

INFORMATION DISCLOSURE TO SHAREHOLDERS

IN COMPLIANCE WITH BAPEPAM-LK NO. IX.E.1 ATTACHMENT FROM THE DECISION OF CHAIRMAN OF THE CAPITAL MARKET AND FINANCIAL INSTITUTION SUPERVISORY AGENCY NO. KEP-412/BL/2009 DATED 25 NOVEMBER 2009 REGARDING AFFILIATED TRANSACTION AND CONFLICT OF INTEREST IN CERTAIN TRANSACTION.



PT Elang Mahkota Teknologi Tbk

PT Elang Mahkota Teknologi Tbk (“**Company**”)
Domiciled at Jakarta Pusat, Indonesia

Business Activities:

Engaged in Services (providing technology, media, telecommunications, health, online, solutions and connectivity) and Trade through subsidiaries

Headoffice:

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This Information Disclosure to Shareholders conveyed to the Shareholders regarding share acquisition of PT Vidio Dot Com by PT Mediatama Anugrah Citra, PT Kapanlagi Dot Com Networks by PT Kreatif Media Karya and PT Binary Ventura Indonesia by PT Elang Mahkota Teknologi Tbk, which are affiliated parties to the Company, date on 17 May 2019 (“**Shares Transaction**”).

SHARES TRANSACTION IS AFFILIATED TRANSACTION FOR COMPANY AS STIPULATED IN BAPEPAM-LK REGULATION NO. IX.E.1 DATED ATTACHMENT FROM THE DECISION OF CHAIRMAN OF THE CAPITAL MARKET AND FINANCIAL INSTITUTION SUPERVISORY AGENCY NO. KEP-412/BL/2009 DATED 25 NOVEMBER 2009 REGARDING AFFILIATED TRANSACTION AND CONFLICT OF INTEREST IN CERTAIN TRANSACTION, THEREFORE COMPANY OBLIGED TO DISCLOSE THIS INFORMATION NO LATER THAN TWO BUSINESS DAYS AFTER THE TRANSACTION CONDUCTED.

THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS, SEVERALLY OR COLLECTIVELY, ARE FULLY HELD RESPONSIBLE FOR THE COMPLETENESS AND ACCURACY OF ALL OF THE INFORMATION AND MATERIAL FACTS CONTAINED HEREIN AND HEREBY CONFIRM THAT INFORMATION DISCLOSED IN THIS INFORMATION DISCLOSURE IS ACCURATE AND NO UNSTATED MATERIAL FACTS SHALL CAUSE MATERIAL INFORMATION IN THIS INFORMATION DISCLOSURE TO BECOME INACCURATE AND/OR MISLEADING.

This Information Disclosure to Shareholders was issued on 21 May 2019.

I. DEFINITION AND ABBREVIATION

Unless stated otherwise in this Information Disclosure to Shareholders, the terms that use capital letters used in this Information Disclosure to Shareholders have the following meanings:

