PT Merdeka Gold Resources Tbk
Treasury Tower Lt. 67, District 8, SCBD Lot 28
Jalan Jenderal Sudirman Kav. 52-53
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向股東發出
股東特別大會
(「股東大會」)
通告

PT MERDEKA GOLD RESOURCES Tbk
印尼證交所：EMAS，港交所：6228
(「本公司」)

根據本公司的組織章程細則、關於公眾公司股東大會籌劃及組織的印尼金融服務管理局(「**印尼金管局**」)2020年第15/POJK.04號條例(「**印尼金管局2020年第15號條例**」)、關於實施電子股東大會、債券持有人大會及伊斯蘭債券持有人大會的印尼金管局2025年第14號條例(「**印尼金管局2025年第14號條例**」)，本公司董事會謹此邀請本公司股東出席將以電子方式召開的本公司股東大會，詳情如下：

日期：2026年11月26日(星期四)
時間：印尼西部時間下午2時正至結束
地點：接入由印尼中央證券存管公司(「**印尼中央存管**」)於https://akses.ksei.co.id/提供的印尼中央存管電子股東大會系統(「**eASY.KSEI**」)設施

股東大會主席、公證人及支持性專業機構已進行協調，以透過電子方式舉行股東大會，地點為Treasury Tower, 67th Floor, District 8, SCBD Lot 28, Jl. Jenderal Sudirman Kav. 52–53, Senayan, Kebayoran Baru, South Jakarta 12190, Indonesia。

CONVOCATION TO THE SHAREHOLDERS OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("GMS")

PT MERDEKA GOLD RESOURCES Tbk
IDX: EMAS, HKEX: 6228
(THE "COMPANY")

In accordance with the Company's Articles of Association, Financial Services Authority (Otoritas Jasa Keuangan or "**OJK**") Regulation Number 15/POJK.04/2020 on Planning and Organization of General Meeting of Shareholders by Public Company ("**POJK 15/2020**"), OJK Regulation Number 14 of 2025 on the Implementation of Electronic General Meeting of Shareholders, General Meeting of Bondholders, and General Meeting of Sukuk Holders ("**POJK 14/2025**"), the Board of Directors of the Company hereby invites the shareholders of the Company to attend the GMS of the Company, which will be convened electronically on:

day, date : Thursday, 26 November 2026
time : 02.00 PM Western Indonesian Time – finish
place : Accessing the facility of KSEI Electronic General Meeting System ("**eASY.KSEI**") at https://akses.ksei.co.id/ provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**")

The chairperson of the GMS, Notary, and Supporting Professional Institutions have coordinated to conduct the GMS electronically at Treasury Tower, 67th Floor, District 8, SCBD Lot 28, Jl. Jenderal Sudirman Kav. 52–53, Senayan, Kebayoran Baru, South Jakarta 12190, Indonesia.

香港交易及結算所有限公司及香港聯合交易所有限公司對本文件的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

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股東大會議程：

批准本公司進行無優先權增資一(「**無優先權增資一**」)的計劃，數量最多為1,473,136,606(十四億七千三百一十三萬六千六百零六)股股份，或最多佔本公司已發行及繳足股份總數或繳足股本的10%(百分之十)，每股面值150印尼盾(一百五十印尼盾)。

說明：

本議程乃根據本公司組織章程細則第4條第(3)款的條文以及關於修訂關於透過授予優先權進行公眾公司增資的印尼金管局2015年第32/POJK.04號條例的印尼金管局2019年第14/POJK.04號條例，就本公司的無優先權增資一計劃而進行。無優先權增資一將修訂本公司組織章程細則第4條第(2)款，內容有關因執行無優先權增資一而增加本公司的已發行及繳足股本。本議程須獲獨立股東批准。

通過上述議程須有超過獨立股東所持有有效表決權股份總數1/2(二分之一)的股份出席，而決議案倘獲超過獨立股東所持有有效表決權股份總數1/2(二分之一)的股份批准，即為有效。

於本通告內，「獨立股東」一詞指就特定交易並無個人經濟利益，且並非董事會成員、監事會成員、主要股東或控制人，亦非本公司、董事會成員、監事會成員、主要股東或控制人的聯屬人士的股東。

Agenda of the GMS:

Approval of the Company's plan to conduct a Capital Increase without Pre-emptive Rights I ("**NPR I**") of up to 1,473,136,606 (one billion four hundred seventy-three million one hundred thirty-six thousand six hundred and six) shares, or at most 10% (ten percent) of the total issued and fully paid-up shares or paid-up capital of the Company, with nominal value of Rp150 (one hundred fifty Rupiah) per share.

