



**SAMKO TIMBER LIMITED**  
(Company Registration No. 200517815M)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Samko Timber Limited (the "Company") will be held at Carlton Hotel Singapore, Empress Ballroom 1, Level 2, 76 Bras Basah Road, Singapore 189558 on Friday, 26 April 2024, at 2.00 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Hadi Daryanto, a Director of the Company retiring pursuant to Article 94 of the Constitution of the Company. **(Resolution 2)**  
*Mr Hadi Daryanto will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Board Risk Committee respectively and will be considered independent for purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").*  
Detailed information on Mr Hadi Daryanto as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found on page 45 to page 48 of the annual report.
- To note the retirement of Mr Ng Cher Yan, who is retiring pursuant to Article 94 of the Constitution of the Company and has decided not to offer himself for re-election at the AGM. **(Resolution 3)**  
*Mr Ng Cher Yan will, upon his retirement as a Director of the Company at the conclusion of this AGM, cease as the Chairman of the Audit Committee, and a member of the Nomination Committee, Remuneration Committee and Board Risk Committee of the Company respectively.*
- To note the retirement of Mr Sim Idrus Munandar, who is retiring pursuant to Article 94 of the Constitution of the Company and has decided not to offer himself for re-election at the AGM. **(Resolution 4)**  
*Mr Sim Idrus Munandar will, upon his retirement as a Director of the Company at the conclusion of this AGM, cease as the Chairman of the Nomination Committee and Board Risk Committee, and a member of the Audit Committee and Remuneration Committee of the Company respectively.*
- To approve the payment of Directors' fees of S\$292,364 for the financial year ending 31 December 2024, payable quarterly in arrears. (FY2023: S\$264,238) **(Resolution 3)**
- To rectify and approve the additional payment of Directors' fees of S\$56,252 for the financial years ended 31 December 2022 ("FY2022") and 31 December 2023 ("FY2023"). **(Resolution 4)**  
[See Explanatory Note (i)]
- To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an AGM. **(Resolution 5)**

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to allot and issue new shares**  
That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:  
(a) (i) allot and issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company in their absolute discretion deem fit; and  
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,  
provided that:  
(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);  
(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:  
(a) new Shares arising from the conversion or exercise of any convertible securities;  
(b) new Shares arising from exercising share options or vesting of share awards; and  
(c) any subsequent bonus issue, consolidation or subdivision of Shares;  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise the Constitution of the Company; and  
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note (ii)] **(Resolution 6)**
- Authority to issue shares under the Samko Timber Performance Share Plan**  
That approval be and is hereby given to the Directors of the Company, pursuant to Section 161 of the Companies Act 1967 of Singapore:  
(a) to offer and grant awards from time to time in accordance with the rules of the Samko Timber Performance Share Plan (the "Plan");  
(b) to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be issued pursuant to the vesting of the awards under the Plan provided that the aggregate number of shares to be issued pursuant to the Plan and any other share incentive schemes of the Company, shall not exceed three per centum (3.0%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time; and  
(c) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note (iii)] **(Resolution 7)**

By Order of the Board

Kiar Lee Noi  
Secretary  
Singapore, 11 April 2024

### Explanatory Notes:

- The amount approved at the AGM each held on 29 April 2022 and 29 April 2023 was insufficient due to administrative oversight of Directors' fees payable to the Independent and Non-Executive Directors, Mr Hadi Daryanto and Mr Ito Sumardi. The rectification of the Directors' fees is to meet the shortfall in the amount payable for FY2022 (i.e. S\$28,126) and FY2023 (i.e. S\$28,126).
- The Ordinary Resolution 6 in item 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis to shareholders.  
For the purpose of determining the aggregate number of Shares to be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards; and (ii) any subsequent bonus issue, consolidation or subdivision of Shares.
- The Ordinary Resolution 7 in item 10 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards in accordance with the rules of the Plan (which was approved at the extraordinary general meeting of the Company held on 27 April 2018) and to allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be issued pursuant to the vesting of the awards under the Plan provided that the aggregate number of shares to be issued pursuant to the Plan and any other share incentive schemes of the Company, shall not exceed three per centum (3.0%) of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) from time to time.

### Notes:

#### Format of Meeting

- The members of the Company are invited to attend the AGM physically in person. There will be no option for members to participate the AGM virtually. This Notice of AGM, Proxy Form and Annual Report 2023 will be sent to members by electronic means via publication on the Company's corporate website at the URL <https://www.sampoernakayoe.co.id/investors/minutes-of-agm-egm/> and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copy of the Annual Report 2023 will be sent by post to members and the Notice of AGM will also be published in the print edition of the Business Times on 11 April 2024.

