

**ADDITIONAL INFORMATION AND/OR AMENDMENT OF DISCLOSURE  
OF INFORMATION  
PT SURYA ESA PERKASA TBK**

This Disclosure of Information is prepared in order to fulfill the requirement of Financial Services Authority (*Otoritas Jasa Keuangan* or “**OJK**”) Regulation No. 32/POJK.04/2015 on Increase of Capital By Issuing Pre-Emptive Rights (“**POJK 32**”).



**PT SURYA ESA PERKASA TBK  
(the “Company”)**

**Line of Business:**

Engaged in the refining and processing of natural gas business

**Head Office:**

DBS Bank Tower Ciputra World 1 Jakarta, 18<sup>th</sup> Floor

Jl. Prof. Dr. Satrio Kav. 3-5

South Jakarta 12940, Indonesia

Phone: (62-21) 2988 5600

Facsimile: (62-21) 2988 5601

Email : - [investor.relations@sep.co.id](mailto:investor.relations@sep.co.id)

- [corporate.secretary@sep.co.id](mailto:corporate.secretary@sep.co.id)

Website: <http://www.sep.co.id>

**Branch Office/Plant Site:**

Jl. Raya Palembang – Indralaya Km. 17 Simpang Y, Palembang, South Sumatera, Indonesia

Phone: (62-711) 564 9700

Facsimile: (62-711) 564 9697

If you have any questions about the information contained in this Disclosure of Information, please consult your broker, investment manager, legal counsel, public accountant or other professional advisors.

The Board of Directors and the Board of Commissioners of the Company, are jointly and severally responsible for the completeness and accuracy of the information contained in this Disclosure of Information and hereby state that the information disclosed in this Disclosure of Information is accurate and that there is no misstatement of a material fact or omission of a fact that would be, in the circumstances of the Disclosure of Information, material or which may cause this Disclosure of Information to be inaccurate and/or misleading.

This information constitutes as the additional information and/or amendment of disclosure of information which has been announced on 31 August 2017.

**Jakarta, 5 October 2017  
Board of Directors of the Company**

## TABLE OF CONTENT

	PAGE
IMPORTANT DATE AND INDICATIVE TIMELINE	3
CHAPTER I GENERAL INFORMATION	4
CHAPTER II INFORMATION ON INCREASE OF CAPITAL BY ISSUING PRE-EMPTIVE RIGHTS	6
CHAPTER III ADDITIONAL INFORMATION	7

## IMPORTANT DATE AND INDICATIVE TIMELINE

The Company intends to conduct a capital increase by issuing pre-emptive rights (“**Pre-Emptive Rights**”) to its shareholders (the “**Rights Issue**”) with an estimated time schedule as follows:

- |    |   |                   |
|----|---|-------------------|
| 1. | Notice of General Meeting of Shareholders (“ <b>GMS</b> ”) to OJK.  | 23 August 2017    |
| 2. | Announcement of Plan to Convene GMS on one daily newspaper, website of the Indonesia Stock Exchange and the Company’s website.  | 31 August 2017    |
| 3. | Announcement of Disclosure of Information in relation to the Increase of Capital by Issuing Pre-Emptive Rights on the website of Indonesia Stock Exchange and the Company’s website.  | 31 August 2017    |
| 4. | Record date for shareholders entitled to attend the GMS.  | 14 September 2017 |
| 5. | Invitation of GMS in one daily newspaper, on the website of the Indonesia Stock Exchange and the Company’s website.   | 15 September 2017 |
| 6. | Announcement of Additional Information and/or Amendment of Disclosure of Information in relation to the Increase of Capital by Issuing Pre-Emptive Rights on the website of Indonesia Stock Exchange and the Company’s website. | 5 October 2017    |
| 7. | GMS.  | 9 October 2017    |
| 8. | Announcement of abridged minutes of GMS in one daily newspaper, on the website of the Indonesia Stock Exchange and the Company’s website.   | 11 October 2017   |
| 9. | Submission of announcement of abridged minutes of GMS to OJK  | 13 October 2017   |

## I. GENERAL INFORMATION

### A. General Information on the Company

The Company is a limited liability company duly established under the laws of Republic of Indonesia based on Deed of Establishment No. 07 dated 24 March 2006, drawn before Hasbullah Abdul Rasyid, S.H., Notary in Jakarta, which has been ratified by the Minister of Law and Human Rights of the Republic of Indonesia (“**MOLHR**”) pursuant to the Decree No. C-13339 HT.01.01.TH.2006 dated 9 May 2006, registered in the Company Register in the Company Registration Office of South Jakarta with registration agenda No. 1864/BH0903/VIII/2006 dated 2 August 2006 and announced in the State Gazette No. 76 dated 23 September 2011, Supplemental No. 29332 (“**Deed of Establishment of the Company**”). The registered office is located at DBS Bank Tower Ciputra World 1 Jakarta 18<sup>th</sup> floor, Jl. Prof. Dr. Satrio Kav. 3-5, South Jakarta 12940.