Explanation:

This agenda is carried out in accordance with the provision under the Article 4 paragraph (3) of the Articles of Association of the Company and OJK Regulation Number 14/POJK.04/2019 on the Amendment to OJK Regulation Number 32/POJK.04/2015 on Capital Increase of Public Company by Granting Pre-emptive Rights, in relation to the plan of NPR I of the Company. NPR I will amend Article 4 paragraph (2) of the Company's Articles of Association in connection with the increase of the Company's issued and paid-up capital as a result of the execution of NPR I. This agenda requires the approval of the Independent Shareholders.

The passing of the above agenda requires the attendance by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders, and the resolution shall be valid if approved by more than 1/2 (one-half) of the total shares with valid voting rights held by Independent Shareholders.

In this convocation, the term "Independent Shareholders" means shareholders who do not have a personal economic interest in relation to a particular transaction and are not member of the Board of Directors, member of the Board of Commissioners, major shareholder or controller, nor an affiliate of the Company, member of the Board of Directors, member of the Board of Commissioners, major shareholder or controller.

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建議股東大會決議案

就上述議程而言，獨立股東將獲提請批准建議決議案，其主要事項載列如下：

1. 批准本公司根據關於修訂印尼金管局2015年第32/POJK.04號條例(關於公眾公司透過授出優先權的增資)的印尼金管局2019年第14/POJK.04號條例進行無優先權增資一的計劃，數量最多為1,473,136,606(十四億七千三百一十三萬六千六百零六)股股份，或最多佔本公司已發行及繳足股份總數或繳足股本(即14,731,366,060(一百四十七億三千一百三十六萬六千零六十)股每股面值150印尼盾(一百五十印尼盾)的股份)的10%(百分之十)，誠如本公司組織章程細則的最新修訂(其已通知獲授權部長並由其於股東大會公告時收悉)所載，其將於達成現行法律及法規項下的規定後實施，從而修訂本公司組織章程細則第4條第(2)款以反映無優先權增資一的實施。本公司股份將根據資本市場領域現行法律及法規釐定的條款及價格分一個或多個批次發行。

2. 批准並向本公司監事會授予權力及授權(附帶全部或部分替代權利)，包括但不限於：

Proposed GMS' Resolution

In connection with the foregoing agenda, the Independent Shareholders will be requested to approve the proposed resolutions, the key matters of which are set out below:

1. To approve the Company's plan to conduct NPR I pursuant to OJK Regulation Number 14/POJK.04/2019 on the Amendment to OJK Regulation Number 32/POJK.04/2015 on Capital Increase of Public Company by Granting Pre-emptive Rights, of up to 1,473,136,606 (one billion four hundred seventy-three million one hundred thirty-six thousand six hundred and six) shares, or at most 10% (ten percent) of the Company's total issued and fully paid-up shares or paid-up capital, being 14,731,366,060 (fourteen billion seven hundred thirty-one million three hundred sixty-six thousand and sixty) shares, with nominal value of Rp150 (one hundred fifty Rupiah) per share, as set out in the latest amendment to the Company's Articles of Association, which has been notified to and received by the authorized Minister at the time of the announcement of the GMS, which shall be implemented upon fulfilment of the requirements under the prevailing laws and regulations, thereby amending Article 4 paragraph (2) of the Company's Articles of Association to reflect the implementation of NPR I. The issuance of the Company's shares shall be carried out in one or more tranches, on such terms and at such price as determined in accordance with the prevailing laws and regulations in the capital markets sector.

