# SUMMARY NOTICE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT MAP BOGA ADIPERKASA TBK

Directors of PT Map Boga Adiperkasa Tbk, domiciled in Central Jakarta (hereinafter called "**Company**") hereby inform the Shareholders of the Company, that the Company has organized an Annual General Meeting of Shareholders ("AGMS") and Extraordinary General Meeting of Shareholders ("EGMS"), with details as follow:

#### I. AGMS

## A. Day & Date, Venue, Time and Meeting Agenda of AGMS:

Day & Date : Tuesday, 14<sup>th</sup> of May 2019 Venue : Hotel Ayana Midplaza Jakarta

Jl. Jend. Sudirman Kav. 10-11

Jakarta Pusat 10220

Time : 14.02 WIB – 14.59 WIB

### Meeting Agenda of AGMS:

- 1. The approval and ratification of the Report of the Board of Directors regarding the course of the Company's business and financial administration for the financial year ending on December 31st, 2018, as well as the approval and ratification of the Company's Financial Statements including the Balance Sheet and Profit/Loss for the financial year ending on December 31st, 2018 which has been audited by the Company's Public Accountant and approval for the Company's Annual Report, as well as proving release and discharge of responsibility (acquit et de charge) to all members of the Board of Directors and Board of Commissioners for the actions of management and supervision that have been made in the fiscal year ending on December 31st, 2018.
- 2. Approval on The Company Net Income allocation for Fiscal Year ended on 31st December 2018
- Appointment of an Independent Public Accountant Office that will audit the books of the Company for the fiscal year ending on December 31st, 2019 and the granting of authority to the Board of Directors to determine the honorarium of the Independent Public Accountant as well as other requirements.
- 4. a. Appointment of Board of Directors and Board of Commissioners of the Company
  - b. Determination of the duties, granting of authority, determination of honorarium and allowance of the members of the Board of Directors, as well as determination of honorarium and allowance of the members of the Board of Commissioners.

# B. The list of Board of Directors and Board of Commissioners presented at the AGMS:

**Board of Directors** 

President Director : Anthony Cottan
Director : Sjeniwati Gusman
Director : Fetty Kwartati
Independent Director : Pinky Ong Torres

**Board of Commissioners** 

President Commissioner : Handaka Santosa Independent Commissioner : Sean Gustav S. Hughes

#### C. Chairman of the AGMS

The Company's AGMS was chaired by Handaka Santosa as the President Commissioner of the Company.

# D. Number of votes and percentage meeting the decision of the shares with voting rights present at the AGMS:

The Company's AGMS was attended by the shareholders and their proxies representing 2,138,904,991 (two billion one hundred thirty eight million nine hundred and four thousand nine hundred ninety one) shares or equal to 98.53% (ninety eight point fifty three) percent from a total of 2,170,922,900 (two billion one hundred and seventy million nine hundred and twenty-two thousand and nine hundred) shares with legitimate voting rights issued by the Company, therefore the Company's AGMS and its votings are considered valid, with regards to the Company's list of shareholders as per 18<sup>th</sup> April 2019 at 16.00 WIB.

# E. Provide opportunity for the shareholders to ask questions and/or opinions related to the agenda of the AGMS:

At each AGMS's agenda, the shareholders or their authorized proxies who attended the AGMS are given the opportunity to ask questions, give their opinions and/or suggestions after the discussion of the agenda of the AGMS.

### F. Decision making mechanism of the AGMS:

Decision-making in the AGMS is conducted by way of amicable discussion. If the amicable agreement is not reached, decision-making was done by way of voting.

G. Voting results for every AGMS's agendas:

Agenda	Not Approved	Abstain	Approved	Opinion
1	-	10	2,138,904,981	None
2	7,500	110	2,138,897,381	1 (one) Shareholder
3	-	-	2,138,904,991	None
4	5,500	-	2,138,899,491	1 (one) Shareholder

#### H. Decisions of AGMS:

#### Agenda 1

- 1. Approved the Company's Annual Report for financial year of 2018.
- 2. Approved the Company's Annual Financial Statements for financial year of 2018, which were audited by Public Accounting Firm of "Satrio Bing Eny & Rekan" as stated in the report No. 00187/2.1097/AU.1/05/0556-1/1/III/2019, dated March 26, 2019, with "Not Modified".
- Approved the Board of Directors' Report and to ratify the Supervisory Report of the Board of Commissioners of the Company for financial year of 2018, as set forth in the Company's Annual Report.
- 4. With the approval and the ratification of the Annual Financial Statements and the Supervisory Report of the Board of Commissioners of the Company for financial year of 2018, therefore, in accordance with Article 17 paragraph 3 of the Company's Articles of Association, members of the Board of Directors of the Company are fully released (acquit et de charge) from their responsibility with respect their management duties and members of the Board of Commissioners of the Company are fully released from their responsibility with respect to their supervisory duties, provided that such duties are recorded in the Annual Report and Annual Financial Statements of the Company for financial year of 2018.

# Agenda 2

Approved to not declare dividend payment to the shareholders due to for fiscal year 2018 due to funds needed for the development of the Company.

## Agenda 3

- Approved the grant of authority to the Board of Commissioners of the Company with consideration made by the Company's Audit Committee to appoint a Public Accountant who will audit the Financial Position Report, Comprehensive Income Statement and other parts of the Company's Financial Report for the financial year ending on 31 December 2019.
- 2. Approved the grant of authority to the Board of Directors to determine the amount of honorarium for such a Public Accountant as well as other terms concerning such appointment.

