

## **Unofficial translation**

# Announcement of the Resolution Summary of the Annual General Meeting of Shareholders And Schedule and Procedures of Cash Dividend Distribution PT Puradelta Lestari Thk

Board of Directors of PT Puradelta Lestari Tbk ("the Company") hereby announce that on Tuesday, April 23, 2019, the Company has conducted the Annual General Meeting of Shareholders ("the Meeting"). In compliance with the OJK Regulation No. 32/POJK.04/2014 on the Planning and Holding of the General Meetings of Shareholders of Public Companies, hereby the Company delivers the summary are as follows:

A. Place, Date, and Time of the Meeting:

Place : Hotel Mulia Senayan - Jakarta,

Jl. Asia Afrika, Senayan, Jakarta 10270, Indonesia

Date: Tuesday, April 23, 2019

Time : 10:28 to 11:41 Western Indonesian Time

## B. The Meeting Agenda:

- 1. Approval of Annual Report of the Company, ratification of Financial Statements, and ratification of the Supervisory Duty of the Board of Commissioners of the Company and for Fiscal Year 2018;
- 2. Approval on the determination of usage of the Net Profit of the Company for Fiscal Year 2018;
- 3. Changes in composition of members of the Board of Commissioners and Board of Directors of the Company;
- 4. a. Determination of salaries and allowances of members of the Board of Directors of the Company for Fiscal Year 2019
  - b. Determination of salaries or honorarium and allowances of members of the Board of Commissioners of the Company for Fiscal Year 2019; and
- 5. Appointment of Public Accountant for Fiscal Year 2019.
- C. The Meeting is led by the Company's Independent Commissioner, Susiyati Bambang Hirawan as the Chairwoman of the Meeting. The Meeting is attended by the members of Board of Commissioners and Board of Directors as follow:

#### **Board of Commissioners:**

Vice President Commissioner : Teky Mailoa Independent Commissioner : Teddy Pawitra

Independent Commissioner : Susiyati Bambang Hirawan

## **Board of Directors:**

President Director : Hongky Jeffry Nantung

Vice President Director : Yu Mizuike

Director : Hermawan Wijaya Independent Director : Tondy Suwanto

- D. The Meeting is attended by the Shareholders and/or their Proxies representing 41,593,385,900 shares or 86.30% of the total shares of the Company with valid voting right.
- E. Before resolution of the Meeting:
  - a. The Meeting officer has read the Code of Conduct of the Meeting
  - b. The Shareholders and their Proxies were given the opportunity to raise questions and/or opinions before voting process in each of the Meeting Agenda.

There are no questions and/or opinion for all of the Meeting Agenda.



- F. The voting mechanism in the Meeting is as follow:
  - a. The decision-making of all the Meeting is carried based on mutual consensus. In terms of deliberation for consensus is not sufficient, decision-making would be done by voting. Decision making by voting is valid if agreed by ½ (half) of total shares with valid voting right from the attending Shareholders or their Proxies.
  - b. Voting in each Agenda in the Meeting is conducted openly by raising hands to choose and tick abstain (blank) vote or disagree vote, while Shareholders or their Proxies which do not raise hands is considered agree with the Meeting proposals.

## G. Voting in each Agenda in the Meeting:

Meeting Agenda	Abstain	Disagree	Agree	Total Agree Votes
First Agenda	9,619,100	0	41,583,766,800	41,593,385,900
	(0.02%)	(0%)	(99.98%)	(100.00%)
Second Agenda	0	0	41,593,385,900	41,593,385,900
	(0%)	(0%)	(100.00%)	(100.00%)
Third Agenda	0	5,958,200	41,587,427,700	41,587,427,700
	(0%)	(0.01%)	(99.99%)	(99.99%)
Fourth Agenda	0	0	41,593,385,900	41,593,385,900
	(0%)	(0%)	(100.00%)	(100.00%)
Fifth Agenda	9,619,100	750,693,800	40,833,073,000	40,842,692,100
	(0.02%)	(1.80%)	(98.18%)	(98.20%)

<sup>\*</sup> Total Agree Votes is sum of agree votes and abstain (blank) votes which is considered as the same as majority votes in the Meeting.

