



**DSS**

energy and infrastructure

# ANNUAL GENERAL MEETING OF SHAREHOLDERS

PT Dian Swastatika Sentosa Tbk

Friday, May 28, 2021

# MEETING RULES



## FIRST

- The Annual General Meeting of Shareholders of PT Dian Swastatika Sentosa Tbk (hereinafter referred to as "Meeting") will be held in Bahasa Indonesia.
- The Meeting will be held with due regard to the provisions of Large-Scale Social Restriction by the Government of the Republic of Indonesia in handling and/or preventing the spread of Covid-19, and POJK Regulation No. 15/POJK.04/2020 concerning the Plans for the Holding of General Meeting of Shareholders of Public Companies ("POJK 15") and POJK Regulation No. 16/POJK.04/2020 concerning the Electronic General Meeting of Shareholders of the Public Companies. The Company may restrict the in-person attendance of Shareholders or their proxies. The number of Shareholders who can attend the Meeting will be determined according to the government protocol.

## SECOND

- Those who have the right to attend or be represented in the Meeting are the Company's Shareholders (or their Proxies) whose names are registered in the Register of Shareholders of the Company on Tuesday, April 27, 2021 at 16.00 Western Indonesia Time.
- The Chairperson of the Meeting has the right to request the attendees to prove their authority to be present at the Meeting.

# MEETING RULES



## 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 Shareholders or their Proxies who attend the Meeting can ask questions, by raising hand to get the inquiry form and write down the questions, name, and number of shares they have on the inquiry form. The Meeting officer will take the completed inquiry, and submit the form to the Notary to be verified and determined the relevance of questions to the Meeting agenda, before submitting the form to the Chairperson of the Meeting.
- The Chairperson of the Meeting will provide answers or responses to the questions that have been submitted. The Chairperson of the Meeting may ask members of the Company's Board of Directors or related parties to answer the questions.

## FOURTH:

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

- Meeting can be held if attended by Shareholders representing more than 1/2 (one half) of the total shares with valid voting rights issued by the Company (Article 41 paragraph (1).a. POJK 15 and Article 18 paragraph 4.a. Articles of Association of the Company).
- All decisions in the 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 General Meeting of Shareholders (Article 41 paragraph (1).c. POJK 15 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 11 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 own or represents.

# MEETING RULES



## **FIFTH:**

Provisions regarding decision making are regulated by the following procedures:

- 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 made by voting.
- The voting will be carried out by using ballot paper with the following procedure:
  - a. Those who do not agree are asked to mark the column NOT AGREE in the form in the respective Meeting agenda;
  - b. Those who are abstained are asked to mark the column ABSTAIN in the form in the respective Meeting agenda;
  - c. Those who do not mark any column will be considered to AGREE with the proposal.

In accordance with the provisions of Article 47 POJK 15 and Article 18 paragraph 8 of the Company's Articles of Association, the vote of ABSTAIN is deemed to issue the same vote as the vote of the majority of Shareholders who cast their votes at the Meeting.

- The Chairperson of the Meeting will ask the Notary to count the votes and announce the results of the voting.

## **SIXTH:**

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

# ANNOUNCEMENT & NOTICE OF AGMS



To hold the Meeting and fulfil the requirements stipulated in Article 12, 13, and 14 of the Articles of Association of the Company and Article 12, 13, 14, and 17 of POJK 15, the Company has performed the followings:

- Notify the plan and agenda of the Meeting to OJK on April 6, 2021
- Announce the Meeting to shareholders of the Company at IDX website, e-GMS provider website, and Company's website on April 13, 2021
- Issue Notice of the Meeting to shareholders of the Company at IDX website, e-GMS provider website, and Company's website on April 28, 2021