BAE	Security Administration Bureau appointed by Company, PT Raya Saham Registra.
Indonesia Stock Exchange (IDX)	PT Bursa Efek Indonesia.
Company or EMTK	PT Elang Mahkota Teknologi Tbk, a public limited liability company established under Indonesian law and all the shares have been listed to IDX, domiciled at SCTV Tower 18 th Fl, Senayan City, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia and engaging in services (especially technology services, media and telecommunication), trading, construction and industry.
BVI	PT Binary Ventura Indonesia, a limited liability company duly established under Indonesian Law, domiciled at SCTV Tower, Senayan City, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia and engaging in trading, services and advertising.
KLN	PT Kapanlagi Dot Com Networks, a limited liability Company duly established under Indonesia Law, domiciled at Jalan RP Soeroso No. 18, Kel. Cikini, Kec. Menteng, Jakarta Pusat, engaging in advertising and information technology, especially web portal media services.
KMK	PT Kreatif Media Karya, a limited liability company duly established under Indonesian Law, domiciled at SCTV Tower, 14 th Fl, Senayan City, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia engaging in services and trading.
KJPP NADA	KJPP Nirboyo Adiputro, Dewi Aprianti & Rekan is Public Appraiser Firm listed in Financial Services Authority (OJK), domiciled at Citylofts Sudirman 18 th Fl, Unit 1815, Jl. KH Mas Mansyur Kav. 121, Jakarta Pusat 10220, Indonesia.
MAC	PT Mediatama Anugrah Citra, a limited liability company duly established under Indonesian Law, domiciled at SCTV Tower, 15 th Fl, Senayan City, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia and engaging in subscription broadcasting.
VIDIO	PT Vidio Dot Com, a limited liability company duly established under Indonesian Law, domiciled at SCTV Tower, 14 th Fl, Senayan City, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia, engaging in services and trading (platform web).
MOLHR	Ministry of Law and Human Rights of Indonesian Republic formerly known as Ministry of Justice of Indonesian Republic which amended several

	times to Ministry of Law and Regulation of Indonesian Republic and Ministry of Justice and Human Rights of Indonesian Republic.
OJK	Financial Services Authority (formerly known as Capital Market and Financial Institution Supervisory Agency or as known as Bapapem-LK, as stipulated in Capital Market Law).
Shareholders	Company's Shareholders.
Regulation IX.E.1	Regulation of Bapem-LK No. IX.E.1, Attachment of Chairman of Bapem-LK No. KEP-412/BL/2009, dated 25 November 2009, concerning Affiliated Transaction and Conflict of Interest.
Share Purchase Agreement BVI	Share Purchase Agreement between SCMA as buyer and Company as seller dated 8 March 2019, in connection with 454,500 shares in BVI or equal to share ownership in 99.99% with transaction price in amount of Rp53,000,000,000 and Deed of Share Transfer between SCMA and Company dated 17 May 2019.
Share Purchase Agreement KLN	Share Purchase Agreement between SCMA as buyer and KMK as seller dated 8 March 2019, in connection with 349,401 shares in KLN or equal to share ownership in 50,0001% with transaction price in amount of Rp192,000,000,000 and Deed of Share Transfer between SCMA and KMK dated 17 May 2019.
Share Purchase Agreement VIDIO	Share Purchase Agreement between SCMA as buyer and MAC as seller dated 8 March 2019 in connection with 1,041,410 shares in VIDIO or equal to share ownership in 99.99% with transaction price in amount of Rp115,000,000,000 and deed of Share Transfer between SCMA and MAC dated 17 May 2019.
SCMA	PT Surya Citra Media Tbk, a public limited liability company duly established under Indonesian Law which shares listed in IDX, domiciled at SCTV Tower, Senayan City, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia.
Affiliated Party	Parties which has affiliated connection as stipulated in Article 1 (1) Capital Market Law, described as follows: <ol style="list-style-type: none">a. Family relation due to marriage and descendant until second degree, vertically and horizontally;b. Relation between party and employee, director or commissioner from other party;c. Relation between 2 companies which one or more has the same member of Board of Directors and Board of Commissioners;

	<ul style="list-style-type: none">d. Relation between company and party, directly or indirectly, controlled or being controlled by that other company;e. Relation between 2 companies which are controlled, directly or indirectly by the same party; orf. Relation between company and controlling shareholder.
Rp./IDR	Rupiah, Indonesian Republic Currency.
Affiliated Transaction	Affiliated Transaction is Transaction which conducted by Company or Controlled Company with the Affiliation of Company or affiliation of member of Board of Directors, member of Board of Commissioners, or controlling shareholder of Company.
Share Transaction	Share Purchase Agreement KLN, Share Purchase Agreement BVI, Share Purchase Agreement VIDIO, with total amount of transaction Rp360,000,000,000.
UUPM	Law No. 8 of 1995 dated 10 November 1995 concerning Capital Market.
UUPT	Law No. 40 of 2007 dated 16 August 2007 concerning Limited Liability Companies.

