

ARTICLES OF ASSOCIATION PT. INTERMEDIA CAPITAL Tbk.

NAME AND PLACE OF DOMICILE

Article 1

1. This Limited Liability Company shall be called “**PT. INTERMEDIA CAPITAL Tbk.**” (hereinafter abbreviated to as the “Company”), having its domicile and head office in South Jakarta.
2. The Company may open the branch(es) or representatives office(s), both within and outside the territory of the Republic of Indonesia as decided by the Board of Directors under the approval of Board of Commissioners.

TERM OF INCORPORATION

Article 2

This Company shall be established for indefinite period, commenced as of 27-02-2008 (Twenty seventh of February, two thousand and eight).

PURPOSE, OBJECTIVE AND BUSINESS ACTIVITIES

Article 3

1. The purpose and objective of the Company are to conduct business in the sector of trade and business management consultant services.
2. To achieve the above purpose and objective, the Company may conduct the following business activities:
 - a. Wholesale trade (main distributor).
 - b. Export and import.
 - c. Business Management Consultant Services includes to join with other company.
3. To support the above main business activities, Company may undertake the supporting business activities in the field of trade of management consultant services.

CAPITAL

Article 4

1. The authorized capital of the Company shall be Rp.725.487.568.000,- (seven hundred twenty-five billion four hundred eighty-seven million five hundred and sixty-eight thousand Rupiah) consist of 7.254.875.680 (seven billion two hundred fifty-four million eight hundred seventy-five six hundred and eighty) shares, each shares having a nominal value of Rp.100,00 (one hundred Rupiah).
2. The authorized capital above has been issued and paid up amounting to 3.921.553.840 (three billion nine hundred twenty-one million five hundred fifty-three thousand eight hundred and forty) shares with total nominal value of Rp. 392.155.384.000,- (three hundred ninety-two billion one hundred fifty-five million three hundred and eighty-four

thousand Rupiah) by the shareholders who have subscribed the shares with the detail and nominal value of the shares as mentioned in the end of the deed.

3. The shares in portfolio shall be issued by the Board of Directors according the Company's need for capital, at the time and, price and conditions determined by the Board of Directors with the approval from the General Meeting of Shareholders (hereinafter referred to "**GMS**"), by means of Limited Public Offering, with due observance of this Article of Association, Law regarding Limited Liability Company, the prevailing laws and regulations in Capital Market sector, among others regulation that regulates the increase of capital without the preferential rights to purchase the shares which are to be issued ("**HMETD**") and Stock Exchange regulations where the Company's shares are listed, provided that the issuance of said shares shall not be below the nominal value.

Quorum and **GMS**'s resolution to approve the issuance of shares in the portfolio shall fulfill the requirement in Article 12 paragraph 1 of this Articles of Association.

4. Each share in the portfolio that furthered issued shall be paid full. The payment for shares in the form other than money, either in the form of tangible or intangible goods, shall comply with the following requirements:
 - a. The goods which will become the capital payment as stated shall be announced to the public at the time of the invitation of **GMS** concerning such payment;
 - b. The goods which will become capital payment shall be appraised by the Appraiser who registered with the Financial Services Authority and shall not be secured in whatsoever means;
 - c. Shall obtain the approval from the **GMS** with a quorum as stipulated in Article 12 paragraph 1 of this Articles of Association;
 - d. In the event that the goods which become capital payment are in the form of shares of company listed on the stock exchange, the price must be determined based on the fair market value; and
 - e. In the event that such payment is originated from retained profit, share agios, the Company's net profits, and/or own capital element, then such retained profits, share agios, the Company's net profits, and/or own capital element shall be stated in the last Annual Financial Statement audited by the Accountant registered at Financial Services Authority, with an Unqualified Opinion.
5. **GMS** that approved the issuance of shares in the portfolio through the Limited Public Offering either with **HMETD** or the increase of capital without the **HMETD**, shall resolve:
 - a. The maximum number of the shares in the portfolio that shall be issued;
 - b. The granting of power of attorney to the Board of Commissioners of the Company to state the actual number of shares that have been issued in the framework of the Limited Public Offering or the increase of Capital without the **HMETD**.
6. If the Equity Securities issued by the Company, thus:
 - a. Every increase of capital through the issuance of Equity Securities conducted with ordering, shall be conducted by granting **HMETD** to the existing shareholders whose names are recorded on the Register of Shareholder of the Company on the date determined by the **GSM** approving the issuance of Equity Securities in the amount in comparison with the number of shares registered in the Registration of Shareholders of the Company on behalf of each shareholders on such date.

- b. The issuance of Equity Securities, without granting the HMETD to the Shareholders can be conducted in the event that the issuance of shares:
 - i. Is addressed to employees of the Company;
 - ii. Is addressed to the holders of bonds or other securities which are convertible into shares and which were issued with the approval from the GMS ;
 - iii. Is conducted in the framework of re-organization and/or restructuring which have been approved by the GMS; and/or
 - iv. is conducted in accordance with the regulations in the Capital Market sector which allowing the increase of capital without HMETD.
 - c. The HMETD must be transferable and tradable, with due observance to this Articles of Association and the prevailing Capital Market laws.
 - d. Equity Securities that will be issued by a Company and which are not subscribed by the holders of the HMETD must be allocated to all shareholders ordering the additional Equity Securities, provided that, if the number of equity securities ordered exceeds the number of Equity Securities to be issued, such Equity Securities which are not subscribed must be allocated in comparison with the number of the HMETD exercised by each shareholder who order the additional Equity Securities.
 - e. In the event there are still excess of Equity Securities and which are not taken up by the shareholders as referred to in letter d of this Article, in the event there is a stand-by buyer, such Equity Securities must be allocated to certain Party acting as the stand-by buyer with same price and terms.
7. The implementation of the issuance of shares in portfolio to holders of securities convertible to shares or securities with rights to obtain shares, may be conducted by the Board of Directors based on the prior GMS of the Company approving the issuance of such securities.
8. The increase in paid-up capital shall be effective after the payment take place and the issued shares shall have the same rights as those in the same classification issued by the Company, without prejudice the obligation of the Company to make notification to the Ministry of Law and Human Rights.
9. The increase of the authorized capital of the Company shall only be conducted based on the resolution of the GMS. Amendment of Articles of Association due to changes of authorized capital must be approved by Minister of Law and Human Rights.
10. An increase of the authorized capital which causes the issued and paid-up capital be less than 25% (twenty five percent) of the Authorized Capital, may be conducted as long as:
- a. it has obtained the approval of the GMS to increase the authorized capital;
 - b. it has obtained the approval from the Minister of Law and Human Rights;
 - c. The increase of the issued and paid-up capital becomes at least 25% (twenty five percent) of the authorized capital, must be implemented within 6 (six) months after the approval from the Minister of Law and Human Rights
 - d. In case the increase of the authorized capital referred in point c above is not fully complied, then the Company is required to amend again its Articles of Association,

- hence the paid-up capital resulting to be 25% at minimum, within 2 (two) months after the period referred to the above point c is not met;
- e. The approval of the GMS referred to point a above includes the approval to amend the Articles of Association as referred to the above point d.

