
NOTICE OF EXTRAORDINARY GENERAL MEETING

SINARMAS LAND LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 199400619R)

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the Shareholders of the Company dated 2 October 2024 (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Sinarmas Land Limited (the “**Company**”) will be held on Friday, 18 October 2024 at 2.00 p.m. at Room 508, Level 5, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

PROPOSED ACQUISITION OF UP TO 100% OF THE ISSUED SHARES OF PT SURYAMAS DUTAMAKMUR TBK BY PT BUMI SERPONG DAMAI TBK AS A MAJOR TRANSACTION WHICH COMPRISES (1) ACQUISITION OF 91.99% OF THE ISSUED SHARES FROM TOP GLOBAL LIMITED FOR S\$195,190,017 AS AN INTERESTED PERSON TRANSACTION; AND (2) ACQUISITION OF UP TO 8.01% OF THE ISSUED SHARES FROM PUBLIC SHAREHOLDERS OF PT SURYAMAS DUTAMAKMUR TBK FOR UP TO IDR EQUIVALENT OF S\$16,984,914 PURSUANT TO MANDATORY TENDER OFFER (“MTO”)

THAT:

- (a) approval be and is hereby given for the purposes of Chapter 9 and Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited (Section A: Rules of Mainboard), for PT Bumi Serpong Damai Tbk (“**Purchaser**”) to acquire up to an aggregate of 4,772,138,237 ordinary shares representing 100% of the issued and paid-up shares in the capital of PT Suryamas Dutamakmur Tbk (“**Target Company**”) for S\$212,174,931 as a major transaction which comprises (i) 4,390,121,595 ordinary shares representing 91.99% of the issued and paid-up shares in the capital of the Target Company from Top Global Limited (“**Seller**”) as an interested person transaction pursuant to the terms and conditions of the conditional shares purchase agreement dated 31 July 2024 (“**CSPA**”) and (ii) up to 382,016,642 ordinary shares representing 8.01% of the issued and paid-up shares in the capital of the Target Company from public shareholders pursuant to MTO, and all transactions contemplated thereby;
- (b) the execution of the CSPA by the Purchaser be and is hereby confirmed and approved;
- (c) the Directors or each of them be and are/is hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, approving, amending, modifying, supplementing and executing all such documents as may be required in connection with the Proposed Transaction) as they and/or he/she may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed Transaction and this ordinary resolution; and
- (d) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director in connection with the Proposed Transaction and this ordinary resolution be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

Robin Ng Cheng Jiet
Executive Director and Chief Financial Officer
Singapore, 2 October 2024

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Notes:

1. Format of EGM

The EGM will be held in a wholly physical format, at the date, time and venue stated above. A member of the Company, including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. There will be no option for members to participate virtually. This Notice of EGM can be accessed on the SGXNet website at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://www.sinarmasland.com/investors/annual-report>.

2. Submission of Proxy Form

A member of the Company (whether individual or corporate) who wishes to exercise his/her/its voting rights at the EGM may appoint a proxy(ies) to vote on his/her/its behalf at the EGM by completing and submitting to the Company the instrument of proxy (“Proxy Form”).

A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints more than one (1) proxy, he/she/it shall specify in the Proxy Form, the proportion of his/her/its shareholding to be represented by each proxy. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/its discretion.

A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.

The Proxy Form, 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 Company’s registered office at 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535; or
- (b) if submitted by email, be received by the Company at: investor@sinarmasland.com.sg

in either case, by 2.00 p.m. on Tuesday, 15 October 2024 being not less than seventy-two (72) hours before the time appointed for holding the EGM and in default the Proxy Form shall not be treated as valid.

The Proxy Form must be under the hand of the appointor or his/her/its attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the Proxy Form may be treated as invalid.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (“Investors”), including investors holding through CPF and SRS (“CPF/SRS Investors”), should approach their relevant intermediaries (which would include, in the case of CPF and SRS Investors, his/her CPF Agent Banks or SRS Operators). An Investor who wishes to vote should approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS Investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least seven (7) working days before the date of the EGM to submit his/her vote.

3. Submission of Questions

A member of the Company, including CPF and SRS Investors, may submit substantive and relevant questions related to the resolution tabled for approval at the EGM in advance of the EGM by:

- (a) post to the Company’s mailing address at 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535, which must be received by Thursday, 10 October 2024; or
- (b) email to the Company at investor@sinarmasland.com.sg, which must be received by 11.59 p.m. on Thursday, 10 October 2024.

Members who submit questions in advance of the EGM should identify themselves by stating (i) his/her/its full name as it appears on his/her/its CDP/CPF/SRS shares records, (ii) NRIC/Passport/Company registration number and (iii) the manner in which he/she/it holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes.

The Company will only address relevant and substantive questions (as may be determined by the Company in its sole discretion) received from members, and publish its response(s), which may be consolidated for similar relevant and substantive questions, on the SGXNet website at <https://www.sgx.com/securities/company-announcements>, latest by 2.00 p.m. on Sunday, 13 October 2024. Any relevant and substantive questions received after 10 October 2024 shall be addressed, and may be consolidated for similar questions and addressed, during the EGM.

A member, including CPF and SRS Investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the EGM substantive and relevant questions related to the resolution to be tabled for approval at the EGM, at the EGM itself.

4. Access to Documents relating to the EGM

All documents (including the Circular, this Notice of EGM, the Proxy Form and the Request Form) relating to the business of the EGM have been, or will be, published on the SGXNet website and the Company’s website.

A printed copy of the Circular will not be mailed to Shareholders. Shareholder who wishes to receive a printed copy of the Circular must complete the Request Form and send it by post, to the Company c/o B.A.C.S. Private Limited, no later than 10 October 2024.

Notwithstanding the above, printed copies of this Notice of EGM, the Proxy Form and the Request Form will be despatched to Shareholders. Shareholders and investors are advised to check the SGXNet website and/or the Company’s website regularly for updates.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents 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.