II. PRELIMINARY

This Information Disclosure to Shareholders was made in compliance with the obligation of Company to disclose information of Affiliated Transaction conducted by Company, which is Share Transaction.

In connection with above and according with applicable law, especially clause number 2 article (a) Regulation IX.E.1, Board of Directors of Company has to disclose to Shareholders in regards of Share Transaction with intent to provide explanation, consideration and reason of the Share Transaction to Company's Shareholders as part of Company's compliance with Regulation IX.E.1.

In order to conduct Share Transaction, and according to Regulation IX.E.1, Company has appointed the Independent Appraiser, as follow:

- KJPP Nirboyo Adiputro, Dewi Aprianti & Rekan as the Independent Appraiser to give Fairness Opinion for the Share Transaction and Share Valuation Report for Share Transaction in consideration of Company's Shareholders.

III. INFORMATION OF SHARE TRANSACTION

A. Background

EMTK is company engaged in investment which focuses on fields of media, telecommunication and technology, and has 99.99% shares in BVI, 99% shares in KMK, 99% shares in MAC and 60.96% shares in SCMA.

SCMA is engaged in multimedia services related to broadcasting and has 99% each in 2 (two) leading television private broadcasting institutions, namely SCTV and Indosiar (IVM). SCMA is subsidiary of EMTK.

With the rapid growth of the online digital media industry from day to day, the Company sees that the production and management of digital online media has the potential to be utilize more optimally and professionally managed in the shade of Company's business activities that have been focused on the media advertising through SCMA which oversees 2 institutions existing local television broadcasting, namely SCTV and Indosiar, therefore, it is expected to create synergy and efficiency for advertisers and provide a complete package that can easily satisfy for the advertisers' needs.

In connection with the foregoing, Company and SCMA agreed to conduct Share Transaction.

B. Description of the Share Transaction

1. Object and value of Share Transaction

Share Transaction is divided into 3 Share Purchase Agreements with total transactions in amount of Rp360,000,000,000 (three hundred sixty billion Rupiah).

The sequence of Share Transaction conducted by EMTK and its affiliated parties including SCMA are described below:

- (i) The sales of 50.0001% KMK's shares in KLN to SCMA with transaction price in amount of Rp192,000,000,000;
- (ii) 99.99% Company's shares in BVI to SCMA with transaction price in amount of Rp53,000,000,000;
- (iii) 99.99% MAC's shares in VIDIO to SCMA with transaction price in amount of Rp115,000,000,000.

2. Parties in the Share Transaction

a. EMTK

(i) Brief Summary

PT Elang Mahkota Teknologi Tbk, formerly known as PT Elang Mahkota Komputer was established on 3 August 1983 pursuant to Notarial Deed number 7 dated 3 August 1983 which has been amended based on Deed Number 27 dated 11 February 1984, both made before Soetomo Ramelan, SH, Notary in Jakarta, which had been approved by MOLHR under Decree No. C2-1773.HT.01.01.TH'84 dated 15 March 1984, and has been announced in State Gazette of the Republic of Indonesia No. 13, Additional No. 675 dated 14 February 1997.

EMTK conducted Initial Public Offering (IPO) of 512,730,000 shares in 2009, whereas EMTK obtained an effective statement on 30 December 2009 and EMTK has listed all the shares in IDX on 12 January 2010.

EMTK's Article of Association have been severally amended with the latest amendment is based on Deed of Shareholder Resolution No. 18, dated 18 May 2015, made before Chandra Lim, SH, LL.M, Notary in Jakarta, regarding the restatement of all clause in Article of Association in accordance with OJK regulation Number 32/POJK.04/2014 concerning Planning and Holding General Meeting of Shareholders of Public Limited Companies and OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of Issuers or Public Companies, which notification has been received by MOLHR as stated in Letter number AHU-AH.01.03-0933149, dated 20 May 2015.