11. The amended Articles of Association in order to increase the authorized capital become effective after the payment of the capital resulting the paid-up capital at least 25% (twenty five percent) from the authorized capital and have the same rights with the other shares issued by the Company, without reducing Company's obligation to process the approval of the amended Articles of Association from Minister of Law and Human Rights.

SHARES

Article 5

1. All shares issued by the Company shall be registered share as it is registered in the Shareholders Register of the Company.
2. Each share give the right to its owner that cannot be divided as it is stipulated on Article 52 clause 4 Law of Republic Indonesia Number 40 Year 2007 regarding Limited Company including its prevailing amendment from time to time.
3. Company may issue shares with nominal value or without nominal value.
4. Shares issuance without nominal must be conducted in accordance with the laws in Capital Market.
5. Company only acknowledge one person or 1 (one) legal entity as the owner of 1 (one) share, whose name is registered in the Shareholders Register of the Company.
6. If 1(one) or more shares, due to any reason whatsoever is owned by several persons, then they shall be required to appoint in writing one of them or another person as their joint proxy and only such appointed or authorized person that will be registered in the Shareholders Register of the Company and said person shall be deemed as the legitimate holder of the share(s) and entitled to exercise the rights conferred by law on said share(s).
7. As long as the provision in paragraph 6 above has not yet been fulfilled, then the shareholders shall not be entitled to cast a vote in the GMS, meanwhile the payment of dividend for the said shares shall be suspended.
8. Shareholder shall comply with the Articles of Association and all resolutions validly adopted in the GMS as well as the prevailing laws and regulations.
9. For the Company's shares listed on the Stock Exchange shall prevail the laws in capital market and regulation of the Stock Exchange where the said shares are listed.
10. In the event Company's share is not on the Collective Custody of the Central Securities Depository, hence the Company must provide evidence of share ownership in the form of share certificate or collective share to its shareholder.



11. Collective share certificate may be issued as an evidence of ownership of 2 (two) or more shares owned by a shareholder.
12. Share certificate shall at least contain the following:
 - a. the name and address of shareholder;
 - b. the share certificate number;
 - c. the issuance date of share certificate;
 - d. the nominal value of shares;
 - e. others that consider necessary by the Company and obligated by the regulation and laws notwithstanding with the provision in this Articles of Association.
13. A collective share certificate shall at least contain the following:
 - a. the name and address of shareholder;
 - b. the collective share certificate number;
 - c. the nominal value of the share
 - d. the issuance date of collective share;
 - e. others that consider necessary by the Company and obligated by the regulation and laws notwithstanding with the provision in this articles of association.
14. Share certificate and collective share certificate shall be printed in compliance with the prevailing Capital Market laws and signed by members of the Board of Directors pursuant to the provision of this Articles of Association of the Company.
15. Any shares in the Collective Custody of the Central Securities Depository or with the Custodian Bank (specifically in the framework of collective investment contract) issued in the form of share confirmation certificate signed by members of the Board of Directors who are entitled to represent the Board of Directors in accordance with the provision of this Articles of Association or such signature is directly printed on the share confirmation.
16. The share confirmation certificate issued by the Board of Directors for shares in the Collective Custody shall at least contain the following:
 - a. The name and address of the Central Securities Depository or Custodian Bank undertaking said Collective Custody;
 - b. the issuance date of the written confirmation;
 - c. the number of shares covered in the written confirmation;
 - d. the total nominal value of shares covered in the written confirmation;
 - e. the provision stating that every share in the Collective Custody with the same classification shall be equal and exchangeable between one another;
 - f. the terms set by the Board of Directors for the alteration of Share Confirmation Certificate.

REPLACEMENT OF SHARES CERTIFICATE

Article 6

1. if share certificate is damaged, a replacement share certificate may be made if:

- a. The party submitting the request for replacement is the owner of the said share certificate; and
 - b. The Company has received the damaged share certificate.
2. The shares registered in the Stock Exchange applied to the Capital Market Laws and Stock Exchange regulations where the shares is listed, with due observance to the prevailing laws and regulations.
3. The Company shall destroy the damaged share certificate after giving a replacement share certificate.
4. If a share certificate is lost, a replacement share certificate can be made if:
 - a. the party submitting the request for replacement is the owner of the share certificate;
 - b. the Company has obtained a report issued by the National Police of the Republic of Indonesia regarding the loss of the share certificate;
 - c. the Party submitting the request for the replacement has provided a guarantee as deemed adequate by the Board of Directors of the Company; and
 - d. the plan to issue replacement for the lost share certificate has been announced in the Stock Exchange within at least 14 (fourteen) days prior to the issuance of the replacement share certificate.
5. The provisions of the above paragraph 1,2 and 3, shall be applicable to collective share certificates.

SHAREHOLDERS REGISTER AND SPECIAL REGISTER

Article 7

1. Board of Directors of the company or the authorized person shall hold and maintain of its utmost the Shareholders Register and Special Register in the Company's domicile.
2. The Shareholders Register shall record:
 - a. Name and address of the shareholders and/or stock the holder of the stock account and Central Securities Depository or other party appointed by the account holder in the Central Securities Depository;
 - b. number of shares, number and the issuance date of the share certificate or collective certificate owned by the shareholders, and its classification in terms of the issuance of more than one share clarification;
 - c. the paid-up amount for each share;
 - d. the name and address of the person or legal entity having the pledge right over the shares and/or fiduciary encumbrance right over the shares and acquisition date of the pledge right and/or registration date of the fiduciary right;
 - e. the notes on payment of shares in form other than money;
 - f. any other information deemed necessary by the Board of Directors and/or mandatory by the prevailing laws and regulations.
3. The Special register shall record information on ownership by members of the Board of Directors and the Board of Commissioners as well as their families of shares in the Company and/or in the other companies as well as the acquisition date of the shares.

4. The Shareholder shall notify the Board of Directors in writing, of any change of address. As long as the notification has not been made, then all invitation and notification to the Shareholders shall be valid if addressed to the latest address of the Shareholders as registered in the Shareholders Register.
5. Board of Directors may appoint and authorizes Securities Administration Agency to perform the registration in the Shareholders Register and Special Register.
6. Each Shareholder or its authorized proxy entitled to see the Shareholders Register and Special Register of the Company, that relating to the Shareholder self during the working hours of the Company.
7. Annotation and/or change in the Shareholders Register requires the approval of the Board of Directors as evidenced by their signatures on the annotation of the change by Board of Directors member whose entitled to represent the Board of Directors pursuant to this Articles of Association.
8. Any registration and annotation in the Shareholders Register, including annotation on any sale, transfer, encumbrance, pledge, fiduciary and cessie relating to the shares or right or interest over the shares shall be made pursuant to the provisions of this Articles of Association and for shares listed in the Stock Exchange, the regulations of the Stock Exchange and the Capital market shall be applicable.

