



**PT. Unggul Indah Cahaya Tbk.** (“Company”)

domiciled in Jakarta

Wisma UIC, 2nd Floor

Jl. Jend. Gatot Subroto Kav. 6 – 7

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

In connection with the Company's Annual General Shareholders Meeting (the "AGSM") and Extraordinary General Shareholders Meeting (the "EGSM") (the AGSM and EGSM hereinafter referred to as the "Meeting"), the following is a summary of the minutes of the Meeting:

**A. Date, Time and Venue of the Meeting :**

Day / Date : Wednesday, June 26, 2019

Meeting Time : AGSM at 14:17 until 15:14 p.m. West Indonesian Time

EGSM at 15:18 until 15:27 p.m. West Indonesian Time

Venue : Hotel Indonesia Kempinski, Heritage II Room, 16th Floor, Jl. M.H. Thamrin No.1, Jakarta

AGSM Agenda : 1. Approval and ratification of the 2018 Annual Report, including the Company Activities Report, Board of Commissioners Supervisory Report and Financial Statements of the Company for the fiscal year 2018, and to give full release and discharge (acquitted and discharged) to the Board of Commissioners and Directors of the Company for all their supervision and management actions of the Company for the fiscal year 2018;

2. Determination of the Company's net profit for the fiscal year 2018;

3. Appointment of Registered Public Accountant Office to audit the Company's financial report for fiscal year 2019;

4. Determination of honorarium / salary and other allowances for the Board of Commissioners and Directors of the Company.

EGSM Agenda : Approval for Adjustment Article 3 of the Company's Articles of Association concerning the Purpose and Objectives and Business Activities of the Company.

**B. The Presence of Shareholders, Board of Commissioners and Directors:**

• The meeting is attended by Shareholders or Shareholders' Proxy, which are in the:

1. AGSM entirely representing 365.671.131 shares or 95,393%;

2. EGSM entirely representing 365.672.095 shares or 95,393%;

of all shares with valid voting rights issued by the Company.

• The meeting was attended by members of the Board of Commissioners and Directors of the Company, namely:

**Board of Commissioners**

President Commissioner : Erwin Sudjono (Independent Commissioner)

Vice President Commissioner : Hanny Sutanto

Commissioner : Franciscus Welirang

Commissioner : Teddy Jeffrey Katuari

Commissioner : Indrawan Masrin

Independent Commissioner : Farid Harianto

**Directors**

President Director : Yani Alifen

Vice President Director : Djazoeli Sadhani

Director : Lily Setiadi

### C. Opportunities to Shareholders to Ask and / or to Give Opinion:

For each agenda of the Meeting, after a description and explanation, the shareholders and shareholders' proxy are given the opportunity to ask and / or give an opinion regarding the agenda of the Meeting.

### D. Meeting Mechanism and Resolution Making:

The resolution making for the entire meeting agenda are conducted based on consensus, in case no consent is reached the resolution is done by voting.

### E. The Meeting Resolutions:

#### 1. Resolutions made in the AGSM:

- First Agenda

Approved and ratified the Company's Annual Report for the fiscal year 2018, including the Company's Business Activity Report, the Board of Commissioners Supervisory Report and the Financial Statements of the Company for the fiscal year 2018, and to give full release and discharge (acquit et de charge) to the Board of Commissioners and Directors of the Company for all their supervision and management actions carried out during the fiscal year 2018.

Those who ask question : There is 1 shareholder who asked questions		
Disagree : 0%	Abstain : 0%	Agree : 100%

- Second Agenda

1) To approve the plan for the use of net profit for fiscal year 2018 as follows:

- a. The amount of US \$ 100,000 for mandatory reserve fund in accordance with the provisions of Article 25 paragraph 1 of the Company's Articles of Association and Article 70 paragraph 1 of the Company Law;
- b. Cash Dividend are distributed in the amount of USD 11,501,943,-, for Cash Dividend 2018, where:
  - amounted of USD 9,066,375,- has been distributed as Interim Cash Dividend on 15 November 2018;
  - thus the Final Cash Dividend 2018 amounted USD 2,435,568.-:
    - dividend will be paid in Rupiah based on the middle rate of Bank Indonesia on June 24, 2019 which is Rp. 14.165, - / US Dollar or equivalent to Rp. 34.5 billion;
    - dividend will be distributed to 383,331,363 shares, equivalent to Rp. 90,- / shares.
- c. The remaining profit for the year attributable to equity holders of the parent amounted USD 6,115,283.- will be used to finance the Company's operations and recorded as retained earnings.

2) Give authority to the Directors to perform any and all necessary actions in relation to the resolution on the use of such profits.

Those who ask question : None		
Disagree : 0%	Abstain : 0%	Agree : 100%

- Third Agenda

1) Appoint Public Accountant Office Purwantono, Sungkoro & Surja to audit the Company's Financial Statements for the year ended December 31, 2019 and authorized the Board of Commissioners of the Company to determine the honorarium amount of the mentioned Public Accounting Firm as well as other requirements; and

2) To delegate the full authority to the Board of Commissioners of the Company to appoint another Public Accounting Firm that registered in the Financial Services Authority (OJK), as well as to determine the amount of honorarium and other requirements, if the Public Accounting Firm Purwantono, Sungkoro & Surja is unable to perform its duties.

