

# SAMUDERA SHIPPING LINE LTD

(Incorporated in the Republic of Singapore)  
(Company registration no. 199308462C)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of Samudera Shipping Line Ltd (the “Company”) will be convened and held by way of electronic means on 27 April 2022 at 10.30 a.m. (or soon thereafter following the conclusion of the AGM to be held at 10.00 a.m., on the same day by way of electronic means) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

*All capitalised terms used in this notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular to the shareholders of the Company dated 6 April 2022 (“Circular”).*

### ORDINARY RESOLUTION 1 - THE PROPOSED RENEWAL OF THE DISPOSAL MANDATE FOR PROPOSED DISPOSAL OF THE VESSELS

That:

- Approval be and is hereby given, for the purposes of Chapter 10 of the Listing Manual, for the Company to dispose the Vessels to the extent mandated and according to the terms under the Disposal Mandate as described in the Circular (the “**Proposed Disposal**”);
- The Directors of the Company and/or any of them be and are hereby authorised to do all acts and things (including without limitation, executing all such documents and approving any amendments, alterations or modifications to any such documents as may be required in connection with the Proposed Disposal) as they and/or each of them deem desirable, expedient or necessary to give effect to the matters referred to in the above paragraph of this Ordinary Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company; and
- Insofar as any documents are required to be executed under seal, the Common Seal of the Company be affixed to such documents relating to the Proposed Disposal contemplated and authorised by this Ordinary Resolution in accordance with the provisions of the Constitution of the Company.

### ORDINARY RESOLUTION 2 - THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

That:

- For the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares of the Company not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
  - Market Acquisition(s) on SGX-ST through the ready market of the SGX-ST and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - Off-Market Acquisition(s) otherwise than on a securities exchange, in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act and as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and Listing Manual,on the terms set out in the Circular, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”).
- Unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
  - the date on which the next AGM of the Company is held or required by law to be held;
  - the date on which Share Buyback Mandate have been carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied;
- In this Ordinary Resolution:

“**Maximum Percentage**” means that number of issued Shares representing ten per cent. (10%) of the total number of issued Shares as at the date of the passing of this Ordinary Resolution (excluding the Shares which are held as treasury shares and subsidiary holdings (if any) as at that date); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not be more than:

  - in the case of a Market Acquisition of a Share, 5% above the average of the closing market prices of the Shares over the last five Market Days on which transactions in the Shares were recorded before the day of the Market Acquisition by the Company, and deemed to be adjusted, in accordance with the Listing Manual of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and
  - (ii) in the case of an Off-Market Acquisition of a Share, 20% above the average of the closing market prices of the Shares over the last five Market Days on which transactions in the Shares were recorded before the date on which the Company makes an announcement of an offer under the Off-Market Acquisition, stating therein the purchase price and the relevant terms of the equal access scheme for effecting the Off-Market Acquisition, and deemed to be adjusted, in accordance with the Listing Manual of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and
- The Directors of the Company and each of them be and is hereby authorised to do such acts and things (including without limitation, to execute all documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

### BY ORDER OF THE BOARD

Leong Chang Hong  
Company Secretary  
6 April 2022

### Notes:

- The Company’s EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- Printed copies of this Notice of EGM dated 6 April 2022 (“**EGM Notice**”) and the Proxy Form **will not** be mailed to Shareholders, instead, these documents together with the EGM Circular dated 6 April 2022 will be sent to Shareholders by way of electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL [https://www.samudera.id/samudera\\_shipping\\_line\\_ltd/en/2/shareholdersmeeting](https://www.samudera.id/samudera_shipping_line_ltd/en/2/shareholdersmeeting).
- In light of the current Covid-19 measures in Singapore and the Company’s effort to minimise physical interactions and risk of community spread of COVID-19, Shareholders will not be able to attend the Company’s EGM in person. Any Shareholder seeking to attend the EGM physically in person will be declined.**  
Alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:
  - observing and/or listening to the EGM proceedings via “live” audio-visual webcast and/or “live” audio-only stream;
  - submission of questions relating to the resolutions to be tabled at the EGM, to the Chairman of the EGM in advance of the EGM, including addressing of substantial and relevant questions received at least 72 hours before the proxy cut-off deadline mentioned in item 6 below; and
  - appointing the Chairman of the EGM as proxy to attend and vote on their behalf at the EGM, details of which are set out below.

### 4. Pre-registration for the EGM

Shareholders and persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, 1967 of Singapore), including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors, will be able watch the live audio-visual webcast or listen to the live audio-only stream of the EGM proceedings via their mobile phones, tablets or computers.

All Shareholders who wish to attend the EGM must pre-register via the Company pre-registration website at the URL [https://www.samudera.id/samudera\\_shipping\\_line\\_ltd/en/2/shareholdersmeeting](https://www.samudera.id/samudera_shipping_line_ltd/en/2/shareholdersmeeting) for verification purposes from now till **10.00 a.m. on Sunday, 24 April 2022**, being 72 hours before the time fixed for the EGM.