COLLECTIVE CUSTODY

Article 8

1. Shares in Collective Custody at the Central Securities Depository shall be registered in the Shareholders Register on behalf of the Central Securities Depository for the benefit of the account holder of the Central Securities Depository.
2. Shares in the Collective Custody at a Custodian Bank or Securities Company registered in the securities account with the Central Securities Depository shall be registered in the said for the benefit of the account holder at the Custodian Bank or Securities Company.
3. If shares in Collective Custody at the Custodian Bank constitute part of a mutual fund securities portfolio in the form of collective investment contract and are not included in the Collective Custody at the Central Securities Depository, the Company shall register the said shares in the Register Shareholders of the Company on behalf of the Custodian Bank for the interest of the owner of the Participation Unit of such Mutual Fund in the form of collective Investment contract
4. The Company shall issue a certificate or written confirmation to the Central Securities Depository or Custodian Bank as the evidence of recording in the Shareholders Register of the Company.
5. The Company shall be obliged to transfer the shares in Collective Custody registered in the name of the Central Securities Depository or Custodian Bank in the fund securities in the

form of collective investment contract in the Shareholders Register of the Company to become under the name of the party designated by such Central Securities Depository or Custodian Bank.

The request for the transfer shall be delivered by the Central Securities Depository or Custodian Bank to the Company or Share Administration Bureau appointed by the Company.

6. The Central Securities Depository, Custodian Bank or Securities Company shall issue a confirmation to the account holder as evidence of registration in the securities account.
7. In the Collective Custody, each share issued by the Company of the same type and classification shall be equal and exchangeable between one another.
8. The company must decline registering shares into Collective Custody, if the share certificate is lost or destroyed, unless the party requesting for registration can give adequate evidence and/or adequate guarantee that the party is truly as a shareholder and the share certificate was truly lost or destroyed.
9. The Company must decline registering shares into Collective Custody, if the shares have been encumbered, is under confiscation based on Court order or confiscated due to criminal investigation.
10. The securities account holders whose Securities are registered in Collective Custody shall be entitled to cast votes in the GMS, in accordance with the number of shares they owned in the said account.
11. The securities account holders whose entitled to cast votes in the GMS are those whose names are registered as securities account holders at the Central Securities Depository, Custodian Bank or Securities Company 1 (one) working day prior to the notice of the GMS. The Central Securities Depository, Custodian Bank, or Securities Company within the specified time in the applied regulation in Capital Market must present the list of names of the securities account holders to the Company in order to be registered in the Shareholders Register which specifically provided for the GMS within the specified time as regulated in the prevailing the laws and regulations of Capital Market.
12. The Investment Manager shall be entitled to attend and cast votes in the GMS with respect to the Company's shares held in the Collective Custody at the Custodian Bank which constitute a part of the mutual fund securities in the form of collective investment contract and are not included in the Collective Custody at the Central Securities Depository, provided that the Custodian Bank has submitted the name of the Investment Manager no later than 1 (one) working day prior to invitation of the GMS.
13. Company must deliver the dividend, bonus shares or any other rights related to share ownership to a Central Securities Depository for shares in Collective Custody at the Central Securities Depository, which the Central Securities Depository shall then deliver the dividend, bonus shares or other rights to the Custodian Bank and Securities Company in



favor of the respective shareholders at the Custodian Bank and the said Securities Company.

14. Company must deliver the dividend, bonus shares or any other rights related to share ownership to a Custodian Bank for shares in Collective Custody at the Custodian Bank, being part of a mutual fund securities portfolio in the form of collective investment contract and are not included in Collective Custody at the Central Securities Depository.
15. The cut-off time to determine the securities account holders, who are entitled to obtain dividend, bonus shares or any other rights related to share ownership in Collective Custody, shall be resolved by resolution of the GMS, provided that Custodian Banks and the Securities Companies had delivered to the Central Securities Depository lists of the securities account holders together with the number of company's shares owned by the respective securities account holders, at the latest on the date resolved for shareholders entitled to receive the dividend, bonus shares or other rights and subsequently has been delivered to the Company at the latest 1 (one) working day after the recording date resolved by the shareholders for determining shareholders entitled to receive the dividend, bonus shares or other rights.

TRANSFER OF SHARES

Article 9

1. In case of change of share ownership, the original owner registered in the Shareholders Register shall remain to be deemed as the holder of such share until the name of the new owner has been recorded in the Shareholders Register of the Company, without prejudice to the approval of the authorized parties, and the prevailing laws and regulations as well as the regulations of the Stock Exchange in Indonesia where the Company's shares listed.
2. Each transfer of rights over shares shall be based on the deed of transfer of rights signed by the party transferring and by or on behalf of the party receiving the right over the said shares. Any cost charged in relation to the transfer of rights of shares shall be in accordance with the law and regulations in Capital Market and regulations of Stock Exchange where the shares listed and shall mitigate the provisions of the prevailing laws and regulations.
3. The form and the procedure of transfer of rights over the shares traded in the Capital Market shall comply with the laws and regulation in Capital Market.
4. Transfer of rights over shares is only allowed if all provisions in this Articles of Association are fulfilled.
5. Transfer of rights over shares must acquire approval from the authorized authority, if the laws and regulations require it.
6. The Board of Directors shall record the transfer of rights over shares, date, and day the of the said transfer of rights in the Registered Share and/or Special Share of the Company, The Board of Directors may refuse to register the transfer of rights over shares of the Company if the procedures as determined by this Articles of Association are not fulfilled or other requirements from authorized party are not fulfilled or if one of the requirement in the license given to Company by the authorized party or other requirement from the authorized party is not fulfilled.



7. If the Board of Directors refuses to register the transfer of rights over shares, within 30 (thirty) days after the date the request for registration was received by the Board of Directors of the Company, the Board of Directors must send notification of such refusal to the party proposing to transfer his/her rights.
As for the Company shares listed on the Stock Exchange in Indonesia, any refusal to register the transfer of rights over said shares shall be in compliance with the prevailing laws and regulations in Capital Market and regulations in Stock Exchange where the Company's shares listed.
8. Any person, who obtains right over shares because of death of a Shareholder or due to any reason resulting a transfer of share ownership by law, may submit a written request to be registered as a shareholder attaching evidence of the rights as required from time to time by the Board of Directors. The registration shall only be made if the Board of Directors accepts such evidence of rights, without prejudice to the provisions of this Articles of Association and the prevailing laws and regulation in Capital Market as well as regulation of Stock Exchange where the Company's shares listed.
9. The transfer of rights over shares including in the Collective Custody shall carried through book transfer from one securities account to another securities account in the Central Securities Depositories, Custodian Bank and Securities Company.
10. Any restrictions, prohibitions and provisions on this Articles of Association providing the transfer of rights over shares and registration the transfer of rights over shares must applied to every transfer of rights pursuant to section 6 of this Article.

GENERAL MEETING OF SHAREHOLDERS

Article 10

1. The General Meeting of Shareholders, which hereinafter referred to GMS, shall be:
 - a. annual GMS;
 - b. other GMS, which in the Articles of Association shall be called Extraordinary GMS,
2. The term GMS in this Articles of Association shall means both Annual GMS and Extraordinary GMS, unless expressly provided otherwise.
3. The Annual GMS shall be convened at the latest 6 (six) month after the close of the Company's financial year.
4. At the Annual GMS:
 - a. The Board of Directors shall submit:
 - i. the Annual Report reviewed by the Board of Commissioners and approved by the GMS;
 - ii. the Financial Statement to be ratified by the GMS.
 - b. supervision reports of Board of Commissioners;
 - c. Determined use of profit, if the Company have a positive profit balance;
 - d. Shall appoint registered public accountant to audit the current Company's financial year.
 - e. Appointment and/or designation of member of the Board of Directors and/or Board of Commissioners (if deemed necessary).
 - f. Decided by the other GMS agenda proposed with due observant to this Articles of Association.

5. Approval of Annual Report and Ratification of Financial Statement by the Annual GMS, grant full release and discharge (equit at de charge) to the members of the Boards of Directors for their management and the Board of Commissioners for their supervision action during the previous financial year, as long as those actions are reflected in the Annual Report and Financial Statement.
6. Extraordinary GMS may be convened from time to time based on the needs to discuss and determine the agenda of meeting, however not authorized to discuss and determine meeting agenda as mentioned in section 4 point a and b above with due observance the laws and regulation as well as this Articles of Association.

PLACE, NOTICE AND CHAIRMAN OF GENERAL MEETING OF SHAREHOLDERS

Article 11

1. a. GMS shall be convened at the Company's domicile or at a place where the main business activity of the Company conducted or in the capital of the province where the Company is domiciled or carries out its business activities or the province of the domicile of the Stock Exchange where the Company's share listed as long as on the Republic of Indonesia territory.

b. The GMS as mentioned in paragraph 1.a of this Article must be convened in the Republic of Indonesia territory.
2. The announcement of GMS held at least 14 (fourteen) calendar days prior the notice of GMS , excluding the date of announcement and the date of notice, through:
 - a. Advertise in at least 1 (one) Indonesia daily newspaper nation-widely circulated;
 - b. The website of the Stock Exchange; and
 - c. The website of the Company, in Indonesian and English language.
3. The announcement of GMS held at least 21 (twenty-one) calendar days prior the notice of GMS , excluding the date of announcement and the date of notice, through:
 - a. Advertise in at least 1 (one) Indonesia daily newspaper nation-widely circulated;
 - b. The website of the Stock Exchange; and
 - c. The website of the Company, in Indonesian and English language.

In the event of the first GMS did not meet quorum and required to convene the second GMS, thus the notice of the second GMS conducted at least 7 (seven) days prior the second GMS without calculating the date of the invitation and date of the said second GMS and along with information that the first GMS has been held but did not meet the quorum. The second GMS held at the soonest 10 (ten) days and at latest 21 (twenty one) days from the first GMS.

4. Notice of the GMS shall contain the date, time, venue, meeting agenda and notification that the material that will be discussed in GMS available in the main office of the Company since the date of notice mentioned on section 3 of this Article and that the balance sheet and income statement in the new financial year of the Company can be obtained from the Company upon written request from the Shareholders since the date of invitation of the Annual GMS examined the Shareholder.



5. If all of the Shareholders attend and/or represented in GMS, early notification and notice is not required and GMS may be held in Company's domicile and/ or in the Indonesia Stock Exchange where the Company's shares listed.
6. Other than the convene of GMS as mentioned in paragraph 1 of this Article, GMS may be conducted through teleconference media, video conference or via other electronic media facilities which enable all of GMS participants may see each other and hear directly as well as participated in GMS, with due observance to the prevailing laws and regulations, specifically in Capital Market.
7. The proposed agenda from shareholders shall be included in the GMS, if:
 - a. written request to the Board of Directors by one or more shareholders, representing at least 5% (five percent) of the total shares with a valid voting right that issued by the Company;
 - b. such proposal has been received by the Board of Directors at the latest 7 (seven) days prior to the issuance of notice of GMS;
 - c. the proposed agenda presented by the shareholders must fulfill the following requirements:
 - implemented in good faith;
 - take into consideration the interest of the Company;
 - enclosed the reasons from the proposed meeting agenda materials; and
 - is not contrary with the prevailing laws and regulations;
 - d. according to the opinion of the Board of Directors, directly related with business of the Company and a proposal required approval GMS with took into account the other provisions of this Articles of Association.
8. GMS shall be presided by one member of the Board of Commissioners which appointed by Board of Commissioners.

In the event all of the members of Board of Commissioners is available, the GMS shall be presided by one member of Board of Directors which appointed by Board of Directors.

In the event all members of Board of Directors absent or unavailable, the GMS shall be presided by one of the shareholder who is present in the GMS and appointed from and by the attendees of the GMS.

In the event of the appointed member of Commissioners has a conflict of interest with certain matter which will be resolved by the GMS, then the GMS shall be presided by the member of Board of Commissioners who has no conflict of interest and he/she appointed by the Boards of Commissioners.

If all of the members of the Boards of Commissioners have a conflict of interest, then the GMS shall be presided by one of the Director who is appointed by the Board of Directors.

In the event that one of the Directors who is appointed by the Board of Directors has a conflict of interest over certain matters that will be resolved by the GMS, then the GMS shall be presided by the member of Board of Director who has no conflict of interest.

If all of the members of Board of Directors have conflict of interest, then the GMS shall be presided by one of the independent shareholders who is appointed by other shareholders who attend the GMS.

