



Perihal : Announcement Summary Minutes of General Meeting of Shareholders

Tanggal : 28 May 2019

Media : Investor Daily



**PT INTI BANGUN SEJAHTERA Tbk**

Having its domicile in Jakarta  
(the "Company")

**ANNOUNCEMENT SUMMARY MINUTES OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS &  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of the Company hereby announces to the Company's shareholders that the Company has held the Annual General Meeting of Shareholders ("AGMS") and the Extraordinary General Meeting of Shareholders ("EGMS") in the summary minutes, as follows:

**A. ANNUAL GMS**

The AGMS was held on Friday, 24 May 2019 at Downing 10 of Ashley Hotel Jakarta, Lobby Floor, Jalan KH. Wahid Hasyim No.73-75, Menteng, Jakarta Pusat 10250, was started at 09.25 of local time and ended at 10.00 of local time.

**Agenda of the AGMS**

1. Approval for the Company's Annual Report for fiscal year ended 31 December 2018 including ratification of the Company's Financial Statements and the Report of Supervisory of the Board of Commissioners for fiscal year ended 31 December 2018.
2. Stipulation on the use of net income of the Company for fiscal year ended 31 December 2018.
3. Appointment Independent Public Accountant to audit the Company's accounts for fiscal year ended 31 December 2019.
4. Stipulation on the salaries/honorarium and allowances of members of the Boards of Commissioners and members of the Board of Directors for year 2019.
5. Approval of changes in the composition of members of the Board of Commissioners and the Board of Directors of the Company.

The AGMS was attended by member of the Boards of Commissioners and Directors, as follows:

Board of Commissioners:

President Commissioner : Mrs. Farida Bau  
Commissioner : Mr. Soebiantoro  
Independent Commissioner : Mr. Drs. Kanaka Puradiredja

Board of Directors:

President Director : Mr. Andrie Tjioe  
Director : Mr. Hermansyah  
Independent Director : Mr. Prof. Dr. H. Djohermansyah Djohan, MA

The AGMS was attended by Shareholders and/or their Proxies which represent 928,890,799 (nine hundred twenty eight million eight hundred ninety thousand seven hundred ninety nine) shares or 68.76% (sixty eight point seven six percent) of 1,350.904,927 (one billion three hundred fifty million nine hundred four thousand nine hundred twenty seven) shares issued by the Company.



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In discussing the agenda of AGMS, shareholders and/or their proxies were given opportunities to come up with questions, opinions, proposals, or recommendations related to the agenda of the AGMS before voting.

#### The decision making mechanism of the AGMS

The resolutions of GMS shall be adopted in deliberation to reach a consensus. In case of failure to adopt a resolution on the basis of the principle of deliberation to reach a consensus, the resolution shall be adopted by way of voting.

No. of Agenda	Number of Shareholders and/or their Proxies who asked questions	Voting Result		
		Agree	Disagree	Abstain
1	None	928,890,799 shares (100.00%)	None	None
2	None	928,890,799 shares (100.00%)	None	None
3	None	928,890,799 shares (100.00%)	None	None
4	None	928,890,799 shares (100.00%)	None	None
5	None	928,890,799 shares (100.00%)	None	None

#### RESOLUTIONS OF AGMS

- I.
  1. Approve the Annual Report, including Report of the Board of Directors, and Report of Supervisory of the Board of Commissioner for the fiscal year 2018 (two thousand eighteen); and
  2. Ratification of the Financial Statements of the Company for the fiscal year ended on 31 (thirty one) December 2018 (two thousand eighteen) which has been audited by Public Accounting Firm Tanubrata Sutanto Fahmi Bambang & Rekan (BDO) as mentioned in its report Number 00526/2.1068/AU.1/06/0115-1/1/III/2019 dated 29 (twenty nine) March 2019 (two thousand nineteen) with Unqualified Opinion, and thereby granting release and discharge (*acquitt-et-de-charge*) to the members of the Board of Directors of the Company for their managerial acts and to the members of the Board of Commissioners for their supervisory acts over the fiscal year of 2018, (two thousand eighteen) to the extent that their actions are reflected in the Financial Statements of the Company for fiscal year ended on 31 (thirty one) December 2018 (two thousand eighteen) provided that those actions do not conflict with or violate the prevailing laws and regulations.
- II. Stipulation on the use of net profit of the Company for the fiscal year 2018 (two thousand eighteen), as follows:
  - a. Amounting to Rp1.000,000,000 (one billion Rupiahs) shall be designated as reserve to comply with the provision of article 70 of the Company Law, that will be used in accordance with article 28 of the Company's Articles of Association;
  - b. The remaining balance will add to the retained earnings, mainly for business expansion and investment in fiber optic network and fixed assets.
- III.
  1. Appointment of the Independent Public Accounting Firm Tanubrata Sutanto Fahmi Bambang & Rekan (BDO) to conduct audit of the Company's accounts for the fiscal year ended 31 (thirty one) December 2019 (two thousand nineteen);
  2. granting power and authority to the Board of Commissioners of the Company to:
    - a. determine honorarium and any other requirements of such appointment.
    - b. appoint a substitute Public Accounting Firm when Tanubrata Sutanto Fahmi Bambang & Rekan (BDO) can not perform its audit duties in accordance with applicable accounting standards and laws, including regulations on capital market and Bapepam and LK and/or OJK rules.
- IV. Approve delegation of authority to the Board of Commissioners, by taking into consideration the recommendation of Nomination and Remuneration Committee to determine salaries/honorarium and allowances of the member of Board of Commissioners and the member of Board of Directors for year 2019 (two thousand nineteen).



