

## INFORMATION DISCLOSURE TO SHAREHOLDERS

### PT ABM INVESTAMA TBK.

(the “COMPANY”)

This Information disclosure is prepared in the framework of fulfilling Bapepam-LK Rule No. IX.E.2 concerning Material Transaction and Change of Core Business Activities and OJK Regulation No. 32/POJK.04/2014 dated 8 December 2014 concerning Plan and Implementation of General Meeting of Shareholders of Public Companies (“**OJK Regulation No. 32**”).



### PT ABM INVESTAMA TBK.

#### **Business Activities:**

Operating in the fields of Integrated Resources and Infrastructure Services relating to Energy through Subsidiaries.

Domiciled in South Jakarta, Indonesia

#### **Headquarter Office:**

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**THIS INFORMATION DISCLOSURE IS IMPORTANT TO BE READ AND CONSIDERED BY THE SHAREHOLDERS OF THE COMPANY IN MAKING A DECISION CONCERNING A MATERIAL TRANSACTION.**

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This Information disclosure is issued on 31 May 2017

## DEFINITIONS

**Public Accountant:** Purwanto, Sungkoro & Surja, as independent auditor, which has conducted an audit on the Company's financial statements.

**Securities Administration Bureau:** PT Datindo Entrycom, as the Securities Administration Bureau of the Company.

**Director:** The incumbent member of the Board of Directors of the Company at the time this Information Disclosure is made.

**Business Day:** A day (other than Saturday or Sunday or public holiday stipulated by the government) where banks are open for business in Indonesia.

**Information Disclosure:** Information as set forth in this announcement and/or Information Disclosure, and any additional information that may be available.

**Commissioner:** The incumbent member of the Board of Commissioners of the Company at the time this Information Disclosure is made.

**MOLHR:** Minister of Law and Human Rights of the Republic of Indonesia.

**Notes:** The notes which will be issued by the Company in the maximum principal amount of US\$450,000,000.

**Financial Services Authority** or **OJK:** means an independent institution under Law No. 21 of 2011 on Financial Services Authority ("**OJK Law**"), which duties and authorities include regulating and supervising financial services activities in the sectors of banking, capital markets, insurance, pension funds, financing agencies, and other financial institutions, whereby since 31 December 2012, OJK had assumed the rights and responsibilities to perform regulatory and supervisory functions from Bapepam and/or Bapepam-LK in accordance with the provision of Article 55 of OJK Law.

**Initial Purchaser:** Initial purchaser of Notes which details will be disclosed within 2 Business Days after the issuance of Notes.

**Shareholders:** The Company's shareholders which names are listed in the Company's shareholders register issued by the Securities Administration Bureau.

**Rule No. IX.E.2:** Bapepam-LK Rule No. IX.E.2 Attachment of Chairman of Bapepam-LK Decree No. Kep-614/BL/2011 dated 28 November 2011, concerning Material Transaction and Change of Core Business Activities.

**Company:** PT ABM Investama Tbk., a limited liability company duly established and existing under and by virtue of the laws of the Republic of Indonesia, domiciled in South Jakarta, Indonesia.

**Proposed Transaction:** The proposed issuance of Notes by the Company in the maximum principal amount of US\$450,000,000 which represents 282.6% of the Company's equity value based on the Company's Financial Statements dated 31 December 2016 in accordance with Rule No. IX.E.2.

**EGMS:** The Company's extraordinary General Meeting of Shareholders scheduled to be held on Friday, 7 July 2017, with an agenda to, among others, approve the Proposed Transaction in relation to compliance to Rule No. IX.E.2.

**SGX-ST :** Singapore Exchange Securities Trading Limited, the stock exchange in Singapore.

**US\$:** United States Dollars, the currency of the United States.

**U.S Securities Act :** U.S. Securities Act of 1933 (as amended from time to time).

## **I. BACKGROUND**

The information contained in this Information Disclosure is delivered to the Company's Shareholders in connection to the Proposed Transaction which will be done by the Company. The Notes will be issued and listed on SGX-ST in accordance with the provisions of Rule 144A and Regulation S of the U.S Securities Act. The Proposed Transaction which will be done constitutes an effort to obtain funds in the maximum principal amount of US\$ 450,000,000 which will be used by the Company to prepay its long term debt liabilities and to add working capital to the Company and its subsidiaries as well as to support the Company's and its subsidiaries' general financial needs.

