

MINISTRY OF JUSTICE
REPUBLIC OF INDONESIA
DIRECTORATE GENERAL OF
LAW AND LEGISLATION

DECREE BY MINISTER OF JUSTICE OF THE REPUBLIC OF INDONESIA

NUMBER: C2-9854.HT.01.01-TH'96

MINISTER OF JUSTICE OF THE REPUBLIC OF INDONESIA

Reading : Application letter dated October 10, 1996 number:
161/X/1996 from Notary Linda Herawati, SH.,
received on October 11, 1996.

Considering : that, according to the Notary's statement, the
submitted Deed of Incorporation has met the
requirements and provisions of the applicable
laws and as such it is deemed unreasonable to
withhold the approval for the said Deed of
Incorporation.

Recognizing : 1. Law Number 1/1995 concerning Limited
Liability Company (Supplement Number 3587 to
State Gazette Number 13/1995);
2. Decree by Minister of Justice of the Republic
of Indonesia Number: M.01-PR.08.01 of 1996
concerning the Procedure of Applying for and
Granting of Approval for a Deed of
Incorporation of Limited Liability Company;

DECIDED:

COPY

AMENDMENTS

"PT. DIAN SWASTATIKA SENTOSA"

Having its seat in Jakarta



NOTARY

LINDA HERAWATI S.H.

**Decree of Minister of Justice No. C-
14.HT.03.02-Th.1995 Dated 10-01-1995**

WISMA ABADI BLOK A - 1

Jl. K. Caringin (formerly Balikpapan) No. 29-31 Jakarta

Phone: 021-3455005 – 3455006 – 3455007

Number : 35

Date : October 8, 1996

ANANG FAHKCRUDIN
SWORN & AUTHORIZED
TRANSLATOR
SE. GUB KDKI Jkt. NO. 7228/1996

AMENDMENTS

Number: 35

On this day, Tuesday, the eighth day of October one thousand nine hundred ninety six,

Personally appeared before me, Linda Herawati, Sarjana Hukum, a notary practicing in Jakarta, in the presence of last written witnesses whom I, the notary, know:

- I. Mr. MUSA, born in Kaban Jahe, on the 27th (twenty seventh) day of February 1955 (one thousand nine hundred fifty five), self-employed, residing at Jalan Angke Jaya VII A/4, North Jakarta, the holder of Identity Card number 3403.18842/270255183, Indonesian citizen;
- II. Mr. HASANUDDIN THE, born in Dumai, on the 1st (first) day of June 1967 (one thousand nine hundred sixty seven), a private person, residing at Jalan B number 29, Teluk Gong, North Jakarta, the holder of Identity Card number 2202.74526/010667477, Indonesian citizen;
- III. 1. Mr. Insinyur ARIFIN WIJAYA, born in Jakarta, on the 26th (twenty sixth) day of January 1959 (one thousand nine hundred fifty nine), a private person, residing at Jalan Nusantara VI Blok E number 16, North Jakarta, the holder of Identity Card number 2305.21275/2601590151, Indonesian citizen;

Who claims that he in this matter is acting in his capacity as the Director representing the Board of Directors of and, as such, for and on Behalf of P.T.

TITAMAS INDAHPRABU, a limited liability company having its seat in Jakarta, whose articles of association have been approved by the Minister of Justice and Human Rights as evidenced from the Decree number C2-8464.HT.01.01.TH'96, dated the 16th (sixteenth) day of August 1996 (one thousand nine hundred ninety six), to whom approval for transacting businesses hereunder has been given by his company's commissioner in point 2 below;

2. Mrs. MINDY HARJATI, born in Jakarta, on the 3rd (third) day of June 1961 (one thousand nine hundred sixty one), a private person, residing at Jalan Taman Pegangsaan Indah Blok P/14, North Jakarta, the holder of Identity Card number 2601.28198/4306610078, Indonesian citizen;

Who claims that she in this matter is acting in her capacity as the commissioner of the above company and to give approval to her company's director for the transaction of businesses hereunder.