2. To approve and grant power and authority to the Company's Board of Commissioners, with the right of substitution, in whole or in part, including but not limited to:

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a. 於達成現行法律及法規項下的規定後，宣佈發行與無優先權增資一有關的新股份及修訂本公司組織章程細則，包括但不限於根據無優先權增資一的實施結果，透過自本公司未發行股份中發行新股份以增加本公司的已發行及繳足股本，並根據本公司股份過戶登記處及／或其他獲授權方的報告，釐定於實施無優先權增資一後本公司的已發行及繳足股本金額及／或實際已發行股份數目；

a. declaring the issue of new shares in connection with NPR I and to amend the Company's Articles of Association, including but not limited to increasing the Company's issued and paid-up capital through the issuance of new shares from the Company's unissued shares based on the results of the implementation of NPR I, and determining the amount of issued and paid-up capital and/or the actual number of shares issued by the Company following the implementation of NPR I, based on the report of the Company's Shares Registrar and/or other authorized parties, after fulfilment of the requirements under the prevailing laws and regulations;

b. 批准釐定由本公司董事會所提議根據無優先權增資一將予發行的新股份的最終數目及無優先權增資一的發行價；

b. approving the determination of the final number of new shares to be issued under NPR I and the issue price for NPR I, as proposed by the Company's Board of Directors;

c. 於公證人面前簽立的契約中載明／載列該等決議案，以根據該等決議案修訂及／或重述本公司組織章程細則第4條第(2)款的條文或本公司組織章程細則第4條的全部內容，(包括(如有必要)按現行法律及法規的規定並據此於該契約中確認股東組成)；及

c. declaring/setting out such resolutions in deeds executed before a Notary, for the purpose of amending and/or restating the provision of Article 4 paragraph (2) of the Company's Articles of Association or Article 4 of the Company's Articles of Association in its entirety in accordance with such resolutions (including if necessary, confirming the composition of the shareholders in such deed, as required), by and in accordance with the prevailing laws and regulations; and

d. 起草或要求起草及簽署任何必要契約及函件以及文件，並於其後就股東大會的決議案及／或根據股東大會的決議案對本公司組織章程細則作出的修訂向獲授權機構提交批准申請及／或發出通知，以及根據現行法律及法規採取任何及一切必要行動。

d. drafting or requesting to draft and sign of any necessary deeds and letters as well as documents, and thereafter submitting applications for approval and/or notifying the notice in respect of the resolutions of the GMS and/or amendments to the Company's Articles of Association pursuant to the resolutions of the GMS to the authorized authorities and taking any and all actions necessary in accordance with the prevailing laws and regulations.

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3. 批准向本公司董事會授予權力及授權(附帶全部或部分替代權利),以通過發行新股份採取與無優先權增資一有關的本公司已發行及繳足股本增加相關的任何及一切必要行動,包括但不限於:

a. 按本公司董事會認為對本公司屬適當的條款及條件磋商及簽署其他協議,包括任何股份認購協議(如有);

b. 經監事會批准,釐定無優先權增資一的發行價;

c. 經監事會批准,釐定根據無優先權增資一將予發行的最終股份數目;

d. 根據印尼中央存管的條例將本公司的股份存入印尼中央存管的集中託管;

e. 將所有已發行及繳足的股份(包括本公司發行的新股份)於印尼證券交易所上市(「**印尼證交所**」);

f. 於一份或多份公證書中確認股東大會決議案所載的一項或多項決議案;及

3. To approve the granting of power and authority to the Company's Board of Directors, with the right of substitution, in whole or in part, to take any and all actions necessary in connection with the increase of the Company's issued and paid-up capital through the issuance of new shares in relation to NPR I, including but not limited to:

a. negotiating and signing other agreements, including any shares subscription agreement (if any), on such terms and conditions as the Company's Board of Directors considers appropriate for the Company;

b. determining the issue price for NPR I with the approval of the Board of Commissioners;

c. determining the final number of shares to be issued under NPR I with the approval of the Board of Commissioners;

d. depositing the Company's shares in the collective custody of KSEI in accordance with KSEI regulations;

e. listing all shares including the new shares issued by the Company that have been issued and fully paid-up on the Indonesia Stock Exchange ("**IDX**");

f. affirming one or more resolutions set out in the resolutions of the GMS in one or more Notarial deeds; and

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g. 採取實施及完成上述事項以及達致股東根據股東大會決議案所採納及股東大會決議案所載決議案的目的及目標所必要及／或所需的任何其他行動，包括執行授權予受權人的任何行動及完成與上述任何或所有事項有關的一切事宜，包括但不限於到場或出席公證人或任何其他方面前；提供、獲取及／或接收任何資料及／或文件；以及起草、安排起草編製、簡簽及／或簽署任何文件，總而言之，為上述目的採取被視為必要及有用的任何及一切行動，概無例外。

g. taking any other actions necessary and/or required to implement and complete the foregoing matters and to achieve the purposes and objectives of the resolutions adopted by the shareholders pursuant to and as set out in the resolutions of the GMS, including carrying out any actions authorized to the attorney in fact and completing all matters relating to any or all of the foregoing, including but not limited to appearing or being present before a Notary or any other party; providing, obtaining and/or receiving any information and/or documents; and drafting, causing to be drafted, initialling and/or signing any documents, and, in short, taking any and all actions considered necessary and useful for the foregoing purposes, without exception.

