biological assets	495,535	516,878
Other non-current assets	35,058	43,840
<b>Total non-current assets</b>	<b>1,673,488</b>	<b>1,933,889</b>
<b>Total assets</b>	<b>3,688,223</b>	<b>3,990,131</b>
<b><u>LIABILITIES AND EQUITY</u></b>		
<b>Current liabilities</b>		
Trade and other payables	757,875	1,000,180
Other liabilities	83,647	90,867
Advances from customers	33,480	82,937
Provision for taxation	3,887	6,455
Derivative financial instruments	2,116	-
Loans and borrowings	1,435,813	1,438,639
Lease liabilities	9,071	10,484
<b>Total current liabilities</b>	<b>2,325,889</b>	<b>2,629,562</b>
<b>Non-current liabilities</b>		
Deferred tax liabilities	70,401	74,921
Post-employment benefits	224,393	215,313
Loans and borrowings	925,897	1,042,233
Lease liabilities	11,157	6,527
Advance from customers	-	105,182
<b>Total non-current liabilities</b>	<b>1,231,848</b>	<b>1,444,176</b>
Capital and reserves		
Share capital	545,713	545,713
Accumulated losses	(1,037,855)	(1,284,698)
Other reserve	303,965	321,106
<b>Total</b>	<b>(188,177)</b>	<b>(417,879)</b>
Non-controlling interests	318,663	334,272
<b>Total equity</b>	<b>130,486</b>	<b>(83,607)</b>
<b>Total liabilities and equity</b>	<b>3,688,223</b>	<b>3,990,131</b>

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

6. The data mentioned in paragraph 5 of this Part must include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and must in addition include the following items:
- (a) number of shares after any adjustment to reflect the sale of new securities or securities-based derivatives contracts;
  - (b) net assets or liabilities per share;
  - (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

For illustrative purposes only, the following is an analysis of the financial effects of the Rights Issue on the NAV of the Group based on the Group's audited consolidated balance sheet as at 31 December 2022 and the unaudited consolidated balance sheet as at 30 June 2023:

	Audited as at 31 December 2022	Unaudited as at 30 June 2023
<b>Before the Rights Issue</b>		
Number of Shares in Issue	2,408,171,095	2,408,171,095
NAV per Share (Rp)	(78)	(174)
NAV attributable to equity holders of the Company before the Rights Issue (Rp'million)	(188,177)	(417,879)
<b>After the Rights Issue<sup>(1)</sup></b>		
<u>Maximum Subscription Scenario</u>		
Number of Shares in Issue	9,632,684,380	9,632,684,380
NAV per Share (Rp)	6	(18)
NAV after adjusting for the Rights Issue (Rp'million)	57,361	(172,341)
<u>Minimum Subscription Scenario</u>		
Number of Shares in Issue	6,970,190,140	6,970,190,140
NAV per Share (Rp)	(5)	(38)
NAV after adjusting for the Rights Issue (Rp'million)	(33,972)	(263,674)

**Note:-**

- (1) Based on the assumption that the Rights Issue is completed at the end of the respective periods and taking into account estimated Net Proceeds for each of the relevant scenarios.

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

**Liquidity and Capital Resources**

7. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of —
- (a) the most recently completed financial year for which financial statements have been published; and
- (b) if interim financial statements have been published for any subsequent period, that period.

The audited consolidated statement of cash flows the Group for FY2022 and the unaudited consolidated statement of cash flows of the Group for 1H2023 are as follows:-

	Audited FY2022 Rp'million	Unaudited 1H2023 Rp'million
<b>Cash flows from operating activities</b>		
<b>Loss before income tax</b>	(213,495)	(225,201)
Adjustments for:		
Interest expenses from loans and borrowings	145,387	86,440
Depreciation of property, plant and equipment	80,161	27,896
Post-employment benefits expense	7,383	20,538
Depreciation related to idle capacity costs	-	7,298
Depreciation of right-of-use assets	16,785	7,148
Amortisation of land use rights	7,203	2,650
Inventories written-down	14,927	1,351
Interest expenses from lease liabilities	1,630	541
Interest income	(259)	(228)
Net gain on disposal of property, plant and equipment	(18,399)	(8,858)
Net gain on change in fair value of biological assets	(52,645)	(20,000)
Net foreign exchange loss (gain)	97,954	(51,401)
Allowance for impairment losses of financial assets, net	9,648	-
Equity-settled performance share plan	185	-
<b>Operating cash flows before changes in working capital</b>	<b>96,465</b>	<b>(151,826)</b>
Trade and other receivables	45,472	(67,629)
Inventories	(251,765)	157,750
Advances to suppliers	45,542	(9,406)
Prepaid operating expenses	3,697	(37,659)
Other non-current assets	4,731	(8,782)
Trade and other payable	209,139	238,190
Other liabilities	(19,699)	7,355
Advance from customers	28,111	154,639
Cash provided by operations	<b>161,693</b>	<b>282,632</b>
Post-employment benefits paid	(16,700)	(22,007)
Income tax refund (paid)	603	(4,320)
<b>Net cash flows provided by operating activities</b>	<b>145,596</b>	<b>256,305</b>

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

	Audited FY2022 Rp'million	Unaudited 1H2023 Rp'million
<b>Cash flows from investing activities</b>		
Proceeds from disposal of property, plant and equipment	23,409	8,888
Purchase of property, plant and equipment	(692,544)	(276,999)
Interest capitalized in property, plant and equipment	(21,136)	-
Additions of biological assets	(8,714)	(1,343)
Additions of land use rights	(12,184)	(123)
Interest received	259	228
<b>Net cash used in investing activities</b>	<b>(710,910)</b>	<b>(269,349)</b>
<b>Cash flows from financing activities</b>		
Proceeds from loans and borrowings	5,526,127	2,888,545
Repayment of loans and borrowings	(4,829,302)	(2,709,764)
Repayment of lease liabilities	(34,198)	(7,275)
Interest paid for loans and borrowings	(110,238)	(75,346)
Interest paid for lease liabilities	(1,630)	(541)
Placement of restricted deposits	(4)	(294)
<b>Net cash generated from financing activities</b>	<b>550,755</b>	<b>95,325</b>
Net increase (decrease) in cash and cash equivalents	(14,559)	82,281
Cash and cash equivalents at beginning of period	39,586	26,882
Effect of currency exchange adjustment	1,855	(883)
<b>Cash and cash equivalents at end of period</b>	<b>26,882</b>	<b>108,280</b>

A review of the cash flow and liquidity of the Group for FY2022 and 1H2023 is set out below:

**FY2022**

In FY2022, the Group generated cash inflow of Rp146 billion from operating activities and Rp551 billion from financing activities, and incurred cash outflow of Rp711 billion from investing activities, respectively. Net cash decreased by Rp14 billion.

*Net cash flows from operating activities*

In FY2022, net cash flows from operating activities of Rp146 billion consisted of operating cash flows before working capital changes of Rp96 billion, net of working capital inflow of Rp65 billion, post-employment benefits paid of Rp16 billion and income tax refund of Rp1 billion.

Net cash flows generated from operations was affected by lower sales and gross profit attained and higher inventory levels, offset by higher trade and other payables.

*Net cash flows used in investing activities*

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

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

### *Net cash flows from financing activities*

Net cash flows from financing activities related mainly to net withdrawals of bank borrowings. The repayments of bank borrowings, lease liabilities, and their interests were in accordance with the repayments schedule.

Overall, cash and cash equivalents of the Group stood at Rp27 billion as at 31 December 2022.

### **1H2023**

In 1H2023, the Group generated cash inflow of Rp256 billion from operating activities and Rp95 billion from financing activities, and incurred cash outflow of Rp269 billion from investing activities, respectively. Net cash increased by Rp82 billion.

### *Net cash flows from operating activities*

In 1H2023, net cash flows from operating activities of Rp256 billion consisted of negative operating cash flows before working capital changes of Rp152 billion, net of working capital inflow of Rp434 billion, post-employment benefits paid of Rp22 billion and income tax paid of Rp4 billion.

Net cash flows generated from operating activities was marginally higher mainly due to advances from customers near the end of the period and better inventories turnover.

### *Net cash flows used in investing activities*

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

### *Net cash flows from financing activities*

Net cash flows from the financing activities related mainly to net withdrawals of bank borrowings. The repayments of bank borrowings, lease liabilities, and their interests were in accordance with the repayments schedule.

Overall, cash and cash equivalents of the Group stood at Rp108 billion as at 30 June 2023.

---

8. **Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgment of the offer information statement, is sufficient for at least the next 12 months and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided. When ascertaining whether working capital is sufficient, any financing facilities which are not available as at the date of lodgment of the prospectus must not be included, but net proceeds from the offer may be taken into account if the offer is fully underwritten. Where the offer is not fully underwritten, minimum net proceeds may be included only if it is an express condition of the offer that minimum net proceeds are to be raised and that the application moneys will be returned to investors if the minimum net proceeds are not raised.**
- 

As at the date of lodgment of this Offer Information Statement, the Directors are of the opinion that barring any unforeseen circumstances, and after taking into account the Group's balance cash and cash equivalents and the Net Proceeds the working capital available to the Group is sufficient to meet the Group's present requirements for the next 12 months.