- IV. 1. Mr. SUNARYO WIJAYA, born in Surabaya, on the 8th (eighth) day of August 1957 (one thousand nine hundred fifty seven), a private person, residing at Jalan Manyar Tirtomoyo 8/22, now being in Jakarta, the holder of Identity card number 78.09.1006.15056, Indonesian citizen;

Who claims that he in this matter is acting in his capacity as the Director representing the Board of Directors of and, as such, for and on Behalf of P.T.

BUMI TEGUH PERTIWI, a limited liability company having its seat in Jakarta, whose articles of association have been approved by the Minister of Justice of the Republic of Indonesia as evidenced from the Decree number C2-8549.HT.01.01.TH'96, dated the 22nd (twenty second) day of August 1996 (one thousand nine hundred ninety six), to whom approval for transacting businesses hereunder has been given by his company's commissioner in point 2 below;

2. Mrs. MINDY HARJATI, aforesaid.

-who now claims that she in this matter is acting in her capacity as the commissioner of the above company and to give approval to her company's director for the transaction of businesses hereunder.

I, the notary, know the appearing persons.

The appearing persons acting in their above-mentioned capacity first states:

That Mr. MUSA and Mr. HASANUDDIN THE are the founders of PT. DIAN SWASTATIKA SENTOSA, a limited liability company having its seat in Jakarta, which was incorporated under the Deed number 6, dated the 2nd (second) day of August 1996 (one

thousand nine hundred ninety six), passed before me, the notary, which has not been approved by the regulatory body.

that upon the approval of the founders/shareholders, effective as of this day and the date of this deed, Limited Liability Company PT. TITAMAS INDAHPRABU and Limited Liability Company PT. BUMI TEGUH PERTIWI join as founders and subscribe and pay shares in the Company.

The appearing persons further states that upon the arrival of Limited Liability Company PT. TITAMAS INDAHPRABU and Limited Liability Company PT. BUMI TEGUH PERTIWI as shareholders of the Company, the appearing persons Mr. MUSA and Mr. HASANUDDIN THE withdraw themselves as founders/shareholders of the Company.

The appearing persons further declare that Mr. MUSA and Mr. HASANUDDIN THE have received the payment of their shares in the Company and the withdrawing founders/shareholders and the new founders/shareholders have made full settlement and that this deed serves as valid proof of their settlement so that there shall be no claim from and against each other because they have given full release and discharge to each other.

As consequence of the foregoing, now the Company is continued by Limited Liability Company PT. TITAMAS INDAHPRABU and Limited Liability Company PT. BUMI TEGUH PERTIWI.

Now, therefore, the appearing persons hereby make the following amendments to articles of association of the Company:

A. Amendment to Article 4 of the Company's articles of association to read as follows:

CAPITAL

Article 4

1. The authorized capital of the Company shall be in the amount of Rp.200,000,000.00 (two hundred million Rupiah) divided into 200 (two hundred) shares, each share having par value of Rp.1,000,000.00 (one million Rupiah).
2. Shares out of the above authorized capital have been issued to and subscribed by the founders:
 - a. Limited Liability Company PT
TITAMAS INDAHPRABU holding
25 (twenty five) shares
having aggregate value of Rp. 25,000,000.-
(twenty five million Rupiah)
 - b. Limited Liability Company PT
BUMI TEGUH PERTIWI holding 25
(twenty five) shares having
aggregate value of Rp. 25,000,000.-
(twenty five million Rupiah)

So that there are a total of 50

(fifty) outstanding shares with

total value of

Rp. 50,000,000.-

(fifty million Rupiah).

3. Fifty percent (50%) of par value of each issued share, or a total amount of Rp.25,000,000.- (twenty five million Rupiah) has been paid in full and in cash to the Company's account by each of the founders upon the execution of this deed of incorporation while the remaining 50% (fifty percent) of the par value of each issued share or a total amount of Rp.25,000,000.- (twenty five million Rupiah) will be paid in full and in cash to the Company's account upon the approval by the Minister of Justice of the Republic of Indonesia of this deed of incorporation.
4. Shares in portfolio may be issued by the Company in accordance with the Company's needs for capital upon the approval of a General Meeting of Shareholders.
All shareholders whose names are registered in the Register of Shareholders shall have preemptive right to purchase the shares to be issued according to the proportion of the number of shares they own within 14 (fourteen) calendar days after the offer.