Following the verification, authenticated Shareholders will receive a confirmation email which will contain their login credentials and the instructions to access the live audio-visual webcast and a telephone number to access the live audio-only stream of the EGM proceedings (“**Confirmation Email**”). Shareholders who do not receive the Confirmation Email by **10.00 a.m. on 26 April 2022** but have registered by **10.00 a.m. on 24 April 2022** deadline should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 between 10.00 a.m. to 4.00 p.m. (Singapore Time), or via email at [srs.team@boardroomlimited.com](mailto:srs.team@boardroomlimited.com).

Shareholders will be able to observe the live audio-visual webcast of EGM proceedings via mobile phones, tablets or computers or listen to the live audio-only stream of EGM proceedings via telephone.

**Deadline to pre-register: By 10.00 a.m. on 24 April 2022.**

Investors who hold Shares in the Company through a relevant intermediary (as defined below), including CPF or SRS investors, **will not** be able to pre-register via the above-mentioned pre-registration website for the “live” audio visual webcast and “live” audio only stream. Such investors who wish to participate in the EGM via electronic means should contact their relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

“**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967:

- a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
- the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### 5. Submission of questions in advance of the EGM and the Company’s Response

Shareholders **will not** be able to ask any questions during the live audio-visual webcast or audio-only stream of the EGM proceedings. Therefore, it is important for Shareholders to submit their question related to the resolutions to be tabled for approval at the EGM, to the Chairman of the EGM in advance of the EGM, in the following manner by **2.00 p.m. on Thursday, 14 April 2022**, being at least 7 calendar days from the date of the Notice of EGM in line with the recommendation set out in the SGX Regulator’s Column dated 16 December 2021:

- via the pre-registration website at the URL [https://www.samudera.id/samudera\\_shipping\\_line\\_ltd/en/2/shareholdersmeeting](https://www.samudera.id/samudera_shipping_line_ltd/en/2/shareholdersmeeting); or

(b) by email to the Company at [samudera2022meetings@boardroomlimited.com](mailto:samudera2022meetings@boardroomlimited.com); or

(c) if submitted by post, be deposited at the registered office of the Company at 6 Raffles Quay #25-01, Singapore 048580.

Shareholders who submit questions via email or by post to the Company must provide the following information:

- the Shareholder’s full name;
- the Shareholder’s address; and
- the manner in which the Shareholder holds Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from Shareholders who provide insufficient details to enable the Company to verify his/her/its Shareholder status.

**In view of the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for Shareholders to submit questions by post, Shareholders are strongly encouraged to submit questions electronically via the pre-registration website or by email.**

**Deadline to submit questions: By 2.00 p.m. on 14 April 2022.**

The Directors and management of the Company will endeavour to address substantial and relevant questions received from Shareholders in advance of the EGM by publishing the Company’s responses on SGXNet and the Company’s website no later than Wednesday, 20 April 2022, being 72 hours prior to the proxy cut-off deadline in line with the recommendation set out in the SGX Regulator’s Column dated 16 December 2021. Where substantially similar questions are received from Shareholders, the Company will consolidate such questions in its response (as such, not all questions may be individually address).

The minutes of the EGM will be published on SGXNet and the Company’s website within 1 month from the date of the EGM.

### 6. Submission of Proxy Form to Appoint the Chairman of EGM as Proxy to vote at the EGM

Shareholders **will not** be able to vote during the live audio-visual webcast or audio-only stream of the EGM proceedings and therefore it is important for Shareholders to appoint the Chairman of the EGM as their Proxy to vote at the EGM.

The form of an instrument appointing a proxy (“**Proxy Form**”), which may be used to appoint the Chairman of the EGM as their Proxy to vote at the EGM, is released together with this EGM Notice.

Shareholders (whether individual or corporate) who wish to exercise his/her/its voting rights at the EGM must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM by completing and submitting to the Company the Proxy Form in the following manner:

(a) **If submitted by post**, be deposited at the registered office of the Company’s Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or

(b) **If submitted electronically**, be submitted via email to the Company at [samudera2022meetings@boardroomlimited.com](mailto:samudera2022meetings@boardroomlimited.com) by enclosing a signed PDF copy of the Proxy Form.

in either case, by **10.30 a.m. on Sunday, 24 April 2022**, being not less than seventy-two (72) hours before the time appointed for holding the EGM.

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provide above.

### Specific Voting Instruction

In appointing the Chairman of the EGM as proxy, a Shareholder must give specific instructions as to voting (whether to vote in favour of or against), or abstentions from voting, in respect of a resolution in the Proxy Form, failing which, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

**Deadline to submit Proxy Forms: By 10.30 a.m. on Sunday, 24 April 2022.**

**Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

- Shareholders who hold Shares of the Company through a relevant intermediary, including CPF or SRS investors who wish to appoint proxy or the Chairman of the EGM as proxy should approach their respective CPF Agent, Banks or SRS Operators to submit their votes by **5.00 p.m. on Thursday, 14 April 2022**, being 7 working days before the date of the EGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

### Personal Data Privacy:

By submitting an instrument 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.