As disclosed in the Company's response to the SGX-ST's query 6 on its results announcement for 1H2023 dated 21 September 2023, the Board believes that:

- a) the Net Proceeds from the Rights Issue will strengthen the Company's financial position and provide the financial flexibility to seize opportunities for business growth.
- b) the Company and the Group have the ability to operate as a going concern due to the following:
  - 1) Sampoerna's continued support of the Group by participating in the Rights Issue, showing its confidence and optimism about the future prospect of the Group;
  - 2) lenders' continued support of the Group as there is no loans repayment default and the Group has been servicing the repayments of the loan principal and its interest as and when they fall due and utilisation of borrowing facilities continues as usual, as of 11 August 2023 when the Company announced its half year results and also as at the date of the said announcement;



## **SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

- 3) the Group expects to complete the construction of the factory buildings and infrastructures for Mangole project in the second half of 2023, along with the installation of some machineries needed for production and expects that the Mangole project will commence production and increase the Group's production capacity for high quality Plywood and certified Wood Pellet at a lower production cost due to the ample supply of wood and the adoption of the latest production machineries and equipment;
  - 4) as the pandemic subsides and supply chains begin to stabilize, the Group will be able to reduce the freight costs due to the decrease in container costs as shortages of shipping containers ease;
  - 5) to improve the performance and liquidity, the Board is exploring other options to raise additional funding through disposal of non-core assets and will continue to monitor the situation and may undertake these actions as and when necessary;
- c) the Company will continue to improve its operating performance and generate sufficient cash flows from its operations to meet the working capital requirements, and will negotiate with the lenders to reduce the financial covenant ratios requirement, upon the completion of the Rights Issue; and
- d) the Group will have sufficient working capital to pay its debts as and when they fall due, and the lenders will continue to support the Group and are not aware of any adverse circumstances that might cause the Group's bank facilities to be withdrawn. Although PT Sumber Graha Sejahtera, a subsidiary of the Company, is still in breach of the financial covenant ratios requirement, and prompting a thorough review of the financial stability, four major lenders (PT Bank OCBC NISP Tbk, PT Bank Mandiri Tbk, PT Bank Central Asia Tbk, and PT Bank Capital Tbk) have rolled over short-term borrowing facilities up to 2024, demonstrating not only their confidence in the Group's ability to rectify the financial situation, but also their long-term commitment to support the Group's growth and success in a volatile business environment.

As at 30 June 2023, PT Sumber Graha Sejahtera had breached certain clauses relating to financial covenant ratios under the following loan agreements:

- (a) Clause 5 of the Loan Facilities Agreement between PT Bank OCBC NISP Tbk and PT Sumber Graha Sejahtera dated 29 April 2020, requiring a group of subsidiaries to maintain liquidity, gearing, solvency and loan to value ratios;
- (b) Clause 13 of the Loan Facilities Agreement between PT Bank Central Asia Tbk and PT Sumber Graha Sejahtera dated 16 June 2021, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios;
- (c) Clause 17 of the Investment Loans Facilities Agreement between PT Bank Mandiri Tbk and PT Sumber Graha Sejahtera dated 9 September 2021 and Clause 17 of the Working Capital Loans Facilities Agreement dated 9 September 2021, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios, and to maintain positive net worth;
- (d) Clause 10 of the Loan Facilities Agreement between PT Bank Woori Saudara Indonesia 1906 Tbk and PT Sumber Graha Sejahtera dated 29 September 2021, requiring a group of subsidiaries to maintain solvency and loan to value ratios;
- (e) Clause 9 of the Loan Facilities Agreement between PT Bank Capital Tbk and PT Sumber Graha Sejahtera dated 19 April 2022, requiring a group of subsidiaries to maintain gearing and solvency ratios;
- (f) Clause 10 of the Loan Facilities Agreement between PT Bank UOB Indonesia and PT Sumber Graha Sejahtera dated 28 November 2022, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios; and
- (g) Clause 7 of the Loan Facilities Agreement between PT Bank CTBC Indonesia and PT Sumber Graha Sejahtera dated 8 May 2023, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios.

The loans are used for capital expenditures, general working capital purposes, pre-shipment financing, post import financing non letter of credit or trade purchase financing, and foreign exchange lines.

The lenders have granted PT Sumber Graha Sejahtera waivers of having to comply with such covenant ratios up to 31 December 2022. However, the lenders have yet to issue waivers for the breaches after 31 December 2022. Notwithstanding this, the Board is not aware of any legal and/or financial implications on the breach of the financial covenants ratios since the breaches are technical in nature and PT Sumber Graha Sejahtera has been servicing the repayments of the loan principal and its interest as and when they fall due and the utilisation of the borrowing facilities continues as usual as at the Latest Practicable Date.

---

## **SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

The Rights Issue will not be underwritten. In the reasonable opinion of the Directors, there is no minimum amount which must be raised from the Rights Issue. After taking into consideration the aforementioned, the Irrevocable Undertaking given by the Undertaking Shareholder and the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Directors have decided that it is not feasible nor practical for the Rights Issue to be underwritten by a financial institution.

- 
- 9. If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the relevant entity, provide —**
- (a) a statement of that fact;**
  - (b) details of the credit arrangement or bank loan; and**
  - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).**
- 

As at 30 June 2023, PT Sumber Graha Sejahtera had breached certain clauses relating to financial covenant ratios under the following loan agreements:

- (a) Clause 5 of the Loan Facilities Agreement between PT Bank OCBC NISP Tbk and PT Sumber Graha Sejahtera dated 29 April 2020, requiring a group of subsidiaries to maintain liquidity, gearing, solvency and loan to value ratios;
- (b) Clause 13 of the Loan Facilities Agreement between PT Bank Central Asia Tbk and PT Sumber Graha Sejahtera dated 16 June 2021, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios;
- (c) Clause 17 of the Investment Loans Facilities Agreement between PT Bank Mandiri Tbk and PT Sumber Graha Sejahtera dated 9 September 2021 and Clause 17 of the Working Capital Loans Facilities Agreement dated 9 September 2021, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios, and to maintain positive net worth;
- (d) Clause 10 of the Loan Facilities Agreement between PT Bank Woori Saudara Indonesia 1906 Tbk and PT Sumber Graha Sejahtera dated 29 September 2021, requiring a group of subsidiaries to maintain solvency and loan to value ratios;
- (e) Clause 9 of the Loan Facilities Agreement between PT Bank Capital Tbk and PT Sumber Graha Sejahtera dated 19 April 2022, requiring a group of subsidiaries to maintain gearing and solvency ratios;
- (f) Clause 10 of the Loan Facilities Agreement between PT Bank UOB Indonesia and PT Sumber Graha Sejahtera dated 28 November 2022, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios; and
- (g) Clause 7 of the Loan Facilities Agreement between PT Bank CTBC Indonesia and PT Sumber Graha Sejahtera dated 8 May 2023, requiring a group of subsidiaries to maintain liquidity, gearing and solvency ratios.

The loans are used for capital expenditures, general working capital purposes, pre-shipment financing, post import financing non letter of credit or trade purchase financing, and foreign exchange lines.

The lenders have granted PT Sumber Graha Sejahtera waivers of having to comply with such covenant ratios up to 31 December 2022. However, the lenders have yet to issue waivers for the breaches after 31 December 2022. Notwithstanding this, the Board is not aware of any legal and/or financial implications on the breach of the financial covenants ratios since the breaches are technical in nature and PT Sumber Graha Sejahtera has been servicing the repayments of the loan principal and its interest as and when they fall due and the utilisation of the borrowing facilities continues as usual as at the Latest Practicable Date.

Save as disclosed above, to the best of the Directors' knowledge, at the date of lodgment of this Offer Information Statement, none of the entities in the Group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Group's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the Company.

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

### Trend Information and Profit Forecast or Profit Estimate

#### 10. Discuss —

- (a) the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, for the next 12 months from the latest practicable date; and
- (b) any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.

---

The discussion on the business and financial prospects of the Group as set out herein may contain forward-looking statements, and are subject to certain risks. Please refer to the section entitled “**Cautionary Note on Forward-Looking Statements**” of this Offer Information Statement for further details.

Save as disclosed below and in this Offer Information Statement, the Company’s annual reports, circulars and SGXNET announcements, and barring unforeseen circumstances, the Directors are not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the Group.

#### Business and Financial Prospects for the Current Financial Year

The Company expects to complete the construction of the factory buildings and infrastructures for the Mangole project in the second half of 2023, along with the installation of some machineries needed for production, and expects the Mangole project to commence production thereby increasing the Group’s production capacity for high quality Plywood and certified Wood Pellet at a lower production cost due to the ample supply of wood and the adoption of the latest production machineries and equipment.

#### Trends, uncertainties, events, factors and risks

The Group notes the following trends based on the operations of the Group as at the Latest Practicable Date:

- (a) The combination of an aggressive rate hiking cycle by Central Banks around the world has created a slowdown in the global economic activities and volatility in the global economy. This has affected the demand for the Group’s export products and any prolong adverse effect may impact the Indonesian economy. The current domestic market remains resilient due to the Group’s increased market penetration and supported by better Indonesian economic growth compared to other nations.
- (b) As the current unfavorable business environment continues to affect profitability and production capacity, management has planned to undertake actions to allay some of the liquidity pressures, such as raising additional funding through a rights issue and disposing of non-core assets to strengthen the liquidity position in the near term. In addition, management has instituted stricter cost control to improve the Group’s financial position.

---

#### 11. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.

---

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

12. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be..

---

Not applicable. No profit forecast or profit estimate is disclosed in this Offer Information Statement.

---

13. Where the profit forecast disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions mentioned in paragraph 12 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.

---

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

---

14. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 13 of this Part —

- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by that person, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or
- (b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

---

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

---

15. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement mentioned in paragraph 13 of this Part —

- (a) a statement by the issue manager to the offer, or by any other person whose profession or reputation gives authority to the statement made by that person, prepared on the basis of an examination by that issue manager or person of the evidence supporting the assumptions mentioned in paragraph 12 of this Part, to the effect that no matter has come to the attention of that issue manager or person which gives that issue manager or person reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or
- (b) a statement by an auditor of the relevant entity, prepared on the basis of the auditor's examination of the evidence supporting the assumptions mentioned in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority to the effect that no matter has come to the auditor's attention which gives the auditor reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

---

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

---

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**Significant Changes**

16. Disclose any event that has occurred from the end of —

(a) the most recently completed financial year for which financial statements have been published; or

(b) if interim financial statements have been published for any subsequent period, that period,

to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate statement to that effect.

---

Save as disclosed in this Offer Information Statement, the Company's annual reports and the announcements of the Company on SGXNET from time to time, the Directors are not aware of any event which has occurred from 30 June 2023 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

---

**Meaning of “published”**

17. In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.

---

Noted.

---

# SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

## PART 6: THE OFFER AND LISTING

---

### Offer and Listing Details

1. **Indicate the price at which the securities or securities-based derivatives contracts are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgment of the offer information statement, state the method by which the offer price is to be determined and explain how the relevant entity will inform investors of the final offer price.**

---

The Issue Price for each Rights Share is S\$0.003, payable in full on acceptance and/or on application.

The expenses incurred in the Rights Issue will not be charged to subscribers or Purchasers of the Rights Shares. The expenses in relation to the Rights Issue will be deducted from the gross proceeds received by the Company from the Rights Issue.