## H. Resolution of each Agenda in the Meeting:

#### First Agenda

- 1. to approve the Company's 2018 (two thousand eighteen) Annual Report;
- 2. to ratify the Financial Statements of the Company for the fiscal year of 2018 (two thousand eighteen) audited by Public Accountant Firm Mirawati Sensi Idris, as written in the Independent Auditors' Report 00330/2.1090/AU.1/03/1284-3/1/II/2019 dated February 15, 2019, with opinion of "Unqualified";
- 3. to ratify the report of supervisory duty of the Board of Commissioner for financial year 2018 (two thousand eighteen);
- 4. to grant a release and discharge from the responsibilities ("acquit et decharge") to the Board of Directors of the Company in their duties and responsibilities in management in accordance to the Company's purposes and objectives, and their duty and responsibilities in representing the Company both inside and outside Court; and to the Board of Commissioner of the Company in their duties and responsibilities in supervisory role of the management policy and the management execution in general, both related to the Company and the Company's business, and their duties and responsibilities in advisory role to the Company's Board of Directors, assisting the Board of Directors, and grant approval to the Board of Directors, during fiscal year of 2018 (two thousand eighteen), to the extent their actions were reflected in the 2018 (two thousand eighteen) Annual Report.

## Second Agenda

1. to determine the use of the Company's net profit for the fiscal year 2018 (two thousand eighteen), amounting to Rp496,250,204,093 (four hundred ninety-six billion two hundred fifty million two hundred four thousand ninety-three Rupiah) with details as follows:



- a. Rp2,000,000,000.00 (two billion Rupiah), is allocated as reserved fund to comply with the provision of Articles of Association Article 84 and Limited Liabilities Company Law Article 70:
- b. the remaining Rp494,250,204,093 (four hundred ninety-four billion two hundred fifty million two hundred four thousand ninety-three Rupiah) is used as part of cash dividend that will be distributed to Shareholders;
- 2. to approve cash dividend distribution of Rp1,012,160,333,100 (one trillion twelve billion one hundred sixty million three hundred thirty-three thousand one hundred Rupiah) or equal to Rp21 (twenty-one Rupiah) per share, derived from the allocation of the Company's net profit in 2018 of Rp494,250,204,093 (four hundred ninety-four billion two hundred fifty million two hundred four thousand ninety-three Rupiah) and from retained earnings of the Company of Rp517,910,129,007 (five hundred seventeen billion nine hundred ten million one hundred twenty-nine thousand seven Rupiah); and
- 3. to delegate authority to the Board of Directors of the Company to execute dividend distribution procedures and to announce in accordance to the prevailing laws and regulations.

## Third Agenda

- 2. a. to approve the reappointment of several members of the current Board of Directors and Board of Commissioners: Mr. Hongky Jeffry Nantung as President Director of the Company, Mr. Hermawan Wijaya as Director, Mr. Tondy Suwanto as Independent Director, Mr. Muktar Widjaja as President Commissioners, Mr. Teddy Pawitra as Independent Commissioner, and Mrs. Susiyati Bambang Hirawan as Independent Commissioner of the Company; and
  - b. to approve the appointment of Mr. Shinji Yoneda as Vice President Director, Mr. Yu Mizuike as Vice President Commissioner, and Mr. Hirofumi Takeda as Commissioner,

effective since the closing of this meeting, with term of office until the closing of the third Annual General Meeting of Shareholders after this Meeting, which is for fiscal year ended on December 31, 2021, that will be held no later than June 2022, without reducing rights of General Meeting of Shareholders to terminate them at any time. Therefore, the composition of Board of Directors and Board of Commisioners of the Company is as follow:

#### Board of Directors

President Director : Mr. Hongky Jeffry Nantung

Vice Presiden Director : Mr. Shinji Yoneda
Director : Mr. Hermawan Wijaya
Director Independent : Mr. Tondy Suwanto

#### **Board of Commissioners**

President Commissioner : Mr. Muktar Widjaja
Vice President Commissioner : Mr. Teky Mailoa
Vice President Commissioner : Mr. Yu Mizuike
Commissioner : Mr. Hirofumi Takeda
Independent Commissioner : Mr. Teddy Pawitra

Independent Commissioner : Mrs. Susiyati Bambang Hirawan

3. to grant power to the Board of Directors to state the resolutions of this Meeting in the Deeds of Resolution of the Meeting drawn up before a notary; to access administrative system of legal entity; to submit notification on the Company's data amendments to the Ministry of Law and Human Rights to obtain receipt letter on the notification of the Company's data amendments, as mentioned in the Limited Liabilities Law Article 94 Paragraph (7) and Article 111 Paragraph (7); and to register in the Company Registration.