附註：

1. 本公司已於2026年10月20日刊發股東大會公告。

2. 本公司將不會向本公司各股東寄發單獨邀請函，因此本通告即為對本公司股東的正式邀請函。

3. 有權出席股東大會的獨立股東為於**2026年11月3日**(印尼西部時間／雅加達時間)印尼證交所股票交易收市時名列本公司股東名冊的獨立股東及／或於印尼中央存管證券子賬戶中的本公司股東(「**合資格股東**」)。由摩根大通銀行作為存管人(「**存管人**」)的香港預託證券(「**預託證券**」)之持有人(「**預託證券持有人**」)擁有存管協議所訂明的合約權利，且必須依賴存管人行使權利，包括出席股東大會並於會上投票的權利。截至**2026年11月3日**(印尼西部時間／雅加達時間)營業時間結束時之預託證券持有人如欲行使其投票權，應聯絡存管人以了解其適用程序之進一步詳情。任何人士如已收購登記於香港預託證券名冊之預託證券，惟並無於2026年11月3日下午4時30分(香港時間)前將預託證券過戶文件送交香港中央證券登記有限公司(地址為香港灣仔皇后大道東183

Note:

1. The announcement of the GMS was published by the Company on 20 October 2026.

2. The Company will not send a separate invitation to each shareholder of the Company, thus this convocation shall be the official invitation for the shareholders of the Company.

3. Independent Shareholders who are entitled to attend the GMS are whose names are registered in the Shareholders Register of the Company and/or the shareholders of the Company in sub-securities accounts at KSEI at the close of stock trading closure on the IDX on **3 November 2026** (Western Indonesian time/Jakarta time) ("**Eligible Shareholder(s)**"). Holders of Hong Kong Depositary Receipts ("**HDRs**") which JPMorgan Chase Bank, N.A. as the depositary ("**Depositary**") (such holders, "**HDR Holders**") have contractual rights set forth under the Deposit Agreement and must rely on the Depositary to exercise the rights, including the right to attend and vote at the GMS. HDR Holders as of the close of business on **3 November 2026** (Western Indonesian time/Jakarta time) who wish to exercise their voting rights should contact the Depositary for further details of its applicable procedures. Any person who has acquired HDRs registered on the HDR Register in Hong Kong, but did not lodge the HDR transfer with Computershare Hong Kong Investor Services

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號合和中心17樓1712–1716號舖)(「**預託證券過戶登記處**」),則不合資格根據存管協議之條款指示存管人或其代名人於股東大會上投票。

Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong ("**HDR Registrar**") before 04:30 p.m. (Hong Kong time) on 3 November 2026 is not eligible to instruct the Depositary or its nominee to vote at the GMS under the terms of the Deposit Agreement.

4. 合資格股東可親身出席股東大會或透過委派一名代理於股東大會上行使其權利。僅合資格股東有權出席股東大會並於會上投票。有關透過授權書委任代表的安排,請參閱下文附註7。

4. Eligible Shareholders may attend the GMS in person or appoint one attorney to exercise his or her rights at the GMS. Only Eligible Shareholders are entitled to attend and vote at the GMS. Please refer to Note 7 below for the arrangement of appointing a power of attorney.

5. 有關股東大會議程的材料已備妥,並可自通告函發出之日起至股東大會舉行之日止,透過本公司官方網站www.merdekagoldresources.com及eASY.KSEI(https://easy.ksei.co.id/)查閱。實體文件副本可應向公司秘書提出的書面要求提供予股東。

5. Materials relating to the GMS' agenda are available and may be accessed through the Company's official website at www.merdekagoldresources.com and eASY.KSEI on https://easy.ksei.co.id/, from the date of the convocation until the date of the GMS is held. Copies of the physical documents may be provided to shareholders upon written request to the Corporate Secretary.