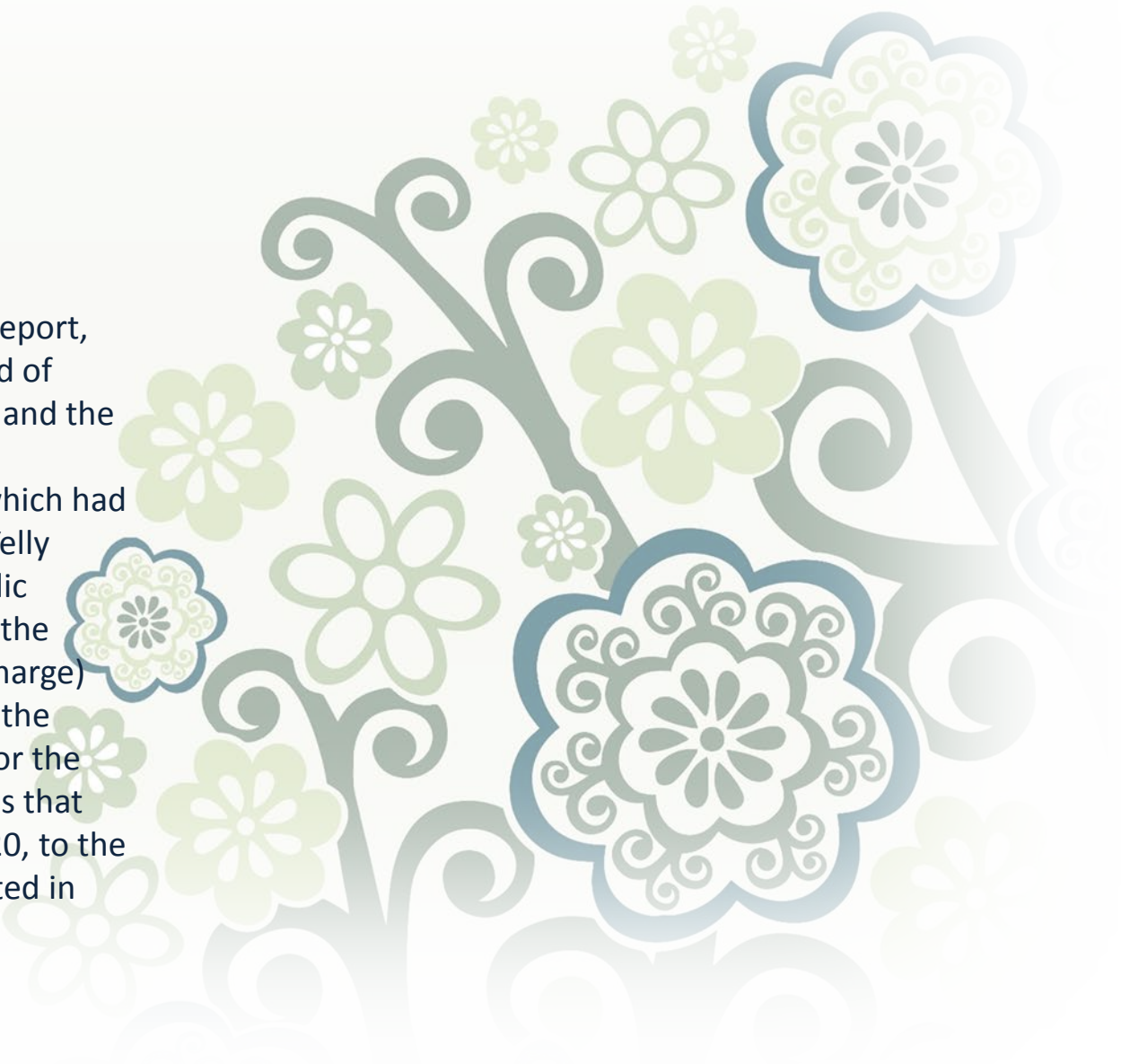
# AGENDA OF AGMS



1. Approval of the Company's Annual Report, including the ratification of the Board of Commissioners' Supervisory Report, and the Company's Consolidated Financial Statements for financial year 2020 which had been audited by Public Accountant Yelly Warsono of Mirawati Sensi Idris Public Accounting Firm and the granting of the release and discharge (acquit et decharge) for the Board of Commissioners and the Board of Directors of the Company for the supervisory and management actions that had been taken in financial year 2020, to the extent that their actions were reflected in the Company's Annual Report and Consolidated Financial Statements
2. Approval of the allocation of Company's net profit for financial year 2020
3. Approval of the composition of the Board of Commissioners and the Board of Directors of the Company
4. Approval 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 2021
5. Approval of appointment of Public Accountant and Public Accounting Firm to audit the Company's Consolidated Financial Statements for financial year 2021

# FIRST AGENDUM

Approval of the Company's Annual Report, including the ratification of the Board of Commissioners' Supervisory Report, and the Company's Consolidated Financial Statements for financial year 2020 which had been audited by Public Accountant Yelly Warsono of Mirawati Sensi Idris Public Accounting Firm and the granting of the release and discharge (acquit et decharge) for the Board of Commissioners and the Board of Directors of the Company for the supervisory and management actions that had been taken in financial year 2020, to the extent that their actions were reflected in the Company's Annual Report and Consolidated Financial Statements



- To approve and ratify of the Company's Annual Report 2020, including to approve and ratify the Board of Commissioners' Supervisory Report and the Company's Consolidated Financial Statements for financial year 2020 which had been audited by Public Accountant Yelly Warsono of Mirawati Sensi Idris Public Accounting Firm
- To grant the release and discharge for the actions performed by the Board of Commissioners and the Board of Directors of the Company for the supervisory and management actions performed by each member of the Board of Commissioners and the Board of Directors during financial year 2020 to the extent that their actions were reflected in the Company's Annual Report 2020 and Consolidated Financial Statements for financial year 2020



