

PRE-CONDITIONAL MANDATORY CASH OFFER

by
PT SINTESA BARA GEMILANG
(Incorporated in the Republic of Indonesia)
(Company Registration No. 9120317062282)
to acquire all the issued and paid-up ordinary shares in the capital of
SAKARI RESOURCES LIMITED
(Incorporated in the Republic of Singapore)
(formerly known as Straits Asia Resources Limited)
(Company Registration No. 199504024R)

PRE-CONDITIONAL OFFER ANNOUNCEMENT (“ANNOUNCEMENT”)

(A) BACKGROUND

- On 1 August 2022, PT Sintesa Bara Gemilang (the “**Offeror**”) (together with PT Astrindo Nusantara Infrastruktur TBK, acting as its guarantor, to guarantee the Offeror’s performance of its obligations (the “**Purchaser Guarantor**”)) entered into a conditional share purchase agreement (as amended from time to time) (“**SPA**”) with PTT International Holdings Limited (the “**Vendor**”), in respect of the acquisition of the entire issued share capital of PTT Mining Limited (the “**Target**”).
- The Target is the holder of 1,081,942,625 ordinary shares (“**Target’s Shares**”), comprising approximately 95.15% of the entire issued share capital of Sakari Resources Limited (the “**Company**”).
- Under Rule 14.1 of The Singapore Code on Take-overs and Mergers (the “**Code**”), where any person acquires whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company, such person is required to make a mandatory general offer for all the shares in the company which the person and/or persons acting in concert do not already own or control.
- Subject to the fulfilment of the Conditions (as defined in paragraph 5 below) and Completion (as defined in paragraph 7 below) occurring pursuant to the terms of the SPA, in compliance with Rule 14.1 of the Code, the Offeror is required to and will, upon fulfilment of the Conditions and the occurrence of Completion, make a mandatory unconditional general cash offer (the “**MGO**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror and its concert parties (the “**Offeror Concert Party Group**”).
The MGO will not be made unless and until (i) the Conditions are satisfied on or before 5.30p.m. on 1 December 2022, being the longstop date in the SPA or such later date as the Offeror, Vendor and Purchaser Guarantor may agree in writing (“Longstop Date”) and (ii) Completion has occurred. Accordingly, all references to the MGO in this Announcement refer to the possible MGO which will only be made if and when the Conditions are satisfied and Completion has occurred in accordance with the terms of the SPA. Shareholders of the Company (the “Shareholders”) should exercise caution and seek appropriate independent advice when dealing in the Shares.

(B) CONDITIONS TO THE MAKING OF THE MGO

- Conditions.** The making of the MGO is subject to (i) the following conditions being satisfied by the Longstop Date (the “**Conditions**”) and (ii) Completion occurring:
 - issuance of a shareholders’ approval of the general meeting of shareholders of the Purchaser Guarantor with respect to the transactions contemplated under the SPA (including guarantee arrangements entered into by the Purchaser Guarantor); and
 - the Target having in compliance with all applicable laws:
 - declared and paid a dividend in favour of the Vendor, in an amount comprising:
 - dividend income received from the Company; plus
 - retained earnings in the Target; and
 - undertaken a capital reduction.
- Longstop Date.** If the Conditions are not satisfied by 5.30p.m. on the Longstop Date, the SPA shall automatically terminate and cease to be effective except for certain provision expressed to survive termination and save in respect of any rights or liabilities that have accrued prior to that time.
- Completion.** Completion shall take place on the third business day after the date on which the Conditions are satisfied in accordance with the SPA (or if the Conditions are so satisfied on or less than three (3) business days prior to the Longstop Date, the Longstop Date) or any other date agreed in writing by the Vendor and the Offeror (“**Completion Date**”) and be effected by the exchange of documents and the taking of actions described in the SPA for completion to occur (“**Completion**”).
- SIC Confirmation.** The Securities Industry Council of Singapore (“**SIC**”) has confirmed that it has no objections to the making of the MGO subject to the Conditions.
- Formal MGO Announcement.** If and when the Conditions are satisfied and Completion has occurred, an announcement will be made by the Offeror of its firm intention to make the MGO.
However, in the event that the Conditions are not satisfied on or before 5.30p.m. on the Longstop Date and/or Completion has not occurred by the Completion Date, the MGO will not be made and the Offeror will issue an announcement confirming that fact as soon as reasonably practicable.
Shareholders should note that there is no certainty that (i) the Conditions will be satisfied, (ii) Completion will occur and (iii) that the MGO will be made. Shareholders are advised to exercise caution and seek appropriate independent advice when dealing in the Shares.