6. 會議程序已備妥,並可透過本公司官方網站查閱:

6. Meeting Procedures are available and may be accessed through the Company's official website at:

https://merdekagoldresources.com/emas_2026-11-04_egms-meeting-procedures/

7. 出席授權書:

(a) 本公司為個人股東備有2(兩)種授權書,即(i)可透過https://easy.ksei.co.id/於eASY.KSEI平台以電子方式查閱的電子授權書(e-Proxy)及(ii)傳統授權書。

(i) 透過eASY.KSEI的電子授權書—由印尼中央存管提供的受委代表系統,以便利及整合股份於印尼中央存管集中託管持有的無實物股票股東以電子方式向其受委代表進行的委任。於eASY.KSEI平台提供的受權人為本公司委任的獨立方。電子授權書將受印尼中央存管所載列的程序、條款及條件規限。根據POJK 2020年第15號條例及POJK 2025年第14號條例,授權書須不遲於股東大會召開前1(一)個營業日授出。

7. Power of Attorney for Attendance:

(a) The Company prepares 2 (two) types of power of attorney for the individual shareholders namely (i) electronic power of attorney (e-Proxy) which can be accessed electronically on the eASY.KSEI platform through https://easy.ksei.co.id/ and (ii) conventional power of attorney.

(i) e-Proxy through eASY.KSEI – a proxy system provided by KSEI to facilitate and integrate proxy from scripless shareholders whose shares are held in KSEI collective custody to their proxies electronically. The attorney who is available at eASY.KSEI platform is an independent party appointed by the Company. The e-Proxy will be subject to the procedures, terms and conditions as set out by KSEI. In accordance with the POJK 15/2020 and POJK 14/2025, the power of attorney shall be granted no later than 1 (one) business day before the convening of GMS.

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T: (+62) 21 39525585
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www.merdekagoldresources.com

(ii) 傳統授權書－其表格包含供股東指示其投票意向的部分。由股東填妥及簽署的授權書連同支持文件必須不遲於2026年11月20日下午3時正(印尼西部時間／雅加達時間)透過電郵(corsec@merdekagoldresources.com)提交予本公司，或提交予本公司的股份過戶登記處PT Datindo Entrycom，地址為Jl. Hayam Wuruk Number 28, Jakarta 10120, Indonesia。

授權書表格及有關本公司所委任獨立受委代表的資料可透過以下方式獲取：

(i) 本公司網站www.merdekagoldresources.com；

(ii) 透過電郵(corsec@merdekagoldresources.com)聯絡本公司的公司秘書；或

(iii) 本公司的股份過戶登記處PT Datindo Entrycom，地址為Jl. Hayam Wuruk Number 28, Jakarta 10120, Indonesia。

(b) 合資格股東及經核實的授權書(由本公司合資格股東授出)有權出席股東大會，並將計入會議決議案的法定人數。

8. 為便利股東大會的安排及秩序，謹請合資格股東或其受委代表按照股東大會時間於eASY.KSEI出席。

雅加達，2026年11月4日
PT Merdeka Gold Resources Tbk
董事會

(ii) conventional power of attorney – the form of which includes a section for the shareholder to indicate his/her vote. The power of attorney that has been completed and signed by the shareholders along with the supporting documents must be submitted to the Company no later than 20 November 2026 at 03.00 PM (Western Indonesian time/Jakarta time) through e-mail at corsec@merdekagoldresources.com or submitted to PT Datindo Entrycom, the Company's Shares Registrar at the address on the Jl. Hayam Wuruk Number 28, Jakarta 10120, Indonesia.

Form of power of attorney and information regarding the independent proxies appointed by the Company can be obtained through:

(i) the Company's website at www.merdekagoldresources.com;

(ii) by contacting the Company's Corporate Secretary by e-mail at corsec@merdekagoldresources.com; or

(iii) PT Datindo Entrycom, the Company's Shares Registrar at the address on the Jl. Hayam Wuruk Number 28, Jakarta 10120, Indonesia.

(b) Eligible Shareholders and the power of attorneys that are validated (as granted by the Eligible Shareholders of the Company) are entitled to attend at the GMS and will be counted as a quorum for the meeting resolution.

8. In order to facilitate the arrangement and orderliness of the GMS, the Eligible Shareholders or their proxies are kindly requested to attend at the eASY.KSEI in accordance with the GMS time.

Jakarta, 4 November 2026
PT Merdeka Gold Resources Tbk
The Board of Directors