However, a non-refundable administrative fee will be charged by the relevant banks for each successful Electronic Application made through ATMs of the respective Participating Bank, and such administrative fee will be borne by the subscribers or Purchasers of the Rights Shares.

- 
2. **If there is no established market for the securities or securities-based derivatives contracts being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**

---

Not applicable. The Shares are, and the Rights Shares will be, listed and traded on the Mainboard of the SGX-ST.

- 
3. **If -**
    - (a) **any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered; and**
    - (b) **the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,****indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.**

---

Not applicable. None of the Shareholders has pre-emptive rights to subscribe for the Rights Shares.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section entitled "**Eligibility of Shareholders to Participate in the Rights Issue**" of this Offer Information Statement for further information.



**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

4. If securities or securities-based derivatives contracts of the same class as those securities or securities-based derivatives contracts being offered are listed for quotation on any securities exchange -
- (a) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts -
- (i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or
- (b) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts -
- (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
- (c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities or securities-based derivatives contracts have been listed for quotation for less than 3 years, during the period from the date on which the securities or securities-based derivatives contracts were first listed to the latest practicable date; and
- (d) disclose information on any lack of liquidity, if the securities or securities-based derivatives contracts are not regularly traded on the approved exchange.

The highest and lowest traded prices and volume of the Shares traded on the Mainboard of the SGX-ST over the last 12 months immediately preceding the date of lodgment of this Offer Information Statement are as follows:-

Month/Year	Price Range		Volume Shares Traded (’000)
	High (\$) <sup>(1)</sup>	Low (\$) <sup>(2)</sup>	
November 2022	0.02	0.018	3,929
December 2022	0.021	0.019	18,683
January 2023	0.021	0.019	4,314
February 2023	0.019	0.017	2,354
March 2023	0.018	0.016	1,791
April 2023	0.019	0.016	6,377
May 2023	0.02	0.016	1,705
June 2023	0.016	0.015	805
July 2023	0.018	0.014	3,146
August 2023	0.015	0.012	3,917
September 2023	0.013	0.005	35,371
October 2023	0.004	0.004	3,179
November 2023	0.004	0.003	3,281
1 December 2023 to Latest Practicable Date	0.004	0.003	3,278

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

*Source: Yahoo Finance. Yahoo Finance has not consented for the purposes of Section 249 of the SFA to the inclusion of the information referred to above and is thereby not liable for such information under Sections 253 and 254 of the SFA. While the Company has taken reasonable actions to ensure that the above information has been reproduced in their proper form and context, neither the Company nor any other party has conducted an independent review of this information nor verified the accuracy of such information.*

**Notes:**

- (1) Based on the highest closing price for the Shares in a particular month/period.
- (2) Based on the lowest closing price for the Shares in a particular month/period.

The Shares have been listed on the Mainboard SGX-ST for more than 12 months immediately preceding the Latest Practicable Date.

There has been no significant trading suspension of the Shares on the SGX-ST during the three years (3) immediately preceding the Latest Practicable Date.

The Shares are regularly traded on the SGX-ST.

---

**5. Where the securities or securities-based derivatives contracts being offered are not identical to the securities or securities-based derivatives contracts already issued by the relevant entity, provide -**

- (a) **a statement of the rights, preferences and restrictions attached to the securities or securities-based derivatives contracts being offered; and**
- (b) **an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities or securities-based derivatives contracts, to rank in priority to or equally with the securities or securities-based derivatives contracts being offered.**

---

The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of allotment and issue of the Rights Shares.

The issue of the Rights Shares is made pursuant to the authority granted under the Rights Issue Resolution approved by Shareholders at the EGM held on 4 December 2023.

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

### Plan of Distribution

6. Indicate the amount, and outline briefly the plan of distribution, of the securities or securities-based derivatives contracts that are to be offered otherwise than through underwriters. If the securities or securities-based derivatives contracts are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.

---

Basis of Provisional Allotment : The Rights Issue is made on a renounceable non-underwritten basis to Entitled Shareholders and up to 7,224,513,285 Rights Shares will be allotted and issued at the Issue Price. The Rights Shares will be provisionally allotted to the Entitled Shareholders on the basis of three (3) Rights Shares for every one (1) existing Share held by the Entitled Shareholders as at the Record Date.

Fractional entitlements to the Rights Shares will be disregarded in arriving at Entitled Shareholders' allotments and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and used to satisfy excess applications for Rights Shares (if any) or otherwise disposed of or dealt with in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company.

Entitled Shareholders are at liberty to accept, decline or renounce their Rights and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors are also able to trade their Rights on the SGX-ST during the Rights trading period prescribed by the SGX-ST. For the avoidance of doubt, only Entitled Shareholders (and not purchasers of the provisional allotments or renounces of Entitled Shareholders) shall be entitled to apply for Excess Rights Shares.

In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for rounding of odd lots and allotment of Excess Rights Shares.

Foreign Shareholders : As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. For practical reasons and in order to avoid any violation of relevant legislation applicable in jurisdictions other than Singapore, the Rights Shares will not be offered to Foreign Shareholders. Please refer to the section "**Eligibility of Shareholders to Participate in the Rights Issue**" and "**Offering, Selling and Transfer Restrictions**" of this Offer Information Statement for further details.

Terms and Conditions : The allotment and issue of the Rights Shares pursuant to the Rights Issue is governed by the terms and conditions as set out in this Offer Information Statement, including Appendices I, II and III, the ARE, the ARS and the PAL.

The Rights Shares are not offered through any broker or dealer.

- 
7. Provide a summary of the features of the underwriting relationship together with the amount of securities or securities-based derivatives contracts being underwritten by each underwriter.

---

Not applicable. The Rights Issue is not underwritten by any financial institution.

---

# SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

## PART 7: ADDITIONAL INFORMATION

---

### Statements by Experts

1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.

---

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

---

2. Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert -
- (a) state the date on which the statement was made;
  - (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and
  - (c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.

---

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

---

3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 33(2) applies.

---

Not applicable. No statement or report made by an expert is included in this Offer Information Statement.

---

### Consents from Issue Managers and Underwriters

4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.

---

Not applicable. No manager or underwriter has been appointed for the Rights Issue.

---

### Other Matters

5. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly -
- (a) the relevant entity's business operations or financial position or results; or
  - (b) investments by holders of securities in the relevant entity.

---

Save as disclosed in this Offer Information Statement, the Directors are not aware of any other matter which could materially affect, directly or indirectly, the Group's business operations, financial position, or results or investments by holders of securities or securities-based derivatives contracts in the Company.

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**PART 8: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES**

Not applicable.

---

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

---

**PART 9: ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES**

Not applicable.



---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

### PART 10: ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BY WAY OF RIGHTS ISSUE

---

1. Provide:

- (a) the particulars of the Rights Issue;
- 

Please refer to the section entitled “Principal Terms of the Rights Issue” of this Offer Information Statement for further details.

---

- (b) the last day and time for splitting of the provisional allotment of the securities to be issued pursuant to the Rights Issue;
- (c) the last day and time for acceptance of and payment for the securities to be issued pursuant to the Rights Issue;
- (d) the last day and time for renunciation of and payment by the renounee for the securities to be issued pursuant to the Rights Issue;
- (e) the terms and conditions of the offer of securities to be issued pursuant to the Rights Issue;
- 

The last day and time for splitting of the provisional allotment of the Rights Shares to be issued pursuant to the Rights Issue is 20 December 2023 at 5:00 p.m.

The last day and time for acceptance of and payment for the Rights Shares to be issued pursuant to the Rights Issue is 27 December 2023 at 5.30 p.m. for applications made through CDP or the Share Registrar or for Electronic Applications made through an Accepted Electronic Service, and at 9.30 p.m. for Electronic Applications made through ATMs of Participating Banks.

The last day and time for renunciation of and payment by the renounee for the Rights Shares to be issued pursuant to the Rights Issue is 27 December 2023 at 5.30 p.m. for applications made through CDP or the Share Registrar or for Electronic Applications made through an Accepted Electronic Service, and at 9.30 p.m. for Electronic Applications made through ATMs of Participating Banks. Entitled Depositors who wish to renounce their Rights in favour of a third party should note that CDP requires three (3) Market Days to effect such renunciation. As such, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for the renounee to accept his Rights.

The terms and conditions of the Rights Issue are found in Appendices I, II and III to this Offer Information Statement as well as the ARE, the ARS and the PAL.

---

- (f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements; and
- 

As announced by the Company on 31 October 2023, to demonstrate its support for the Rights Issue as well as its commitment to the Company, Sampoerna had on 31 October 2023, given an irrevocable undertaking (“**Irrevocable Undertaking**”) to, *inter alia*:

- (a) subscribe and/or procure the subscription and payment for the whole of its entitlement under the Rights Issue of 4,562,019,045 Rights Shares at an issue price of S\$0.003 each, aggregating S\$13,686,057.14; and
- (b) ensure that none of the Shares that it owns or control as at the date of the Irrevocable Undertaking are disposed of during the period between the date of the Irrevocable Undertaking and the date of issue of the Rights Shares.

---

## SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFER OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018

---

The Irrevocable Undertaking is subject to and conditional upon the following:

- (a) the approval in-principle having been granted by the SGX-ST (and such approval not having been withdrawn or revoked on or prior to the closing date of the offer of the Rights Shares under the Rights Issue) for the listing of and quotation for the Rights Shares on the SGX-ST and, if such approval is granted subject to conditions, such conditions being acceptable to the Company;
- (b) the approval of the shareholders of the Company for the Rights Issue, including the allotment and issue of the Rights Shares, at the EGM;
- (c) the lodgment of this Offer Information Statement in connection with the Rights Issue, together with all other accompanying documents (if applicable), by the Company, with the Authority; and
- (d) all other necessary consents, approvals and waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Rights Issue and to give effect to the Rights Issue being obtained and not having been revoked or amended before the completion of the Rights Issue.

As at the Latest Practicable Date, the Undertaking Shareholder, Sampoerna, directly holds 1,520,673,015 Shares, representing 63.15% of the Existing Share Capital and would not incur a mandatory general offer obligation under the Code regardless of the level of subscription for the Rights Issue.

