

NOTICE OF EXTRAORDINARY GENERAL MEETING

SIWA GROUP LIMITED

ACN 619 195 283

("COMPANY")

A General Meeting of the Company will be held pursuant to sections 249HA of the Corporations Act 2001 (*Cth*) (the "**Corporation Act**") to transact the following business.

The Explanatory Statement to this Notice of Meeting and attachments form part of the Notice and provide additional information on matters to be considered at the General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Given the current circumstances relating to COVID-19 and associated government imposed restrictions and recommendations the Meeting is being held by way of hybrid meeting which will be held from a physical location and will also be held electronically using dial in details as contained with this Notice of Meeting. Shareholders are encouraged to join the meeting using the dial in details and submit proxy votes on the Resolution contained in this Notice of Meeting. Given the restrictions on public gatherings the number of people able to be physically present at the meeting will be limited based on the public health orders then in effect and may result in a person not being able to access the meeting room.

TO: The members and other persons entitled to receive notice of general meetings of the Company.

HELD AT: Level 28, 1 Market Street Sydney NSW 2000 (Registered Office of the Company)

<https://us02web.zoom.us/j/89002311153?pwd=enNqY05SSFYzZEZVbUJoWGRBRXVGZz09>

ON: 29 November 2021

TIME: 11:00 AM AEDT

**LAST DATE
FOR RECEIPT**

OF PROXIES: 11:00 AM 27 November 2021

BUSINESS: Capitalised terms used but not defined in this Notice of Meeting have the meaning given in the Explanatory Statement accompanying, forming part of, this Notice of Meeting.

The business to be considered at the meeting is to consider, and if thought fit, to pass the following Resolutions of the Shareholders. The Shareholders are asked to consider and if fit pass the Resolutions relating to:

(a) **The Proposed Restructure of the Company**

Proxy Forms received after 11:00am AEDT on 20 November 2021 will be disregarded

SPECIAL RESOLUTION

Special Resolution 1 (a), (b), (c), (d), & (e) – Approve the Proposed Restructure

To consider, and if thought fit, pass the following resolution for the Company to approve the Proposed Restructure by way of Special Resolution:

“That:

- (a) subject to each other resolution being passed and for the purposes of the National Stock Exchange (NSX) Listing Rule 2.2 or any waiver granted the with respect to that listing rule, that the Company requests approval for the voluntary withdrawal of the Company from the Official List of NSX;*
- (b) subject to each other resolution being passed, approval is given to enter into a mandate with an Indonesian underwriter and/or broker for a period of two (2) years from the date of this Meeting to advise on any debt or equity raising in relation to, and give effect to, the Company’s business strategy including the relocation of its headquarters to Indonesia;*
- (c) subject to each other resolution being passed, to approve and do all things necessary including but not limited to the execution of any agreement, deed or document by the Company’s directors or officers for the Company’s majority owned subsidiary PT SGP to be listed on the Indonesian Stock Exchange (IDX);*
- (d) subject to each other resolution being passed, approval is given for the restructure of the Company to the issue shares on a pro rata basis to the Company’s members in the Company’s majority owned subsidiary PT SGP subject to the cancellation and replacement of the Company’s shareholding interest in PT SGP; and*
- (e) subject to each other resolution being passed approval is given for the Company’s directors and officers to do all necessary things necessary including the execution of any document whatsoever to give effect to the winding up of PT SGP’s subsidiary company PT SSI in the event that the Board deems fit to wind up PT SSI*

such that the Company’s Shareholders is in position to implement its proposed restructure in order to execute its business objectives if all the resolutions are approved.”

Directors Recommendation:

The Directors unanimously recommend that the Shareholders approve the Proposed Restructure as being in the best interests of the Company and Shareholders as a whole.

Voting Exclusion Statement:

The Company will disregard any vote cast on Special Resolution 1(a), (b), (c), (d) and (e) by:

- Any person who is prohibited from voting on the resolution by the Corporations Act or the NSX Listing Rules.