(ii) Business Field

Based on EMTK Article of Association, purposes and objective of EMTK is engaged in services, trading, construction and industry.

(iii) Management and Supervision

Based on the resolution of Company's Annual General Meeting of Shareholders dated 16 May 2019, the composition of Board of Commissioners and Board of Directors is as follows:

Board of Commissioners

President Commissioner:	Rd. Eddy K. Sariaatmadja
Commissioner:	Ir. Susanto Suwanto
Commissioner:	Rd. Fofa Sariaatmadja
Commissioner:	Amit Kunal
Independent Commissioner:	Erry Firmansyah
Independent Commissioner:	Stan Maringka

Board of Directors

President Director:	Rd. Alvin Widarta Sariaatmadja
Vice President Director:	Sutanto Hartono
Director:	Yuslinda Nasution
Director:	Sutiana Ali
Director:	Jay Geoffrey Wachter
Independent Director:	Titi Maria Rusli

(iv) Capital Structure and Composition of Shareholders of EMTK

Based on Company's Article of Association, the EMTK's composition of issued and paid up capital structure as follows:

Authorized Capital	:	Rp	2,513,403,600,000
Issued/Paid Up Capital	:	Rp	1,128,006,488,400

Company's Authorized Capital is 12,567,018,000 shares with nominal per share in amount of Rp200 (two hundred Rupiah) per share.

The EMTK's shareholder composition based on Shareholder Register prepared by BAE per 30 April 2019 is as follows:

No	Name of Shareholder	Nominal (Rp)	Total Shares	%
1.	Rd. Eddy K. Sariaatmadja	Rp 281,031,299,400	1,405,156,497	24.91
2.	PT Adikarsa Sarana	Rp 134,088,910,000	670,444,550	11.89
3.	Ir. Susanto Suwanto	Rp 142,357,780,400	711,788,902	12.62
4.	Piet Yaury	Rp 99,791,290,000	498,956,450	8.85

5.	Archipelago Investment Pte Ltd	Rp 91,000,000,000	455,000,000	8.07
6.	PT Prima Visualindo	Rp 91,880,999,600	459,404,998	8.15
7.	Rd. Fofo Sariaatmadja	Rp 60,736,608,800	303,683,044	5.38
8.	Public	Rp 227,119,600,200	1,135,598,001	20.13
Amount of shares issued/subscribed		Rp 1,128,006,488,400	5,640,032,442	100.00
Amount of shares in portfolio		Rp 1,385,397,111,600	6,926,985,558	-

b. SCMA

(i) Brief Summary

SCMA (formerly known as PT Cipta Aneka Selaras), domiciled in Central Jakarta Pusat, established pursuant to Deed of Establishment No. 3, dated 29 January 1999, made before Umar Saili, SH, Notary in Tangerang, which has obtained ratification from MOLHR based on Decree No. C-18033.HT.01.01.Th99, dated 25 October 1999, and has been announced in State Gazette No. 9, dated 29 January 2002, Additional No. 997.

In regards of Initial Public Offering of SCMA in 2002, SCMA has obtained Effective Letter No. S-1422/PM/2002, dated 28 June 2002 from Chairman of Bapepam-LK.

Article of Association of SCMA have been severally amended with the latest amendment in 2015, based on Deed of Shareholder Resolution No. 27, dated 19 May 2015, made before Chandra Lim, SH, LL.M, Notary in Jakarta, regarding the restatement of all Article of Association in compliance with OJK Regulation No. 32/POJK.04/2014 concerning Planning and Holding General Meeting of Shareholders of Public Limited Companies and OJK Regulation No. 33/POJK.04/2014 concerning the Board of Directors and the Board of Commissioners of Issuers or Public Companies, which notification has been received by MOLHR based on receipt No. AHU-AH.01.03-0934622, dated 26 May 2015.

