



**INVITATION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Directors of PT Satria Mega Kencana Tbk. (the "Company") hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders ("AGMS") and the Extraordinary General Meeting of Shareholders ("EGMS") (hereinafter AGMS together with the EGMS referred to as the "Meeting") which will be held on:

Day/Date	:	Thursday, 22nd July 2021
Time	:	Pukul 14:00 WIB - finish
Venue	:	Panin Tower, Lantai 9 (Senayan City), Jl Asia Afrika Lot.19, Jakarta Pusat 10270

Whereas the Company's Meeting Agenda as follows:

**AGMS**

With the following Agenda of AGMS:

1. Approval of the Company's Annual Report, including the Report of the Board of Directors and the Report on the Supervisory Duties of the Company's Board of Commissioners, as well as Ratification of the Company's Consolidated Financial Statements for the financial year ended December 31, 2020, which have been audited by a Public Accountant registered with the OJK, as well as give full discharge and release of responsibilities (acquit et de charge) to all members of the Board of Directors and Board of Commissioners of the Company for the management and supervisory actions that have been carried out in the financial year ending on December 31, 2020.

**Explanation:**

In the agenda of this Meeting, the Company will provide an explanation to the shareholders regarding the implementation of the Company's business activities for the financial year ending on December 31, 2020 and the financial condition as stated in the Company's Financial Statements for the financial year ending on December 31, 2020 in accordance with the provisions of Article 19 paragraph 3 of the Company's Articles of Association in conjunction with Article 69 and Article 78 of Law no. 40 of 2007 concerning Limited Liability Companies ("UUPT"). In the agenda of this Meeting, the Company will also grant full release and settlement (acquit et de charge) to the members of the Board of Directors and Board of Commissioners of the Company for the management and supervisory actions that have been carried out during the financial year.

2. Determination of remuneration for the Board of Directors and Board of Commissioners of the Company for the 2021 financial year.

**Explanation:**

In accordance to the provisions of Article 11 paragraph 6 and Article 14 paragraph 6 of the Company's Articles of Association in conjunction with Article 96 of the Company Law, in the agenda of this Meeting the Company will seek approval from the General Meeting of Shareholders to determine the remuneration of members of the Board of Directors and Board of

Commissioners of the Company in 2021. Members of the Board of Directors and Board of Commissioners of The Company will also approve the granting of power of attorney to the Company's Board of Commissioners to determine salaries and allowances for members of the Company's Board of Directors for the 2021 financial year.

3. Appointment of a Registered Public Accountant Firm (including a Registered Public Accountant who is a member of a Registered Public Accounting Firm) that will audit Company's Consolidated Financial Statements for the financial year ended December 31, 2021 and delegation of authority to the Board of Commissioners of the Company to determine the amount of honorarium for the Independent Public Accountant and other requirements relating to such appointment.

Explanation:

In accordance to the account Article 19 paragraph 2 c. of The Company's Articles of Association in conjunction with Article 68 of the Company Law, in the agenda of this Meeting the Company requests that the shareholders authorize the Company's Board of Directors to appoint an Independent Public Accountant to audit the Company's books ending on December 31, 2021, provided that the Public Accountant appointed to be registered with the Financial Services Authority ("OJK"), and delegation of authority to the Board of Commissioners of the Company to determine the amount of honorarium for the Independent Public Accountant and other requirements relating to such appointment.

## **EGMS**

With the following agenda of the EGMS:

1. Approval of changes the composition of the Board of Commissioners of the Company.

Explanation:

In the agenda of this Meeting, the Company will seek approval from the shareholders regarding the change in the composition of the Company's Board of Commissioners.

2. Approval of the plan to provide guarantees in the form of assets on behalf of the Company and/or corporate guarantees worth more than (half) of the total net assets of the Company, in the context of obtaining loan facilities on behalf of the Company and/or subsidiaries from third parties, with comply with the provisions of Financial Services Authority Regulation Number 42/POJK.04/2020 concerning Affiliated Transactions and Conflicts of Interest ("POJK 42/2020") and Financial Services Authority Regulation Number 17/2020 concerning Material Transactions and Changes in Business Activities ("POJK 17/2020").

Explanation:

In the agenda of this Meeting, the Company will seek approval from the shareholders of the Company to approve the plan to obtain loan facilities either by the Company and/or the Company's subsidiaries from third parties, including approval of the granting of guarantees in the form of assets on behalf of the Company and/or corporate guarantees issued by the Company. worth more than (half) of the total net worth of the Company for the proposed loan facility to be obtained by the Company's subsidiary from the third party.

## **General Provisions:**

1. The Company does not send a separate invitation letter to the Shareholders, so this Invitation advertisement in accordance with the provisions of the Company's Articles of Association, is an official invitation for the Shareholders of the Company.
2. Shareholders who are entitled to attend or be represented by a valid Proxy at the Meeting are:
  - a. For the Company's shares which are not in collective custody:

Shareholders of the Company or the proxies of the Shareholders of the Company whose names are legally registered in the Register of Shareholders of the Company on Tuesday, 29<sup>th</sup> June 2021 until 16.00 WIB at PT Adimitra Jasa Korpora, the Company's Securities Administration Bureau domiciled in North Jakarta.
  - b. For the Company's shares which are in collective custody:

Shareholders of the Company or their proxies of Shareholders whose names are legally registered with the account holder or custodian bank at PT Kustodian Sentral Efek Indonesia ("KSEI") at the close of share trading on the Indonesia Stock Exchange on Tuesday, 29<sup>th</sup> June 2021 until at 16.00 WIB.
3. As measures to prevent the spread of the COVID-19 Virus to support the Government's efforts to break the chain of the spread of the COVID-19 Virus, the Company will hold a Meeting which will be held in such a way as to prioritize the health/safety of all parties and comply with applicable regulations. Accordingly, the Company will facilitate the holding of the Meeting as follows:
  - a. Authorization Mechanism:
    - i. The Company urges Shareholders who are entitled to attend the meeting whose shares are included in KSEI's collective custody to grant power of attorney through the KSEI Electronic General Meeting System (eASY.KSEI) facility which can be accessed on the KSEI official website <https://access.ksei.co.id> / along with the official guide provided on the official KSEI website (<https://www.ksei.co.id/data/download-data-and-user-guide>), as an electronic authorization mechanism (e-proxy) in the administration of Meeting.
    - ii. In addition to the electronic power of attorney (e-proxy) mentioned above, Shareholders can provide power of attorney outside the eASY.KSEI facility where Shareholders can download the power of attorney form contained on the Company's website <http://www.satriamegakencana.com> and power of attorney must have been received by the Company's Board of Directors no later than 3 (three) working days before the date of the Meeting to the Company's address at Panin Tower 9th Floor Jl. Asia Afrika Lot 19 Central Jakarta 10270 Panin Tower 9th Floor Jl. Asia Afrika Lot 19 Central Jakarta 10270.
  - b. For health reasons and to prevent the spread of the COVID-19 Virus, the Company does not provide food/drinks, souvenirs, the Company's Annual Report and Meeting materials in printed form and the Company will provide Meeting materials for each agenda of the Meeting and the Company's Annual Report through the website the Company's website <http://www.satriamegakencana.com> and/or on the official website of KSEI's eASY from the date of the Invitation to the Meeting until the date the Meeting is held.
4. Shareholders or their proxies who intend to physically attend the Meeting are requested to bring and submit at the time of registration:
  - a. For individual Shareholders:
    - photocopy of identity card in the form of KTP/passport of the Shareholders and their Proxies; and
    - photocopy of Share Certificate and/or Collective Share Certificate (in case the shares owned are still in script form).
  - b. For shareholders in the form of legal entities, cooperatives, foundations or pension funds:

- photocopy of identity card in the form of KTP/passport from the authorized Director and his Proxy;
  - a photocopy of the articles of association and the latest amendments and the latest deed of appointment of the company's Board of Directors and Board of Commissioners; and
  - photocopy of Share Certificate and/or Collective Share Certificate (in case the shares owned are still in script form).
5. The Notary, assisted by the Securities Administration Bureau, will check and count the votes on each agenda item of the Meeting in each meeting decision making on that agenda, based on the Power of Attorney submitted by the Shareholders as referred to in point 3 (three) above.
  6. Shareholders or their proxies who wish to remain physically present at the Meeting must follow and pass the safety and health protocols applicable at the Meeting venue, as follows:
    - a. Use a mask.
    - b. Body temperature detection and monitoring to ensure shareholders and their proxies are not experiencing body temperature above normal.
    - c. Fill out the Health Declaration Letter provided by the registration officer before entering the Meeting venue. The Health Declaration Form can also be downloaded on the Company's website (<https://www.satriamegakencana.com>) from the date of the Invitation to the Meeting to be filled out and submitted to the registration officer.
    - d. Following the direction of the meeting committee in implementing the physical distancing policy at the meeting place.
    - e. The Company will re-announce if there are changes and/or additional information regarding the procedures for conducting the Meeting by referring to the latest conditions and developments regarding integrated handling and control to prevent the spread of the COVID-19 Virus.
    - f. For health reasons and within the framework of integrated control to prevent the spread of the COVID-19 Virus, the Company does not provide physical consumption and Annual Reports to Shareholders and their proxies who are present at the Meeting.
  7. For orderliness of the Meeting, it is expected that the Shareholders or their proxies can be present at least 30 minutes before the Meeting begins.

**Jakarta, 15th June 2021**  
**PT Satria Mega Kencana Tbk.**  
**Board of Directors**