However, the Company will need not disregard a vote if:

- (a) It is cast by a person as a proxy for a persons who is entitled to vote, in accordance with the directions on the proxy form; or
 - (b) It is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
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PROXY

A member entitled to attend and vote is entitled to appoint not more than two proxies and, if so desired may direct that proxy (or proxies) how to vote. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member.

Members seeking to appoint proxies should complete the attached proxy form and ensure that it is lodged at the registered office of the Company not later than 48 hours before the time appointed for the meeting.

Where the proxy form is executed under power of attorney, the power or an office or notarially certified copy of it must be lodged with the proxy form unless the power has previously been noted by the Company.

EXPLANATORY

STATEMENT The purpose of the Explanatory Statement is to outline and explain to the Members:

- (a) the purpose and effect of entering into the Proposed Restructure; and
- (b) options available to Members in the event that the resolutions are not passed.

BY ORDER OF THE BOARD

Dated: 28 October 2021



Company Secretary

EXPLANATORY STATEMENT

Important Information

This Explanatory Statement has been prepared for the information of Shareholders in connection with the General Meeting of SIWA Group Limited ACN 619 195 283 ("**Company**") in connection with the Resolutions to be considered at the Extraordinary General Meeting to be held electronically on 22 November 2021.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

Important: The Proposed Restructure requires Shareholder approval under the NSX Listing Rules and the Corporations Act. The Proposed Restructure will not proceed if the Resolutions are not passed. Further each Resolution is subject to, and conditional on, each of the other Resolutions being passed.

Accordingly, the Resolutions should be considered collectively as well as individually.

Scope of Disclosure

The Corporations Act requires that this Explanatory Statement sets out all other information that is reasonable required by Shareholders in order to decide whether or not it is in the Company's interest to pass the Special Resolutions and which is known to the Company.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Special Resolutions other than as is disclosed in this Explanatory Statement or previously disclosed information to Shareholders by the Company by notification to the NSX.

This Notice and the Explanatory Statement should be read in its entirety. If Shareholders are in doubt how to vote on the Resolutions, they should seek advice from their professional advisor prior to voting.

1. BACKGROUND INFORMATION FOR THE SPECIAL RESOLUTIONS

1.1 General

The Company was registered in Australia on 18 May 2017 and listed on the NSX on 15 September 2017 under the name SAPEX Group Limited.

The key business objectives of the Company from 2018 and onwards was focused on the following:

- Completion of the construction and fitout of the SIWA Cliffs Resort.
- Acquisition of dura base mats for the subsidiary, PT SSI.
- Provision of additional working capital for the expansion of the subsidiary company businesses in Indonesia.

In order for the Company to meet such business objectives and to finance its business acquisitions, the Company announced on the 13 June 2018 that it was establishing a debt facility of up to AUD\$14 Million via the issuance of convertible notes (the "**Debt Facility**"). On 17 December 2018 the Company announced that in addition to the Debt Facility it entered into a loan agreement with Athos Asia Event Driven Master Fund for \$USD 3 million ("**Athos Loan Agreement**"). The Debt Facility and Athos Loan Agreement were approved by Shareholders at a general meeting of the Company held on 30 January 2019.

Proposed ASX Listing

On the 24 September 2018 the Company announced that it decided to delist from the NSX and to list the Company on the Australian Securities Exchange (the “**ASX**”). In a presentation to investors on the 14 March 2019 the Company indicated that it was targeting June 2019 for listing on the ASX. On the 26 June 2019 the Company announced that due to its focus on the developing the business of the Company that the listing on the ASX had been delayed and would have to be postponed to a more appropriate date. The Company announced on 20 August 2019 that it had submitted its application for “In-Principle Advice” to the ASX for the Company’s suitability for listing on the ASX and an outline as to the use of funds being raised. It was noted that the use of funds was not only for the purpose of meeting its business objectives but also to reduce pressures emanating from the Company’s debt servicing obligations. In order to prepare the Company for listing on the ASX the Company announced on 3 October 2019 that there would be a capital restructure and a selective buyback of the Company’s shares subject to the fulfilment of certain conditions (the “**Selective Buyback Conditions**”) in order to improve the Company’s balance sheet in preparation for the ASX listing (for further details please refer to the Company’s NSX Release dated 3 October 2019).