The Proposed Transaction which will be done by the Company constitutes a Material Transaction as defined under Rule No. IX.E.2 where the Notes will be issued in the maximum principal amount of US\$ 450,000,000 which represents 282.6% of the Company's equity value based on the Company's Financial Statements dated 31 December 2016 in accordance with Rule No. IX.E.2. The Company's equity value as of 31 December 2016 was US\$ 159,213,924.

In accordance with Rule No. IX.E.2, the Board of Directors of the Company must announce this Information Disclosure on at least one daily newspaper in Indonesian language with nationwide circulation to provide information to the Company's Shareholders on the Proposed Transaction which will be done by the Company which requires approval from the Company's EGMS. This Information Disclosure forms the basis of consideration for the Company's Shareholders in giving approval on the Proposed Transaction which will be proposed by the Company in the EGMS.

## **II. INFORMATION REGARDING THE PROPOSED TRANSACTION**

### **A. THE PROPOSED TRANSACTION**

#### **1. Reasons and Background**

The Company is engaged in the field of management consultancy services, including planning and design for development of business management, and rental services. The Company is an integrated energy company that performs strategic investments in energy-related sectors. The Company's business portfolio includes the fields of resources, services, and infrastructure, all of which are synergized to support the accomplishment of the Company's 2020 Vision, i.e. a balanced portfolio.

In order to settle loans and develop its business, the Company requires funds for production expansion and activities.

One of the possible financing schemes is through issuance of Notes by the Company in the maximum principal amount of US\$450,000,000.

#### **2. Benefits of the Proposed Transaction to the Company**

The Company has a long term debt that is used to finance the Company and its subsidiaries' business activities. In relation to that matter, the Company will use the obtained proceeds to prepay its long term debt liabilities. Moreover, the remaining proceeds will also be used by the Company and/or its subsidiaries to add working capital to the Company and its subsidiaries as well as to support the Company's and its subsidiaries' general financial needs.

The principal payment of such loans will cause the Company and/or its subsidiaries' liquidity to become more flexible considering that the Notes do not have amortization over loan with fixed interest rate. Moreover, the Notes will also be used to finance the Company's general activities which will later increase the Company's liquidity and profit.

The Notes issuance will help to expose future financing options for the Company and/or the Company's subsidiaries to reach maximum growth in developing business activities and strategy from time to time.

### **3. Brief Summary of the Proposed Transaction.**

#### **a. Brief summary of the Notes that will be issued**

The proposed Notes will be issued in the maximum principal amount of US\$ 450,000,000 which represents 282.6% of the Company's equity value based on the Company's Financial Statements dated 31 December 2016 in accordance with Rule No. IX.E.2. The Notes will be issued with a maximum Notes interest rate of 10% per year and with a maximum period 5 years or other period as may be agreed by the parties.

As generally applied to similar Notes, reasonable restrictions in the Notes will be applied to the Company and/or related subsidiaries, whereas such restrictions are commonly applied restrictions in similar transactions to protect the Notes holders, which will be governed in detail in the Indenture which will be executed by the Company and/or related subsidiaries.

The details of parties which will purchase the Notes and summary of appraiser's report and the amount of borrowed fund, interest rate, and the value of guarantee will be disclosed through newspaper at the latest 2 (two) business days after the issuance of the Notes.

#### **b. Parties Involved in the Proposed Transaction**

Parties involved in the Proposed Transaction include the Company as the Issuer and the Initial Purchaser which details will be disclosed within 2 Business Days after the issuance of the Notes.

#### **c. Use of Proceeds**

To prepay the Company and its subsidiaries' long term debt liabilities and to add working capital to the Company and its subsidiaries as well as to support the Company's and its subsidiaries' general financial needs.