---

**(g) if the Rights Issue is or will not be underwritten, the reason for not underwriting the issue.**

---

The Rights Issue will not be underwritten. In the reasonable opinion of the Directors, there is no minimum amount which must be raised from the Rights Issue. After taking into consideration the aforementioned, the Irrevocable Undertaking given by the Undertaking Shareholder and the costs of engaging an underwriter and having to pay commission in relation to the underwriting, the Directors have decided that it is not feasible nor practical for the Rights Issue to be underwritten by a financial institution.

## ADDITIONAL DISCLOSURE REQUIREMENTS FOR THE RIGHTS ISSUE UNDER APPENDIX 8.2 OF THE SGX-ST LISTING MANUAL

### Review of Working Capital

#### 1. Provide a review of the working capital for the last three financial years and the latest half year, if applicable.

The working capital of the Group as at 31 December 2020, 31 December 2021, 31 December 2022 and 30 June 2023 are set out below:-

(Rp'million)	As at 31 December 2020	As at 31 December 2021	As at 31 December 2022	As at 30 June 2023
Total current assets	1,546,130	1,564,179	2,014,735	2,056,242
Total current liabilities	1,823,082	1,696,795	2,325,889	2,629,562
Working capital	(276,952)	(132,616)	(311,154)	(573,320)

A review of the working capital position of the Group as at 31 December 2020, 31 September 2021, 31 December 2022 and 30 June 2023 is set out below.

#### **FY2021 vs FY2020**

The Group's working capital increased by Rp144 billion from negative Rp277 billion as at 31 December 2020 to negative Rp133 billion as at 31 December 2021. This was mainly due to increase in current assets of Rp18 billion and decrease in current liabilities by Rp126 billion.

Current assets increased by Rp18 billion from Rp1,546 billion as at 31 December 2020 to Rp1,564 billion as at 31 December 2021 due mainly to increase in trade and other receivables, offset by decrease in inventories and prepaid operating expenses.

Current liabilities decreased by 126 billion from Rp1,823 billion as at 31 December 2020 to Rp1,697 billion as at 31 December 2021 mainly due to increase in trade and other payables and loan and borrowings.

#### **FY2022 vs FY2021**

The Group's working capital decreased by Rp178 billion from negative Rp133 billion as at 31 December 2021 to negative Rp311 billion as at 31 December 2022. This was mainly due to increase in current liabilities of Rp629 billion offset by increase in current assets by Rp451 billion.

Current assets increased by Rp451 billion from Rp1,564 billion as at 31 December 2021 to Rp2,015 billion as at 31 December 2022 due mainly to increase in advance to suppliers and inventories.

Current liabilities increased by Rp629 billion from Rp1,697 billion as at 31 December 2021 to Rp2,326 billion as at 31 December 2022 mainly due to increase in trade and other payables, advances from customers, other liabilities and loan and borrowings.

#### **1H2023 vs FY2022**

The Group's working capital decreased by Rp262 billion from negative Rp311 billion as at 31 December 2022 to negative Rp573 billion as at 30 June 2023. This was mainly due to increase in current liabilities of Rp303 billion offset by increase in current assets by Rp41 billion.

Current assets increased by Rp41 billion from Rp2,015 billion as at 31 December 2022 to Rp2,056 billion as at 30 June 2023 due mainly to increase in cash and cash equivalents, trade receivables, advance to suppliers and prepaid operating expenses, offset by the decrease in inventories.

Current liabilities increased by 303 billion from Rp2,326 billion as at 31 December 2022 to Rp2,629 billion as at 30 June 2023 mainly due to increase in trade and other payables and advances from customers.

---

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR THE RIGHTS ISSUE  
UNDER APPENDIX 8.2 OF THE SGX-ST LISTING MANUAL**

---

**Manager's Responsibility Statement**

2. **A statement by the issue manager that, to the best of its knowledge and belief, the document constitutes full and true disclosure of all material facts about the issue, the issuer and its subsidiaries, and that the issue manager is not aware of any facts the omission of which would make any statement in the document misleading; and where the document contains a profit forecast, that it is satisfied that the profit forecast has been stated by the directors after due and careful enquiry and consideration.**

---

As provided in Appendix 8.2 of the Listing Manual, this requirement is not applicable if an issuer has to comply with the offer information statement requirements of the SFA.

---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

### 1. INTRODUCTION

- 1.1. Entitled Depositors are entitled to receive this Offer Information Statement and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX Investor Portal or SGX-SFG Service or through other electronic methods designated by CDP from time to time.
- 1.2. The provisional allotments of Rights Securities are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions in the ARE.

The number of Rights Securities provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements (if any) having been disregarded).

The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Securities as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Securities in full or in part and are eligible to apply for Rights Securities in excess of their provisional allotments under the Rights Issue, save as provided in paragraph 5.7 of this Appendix I. Full instructions for the acceptance of and payment for the provisional allotments of Rights Securities and payment for excess Rights Securities are set out in the Offer Information Statement as well as the ARE.

- 1.3. If an Entitled Depositor wishes to accept his provisional allotment of Rights Securities specified in the ARE, in full or in part, and (if applicable) apply for excess Rights Securities, he may do so by way of an Electronic Application or by completing and signing the relevant sections of the ARE. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Securities and (if applicable) application for excess Rights Securities may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if the ARE is not accurately completed and signed or if the "Free Balance" of your Securities Account is not credited with, or is credited with less than the relevant number of Rights Securities accepted as at the last time and date for acceptance, application and payment or for any other reason(s) whatsoever the acceptance and (if applicable) the excess application is in breach of the terms of the ARE or the Offer Information Statement, at CDP's absolute discretion, and to return all monies received to the person(s) entitled thereto **BY CREDITING HIS/THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a Participating Bank or electronic service delivery networks (such as SGX Investor Portal) ("**Accepted Electronic Service**") and the submission is unsuccessful) or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

**AN ENTITLED DEPOSITOR MAY ACCEPT HIS PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES SPECIFIED IN HIS ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SECURITIES EITHER THROUGH CDP AND/OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR ACCEPTED ELECTRONIC SERVICE. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SFG SERVICE.**

Where an acceptance, application and/or payment does not conform strictly to the terms set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Securities and/or excess Rights Securities in relation to the Rights Issue or which does not comply with the instructions for an Electronic Application, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Securities and/or excess Rights Securities in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittances at any time after receipt in such manner as they/it may deem fit.

---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

- 1.4. Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE or the ARS has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- 1.5. Details on the acceptance for provisional allotment of Rights Securities and (if applicable) application for excess Rights Securities are set out in paragraphs 2 to 4 of this Appendix I.

### 2. MODE OF ACCEPTANCE AND APPLICATION

#### 2.1. Acceptance/Application by way of Electronic Application through an ATM of a Participating Bank or Accepted Electronic Service

Instructions for Electronic Applications through ATMs to accept the Rights Securities provisionally allotted or (if applicable) to apply for excess Rights Securities will appear on the ATM screens of the respective Participating Banks. Please refer to Appendix II of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of a Participating Bank.

**IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR THROUGH AN ACCEPTED ELECTRONIC SERVICE, HE WOULD HAVE IRREVOCABLY AUTHORISED THE RELEVANT BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SECURITIES PROVISIONALLY ALLOTTED TO HIM BY WAY OF THE ARE AND/OR THE ARS AND/OR HAS APPLIED FOR EXCESS RIGHTS SECURITIES BY WAY OF THE ARE AND ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK OR AN ACCEPTED ELECTRONIC SERVICE, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR ABSOLUTE DISCRETION, DEEM FIT.**

#### 2.2. Acceptance/Application through Form Submitted to CDP

If the Entitled Depositor wishes to accept the provisional allotment of Rights Securities and (if applicable) apply for excess Rights Securities through form submitted to CDP, he must:

- (a) complete and sign the ARE. In particular, he must state in Part C(i) of the ARE the total number of Rights Securities provisionally allotted to him which he wishes to accept and the number of excess Rights Securities applied for and in Part C(ii) of the ARE the 6 digits of the Cashier's Order/ Banker's Draft; and
- (b) deliver the duly completed and original signed ARE accompanied by **A SINGLE REMITTANCE** for the full amount payable for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for by post, **AT THE SENDER'S OWN RISK**, in the self-addressed envelope provided, to **SAMKO TIMBER LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**, so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — SAMKO TIMBER RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

**NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS WILL BE ACCEPTED. NO OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

#### 2.3. Acceptance through the SGX-SFG Service (for Depository Agents only)

Depository Agents may accept the provisional allotment of Rights Securities and (if applicable) apply for Excess Rights Securities through the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the ARE and the Offer Information Statement as if the ARE had been completed, signed and submitted to CDP.



---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

### 2.4. Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Securities accepted by the Entitled Depositor and (if applicable) the excess Rights Securities applied for by the Entitled Depositor; the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 8.2 of this Appendix I which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Securities in relation to the Rights Issue. With respect to applications made via an Accepted Electronic Service, remittances may be rejected and refunded at CDP's discretion if they do not match the quantity of Rights Securities accepted by the Entitled Depositor indicated through such Accepted Electronic Service.

### 2.5. Acceptance of Part of Provisional Allotments of Rights Securities and Trading of Provisional Allotments of Rights Securities

An Entitled Depositor may choose to accept his provisional allotment of Rights Securities specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Securities and trade the balance of his provisional allotment of Rights Securities on the SGX-ST, he should:

- (a) complete and sign the ARE for the number of Rights Securities provisionally allotted which he wishes to accept and submit the duly completed and original signed ARE together with payment in the prescribed manner as described in paragraph 2.2 above to CDP; or
- (b) accept and subscribe for that part of his provisional allotment of Rights Securities by way of Electronic Application(s) in the prescribed manner as described in paragraph 2.1 or 2.3 above.

The balance of his provisional allotment of Rights Securities may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Securities on the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Securities will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Securities, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Securities as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the provisional allotment trading period.

### 2.6. Sale of Provisional Allotments of Rights Securities

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Securities ("**Purchasers**") as arrangements will be made by CDP for a separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS' OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Securities may be rejected. Purchasers who do not receive the ARS, accompanied by this Offer Information Statement and other accompanying documents, may obtain the same from CDP or the Share Registrar, for the period up to **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Purchasers should also note that if they make any purchase on or around the last trading day of the "nil-paid" Rights, this Offer Information Statement and its accompanying documents might not be despatched in time for the subscription of the Rights Securities. You may obtain a copy from The Central Depository (Pte) Limited. Alternatively, you may accept and subscribe by way of Electronic Applications in the prescribed manner as described in paragraph 2.1 above.

This Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore ("**Foreign Purchasers**"). Foreign Purchasers who wish to accept the provisional allotments of Rights Securities credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

**PURCHASERS SHOULD INFORM THEIR FINANCE COMPANIES OR DEPOSITORY AGENTS IF THEIR PURCHASES OF SUCH PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES ARE SETTLED THROUGH THESE INTERMEDIARIES. IN SUCH INSTANCES, IF THE PURCHASERS WISH TO ACCEPT THE RIGHTS SECURITIES REPRESENTED BY THE PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES PURCHASED, THEY WILL NEED TO GO THROUGH THESE INTERMEDIARIES, WHO WILL THEN ACCEPT THE PROVISIONAL ALLOTMENTS OF RIGHTS SECURITIES ON THEIR BEHALF.**



---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

### 2.7. Renunciation of Provisional Allotments of Rights Securities

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Securities in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Securities which they wish to renounce. Such renunciation shall be made in accordance with the “Terms and Conditions for Operations of Securities Accounts with CDP”, as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least 3 Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee by ordinary post and **AT HIS OWN RISK**, to his Singapore address as maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Securities. The last time and date for acceptance of the provisional allotments of Rights Securities and payment for the Rights Securities by the renounee is **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

### 3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts his provisional allotments of Rights Securities by way of the ARE and/or the ARS and/or has applied for excess Rights Securities by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Securities provisionally allotted to him and/or application for excess Rights Securities (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

### 4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE AT AN ISSUE PRICE OF S\$0.003)

As an illustration, if an Entitled Depositor has 10,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 30,000 Rights Securities as set out in his ARE. The Entitled Depositor’s alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

#### Alternatives

#### Procedures to be taken

- |   |   |
|---|---|
| (a) Accept his entire provisional allotment of 30,000 Rights Securities and (if applicable) apply for excess Rights Securities. | (1) Accept his entire provisional allotment of 30,000 Rights Securities and (if applicable) apply for excess Rights Securities by way of an Electronic Application through an ATM of a Participating Bank not later than <b>9.30 P.M. on 27 DECEMBER 2023</b> or an Accepted Electronic Service as described herein not later than <b>5.30 P.M. ON 27 DECEMBER 2023</b> (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or   |
|   | (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of his provisional allotment of 30,000 Rights Securities and (if applicable) the number of excess Rights Securities applied for and forward the original signed ARE together with a single remittance for S\$90.00 (or, if applicable, such higher amount in respect of the total number of Rights Securities accepted and excess Rights Securities applied for) by way of a Cashier’s Order or Banker’s Draft in Singapore currency drawn on a bank in Singapore, and made payable to “ <b>CDP — SAMKO TIMBER RIGHTS ISSUE ACCOUNT</b> ” and crossed “ <b>NOT NEGOTIABLE, A/C PAYEE ONLY</b> ” for the full amount due on acceptance and (if applicable) application, by post, at his own risk, in the self-addressed envelope provided to <b>SAMKO TIMBER LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147</b> so as to arrive not later than <b>5.30 P.M. ON 27 DECEMBER 2023</b> (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier’s Order or Banker’s Draft. |

**NO COMBINED CASHIER’S ORDER OR BANKER’S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

### Alternatives

### Procedures to be taken

- (b) Accept a portion of his provisional allotment of Rights Securities, for example 1,000 provisionally allotted Rights Securities, not apply for excess Rights Securities and trade the balance on the SGX-ST.

- (1) Accept his provisional allotment of 1,000 Rights Securities by way of an Electronic Application through an ATM of a Participating Bank not later than **9.30 P.M. ON 27 DECEMBER 2023** or an Accepted Electronic Service as described herein not later than **5.30 P.M. ON 27 DECEMBER 2023**; or
- (2) Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of his provisional allotment of 1,000 Rights Securities, and forward the original signed ARE, together with a single remittance for S\$3.00, in the prescribed manner described in alternative (a) (2) above, to CDP, so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 29,000 Rights Securities which is not accepted by the Entitled Depositor may be traded on the SGX-ST during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Securities would be tradable in the ready market, each board lot comprising provisional allotments size of 100 Rights Securities or any other board lot size which the SGX-ST may require.

- (c) Accept a portion of his provisional allotment of Rights Securities, for example 1,000 provisionally allotted Rights Securities, and reject the balance.

- (1) Accept his provisional allotment of 1,000 Rights Securities by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service as described herein not later than **9.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of his provisional allotment of 1,000 Rights Securities and forward the original signed ARE, together with a single remittance for S\$3.00, in the prescribed manner described in alternative (a) (2) above to CDP so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 29,000 Rights Securities which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of a Participating Bank by **9.30 P.M. ON 27 DECEMBER 2023** or if an acceptance is not made through CDP via ARE or an Accepted Electronic Service by **5.30 P.M. ON 27 DECEMBER 2023**.

## 5. TIMING AND OTHER IMPORTANT INFORMATION

### 5.1 Timing

**THE LAST TIME AND DATE FOR ACCEPTANCES AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SECURITIES IN RELATION TO THE RIGHTS ISSUE IS:**

- (A) **9.30 P.M. ON 27 DECEMBER 2023 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SECURITIES IS MADE THROUGH AN ATM OF A PARTICIPATING BANK.**
- (B) **5.30 P.M. ON 27 DECEMBER 2023 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SECURITIES IS MADE THROUGH CDP VIA ARE/ARS, OR THROUGH AN ACCEPTED ELECTRONIC SERVICE OR SGX-SFG SERVICE.**

---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

If acceptance and payment for the Rights Securities in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and this Offer Information Statement is not received through an ATM of a Participating Bank by **9.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP via ARE/ARS form or an Accepted Electronic Service by **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Securities shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All moneys received in connection therewith will be returned by CDP for and on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by ordinary post **AT THE ENTITLED DEPOSITOR'S OR PURCHASER'S OWN RISK (AS THE CASE MAY BE)** to their mailing address as maintained in the records of CDP.

**IF AN ENTITLED DEPOSITOR OR PURCHASER (AS THE CASE MAY BE) IS IN ANY DOUBT AS TO THE ACTION HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

### 5.2. Appropriation

Without prejudice to paragraph 1.3 of this Appendix I, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Securities and/or applying for excess Rights Securities, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance of the Rights Securities provisionally allotted to him and (if applicable) in respect of his application for excess Rights Securities as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Securities in relation to the Rights Issue differs from the amount actually received by CDP, the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Securities provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for excess Rights Securities. The determination and appropriation by the Company and CDP shall be conclusive and binding;
- (b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Securities and (if applicable) his application for excess Rights Securities, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Securities in relation to the Rights Issue made through CDP; and
- (c) in the event that the Entitled Depositor accepts the Rights Securities provisionally allotted to him by way of the ARE and/or the ARS and/or has applied for excess Rights Securities by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for excess Rights Securities (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

### 5.3. Availability of Excess Rights Securities

The excess Rights Securities available for application are subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Constitution of the Company. Applications for excess Rights Securities will, at the Directors' absolute discretion, be satisfied from such Rights Securities as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renounee(s) or the Purchaser(s) of the provisional allotments of Rights Securities together with the aggregated fractional entitlements to the Rights Securities, any unsold "nil-paid" provisional allotment of Rights Securities (if any) of Foreign Shareholders and any Rights Securities that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information Statement. In the event that applications are received by the Company for more excess Rights Securities than are available, the excess Rights Securities available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE.** In the allotment of excess Rights Securities, preference will be given to the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority. The Company reserves the right to refuse any application for excess Rights Securities, in whole or in part, without assigning any reason whatsoever. In the event that the number of excess Rights Securities allotted to an Entitled Depositor is less than the number of excess Rights Securities applied for, the Entitled Depositor shall be deemed to have accepted the number of excess Rights Securities actually allotted to him.

---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

If no excess Rights Securities are allotted or if the number of excess Rights Securities allotted is less than that applied for, the amount paid on application or the surplus application moneys, as the case may be, will be refunded to such Entitled, without interest or any share of revenue or other benefit arising therefrom, within 3 business days after the commencement of trading of the Rights Securities, by crediting their bank accounts with the relevant Participating Bank **AT THEIR OWN RISK** (if they had applied for excess Rights Securities by way of an Electronic Application through an ATM of a Participating Bank or an Accepted Electronic Service), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP or if they had applied for excess Rights Securities through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

### 5.4. Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Securities is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM of a Participating Bank and payment of the full amount payable for such Rights Securities is effected **BY 9.30 P.M. ON 27 DECEMBER 2023** or an Accepted Electronic Service and payment of the full amount payable for such Rights Securities is effected by **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Securities accepted and (if applicable) excess Rights Securities applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — SAMKO TIMBER RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier's order or Banker's Draft is submitted by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK**, to **SAMKO TIMBER LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** or an Accepted Electronic Service by **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance is made by a Depository Agent via the SGX-SFG Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent(s) for the Rights Securities is effected by **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotment of Rights Securities will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance.

All moneys received in connection therewith will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom **BY CREDITING DIRECTLY INTO HIS/THEIR DESIGNATED BANK ACCOUNT FOR SINGAPORE DOLLARS VIA CDP'S DIRECT CREDITING SERVICE**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK**; in the event he/they are not subscribed to CDP's Direct Crediting Service, any monies to be paid shall be credited to his/their Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP). CDP will process such refunds within such timeline as shall be indicated by CDP from time to time, taking into account the processing time required by the relevant bank or service delivery network for the relevant payment method.

**ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.**

---

## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

---

### 5.5. Certificates

The certificates for the Rights Securities and Excess Rights Securities will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Securities and Excess Rights Securities, CDP will send to you, **BY ORDINARY POST AND AT YOUR OWN RISK**, a notification letter showing the number of Rights Securities and Excess Rights Securities credited to your Securities Account.

### 5.6. General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Securities provisionally allotted and credited to your Securities Account. You can verify the number of Rights Securities provisionally allotted and credited to your Securities Account online if you have registered for CDP Internet Access. Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Rights Securities provisionally allotted and credited to your Securities Account.