As it became apparent to the Board that the Selective Buyback Conditions could not be satisfied, the Board had then diverted its attention and focus to strengthening its operations and the integration of the businesses to increase efficiencies and increase shareholder value by reducing costs.

On 21 April 2020 the Company announced that given the current volatility in equity markets that the Company would not be pursuing a listing on the ASX at this time.

Acquisition of Lombok Property Group

The Company announced on 9 December 2019 that it had been approached by a consortium of investors who proposed a transaction to the Company in order to take advantage of a unique business opportunity in Indonesia and restructure its debt obligations at the time. This transaction proposed by the Indonesian investment consortium comprised of the following:

- (a) the investor group would acquire Shares in the Company, subject to the vend of the property development and management company PT Lombok Bau Nyale; and
- (b) participated in the restructuring the Company’s debt arrangements, (the “**Proposed Transaction**”)

The Company announced on 16 March 2020 that it had entered into a binding Heads of Agreement with respect to the Proposed Transaction to be provided to Shareholders for their consideration at an Extraordinary General Meeting of the Company.

On 29 May 2020 an Extraordinary General Meeting of the Company was held at which Shareholders approved the terms of the Proposed Transaction including the issue of Shares and the restructuring of the debt arrangements. With respect to the restructure of the debt arrangements, the money owing pursuant to the Debt Facility was refinanced via a new loan facility advanced by FGSCBF and the Athos Loan Agreement was assigned to MK Engineering.

As a result of the Shareholders accepting the acquisition of PT Lombok Bau Nyale, the Company underwent a Board restructure as detailed in the NSX announcement of 10 June 2020.

On the 12 June 2020 the Company formally changed its name from Sapex Group Limited to SIWA Group Limited and the name of its subsidiary PT Lombok Bau Nyale was changed to PT SIWA Group Property (“**PT SGP**”).

On 10 May 2021 the Company decided to streamline its operations in Indonesia by transferring ownership of its subsidiary PT SSI to its other subsidiary PT SGP.

As part of the terms of the loan restructuring documentation, PT SSI, PT SAS, and MK Engineering had entered into an Option Purchase Agreement. On 10 August 2021, pursuant to the Option Purchase, PT SAS had exercised its right to acquire the Dura Base mats for IDR 62,453,775,731. The purchase price was set off against the **IDR 62,453,775,731** in loans currently owed by PT SSI to PT SAS and MK Engineering. The result of the exercise of this option has been that PT SSI no longer has the assets required to undertake its business operations but has been able to reduce the debt burden it is under.

NSX Delisting

Given the Company's focus in Indonesian property development and management, the Directors have determined that the continued expense of being a listed entity on the NSX is not an efficient use of Company funds at this time. Accordingly, as part of the Proposed Restructure, the Directors have sought Shareholder approval for the voluntary removal of the Company from the official list of the NSX. If approval is given in accordance with NSX Listing Rule 2.25 for the removal of the Company from the NSX, then 90 days from the date of this Meeting the Company will be removed from the Official List of the NSX, subject to such conditions that the NSX may determine to be appropriate. In the event that the Resolution to delist the Company is approved, the Company intends to apply for a waiver from the NSX to allow the Company to delist from the NSX as soon as possible.

Current Financial Situation of the Company

The Company's debt restructuring programme has meant that it has satisfied its debt obligations owed to PT SAS and MK Engineering. However, the Company is subject to significant gearing levels which poses a significant burden on the Company in order to achieve its current and long term business objectives.

The Company currently has assets which amount to approximately USD\$11,840,000 and debts of **USD\$13,500,000** which results in the Company having a negative current book value of **USD\$1,710,000**.

Important: The assets of the Company are valued in Indonesian Rupiah, while the Companies debts are denominated either in \$AUD or \$USD. Accordingly, figures for the assets and debts of the Company listed in this explanatory statement will be subject to fluctuations in foreign exchange rates and therefore the figures relating assets and debts will subject to change from the issuance of this explanatory statement and the Meeting. The Board will make efforts to ensure all financial information is accurate.