(ii) Business Field

Based on Article of Association of SCMA, purpose and objectives of SCMA is engaged in services and trading.

(iii) Management and Supervision

Based on Deed of Shareholder Resolution No. 30, dated 15 June 2016, made before Chandra Lim, SH, LL.M, Notary in Jakarta, the composition of Board of Commissioners and Board of Directors of SCMA, as follows:

Board of Commissioners

President Commissioner	: Raden Soeyono
Vice President Commissioner/ Independent Commissioner	: Suryani Zaini
Independent Commissioner	: Glenn M. Surya Yusuf
Commissioner	: Rd. Alvin Widarta Sariaatmadja
Commissioner	: Jay Geoffrey Wacher

Board of Directors

President Director	: Sutanto Hartono
Director	: Harsiwi Achmad

Director : Imam Sudjarwo
 Director : Rusmiyati Djajaseputra
 Independent Director : Mutia Nandika

(iv) Capital Structure and Composition of Shareholders of SCMA

Based on SCMA's Article of Association, the composition of issued and paid up capital structure is as follows:

Authorized Capital : Rp 2,900,000,000,000
 Issued/Paid Up Capital : Rp 731,080,061,700

Authorized Capital of SCMA is 58,000,000,000 shares with nominal per share in amount of Rp50 (fifty Rupiah) per share.

The Composition of Shareholders of SCMA per 30 April 2019, as follows:

No	Name of Shareholders	Nominal (Rp)	Total Shares	%
1.	PT Elang Mahkota Teknologi Tbk	Rp445,652,857,550	8,913,057,151	60.96
2.	Public	Rp285,427,204,150	5,708,544,083	39.04
Amount of shares issued/subscribed		Rp731,080,061,700	14,621,601,234	100.00
Amount of shares in portfolio		Rp2,168,919,938,300	43,378,398,766	-

c. **KLN**

(i) Brief Summary

PT Kapanlagi Dot Com Networks, was established on 20 October 2006 based on Deed of Establishment No. 14, made before Irmadewi Gunawan, SH, M.Hum, Notary in Jakarta, which has obtained approval form MOLHR as stated in letter No. W7-00417.HT.01.01.Th.2007 dated 12 January 2007.

Article of Association of KLN have been severally amended with the latest amendment is based on Deed of Shareholder Resolution No. 71, dated 29 March 2018, made before Chandra Lim, SH, LL.M, Notary in Jakarta and has obtained approval from MOLHR as stated in Letter No. AHU-0007150.AH.01.02.Tahun 2018 dated 29 March 2018.

(ii) Business Field

Based on Article of Association of KLN, purpose and objectives of KLN is engaged in advertising, Information Technology, especially in service provider of media portal.

(iii) Management and Supervision

Based on Deed No. 44 dated 22 February 2019 made before Chandra Lim, SH, LL.M, Notary in Jakarta, which has been notified to MOLHR as stated in letter No. AHU-AH.01.03-0121273 dated 27 February 2019, the composition of Board of Commissioners and Board of Directors are as follows:

Board of Commissioners

President Commissioner: Adi Wardhana Sariaatmadja
 Commissioner: Sutanto Hartono

Commissioner: Mutia Nandika
 Commissioner: Eka Wiharto
 Commissioner: Sng Yu Jen
 Commissioner: Tham Loke Kheng

Board of Directors

President Director: Stevanus Christian
 Director: Octaviany Sarimawan E

(iv) Capital Structure and Composition of Shareholder of KLN

Based on Article of Association, the composition of issued and paid up capital structure of KLN, as follows:

Authorized Capital : Rp 698,801,000,000
 Issued/Paid Up Capital : Rp 349,400,500,000

Authorized Capital of KLN is 1,397,602 shares with nominal per share in amount of Rp 500,000 (five hundred thousand Rupiah) per share.