#### **d. Effects to the Company's Financial Condition as a Result of the Proposed Transaction**

By taking into consideration the possible realization of the maximum value of the issued Notes, the Company's liabilities may increase. The Notes issuance will extend loan maturity profile since the funds received from the Notes issuance will be used to settle loans.

### **4. Description of the Company**

#### **a. Brief Description**

The company is a limited liability public company established based on and subject to the laws of the Republic of Indonesia, established under the name of PT Adiratna Bani Makmur, based on Deed of Establishment No. 01 dated 1 June 2006, made before Asih Wahyuni Martaningrum, S.H., Notary in Depok, which has been approved by MOLHR based on Decree No. 22790.HT.01.01.TH.2006 dated 3 August 2006, and announced in State Gazette No. 30 dated 14 April 2007, Supplement No. 3506/2007.

The Company's Articles of Association have been amended several times with the last amendment under Deed No. 9 dated 5 June 2015, made before Jose Dima Satria, SH., M.Kn., Notary in Jakarta, which has been notified to MOLHR pursuant to Notification Acknowledgement No. AHU.AH.01.03-0944984 dated 24 June 2015 and registered under Company Register at the Ministry of Law and Human Rights under No. AHU-3523760.AH.01.11.Tahun 2015 dated 24 June 2015 ("**Deed No. 9/2015**").

**b. The Company's Capital Structure and Shareholding Composition**

Based on Deed No. 163 dated 21 July 2011, made before Aulia Taufani, SH., a substitute Notary of Sutjipto, SH, in South Jakarta which has been approved by MOLHR based on Decree No. AHU-38025.AH.01.02.Tahun 2011 dated 28 July 2011 and registered under Company Register at the Ministry of Law and Human Rights under No.AHU-0062298.AH.01.09.Tahun 2011 dated 28 July 2011 in conjunction with Deed No. 45 dated 31 May 2012 made before Andalia Farida, SH., MH., Notary in Jakarta pursuant to Notification Acknowledgement No.AHU-AH.01.10-44783 dated 17 December 2012 and registered under Company Register at the Ministry of Law and Human Rights under No.AHU-0109347.AH.01.09.Tahun 2012 dated 17 December 2012, the Company's capital structure is as follows:

Authorized capital : Rp 4,680,000,000,000  
 Issued/paid-up capital : Rp 1,376,582,500,000  
 Nominal value per shares : Rp 500

Based on the Company's Shareholders Register dated 30 April 2017 issued by the Securities Administration Bureau, the Company's shareholding composition is as follows:

No.	Name	Number of Shares	Nominal Value (Rp)	Percentage (%)
1.	Valle Verde Pte Ltd	1,514,240,000	757,120,000,000	55.0
2.	PT Tiara Marga Trakindo	636,366,000	318,183,000,000	23.2
3.	Masyarakat	602,559,000	301,279,500,000	21.8
	<b>Total</b>	<b>2,753,165,000</b>	<b>1,376,582,500,000</b>	<b>100.0</b>

**c. Management and Supervision**

Based on Deed No. 46 dated 18 May 2016, made before Jose Dima Satria, SH., M.Kn., Notary in Jakarta, which has been accepted by MOLHR pursuant to Notification Acknowledgement No.AHU-AH.01.03-0050261 dated 20 May 2016 and registered under Company Register at the Ministry of Law and Human Rights under No.AHU-0062386.AH.01.11.Tahun 2016 dated 20 May 2016, the composition of the Board of Commissioners and Board of Directors of the Company is as follows:

**Board of Commissioners**

President Commissioner : Rachmat Mulyana Hamami  
 Independent Commissioner : Arief Tarunakarya Surowidjojo  
 Commissioner : Mivida Hamami

**Board of Directors**

President Director : Achmad Ananda Djajanegara  
Independent Director : Syahna Poerba  
Director : Adrian Erlangga

**d. Purposes, Objectives and Business Activities**

Based on Deed No. 9/2015, the purposes and objectives of the Company are business management consultancy services, including planning and design for development of business management, and rental services.