(C) TERMS OF THE MGO

- Subject to and contingent upon (i) the satisfaction of the Conditions by the Longstop Date, (ii) the occurrence of Completion and (iii) the terms and conditions of the MGO to be set out in the formal offer document to be issued by the Offeror (“**Offer Document**”), the Offeror will make the MGO in accordance with Rule 14 of the Code on the following basis:
 - Offer Shares.** The MGO, when made, will be extended to all the Shares other than those already owned, controlled or agreed to be acquired by the Offeror Concert Party Group (the “**Offer Shares**”) as at the date of the formal announcement of the Offeror’s firm intention to make the MGO (“**MGO Announcement Date**”).
 - Offer Price.** Under Rule 14.3 the Code, the Offeror is required to make the MGO for the Offer Shares at not less than the highest price at which the Offeror Concert Party Group has acquired Shares during the Offer Period (as defined below) and in the six (6) months immediately preceding to its commencement (the “**Relevant Period**”). The Offeror has determined the acquisition price of USD0.44 per Share, pursuant to its indirect acquisition of the Target’s Shares, to be such applicable highest price.
Accordingly, the consideration for each Offer Share shall be as follows:-
For each Offer Share: the Singapore Dollar (SGD) equivalent of USD0.44 in cash (the “Offer Price”), based on the USD/SGD exchange rate published by Bloomberg as at the Completion Date. The Offer Price is equivalent to the price paid by the Offeror to the Vendor pursuant to the SPA.
The Offer Price is final and the Offeror will not revise the Offer Price or any other terms of the MGO.
 - No Encumbrances.** The Offer Shares are to be acquired (i) fully paid, (ii) free from all claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and (iii) together with all rights, benefits, entitlements and advantages attached thereto as at the MGO Announcement Date, and hereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions declared, paid or made by the Company (collectively, the “**Distributions**”) (if any), the Record Date for which falls on or after the MGO Announcement Date. For the purpose of this Announcement, “**Record Date**” means, in relation to any Distributions, the date on which Shareholders must be registered with the Company in order to participate in such Distributions.
 - Offer Period.** The MGO will be open for acceptance by the Shareholders for the period commencing on the date of posting of the Offer Document and ending on the day falling 28 days thereafter (“**Closing Date**”). **Accordingly, the MGO will close at 5.30 p.m. on the Closing Date or such later date(s) as may be announced from time to time by or on behalf of the Offeror.**
 - Further Details.** Further details of the MGO will be set out in the Offer Document which will be disseminated in due course as set out in paragraph 17 below.

(D) INFORMATION ON THE OFFEROR

- The Offeror is a company incorporated in the Republic of Indonesia and is directly and indirectly wholly owned by PT Astrindo Nusantara Infrastruktur Tbk (“**Astrindo**”).
- As at the date of this Announcement:-
 - the Offeror has an issued and paid-up share capital of IDR 5,000,000,000 comprising 5,000 ordinary shares; and
 - the directors of the Offeror are (a) Wong Michael and (b) Ferdy Yustianto.
- Astrindo is a company incorporated in the Republic of Indonesia and listed on the Indonesian Stock Exchange. Astrindo’s principal activities include integrated coal mining infrastructure services and coal mining, exploration, production and trading. As at the date of this Announcement, the directors of Astrindo are (i) Raymond Anthony Gerungan, (ii) Michael Wong and (iii) Ferdy Yustianto.

(E) DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

- Save as disclosed in this Announcement, as at the date of this Announcement, the Offeror Concert Party Group:
 - does not hold any Shares, securities which carry voting rights in the Company, or convertible securities, warrants, options or derivatives in respect of the Shares or securities which carry voting rights in the Company (collectively, the “**Company Securities**”), nor has it dealt for value in any Company Securities during the Relevant Period;
 - has not received any irrevocable commitment to accept the MGO in respect of any Company Securities;
 - has not entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Company which might be material to the MGO;
 - has not granted any security interest relating to any Company Securities to another person, whether through a charge, pledge or otherwise;
 - has not borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold); or
 - has not lent any Company Securities to another person.

(F) COMPULSORY ACQUISITION

- Pursuant to Section 215(1) of the Companies Act 1967 (2020 Rev Ed) of Singapore (the “**Companies Act**”), if the Offeror receives valid acceptances pursuant to the MGO (or otherwise acquires Shares during the period when the MGO is open for acceptance) in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror Concert Party Group and their respective nominees as at the date of the MGO and excluding any Shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the MGO, at a price equal to the Offer Price. **In such event, the Offeror reserves its right under Section 215(1) of the Companies Act to compulsorily acquire, at the Offer Price, all the Shares of Shareholders who have not accepted the Offer.**
- In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares as at the close of the MGO, the Shareholders who have not accepted the MGO have a right to require the Offeror to acquire their Shares at the Offer Price. Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

(G) OFFER DOCUMENT

- If and when the MGO is made, the Offer Document setting out the terms and conditions of the MGO and enclosing the appropriate form(s) of acceptance of the MGO will be electronically disseminated to Shareholders not earlier than 14 days and not later than 21 days from the MGO Announcement Date, or such other date permitted by the SIC.
- A hardcopy notification (the “**Notification**”) and the appropriate form(s) of acceptance of the MGO will be despatched to the Shareholders with instructions for the electronic retrieval of the Offer Document and its related documents.

(H) OVERSEAS SHAREHOLDERS

- Overseas Jurisdictions.** This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable laws. The MGO will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the MGO, including details of how the MGO may be accepted.
The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.
Copies of this Announcement and any formal documentation relating to the MGO are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the MGO would violate the law of that jurisdiction (“**Restricted Jurisdiction**”) and the MGO will not be made to, nor will the MGO be capable of acceptance by, any person within any Restricted Jurisdiction if the offer to and/or acceptance by such person will violate the laws of the Restricted Jurisdiction. Persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.
The MGO (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the MGO will be not capable of acceptance by any such use, means, instrumentality or facilities.
- Overseas Shareholders.** The availability of the MGO to Shareholders whose addresses are outside Singapore as shown in the register of members of the Company or in the records of The Central Depository (Pte) Limited, as the case may be (each, an “**Overseas Shareholder**”) may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable legal requirements in the relevant overseas jurisdictions.
For the avoidance of doubt, the MGO is open to all Shareholders holding Offer Shares, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

(I) RESPONSIBILITY STATEMENT

- The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly.
- Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, information relating to the Company and its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

(J) CONCLUSION

- Should you have any queries, please contact our corporate secretary at (62-21) 50815252 or corsec@astrindonusantara.com.

Issued by

PT SINTESA BARA GEMILANG
Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company should not place undue reliance on such forward-looking statements. The Offeror does not guarantee any future performance or event or undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations.