

**INFORMATION DISCLOSURE TO THE SHAREHOLDERS OF  
PT ELANG MAHKOTA TEKNOLOGI TBK  
(The “COMPANY”)**

This Information Disclosure is prepared for and aimed to the Shareholders for the compliance of the Financial Service Authority Regulation No.38/POJK.04/2014 of 29 December 2014 concerning Capital Increases without Pre-Emptive Rights for Public Companies



**PT Elang Mahkota Teknologi Tbk  
[EMTK]**

**Field of Business:**

Engage in Service Sector (technology provision, media, telecommunication, health, online, solution and connectivity) and Trading Sector through Subsidiaries

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This Information Disclosure to Shareholders is addressed to the Company's Shareholders in relation to Company's plan of Increasing Capital without Pre-Emptive Rights (**PMTHMETD**) for a maximum of 564,003,244 shares of 10% (ten percent) of the total issued and paid-up capital. With regard to such PMTHMETD plan, the Company is seeking approval of the Shareholders in Extraordinary General Meeting of Shareholders to be convened on Wednesday, 10 January 2018.

The Board of Commissioners and the Board of Directors, severally or collectively, are fully held responsible for the completeness and accuracy of whole information and material facts contained herein and hereby confirm that information disclosed in this Information Disclosure is accurate and none of unstated material fact can cause material information in this Information Disclosure become inaccurate and/or misleading.

For any difficulty in grasping information contained herein or any doubt in taking decision, don't hesitate to consult with legal counsel, public accountant or other professional advisers.

**This Information Disclosure is issued on 4 December 2017**

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## DEFINITIONS

<b>“Indonesia Stock Exchange (IDX)”</b>	:	Is stock exchange as defined in Article 1 figure 1 of Capital Market Law in this case run by PT Bursa Efek Indonesia, with domicile in Jakarta, or other stock exchange as defined later, at which this Share is listed.
<b>“Trading Day”</b>	:	The Day when Indonesia Stock Exchange (IDX) or the substituting legal body organize stock exchange activities pursuant to the applicable laws and regulations and other provisions applied by stock exchange in question and when the banks process the clearance.
<b>“Calendar Day”</b>	:	Any day in 1 (one) year according to Gregorian calendar system without any exception, including Sundays and national holidays as decided at any time by the Government of Republic of Indonesia and normal working days, which due to certain conditions have been set by the Government of Indonesia as not normal working days.
<b>“Working Days”</b>	:	The days of Monday through Friday, except national holidays or other holidays as decided by the Government of Republic of Indonesia.
<b>“KSEI”</b>	:	Stands for PT Kustodian Sentral Efek Indonesia, having domicile in Jakarta in the capacity of Securities Depository and Settlement Institute as prescribed in Capital Market Law.
<b>“Menkumham”</b>	:	The Minister of Laws and Human Rights of Republic of Indonesia.
<b>“Financial Service Authority or OJK”</b>	:	An independent institute as referred to in Law No. 21 of 2011 concerning Financial Service Authority (“ <b>OJK Law</b> ”) with duties and responsibilities inclusive of regulating and overseeing financial service activities in banking sector, capital market, insurance, pension fund, financing institutes and other finance institutes, which as from 31 December 2012, OJK has been assigned as institute to replace and as such receive the rights and obligations necessary to perform the regulatory and supervisory functions of Bapepam and/or Bapepam and LK pursuant to provisions of Article 55 OJK Law.
<b>“Shareholders”</b>	:	The parties that shall reserve the right to reap benefits from Company’s shares kept and administered in security accounts of KSEI, registered in Company’s Shareholder Register administered by Security Administration Bureau of PT Raya Saham Registra.
<b>“Regulation No. I-A”</b>	:	IDX Regulation No. I-A concerning the Listing of Shares and Equity Securities Other Than Stocks issued by Listed Companies, Annex to Decision of Board of Directors Indonesia Stock Exchange No. Kep-00001/BEI/01-2014, dated 20 January 2014.
<b>“POJK No. 32”</b>	:	Financial Service Authority Regulation No. 32/POJK.04/2014 dated 8 December 2014 concerning the Planning and Holding General Meetings of Shareholders of Public Limited Companies.
<b>“POJK No. 38”</b>	:	Financial Service Authority Regulation No. 38/POJK.04/2014 dated 29 December 2014 concerning Capital Increases without preemptive rights for Public Companies.
<b>“EGMS”</b>	:	Extraordinary General Meeting of Shareholders (EGMS) of the Company to be convened on 10 January 2018 pursuant to the Company’s Articles of Association, Limited Liability Company Law and Capital Market Law and the associated implementation regulations.

- “Shares” : All shares that have been issued and paid-up full in the Company.
- “New Shares” : A maximum 564,003,244 new shares to be issued from the Company’s uninsured shares with nominal value Rp200 per share or maximum 10% of the total issued and paid-up-in capitals that reach 5,640,032,442 shares, for the implementation of the planned PMTHMETD by the Company.
- “UUPM” : Law No. 8 of 1995 dated 10 November 1995 concerning Capital Market, State Gazette of Republic of Indonesia No. 64 of 1995 Supplement No. 3608 and the implementation regulations, thereof.
- “UUPT” : Law No. 40 of 2007 dated 16 August 2007 concerning Limited Liability Companies, State Gazette of Republic of Indonesia No. 106 of 2007. Supplement No. 4746.

## I. GENERAL

The Company was established and named PT Elang Mahkota Komputer and engaged in business of computer equipment provisions. In accordance with Deed Number 45 dated 10 March 1997 made before Agus Madjid S.H., Notary in Jakarta, for which approval of the Minister of Justice of the Republic of Indonesia with its Decree Letter No. C2-2694.HT.01.04.Th.97. dated 15 April 1997, PT Elang Mahkota Komputer renamed into PT Elang Mahkota Teknologi.

The Company has domicile in Central Jakarta, with principal place of business at SCTV Tower – Senayan City, 18 Floor, Jl. Asia Afrika Lot 19, Jakarta 10270, Indonesia, Phone: +62-21 7278 2066 and Facsimile.: +62-21 7278 2194.

The Articles of Association of the Company have been severally amended with last amendment under Deed No. 18 dated 18 May 2015, made before Chandra Lim, S.H., LL.M., Notary in Jakarta, for which the Minister of Laws and Human Rights has been notified as evidenced with Letter confirming the Receipt of Amendment Notice No. AHU-AH.01.03-0933149 (“**Deed No. 18/2015**” or “**Articles of Association**”). Under Deed No. 18/2015, the Company’s Shareholders have agreed to amend totally the Articles of Association of the Company following the applicable OJK regulation.

In accordance with Article 3 of the Company’s Articles of Association, the main business activities of the Company are in service sector (especially in the provisions of technology services, media, telecommunication, health, online services, solutions and connectivity) and trading sector.

### a. Capital and Composition of Shareholders of the Company

In accordance with the Company’s Shareholder Register prepared by Administration Bureau of PT Raya Saham Registra, the shareholder composition of the Company per 31 October 2017 is as follows:

DESCRIPTION		Per 31 October 2017		
		Total Shares	Nominal Rp 200,- / share (RP)	%
<b>Authorized Capital</b>		12.567.018.000	2.513.403.600.000	-
<b>Issued and Paid-Up Capital</b>				
1	Eddy K. Sariaatmadja	1.364.829.947	272.965.989.400	24,20%
2	PT Adikarsa Sarana	755.055.100	151.011.020.000	13,39%
3	Ir. Susanto Suwanto	711.788.909	142.357.781.800	12,62%
4	Piet Yaury	498.956.450	99.791.290.000	8,85%
5	The Northern Trust Company S/A Archipelago Investment Pte Ltd	455.000.000	91.000.000.000	8,07%
6	PT Prima Visualindo	459.404.998	91.880.999.600	8,15%
7	Public	1.394.997.038	278.999.407.600	24,73%
<b>Total Issued and Paid-Up Capital</b>		5.640.032.442	1.128.006.488.400	100,00%
<b>Shares in portfolio</b>		6.926.985.558	1.385.397.111.600	-

**b. The Compositions of the Board of Commissioners and the Board of Directors of the Company**

Based on Deed of General Meeting of Shareholder Resolution No. 71 of 29 May 2017 made before Chandra Lim, S.H., LL.M., Notary in Jakarta, for which the Minister of Laws and Human Rights has been notified as evidenced with Letter confirming the Receipt of Company Data Revision Notice No. AHU-AH.01.03-0141401 dated 31 May 2017, the composition of the Board of Commissioners and the Board of Directors of the Company as of the date of this Information Disclosure is as follows:

**Board of Commissioners**

President Commissioner : Eddy K. Sariaatmadja  
 Commissioner : Ir. Susanto Suwanto  
 Commissioner : Amit Kunal  
 Commissioner : Jay Geoffrey Wachter  
 Commissioner : Fofa Sariaatmadja  
 Independent Commissioner : Stan Maringka  
 Independent Commissioner : Erry Firmansyah  
 Independent Commissioner : Didi Dermawan

**Board of Directors**

President Director : Alvin W. Sariaatmadja  
 Vice President Director : Sutanto Hartono  
 Director : Yoslinda Nasution  
 Independent Director : Titi Maria Rusli  
 Director : Sutiana Ali

**c. Corporate Secretary**

Name : Titi Maria Rusli

**d. Audit Committee**

Chairman : Erry Firmansyah  
 Members : Max Sumakno Budiarto  
 Patricia Marina Sugondo

## II. INFORMATION CONCERNING THE PLAN FOR CAPITAL INCREASES WITHOUT PRE-EMPTIVE RIGHTS (PMTHMETD)

### **Grounds and Objectives of PMTHMETD**

To support the business performance of Company and subsidiaries, the management opines the need of capital structure reinforcement within the Company. In light of that, the Company plans to issue New Shares through PMTHMETD mechanism subject to, though, approval of Shareholders in EGMS. From the planned PMTHMETD, it is expected that the Company receive alternative funding sources to bolster business activities of the Company.

### **The New Shares and Price of the New Shares**

Pursuant to POJK No. 38, the Company can only proceed Capital Increase without Pre-emptive Rights or PMTHMETD only if approval of the Shareholders is acquired through EGMS. The Company devises to convene EGMS with due attention to procedure established in POJK No. 32. PMTHMETD must be accomplished in 2 years' time as from EGMS's approval to PMTHMETD. To comply with provisions of Article 4 POJK No. 38, the Company shall increase the capital maximum 10% of the total issued and paid-up capital as of the date of this Information Disclosure.

The price of New Shares from this PMTHMETD shall refer to Regulation No. I-A. The price must be at least equal to the average closing price of Company's shares for 25 (twenty five) consecutive Trading Days in Regular Market before the Company announces EGMS invitation with PMTHMETD agenda. Given that, the price of New Shares from PMTHMETD shall be at least Rp 8,616 per share, i.e. the average closing price of Company's shares from **27 October 2017** to **30 November 2017**.

Below is the data of the Company's Share Closing Price in IDX:

No.	DATE OF TRADING	CLOSING PRICE (RP)
1	27 October 2017	8.550
2	30 October 2017	8.400
3	31 October 2017	8.200
4	1 November 2017	8.200
5	2 November 2017	8.200
6	3 November 2017	8.200
7	6 November 2017	8.750
8	7 November 2017	8.325
9	8 November 2017	8.550
10	9 November 2017	8.200
11	10 November 2017	8.200
12	13 November 2017	8.200
13	14 November 2017	9.000
14	15 November 2017	8.400
15	16 November 2017	8.225
16	17 November 2017	8.225
17	20 November 2017	8.300
18	21 November 2017	8.300
19	22 November 2017	8.800
20	23 November 2017	9.200
21	24 November 2017	9.800
22	27 November 2017	9.850
23	28 November 2017	9.225
24	29 November 2017	9.000
25	30 November 2017	9.100

**Capital and Shareholding Structures Before and After the Planned PMTHMETD**

In accordance with PMTHMETD mechanism, the Company can issue a maximum of 564,003,244 New Shares or not in excess of 10% of total issued and paid-up capital as of the date of this Information Disclosure. These New Shares shall be issued from the Company's portfolio shares with nominal value Rp 200 per share.

The capital structure of the Company before PMTHMETD and capital structure performance of the Company after PMTHMETD are as follows:

DESCRIPTION	Before PMTHMETD			After PMTHMETD		
	Number of Shares	Nominal Value Rp 200,-/ share (RP)	%	Number of Shares	Nominal Value Rp 200,-/ share (RP)	%
<b>Authorized Capital</b>	12.567.018.000	2.513.403.600.000	-	12.567.018.000	2.513.403.600.000	-
<b>Issued and Paid-Up Capital</b>						
1 Eddy K. Sariaatmadja	1.364.829.947	272.965.989.400	24,20%	1.364.829.947	272.965.989.400	22,00%
2 PT Adikarsa Sarana	755.055.100	151.011.020.000	13,39%	755.055.100	151.011.020.000	12,17%
3 Ir. Susanto Suwanto	711.788.909	142.357.781.800	12,62%	711.788.909	142.357.781.800	11,47%
4 Piet Yaury	498.956.450	99.791.290.000	8,85%	498.956.450	99.791.290.000	8,04%
5 The Northern Trust Company S/A Archipelago Investment Pte Ltd	455.000.000	91.000.000.000	8,07%	455.000.000	91.000.000.000	7,33%
6 PT Prima Visualindo	459.404.998	91.880.999.600	8,15%	459.404.998	91.880.999.600	7,40%
7 Public	1.394.997.038	278.999.407.600	24,73%	1.959.000.282	391.800.056.400	31,58%
<b>Total Issued and Paid-Up Capital</b>	5.640.032.442	1.128.006.488.400	100,00%	6.204.035.686	1.240.807.137.200	100,00%
<b>Shares in portfolio</b>	6.926.985.558	1.385.397.111.600	-	6.362.982.314	1.272.596.462.800	-

The number of Company's shares held by the Board of Commissioners and the Board of Directors according to Company's Shareholders Register per 31 October 2017 is as follows:

No	Name	Position	Total Shares
1	Eddy K. Sariaatmadja	President Commissioner	1,364,829,947
2	Ir. Susanto Suwanto	Commissioner	711,788,909
3	Fofu Sariaatmadja	Director	254,728,644
4	Yuslinda Nasution	Director	1,000,000

The planned capital increases without Pre-emptive Rights (PMTHMETD) shall be announced and notified by the Company no later than 5 (five) Working Days before the expected date of capital increases. The Company shall also publicly announce this plan and notify OJK with regard to the implemented capital increases without Pre-emptive Rights (PMTHMETD) no later than 2 (two) Working Days after its implementation.

### **The Indicative PMTHMETD Schedule**

Key dates of PMTHMETD:

1	Notification of the Extraordinary General Meeting of Shareholder (EGMS) Plan to OJK	24 November 2017
2	Announcement of the planned EGMS in daily papers of <i>Investor Daily</i> , IDX website, and the Company's website in accordance with OJK Regulation No. 32.	4 December 2017
3	Information Disclosure of PMTHMETD Plan in daily papers of <i>Investor Daily</i> , IDX website and Company's website in accordance with OJK Regulation No. 38	4 December 2017
5	The submission of the Planned EGMS and Information Disclosure of PMTHMETD evidence to OJK and IDX	6 December 2017
6	Recording Date of Shareholders entitled to attend EGMS	18 December 2017
7	Announcement of EGMS invitation in newspapers, IDX website and Company's website	19 December 2017
8	The submission of EGMS invitation evidence to OJK and IDX	21 December 2017
9	The latest day of announcing additional information relating to PMTHMETD in newspapers, IDX website and Company's website in accordance with OJK Regulation No.39 (if any)	8 January 2018
10	EGMS convention	10 January 2018
11	Announcement of EGMS Minutes of Meeting	12 January 2018

In view of the background of PMTHMETD, the Company's management views that PMTHMETD will bring about benefits as follows:

1. The Company will reap additional funds to strengthen capital structure that in turn will support the business activities of Company; and
2. PMTHMETD will increase the number of shares traded publicly and after the end of mandatory 12 (twelve) month lock-up period, the liquidity of Company's shares will enhance.

### **Requirements for Share Issuance through PMTHMETD**

Requirements for PMTHMETD are as follows:

1. The Company must acquire approval from EGMS to be held on 10 January 2018 with reference to OJK Regulation No. 38;
2. The Company has acquired IDX's approval for additional share listing;
3. No later than 5 (five) Working Days before PMTHMETD, the Company must notify OJK and announce to the public in 1 (one) Indonesian daily papers with national circulation or IDX website or the Company's website with regard to PMTHMETD transactions. The evidence of such announcement must be furnished to OJK no later than 2 (two) Working Days after the announcement;
4. No later than 2 (two) Working Days after PMTHMETD transactions, the Company must notify OJK and public in 1 (one) Indonesian daily papers with national circulation or IDX website and the Company's website with regard to the proceeds reaped from such additional capital, including the parties subscribing the new shares, number and price of the issued shares and appropriation plan of the proceeds;
5. Pursuant to provision of figure V.1.4 of Regulation No. 1-A the New Shares to be issued by the Company under PMTHMETD mechanism shall be liable for lock-up period. In light of that, such New Shares shall not be traded for 1 (one) year as from the date of their listing in IDX.

