



DSS

energy and infrastructure

ANNUAL GENERAL MEETING OF SHAREHOLDERS

PT Dian Swastatika Sentosa Tbk

Tuesday, June 18, 2019

Sinar Mas Land Plaza, Tower II, 39th Floor, Danamas Room
Jl. M.H. Thamrin No. 51, Central Jakarta 10350

FIRST

- The Meeting will be held in Bahasa Indonesia.

SECOND

- The Chairperson of the Meeting has the right to request those who attend the Meeting to prove their authority to be present at this Meeting.
- Those who have the right to attend or be represented in the Meeting are the Company's shareholders whose names are registered in the Register of Shareholders of the Company on Wednesday, May 15, 2019, at 16.00 Western Indonesia Time or the shareholders' attorney as evidenced by a valid authorization letter.

THIRD

After reading the agenda of the Meeting, the shareholders or their proxies will be given the opportunity to raise questions, opinions, or suggestions relating to the agenda of the Meeting in the following procedures:

- The Company's shareholders or the attorney of shareholders who intend to ask questions, are expected to raise their hands to obtain the inquiry form.
- The shareholders of the Company or the attorney of shareholders write down questions, names, and the number of shares they have on the inquiry form. The Meeting officer will take the completed inquiry form to verify the share ownership and submit it to the Chairperson of the Meeting.
- The chairperson of the Meeting will provide answers or responses to questions that have been asked. The Chairperson of the Meeting can ask members of the Company's Board of Directors or related parties to answer the questions.

FOURTH

The quorum of attendance and voting for decision making on proposals submitted at this Meeting is arranged as follows:

- The Meeting can be held if attended by shareholders representing more than 1/2 (one half) of the total shares with legitimate voting rights issued by the Company (Article 26 paragraph (1).a. POJK No. 32/POJK.04/2014 and Article 18 paragraph 4.a. Articles of Association of the Company).
- All decisions in this Meeting are valid if approved by more than 1/2 (one half) of the total shares with valid voting rights present and / or represented at the Annual General Meeting of Shareholders (Article 26 paragraph (1).c. POJK No. 32/POJK.04/2014 and Article 18 paragraph 4.c Articles of Association of the Company).
- Each share gives the owner the right to issue one vote (Article 15 paragraph 8 of the Company's Articles of Association). Shareholders who have more than one share, are only asked to vote one time and the vote represents all the shares they have or represent.
- Voting on other matters is carried out verbally, unless the Company's shareholders who represent at least 10% of the total shares of the Company request the vote to be carried out in writing or in closed manner.

FIFTH

- The decision making is carried out by deliberation to reach consensus.
- In the event that a decision based on deliberation for consensus is not reached, then the decision is taken by voting (Article 25 paragraph (1) & (2) POJK No. 32/POJK.04/2014 and Article 18 paragraph 1 & 2 of the Articles of Association of the Company).

SIXTH

During the Meeting, mobile phone or other communication device should be deactivated or made silent.

Announcement & Notice of GMS



To hold the Meeting and fulfill the requirements stipulated in Article 12, 13, and 14 of the Articles of Association of the Company and Article 8, 10, and 13 of POJK No. 32/POJK.04/2014, the Company has performed the following:

- Notify the plan and agenda of the Meeting to OJK on April 22, 2019.
- Announce the Meeting to the shareholders of the Company at Investor Daily, IDX website, and Company's website on April 30, 2019.
- Issue Notice of the Meeting to the shareholders of the Company at Investor Daily, IDX website, and Company's website on May 16, 2019.

1. Approval and ratification of the Annual Report 2018, including approval and ratification of the Board of Commissioners' Supervisory Report and Company's Consolidated Financial Statements for financial year 2018 which had been audited by Public Accountant Maria Leckzinska of Public Accounting Firm Mirawati Sensi Idris, and the granting of acquittal and discharge for the actions performed by the Board of Commissioners and the Board of Directors of the Company in 2018, to the extent that their actions were reflected in the Annual Report 2018 and Company's Consolidated Financial Statements for financial year 2018
2. Approval of the allocation of Company's net profit for financial year 2018
3. Change in the composition of the Board of Commissioners and the Board of Directors of the Company
4. Determination of honorarium, salary, and/or allowances for members of the Board of Commissioners and the Board of Directors of the Company for the financial year 2019
5. Appointment of Public Accountant and Public Accounting Firm to audit the Company's Consolidated Financial Statements for financial year 2019