It is your responsibility to ensure that the ARE and/or ARS is accurately completed in all respects and signed in its originality. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

**EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SECURITIES AND (IF APPLICABLE) YOUR APPLICATION FOR EXCESS RIGHTS SECURITIES IS IRREVOCABLE.**

No acknowledgement will be given for any submissions sent by post.

All communications, notices, documents and remittances to be delivered or sent to you may be sent by **ORDINARY POST** or **EMAIL** to your mailing or email address as maintained in the records of CDP, and **AT YOUR OWN RISK**.



## APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

### 6. PROCEDURE TO COMPLETE THE ARE / ARS

#### 1. Know your holdings and entitlement

#### **A. KNOW YOUR HOLDINGS & ENTITLEMENT**

Number of Shares currently held by you

XX.XXX

This is your shareholdings as at Record Date.

Shares as at  
**5.00 p.m. on 7 December 2023**  
(Record Date)

This is the date to determine your rights entitlements.

Number of Rights Shares provisionally allotted

XX.XXX

This is your number of rights entitlement.

Issue Price

**S\$0.003** per Rights Securities

This is price that you need to pay when you subscribe for one rights security.

#### 2. Select your application options

#### **B. SELECT YOUR APPLICATION OPTIONS**

**1. Online via SGX Investor Portal** Access event via Corporate Actions Form Submission on investors.sgx.com or log in to your Portfolio on investors.sgx.com to submit your application via electronic application form. Make payment using PayNow by **5.30 p.m. on 27 December 2023**. You do not need to return this form.

This is the last date and time to subscribe for the rights security through ATM and CDP.

**2. ATM** Follow the procedures set out on the ATM screen of a Participating Bank. Submit your application by **9.30 p.m. on 27 December 2023**. Participating Banks are United Overseas Bank Limited and Oversea-Chinese Banking Corporation Limited.

You can apply your rights securities through ATMs of these participating banks.

**3. Form** Complete section C below and submit this form by **5.30 p.m. on 27 December 2023**, together with BANKER'S DRAFT/CASHIER'S ORDER payable to "**CDP- SAMKO TIMBER RIGHTS ISSUE ACCOUNT**". Write your name and securities account number on the back of the Banker's Draft/Cashier's Order

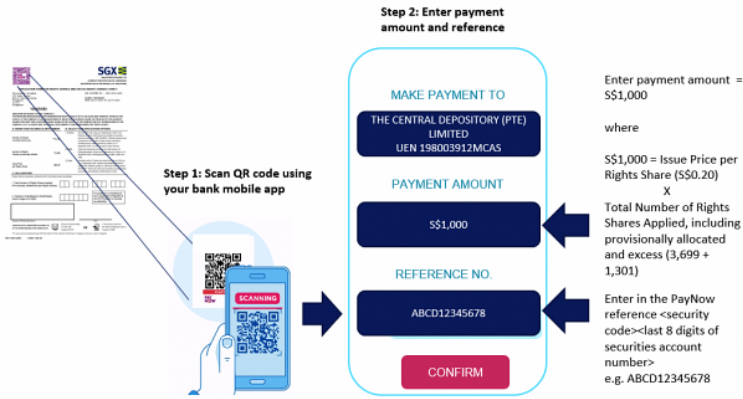
This is the payee name to be issued on your Cashier's Order where SAMKO TIMBER is the name of the issuer.

**Note:** Please refer to the ARE/ARS for the actual holdings, entitlements, Record Date, Issue Price, Closing Date for subscription, PayNow reference, list of participating ATM banks and payee name on the Cashier's Order.

# APPENDIX I – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

## 3. Application via PayNow

- Before you proceed to subscribe for rights via PayNow, please make sure you have set up/have the following:
1. Daily limit to meet your transfer request
  2. Notification to alert you on the transfer and refund status
  3. Security code, pre-printed on the form under Section B PayNow
  4. Last 8 digits of securities account number, pre-printed on the form
  5. Payment amount = Issue Price per Rights Share X Total Number of Rights Shares Applied (including provisionally allocated and excess), rounded down to the nearest cent



- Note:**
1. Please make sure the security code and your last 8 digits of securities account number are entered correctly. CDP will reject the application if it is not a valid security code and/or securities account and arrange for refund to your originating bank account. To be notified on the refund, please turn on the setting in your bank account notifications.
  2. You can send up to S\$200,000 per transaction via PayNow capped at your daily fund transfer limit set with your bank, whichever is lower. You can submit multiple PayNow transactions on the same day and across different days if you require to make a payment more than your limit.
  3. CDP aggregates payments received on the same day as one instruction.
  4. CDP will determine the number of rights applied using total payment received on each day, ignoring resultant fractional cent payable if any.
  5. Post allocation, CDP will refund any excess amount to your DCS bank account.

## 4. Application via Form

### Declaration

#### C. DECLARATION

Please read the instructions overleaf and fill in the blanks below accordingly.

i. Total Number of Rights Securities Applied: (Provisionally Allotted + Excess Rights Securities)

--	--	--	--	--	--	--	--	--	--	--	--

ii. Cashier's Order/Banker's Draft Details\*: Input 6 digits of CO/BD

--	--	--	--	--	--

Signature of Entitled Depositor(s)

Date

Fill in the total number of the rights securities and excess rights securities (for ARE)/ number of rights securities (for ARS) that you wish to subscribe within the boxes.

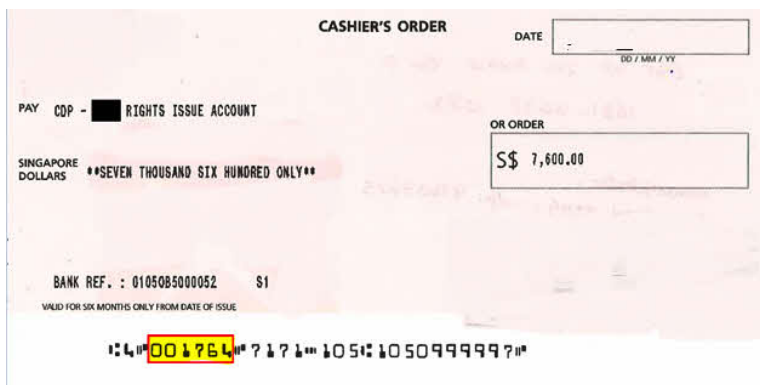
Fill in the 6 digits of the CO / BD number (eg.001764) within the boxes.

Sign within the box.

**Note:**

- If the total number rights securities applied exceeds the provisional allotted holdings in your CDP Securities Account as at Closing Date, the remaining application will be put under excess and subjected to the excess allocation basis.
- The total number of rights securities applied will be based on cash amount stated in your Cashier's Order/Banker's Draft. The total number of rights securities will be appropriated accordingly if the applied quantity exceeds this amount.
- Please note to submit one Cashier's Order per application form.

## 5. Sample of a Cashier's Order





---

## APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF PARTICIPATING BANKS

---

### INTRODUCTION

The procedures for Electronic Applications are set out on the ATM screens of the relevant Participating Bank (the “**Steps**”).

Please read carefully the terms of this Offer Information Statement, the Steps, and the terms and conditions for Electronic Applications set out below before making an Electronic Application. An ATM card issued by one (1) Participating Bank cannot be used in respect of the acceptance of the Rights Shares and (if applicable) excess application for Excess Rights Shares at an ATM belonging to other Participating Banks. Any Electronic Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Application is made will be rejected.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications and the Steps shall mean the Entitled Depositor or the Purchaser who accepts the provisional allotments of Rights Shares or (as the case may be) who applies for the Rights Shares through an ATM of the Participating Bank. An Applicant must have an existing bank account with, and be an ATM cardholder of, the Participating Bank before he can make an Electronic Application through an ATM of the Participating Bank.

The actions that the Applicant must take at ATMs of the Participating Bank are set out on the ATM screens of the relevant Participating Bank. Upon the completion of his Electronic Application transaction, the Applicant will receive an ATM transaction slip (the “**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is to be retained by the Applicant and should not be submitted with any ARE and/or ARS.

**An Applicant, including one who has a joint bank account with the Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him in his own name. Using his own Securities Account number with an ATM card which is not issued to him in his own name will render his acceptance or (as the case may be) application liable to be rejected.**

For investors who hold Shares through finance companies or Depository Agents, CPFIS Members who had bought Shares under the CPFIS-Ordinary Account or SRS Investors who had bought Shares using their SRS Accounts, acceptances of the Right Shares and (if applicable) applications for Excess Rights Shares must be done through their relevant approved banks which they hold their CPF Investment Accounts and/or SRS Accounts, finance companies and/or Depository Agents (as the case may be). Such investors are advised to provide their relevant approved banks which they hold their CPF Investment Accounts and/or SRS Accounts, finance companies and/or Depository Agents (as the case may be), with the appropriate instructions early in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Application at any ATM of the Participating Bank or Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

For renounees of Entitled Shareholders or Purchasers whose purchases are settled through finance companies, Depository Agents or CPF Agent Banks, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies, Depository Agents or CPF Agent Banks. Such renounees or Purchasers are advised to provide their respective finance companies, Depository Agents or CPF Agent Banks, as the case may be, with the appropriate instructions early in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at any ATM of the Participating Bank or Accepted Electronic Service, the Share Registrar and/or the Company will be rejected.

An Applicant may accept his provisional allotment of Rights Shares and if applicable, may apply for Excess Rights Shares by way of separate Electronic Applications to accept and subscribe for his provisional allotment of Rights Shares, and if applicable, apply for Excess Rights Shares.

The Electronic Application shall be made on, and subject to, the terms and conditions of this Offer Information Statement, including but not limited to the terms and conditions appearing below:

- (1) In connection with his Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:
  - (a) **that he has read, understood and agreed to all the terms and conditions of acceptance of and (if applicable) application for the Rights Shares under the Rights Issue and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**
  - (b) **that he consents to the disclosure of information pertaining to his Securities Account maintained in CDP’s record, including without limitation, his name, NRIC/passport number, address, nationality, Securities Account number, CPF Investment Account number and application details (the “Relevant Particulars”) from his account with that Participating Bank to the Share Registrar, Securities Clearing & Computer Services (Pte) Ltd (SCCS), CDP, the CPF Board, the SGX-ST and the Company and any other relevant parties (the “Relevant Parties”) as CDP may deem fit for the purpose of the Rights Issue and his acceptance and/or (if applicable) excess application.**

---

## APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF PARTICIPATING BANKS

---

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, as the case may be. By doing so, the Applicant shall be treated as signifying his confirmation of each of the two (2) statements above. In respect of statement 1(b) above, his confirmation, by pressing the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, as the case may be, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act 1970 of Singapore, to the disclosure by that Participating Bank of the Relevant Particulars of his account with that Participating Bank to the Relevant Parties.