If after the offer, there are still remaining shares to issue, the Board of Directors shall have right to offer the said shares to any interested shareholder.

If after the lapse of 14 (fourteen) calendar period as of the offer to shareholders, there are still any shares left unsold, the Board of Directors shall first offer them to any interested employees and if after such offer, there are still any shares left not subscribed, the Board of Directors shall be at liberty to offer such remaining shares to any third parties.

- B. Amendment to Article 28 of the Company's articles of association to read as follows:

CLOSING PROVISIONS

Article 28

Matters not provided for or not otherwise fully covered in these Articles of Association shall be resolved by a General Meeting of Shareholders.

-Further the appearing persons declare that:

- I. In waiver of the provisions of articles 10 and 13 of these Articles of Association, concerning the appointment of members of Board of Directors and of Board of Commissioners, the following persons have been appointed as:

President Director : Mr. MUSA, born in Kaban
Jahe, on the 27th (twenty

seventh) day of February
1955 (one thousand nine
hundred fifty five), a
private person, residing at
Jalan Angke Jaya VII A/4,
North Jakarta, the holder
of Identity Card number
3403.18842/270255183,
Indonesian citizen;

Director

: Mr. Insinyur ARIFIN WIJAYA,
born in Jakarta, on the 26th
(twenty sixth) day of
January 1959 (one thousand
nine hundred fifty nine), a
private person, residing at
Jalan Nusantara VI Blok E
number 16, North Jakarta,
the holder of Identity Card
number
2305.21275/2601590151,
Indonesian citizen;

President Commissioner : Mr. HASANUDDIN THE, born in
Dumai, on the 1st (first)
day of June 1967 (one
thousand nine hundred sixty
seven), a private person,

Indonesian citizen,
residing at Jalan B number
29, Teluk Gong, North
Jakarta, the holder of
Identity Card number
2202.74526/010667477;

Commissioner : Mr. SUNARYO WIJAYA, born in
Surabaya, on the 8th
(eighth) day of August 1957
(one thousand nine hundred
fifty seven), a private
person, Indonesian citizen,
residing at Jalan Manyar
Tirtomoyo 8/22, now being
in Jakarta, the holder of
Identity card number
78.09.1006.15056;

-The said appointment of members of Board of
Directors and of Board of Commissioners has been
accepted by each individual concerned and would be
ratified at the first General Meeting of
Shareholders which would be held upon the approval
of this Deed of Incorporation by the Minister of
Justice of the Republic of Indonesia.

II. The Board of Directors and/or

*

are granted with a power with the right of substitution, either jointly or severally to obtain approval for these Articles of Association from the appropriate authority and to make amendment and/or additions in any form whatsoever as may be necessary for obtaining such approval, and, to submit and sign any and all applications, deeds and other documents, to choose domicile and, in other words, to take any other acts which may be required.

Based on the foregoing, this deed is drawn up.

IN WITNESS WHEREOF

-This deed is made and executed in Jakarta, on the day and date first written above in the presence of Ms.ELITAWATI and Ms. SUHARTINI, both being the employees of this notary office, residing in Jakarta, as witnesses.

-After I, the notary, read out this deed to the appearing persons and witnesses, the appearing persons, witnesses and I, the Notary, sign this deed.

This deed is executed without any changes.

The original of this deed is duly signed.

Issued as true copy.

Notary in Jakarta

[stamped, sealed and signed]

LINDA HERAWATI, SH.

I, **Anang Fahkcrudin**, residing at Jl. Kalibata Timur Raya No. 12, Kel. Kalibata. Kec. Pancoran, South Jakarta, (anangf@gmail.com), a sworn and authorized translator, by virtue of Jakarta Capital Territory Governor's Decree No. 2228/2001, practicing in Jakarta, do solemnly and sincerely declare that the foregoing document is a true and faithful translation from Indonesian into English of the original version.