#### Agenda 4

#### Article A:

1. Agreed to appoint the Board of Directors and Board of Commissioners members with effective date of appointment starting from the closing of the meeting until the closing of the 2021 AGMS, with the composition as:

## **Board of Directors:**

President Director : Anthony Cottan

Director : Rohan Marinus Lallantha St George

Director:Sjeniwati GusmanDirector:Pinky Ong TorresDirector:Fetty Kwartati

# **Board of Commissioners:**

President Commissioner : Handaka Santosa Commissioner : Sandeep Achyut Naik

Commissioner : Sean Gustav Standish Hughes
Commissioner : Fock Wai Hoong (Huo Weixiong)

Commissioner : Ravi Kumar Sreeramulu

- 2. Pursuant to article 20 paragraph 3 of OJK Regulation No. 33/POJK.04/2014 dated 8 December 2014 on Board of Directors and Board of Commissioners of a Public Listed Company, agreed to:
  - appoint Sean Gustav Standish Hughes and Fock Wai Hoong (Huo Weixiong) as Indipendent Commissioners of the Company.
- 3. Approved and authorized the Company's Board of Directors with the right of substitution, to re-state the decisions fo Meeting Agenda no. 4 article (a) in a Notary Deed and subsequently notify The Ministry of Law and Human Rights of the Republic of Indonesia and register on the List of Companies, while also performing any actions that is necessary required by the relevant law and authorities.

#### Article B:

- Authorized the Board of Directors of the Company through the Board of Directors'
  meeting, to act on behalf of the General Meeting of Shareholders, to determine the
  duties and authorities of each member of the Board of Directors.
- 2. Approved to:
  - a. Grant the rights to the Board of Commissioners to determine professional remuneration, and other benefits for all members of the Board of Directors.
  - b. Determined the remunerations and allowances of the member of the Board of Commissioners, overall can be adjusted up to maximum of 10% above total of all remuneration and other benefits received by the Board of Commissioners members for Financial Year 2018.
  - c. Grant the rights to the Board of Commissioners to determine professional remuneration and other benefits between each and every members of the Board of Commissioners.

#### II. EGMS

# A. Day & date, venue, time and agenda of EGMS:

Day & date : Tuesday, 14 May 2019

Venue : Hotel Ayana Midplaza Jakarta

Jl. Jend. Sudirman Kav. 10-11

Jakarta Pusat 10220 : 15.03 WIB – 15.09 WIB

#### EGMS's Agenda:

Time

Amendment of Company's Article Of Association Article 3 Company's Article Of Association in terms of adjustment to Klasifikasi Baku Lapangan Usaha Indonesia (KBLI) of 2017.

# B. Members of the Board of Directors and members of the Board of Commissioners who were present at the Meeting:

**Board of Directors** 

President Director : Anthony Cottan
Director : Sjeniwati Gusman
Director : Fetty Kwartati
Independent Director : Pinky Ong Torres

**Board of Commissioners** 

President Commissioner : Handaka Santosa Independent Commissioner : Sean Gustav S. Hughes

#### C. Chairman of the EGMS:

The EGMS was chaired by Handaka Santosa as the President Commissioner of the Company.

# D. Number of shares with valid voting rights who are present at the EGMS and the percentage of total shares with valid voting rights are:

EGMS was attended by the shareholders and/or their proxies who together represented 2,138,904,991 (two billion one hundred and thirty-eight million nine hundred and four thousand and nine hundred and ninety-one) shares or equal to 98.53% (ninety eight point fifty three percent) of the total 2,170,922,900 (two billion, one hundred and seventy million, nine hundred and twenty-two thousand and nine hundred) shares with valid voting rights issued by the Company, therefore the EGMS and its votings are considered valid, with regards to the Company's list of shareholders as per 18<sup>th</sup> April 2019 at 16.00 WIB.

# E. Provide opportunity for the shareholders to ask questions and/or opinions related to the agenda of the EGMS:

At each EGMS's agenda, the shareholders or their authorized proxies who attended the EGMS are given the opportunity to ask questions, give their opinions and/or suggestions after the discussion of the agenda of the EGMS.

## F. Decision making mechanism of the EGMS:

Decision-making in the EGMS is conducted by way of amicable discussion. If the amicable agreement is not reached, decision-making was done by way of voting.

# G. Voting results for every EGMS's agendas:

Agenda	Not Approve	Abstain	Approve	Opinion
1	-	-	2,138,904,991	None

#### H. Decision of EGMS:

Approved to:

- 1. Amend the Company's Article Of Association Article 3 Company's Article of Association in terms of adjustment to Klasifikasi Baku Lapangan Usaha Indonesia (KBLI) of 2017. 2017;
- 2. Authorize the Company's Board of Directors with the right of substitution, to re-state the decisions of the Meeting Agenda in a Notary Deed as well as application of approval relating to the amendment of Company's Article of Association Article 3 and subsequently notify The Ministry of Law and Human Rights of the Republic of Indonesia and register on the List of Companies, while also performing any actions that is necessary required by the relevant law and authorities.

Jakarta, 20 May 2019 Board of Directors PT Map Boga Adiperkasa Tbk