- (2) An Applicant may make an Electronic Application through an ATM of any Participating Bank for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his account with such Participating Bank.
- (3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of the Rights Shares provisionally allotted and Excess Rights Shares applied for as stated on the Transaction Record or the number of Rights Shares represented by the provisional allotment of the Rights Shares as may be standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of such Excess Rights Shares or not to allot any number of Excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as conclusive and binding.
- (4) If the Applicant’s Electronic Application is successful, his confirmation (by his action of pressing the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, as the case may be, on the ATM) of the number of Rights Shares accepted and/or (if applicable) Excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or Excess Rights Shares applied that may be allotted to him.
- (5) In the event that the Applicant accepts the Rights Shares by way of an ARE and/or an ARS (as the case may be) and/or by way of acceptance through the Electronic Application through the ATM of a Participating Bank or an Accepted Electronic Service, the Company and/or CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Rights Shares which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the aggregate number of provisionally allotted Rights Shares that are standing to the credit of the “Free Balance” of his Securities Account which is available for acceptance and payment as at the Closing Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of ARE and/or ARS (as the case may be) and by Electronic Application through an ATM or an Accepted Electronic Service. The Company and/or CDP, in determining the number of Rights Shares for which the Applicant has given valid instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of the Rights Shares, whether by way of Cashier’s Order or Banker’s Draft in Singapore currency drawn on a bank in Singapore accompanying the ARE and/or ARS or by way of acceptance through the Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of his acceptance.
- (6) If applicable, in the event that the Applicant applies for Excess Rights Shares both by way of an ARE and by way of application through the Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, the Company and/or CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Excess Rights Shares which the Applicant has validly given instructions to apply for, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of Excess Rights Shares not exceeding the aggregate number of Excess Rights Shares for which he has applied by way of the ARE, and by Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service. The Company and/or CDP, in determining the number of Excess Rights Shares which the Applicant has given valid instructions to apply for, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application for the Excess Rights Shares, whether by way of Cashier’s Order or Banker’s Draft in Singapore currency drawn on a bank in Singapore accompanying the ARE or by way of application by Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of his application.

---

## APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF PARTICIPATING BANKS

---

- (7) The Applicant irrevocably requests and authorises the Company to:
- (a) register or procure the registration of the Rights Shares and (if applicable) the Excess Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
  - (b) return or refund (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application moneys, should his Electronic Application in respect of the Rights Shares not be accepted and/or Excess Rights Shares applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within three (3) Market Days after the commencement of trading of the Rights Shares; and
  - (c) return or refund without interest or any share of revenue or other benefit arising therefrom) the balance of the application moneys, should his Electronic Application for Excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within three (3) Market Days after the commencement of trading of the Rights Shares.
- (8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**
- (9) The Applicant irrevocably agrees and acknowledges that the submission of his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses, theft (in each case whether or not within the control of the Company, CDP, the CPF Board, the Share Registrar and/or the Participating Bank) and any other events whatsoever beyond the control of the Company, CDP, the CPF Board, the Share Registrar and/or the Participating Bank and if, in any such event, the Company, CDP, the CPF Board, the Share Registrar and/or the Participating Bank do not record or receive the Applicant's Electronic Application by **9.30 P.M. ON 27 DECEMBER 2023**, or such data or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application and the Applicant shall have no claim whatsoever against the Company, CDP, the CPF Board, the Share Registrar and/or the Participating Bank in respect of any purported acceptance thereof and (if applicable) excess application therefor, or for any compensation, loss or damages in connection therewith or in relation thereto.
- (10) **Electronic Applications may only be made through an ATM of the Participating Bank from Mondays to Saturdays (excluding public holidays) between 7.00 a.m. to 9.30 p.m.**
- (11) Electronic Applications shall close at **9.30 P.M. ON 27 DECEMBER 2023** or such other time as the Company may, in its absolute discretion, decide, which shall be announced by or on behalf of the Company.
- (12) All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify his Participating Bank.
- (13) The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made through the ATMs of Participating Bank which does not strictly conform to the instructions set out on the ATM screens of such Participating Bank will be rejected.
- (14) Where an Electronic Application is not accepted, it is expected that the full amount of the acceptance/application moneys will be refunded in S\$ (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's account with the relevant Participating Bank within three (3) Market Days after the commencement of trading of the Rights Shares. An Electronic Application may also be accepted in part, in which case the balance amount of application moneys will be refunded on the same terms.
- (15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Bank and agreeing to close the Rights Issue at **9.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as the Company may, in its absolute discretion, decide) and by making and completing an Electronic Application, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any supplemental or replacement document is lodged with the Authority);
  - (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by, and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;

---

## APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF PARTICIPATING BANKS

---

- (c) none of the Company, CDP, the CPF Board, the Share Registrar, or the Participating Bank shall be liable for any delay, failure or inaccuracy in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company, CDP or the Participating Bank due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective control;
  - (d) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares and (if applicable) application for Excess Rights Shares;
  - (e) in respect of the Rights Shares and/or Excess Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
  - (f) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application, a person who is not a party to any contracts made pursuant to this Offer Information Statement and/or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained in herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where the third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- (16) The Applicant should ensure that his personal particulars as recorded by both CDP and the relevant Participating Bank are correct and identical, otherwise, his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and/or other correspondence will be sent to his address last registered with CDP.
- (17) The existence of a trust will not be recognised. Any Electronic Application by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
- (18) In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for Excess Rights Shares, as the case may be, by way of ARE and/or ARS and/or by way of Electronic Application through any ATM of the Participating Bank or an Accepted Electronic Service, the provisionally allotted Rights Shares and/or Excess Rights Shares will be allotted in such manner as the Company and/or CDP may, in their absolute discretion, deem fit and the amount paid on acceptance and (if applicable) application or the surplus application moneys, as the case may be, will be refunded, without interest or any share of revenue or other benefit arising therefrom, within three (3) Market Days after the commencement of trading of the Rights Shares by any one (1) or a combination of the following:
- (a) by crediting his designated bank account via CDP's Direct Crediting Service (DCS) at his own risk; in the event he is not subscribed to CDP's DCS, any moneys to be paid shall be credited to his Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein), as the case may be, (in each case) at his own risk; and/or
  - (b) crediting the Applicant's bank account with the relevant Participating Bank at his own risk if he accepts and (if applicable) applies through an ATM of the Participating Bank, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder.
- (19) The Applicant hereby acknowledges that, in determining the total number of Rights Shares represented by the provisional allotment of the Rights Shares which he can validly accept, the Company and/or CDP are entitled and the Applicant hereby authorises the Company and/or CDP to take into consideration:
- (a) the total number of Rights Shares represented by the provisional allotment of the Rights Shares that the Applicant has validly accepted, whether under the ARE(s), the ARS, and/or any other application form (including Electronic Application through an ATM or an Accepted Electronic Service) for the Rights Shares and/or Excess Rights Shares;
  - (b) the total number of Rights Shares represented by the provisional allotment of the Rights Shares standing to the credit of the "Free Balance" of the Applicant's Securities Account which is available for acceptance; and
  - (c) the total number of Rights Shares represented by the provisional allotment of the Rights Shares which has been disposed of by the Applicant.

The Applicant acknowledges that the Company's and/or CDP's determination shall be conclusive and binding on him.

---

## APPENDIX II – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH THE ATMS OF PARTICIPATING BANKS

---

- (20) The Applicant irrevocably requests and authorises the Company and/or CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the provisional allotment of the Rights Shares accepted by the Applicant and (if applicable) the Excess Rights Shares which the Applicant has applied for.
- (21) With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL,, (if applicable) the Constitution of the Company and/or other application form for the Rights Shares in relation to the Rights Issue or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an application by the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, or where the “Free Balance” of the Applicant’s Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares subscribed as at the Closing Date, the Company and/or CDP may, at their absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other processes all remittances at any time after receipt in such manner as it may deem fit.
- (22) The Company and/or CDP shall be entitled to process each Electronic Application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Applicant, on its own, without regard to any other application and payment that may be submitted by the same Applicant. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of Rights Shares and (if applicable) application for Excess Rights Shares.



---

## APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

---

### 1. INTRODUCTION

Acceptances of the provisional allotment of and any excess application for the Rights Shares must be made on the appropriate form(s) accompanying and forming part of this Offer Information Statement.

Entitled Scripholders are entitled to receive this Offer Information Statement together with the following documents which are enclosed herewith, and are deemed to constitute a part of, this Offer Information Statement:

Renounceable PAL incorporating:

Form of Acceptance	Form A
Request for Splitting	Form B
Form of Renunciation	Form C
Form of Nomination	Form D
Excess Rights Shares Application Form	Form E

The provisional allotments of the Rights Shares and application for Excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions contained in the PAL. The number of Rights Shares provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlement(s), if any, having been disregarded). Entitled Scripholders may accept their provisional allotments of Rights Shares, in full or in part, and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the Rights Shares provisionally allotted to Entitled Scripholders and the procedures to be adopted should they wish to renounce, transfer or split all or part of their provisional allotments are set out in the PAL.

**THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES ACCEPTED/ APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF APPLICABLE.**

Where any acceptance, application and/or payment does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL, (if applicable) the Constitution of the Company and/or any other application form for the Rights Shares and/or Excess Rights Shares, or is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Registrar may, at its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other processes of remittances at any time after receipt in such manner as they/it may deem fit.

The Company and the Share Registrar shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder or a renounee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or renounee. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application of Rights Shares and (if applicable) application for Excess Rights Shares.

**Entitled Scripholders who intend to trade any part of their provisional allotments of Rights Shares should note that all dealings in and transactions of the provisional allotments of Rights Shares through SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on the SGX-ST.**

Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL, a person who is not a party to any contracts made pursuant to this PAL and/or this Offer Information Statement has no right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts.

Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

---

## APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

---

(a) **Form of Acceptance (FORM A)**

Entitled Scripholders who wish to accept their entire provisional allotment of Rights Shares or to accept any part of it and decline the balance should complete and sign the Form of Acceptance (Form A) for the number of Rights Shares which they wish to accept and forward the PAL at the sender's own risk, in its entirety, duly completed and signed, together with a single remittance for the payment in the prescribed manner to **SAMKO TIMBER LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE KEPPEL BAY TOWER, #14-07 SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(b) **Insufficient Payment**

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder and (if applicable) the Excess Rights Shares applied for by the Entitled Scripholder, the attention of the Entitled Scripholder is drawn to paragraph (c) of this Appendix III which sets out the circumstances and manner in which the Company and the Share Registrar shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

(c) **Appropriation**

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that, the Company and the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of cashier's order or banker's draft drawn on a bank in Singapore to be applied towards the payment of his acceptance of Rights Shares.

(d) **Request for Splitting Form (FORM B) and Form of Renunciation (FORM C)**

Entitled Scripholders who wish to accept a portion of their provisional allotments of Right Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments of Rights Shares in favour of more than one (1) person, should first, using the Request for Splitting (Form B), request to have their provisional allotments of Rights Shares under the PAL split into separate PALs ("**Split Letters**") according to their requirements. The duly completed Form B together with the PAL, in its entirety, duly completed and signed, should be returned by post in the self-addressed envelope provided, at the sender's own risk, to reach **SAMKO TIMBER LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE KEPPEL BAY TOWER, #14-07 SINGAPORE 098632**, not later than **5.00 P.M. ON 20 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B (together with the PAL in its entirety) is received after **5.00 P.M. ON 20 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The Company reserves the right to reject any request for Split Letters if, in the opinion of the Directors, the Rights Shares requested for in the Split Letters are in unreasonable denominations. The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Issue of the title of the person(s) lodging it, or on whose behalf it is lodged, to deal with the same and to receive Split Letter(s) and to have credited to that person's Securities Account with CDP the Rights Shares allotted to him or, if relevant, to receive physical share certificate(s) and/or to receive any statement from CDP and/or refund of acceptance or application moneys. Instructions relating to acceptance, payment, renunciation, nomination and consolidation set out in the PAL shall apply to the Split Letters received consequent upon the original provisional allotment of Rights Shares being split.

The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing the Form for Renunciation (Form C) before delivery to the renounee(s). Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments of Rights Shares they intend to accept, if any, and forward the said Split Letter(s) together with remittance for the payment in the prescribed manner to **SAMKO TIMBER LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE KEPPEL BAY TOWER, #14-07 SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).



---

## APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

---

Entitled Scripholders who wish to renounce their entire provisional allotments of Rights Shares in favour of one (1) person, or renounce any part of it in favour of one person and decline the balance, should complete Form C for the number of provisional allotments of Rights Shares which they wish to renounce and deliver the PAL in its entirety to the renounee(s).

The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Issue of the title of the renounee to deal with it and (if applicable) to receive Split Letters and to have credited to the renounee's Securities Account with CDP the Rights Shares renounced to him or, if relevant, to receive physical share certificate(s) for the Rights Shares and/or to receive any statement from CDP and/or return or refund of surplus acceptance moneys.

**(e) Form of Nomination (with Consolidated Listing Form) (Form D)**

Each Entitled Scripholder may consolidate the Rights Shares provisionally allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in his favour by completing and signing Form A (Form of Acceptance) and the Consolidated Listing Form in Form D (Form of Nomination) of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renounee who is not an Entitled Scripholder and who wishes to consolidate the provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in Form D of only one PAL or Split Letter (the "**Principal PAL**") by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them. **ALL THE RENOUNCED PALS AND SPLIT LETTERS, EACH DULY COMPLETED AND SIGNED, MUST BE ATTACHED TO FORM A OR FORM D (AS THE CASE MAY BE).** All duly completed and signed Form Ds, together with the PAL in its entirety, together with payment in the prescribed manner, are to reach **SAMKO TIMBER LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE KEPPEL BAY TOWER, #14-07 SINGAPORE 098632**, not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

**(f) Payment**

Payment for full amount due on acceptance and/or application in relation to the PALs must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**SAMKO TIMBER**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and address of the Entitled Scripholder or accepting party clearly written in block letters on the reverse side of the Banker's Draft or Cashier's Order. The completed PAL and remittance should be addressed and forwarded, by post in the self-addressed envelope provided at the sender's own risk, to **SAMKO TIMBER LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE KEPPEL BAY TOWER, #14-07 SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

If acceptance and payment in the prescribed manner as set out in the PAL is not received by **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapsed and become void and such provisional allotments not so accepted will be used to satisfy Excess Applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return all unsuccessful application moneys received in connection therewith **BY ORDINARY POST** and at the risk of the Entitled Scripholders or their renounee(s), as the case may be, without interest or share of revenue or benefit arising therefrom within three (3) Market Days after the commencement of trading of the Rights Shares..

---

## APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

---

(g) **Excess Rights Shares Application Form (Form E)**

Entitled Scripholders who wish to apply for Excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing and signing the form for the application for Excess Rights Shares Application Form (Form E) and forwarding it with a **SEPARATE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out above, by post in the self-addressed envelope provided at their own risk, to **SAMKO TIMBER LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 1 HARBOURFRONT AVENUE KEPPEL BAY TOWER, #14-07 SINGAPORE 098632**, so as to arrive not later than **5.30 P.M. ON 27 DECEMBER 2023** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

**FORM E IS NOT TRANSFERABLE AND MAY ONLY BE USED BY THE ENTITLED SCRIPHOLDERS NAME HEREIN.**

The Excess Rights Shares are available for application subject to the terms and conditions contained in this Offer Information Statement, (if applicable) the Constitution of the Company and instructions contained in the PAL (including Form E). Applications for Excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders or their respective renounee(s) or the Purchaser(s) of the provisional allotments of Rights Shares, the unsold "nil-paid" provisional allotment of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in this Offer Information Statement, (if applicable) the Constitution of the Company and instructions contained in the PAL (including Form E) and/or any other application form for the Rights Shares.

In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots. Directors and Substantial Shareholders who have control or influence over the Company in connection with the day to day affairs of the Company or the terms of the Rights Issue, or have representation on the Board (whether direct or through a nominee) shall rank last in priority. The Company reserves the right to allot the Excess Rights Shares applied for under Form E in any manner as the Directors may deem fit and to refuse, in whole or in part, any application for Excess Rights Shares without assigning any reason whatsoever.

In the event that the number of the Excess Rights Shares allotted to Entitled Scripholders is less than the number of Excess Rights Shares applied for, Entitled Scripholders shall be deemed to have accepted the number of Excess Rights Shares actually allotted to them.

If no Excess Rights Shares are allotted to Entitled Scripholders or if the number of Excess Rights Shares allotted to them is less than that applied for, it is expected that the amount paid on application or the surplus of the application moneys for Excess Rights Shares received by the Company, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within three (3) Market Days after the commencement of trading of the Rights Shares, by means of a crossed cheque drawn on a bank in Singapore and sent **BY ORDINARY POST** at their **OWN RISK** to their mailing addresses as maintained with the Share Registrar.

(h) **General**

No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications.

**Entitled Scripholders or renounees (as the case may be) who are in doubt as to the action they should take should consult their stockbroker, bank manager, legal adviser, accountant or other professional adviser immediately.**

Upon listing and quotation of the Rights Shares on the SGX-ST, any trading of the Rights Shares on the SGX-ST will be via the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of the Rights Shares effected through SGX-ST and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte.) Limited**", as the same may be amended from time to time. Copies of the above are available from CDP.

---

## **APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS**

---

To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares and who wish to trade the Rights Shares issued to them on the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) before accepting any Rights Shares or applying for any Excess Rights Shares in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept and/or apply for the provisional allotments of the Rights Shares and (if applicable) apply for the Excess Rights Shares must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to do so or whose particulars are incorrect or invalid or whose particulars as provided differ from those particulars in their Securities Accounts currently maintained with CDP will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be sent BY ORDINARY POST to person(s) entitled thereto at his/their OWN RISK. Physical share certificates will not be valid for delivery pursuant to trades done on the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title.

If the Entitled Scripholders' addresses stated in the PALs are different from their addresses registered with CDP, they must inform CDP of their updated addresses promptly, failing which the notification letters on successful allotments will be sent to their addresses last registered with CDP. A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the SGX-ST, must deposit with CDP his existing share certificate(s), together with the duly stamped and executed instrument(s) of transfer in favour of CDP, pay the applicable fees and have his Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before he can effect the desired trade.

**THE FINAL TIME AND DATE FOR ACCEPTANCES AND/OR APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5.30 P.M. ON 27 DECEMBER 2023 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

**(i) Personal Data Privacy**

By completing and delivering the PAL, an Entitled Scripholder or a renounee (i) consents to the collection, use and disclosure of his personal data by the Share Registrar, CDP, the CPF Board, SGX-ST and the Company for the purpose of facilitating his application for the Rights Shares, and in order for the aforesaid persons to comply with any applicable laws, listing rules, regulations and/or guidelines, (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with the applicable laws, and (iii) agrees that he will indemnify the Share Registrar, CDP, the CPF Board, SGX-ST and the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

---

## APPENDIX IV – LIST OF PARTICIPATING BANKS

---

### PARTICIPATING BANKS FOR ELECTRONIC APPLICATIONS THROUGH AN ATM

- (a) United Overseas Bank Limited
- (b) Oversea-Chinese Banking Corporation Limited

This Offer Information Statement is dated this 8 December 2023.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement 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 this Offer Information Statement in its proper form and context.

For and on behalf of **SAMKO TIMBER LIMITED**

---

**Eka Dharmajanto Kasih**

(Non-Independent and Non-Executive  
Chairman)

---

**Riko Setyabudhy Handoko**

(Executive Director and Chief  
Executive Officer)

---

**Michael Joseph Sampoerna**

(Non-Independent and Non-Executive  
Director)

---

**Ng Cher Yan**

(Independent and Non-Executive  
Director)

---

**Sim Idrus Munandar**

(Independent and Non-Executive  
Director)

---

**Ito Sumardi**

(Independent and Non-Executive  
Director)

---

**Hadi Daryanto**

(Independent and Non-Executive  
Director)