

**INFORMATION DISCLOSURE OF PT SURYAMAS DUTAMAKMUR TBK. REGARDING THE PLANNED MANDATORY TENDER OFFER AS REFERRED TO IN OTORITAS JASA KEUANGAN REGULATION NO.9/POJK.04/2018 CONCERNING THE ACQUISITION OF PUBLIC COMPANIES**

PT BUMI SERPONG DAMAI TBK. ("THE COMPANY") AS THE PARTY CONDUCTING THE MANDATORY TENDER OFFER, HAS DISCLOSED ALL MATERIAL INFORMATION THAT MUST BE KNOWN TO THE PUBLIC FOR THE PURPOSES OF THIS MANDATORY TENDER OFFER, AND NO MATERIAL FACTS HAVE BEEN UNDISCLOSED OR OMITTED THAT WOULD RENDER THE INFORMATION PROVIDED IN THIS DISCLOSURE OF INFORMATION INACCURATE OR MISLEADING.

THE COMPANY IS FULLY RESPONSIBLE FOR THE ACCURACY OF ALL MATERIAL FACTS, INFORMATION, AND/OR REPORTS CONTAINED IN THIS DISCLOSURE OF INFORMATION IN CONNECTION WITH THIS MANDATORY TENDER OFFER. THIS DISCLOSURE OF INFORMATION HAS BEEN MADE IN ACCORDANCE WITH OTORITAS JASA KEUANGAN REGULATION NO. 9/POJK.04/2018 CONCERNING THE ACQUISITION OF PUBLIC COMPANIES ("POJK 9/2018").

THE INFORMATION CONTAINED IN THIS INFORMATION DISCLOSURE IS IMPORTANT FOR SHAREHOLDERS OF PT SURYAMAS DUTAMAKMUR TBK. (THE "TARGET COMPANY") WHO ARE INTERESTED IN PARTICIPATING IN THE MANDATORY TENDER OFFER FOR THE SHARES OF THE TARGET COMPANY. IF YOU HAVE DIFFICULTY UNDERSTANDING THE INFORMATION PROVIDED IN THIS DISCLOSURE, YOU ARE ADVISED TO CONSULT WITH A SECURITIES BROKER, INVESTMENT MANAGER, LEGAL ADVISOR, PUBLIC ACCOUNTANT, FINANCIAL ADVISOR, OR OTHER PROFESSIONAL ADVISORS.

**MANDATORY TENDER OFFER**

By



Big City. Big Opportunity

**PT BUMI SERPONG DAMAI TBK.**

**Main Business Activities:**

Engaged in real estate owned or leased.

Headquartered in Tangerang, Banten

**Head Office**

Sinar Mas Land Plaza  
Jalan Grand Boulevard BSD Green Office Park, BSD City, Des/Kel. Sampora, Kec.  
Cisauk,  
Tangerang, Banten 15345  
Telephone: (021) 5036 8368  
Fax: (021) 5058 8278  
www.bsdcity.com [www.sinarmasland.com](http://www.sinarmasland.com)  
Email: [corporate.secretary@sinarmasland.com](mailto:corporate.secretary@sinarmasland.com)

**Branch Office**

Kompleks Ruko Villa Bukit Mas  
Jl. Abdul Wahab Siamin Blok RC – 36, Surabaya 60225  
Telephone: (031) 5671393, 5617000  
Fax: (031) 5613917

For a maximum of 382,016,642 (three hundred eighty two million sixteen thousand six hundred forty two) Shares, or up to 8.01% (eight point zero one percent) of the total issued and fully paid Shares in the Target Company, owned by the Offered Shareholders considering Article 7 paragraph (1) letter b POJK 9/2018, at a Mandatory Tender Offer price of Rp531,- (five hundred thirty one Rupiah) per share. The maximum amount of funds required by the Company to carry out this Mandatory Tender Offer is Rp202,850,836,902,- (two hundred two billion eight hundred fifty million eight hundred thirty six thousand nine hundred two Rupiah). In this regard, the Company has sufficient funds available and is capable of completing and making full payments in this Mandatory Tender Offer.