Given the Company's high gearing level the Directors have determined that there is a need to further restructure the Company and raise additional equity in order meet the business objectives of the Company.

Appointment of a Corporate Advisor

The Company has undertaken preliminary negotiations with various corporate advisors in Indonesia in order to determine an appropriate corporate advisory firm to assist with the raising of equity and/or debt on the IDX. Upon finalisation of the terms of the engagement it is the Company's intention to enter into a binding agreement with Advisor to allow for equity and/or debt to be raised via a listing of PT SGP on the IDX.

PT SIWA Group Property

PT SGP is currently the Company's wholly owned subsidiary in Indonesia whose business activities consist of property development and management of luxury property on the island of Lombok. PT SGP has a strong property development pipe line and property management portfolio.

Properties managed and in the process of being developed by PT SGP consist of:

1. SIWA Residences & SIWA Club House;
2. SIWA Gardens; and
3. Ku Villas

The SIWA Cliffs Villas, Club and Wellness Retreat property ("**SIWA Cliffs**") represents a significant part of PT SGP property management portfolio and its continued development is key part of the PT SGP property development pipe line. On 6 October 2021 SIWA Cliffs had entered into a contract with the "Leading Hotels of the World" which will promote the resort as a premier high end resort on Lombok, Indonesia.

An interactive overview of the SIWA Cliffs property can be found at:

<https://www.siwagroup.com/siwacliffs/#>

PT SGP Board of Directors consists of Mr Conrad Warren and Mr Marc Thomson, both of whom are currently directors of the Company.

IDX Equity Raising

PT SGP intends to make use of funds raised through the equity raising by listing on the IDX to achieve its business objectives in meeting the tourism and wellness resort demands in Lombok, Indonesia and to pay down debt.

The key elements of the business objectives are as follows:

1. development of the SIWA Residences and Clubhouse property located at Kuta, Mandalika Lombok;
2. development of SIWA Gardens property located at Mong Lombok
3. acquisition of additional land holdings on Lombok for future property developments; and
4. to provide for working capital for the currently operating resort, Ku Villas.

Winding up of PT SSI

Given the acquisition of the Dura Base mats by PT SAS, the Directors are undertaking a review of PT SSI to determine whether to wind it up. In the event that the Directors determine that it is in the best interest of the Company to wind up PT SSI, the Company has been advised that it will take approximately 10 to 12 months for the voluntary winding up to be completed.

The summary of the liquidation process in Indonesia is described as follows:

- (a) Directors of PT SSI resolve that PT SSI be dissolved;
- (b) The shareholders of PT SSI meet and vote to dissolve PT SSI;
- (c) A liquidator is appointed;
- (d) The liquidation of PT SSI is announced to the public, the Ministry of Law and Human Rights and the Indonesian Tax Office is informed of the liquidation;
- (e) Creditors have 60 days to submit their claims for any debts to PT SSI;
- (f) The liquidator will settle all claims brought against PT SSI for any debts and if necessary liquidate any remaining assets; and
- (g) A meeting of the shareholders where the liquidator will advise if the liquidation is complete, if so the shareholders will resolve to approve the liquidation, 30 days from this date PT SSI will be formally deregistered.

1.2 Outline of the Proposed Restructure

Prior to the raising of equity to accomplish the Company's business objectives going forward there is need to restructure the Company in the following manner:

- (a) Delist the Company from the NSX;
- (b) The Company's Subsidiary PT SGP to enter into a mandate with an Indonesian domiciled underwriter and / or corporate advisor;
- (c) Authorise the Company's subsidiary, PT SGP to undertake a listing on the IDX;
- (d) Issue shares in PT SGP to the Shareholders on a pro-rata basis; and
- (e) Wind up the PT SGP subsidiary PT SSI.
- (f) Wind up of the Company

Timeline



Shareholder Approvals

Shareholder approval is required for Special Resolution 1(a) pursuant to NSX Listing Rule 2.25 as approval of this Resolution will result in the removal of the Company from the NSX List.