#### Attendance at the AGM

- Members, including Central Provident Fund Investment Scheme investors ("CPF Investors") and Supplementary Retirement Scheme investors ("SRS Investors") can attend the AGM in person.  
Please bring along your NRIC/passport to enable the Company to verify your identity at the registration counter(s) outside the AGM venue on the day of the event. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.  
For investors who hold shares through relevant intermediaries (including CPF Investors/SRS investors) (as defined in Section 181 of the Companies Act 1967 of Singapore) (the "Relevant Intermediaries"), please refer to note 5 for the procedures to vote at the AGM.

#### Submission of Questions

- Members (including CPF Investors and SRS Investors) who have questions in relation to any agenda items in this Notice of AGM can ask questions during the AGM physically or can submit their questions to the Company in advance ("Advanced Questions"), by 2.00 p.m. on 19 April 2024, through any of the following means:  
(a) by email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or  
(b) by post, to be deposited with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. ("BCAS"), at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.  
Members (including CPF Investors and SRS investors) must identify themselves when posting questions through email or mail by providing the following details for verification purposes:  
(i) full name;  
(ii) address;  
(iii) number of shares held; and  
(iv) the manner in which the member holds shares (e.g., via CDP, CPF, SRS and/or script).  
To ensure that questions received by the Company within the stipulated deadline, members (including CPF Investors/SRS Investors) are strongly encouraged to submit questions via email.  
The Company will endeavour to address all substantial and relevant Advanced Questions through announcement on the Company's corporate website at the URL <https://www.sampoernakayoe.co.id/investors/minutes-of-agm-egm/> and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> before 22 April 2024. This is to allow members to have sufficient time and opportunity to question the Company's response before the deadline for the submission of proxy forms.  
Any subsequent clarifications sought, or follow up questions, or substantial and relevant questions received after the cut-off at 2.00 p.m. on 19 April 2024 will be consolidated and addressed either before the AGM via an announcement on SGXNet and the Company's corporate website or at the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.  
The Company will publish the minutes of the AGM, which will include responses from the Board and Management of the Company on the substantial and relevant questions received from Shareholders and Investors via an announcement on SGXNet and the Company's corporate website within one (1) month after the AGM.  
Investors holding shares through Relevant Intermediaries (other than CPF Investors/SRS Investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their Relevant Intermediaries as soon as possible in order for the Relevant Intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

#### Voting at the AGM by Members and Proxy(ies)

- Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf.  
Duly completed proxy forms must be submitted to the Company in the following manner:  
(a) if submitted by post, be deposited with the Company's Share Registrar, BCAS, at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07 Singapore 098632; or  
(b) if submitted electronically, be sent via email to the Company's Share Registrar, BCAS, at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),  
in either case, must be lodged or received (as the case may be), by 2.00 p.m. on 24 April 2024, being forty-eight (48) hours before the time appointed for holding the AGM.  
Please refer to the detailed instructions for appointment of proxy(ies) set out in the Proxy Form.

#### Voting at the AGM by Relevant Intermediaries (including CPF Investors/SRS Investors)

- Investors holding shares through Relevant Intermediaries (other than CPF Investors/SRS Investors) who wish to appoint proxy(ies) should approach their Relevant Intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.  
CPF Investors/SRS Investors who wish to appoint the Chairman of the AGM as their proxy to vote at the AGM, they should approach their respective CPF Agent Banks or SRS Operators to submit their vote by 2.00 p.m. on 16 April 2024, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf. CPF Investors/SRS investors are requested to contact their respective CPF agent banks and/or SRS operators for any queries they may have with regard to the appointment of proxies for the AGM.

### Personal data privacy:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a member and proxy(ies) and/or representative(s) of a member.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or submitting any question prior to the AGM in accordance with the Notice of AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents, or service providers) for the purposes of (a) processing and administration and analysis by the Company (or its agents, or service providers) of Proxy Forms/instruments appointing proxy(ies) and/or representative(s) for the AGM of the Company (including any adjournment thereof); (b) addressing substantial and relevant questions received from members relating to the resolutions set out in the Notice of AGM before the AGM and if necessary, following up with the relevant members in relation to such questions; (c) preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof); and (d) in order for the Company (or its agents, or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities (collectively, the "Purposes"); (ii) warrants that where the warrants that where the member discloses the personal data of the Company, proxy(ies) and/or representative(s) to the Company (or its agents, or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents, or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to indemnify the Company in respect of any penalties, liabilities, claims, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings at the AGM of the Company may be made by the Company for record keeping to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a member may be recorded by the Company (or its agents or service providers) for such Purposes. In the case of a member who is a Relevant Intermediary, by submitting the consolidated list of participants, such member represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure by the Company (or its agents or, service providers) of the personal data of such individuals by the Company (or its agents or, service providers) for any of the Purposes.