**PT SURYAMAS DUTAMAKMUR TBK.**

**Main Business Activities:**

Engaged in real estate, arts, entertainment, and recreation, providing accommodation and food and beverage services, and star-rated hotels.

Headquartered in Jakarta, Indonesia

**Head Office:**

Sudirman Plaza Business Complex Plaza Marein, 16th floor  
Jl. Jend. Sudirman kav 76-78, Jakarta Selatan 12910  
Telephone: (021) 5793 6733 (hunting)  
Fax: (021) 5793 6730  
E-mail : [corsec@rancamaya.com](mailto:corsec@rancamaya.com)  
Website : [www.rancanamaya.com](http://www.rancanamaya.com)

**Bogor Office**

Jl. Graha Yasa No. SH-01, Rancamaya Golf Estate  
Ciawi - Bogor 16720  
Telephone: (0251) 824 2278  
Fax: (0251) 824 2284

**APPOINTED SECURITIES COMPANY**



**PT SINARMAS SEKURITAS**

Sinarmas Land Plaza Tower 3 Lantai 5,  
Jl. M.H. Thamrin No. 51, Jakarta Pusat, 10350  
Telepon : (021) 392 5550  
Faksimili : (021) 392 2320  
E-mail : [helpdesk@sinarmassekuritas.co.id](mailto:helpdesk@sinarmassekuritas.co.id)

## SCHEDULE

Date of Information Disclosure Announcement	16 December 2024
Mandatory Tender Offer Period	17 December 2024 – 15 January 2025
Last Payment Date	24 January 2025

## I. DEFINITION AND ABBREVIATIONS

Unless defined otherwise, the terms in this Mandatory Tender Offer have the following definition:

“Share Registrar”	means the share registrar of the Company and the Target Company, PT Sinartama Gunita, based in Jakarta, under a contract with the Target Company and manages the recording of share ownership and the distribution of rights related to shares.
“BNRI”	the state gazette of the Republic of Indonesia.
“Stock Exchange” or “IDX”	refers to the organizer of the securities market in the capital market for stock exchange transactions, which in this case is PT Bursa Efek Indonesia or <i>Indonesia Stock Exchange</i> (IDX), based in Jakarta Selatan.
“Crossing”	refers to the execution of buy and sell transactions on the IDX in the negotiation market through the Jakarta Automated Trading System (JATS).
“Shareholders Register”	means the list of shareholders issued by the Share Registrar that contains information on the ownership of securities by shareholders, whether in Collective Custody at KSEI based on date provided by account holders to KSEI, or in a certificated form administered by the Share Registrar.
“Mandatory Tender Offer Form” or “FPTW”	refers to the Mandatory Tender Offer Form that must be completed by the Offered Shareholders who are willing to accept the Mandatory Tender Offer.
“Purchase Price”	The purchase price of the Target Company's shares paid by the Company (as the purchaser) to TGL (as the seller) for the purchase of TGL's shares is Rp2,331,154,566,945,- (two trillion three hundred thirty one billion one hundred fifty four million five hundred sixty six thousand nine hundred forty five Rupiah) at the time of the transaction completion), with the price per share amounting to Rp531,- (five hundred thirty one Rupiah).
“Mandatory Tender Offer Price”	refers to the price offered by the Company to buy the Offered Shares in the Mandatory Tender Offer, amounting to Rp531,- (five hundred thirty one Rupiah) per Share, in cash.
“Day”	means any day in 1 (one) year according to the Gregorian Calendar, including Saturdays, Sundays, and national holidays.
“Business Day”	means Monday through Friday, excluding national holidays as determined by the Government of the Republic of Indonesia or ordinary business days which, due to certain circumstances, are declared as non-business days by the Government of the Republic of Indonesia.
“Kemenkumham”	refers to the abbreviation of the Ministry of Law and Human Rights of the Republic of Indonesia.