# SECOND AGENDUM

Approval of the  
allocation of Company's  
net profit for financial  
year 2020



# SECOND AGENDUM PROPOSAL



In relation to the loss incurred for the year attributable to the owners of the Company in financial year 2020, the Company proposes to the shareholders not to distribute dividend and not to set aside any mandatory reserve as stipulated in Article 70 of Law No. 40 of 2007 concerning Limited Liability Company

# THIRD AGENDUM

Approval of the  
composition of the Board of  
Commissioners and the  
Board of Directors of the  
Company



# RESUME

## LOKITA PRASETYA



**Lokita Prasetya**

Indonesian Citizen  
55 years old

Domicile : Tangerang

### **Education**

- Bachelor's Degree in Mechanical Engineering, Institut Teknologi Sepuluh Nopember (1987)
- Master's Degree in Management , Sekolah Tinggi Ilmu Ekonomi IPWI (2004)

### **Work Experience**

- Commissioner and Director in various subsidiaries of PT Dian Swastatika Sentosa Tbk (since 2018)
- Director, PT Dian Swastatika Sentosa Tbk (since 2018)
- President Director of PT Sulfindo Adiusaha (2016-2017)
- Director of PT Artha Sumatera Energi (2010-2016)
- President Director of PT Merak Energi Indonesia (2007-2016)
- Director of PT Satomo Indovyl Polymer and PT Satomo Indovyl Monomer (1994-2002)
- Executive Director of PT Standard Toyo Polymer (1993-1995)

### **Affiliate Relationship**

Mr. Lokita is not affiliated with any member of the Board of Commissioners, any member of the Board of Directors, and the Ultimate Shareholders of the Company

### **Concurrent Position**

Mr. Lokita does not have any concurrent position in other Issuer or Public Company

### **Share Ownership in the Company**

Mr. Lokita does not own the Company's shares

# RESUME

## HANDHIANTO SURYO KENTJONO



**Handhianto Suryo  
Kentjono**

Indonesian Citizen  
58 years old

Domicile : Tangerang

### Education

- Bachelor of Economics and Applied Mathematics, University of Montana, 1986
- MA/MSc in Economics and Applied Mathematics, University of Montana, 1989
- MBA International Business, University of Montana, 1991
- PhD in Applied Mathematics, University of Montana, 1993

### Work Experience

- Chief Executive Officer, PT Eka Mas Republik (since 2019)
- Chief Operating Officer, Mayapada Healthcare Group (2016-2019)
- Chairman, APMI – Indonesian Multimedia Provider Association (2014-2016)
- Vice President Director, PT MNC Skyvision (2006-2016)
- Group Director, PT Global Mediacom (2006-2016)
- Group Managing Director of Operations, RIMBA Group (2000-2006)
- Director, PT Vcommerce Indonesia (2002-2005)
- Commissioner, PT Rimba Baru Cahaya (2002-2006)
- Director, PT Tapak Tiara Indah (2002-2006)
- Director of Operations, PT Hansa Megah Pratama (2001-2006)
- President Commissioner, PT Interdomesticindo Traco (2001-2006)
- Managing Director, PT Visionindo Network Perdana (1998-2003)
- President Director / Founder, Jakarta Institute of Techology (2001-2003)
- Director of Operations, Logisoft Inc. (1998)
- Independent Marketing Consultant, Sun Mountain Sport Co. - MSC Environmental Services Co Montana Inns Group (1997)
- Director of Operations / Mathematical Demographic Consultant, Education Logistics Inc (1989-1997)

# RESUME

## HANDHIANTO SURYO KENTJONO



**Handhianto Suryo  
Kentjono**

Indonesian Citizen  
58 years old

Domicile : Tangerang

### **Affiliate Relationship**

Mr. Handhi is not affiliated with any member of the Board of Commissioners, any member of the Board of Directors, and the Ultimate Shareholders of the Company

### **Concurrent Position**

Mr. Handhi does not have any concurrent position in other Issuer or Public Company

### **Share Ownership in the Company**

Mr. Handhi does not own the Company's shares

# RESUME

## DANIEL CAHYA



**Daniel Cahya**

Indonesian Citizen  
32 years old

Domicile : Jakarta

### **Education**

- Bachelor of Finance, Macquarie University (2010)
- Master of Commerce, University of Sydney (2013)

### **Work Experience**

- Director, Dalligent Solution Group – subsidiaries of PT Dian Swastatika Sentosa Tbk (since 2020)
- Group Head – Corporate Finance & Business Development, PT Dian Swastatika Sentosa Tbk (since 2015)
- Section Head – Merger & Acquisition, PT Bumi Serpong Damai (2013-2015)
- Analyst – Investment Banking, PT Ciptadana Securities (2010-2011)

