

NOTICE OF ANNUAL GENERAL MEETING

SINARMAS LAND LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 199400619R

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Sinarmas Land Limited (the “**Company**” or “**SML**”) will be held by electronic means on **Wednesday, 28 April 2021 at 10.00 a.m.** (Singapore time) to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2020 together with the Directors’ Statement and Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempted (one-tier) dividend of S\$0.0009 per ordinary share for the year ended 31 December 2020. **(Resolution 2)**
3. To approve Directors’ Fees of S\$474,222 for the year ended 31 December 2020. (FY2019: S\$465,000) **(Resolution 3)**
4. To re-appoint the following Directors retiring pursuant to Regulation 97 of the Constitution of the Company:
 - (i) Mr. Lim Jun Xiong, Steven **(Resolution 4)**
 - (ii) Mr. Ng Ee Peng **(Resolution 5)**

{please see note 1}
5. To re-appoint the following Directors retiring pursuant to Rule 720(5) of the listing manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”):
 - (i) Mr. Ferdinand Sadeli **(Resolution 6)**
 - (ii) Mr. Robin Ng Cheng Jiet **(Resolution 7)**
 - (iii) Mr. Hong Pian Tee **(Resolution 8)**

{please see note 1}

Two-Tier Voting Process for Mr. Hong Pian Tee

6. Pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual which will take effect from 1 January 2022, members of the Company to approve the continued appointment of Mr. Hong Pian Tee, as an Independent Director, this Resolution 9 to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution 9. **(Resolution 9)**
{please see notes 1, 2 and 3}
7. Contingent upon the passing of Resolution 9 above, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual which will take effect from 1 January 2022, members of the Company, excluding the Directors, the Chief Executive Officer, and their associates, to approve the continued appointment of Mr. Hong Pian Tee, as an Independent Director, this Resolution 10 to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution 10. **(Resolution 10)**
{please see notes 1, 2 and 3}
8. To re-appoint Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 11)**

AS SPECIAL BUSINESS

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

Renewal of the Share Issue Mandate

- 9A. "That pursuant to Section 161 of the Companies Act, Cap 50 and the Listing Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date of passing of this Resolution, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the next annual general meeting of the Company." *{please see note 4}* **(Resolution 12)**

Renewal of the Share Purchase Mandate

- 9B. "(a) That for the purposes of Sections 76C and 76E of the Companies Act, Cap 50 (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares ("**Shares**") in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
 - (ii) off-market purchases (each an "**Off-Market Purchase**") effected in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,
- and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
- (b) That unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or is required by law to be held; or
 - (ii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority in the Share Purchase Mandate is varied or revoked;
- (c) That in this Resolution:

"Prescribed Limit" means ten percent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price
- (ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price

where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day of the Market Purchase;

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution." *{please see note 5}* **(Resolution 13)**

Renewal of the Interested Person Transactions Mandate

- 9C. "(a) That pursuant to Chapter 9 of the Listing Manual of the SGX-ST, approval be and is hereby given to the Company, its subsidiaries and associated companies that are not listed on the SGX-ST or an approved exchange, provided that the Company and its subsidiaries (the "**Group**"), or the Group and its interested person(s), has control over the associated companies, or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix 2 to this Notice of Annual General Meeting (the "**Appendix 2**") *{please see note 6}*, with any party who is of the class of Interested Persons described in the Appendix 2, provided that such transactions are carried out in the ordinary course of business and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Appendix 2 (the "**IPT Mandate**");
- (b) That the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company; and
 - (c) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution." *{please see note 7}* **(Resolution 14)**

By Order of the Board

Robin Ng Cheng Jiet
Director
7 April 2021
Singapore

Notes:

- (i) Due to the current COVID-19 pandemic, to minimise physical interactions and COVID-19 transmission risks, the AGM will be held by electronic means.
- (ii) In view thereof, members will not be able to attend the AGM in person. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out hereinbelow. This Notice of AGM can be accessed on the SGXNET website at the URL <https://www.sgx.com/securities/company-announcements>. Any reference to a time of day is made by reference to Singapore time.
- (iii) As the AGM will be held by electronic means, a member of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("**Live Webcast**") via his/her/its mobile phones, tablets or computers or listen to the AGM proceedings through a "live" audio feed ("**Audio Only Means**") via telephone. In order to do so, a member of the Company who wishes to watch the Live Webcast or listen via the Audio Only Means must register by **10.00 a.m. on Sunday, 25 April 2021**, at the URL <https://globalmeeting.bigbangdesign.co/sinarmasland/>. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions by **10.00 a.m. on Tuesday, 27 April 2021**, on how to access the Live Webcast and Audio Only Means to observe the AGM proceedings.
- (iv) A member of the Company who registers to watch the Live Webcast or listen via the Audio Only Means may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **10.00 a.m. on Sunday, 25 April 2021** via the following:
 - (a) pre-registration link at URL <https://globalmeeting.bigbangdesign.co/sinarmasland/>; or
 - (b) email to investor@sinarmasland.com.sg.