“Information Disclosure”	refers to this Information Disclosure regarding the Mandatory Tender Offer in fulfillment of POJK 9/2018.
“KSEI”	refers to PT Kustodian Sentral Efek Indonesia, based in Jakarta Selatan.
“Menkumham”	refers to the Minister of Law and Human Rights of the Republic of Indonesia
“Otoritas Jasa Keuangan” or “OJK”	refers to <i>Otoritas Jasa Keuangan</i> (Indonesia Financial Services Authority), which has the functions, duties, and powers of regulatory, supervisory, investigative, and enforcement powers as referred to in Law No. 21 of 2011 concerning the <i>Otoritas Jasa Keuangan</i> , as amended by UUP2SK.
“Shareholders”	refers to the shareholders of the Target Company.
“Offered Shareholders”	refers all shareholders of the Target Company, except for the excluded shareholders as stipulated in Article 7 paragraph (1) letter b of POJK 9/2018, namely: <ul style="list-style-type: none"> <li>(i) shareholders who have conducted an acquisition transaction with the Company;</li> <li>(ii) any other party who has received an offer under the same terms and conditions from the Company;</li> <li>(iii) any other party who, at the same time, is also conducting a mandatory or voluntary tender offer for the shares of the same Target Company;</li> <li>(iv) the principal shareholders of the Target Company, in this case, parties who directly or indirectly hold at least 20% (twenty percent) of the voting rights of all shares with voting rights issued by the Target Company; and</li> <li>(v) other controlling shareholders of the Target Company.</li> </ul>
“Applicant”	refers to the Offered Shareholder who is required to complete and submit all required documents in connection with the Mandatory Tender Offer before the end of the Mandatory Tender Offer Period.
“Mandatory Tender Offer”	refers to an offer to purchase the remaining Shares owned by the Offered Shareholders in a total of up to 382,016,642 (three hundred eighty two million sixteen thousand six hundred forty two) Shares or up to 8.01% (eight point zero one percent) of the total paid-up and issued capital in the Target Company as of the date of this Information Disclosure, which will be conducted by the Company at the Mandatory Tender Offer Price.
“Acquisition”	refers to an action, whether direct or indirect, that results in a change of control of a public company as referred to in POJK 9/2018.
“Controller”	refers to a party who, whether directly or indirectly (i) owns more than 50% (fifty percent) of the shares with voting rights of a public company that has been fully paid; or (ii) has the ability to determine, whether directly or indirectly, by any means, the management and/or policy of a public company as referred to in POJK 9/2018.
“Collective Custody”	refers to the custody of securities owned jointly by more than one party, whose interests are represented by KSEI.
“Seller”	refers to the party that has sold, namely Top Global Limited, for the sale of 4,390,121,595 (four billion three hundred ninety million one

	hundred twenty-one thousand five hundred ninety five) Shares, equivalent to 91.99% (ninety one point nine nine percent) of the total paid-up and issued capital in the Target Company to the Company.
“Regulation I-A”	refers to the decision of the Board of Directors of IDX No. KEP-00101/BEI/12-2021 dated 21 December 2021, concerning Regulation No. I-A on the Listing of Shares and Equity Securities other than Shares Issued by Listed Companies, as amended.
“Mandatory Tender Offer Period”	refers to the mandatory tender offer period, which lasts for 30 (thirty) Days after the Information Disclosure, starting at 09.00 WIB on 17 December 2024 and ends at 15.00 WIB on 15 January 2025.
“Conditional Agreement”	refers to the Conditional Share Purchase Agreement related to the Company's plan to acquire the Target Company was signed on 31 July 2024, by the Company, TGL, and the Target Company.
“The Company”	meaning PT Bumi Serpong Damai Tbk
“Appointed Securities Company”	meaning PT Sinarmas Sekuritas.
“Target Company”	refers to PT Suryamas Dutamakmur Tbk., a public limited liability company incorporated under the laws of the Republic of Indonesia is domiciled in South Jakarta and has its headquarters at Sudirman Business Complex, Plaza Marein, 16th Floor, Jl. Jenderal Sudirman Kav. 76-78, South Jakarta 12910.
“POJK 9/2018”	refers to Otoritas Jasa Keuangan Regulation No.9/POJK.04/2018 concerning the Acquisition of Public Companies.
“POJK 17/2020”	refers to Otoritas Jasa Keuangan Regulation No.17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities.
“POJK 42/2020”	refers to Otoritas Jasa Keuangan Regulation No.42/POJK.04/2020 concerning Affiliated Transactions and Conflict of Interest Transactions.
“Securities Account”	refers to an account that records the positions of shares and/or funds owned by shareholders administered by KSEI or account holders based on a securities account opening agreement signed by shareholders and securities companies and/or custodian banks.
“Rupiah” or “Rp”	refers to the lawful currency of the Republic of Indonesia.
“Share(s)”	refers to ordinary shares in the name of the Target Company that have been fully paid by the shareholders of the Target Company, with a nominal value of Rp318,- (three hundred eighteen Rupiah) per share, which have the same and equal rights in all respects.
“Offered Shares”	refers to all Shares in the Target Company owned by the Offered Shareholders as stipulated in Article 7 paragraph (1) letter b of POJK 9/2018, or up to 382,016,642 (three hundred eighty two million sixteen thousand six hundred forty two) Shares or up to 8.01% (eight point zero one percent) of the total paid-up and issued Shares in the Target Company.
“Settlement Date”	Refers to the date on which payment will be made to Applicants, which will occur no later than 12 (twelve) Days after the completion of the Mandatory Tender Offer Period.