FIRST AGENDUM

Approval and ratification of the Annual Report 2018, including approval and ratification of the Board of Commissioners' Supervisory Report and Company's Consolidated Financial Statements for financial year 2018 which had been audited by Public Accountant Maria Leckzinska of Public Accounting Firm Mirawati Sensi Idris, and the granting of acquittal and discharge for the actions performed by the Board of Commissioners and the Board of Directors of the Company in 2018, to the extent that their actions were reflected in the Annual Report 2018 and Company's Consolidated Financial Statements for financial year 2018

- Approval and ratification of the Company's Annual Report 2018, including approval and ratification of the Board of Commissioners' Supervisory Report and the Company's Consolidated Financial Statements for financial year 2018 which had been audited by Public Accountant Maria Leckzinska of Mirawati Sensi Idris Public Accounting Firm.
- Grant acquittal and discharge for the actions performed by the Board of Commissioners and the Board of Directors of the Company for supervisory and management actions performed by each member of the Board of Commissioners and the Board of Directors during financial year 2018 to the extent that their actions were reflected in the Company's Annual Report 2018 and the Company's Consolidated Financial Statements for financial year 2018.

SECOND AGENDUM

Approval of the allocation of Company's net profit for financial year 2018

In relation to the profit of the year in 2018 attributable to the owners of the parent Company, which was USD 89,354,319, the Company proposes to the shareholders the allocation of Company's profit of the year in 2018 attributable to the owners of the parent Company as follows:

1. USD 100,000 will be allocated as mandatory reserve fund as stipulated in Article 70 of Law No. 40 Year 2007 regarding Limited Liability Company.
2. The remaining profit of the year in 2018 attributable to the owners of the parent Company of USD 89,254,319 will be allocated as the Company's retained earnings.

THIRD AGENDUM

Change in the composition of the Board of Commissioners and the Board of Directors of the Company

Third Agendum Proposal

- Dismiss all members of the Board of Commissioners and the Board of Directors, and appoint:
 - Franky Oesman Widjaja as President Commissioner
 - Indra Widjaja as Vice President Commissioner
 - Dr.-Ing. Evita Herawati Legowo as Independent Commissioner
 - Robert Arthur Simanjuntak, Ph.D. as Independent Commissioner
 - Dr. Ir. Andy Noorsaman Sommeng, DEA, as Independent Commissioner
 - Lay Krisnan Cahya as President Director
 - Lanny as Director
 - Dr. Hermawan Tarjono as Director, and
 - Lokita Prasetya as Director

Third Agendum Proposal

- State the composition of the Board of Commissioners and the Board of Directors as follows:

Board of Commissioners		Board of Directors	
President Commissioner	Franky Oesman Widjaja	President Director	Lay Krisnan Cahya
Vice President Commissioner	Indra Widjaja	Director	Lanny
Independent Commissioner	Dr. –Ing. Evita Herawati Legowo	Director	Dr. Hermawan Tarjono
Independent Commissioner	Robert Arthur Simanjuntak, Ph.D	Director	Lokita Prasetya
Independent Commissioner	Dr. Ir. Andy Noorsaman Sommeng, DEA		

- Giving the power of attorney and authorization to the Board of Directors of the Company and/or Corporate Secretary, collectively or individually, to state the third agendum into notary deed, and to appear where necessary, provide statement or report, to make and sign all necessary letters or deeds and inform the changes in the board composition to authorized party, to make necessary changes and/or addendum in order for the report to be accepted and furthermore to perform all necessary actions, without exception.

President Commissioner Candidate Profile

Franky Oesman Widjaja



EDUCATION

- Bachelor of Commerce, Universitas Aoyama Gakuin, 1979

Indonesian Citizen
61 years old

JOB POSITIONS

He was first appointed as President Commissioner of the Company based on the resolution of the Company's AGM on May 31, 2011 and was reappointed as President Commissioner of the Company based on the resolution of the Company's AGM held on June 18, 2014. He also serves as President Commissioner of PT SMART Tbk, President Commissioner of PT Plaza Indonesia Realty Tbk, President Commissioner of PT DSSE Energi Mas Utama, PT DSSA Mas Sejahtera, and PT DSSA Mas Infrastruktur.

He has extensive managerial and operational experience from his previous positions in various industries, such as paper, property, chemical, telecommunication, financial services, and agribusiness. He once served, among others, as the member of the Board of Directors of PT SMART Tbk, and the member of the Board of Directors and the Board of Commissioners of PT Duta Pertiwi Tbk, the member of the Board of Commissioners of PT Bumi Serpong Damai Tbk, and the Vice President Commissioner of PT Puradelta Lestari Tbk.