Although Special Resolution 1(c) would result in the disposal of a significant asset, due to the exception in NSX under Listing Rule 6.25, the Company is not required to seek Shareholder approval for Special Resolution 1 (c). However, in the interests of good corporate governance, the Directors have determined that it is appropriate that approval be sought for Special Resolution 1(c) as well as all of the remaining resolution given the significant impact that they will have on shareholder value and the overall structure of the Company.

1.3 Strategic Benefit of the Proposed Restructure

The Company believes that the Proposed Restructure will improve the Company's position to meet its business objectives, reduce costs and increase long term Shareholder value given the current downturn resulting from COVID-19 for the following reasons:

- (a) **Lack of Benefit:** Since listing on the NSX, the Company has been unable to harness the benefit of being a listed Company to raise additional debt or equity in order to meet its business objectives due to the location of the Company's assets in Indonesia;
- (b) **Significant Cost:** The Company's continued listing on the NSX requires the Company to incur significant corporate and administrative costs, including listing fees which are significant drain on the Company's financial resources;
- (c) **Indonesian Focus:** Given the Company's focus on Indonesian assets, the rationale for maintaining an Australian holding company with the associated costs is not an efficient use of funds which may otherwise be redeployed for operations and business development;
- (d) **Location of Directors and Management:** With the exception of the Company Secretary George Halikiotis and Non-Executive Director David Anderson, all Directors and senior management are located outside of Australia, which reflects the Company's focus on the Indonesian market; and
- (e) **Access to Debt and Capital Markets:** Since the establishment of the Company there has been a maturing of the debt and capital markets in Indonesian and in particular the IDX which has opened opportunities for the Company to undertake equity raisings on this exchange. The current listing of the Company on the NSX hinders the capital management and debt raising due to the complexity arising from an Australian Company being involved in Indonesian business activities.

2. REASONS TO VOTE ON THE PROPOSED RESTRUCTURE

The Company is seeking Shareholder approval to ratify the Proposed Restructure in order to meet its business objectives.

2.1 Reasons to vote in favour of the Proposed Restructure

The reasons why a Shareholder may consider voting *in favour* of the Resolutions include:

(a) Allow for and facilitate the raising of further capital

The Proposed Restructure will result in PT SGP being able to undertake capital raising on the IDX which will allow PT SGP to meet its business objectives by paying down debt and undertaking capital expenditure.

(b) Maximise Value

The Proposed Restructure would result in the maximisation of shareholder value, as it currently stands the shareholders have negative shareholder value due to the Company's significant debt load and gearing levels.

(c) Reduction in Cost

The Company is subject to significant compliance costs resulting from its listing on the NSX. Delisting from the NSX and listing on the IDX would result in reduced compliance costs for shareholders due to the lower cost of compliance on the IDX.

(d) Prevent a Calling in of Company Debts

The Company's Debt Holders may in the future exercise their rights to liquidate the Company's assets in order to recover funding made available to the Company to finance its operations. By voting in favour of the restructure it will reduce the possibility of the Debt Holders calling a default on the current finance facilities.

(e) Assessment of the Company position pursuant to s 436A of the Corporations Act

In the event that the Resolutions are not approved the Directors will consider whether to appoint an Administrator pursuant to s 436A of the Corporations Act.

2.2 Reasons to vote against the Proposed Restructure

The reasons why a Shareholder may consider voting *against* the Resolutions include:

(a) The Proposed Restructure will result in Shareholders holding shares in an Indonesian incorporated entity which may pose difficulties in any disposal of your shares and the repatriation of any dividends.

(b) The Proposed Restructure will result in the winding up of the Australian Entity which may impose costs and associate loss in shareholder value.

(c) The Proposed Restructure may trigger tax consequences for holding shares in an Indonesian registered company.