The composition of shareholders of KLN, as follows:

No	Name of Shareholders	Nominal (Rp)	Total Share	%
1.	PT Kreatif Media Karya	Rp 174,700,500,000	349,401	50.0001
2.	Mediacorp Pte Ltd	Rp 108,908,000,000	217,816	31.1700
3.	PT Monstermob Indonesia	Rp 65,792,000,000	131,584	18.8300
Amount of shares issued/subscribed		Rp 349,400,500,000	698,801	100.00
Amount of shares in portfolio		Rp 349,400,500,000	698,801	-

d. VIDIO

(i) Brief Summary

PT Vidio Dot Com was established on 14 March 2016 based on Deed of establishment PT Vidio Dot Com No. 37 dated 14 March 2016, made before Chandra Lim, SH, LLM Notary in Jakarta, which has obtained approval from MOLHR as stated in Letter No. AHU-0016702.AH.01.01.Tahun 2016 dated 31 March 2016.

Article of Association of VIDIO have been severally amended with the latest amendment is based on Deed of Shareholder Resolution No. 119, dated 31 December 2018, made before Chandra Lim, SH, LL.M, Notary in Jakarta and has been notified and received by MOLHR as stated in Letter No. AHU-01.03-0059588 dated 30 January 2019.

(ii) Business Field

Based on Article of Association of VIDIO, purpose and objective of VIDIO is engaged in services and trading.

(iii) Management and Supervisor

Based on Deed No. 1 dated 3 September 2018 made before Chandra Lim, SH, LL.M, Notary in Jakarta, which has been reported to MOLHR as stated in Letter No. AHU.AH.01.03-0239390 dated 5 September 2018,

the composition of Board of Commissioners and Board of Directors of VIDIO, as follows:

Board of Commissioners

Commissioner: Doktorandus H. Sutarman

Board of Directors

President Director: Sutanto Hartono
 Director : Sutiana Ali

(iv) Capital Structure and Composition of Shareholder of VIDIO

Based on Article of Association, the composition of issued and paid up capital structure of VIDIO, as follows:

Authorized Capital : Rp 300,000,000,000
 Issued/Paid Up Capital : Rp 104,141,100,000

Authorized Capital of VIDIO is 3,000,000 shares with nominal per share in amount of Rp100,000 (one hundred thousand Rupiah) per share.

The composition of Shareholder of VIDIO, as follows:

No	Name of Shareholders	Nominal (Rp)	Total Share	%
1.	PT Mediatama Anugrah Citra	Rp 104,141,000,000	1,041,410	99.9999
2.	Adi W. Sariaatmadja	Rp 100,000	1	0.0001
Amount of shares issued/subscribed		Rp 104,141,100,000	1,041,411	100.00
Amount of shares in portfolio		Rp 195,858,900,000	1,958,589	-

e. **BVI**

(i) Brief Summary

PT Binary Ventura Indonesia was established on 8 August 2014 based on Deed of Establishment of PT Binary Ventura Indonesia No. 7 dated 8 August 2014, made before Chandra Lim, SH, LL.M, Notary in Jakarta, and has obtained approval from MOLHR with Decree No. AHU-20527.40.10.2014 dated 13 August 2014.

Article of Association of BVI have been severally amended with the latest amendment is based on Deed of Shareholder Resolution No. 89, dated 29 December 2016, made before Chandra Lim, SH, LL.M, Notary in Jakarta and has been notified to MOLHR with receipt of notification No. AHU-0026047.AH.01.02.2016 dated 30 December 2016.

(ii) Business Field

Based on Article of Association of BVI, purpose and objective of BVI is engaged in trading, services, industry, construction and printing.