The Company will endeavor to address all substantial and relevant questions received from members prior to the AGM, and publish its response on the SGXNET at URL <https://www.sgx.com/securities/company-announcements>.

- (v) If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM ("**Chairman**") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman as proxy, a member of the Company (whether individual or corporate), must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (vi) The Chairman, as proxy, need not be a member of the Company.
- (vii) The instrument appointing the Chairman as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be deposited at the registered office address of the Company at 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535; or
 - (b) if submitted electronically, by email to the Company at investor@sinarmasland.com.sg

in either case, by **10.00 a.m. on Sunday, 25 April 2021** being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in defaults the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 pandemic and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post or in person, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

- (viii) The instrument appointing the Chairman as proxy must be under the hand of the appointor or his/her/its attorney duly authorized in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorized officer, failing which the instrument of proxy may be treated as invalid.

- (ix) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50), including investors holding through Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**"), who wish to appoint the Chairman as proxy, should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares, to submit their votes at least seven (7) working days before the time appointed for the holding of the AGM.

Additional Notes relating to the Notice of AGM:

1. Please refer to sections on Board of Directors and Corporate Governance Report in the Annual Report 2020 for further information on each of Mr. Lim Jun Xiong, Steven ("**Mr. Lim**"), Mr. Ng Ee Peng, Mr. Ferdinand Sadeli, Mr. Robin Ng Cheng Jiet, and Mr. Hong Pian Tee ("**Mr. Hong**").

Upon his re-appointment, Mr. Lim will remain as a member of the Audit Committee of the Company. Upon his re-appointment, Mr. Hong will remain as the Chairman of the Audit Committee of the Company. The Nominating Committee and Board have determined that each of Mr. Lim and Mr. Hong is independent.

2. The proposed Resolutions 9 and 10 are being sought, in anticipation of Rule 210(5)(d)(iii) of the Listing Manual, which will take effect from 1 January 2022. Rule 210(5)(d)(iii) of the Listing Manual provides that the continued appointment of an independent director who has been on the Board for an aggregate period of more than 9 years, must be sought and approved in separate resolutions by (A) all members; and (B) members, excluding Directors, Chief Executive Officer and their associates.
3. Effective January 2022, Mr. Hong would have served 9 years in aggregate. In anticipation of Rule 210(5)(d)(iii) of the Listing Manual which will take effect from 1 January 2022, Mr. Hong has offered himself for 2-tier members' approval, and the Company is proposing to seek the requisite members' approval by a 2-tier voting process for Mr. Hong to continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of both Resolutions 9 and 10. Consequently, subject to the passing of both Resolutions 9 and 10, Mr. Hong will continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of both Resolutions 9 and 10. In the absence of the requisite members' approval of both Resolutions 9 and 10, Mr. Hong will be designated as a Non-independent Director with effect from 1 January 2022.
4. Resolution 12, if passed, is to empower the Directors from the date of the AGM until the date of the next annual general meeting, to issue shares and convertible securities in the capital of the Company not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time Resolution 12 is passed. For issue of shares and convertible securities other than on a pro-rata basis to shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company.
- The percentage of 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) of the Company at the time Resolution 12 is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or any share options, or vesting of share awards which were issued and outstanding or subsisting at the time Resolution 12 is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares.
5. Resolution 13, if passed, is to renew for another year, up to the next annual general meeting of the Company, the mandate for share purchase as described in the Appendix 1 to this Notice of AGM, which will, unless previously revoked or varied by the Company at a general meeting, expire at the next annual general meeting.
6. The mandate for transactions with Interested Persons as described in the Appendix 2 includes the placement of deposits by the Company with financial institutions in which Interested Persons have an interest.
7. Resolution 14, if passed, is to renew for another year, up to the next annual general meeting of the Company, the mandate for transactions with Interested Persons as described in the Appendix 2, which will, unless previously revoked or varied by the Company at a general meeting, expire at the next annual general meeting.

PERSONAL DATA PRIVACY

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