Jakarta, May 9, 2019

ANANG FAHKCRUDIN
SWORN & AUTHORIZED
TRANSLATOR
SK. GUB DKI Jkt. NO. 2228/2001

FIRST : to grant Approval for the Deed of Incorporation of PT. Dian Swastatika Sentosa, with Taxpayer Identification Number: 1.773.492.2-041, having its seat in Jakarta as evidenced from the Data of the Deed of Incorporation dated October 10, 1996, prepared by Notary Linda Herawati, SH., practicing in Jakarta.

SECOND : To declare that this Decree of Minister of Justice shall come into full force and effect as of the issuance date.

Issued in Jakarta

on October 28, 1996

p.p. MINISTER OF JUSTICE OF THE REPUBLIC OF INDONESIA

DIRECTOR GENERAL OF

LAW AND LEGISLATION

On his/her behalf

DIRECTOR OF CIVIL AFFAIRS

Ratnawati Widjaya, SH
NIP. 040013295

On this day, Thursday, December 28, 1996, the Company with the following deed was recorded in the Register of Companies, in accordance with Law No. 3 of 1982 on Statutory Registration of Companies, under No. TDP 09011609914 with the Company Registration Office of North Jakarta Number 83/BH.09.01/XII/96.

Jakarta, December 5, 1996

Head of Local Industry and Trade Office of North Jakarta

As the Head of Company Registration Office at City Level

KOESWORO, SH

NIP. 070011751

I, Anang Fahkcrudin, residing at Jl. Kalibata Timur Raya No. 12, Kel. Kalibata. Kec. Pancoran, South Jakarta, (anangf@gmail.com), a sworn and authorized translator, by virtue of Jakarta Capital Territory Governor's Decree No. 2228/2001, practicing in Jakarta, do solemnly and sincerely declare that the foregoing document is a true and faithful translation from Indonesian into English of the original version.

Jakarta, May 9, 2019

ANANG FAHKCRUDIN
SWORN & AUTHORIZED
TRANSLATOR

SEL. GUB. DKI JKT. NO. 2228/2001

NOTARY

LINDA HERAWATI

Decree of Minister of Justice

No. C-14.HT.03.02-Th.1995 Dated 10-01-1995

WISMA ABADI BLOK A - 1

Jl. K. Caringin (formerly Balikpapan) No. 29-31 Jakarta

Phone: 021-3455005 - 3455006 - 3455007

DATA ON DEED OF INCORPORATION

(Articles 8.1 and 12 of Law No. 1 of 1995)

1. Company's Name : PT. DIAN SWASTATIKA SENTOSA
2. Company's Domicile : Jakarta
3. Company's Taxpayer Identification
 - a. Number : 1.773.492.2-041
 - b. Issuing Tax Service Office : Tax Service Office of
Penjaringan, Jakarta
4. a. Company's Status : Private Company
 - b. Type of the Company : Non-Facility
5. a. Deed of Incorporation
 - Date and Number : August 2, 1996, Number 6
 - Notary's name and
domicile : LINDA HERAWATI, S.H., notary in
Jakarta
6. Founders of the Company
 - 6.1 Corporate Person : PT. TITAMAS INDAHPRABU
 - Domicile : Jakarta
 - Date and Number of
Legal Entity Approval : August 16, 1996
No. C2-8464.HT.01.01.TH'96

Full Name of its Authorized Representative : Mr. Insinyur ARIFIN WIJAYA

Title : Director

Place and date of birth : Jakarta, January 26, 1959

Address : Jl. Nusantara VI Blok E number 16,
North Jakarta

Citizenship : Indonesian

6.2 Corporate Person : PT. BUMI TEGUH PERTIWI

Domicile : Jakarta

Date and Number of Legal Entity Approval : August 22, 1996
No. C2-8549.HT.01.01.TH' 96

Full Name of its Authorized Representative : Mr. SUNARYO WIJAYA

Title : Director

Place and date of birth : Surabaya

Address : Jl. Manyar Tirtomoyo 8/22,
Surabaya

Citizenship : Indonesian

7. Length of Existence : Indefinite period of time

8. The Company's Purposes and Objectives : Trading, industry, construction, transportation, plantation, service agency, agriculture and fishery.