### **The Appropriation of PMTHMETD Proceeds**

The Company will allocate the proceeds from PMTHMETD as additional capital to working capital and for business development.



**The Consequences of PMTHMETD**

The issuance of New Shares under PMTHMETD context will increase the number of shares issued by the Company. It is expected that the Company will issue a maximum of 564,003,244 New Shares representing 10% of the total issued and paid-up capital of the Company as of the date of this Information Disclosure, from which the shareholding of Company's shareholders will be diluted by 9.09%. Nonetheless, the number of shares owned by the existing shareholders won't be impaired in no way from the implementation of PMTHMETD.

Shares to be issued from PMTHMETD will have same types as other shares that have been issued by the Company. Thus, these new shares have same and equal rights and degree in any and all matters, which include but not limited to receiving dividends, casting votes in general meeting of shareholders and other corporate actions performed by the Company.

**Company's Financial Performance Analysis and Discussion Before and After PMTHMETD**

PMTHMETD will bring about positive impacts to the Company from which Total Equity, Cash and Cash Equivalents and Total Assets will increase.

Consolidated financial performance before and after PMTHMETD is assessed based on assumptions that follow:

- (a) PMTHMETD has been approved in Company's EGMS;
- (b) Number of New Shares to be issued is maximum 564,003,244 shares.
- (c) Total issued and paid-up capital of the Company before PMTHMETD per 30 September 2017 consists of maximum 5,640,032,442 shares;
- (d) Number of issued and paid-up capital of the Company after PMTHMETD will increase to 6,204,035,686 shares.

**III. STATEMENT BY THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS**

Information described in this Information Disclosure has been approved by the Board of Commissioners and the Board of Directors, who are also responsible for the validity of information. The Board of Commissioners and the Board of Directors hereby declare that any and all material information and opinions disclosed herein are accurate and can be accounted for and none of other information not yet disclosed that can lead the information herein become inaccurate or misleading. The Board of Commissioners and the Board of Directors have reviewed PMTHMETD, including conducting risk and benefit assessment to the Company and all the Shareholders, and thereafter believe that PMTHMETD is the best option for the Company and the Shareholders. Since, PMTHMETD has been trusted and believed as the best option to pursue the previously noted benefits, the Company's Board of Directors and Board of Commissioners hereby recommend all the Shareholders to approve PMTHMETD as depicted in this Information Disclosure.

#### IV. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS")

Pursuant to the applicable laws and regulations, this PMTHMETD is subject to prior consent of Company's EGMS to be held on:

Date & Date : Wednesday, 10 January 2018  
Time : 10:00 WIB - end  
Place : Studio SCTV Lantai 8, SCTV Tower - Senayan City  
Jl. Asia Afrika Lot 19, Jakarta Pusat, 10270, Indonesia

Agendas:

1. Capital Increases without Pre-emptive Rights in a maximum of 564,003,244 shares or 10% of the total issued and paid-up capital of the Company ("PMTHMETD");
2. Amendment to Article 4 paragraph 2 the Company's Articles of Association.

The Company has announced the convention of EGMS on 4 December 2017 in *Investor Daily* papers, IDX website and the Company's website [www.emtek.co.id](http://www.emtek.co.id), with EGMS invitation dated 19 December 2017.

For agendas 1 and 2, EGMS must be attended by the Shareholders representing more than 1/2 of total shares with valid voting rights and the resolutions shall be adopted if approved by more than 1/2 of shares with voting rights castled in EGMS.

If the Planned PMTHMETD fails to get approval from EGMS, the same can be only proposed again after 12 (twelve) months as from the previous EGMS.

#### V. ADDITIONAL INFORMATION

For further information of the above mentioned issues, please contact the Company during working hours at:

**Corporate Secretary**  
**PT Elang Mahkota Teknologi Tbk**  
SCTV Tower, Senayan City Lantai 18  
Jl. Asia Afrika Lot 19  
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