QUORUM, VOTING RIGHTS, AND THE RESOLUTION OF GENERAL MEETING OF SHAREHOLDERS

Article 12

1. As long as not specified otherwise in this Articles of Association, thus:
 - a. the GMS including the adoption of resolution relating to the issuance of Equity Securities can be convened if attended by Shareholders representing more than $\frac{1}{2}$ (half) of the total shares with valid voting rights that issued by the Company unless provided otherwise in this Articles of Association.
 - b. If the quorum referred in clause 1 paragraph 1.a of this Article is not reach, then a second notice of the GMS can be issued. The second notice shall be held at least 7 (seven) days prior to the second GMS, without the date of the notice and date of the meeting.
 - c. The second meeting shall be convened 10 (ten) days at the soonest and at the latest 21(twenty one) days commencing from the first GMS.
 - d. The second GMS is valid and entitled to adopt binding resolution if attended by shareholders who have at least $\frac{1}{3}$ (one third) from the total shares with valid voting rights.
 - e. If the quorum of the second GMS is not reach, then on behalf of the Company may propose request to the Financial Service Authority to determine the quorum of the attendees and the number of vote to determine the resolution, notice, and time schedule of the GMS.
2. Any shareholder can be represented by other shareholder or any other person by virtue of a power of attorney.
3. The Chairman of the Meeting is entitled to question the power of attorney representing the shareholder be shown to him/her at the GSM.
4. In the GMS, each share gives a right to its owner to cast 1(one) vote.
5. Member of Board of Directors, members of the Board of Commissioners and employees of the Company may act as a proxy in the GMS, but their vote shall not be counted in the voting at the GMS.
6. Voting concerning an individual shall be made in an unsigned folded ballot, while voting concerning other matters shall be conducted verbally, unless determined otherwise by the Chairman of the GMS without objection from the shareholders who attend the said GMS.
7. All resolutions shall be adopted by deliberation to reach a consensus. If the consensus could not be reached, the resolutions shall be adopted by voting based of affirmative votes of more than $\frac{1}{2}$ (half) of the total shares with voting right who are present at the GMS, unless stipulated otherwise in this Articles of Association, In case of a tie vote, the proposal shall be deemed rejected.
8. Shareholders from the shares with voting rights who attend but vote abstain (do not cast their vote), shall be deemed as casting the same vote as the majority vote cast by the shareholders.
9. The Shareholders may also adopt a valid resolution and legally binding without convening the GMS in conditions all of the Shareholders have been notified in writing and all Shareholders have given approval in relation to such resolution by signed writing approval. The resolution adopted in such way shall have the same validity as resolutions lawfully adopted at the GMS.

10. Resolution regarding transactions with a conflicts of interest, quorum and decision-making are carried in accordance with the provisions of the Financial Services Authority Regulation that applied from time to time.
11. Each matters that are raised by the shareholders during the discussion or voting in the GMS shall meet all the requirements, as follows:
 - a. In the opinion of Chairman of meeting relates directly to one of the agenda of the GMS; and
 - b. In the opinion of Chairman of Meeting relates directly to the business activities of the Company and does not contradict with the interests of the Company.
12. Of all the things discussed and decided in the GMS, a notary shall write the Minutes of the GMS which shall become valid evidence against all shareholders and third parties regarding the resolution and everything that occurs in the GMS.

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

Article 13

1. Amendment of the Articles of Association shall be resolved by the GMS, attended by shareholders representing at least 2/3 (two thirds) of the total shares of the Company with valid voting right that issued by the Company and the resolution shall be approved by more than 2/3 (two per three) of the total shares with voting rights who are present at the GMS. The Amendment to the Articles of Association shall be drawn up in a Notarial deed in Indonesian language.
2. The Amendment to the Articles of Association relating to the name/or domicile of the Company, purpose and objective and business activities of the Company, term of incorporation of the Company, the amount of authorized capital, the decrease og issued and paid up capital, and the change of status from non-publicly listed company to publicly listed company or vice versa, shall need an approval from the Minister of Law and Human Rights of the Republic of Indonesia.
3. The amendment of Articles of Association other than specified in paragraph 2 of this Article shall only need to be notified to the Minister of Law and Human Rights of the Republic of Indonesia at the latest 30 (thirty) days commencing from the date of resolution of the said amendment of the GMS.
4. If the quorum is not achieved within the specified GMS referred to in paragraph 1 of this Article, the second GMS can be convened. The resolution is valid if attended by shareholders who represent 3/5 (three-fifths) of the total shares with valid voting rights that have been issued by the Company and approved by the Shareholders who represent votes more than 1/2 (one half) of the total shares with voting rights that are present at the GMS.
5. In the event the quorum for the second GMS as referred to in paragraph 4 of this Article is not met, then at the request of the Company, third GMS quorum, the number of votes to adopt resolution, notice and time for convening the GMS shall be stipulated by the Financial Services Authority.

6. The resolution regarding the decrease of capital must be notified in writing to every creditor of the Company by the Board of Directors in 1 (one) or more daily newspaper circulated nationally in the period at least 7(seven) days since the date of resolution regarding the said decrease of capital.
7. The GMS for the amendment of the Articles of Association shall be conducted with due observance to the provisions of Capital Market Supervisory Agency and Financial Services Authority that relate with the main points of the Articles of Association of the Company which conducting the public offering of Equity Securities and Public Company and Stock Exchange Regulation where the Company listed.

MERGER, CONSOLIDATION, ACQUISITION, SEPARATION AND DISSOLUTION

Article 14

1. a. With due observance to the prevailing laws and regulations, a merger, consolidation, takeover, separation, application bankruptcy, the extension of the establishment period and the dissolution of the Company can only be carried out based on resolution of the GMS attended by shareholders representing at least 3/4 (three fourth) of the total shares with valid voting rights and decisions approved by more than 3/4 (three fourth) of the total shares with voting rights who are present in the GMS.
b. In the event the quorum referred to in paragraph 1 letter a, is not met, the second GMS can be convene. The second meeting is valid if attended by shareholders or their authorized proxies and may adopt legally binding resolutions if attended by shareholders representing at least 2/3 (two thirds) of the total shares with valid voting rights and decisions approved by more than 3/4 (three fourth) of the total shares with voting rights that are present in the GMS.
c. In the event for the second GMS as referred to in paragraph 1 letter b is not met, then upon request of the Company, the quorum, the number of votes required to adopt a resolution, notice and the time for convening the GMS shall be further determined by the Financial Services Authority.
2. The Board of Directors shall announce in 1 (one) daily newspapers that are published and circulated in the domicile or location of the business activities of Company business regarding the proposed merger, consolidation, takeover or separation of the Company at least 30 (thirty) days prior to the invitation of the GMS.
3. If the Company is dissolved, either due to expiry of establishment or dissolved by virtue of resolutions of the GMS or dissolved due a Court decision dissolving the Company, then the liquidation shall be held by a liquidator or curator. Regarding liquidation, the liquidator shall add to the Company's name with the words in liquidation.
4. The Board of Directors acts as the liquidator when the GMS decision or determination referred to in paragraph 1 does not appoint a liquidator. The rest of the liquidation account, having paid all the debts and liabilities of the Company will be used to pay for all shares of the Company with the amount of the price written on the share letter. If there are remaining, liquidation proceeds will be apportioned according to the decision of the GMS.
5. The salary for the liquidator shall be determined by the GMS or the decision of the Court.



6. The liquidator shall be registered in the Company Register and announce in the State Gazette and in two (2) daily newspapers published or circulated in the domicile or location of business activities of the Company and notify the Minister of Law and Human Rights in accordance with the prevailing laws and regulations.
7. Articles of Association as contained in the Deed of establishment and its amendment thereto shall prevail until the date of the GMS ratifies the calculation of the liquidation and granting of a full acquittal and discharge to the liquidator.