9. The Company's business activities : a. Trading activities including import and export,

inter-island and local trading, whether on its own or other's account for commission;

- b. Operating as supplier, wholesaler, distributor, commission house, representative or agent of other local or overseas companies or legal entities;
- c. Land transportation for the transportation of passengers and/or cargoes from one place to another or operating as agent or representative of other transportation companies using busses and trucks;
- d. Operating a construction company making designs of and performing the construction of houses, buildings, bridges, roads, concrete work, dredging, creation of water channels, irrigation systems, installation of electricity, drinking water, gas, telephone utilities,

maintenance and repair of
buildings and other
construction work and
operating as general
contractor;

e. Operating various light
industries and selling the
products therefrom;

f. Provision of services
including administration
services, excluding tax and
legal services.

g. Plantation, agricultural,
fishery and animal husbandry
activities;

10. a. Authorized Capital : Rp.200,000,000.- (two hundred
million Rupiah)

b. Issued Capital : Rp.50,000,000.- (fifty million
Rupiah)

c. Paid-Up Capital : Rp.25,000,000.- (twenty five
million Rupiah)

11. Shares

a. Number of shares : 200 (two hundred) shares

b. Par value of each share : Rp.1,000,000.- (one million
Rupiah)

12. Shareholders:

Shareholder Name	Total	Par Value	Total Paid-in
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	Share- holding	of Share	Amount
PT. TITAMAS	25 shares	Rp.1,000,000.-	Rp.12,500,000.-
INDAHPRABU			
PT. BUMI TEGUH PERTIWI	25 shares	Rp.1,000,000.-	Rp.12,500,000.-

13. Notice of General Meeting of Shareholders

- Period of Notice : No later than 14 (fourteen) days
before the meeting date

14. Notice Service Method : By registered mail

15. Meeting Venue : in the domicile of the Company or
at the place where the company
operates.

16. Quorum and Requirements

for Adoption of Valid

Resolutions:

General Meeting of Shareholders	Quorum	Resolution
a. General Meeting 1 st Meeting	More than 1/2 (one-half) of all voting shares issued by the Company	On the basis of majority Vote. In case of failure to reach consensus, resolution shall be approved by at

		least more than 1/2 of all votes cast in the meeting.
2 nd Meeting	At least 1/3 (one-third) of all voting shares issued by the Company	On the basis of majority Vote. In case of failure to reach consensus, resolution shall be approved by at least more than 1/2 of all votes cast in the meeting.
b. General Meeting of Shareholders held to authorize the amendments to Articles of Association.		
1 st Meeting	At least 2/3 (two-thirds) of all voting shares	Approved by at least 2/3 (two-thirds) of all votes cast in the meeting.
2 nd Meeting	At least 2/3 (two-thirds) of all	Approved by more the majority of

	voting shares	all votes cast in the meeting
c. General Meeting of Shareholders held to authorize		
- the assignment/pledging of the whole or a substantial part of the Company's assets as security.	At least 3/4 of all voting shares.	Approved by at least 3/4 of all votes cast in the meeting
- the Merger, consolidation and acquisition.	At least 3/4 of all voting shares.	Approved by At least 3/4 of all votes cast in the meeting
- the Dissolution of the Company.	At least 3/4 of all voting shares.	Approved by At least 3/4 of all votes cast in the meeting

17. Board of Directors and Board of Commissioners:

17.1 Board of Directors

a. Eligibility for membership

in the Board of Directors : Indonesian citizens having qualifications as required by the prevailing laws.

