

SAMUDERA SHIPPING LINE LTD
(Company Registration No: 199308462C)
(Incorporated in Singapore)

CHANGE IN SHAREHOLDING COMPOSITION OF PT SAMUDERA SHIPPING INDONESIA

1. INTRODUCTION

The board of directors (the “**Board**”) of Samudera Shipping Line Ltd. (the “**Company**”) refers to the circular to shareholders dated 6 April 2021 (the “**Circular**”) relating to, *inter alia*, the proposed subscription of newly issued Series C Shares of PT Samudera Shipping Indonesia (“**PT SSI**”) as an interested person transaction under chapter 9 of the Listing Manual (the “**2021 Circular**”).

All capitalized terms used in this announcement shall, unless otherwise defined, have the same meanings ascribed to them in the 2021 Circular.

2. BACKGROUND

At the extraordinary general meeting on 28 April 2021, shareholders of the Company approved the proposed subscription of newly issued Series C Shares of PT SSI as set out in the 2021 Circular.

In the 2021 Circular, the Company has, *inter alia*, undertaken that, in the event there is any change to the applicable laws and regulations, the Company shall obtain a legal opinion from an established law firm and assess whether such changes would affect the external auditors’ basis of consolidation of the accounts of PT SSI with the accounts of the Group.

3. CHANGE TO THE APPLICABLE LAWS AND REGULATIONS

Original legal position in Indonesia

Article 158 paragraph (2) of Law No. 17 of 2008 on Shipping (as amended, “**Law 17/2008**”) and Article 93 paragraph (2) of Government Regulation No. 31 of 2021 on the Organization of the Shipping Sector require an Indonesia foreign investment company (“**PMA Company**”) applying to register a vessel in Indonesia to be majority-owned by local Indonesia companies or individual Indonesian citizens.

This is in line with Presidential Regulation No. 10 of 2021 on the Investment Business Sector (as amended) which limits foreign ownership in a PMA Company that is engaged in the domestic marine transportation business to 49%.

For context, PT SSI is a PMA Company that is engaged in the domestic marine transportation business. Hence, foreign ownership in PT SSI is restricted to a maximum of 49%.

Recent amendment in Indonesia

Recently, Law 17/2008 was amended by Law No. 66 of 2024 issued on 28 October 2024 (“**Law 66/2024**”). Law 66/2024 requires, among others, the Indonesian shareholder(s) holding majority of the issued shares of the PMA Company to be a national marine transportation company. All of the shares of a national marine transportation company must be owned by Indonesian citizens.

Further, the Ministry of Transportation (“**MOT**”) has issued MOT Circular Letter No. SE-DJPL 31 of 2024 on the Supervision of the Implementation of Vessel Registration Activities and the Licensing of Marine Transportation Businesses (“**DJPL Circular 31/2024**”). Pursuant to the DJPL Circular 31/2024, when a PMA Company wishes to apply to register a vessel, the official in charge of its supervision must consider the following matters:

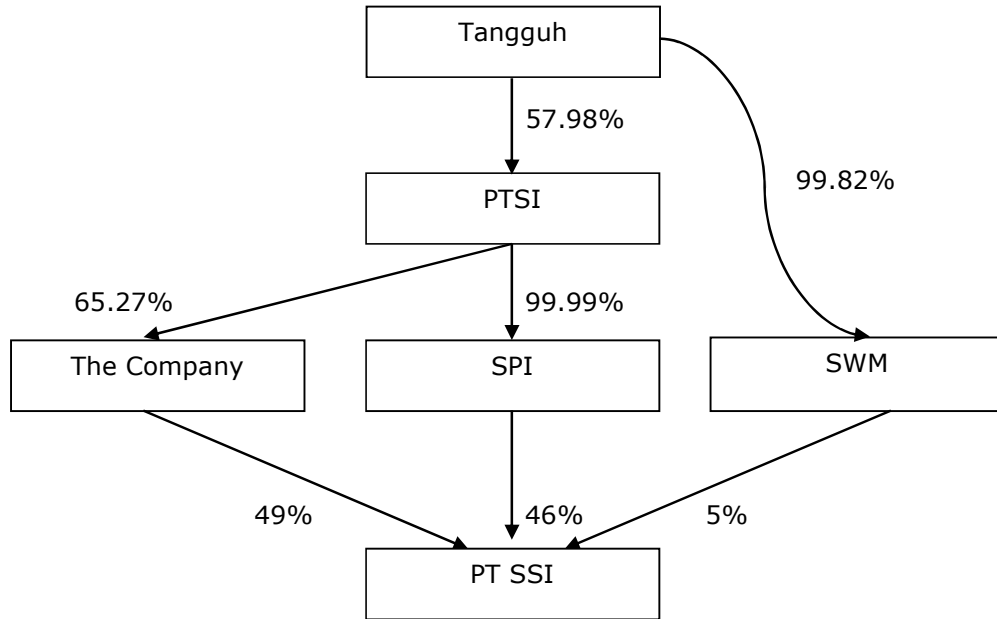
- (i) foreign ownership in the PMA Company must be limited to 49% and at least 51% of its shares must be owned by local Indonesian shareholders.
- (ii) The minimum 51% of shares in a PMA Company must be owned by either one single local Indonesian shareholder or jointly by several local Indonesian shareholders, which must be either:
 - (a) a national marine transportation company, all of the shares of which are owned by Indonesian citizens; or
 - (b) a national marine transportation company, all of the shares of which are owned by Indonesian citizens, together with other Indonesian citizens, other legal or non-legal entities, or another individual company.
- (iii) **The national marine transportation company who is the local Indonesian shareholder of the PT PMA must be a shareholder having a larger shareholding than any other local or foreign investor. [Emphasis added]**
- (iv) The ultimate beneficial owners of the local Indonesian shareholders must be Indonesian.
- (v) Beneficial ownership must be evidenced by a duly stamped written statement of the director of the relevant company naming the Indonesian beneficial owner(s) as well as data and information regarding their shareholding.
- (vi) The legality of the business license (such as their Marine Transportation Company Business License (*Surat Izin Usaha Perusahaan Angkutan Laut* "SIUPAL") or standards certificate for marine transportation companies) of the local Indonesian shareholders that are national marine transportation companies.