# Fourth Agenda



- 1. to grant authorization to the Board of Commissioners of the Company to determine the salary and/or allowances of the members of the Board of Directors for fiscal year 2019 (two thousand nineteen);
- 2. a. to determine total salary or honorarium and other allowances to the Board of Commissioners for fiscal year 2019 (two thousand nineteen)with the remuneration at least equal to fiscal year 2018 (two thousand eighteen); and
  - b. to grant authority to the Board of Commissioners of the Company to determine total salary or honorarium and other allowances from each member of Board of Commissioner for fiscal year 2019 (two thousand nineteen).

## Fifth Agenda

to grant power to the Board of Commissioners of the Company to appoint a Public Accountant registered in the Financial Services Authority (OJK / formerly Bapepam and LK) who will audit the Company's financial report for the fiscal year 2019 (two thousand nineteen) and to grant authority to the Board of Commissioners to determine the honorarium and other requirements for the appointment of the Public Accountant.

The Board of Directors of the Company hereby also announces schedule and procedure on the Cash Dividend Distribution of Rp21 (twenty-one Rupiah) per share as follow:

## Schedule of Cash Dividend Distribution:

Description	Date
Cum Cash Dividend in Regular and Negotiation Market	May 2, 2019
Ex Cash Dividend in Regular and Negotiation Market	May 3, 2019
Cum Cash Dividend in Cash Market	May 6, 2019
Ex Cash Dividend in Cash Market	May 7, 2019
Recording Date of the Shareholders entitled for the Cash Dividend	May 6, 2019
Cash Dividend Payment	May 16, 2019

## Procedures of Cash Dividend Distribution:

- a. This announcement constitutes an official notification from the Company, and the Company does not issue specific notification to the Shareholders.
- b. Payment of cash dividend will be made to the Shareholders whose names are listed in the Shareholder List of the Company as of May 6, 2019 at 16.00 Western Indonesian Time (Recording Date).
- c. For those Shareholders whose shares are placed in the collective custody of PT Kustodian Sentral Efek Indonesia ("KSEI"), the payment of cash dividend will be conducted through transfer through KSEI, and will be distributed to the accounts of securities companies and/or custodian banks on May 16, 2019. The payment of cash dividend will be conducted by KSEI to the Shareholders through Securities Company and/or Custodian Banks where the Shareholders keep their accounts. For those Shareholders holding script shares, whereby the shares are not placed under collective custody of KSEI, the cash dividend will be paid through transfer to the Shareholders bank accounts, by informing the names of their banks as well as their account numbers in writing to:

PT Puradelta Lestari Tbk.

Jl. Tol Jakarta Cikampek KM37

Desa Hegarmukti, Kecamatan Cikarang Pusat

Bekasi 17530 - Indonesia Phone: +62 (21) 8997 1188 Fax: +62 (21) 8997 2029 to: Corporate Secretary

at the latest by 3 (three) working days before cash dividend payment.

d. The cash dividend will be subject to tax in accordance with the prevailing taxation regulations. The tax applied will be borne by the Shareholders and deducted from the cash dividend paid.



- e. For the Shareholders which are Legal Entity Resident Taxpayers who have not submitted their Taxpayer ID Numbers, are requested to submit the Taxpayer ID Numbers to KSEI or Share Register PT Sinartama Gunita, Plaza BII, Tower 1, 9th floor, Jalan M.H. Thamrin No. 51, Jakarta Pusat, at the latest by May 6, 2019 at 16.00 West Indonesian Time. Without Taxpayer ID Number, cash dividend paid to Indonesia Legal Entity will be subject to Income Tax of 30%.
- f. Foreign Taxpayers who are entitled to utilize the reduced withholding tax rate under the Double Taxation Avoidance Agreements (P3B), are required to fulfill Income Tax Regulation No. 36/2008 Article 26 and submit Certificate of Domiciles (COD) that has been legalized to KSEI or Share Register at the latest by May 6, 2019 at 16.00 Western Indonesian Time. In the case that the COD is not provided until the above date, the payment of the cash dividend will be subject to deduction of Withholding Tax Article 26 of 20%.
- g. Cash dividend tax slip for the Shareholders whose name are listed in collective custody of KSEI can be taken at the securities companies and/or custodian bank where the Shareholders keep their accounts. Cash dividend tax slip for the Shareholders holding script shares can be taken at the Share Register.

Jakarta, April 25, 2019 Board of Directors PT Puradelta Lestari Tbk