**B. MATERIAL TRANSACTION**

The Proposed Transaction which will be done by the Company constitutes a Material Transaction pursuant to Rule No. IX.E.2 where the transaction value in the maximum principal amount of US\$ 450,000,000 represents 282.6% of the Company's equity value based on the Company's Financial Statements dated 31 December 2016 which has been audited by the Public Accountant pursuant to Rule No. IX.E.2. Therefore, referring to Rule No. IX.E.2, the Proposed Transaction requires prior approval from the Company's EGMS.

**III. INDEPENDENT PARTIES APPOINTED FOR THE TRANSACTION**

The independent parties which will take part in the Proposed Transaction and have been appointed by the Company are as follows:

Independent Appraiser : KJPP Stefanus, Tonny Hardi & Rekan  
Legal Consultant : Assegaf, Hamzah & Partners  
Public Accountant : Purwantono, Sungkoro & Surja

**IV. EXTRAORDINARY GENERAL MEETING of SHAREHOLDERS ("EGMS")**

The Proposed Transaction requires the Company's EGMS approval which will be held on Friday, 7 July 2017 at 14.00 Western Indonesian Time until done at Hotel Veranda, Jl. Kyai Maja No.63, RT.6/RW.2, Kramat Pela, Kby. Baru, South Jakarta, Jakarta 12130.

Invitations for the EGMS will be issued on Thursday, 15 June 2017 in a newspaper in Indonesian language with nationwide circulation. If there is any Shareholder of the Company that is unable to attend the EGMS, such Shareholder is requested to fill in and return a Power of Attorney Form that is available at the Securities Administration Bureau's office, PT Datindo Entrycom, at Jl. Hayam Wuruk No.28, Jakarta 10120 Tel: 3508077, Fax: 3508078.

14 June 2017 at 16.00 is set as the date of the Shareholders Register ("**Recording Date**") to determine the shareholders of the Company who are entitled to attend and issue votes in the EGMS. The shareholders registered in the Recording Date are entitled to issue one vote for each share that they own to approve the Proposed Transaction.

The following are the important dates in relation to the EGMS of the Company:

<b>EVENT</b>	<b>DATE</b>
Announcement of EGMS in newspaper	31 May 2017
Publication Information Disclosure on the Proposed Transaction in newspaper	31 May 2017
Recording Date	14 June 2017
Invitation of EGMS in newspaper	15 June 2017
EGMS	07 July 2017

<b>EVENT</b>	<b>DATE</b>
Announcement of EGMS results in newspaper	10 July 2017
Report to OJK and announcement in newspaper on EGMS results	10 July 2017

Pursuant to Article 11 of the Company's Articles of Association and OJK Regulation No. 32, the EGMS may be convened if attended by the shareholders or its authorized proxies representing more than 50% of the amount of issued shares with voting rights. The EGMS resolutions are valid and binding if such resolution is approved by more than 50% of the amount of shares with voting rights casted at the EGMS.

Based on Rule IX.E.2 number 2 letter a point g, in the event that the Proposed Material Transaction does not obtain EGMS approval, therefore a new proposal may be re-proposed in 12 months after the EGMS.

#### **V. RECOMMENDATION OF THE BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS**

After conducting an exhaustive and comprehensive analysis, the Board of Directors and Board of Commissioners of the Company recommend all Shareholders of the Company to approve the Proposed Transaction at the EGMS to be held on Friday, 7 July 2017 since The Board of Directors and Board of Commissioners believe that the Proposed Transaction is in the best interests of the Company and the Shareholders of the Company.

#### **VI. ADDITIONAL INFORMATION**

If there are any further matters that a shareholder intends to ask in relation to the Proposed Transaction, please contact:

**PT ABM Investama Tbk**  
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South Jakarta, 12560, Indonesia  
Tel: +62-21-299-76767  
Fax: 021-2997-6768  
Email: [corporate.secretary@abm-investama.co.id](mailto:corporate.secretary@abm-investama.co.id)

Jakarta, 31 May 2017  
The Board of Directors of the Company