b. Office Term of the Members

of Board of Directors : 5 (five) years

c. Number of Members

of Board of Directors : 2 (two) members
- Consisting of : 1 (one) President Director and 1
(one) Director

- President Director

Full Name : Mr. MUSA
Occupation : Private person
Place and date of birth: Kaban Jahe, February 27, 1955
Address : Jl. Anke Jaya VII A/4, North
Jakarta;
Citizenship : Indonesian

Director

Full Name : Mr. ARIFIN WIJAYA
Occupation : Private person
Place and date of birth: Jakarta, January 26, 1959
Address : Jl. Nusantara VI Blok E number 16,
North Jakarta
Citizenship : Indonesian

d. Meeting of Directors

Quorum : more than 1/2 (one-half) of all
members of the Board of Directors
attending the meeting in person
or by proxy

Resolution : on the basis of consensus,
failing which the resolution
shall be approved by more than 1/2
(one-half) of all votes cast at
the meeting.

17.2 BOARD OF COMMISSIONERS

a. Eligibility for membership in

the Board of Commissioners : Indonesian citizens having
qualifications as required by the
prevailing laws.

b. Office Term of the Members

of Board of Commissioners : 5 (five) years

c. Number of Members

of Board of Commissioners : 2 (two) members

- Consisting of : 1 (one) President Commissioner
and 1 (one) Commissioner

- President Commissioner

Full Name : Mr. HASANUDDIN THE

Occupation : Private person

Place and date of birth: Dumai, June 1, 1967

Address : Jalan B number 29, Teluk Gong,
North Jakarta

Citizenship : Indonesian

Commissioner

Full Name : Mr. SUNARYO WIJAYA

Occupation : Private person

Place and date of birth: Surabaya, August 8, 1959

Address : Jl. Manyar Tirtomoyo 8/22,
Surabaya

Citizenship : Indonesian

Meeting of Commissioners

Quorum : more than 1/2 (one-half) of all
members of the Board of

Commissioners attending the
meeting in person or by proxy
Resolution : on the basis of consensus,
failing which the resolution
shall be approved by more than 1/2
(one-half) of all votes cast at
the meeting.

18. The use of net earnings for
distribution as dividends
and for allocation as
reserve fund : To be determined by a General
Meeting of Shareholders.

In witness whereof I hereby certify that the data of deed of
incorporation is in accordance with the provisions of standardized
deed of model III of Law number 1 of 1995 on Limited Liability
Company and any regulation thereunder and I have examined and
checked against the documents shown to me.

Jakarta, October 10, 1996

Notary in Jakarta

LINDA HERAWATI, SH.

The Data of the Deed of Incorporation constitute the basis of
issuance of Decree of Minister of Justice of the Republic of
Indonesia, Number: C2-9854.HT.01.01.TH'96, dated October 28, 1996.

Acknowledged by:

Director General of
Law and Legislation

On his behalf

DIRECTOR OF CIVIL AFFAIRS

RATNAWATI WIDJAYA, SH.

NIP. 040013295

On this day, Thursday, December 5, 1996, the Company with the
following deed was recorded in the Register of Companies, in
accordance with Law No. 3 of 1982 on Statutory Registration of
Companies, under No. TDP 09011609914 with the Company Registration
Office of North Jakarta Number 83/BH.09.01/XII/96.

Jakarta, December 5, 1996

Head of Local Industry and Trade Office of North Jakarta

As the Head of Company Registration Office at City Level

KOESWORO, SH

NIP. 070011751

I, Anang Fahkcrudin, residing at Jl. Kalibata Timur Raya No. 12, Kel. Kalibata. Kec. Pancoran, South Jakarta, (anangf@gmail.com), a sworn and authorized translator, by virtue of Jakarta Capital Territory Governor's Decree No. 2228/2001, practicing in Jakarta, do solemnly and sincerely declare that the foregoing document is a true and faithful translation from Indonesian into English of the original version.

Jakarta, May 9, 2019

ANANG FAHKCRUDIN
SWORN & AUTHORIZED
TRANSLATOR
SK. GUS KDKI JEL NO. 2126700