

## **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 Tbk

Board of Directors of PT Puradelta Lestari Tbk ("the Company") hereby announce that on Monday, May 22, 2017, 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 : the Ritz-Carlton Jakarta, Mega Kuningan, Ballroom 3&5 2nd floor

Jl. DR. Ide Anak Agung Gde Agung Kav.E.1.1 No.1, Kawasan Mega Kuningan

Jakarta 12950, Indonesia

Date: Monday, May 22, 2017

Time : 10.17 to 11.31 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 2016;
- 2. Determination of usage of the Net Profit of the Company for Fiscal Year 2016;
- 3. Changes in composition of members of the Board of Commissioners of the Company;
- 4. a. Determination of salaries and allowances of members of the Board of Directors of the Company for Fiscal Year 2017
  - b. Determination of salaries or honorarium and allowances of members of the Board of Commissioners of the Company for Fiscal Year 2017;
- 5. Appointment of Public Accountant for Fiscal Year 2017; and
- 6. Report on the Usage of Proceeds from Initial Public Offering of Shares.
- 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 : Masahiro Koizumi
Director : Hermawan Wijaya
Independent Director : Tondy Suwanto



- D. The Meeting is attended by the Shareholders and/or their Proxies representing 41,883,599,100 shares or 86.90% 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 is one question in the First Agenda. There are no questions and/or opinions raised in the Second Agenda, Third Agenda, Fourth Agenda, Fifth Agenda, and Sixth 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  $\frac{1}{2}$  (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	Disagree	Abstain	Agree	Total Agree Votes *
First Agenda	0	0	41,883,599,100	41,883,599,100
	(0.00%)	(0.00%)	(100.00%)	(100.00%)
Second Agenda	0	0	41,883,599,100	41,883,599,100
	(0.00%)	(0.00%)	(100.00%)	(100.00%)
Third Agenda	0	4,902,900	41,878,696,200	41,883,599,100
	(0.00%)	(0.01%)	(99.99%)	(100.00%)
Fourth Agenda	119,642,400	0	41,763,956,700	41,763,956,700
	(0.29%)	(0.00%)	(99.71%)	(99.71%)
Fifth Agenda	552,903,500	0	41,330,695,600	41,330,695,600
	(1.32%)	(0.00%)	(98.68%)	(98.68%)
Sixth Agenda	it is a reporting agenda and no resolutions are taken from this Agenda			

<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 2016 (two thousand sixteen) Annual Report;
- 2. to ratify the Company's financial statements for financial year 2016 (two thousand sixteen) audited by Public Accountant Firm of Mirawati Sensi Idris, as written in the Independent Auditors' Report No. 03161317SA dated February 13, 2017 with opinion of "unqualified";
- 3. to ratify the report of supervisory duty of the Board of Commissioner for financial year 2016:
- 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 financial year 2016 (two thousand sixteen), to the extent their actions were reflected in the Financial Reports and Annual Report for financial year of 2016 (two thousand sixteen).

# Second Agenda

- 1. to determine the usage of the net profit of the Company of fiscal year 2016 (two thousand sixteen) of Rp757,238,221,682.00 (seven hundred fifty seven billion two hundred thirty eight million two hundred twenty one thousand six hundred eighty two Rupiah), as the following details:
  - a. Rp 2,000,000,000.00 (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. Rp 722,971,666,500.00 (seven hundred twenty two billion nine hundred seventy-one million six hundred sixty six thousand five hundred Rupiah) or equal to Rp 15.00 (fifteen Rupiah) per share is distributed as cash dividend for fiscal year 2016 to the Shareholders; and
  - c. The remaining of Rp 32,266,555,182.00 (thirty-two billion two hundred sixty six million five hundred fifty five thousand one hundred eighty two Rupiah) will be recorded as retained earnings for working capital requirement of the Company; and
- 2. 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

Effective since the Closing of the Meeting:

- a. to accept resignation of Mr. Kazuo Shimura from his position of Vice President Commissioner of the Company and Mr. Yu Mizuike from his position as Commissioner of the Company, with full release and discharge from their responsibilities ("acquit et decharge"), for their supervisory action during their tenures, as long as not deviating the Company's Articles of Association and reflected in the Company's Annual Report and Financial Statement; and
  - b. to approve appointment of Mr. Junichiro Nagasaki as Vice President Commissioner of the Company and Mr. Yoshizo Hatta as the Commissioner of the Company, for the remaining tenures of the current Board of Commissioners,

and therefore, the composition of the members of the Board of Commissioners of the Company since closing of the Meeting, with tenures ends at the closing of the Annual General Meeting of Shareholders for fiscal year ended in December 31, 2018 which will be executed not later than June 2019 (two thousand nineteen), without reducing rights of General Meeting of Shareholders to terminate them at any time, are as follow:



**Board of Commissioners** 

President Commissioner : Mr. Muktar Widjaja
Vice President Commissioner : Mr. Teky Mailoa
Vice President Commissioner : Mr. Junichiro Nagasaki
Commissioner : Mr. Yoshizo Hatta
Independent Commissioner : Mr. Teddy Pawitra

Independent Commissioner : Mrs. Susiyati Bambang Hirawan

2. 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 111 Paragraph (7); and to register in the Company Registration.

# Fourth Agenda

- 1. to grant authority 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 2017 (two thousand seventeen);
- 2. a. to determine total salary or honorarium and other allowances to the Board of Commissioners for fiscal year 2017 (two thousand seventeen) with the remuneration at least equal to fiscal year 2016 (two thousand sixteen); and
  - b. to grant power 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 2017 (seventeen).

#### Fifth Agenda

to grant power to the Board of Commissioners of the Company to appoint Independent Public Accountant listed in the Financial Service Authority (OJK, previously Bapepam & LK) to perform audit on the Company's Financial Statements for the fiscal year 2017 (two thousand seventeen) and to provide authority to the Board of Commissioners to determine the amount the honorarium and other requirements of the appointed Independent Public Accountant.

#### Sixth Agenda, it is reported that:

Realization of Proceeds of Funds from Initial Public Offering of Shares of the Company are as follow:

Nominal Value of Initial Public Offering of Share of the Company is Rp 1,012,160,331,000 (one trillion twelve billion one hundred sixty million three hundred thirty one thousand Rupiah), whereby after reduced by public offering cost of Rp 34,353,522,486 (thirty four billion three hundred fifty three million five hundred twenty two thousand four hundred eighty six Rupiah), net proceeds that will be used in accordance to its designation is Rp 977,806,808,514 (nine hundred seventy seven billion eight hundred six million eight hundred eight thousand five hundred fourteen Rupiah).



The funds have been fully utilized on Periode of September 30, 2016, with the following details:

Rp 586,684,085,108.00 (five hundred eighty six billion six hundred eighty four million eighty five thousand one hundred eight Rupiah) has been utilized for infrastructure and investment property development in Kota Deltamas area.

Rp 293,342,042,554.00 (two hundred ninety three billion three hundred forty two million forty two thousand five hundred fifty four Rupiah) has been utilized for land acquisition in Bekasi Regency.

Rp 97,780,680,851.00 (ninety seven billion seven hundred eighty million six hundred eighty thousand eight hundred fifty one Rupiah) has been used for working capital.

The Board of Directors of the Company hereby also announces schedule and procedure on the Cash Dividend Distribution as follow:

#### Schedule of Cash Dividend Distribution:

Description	Date
Cum Cash Dividend in Regular and Negotiation Market	May 30, 2017
Ex Cash Dividend in Regular and Negotiation Market	May 31, 2017
Cum Cash Dividend in Cash Market	June 5, 2017
Ex Cash Dividend in Cash Market	June 6, 2017
Recording Date of the Shareholders entitled for the Cash Dividend	June 5, 2017
Cash Dividend Payment	June 23, 2017

#### 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 June 5, 2017 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 June 23, 2017. 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.



# 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 Taxpaver ID Numbers, are requested to submit the Taxpaver 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 June 5, 2017 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%.
- 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 June 5, 2017 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%.
- 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, May 24, 2017 **Board of Directors** PT Puradelta Lestari Tbk