BOARD OF DIRECTORS

Article 15

1. A Company shall be managed and led by a Board of Directors consisting of two (2) Directors, one of whom is appointed as President Director.
2. Individuals who can be appointed as members of the Board of Directors are those who meet the requirements specified in the Law of the Republic of Indonesia Number 40 Year 2007 regarding Limited Liability Company, the prevailing laws and regulations in capital market and other laws related to the Company's business activities.
3. Each member of the Board of Directors appointed by the GMS has a maximum period of five (5) years after the appointment date stated in the GMS without prejudice to the GMS's right to dismiss them at any time.
4. Members of the Board of Directors whose term of service has expired can be reappointed in accordance with the resolution of the GMS.
5. One who is appointed to replace member of the Board of Directors who resign or is dismissed from office or to fill a vacancy shall be appointed for a period which is the remaining of the other member of Board of Directors who serve.
6. If by any reason resulting in the number of members of the Board of Directors become less than 2 (two), within 90 (ninety) days from the occurrence of such vacancy, GMS shall be held to meet the minimum requirements of the number of members of the Board of Directors with due observance to the provisions of laws and regulations and the Articles of Association.
7. If by any reason all members of the Board of Directors positions are vacant, the Company shall be managed by members of the Board of Commissioners appointed by the meeting of the Board of Commissioners.
8. The members of Board of Directors are entitled to resign by providing written notification to the Company at least 90 (ninety) days before the date of his/her resignation.
9. The Company shall organize the GMS to decide on the resignation of members of the Board of Directors no later than ninety (90) days after such request of resignation is received.

10. In the event that the Company does not hold GMS in the period referred to in paragraph 9 of this article, by the lapse of the period, the resignation of members of the Board of Directors becomes valid without requiring the approval of the GMS.
11. In the case of resigned members of the Board of Directors resulting in the number of members become less than 2 (two) people, the resignation is valid if the GMS has confirmed and appointed a new member of Board of Directors so that it will meets the minimum requirements of the number of members of the Board of Directors.
12. In the event of a member of the Board of Directors who has been suspended by the Board of Commissioners, the Company is obliged to convene the GMS at the latest within a period of ninety (90) days after the date of suspension.
13. In the event that GMS as referred to in paragraph 12 of this Article is not able to adopt a decision or after the period as mentioned in paragraph 12 expired is not able to convene a GMS, the suspension of members of the Board of Directors shall be canceled.
14. Salaries, fees and other allowances (if any) for the members of the Board of Directors from time to time shall be determined by the GMS and the authority may be delegated by the GMS to the Board of Commissioners.
15. The position of the Board of Directors shall ended if:
 - a. resigned under paragraph 8 of this Article; or
 - b. no longer meet the requirements of the prevailing laws and regulations; or
 - c. passes away; or
 - d. dismissed by the resolution of the GMS.

DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS

Article 16

1. The Board of Directors is in charge of carrying out all actions related to the management of the Company for the interest of the Company pursuant to the purposes and objectives of the Company.
2. In implementing management referred to paragraph 1, the Board of Directors shall carry out their duties in good faith and responsibly in accordance with the provisions of Article 97 of the Law of the Republic of Indonesia Number 40 of 2007 on Limited Liability Company and with due observance to the prevailing laws and regulations in the Capital Market and other laws related to the business activities of the Company.
3. The Board of Directors entitled to represent the Company within and outside the Court on all matters and in any event that binding the Company with the other party or other Party to the Company and perform all actions, both concerning the management and ownership on assets with the restriction for:
 - a. borrowing or lending money on behalf of the Company (excluding taking the money in the bank) with the amount equal to or greater than 20% (twenty percent) of the Company's equity;
 - b. establishing a new business or participating in other companies both within or outside the country with an investment value equal to or greater than 20% (twenty percent) of the Company's equity; shall with the written consent of the Board of Commissioners.

4. The legal action to transfer, release the right in one financial year or securing loan which is more than 50% (fifty percent) of the Company's total net assets either in one (1) or more independent transactions, or that relate to one another and not within 1 (one) financial year must obtained approval from GMS which attended or represented by the shareholders who represent $\frac{3}{4}$ (third quarter) from the total shares with valid vote and approve by at least $\frac{3}{4}$ (third quarter) from the number of valid vote cast at the meeting.
5.
 - a. President Director, are entitled and authorized to act for and on behalf of the Board of Directors and represent the Company.
 - b. In the matter the President Director is absent or unavailable due to any cause which impediment need not be proven to a third parties, the other two members of the Board of Directors are entitled and authorized to act for and on behalf of the Board of Directors and represent the Company.
6. The distribution of duties and authorities of the members of the Board of Directors shall be determined by the GMS. In the event the GMS not determined it, the distribution of duties and authorities members of the Board of Directors shall be determined based on the resolution of the Board of Directors.
7. Without mitigate the responsibility of the Board of Directors, the Board of Directors may may virtue Power of Attorney to one or more persons to act for and on behalf of the Company in undertaking certain legal actions as described in the Power of Attorney
8. In the event that the Company has interests that conflict with the personal interests of a member of the Board of Directors, the Company shall be represented by members of the Board of Directors and in the event that the Company has an interest conflicting with the interests of all members of the Board of Directors, then in this case the Company shall be represented by the Board of Commissioners, one and with due regard to the laws and regulations in Capital Markets on conflicts of interest of certain transactions.

MEETING OF THE BOARD OF DIRECTORS

Article 17

1.
 - a. Board of Directors meeting shall be held at least 1 (one) time each month or can be held any time when deemed necessary:
 - i. by one or more members of the Board of Directors;
 - ii. Upon written request of one or more members of the Board of Commissioners; or
 - iii. Upon the written request of one or more shareholders representing 1/10 (one tenth) part or more of the total shares with voting rights;
 - b. The Board of Directors shall convene a joint meeting with the Board of Commissioners periodically at least 1 (one) time in 4 (four) months;
 - c. Minutes of the Meeting shall be signed by all members of the Board of Directors in attendance. In the event of a member of the Board of Directors does not give his/her signature, he/she shall mention the reasons in writing in a separate letter attached to the Minutes of the Meeting of the Board of Directors. This provision shall apply mutatis mutandis to the Meeting of the Board of Directors together with the Board of Commissioners as referred to in paragraph b above.