(iii) Management and Supervisor

Based on Deed No. 7 dated 8 August 2014 made before Chandra Lim, SH, LL.M, Notary in Jakarta, and has obtained approval from MOLHR with Decree number No. AHU- 20527.40.10.2014 dated 13 August 2014,

the composition of Board of Commissioners and Board of Directors of BVI, as follows:

Board of Commissioners

Commissioner: Andry Tanzil

Board of Directors

Director: Andya Daniswara

(iv) Capital Structure and Composition of Shareholder of BVI

Based on its Article of Association, the composition of issued and paid up capital structure of BVI is as follows:

Authorized Capital : Rp 180,000,000,000
 Issued/Paid Up Capital : Rp 45,451,100,000

Authorized Capital of Company is 1,800,000 shares with nominal per share in amount of Rp100,000 (one hundred thousand Rupiah) per share.

The composition of shareholder of BVI, as follows:

No	Name of Shareholder	Nominal (Rp)	Total Share	%
1.	PT Elang Mahkota Teknologi Tbk	Rp 45,450,000,000	454,500	99.998
2.	Alvin W. Sariaatmadja	Rp 1,000,000	10	0.01
Amount of shares issued/subscribed		Rp 45,451,000,000	454,510	100.00
Amount of shares in portfolio		Rp 134,549,000,000	1,345,490	-

C. Affiliated Relation Details

Share Transaction as described in Information Disclosure to the Shareholders were Affiliated Transaction but does not contain any conflict of interest transaction as stipulated in Regulation IX.E.1.

Based on Regulation IX.E.1, Affiliated Transaction is a Transaction conduct by Company or Controlled Company with the Affiliated from the Company or Affiliation from the member of Board of Directors, member of Board of Commissioners, or controlling shareholders of Company.

Affiliations in Share Transaction are as follows:

- a. On the date of this Information Disclosure Issued, SCMA is an affiliate party with EMTK, whereas 60.96% shares of SCMA owned by EMTK;
- b. Before Share Transaction being executed, KLN, VIDIO and BVI owned and controlled directly and indirectly by EMTK;
- c. Jay Geoffrey Wachter served as Director of EMTK and also as Commissioner of SCMA;
- d. Alvin W. Sariaatmadja served as President Director of EMTK and also as Commissioner of SCMA;
- e. Sutanto Hartono served as Vice President Director of EMTK, as President Director of SCMA, as Commissioner of KLN and as President Director of VIDIO.

The Company, KMK and MAC all belong to the EMTK business group and EMTK as an ultimate shareholder.

Relation of Management with related parties in Share Transaction:

	EMTK	SCMA	KLN	VIDIO	BVI
Jay Geoffrey Wacher	Director	Commissioner	-	-	-
Sutanto Hartono	Vice President Director	President Director	Commissioner	President Director	-
Rd. Alvin W. Sariaatmadja	President Director	Commissioner	-	-	-
Rd. Adi W. Sariaatmadja	-	-	President Commissioner	-	-

Therefore, the Share Transaction is an Affiliated Transaction as referred to Regulation IX.E.1 which required being informed and announced to public and OJK no later than second day after the execution of Affiliated Transaction.

D. Transaction with Affiliated Party

Explanation, consideration and/or reasons of the background of Share Transaction compared with other similar transaction that conducted with non-affiliated party are as follows:

The purpose of the Transaction is to have synergy and efficiency in the subsidiaries incorporated under EMTK therefore it able to strengthen EMTK's position as a comprehensive vertical and horizontal integrated media and content holding company in Indonesia.

To purpose this plan, EMTK will sell its shares and investments in several online media and advertising companies to SCMA; which are 99.99% of VIDIO's shares, 50.0001% of KLN's shares, 99.99% of BVI's shares [holding company of PT Estha Yudha Ekatama (EYE)] to SCMA.

VIDIO is a video streaming services that have gathered significant users in Indonesia and had launched Vidio Premier service – a subscription service that provide premium contents on demand (VOD) such as movies, sports, entertainment and music.