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- V. 1. a. Dismissal with honor of mr. Soebiantoro, as Commissioner of the Company whose term of office ends at the close of the Meeting;
- b. Accept resignation of mr. Prof. Doktor Haji Djohermansyah Djohan, MA as Independent Director of the Company effective from the closing of the Meeting;
- c. Reappointment of mr. Soebiantoro, as Commissioner of the Company effective from the closing of the Meeting until the closing of GMS to be held in 2024 (two thousand twenty four); and
- d. Appointment of mr. Jozef Ignasius Munaba, as a Director of the Company effective from the closing of the Meeting until the closing of the GMS to be held in 2024 (two thousand twenty four).

Therefore, the composition of the Boards of Commissioners and the Board of Directors of the Company effective from the closing of the Meeting shall be as follows:

**BOARD OF COMMISSIONERS**

- President Commissioner : ms. Farida Bau  
-Commissioner : mr. Soebiantoro  
-Independent Commissioner : mr. Drs. Kanaka Puradiredja

**BOARD OF DIRECTORS**

- President Director : mr. Andrie Tjioe  
-Director : mr. Hermansyah  
-Director : mr. Jozef Ignasius Munaba

2. To authorize the Board of Directors of the Company to state the resolutions of the Annual GMS on the change of members of the Board of Directors of the Company in a separate deed made before a Notary and to notify the Minister of Laws and Human Rights of the Republic of Indonesia in relation with such changes, and to take any necessary actions as required by prevailing laws and regulations.

**B. EXTRAORDINARY GMS**

The EGMS was held on Friday, 24 May 2019 at Downing 10 of Ashley Hotel Jakarta, Lobby Floor, Jalan KH. Wahid Hasyim No.73-75, Menteng, Jakarta Pusat 10250, was started at 10.10 of local time and ended at 10.20 of local time.

**Agenda of the EGMS**

1. Approval for the Company to transfer or pledge its assets, constituting more than 50% (fifty percent) of the total net assets of the Company in 1 (one) fiscal year, in a single transaction or a series, of related or unrelated transactions.

The EGMS was attended by member of the Boards of Commissioners and Directors, as follows:

Board of Commissioners:

- President Commissioner : Mrs. Farida Bau  
Commisioner : Mr. Soebiantoro  
Independen Commissioner : Mr. Drs. Kanaka Puradiredja

Board of Directors:

- President Director : Mr. Andrie Tjioe  
Director : Mr. Hermansyah  
Director : Mr. Jozef Ignasius Munaba

The EGMS was attended by Shareholders and/or their Proxies which represent 1,102,614,909 (one billion one hundred two million six hundred fourteen thousand nine hundred and nine) shares or 81.62% (eighty one point six two percent) of 1,350.904,927 (one billion three hundred fifty million nine hundred four thousand nine hundred twenty seven) shares issued by the Company.



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In discussing the agenda of EGMS, shareholders and/or their proxies were given opportunities to come up with questions, opinions, proposals, or recommendations related to the agenda of the EGMS before voting.

#### **The decision making mechanism of the EGMS**

The resolutions of GMS shall be adopted in deliberation to reach a consensus. In case of failure to adopt a resolution on the basis of the principle of deliberation to reach a consensus, the resolution shall be adopted through voting.

No. of Agenda	Number of Shareholders and/or their Proxies who asked questions	Voting Result		
		Agree	Disagree	Abstain
1	None	1,102,614,909 shares (100.00%)	None	None

#### **RESOLUTIONS OF EGMS**

- A. 1. Approve the Company to transfer or pledge its assets, constituting more than 50% (fifty percent) of the total net assets of the Company in 1 (one) fiscal year, in a single transaction or a series, of related or unrelated transactions;
2. Granting the full authority to the Board of Directors of the Company, in relation to the above resolutions, to sign any and all agreements and documents, including but not limited to, transfer agreements and other relevant documents such as power of attorney, statement letter, documents as may be required to transfer assets based on certain requirements and provisions as deemed necessary and proper by the Board of Directors of the Company, without any exception.; and
3. To confirm and ratify all actions made by the Board of Directors of the Company in relation to the implementation of the above resolutions, without any exception.
- B. Granting the full authority to the Board of Directors of the Company collectively and individually, to state the resolutions of this single agenda in a Notary deed.  
For come before where necessary, to provide information and report, to made or require to made and to sign all letters or deed as may be deemed necessary and then do all actions as may be deemed necessary and useful to carry out the foregoing, without any exceptions.

Jakarta, 28 May 2019  
**PT INTI BANGUN SEJAHTERA Tbk**  
**The Board of Directors**