2. The invitation for Board of Directors meeting is conducted by members of the Board of Directors who are entitled to represent for and on behalf of the Board of Directors.
3. The Invitation of the Meeting of the Board of Directors shall be delivered by registered mail or by letter delivered directly to each member of the Board of Directors to receive a receipt not later than three (3) days before the meeting is held excluding the date of the invitation and the meeting date.
4. Invitation of meeting shall include the agenda, date, time and venue of the meeting.
5. The Meeting of the Board of Directors shall be held at the domicile of the Company or location of the main activities of the Company. If all members of the Board of Directors are present or represented, the invitation in advance is not required and Board of Directors meeting may be held anywhere and entitled to make a valid and legally binding decision.
6. The Meeting of the Board of Directors shall be presided by the President Director and if the President Director is absent or unavailable, which impediment need not be proven to a third parties, the meeting of the Board of Directors shall be presided by the other member of the Board of Directors specifically designated for that purpose by the meeting of the Board of directors.
7. A member of the Board of Directors can be represented at the Meeting of the Board of Directors Meeting only by another member of the Board of Directors by virtue of power of attorney.
8. The Meeting of the Board of Directors shall be valid and entitled to adopt legally binding resolutions if more than 50% (fifty percent) of the members of the Board of Directors are present and/or represented at the Meeting.
9. The Resolutions of the Board of Directors shall be taken based on deliberation to reach consensus. If could not be reached, the resolutions shall be adopted by voting based on affirmative votes of more than 50% (fifty percent) of the total votes cast at the Meeting.
10. In the event of tie vote, the Chairman of the Meeting of the Board of Directors shall decide the final result.
11.
 - a. Each member of the Board of Directors in attendance is entitled to cast 1 (one) vote and 1 (one) additional vote for each member of the Board of Directors who he/she represented.
 - b. Voting concerning an individual shall be made in an unsigned folded ballot paper, whole voting concerning other matters shall be conducted orally unless the Chairman the Board of Directors Meeting decides otherwise without any objection of other attendees;
 - c. Blank vote and invalid votes shall be deemed uncast and not exist and not counted in determining the total casting votes.
12. The Board of Directors may also adopt a valid decision without convening a Board of Directors meeting provided that all members have been notified in writing and all members of the Board of Directors given their written approval to the proposal submitted

evidenced by their signatures. The Resolution adopt in such manner has the same validity as lawfully resolutions adopt at the Meeting of the Board of Directors.

BOARD OF COMMISSIONERS

Article 18

1. Board of Commissioners shall consist of at least two (2) persons including an independent commissioner. The number of commissioner is adjusted to the requirements of the prevailing laws and regulations in Capital Market and one of them is appointed as President Commissioner.
2. The individuals who can be appointed as a member of the Board of Commissioners are those who meet the requirements specified in the Law of the Republic of Indonesia Number 40 Year 2007 regarding Limited Liability Company, the prevailing laws and regulations in Capital Market, and other laws related the Company's business activities.
3. The members of the Board of Commissioners are appointed by the GMS for a period of five (5) years after the appointment date without prejudice to the rights of the GMS to dismiss he/she at any time.
4. The members of the Board of Commissioners whose term of office expired may be reappointed by the resolution of the GMS.
5. If by some causes resulting the number of members of the Board of Commissioners become less than 2 (two) members, within 90 (ninety) days after the occurrence of the vacancy, the GMS shall be convene to meet the minimum requirements of the number of members of the Board of Commissioners with regard to the provisions of laws and Articles of Association. A person who is appointed to replace members of the Board of Commissioners who resigned or dismissed from office or to fill a vacancy shall be appointed for a period which is the remaining of the other members of Board of Commissioners who serve.
6. A member of the Board of Commissioners is entitled to resign by giving written notification to the Company at least 90 (ninety) days before the date of his/her resignation.
7. The Company shall organize the GMS to decide on the resignation of members of the Board of Commissioners at the latest within a period of ninety (90) days after the resignation letter is received.
8. In the event that the Company does not hold GMS in the period stated in the paragraph 7 of this Article, thus by the lapse of the period, the resignation of members of the Board of Commissioners are valid without requiring the approval of the GMS.
9. In the event that the members of the Board of Commissioners resigned and resulting the number of members of the Board of commissioners become less than 2 (two) people, the resignation is valid if the GMS has confirmed and appointed a new member of Board Commissioners that meets the minimum requirements of the number of members of the Board of Commissioners.
This provision shall apply mutatis mutandis in the occurrence of the resignation of the Independent Commissioner.

10. The salary or honorarium and other benefits (if any) of the members of the Board of Commissioners from time to time shall be determined by the GMS.
11. The position of the member of the Board of Commissioners shall terminate if:
 - a. resigned in accordance with the provisions of paragraph 5 of this Article; or
 - b. no longer meet the requirements of the prevailing the laws and regulations; or
 - c. passes away; or
 - d. dismissed by the GMS.

DUTIES AND AUTHORITIES OF THE BOARD OF COMMISSIONERS

Article 19

1. The Board of Commissioners is in charge of: (a) Supervision over the policy in general, both regarding the Company or the Company's business; (b) Providing advice to the Board of Directors; and (c) Verifying the annual reports prepared by the Board of Directors and signing such report.
2. The Board of Commissioners at any time during the business hours is entitled to enter the building and premises or other places used or controlled by the Company and are entitled to examine all of the books, letters and other evidentiary instruments, to examine and match the condition of the cash and others, and shall be entitled to know all the actions carried out by the Board of Directors.
3. The Board of Directors and each member of the Board of Directors is obliged to provide an explanation concerning all matters questioned by the Board of Commissioners.
4. In connection with the duties and authority of the Board of Commissioners as referred to in paragraph 1 of this Article, the Board of Commissioners are obliged to:
 - a. Deliver advices and opinions to the GMS regarding the development plans of the Company;
 - b. Provide reports on duties and monitoring that have been performed during the past financial year to the GMS along with suggestions and corrective measures that should be taken if the Company shows declining performance;
 - c. Provide advice and opinions to the GMS regarding any other issues deemed important for the management of the Company.
 - d. Enacted the Work Plan and Budget of the Company presented by the Board of Directors not later than 30 (thirty) days before the new financial year begins.
In the event that the Work Plan and Budget of the Company is not approved within 30 (thirty) days before the commencement of the new financial year, the past Work Plan and Budget of the Company is imposed;
 - e. Shall carried other oversight duties which determined by GMS;
 - f. Shall make Minutes of Meeting of the Board Commissioners;
 - g. To report to the Company concerning his/her share ownership and/or his/her family in the Company and in other company.
5. The Meeting of the Board of Commissioners reserves the right at any time to suspend one or more members of the Board of Directors, if the members of Board Directors act contrary to the Articles of Association and the prevailing laws and regulations or harm the purposes and objectives of the Company or neglect their duty.



6. Such suspension shall be communicated to the concerned by stating the reasons thereof.
7. Within a period of ninety (90) days after the temporary suspension, the Board of Commissioners shall convene the Extraordinary GMS to determine whether the concerned member of the Board of Directors is dismissed or returned to his/her position, while the temporarily suspended members of the Board of Directors shall be given an opportunity to be present at the meeting to defend himself/herself.
8. The meeting in paragraph 7 of this Article shall be presided by the President Commissioner and if she/he is absent which impediment need not be proven to third parties, the GMS shall be presided by the other member of the Board of Commissioners appointed by the GMS and it shall be done in accordance with the provisions in Article 11 above.
9. If the GMS is not convened within 90 (ninety) days after the temporary suspension, then the temporary suspension shall be null and void and the relevant member shall be entitled to hold his/her former position.
10. If all members of the Board of Directors are temporarily suspended and the Company does not have one member of the Board of Directors, the Board of Commissioners temporarily is required to manage the Company. In such case, the Board of Commissioners shall be entitled to give a temporary authorization to one or more members of the Board of Commissioners at the expense of the Board of Commissioners.