“TGL”	refers to Top Global Limited, a company established under the laws of Singapore, has its registered address at 1004 Toa Payoh North, #05-15, Singapore 318995.
“Acquisition Transaction”	refers to the Crossing of Shares conducted in the negotiation market of the IDX amounting to 4,390,121,595 (four billion three hundred ninety million one hundred twenty one thousand five hundred ninety five) Shares, representing 91.99% (ninety one point nine nine percent) of the total paid-up and issued Shares in the Target Company owned by the Seller to the Company as the purchaser at the Purchase Price.
“UUP2SK”	refers to Law No. 4 of 2023 dated 12 January 2023, concerning the Development and Strengthening of the Financial Sector, State Gazette of the Republic of Indonesia No. 4 of 2023, Supplement to the State Gazette of the Republic of Indonesia No. 6845.
“UUPM”	refers to Law No. 8 of 1995 dated 10 November 1995, concerning the Capital Market, State Gazette of the Republic of Indonesia No. 64 of 1995, Supplement to the State Gazette of the Republic of Indonesia No. 3608, as last amended by UUP2SK.
“WIB”	refers to Western Indonesia Time.

## II. INTRODUCTION

On 31 July 2024, the Company, TGL, and the Target Company entered into a Conditional Share Purchase Agreement in relation to the Company's plan to acquire the Target Company (the “**Conditional Agreement**”). Based on the Conditional Agreement, the Company agreed to purchase from TGL amounting to 91.99% (ninety one point nine nine percent) of the total paid-up and issued capital in the Target Company, subject to the fulfillment of the terms and conditions in the Conditional Agreement. Below is a summary of the Conditional Agreement

- Parties : (i) The Company as the Purchaser;  
(ii) TGL as the Seller; and  
(iii) Target Company.
- Scope of the Agreement : The sale of the shares of the Target Company from TGL to the Company of 91.99% (ninety one point nine nine percent) of the total paid-up and issued capital of the Target Company, subject to the fulfillment of the terms and conditions in the Conditional Agreement.
- Conditions Precedents : (i) Corporate approval from TGL consenting to the Acquisition Transaction;  
(ii) Corporate approval from Sinarmas Land Limited consenting to the Acquisition Transaction;  
(iii) The Company's warranties must be true, correct, and accurate on the date of the Conditional Agreement and on the completion date as if made on and from such date; and  
(iv) As at the completion date, each fundamental warranty must be true, correct, and accurate, and there must be no breach of one or more of TGL's warranties resulting in a financial loss to the Target Company's group exceeding 5% of Purchase Price.

In relation to the fulfillment of the Conditions Precedents number (i) above, TGL has obtained corporate approval approving the Acquisition Transaction based on:

- a. Directors' Resolutions in Writing Pursuant to Regulation 108 of the Constitution of the Company, dated 31 July 2024; and
- b. Sole Member's Resolutions in Writing Pursuant to Section 184G of the Companies Act 1967 of Singapore, dated 31 July 2024.