### **Affiliate Relationship**

Mr. Daniel is affiliated with Mr. L. Krisnan Cahya. Apart from his affiliation with Mr. L. Krisnan Cahya, Mr. Daniel is not affiliated with any member of the Board of Commissioners, any member of the Board of Directors, and the Ultimate Shareholders of the Company

### **Concurrent Position**

Mr. Daniel does not have any concurrent position in other Issuer or Public Company

### **Share Ownership in the Company**

Mr. Daniel does not own the Company's shares

# RESUME

## ALEX SUTANTO



**Alex Sutanto**

Indonesian Citizen  
35 years old

Domicile : Jakarta

### **Education**

- Bachelor of Accounting, Faculty of Economics, Universitas Atma Jaya, 2008
- Professional Accountant, Universitas Trisakti, 2011

### **Work Experience**

- Group Head – Finance, Accounting, and Tax, PT Dian Swastatika Sentosa Tbk (sejak 2020)
- Director, in various subsidiaries of PT Dian Swastatika Sentosa Tbk (since 2020)
- Group Head - Finance, Accounting, Tax, and Customs, PT DSSP Power Mas Utama (2016-2020)
- Senior Manager – Audit, KAP Satrio Bing & Eny (Deloitte) (2007-2016)

### **Affiliate Relationship**

Mr. Alex is not affiliated with any member of the Board of Commissioners, any member of the Board of Directors, and the Ultimate Shareholders of the Company

### **Concurrent Position**

Mr. Alex does not have any concurrent position in other Issuer or Public Company

### **Share Ownership in the Company**

Mr. Alex does not own the Company's shares



# THIRD AGENDUM PROPOSAL



- To approve the resignation of Mr. Andrijanto from his position as Director of the Company and give the release and discharge for the management actions that had been taken provided that those actions were reflected in the Company's Annual Report and Consolidated Financial Statements
- To honorably dismiss Mr. Lokita Prasetya from his position as Director of the Company and at the same time approve the appointment of Mr. Lokita Prasetya as Vice President Director of the Company, with a term of office in accordance with the term of other members of the Board of Directors
- To appoint Mr. Handhianto Suryo Kentjono as Director of the Company with a term of office in accordance with the term of other members of the Board of Directors
- To appoint Mr. Daniel Cahya as Director of the Company with a term of office in accordance with the term of other members of the Board of Directors
- To appoint Mr. Alex Sutanto as Director of the Company, to replace Mr. Andrijanto, with a term of office in accordance with the term of other members of the Board of Directors

# THIRD AGENDUM PROPOSAL

- To approve the composition of the Company's Board of Commissioners and Board of Directors as follows:

## Board of Commissioners

President Commissioner	Franky Oesman Widjaja
Vice President Commissioner	Indra Widjaja
Independent Commissioner	Dr. –Ing. Evita Herawati Legowo
Independent Commissioner	Robert Arthur Simanjuntak, Ph.D
Independent Commissioner	Dr. Ir. Andy Noorsaman Sommeng, DEA

## Board of Directors

President Director	Lay Krisnan Cahya
Vice President Director	Lokita Prasetya
Director	Hermawan Tarjono
Director	Handhianto Suryo Kentjono
Director	Daniel Cahya
Director	Alex Sutanto

# THIRD AGENDUM PROPOSAL



- To give 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 composition of the Company's management to authorized agency, to make necessary changes and/or addendum in order for the report to be accepted and to perform all necessary actions, without exception

# 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 2020



# FOURTH AGENDUM PROPOSAL



- To give authority to the Board of Commissioners to determine maximum increase of honorarium, salary, and/or allowances of 3% for the existing members of the Board of Commissioners and the Board of Directors by taking into consideration the development of the general economic situation, the Company's financial condition, and performance of each member of the Board of Commissioners and the Board of Directors
- To give authority to the President Commissioner to determine salary and/or allowances for new members of the Board of Directors

# FIFTH AGENDUM

Appointment of Public  
Accountant and Public  
Accounting Firm to audit the  
Company's Consolidated  
Financial Statements for  
financial year 2020



# FIFTH AGENDUM PROPOSAL



- To appoint Public Accountant Maria Leckzinska of Mirawati Sensi Idris Public Accounting Firm to perform the audit on the Company's Consolidated Financial Statements for financial year 2021, to the extent that Public Accountant Maria Leckzinska can fulfill the criteria set by the Company
- To give authority to the Board of Directors to appoint the replacement of Public Accountant and/or the replacement of Public Accounting Firm in the event that Public Accountant Maria Leckzinska cannot perform on her duties, by requesting the recommendation from the Audit Committee
- To give authority to the Board of Directors to determine honorarium for the above-mentioned audit services



**THANK YOU**