KLN is the online media group that operates various famous portals like kapanlagi.com, merdeka.com, liputanenam.com, fimela.com, otosia.com, bola.net, dream.co.id, brilio.net, bola.com, and famous.id, that provide up to date news on various genre.

EYE is an outdoor advertising company that several sites in Indonesia.

Therefore, through the synergy and consolidation of VIDIO, KLN and BVI under SCMA, EMTK's position in the field of media and content will certainly be stronger and cooperation with advertisers will be more effective, due to it is coordinated under SCMA.

IV. APPOINTED INDEPENDENT PARTY

Independent Party that appointed by the Company:

- KJPP NADA as the Independent Appraiser who provides fairness opinion on the Share Transaction.

V. SUMMARY OF INDEPENDENT APPRAISAL REPORT

KJPP NADA as the Independent Appraiser has been asked by Company as the Independent Appraiser according to Letter of Confirmation No. Ref. 007/NDR-NA/SPK/III/19 dated 18 March 2019 as presented in Fairness Opinion File No. 00286/2.0018-00/BS/06/0148/1/V/2019 dated 15 May 2019 signed by Drs. Nirboyo Adiputro, MAPPI (Cert).

IMPORTANT ASUMPTION

In preparing Fairness Opinion Report on the Transaction, KJPP NADA has using several assumptions, as follows:

- a. Fairness Opinion Report represented by KJPP NADA is a non-disclaimer opinion.
- b. KJPP NADA has conducted a review of the documents used in the Fairness Opinion process.
- c. The data and information obtained come from a reliable source of accuracy.
- d. Adjustments to financial projections made by management reflect the reasonableness and ability for their achievement.

APPROACH AND VALUATION METHODS

The Fairness Analysis of the Share Transaction is conducted through a transaction analysis of the BVI's Share Purchase Agreement, KLN's Share Purchase Agreement and VIDIO's Share Purchase Agreement, qualitative analysis (Qualitative Analysis) and quantitative analysis (Quantitative Analysis) in the form of performance analysis, analysis of fairness of transaction value and analysis of other relevant factors.

Analyses of the fairness on the proposed Share Transaction have conducted by KJPP NADA conclude as follows:

- a. Pursuant to information and explanations from EMTK management, the proposed Share Transaction for the sale of shares of EMTK's subsidiaries is an affiliate transaction, therefore the Company is subject to the provisions set forth in the OJK regulations (previously Bapepam and LK) No. IX.E.1 concerning Affiliated Transactions and Conflicts of Interest of Certain Transactions.
- b. The proposed Share Transaction is a part of all proposed Transaction that buyer and seller agreed to conduct transactions of BVI, VIDIO and KLN shares at one time transaction.
- c. Ratio analysis regarding the impact of the proposed Share Transaction on EMTK's performance as per December 31, 2018 shows insignificant differences in liquidity ratios and solvency ratios between before and after the Transaction. Meanwhile, the profitability ratio shows the difference caused by an increase in other income on the sale of shares of BVI, VIDIO and KLN.
- d. By conducted the Share Transaction, there is no change in earnings per share.
- a. Fairness analysis of Share Purchase Price compared to Fair Market Value is as follows:
 - From the analysis of the fairness of the proposed Transaction value, the VIDIO Share Purchase Price is 1.62% higher than the Fair Market Value, the KLN Share Purchase Price is 3.09% higher than the Fair Market Value, and the Purchase Price of the BVI Shares is 2.00% higher of Fair Market Value. The total purchase price of VIDIO, KLN and BVI shares is 2.45% higher than the normal market value. In accordance with the OJK Regulations (previously Bapepam and LK) No. VIII.C.3. April 19, point 12.e.2) stated that the fair transaction value if it is in the upper limit and lower limit that does not exceed 7.5%, it can be concluded that the transaction value for the proposed Share Transaction is Fair.

VI. ADDITIONAL INFORMATION

Shareholders, who have any inquiries or needs additional information in regards of this Information Disclosure, please contact:

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