The above requirements under DJPL Circular 31/2024 indicate that one of the local shareholders in a PMA Company (such as PT SSI) (all of the shares of which are owned by Indonesian citizens, as evidenced by a duly stamped written statement confirming the ultimate beneficial owners of the company is Indonesian citizens) (a) must be a national marine transportation company which holds a SIUPAL; and (b) have a shareholding in the PMA Company that is larger than any foreign shareholder's shareholding. This means that if the foreign shareholder has reached the limit by owning 49% of the PMA Company's shares, then such one of the local Indonesian shareholders must hold at least 50%.

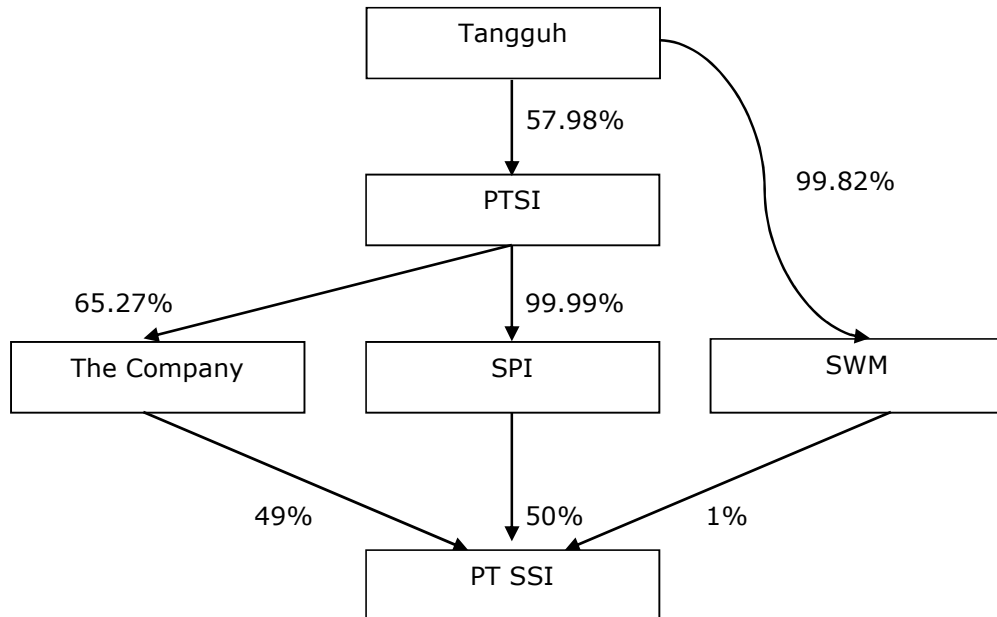
4. CHANGE IN SHAREHOLDING COMPOSITION OF PT SSI

In order to ensure compliance with DJPL Circular 31/2024, PT Samudera Wadah Mitra (“**SWM**”) (one of the existing Indonesian shareholders of PT SSI) has transferred shares amounting to 4% of the share capital of PT SSI to PT Samudera Perkapalan Indonesia (“**SPI**”) (another existing Indonesian shareholder of PT SSI which is also a national marine transportation company).

Prior to the transfer of shares by SWM to SPI, the shareholding structure of PT SSI was as follows:



After the transfer of shares by SWM to SPI, the shareholding composition of PT SSI is as follows:



There is **NO CHANGE** to the Company's shareholding in PT SSI. Further:

- (a) as there is no change to the Company's shareholding in PT SSI and the Company continues to hold Series C Shares of PT SSI, the Company's economic and commercial interest in PT SSI **REMAINS UNCHANGED.**
- (b) as stated in the 2021 Circular, SPI and SWM have granted irrevocable and unconditional powers of attorney to the Company enabling the Company to vote and act for and on their behalf. Hence, there is **NO CHANGE** to the Company's control of the voting rights in PT SSI.

As stated in the 2021 Circular, based on the submissions and representations provided by the Company, SGX-ST is of the view that the exception under Listing Rule 915(3) shall apply to transactions between the Group and PT SSI provided that:

- (a) The Company's economic and commercial interest in PT SSI is more than 95%; and
- (b) The Company retains control over at least 95% of the voting rights in PT SSI.

To reiterate, there is no change to the Company's economic and commercial interest in PT SSI and no change to the Company's control of the voting rights in PT SSI. The Company continues to have more than 95% economic and commercial interest in PT SSI and the Company continues to retain control over at least 95% of the voting rights in PT SSI.

5. LEGAL OPINION

The Company has obtained a legal opinion from Makarim & Taira S. confirming that the transfer of PT SSI shares by SWM to SPI should not result in the Company losing its current control over economic interest in PT SSI through the rights attached to the Series C Shares held by the Company in PT SSI.

The external auditors of the Company have also confirmed that the transfer of PT SSI shares by SWM to SPI shall not affect the basis of consolidation of the accounts of PT SSI with the accounts of the Company and its subsidiaries.

By order of the Board,

Ridwan Hamid
Executive Director, Group Business Support
28 December 2024