Following the Company’s Initial Public Offering, the Company’s Articles of Association have been amended several times, with the last being (i) the Deed of Statement of Meeting of the Amendment of Articles of Association No. 65 dated 25 May 2015, drawn before Aryanti Artisari, S.H., M.Kn., Notary in South Jakarta, which has been notified to MOLHR based on Letter No. AHU-AH.01.03-0942679 dated 17 June 2015 and has been registered in the Company Register at Ministry of Law and Human Rights under No. AHU-3520538.AH.01.11.TAHUN 2015 dated 17 June 2015 (“**Deed No. 65/2015**”) and (ii) the Deed of Statement of Meeting of the Amendment of Articles of Association No. 17 dated 3 June 2016, drawn before Aryanti Artisari, S.H., M.Kn., Notary in South Jakarta, which has been notified to MOLHR based on Letter No. AHU-AH.01.03-0054800 dated 6 June 2016 and has been registered in the Company Register at Ministry of Law and Human Rights under No. AHU-0069458.AH.01.11.TAHUN 2016 dated 6 June 2016 (“**Deed No. 17/2016**”).

Pursuant to Article 3 of the Company’s Articles of Association, the Company’s purpose and objective is engaged in the field of refining and processing oil and natural gas, engaged in the field of petrochemicals, engaged in the field of wholesale trading, main distributor and export for oil, gas and petrochemical products, engaged in the field of oil and natural gas exploration, engaged in the field of renewable energy and in the field of gas downstream.

### B. Capital Structure and Shareholding Composition

Pursuant to the Deed of Statement of Meeting of the Amendment of Articles of Association No. 107 dated 27 September 2013, drawn before Aryanti Artisari, S.H., M.Kn., Notary in Jakarta, which has been notified to MOLHR based on Letter No. AHU-AH.01.10-50720 dated 26 November 2013 and has been registered in the Company Register at Ministry of Law and Human Rights under No. AHU-0111941.AH.01.09.Tahun 2013 dated 26 November 2013 (“**Akta No. 107/2013**”), the capital structure of the Company is as follows:

Authorized Capital	:	Rp220,000,000,000.00
Issued Capital	:	Rp110,000,000,000.00
Paid Up Capital	:	Rp110,000,000,000.00

The Company’s authorized capital is divided into 2,200,000,000 ordinary shares, each with par value of Rp100.00 per share.

Pursuant to the Shareholders Register as per 31 August 2017 issued by PT Datindo Entrycom, as the Shareholders Registrar of the Company, the shareholding composition of the Company is as follows:

Information	Par Value Rp100 per Share		(%)
	Number of Shares	Nominal Value (Rp)	

<b>Authorized Capital</b>	2,200,000,000	220,000,000,000.00	
<b>Issued and Paid Up Capital</b>			
PT Ramaduta Teltaka	220,000,000	22,000,000,000.00	20
PT Trinugraha Akraya Sejahtera	330,000,000	33,000,000,000.00	30
Bank Julius Baer Co. Ltd. Singapore S/A	58,834,000	5,883,400,000.00	5.35
Chander Vinod Laroya	138,380,400	13,838,040,000.00	12.58
Public (each below 5%)	352,785,600	35,278,560,000.00	32.07
<b>Total Issued and Paid Up Capital</b>	<b>1,100,000,000</b>	<b>110,000,000,000.00</b>	<b>100.00</b>
<b>Portfolio Shares</b>	<b>1,100,000,000</b>	<b>110,000,000,000.00</b>	