Vice President Commissioner Candidate Profile

Indra Widjaja



EDUCATION

- Bachelor of Commerce, Universitas Nanyang, 1974

Indonesian Citizen
66 years old

JOB POSITIONS

He was first appointed as Vice President Commissioner of the Company based on the resolution of the AGM of the Company held in May 16, 2013, and was reappointed as Vice President Commissioner of the Company based on the resolution of the AGM of the Company held on June 18, 2014. He also serves as President Commissioner of PT Sinar Mas Multiartha Tbk, President Commissioner of PT Asuransi Jiwa Sinarmas MSIG, President Commissioner of PT Asuransi Sinar Mas, President Commissioner of PT Sinarmas Sekuritas, and President Commissioner of PT Sinartama Gunita.

He had held several key positions in various companies engaging in financial services. He once served as Director of PT Bimoli, Director of PT Witico, Vice President Director and President Director of PT Bank Internasional Indonesia Tbk.

Independent Commissioner Candidate Profile

Dr.–Ing. Evita Herawati Legowo



EDUCATION

- Bachelor of Chemistry, Institut Teknologi Bandung, 1974
- Doctor of Petroleum Chemistry, Technische Universitaet Clausthal, 1991

Indonesian Citizen
67 years old

JOB POSITIONS

She was first appointed as Vice President Commissioner and Independent Commissioner of the Company based on the resolution of the Company's AGM held on May 16, 2013 and was reappointed as Vice President Commissioner and Independent Commissioner of the Company based on the resolution of the Company's AGM held on June 18, 2014. She also serves as member of the Audit Committee of the Company based on the Board of Commissioners' resolution dated February 4, 2015. She does not have any concurrent position in other Issuer or Public Company.

Currently, she also serves as a lecturer in Swiss German University and President Commissioner of PT Kaltim Methanol Industri. Previously, starting from 1974, she worked at Lemigas, then served as Head of Research and Development Center for Energy and Electricity (2001-2002), Head of Research and Development Center for Oil and Gas of Lemigas (2002-2006), Assistant to the Minister of Energy and Mineral Resources (2006-2008) and the Director General of Oil and Gas of the Ministry of Energy and Mineral Resources (2008-2012), as well as Commissioner of PT Pertamina (Persero).

Independent Commissioner Candidate Profile

Robert Arthur Simanjuntak, Ph.D



EDUCATION

- Bachelor of Economics, Universitas Indonesia, 1986
- Master of Economics, University of Birmingham, 1988
- Doctor of Economics, University of Birmingham, 1998

JOB POSITIONS

Currently he serves as the Professor in State Finance, Faculty of Economics, University of Indonesia.

Previously, he served, among others as Commissioner of PT Aneka Tambang Tbk, Independent Commissioner of PT Asuransi Tugu Pratama Indonesia Tbk, Commissioner of PT Perkebunan Nusantara VII, Chairman of Economics Department – Faculty of Economics, University of Indonesia, and Chairman of Assistance Team for Fiscal Decentralization TDAF in the Ministry of Finance.

Indonesian Citizen
57 years old

Independent Commissioner Candidate Profile

Dr. Ir. Andy Noorsaman Sommeng, DEA



EDUCATION

- Bachelor of Gas Engineering, Universitas Indonesia, 1984
- Master of Chemical and Computer Engineering, University of Compiègne , 1989
- Doctor of Chemical and Computer Engineering, École Centrale Paris, 1993

JOB POSITIONS

Currently, he serves as the Lecturer in the Faculty of Engineering, University of Indonesia.

Previously, he served, among others as the Commissioner of PT Pertamina Power Indonesia, Commissioner of PT Perusahaan Listrik Negara (Persero), Director General of Electricity, Ministry of Energy and Mineral Resources, Independent Commissioner of PT Badak LNG, Chairman of BPH MIGAS, Director General of Intellectual Property Rights (HKI), Ministry of Law and Human Rights, Director of Information Technology Directorate General of HKI, and Vice Dean IV in Partnership University of Indonesia.

Indonesian Citizen
60 years old

President Director Candidate Profile

Lay Krisnan Cahya



EDUCATION

- Bachelor of Accountancy, Universitas Tarumanagara, 1986

Indonesian Citizen
58 years old

JOB POSITIONS

He was first appointed as President Director of the Company based on the resolution of the Company's AGM held on July 24, 2009, and was reappointed as President Director of the Company based on the resolution of the Company's AGM held on June 18, 2014. He has also served as Commissioners or Directors in several subsidiaries of the Company, including as President Commissioner of PT Golden Energy Mines Tbk since January 2012 and Non-Executive Chairman of Golden Energy and Resources Limited since April 2015.