(d) The Proposed Restructure will result in an increased amount of Sovereign Risk that Shareholders will be subject to, which would include but is not limited to:

- (i) Indonesian local law;
- (ii) economic conditions of Indonesia,
- (iii) changes to taxation rates and concessions; and
- (iv) changes in the ability to enforce legal and contractual rights.

- (e) Undertaking the Proposed Restructure which would result in Shareholders owning shares in PT SGP which is currently carrying on business in Indonesia which in turn is subject to various inherent risks including but not limited to:
 - (i) Political instability which could disrupt or in some cases prevent operations. This type of sovereign risk might include defaults on payments, exchange transfer blockages, nationalisation of foreign assets, confiscation of property and changes in government policies.
 - (ii) Exchange rate risk because of fluctuations in the \$AUD, \$USD and Indonesian Rupiah.
 - (iii) Legal risk including a differing legal framework system to Australia.

2.3 Recommendation by the Directors

The Directors unanimously recommend that the Shareholders approve the Proposed Restructure as being in the best interests of the Company.

3. ALTERNATIVE OPTIONS CONSIDERED

Prior to presenting the Proposed Restructure to Shareholders for their approval, the Directors considered the following alternative options:

- (a) **Voluntary Liquidation:** In review whether to place the Company into Voluntary Liquidation, Directors formed the view that such an action would prejudice creditors and not result in returns to shareholders.
- (b) **Increased Debt Financing:** Given the current negative book value of the Company the ability of the Company to secure further debt financing was determined to be limited;
- (c) **Raise further Equity Capital in Australia:** Due to the business environment in Australia the ability to raise further equity capital for investment in tourism assets in Indonesia was determined to be quite limited; and
- (d) **Sale of Subsidiary:** Given the negative book value of the Company, the Company was unable to identify a purchaser who was willing to pay sufficient funds which would result in a return to shareholders.

4. TAX LIABILITY

The Company notes that Shareholders may be subject to tax liability Indonesia in addition to any tax liability in the country in which they are domiciled in. Every shareholder is encouraged to seek professional advice in relation to any tax issues which may result from being issued with shares in PT SGP or which may result from the approval of any of the other resolutions detailed in this Notice.

Nothing in this Explanatory Statement should be taken as tax advice.

5. LEGAL

The Company provides the following information for general informational purposes only and encourages Shareholders to seek their own independent legal advice.

5.1. NSX Listing Rule 2.25 – Voluntary Withdrawal of Listing

As the Company is seeking to voluntarily delist from the NSX, the Company is required to comply with the provisions of listing rule 2.25. NSX listing rule 2.25 requires that the Company seek approval of three quarters of the holders of each class of shareholders and give 90 days' notice to the NSX requesting voluntary withdrawal of the listing. As the Company only has one class of shareholders if three quarters of the shareholders able to vote at this meeting vote in favour the Company will give notice to the NSX to withdraw its listing from the NSX. This withdrawal of listing may be subject to such conditions as the NSX in its absolute discretion may deem fit to impose.

The NSX has provided in-principle advice that it will grant approval for the delisting subject to the following:

1. Approval of the Delisting by security holders by Special Resolution;
2. The Notice is seeking Shareholder approval for the Delisting including a statement, in form and substance satisfactory to NSW, setting out:
 - a) that the removal will take place no earlier than one month after approval is granted;
 - b) the consequences to security holders of giving that approval; and
 - c) the time and date at which the entity will be removed from NSX if that approval is given;
3. The Company releasing the full terms of its decision to the market upon making a formal application to NSX to remove the Company from the official list of NSX and the NSX listing rules

5.2. NSX Listing Rule 6.43 – Significant Transactions

If the Proposed Restructure is approved, then the Company's subsidiary PT SGP, which possess the substantial asset of the Company, will be disposed of as shareholders of the Company will be issued shares in PT SGP on a pro rata basis. Once the issuance of shares to shareholders has been completed it is the intention that PT SGP will be listed on the IDX.

NSX listing rule 6.43 prohibits the disposal of a significant asset if the person acquiring the asset intends to list the securities of the significant asset. An exception to this prohibition is when securities in the significant asset are offered on a pro-rata basis to security holders of the issuer.