MEETING OF THE BOARD OF COMMISSIONERS

Article 20

1. a. The Meeting of the Board of Commissioners shall be convened at least 1 (one) time each month or can be convened any time when deemed necessary:
 - (i) by one or more members of the Board of Directors;
 - (ii) upon written request of one or more members of the Board of Commissioners; or
 - (iii) upon the written request of one or more shareholders representing 1/10 (one tenth) part or more of the total shares with voting rights;
 - b. The Board of Directors shall convene a joint meeting with the Board of Commissioners periodically at least 1 (one) time in 4 (four) months;
 - c. Minutes of the Meeting shall be signed by all members of the Board of Commissioners in attendance. In the event of a member of Board of Commissioners does not give his/her signature, he/she shall mention the reasons in writing in a separate letter attached to the Minutes of Meeting of the Board of Commissioners
2. The notification of the Meeting of the Board of Commissioners is conducted by members of the Board of Commissioners who entitled to act for and on behalf of the Board of Commissioners.
 3. The invitation Meeting of the Board of Commissioners shall be delivered by registered mail or by letter delivered directly to each member of the Board of Directors to receive a receipt not later than three (3) days before the meeting is held excluding the date of the invitation and the meeting date.

4. The meeting notice shall include the agenda, date, time and venue of the meeting.
5. The Meeting of Board of Commissioners shall be held at the Company's domicile or location of Company business activities. If all members of the Board of Commissioners are present or represented, the Invitation in advance is not required and The Meeting of Board of Commissioners may be held anywhere and entitled to make a valid and legally binding resolution.
6. The Meeting of the Board of Commissioners shall be presided by the President Commissioner. If he/she is absent or unavailable, which impediment need not be proven to third parties, Meeting of the Board of Commissioners shall be presided by other member of the Board of Commissioners who has been specifically designated in writing by the President Commissioners for that purpose.
7. The member of the Board of Commissioners may be represented in the Meeting of the Board of Commissioners only by another member of the Board of Commissioners based on a power of attorney.
8. The Meeting of the Board of Commissioners is valid and may adopt legally binding resolutions if more than 1/2 (one half) of the number of members of the Board of Commissioners are present or represented at the meeting.
9. Resolutions of the Board of Commissioners shall be adopted by deliberation to achieve consensus. If it is not reached, the resolution is adopted by voting with affirmative vote of more than 1/2 (half) of the total votes cast at the meeting.
10. If it is a tie vote, the Chairman of the Meeting of the Board of Commissioners shall decide the final result.
11. a. Each member of the Board of Commissioners in attendance shall be entitled to cast one (1) vote and one (1) additional vote for each of member of the Board of Commissioners he/she represented.
b. Voting concerning an individual shall be made in an unsigned, folded ballot paper, while voting concerning in others matters shall be conducted orally unless the Chairman of the Meeting of the Board of Commissioners decides without any objection of other attendees.
c. Blank vote and invalid vote shall be deemed uncast and is not counted when determining the total casting votes.
12. The Board of Commissioners may also adopt a valid resolution without holding Board of Commissioners Meeting, provided that all members of the Board of Commissioners have been notified in writing and all members of the Board of Commissioners have given approval concerning the proposal submitted in writing by signing such approval. The resolution adopted in such manner has the same validity with resolutions lawfully adopt at Meeting of the Board of Commissioners.

1. The Board of Directors shall deliver the work plan, which also contains the Company's annual budget to the Board of Commissioners to obtained approval, before the financial year begins.
2. The work plan referred to in paragraph (1) shall be submitted no later than 30 (thirty) days before the commencement of the following financial year.
3. The financial year of the Company shall run from the 1st (first) January until 31st (thirty-first) December. At the end of December of each year, the book of the Company shall be closed.
4. The Board of Directors shall draw up an annual report and make it available at the Company's office for inspection by shareholders as from the date of the Annual GMS.
5. Approval of the annual report including the ratification of the annual financial statement and the report on duties of oversight of the Board of Commissioners and the resolution concerning appropriation of profit shall be determined by the GMS.
6. The enactment of the balance sheet ,and profit /loss statements by the Annual GMS fully discharges (acquit at de charge) the Board of Commissioners and Board of Directors from responsibility for their actions in their respective fields in the financial year concerned, as long as such actions recorded in the book of the Company.
7. The Company shall announce the Balance Sheet and Profit/Loss Statement in a daily newspaper in Indonesian language and national circulation pursuant to the prevailing laws and regulations in Capital Market.
- 8.

APPROPRIATION OF PROFIT AND DISTRIBUTION OF DIVIDEND AND INTERIM DIVIDEND

Article 22

1. The net profit of the Company in one financial year as stated in the balance sheet and profit and loss statement that is approved by the Annual GMS and which constitutes positive profit balance shall be distributed according to its appropriation determined by the GMS.
2. If the profit/loss statement in one financial year shows a loss that cannot be covered by the reserve fund, then the loss shall remain recorded and posted in the profit/loss statement and in the following financial year, the Company shall be considered as having made no profit as long as the loss recorded and posted in the profit/ loss statement has not been fully covered.
3. The profits distributed as dividend, which left unclaimed within 5 (five) years after the determination for its payment, shall be put into reserve fund especially designated for that purpose. Dividend in the special reserve fund can be taken by the entitled shareholders prior to the lapse of a period of 5 (five) years by providing evidence of his/her right over the dividend which is acceptable to the Board of Directors of the Company. Dividend which left unclaimed after lapse of 5 (five) years shall be the property of the Company.
4. The Company may distribute interim dividends before the financial year of the Company ended pursuant to the prevailing laws and regulations.

APPROPRIATION OF RESERVES

Article 23

1. the appropriation of net profit for reserve fund shall be made until attaining the amount of at least 20% (twenty percent) of the issued and paid up capital and may only be used to cover losses that cannot be covered by the other reserve.
2. If the reserves fund has exceeded 20% (twenty percent), the GMS may resolve that the amount of the excess shall be used for the needs of the Company.
3. Reserves, as referred to in paragraph 1 of this Article, left unused to cover the losses and the excess of reserves referred to in paragraph 2 of this Article, which the used have not been determined by the GMS shall be managed properly according to the consideration of the Board of Directors after obtaining the approval of the Board of Commissioners and with due observance to the laws and regulations in order to make a profit.

CLOSING PROVISION

Article 24

Any matters which are not covered or not fully provided for in this Articles of Association shall be determined by the GMS.