Those who ask question : None		
Disagree : 0%	Abstain : 0%	Agree : 100%

- Fourth Agenda

- 1) Determine the honorarium / salary and other allowances for the members of the Board of Commissioners of the Company for the fiscal year 2019 at maximum Rp. 8.500.000.000, - per year net after tax deduction and the distribution are delegated to the Board of Commissioners of the Company.
- 2) Delegate authority to the Board of Commissioners of the Company to determine salaries and other allowances for members of the Directors of the Company.

Those who ask question : None		
Disagree : 0%	Abstain : 0%	Agree : 100%

## 2. Resolutions made in the EGSM:

- 1) Approve to adjust the Article 3 of the Company's Articles of Association concerning the Purpose and Objectives and Business Activities of the Company according to the Indonesia Standard Industrial Classification (KBLI) 2017, along with its changes or updates or the other references as determined by the competent authority and / or authorized official;
- 2) Giving the power and authority to the Directors of the Company to carry out every and all actions needed in connection with the mentioned resolution, including but not limited to state / pour the resolution in the deed made before the Notary, to amend and / or rearrange the changes of Article 3 of the of the Company's Articles of Association, as required by and in accordance with applicable laws and regulations, makes and signs the deeds and letters as well as the required documents, which subsequently submits an application for approval to the competent authority, makes amendments and / or additions in any form which is necessary to obtain such approval and do all and any action needed, in accordance with the applicable laws and regulations.

Those who ask question : None		
Disagree : 0%	Abstain : 0%	Agree : 100%

## F. Procedure of Dividend Distribution:

In connection with the resolution of the second agenda of the AGSM regarding the distribution of Cash Dividend, the following are the procedures for dividend distribution:

1. Shareholders who are entitled to Cash Dividend are the Shareholders whose names are listed in the Register of Shareholders of the Company on 08 July 2019 at 16.00 Western Indonesia Time, with regard to the activities or trading of PT Bursa Efek Indonesia as follows:

Kegiatan	Tanggal
Cum Dividend at Regular & Negotiation Market	04 July 2019
Ex Dividend at Regular & Negotiation Market	05 July 2019
Cum Dividend at Cash Market	08 July 2019
Ex Dividend at Cash Market	09 July 2019
Payment of Cash Dividend	26 July 2019

2. For the shares listed in the collective depository of Indonesian Central Securities Depository (KSEI), the payment and distribution of Cash Dividend to Shareholders shall be conducted by KSEI through a securities account in KSEI;
3. For the shares that are not in the depository in KSEI (Script Shares), the dividend payment shall be made by transfer to the Shareholder's bank account, the Shareholder shall issue a letter of transfer application with the bank's name and bank account number in the name of the relevant Shareholder on duty stamped paper at the latest on 08 July 2019 at 15:00 Western Indonesia Time, to the Company's Securities Administration Bureau (BAE) Office, namely :

**PT. Raya Saham Registra**  
 Plaza Sentral Building 2<sup>nd</sup> Floor  
 Jl. Jend. Sudirman Kav. 47-48, Jakarta  
 Phone: (021) 252 5666  
 Facsimile: (021) 252 5028

by bringing:

- Original valid proof of identity (KTP / SIM / Passport) and copies;
  - Duty stamped proxy if it is represented, the original and a copy of the authorizing person's identity and the authorized representative;
  - Photocopy of Articles of Association (for Shareholders in the form of legal entities);
  - Duty stamped transfer application;
4. Cash Dividend shall be subject to Income Tax (PPH) in accordance with the provisions of the taxation law or applicable taxation laws in Indonesia. The amount of tax charged shall be borne by the Shareholder and deducted from the amount of Cash Dividend entitled to Shareholders.
  5. The Shareholder who is a Domestic Tax Payer in the form of a Legal Entity that has not submitted a Taxpayer Identification Number (NPWP) is required to immediately submit the NPWP to KSEI or BAE no later than 08 July 2019 at 15:00 WIB. Up to the time specified, KSEI or BAE has not received the NPWP, the Cash Dividend paid to the Legal Entity will be subject to Income Tax of 30%.
  6. The Shareholders who are Overseas Tax Payers who will use the Income Tax Tariff under the Double Taxation Avoidance Agreement (P3B) of treaty partner countries, shall comply with the requirements of article 26 of the Income Tax Law No. 36/2008 and submit Certificate of Domicile (SKD) issued by the competent authority in the country concerned in accordance with the Regulation of the Directorate General of Taxation No. PER-25 / PJ / 2018 dated November 21, 2018 concerning the Procedures for the Application of Double Tax Avoidance Agreement to KSEI or the Company's BAE in accordance with the time specified by KSEI. If up to the predetermined time, KSEI or BAE has not received the SKD, then the Cash Dividend paid to the Legal Entity will be subject to Income Tax Article 26 of 20%.
  7. Slip of dividend tax deduction for Shareholders recorded in KSEI collective depository as well as for Shareholders who hold their shares in script may be obtained at the Company's BAE.

**Jakarta, June 28, 2019**  
**PT. UNGGUL INDAH CAHAYA Tbk.**  
**Directors**