The Company has received legal advice, that while disposal of PT SGP would normally be prohibited under NSX listing rule 6.43, the Company is entitled to rely on the exception to the prohibition given that the Shares in PT SGP are being issued to current Shareholders in the Company pro-rata to their existing shareholding.

5.3. Section 436A of The Corporations Act 2001

Section 436A of the Corporations Act permits directors of a company to appoint, pursuant to a resolution of the board, an administrator for the company if in the opinion of the directors the company is insolvent or is likely to become insolvent at some future time.

When considering whether to pass a resolution to appoint an administrator under s436A the directors are required to:

1. consider the interests of creditors as well as shareholders;
2. consider viable proposals as an alternative to appointing an administrator;
3. had sufficient information to form an opinion regarding the current solvency or future solvency of the company; and
4. the appointment of the administrator was made for a proper purpose.

In the event that the Proposed Restructure is not approved it is the intention of the directors of the Company to hold a meeting at which they will consider whether it is appropriate to appoint an administrator pursuant to s436A of the Corporations Act.

(a) QUESTIONS

Should you have any queries in relation to this Explanatory Statement, please do not hesitate to contact the Company Secretary at George.Halikiotis@eakin.com.au .

GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

AUD\$ means Australian dollars.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means SIWA Group Limited (ACN 619 195 283).

Constitution means the Company's constitution.

Control has the meaning of 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

COVID-19 means severe acute respiratory syndrome coronavirus 2

Directors means all the Directors of the Company from time to time.

EGM, Extraordinary General Meeting or Meeting means the Extraordinary General Meeting of the Company's Shareholders as convened by the Notice of Meeting.

Debt Holders includes Lender, FGC, and FGSCBF

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Financial Benefit has the meaning in section 229 of the Corporations Act.

Financial Year means 30 June.

FGC means First Guardian Capital Pty Limited (ACN 601 984 641)

FGSCBF means First Guardian Secured Convertible Bond Fund

IDX means Indonesian Stock Exchange.

Lender means Ninety Six Dragons Investment Limited, its successors and assignees.

MK Engineering means MK Engineering PTE. LTD.

Notice or Notice of Meeting means this Notice of the Extraordinary General Meeting giving notice to Shareholders of the EGM accompanying this Explanatory Statement.

NSX means National Stock Exchange

Ordinary Resolution means a resolution requiring more than 50% of votes which are eligible to vote in order for the resolution to be passed.

Proposed Transaction: Means the transaction detailed in section 3.2 of the Explanatory Statement.

PT SAS means PT SAS International

PT SGP means PT SIWA Group Property

Related Party has the meaning in section 228 of the Corporations Act.

Relevant Interest has the meaning given to that term in section 9 of the Corporations Act.

Resolution means the resolution set out in the Notice of the EGM.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution requiring more than 75% of votes which are eligible to vote in order for the resolution to be passed.

USD\$ Dollars of the United States of America.



ACN 619 195 283

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

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BY HAND

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ALL ENQUIRIES TO

Telephone: 1300 732 806

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PROXY FORM

I/We being a member(s) of SIWA Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am on Monday, 29 November 2021 at Level 28, 1 Market Street Sydney NSW 2000 and virtually on <https://us02web.zoom.us/j/89002311153?pwd=enNqY05SSFYzZEVbUJoWGRBRXVGZz09> (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1a Authorise Voluntary Withdrawal from the Official List of the NSX

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1e Authorise Directors to wind up PT SSI if they deem fit

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1b Authorise Appointment of a Corporate Advisor to advise on debt and equity raising to meet business objectives of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1c Authorise Initial Public Offering of PT SGP in order to gain entry on the Official List of the IDX

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1d Authorise pro rata issue of shares in PT SGP to the members of the Company and then authorise the cancellation of existing shares held by the Company in PT SGP

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

<input type="text"/>

Joint Shareholder 2 (Individual)

<input type="text"/>

Joint Shareholder 3 (Individual)

<input type="text"/>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SIWA PRX2101A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Saturday, 27 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

SIWA Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**