### C. Management and Supervision

#### **Board of Directors and Board of Commissioners**

Pursuant to (i) Deed of Statement of Meeting's Resolutions No. 02 dated 9 June 2014, drawn before Andalia Farida, S.H., M.H., Notary in Jakarta, which has been notified to MOLHR based on Letter No. AHU-17427.40.22.2014 dated 3 July 2014 and has been registered in the Company Register at Ministry of Law and Human Rights under No. AHU-0067918.40.80.2014 dated 3 July 2014, (ii) Deed No. 17/2016 which has been notified to MOLHR based on Letter No. AHU-AH.01.03-0054801 dated 6 June 2016 d and has been registered in the Company Register at Ministry of Law and Human Rights under No. AHU-0069458.AH.01.11.Tahun 2016 dated 6 June 2016 and (iii) Deed of Minutes of Annual General Meeting of Shareholders No. 15 dated 9 June 2017, drawn before Grace Supena Sundah, S.H., Notary in Jakarta, which has been notified to MOLHR based on Letter No. AHU-AH.01.03-0150367 dated 5 July 2017 d and has been registered in the Company Register at Ministry of Law and Human Rights under No. AHU-0082675.AH.01.11.Tahun 2017 dated 5 July 2017, the latest composition of the Board of Directors and the Board of Commissioners:

#### **Board of Commissioners**

President Commissioner <sup>*)</sup>	:	Hamid Awaluddin
Vice President Commissioner	:	Theodore Permadi Rachmat
Commissioner	:	Rahul Puri
Independent Commissioner	:	Ida Bagus Rahmadi Supancana

#### **Board of Directors**

President Director	:	Garibaldi Thohir
Vice President Director	:	Chander Vinod Laroya
Director	:	Ida Bagus Made Putra Jandhana
Director	:	Isenta
Independent Director	:	Mukesh Agrawal

<sup>\*)</sup> Concurrently, as Independent Commissioner

## **II. INFORMATION ON INCREASE OF CAPITAL BY ISSUING PRE-EMPTIVE RIGHTS**

### **A. Maximum Amount of Shares Issued with Pre-Emptive Rights**

The Company intends to conduct a Rights Issue, in the amount of up to 3,500,000,000 shares having par value of Rp10.00 per share.

In conjunction with the GMS for this Rights Issue, the Company also intends to seek approval from its shareholders to change the nominal value of the Company's shares. The nominal value of shares disclosed in this Disclosure of Information is the new nominal value under the assumption that the change of such nominal value has already been approved by the GMS.

### **B. Estimated Period of Execution of Increase of Capital**

The increase of capital shall be carried out in accordance to the capital necessity of the Company. Pursuant to Article 8 paragraph (3) POJK 32, the period between the approval from the GMS in relation to the Rights Issue to the effective statement of the registration statement shall not be more than 12 (twelve) months. The Company intends to carry out the increase of capital within the 12 (twelve) month period.

### **C. Analysis on Impact of Increase of Capital on the Financial Condition and the Shareholders**

#### Impact On the Financial Condition of the Company

By conducting the increase of capital by way of Rights Issue in an amount up to 3,500,000,000 shares having par value of Rp10.00 per share, the Company will obtain additional funds of up to Rp600,000,000,000.00.

By increasing its equity capital, the Company may increase investment in PT Panca Amara Utama (PAU), a subsidiary of the Company, for completion of PAU Ammonia Project and for operational expenses of the Company.

#### Impact On the Shareholders of the Company

The shareholders of the Company who do not exercise their rights to subscribe for new shares in the Rights Issue can be diluted up to 24.14%.

### **D. Estimation of Use of Proceeds**

The Company plans to use the entire net proceeds obtained from the Rights Issue (after deducting commissions, fees, and expenses paid in connection with the Rights Issue), for increase investment in subsidiary of the Company and operational expenses of the Company as described above.

### **E. Other**

The Rights Issue will be implemented after obtaining (i) approval by the Company's shareholders at the GMS and (ii) an effective statement from the OJK on the Company's registration statement in connection with the Rights Issue.

### III. ADDITIONAL INFORMATION

To obtain additional information in relation to the Rights Issue, the shareholders of the Company may contact the Investor Relations of the Company, during business days and working hours of the Company, at the address below:

**PT SURYA ESA PERKASA Tbk**

**Investor Relations – Corporate Secretary**

DBS Bank Tower Ciputra World 1 Jakarta, 18<sup>th</sup> Floor

Jl. Prof. Dr. Satrio Kav. 3-5

South Jakarta 12940, Indonesia

Phone: (62-21) 2988 5600

Facsimile: (62-21) 2988 5601

Email : - [investor.relations@sep.co.id](mailto:investor.relations@sep.co.id)

- [corporate.secretary@sep.co.id](mailto:corporate.secretary@sep.co.id)

Website: <http://www.sep.co.id>

These materials are not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. These materials are not an offer of securities for sale into the United States, Canada or Japan. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("the **Securities Act**"), and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the Securities Act), except pursuant to an applicable exemption from registration. No public offering of Securities is being made in the United States.