Previously, he served, among others, as President Director of PT Golden Energy Mines Tbk in 2011, President Commissioner of PT Borneo Indobara (2011-2012), Director of PT Lippo Karawaci Tbk (2005-2008), Commissioner and Director of PT Multipolar Tbk (2001-2008), and held several senior positions in PT Bank Bali Tbk (1995-2000) and PT Bank Panin Tbk (1984-1995).

Director Candidate Profile

Lanny



EDUCATION

- Bachelor of Accountancy, Universitas Tarumanagara, 1994

Indonesian Citizen
48 years old

JOB POSITIONS

She was first appointed as Director of the Company based on the resolution of the Company's AGM held on July 24, 2009 and was reappointed as Director of the Company based on the resolution of the Company's AGM held on June 18, 2014. She is responsible for the Company's finance. She has served as Chief Financial Officer of the Company since 2003. Currently, she also serves as Commissioners or Directors in several subsidiaries of the Company.

Previously, she had experience in accounting and finance in several companies, among others, PT Paramitra Gunakarya Cemerlang, an envelope manufacturer (1997-1998), PT Putra Duta Anggada, a developer and construction company (1996-1997), and PT Karet Murni Kencana, shoes manufacturer (1995-1996).

Director Candidate Profile

Dr. Hermawan Tarjono



EDUCATION

- Bachelor of Electrical Engineering, Universitas Indonesia, 1991
- Master of Management, Prasetiya Mulya Business School, 1993
- Doctor of Economics (Service Management), Universitas Trisakti, 2010

Indonesian Citizen
52 years old

JOB POSITIONS

He was first appointed as the Director of the Company based on the resolution of the Company's AGM held on May 31, 2011. He was appointed as the Director and Corporate Secretary of the Company based on the resolution of the Company's AGM held on June 18, 2014, and was reappointed as the Director of the Company based on the resolution of the Company's AGM held on June 16, 2017. He is responsible for the Company's HR division and legal division. Currently, he also serves as Commissioners or Directors in several subsidiaries of the Company.

Mr. Hermawan Tarjono joined the Company in 1998, and previously served as Head of HR and Information Technology Division. Prior to joining the Company, he served as Assistant Building Manager and HR Manager at Aspac Property in 1993-1996, and Senior HR Manager at Bank Ciputra in 1996-1998.

Director Candidate Profile

Lokita Prasetya



EDUCATION

- Bachelor of Mechanical Engineering, Institut Teknologi Sepuluh Nopember, 1987
- Master of Management, Sekolah Tinggi Ilmu Ekonomi IPWI, 2004

Indonesian Citizen
53 years old

JOB POSITIONS

He was first appointed as Director of the Company based on the resolution of the Company's AGM held on May 25, 2018. He also serves as Commissioners or Directors in several subsidiaries of the Company.

Previously, he served, among others, as President Director of PT Sulfindo Adiusaha (2016-2017), President Director of PT Merak Energi Indonesia (2007-2016), Director of PT Artha Sumatera Energi (2010-2016), Director of PT Satomo Indovyl Polymer and PT Satomo Indovyl Monomer (1994- 2002), and Executive Director of PT Standard Toyo Polymer (1993-1995).

FOURTH AGENDUM

Determination of honorarium, salary, and/or allowances for members of the Board of Commissioners and the Board of Directors of the Company for the financial year 2019

Fourth Agendum Proposal

- Give authority to the Board of Commissioners to determine maximum increase of honorarium, salary, and/or allowances of 10% for the re-appointed members of the Board of Commissioners and the Board of Directors for the service period 2019-2024 by considering the Company's financial condition and the performance of each member of the Board of Commissioners and the Board of Directors.
- Give authority to the Board of Commissioners to determine honorarium for new members of the Board of Commissioners with approval from the ultimate shareholder of the Company.

FIFTH AGENDUM

Appointment of Public Accountant and Public Accounting Firm to audit the Company's Consolidated Financial Statements for financial year 2019

Fifth Agendum Proposal

- Appoint Public Accountant Yelly Warsono of Mirawati Sensi Idris Public Accounting Firm to perform the audit on the Company's Consolidated Financial Statements for financial year 2019, to the extent that Public Accountant Yelly Warsono can fulfill the criteria set by the Company.
- Give authority to the Board of Directors to determine the honorarium for the above-mentioned audit services.

THANK YOU