In relation to the fulfillment of the Conditions Precedents number (ii) above, Sinarmas Land Limited has obtained corporate approval approving the Acquisition Transaction based on:

- c. Directors' Resolutions in Writing Pursuant to Regulation 105 of the Constitution of the Company, dated 26 August 2024; and
- d. Extraordinary General Meeting dated 18 October 2024.

All Conditions Precedents as stated above in the Conditional Agreement have been fulfilled by the Company and TGL.

- Dispute Resolution : If a dispute arises, the parties will resolve the dispute through mutual deliberation between the Parties.

If the parties cannot resolve the dispute through mutual deliberation within 30 (thirty) Business Days, the dispute shall be settled through arbitration organized by the Singapore International Arbitration Centre (SIAC).

- Governing Law : The law of the Republic of Indonesia.

In connection with the signing of the Conditional Agreement, the Company has announced to the public the negotiation of the planned Acquisition of the Target Company and the information disclosure or material facts on 1 August 2024.

Following the signing of the Conditional Agreement and in accordance with and subject to the provisions of the Conditional Agreement, on 23 October 2024, the Company as the purchaser has completed the transaction to purchase the Shares of the Target Company's Shares from TGL as the Seller, through a share crossing conducted on the negotiated market of the IDX, amounting to 4,390,121,595 (four billion three hundred ninety million one hundred twenty one thousand five hundred ninety five) Shares, representing 91.99% (ninety one point nine nine percent) of all paid-up and issued Shares in the Target Company at the Purchase Price ("**Acquisition Transaction**"). Therefore, in connection with the Acquisition Transaction, all rights and obligations of the Seller concerning the transferred Shares have been transferred to the Company.

The Acquisition Transaction carried out by the Company does not constitute a transaction categorized as a material transaction as referred to in POJK 17/2020. However, pursuant to Article 1 points 1 and 3 of POJK 42/2020, the Acquisition Transaction is classified as an affiliated transaction due to the affiliation between the ultimate shareholders of TGL and the management of the Company through family relationships by marriage and descent up to the second degree, both horizontally and vertically. Therefore, to comply with Article 4 of POJK 42/2020, the Company has (i) appointed an appraiser to determine the fair value of the affiliated transaction object and/or the fairness of the Acquisition Transaction, namely KJPP Rengganis, Hamid & Partners ("**KJPP RHR**"), which is registered with the OJK based on STTD No: STTD.PP-68/PJ-1/PM.02/2023 dated 26 June 2023, and has conducted a fair value analysis and a fairness assessment of the Acquisition Transaction based on Valuation Report No. 00252/2.0012-00/BS/03/0006/1/IX/2024 dated 25 September 2024 and Fairness Opinion Report No. 00279/2.0012-00/BS/03/0006/1/X/2024 dated 23 October 2024, both of which concluded that the value of the object and the entire Acquisition Transaction is Fair; and (ii) disclosed information related to the affiliated transaction regarding the Acquisition Transaction to the public and submitted it to the OJK on 24 October 2024. A description of the affiliated relationship regarding the Acquisition Transaction is further outlined in Roman numeral V point 6 of this Information Disclosure.

Following the completion of the Acquisition Transaction, the Company has become the new Controller of the Target Company as referred to in Article 1 point 4 of POJK 9/2018. Therefore, in accordance with Article 7 paragraph (1) letter a and b of POJK 9/2018, (i) the Company is required to announce the Acquisition to the public and submit it to OJK no later than 1 (one) Business Day after the occurrence of the Acquisition Transaction and (ii) conduct Mandatory Tender Offer. The Cover Letter for Submission of the Text of the Information Disclosure on the Mandatory Tender Offer to the OJK was submitted by the Company under Company Letter No. 102/IR-CS/BS/X/2024, dated 28 October 2024. In connection with the obligation to announce the Acquisition Transaction, the Company announced the Acquisition to the public on 24 October 2024 through the Indonesia Stock Exchange website and the Company's website.

Thus, the Company hereby declares its intention to fulfill its obligation under Article 7 paragraph (1) letter b of POJK 9/2018 to conduct a Mandatory Tender Offer for all remaining Shares of the Target Company owned by the Offered Shareholders.

There are no contracts or activities between the previous Main or Controlling Shareholders of the Target Company and the Company as the new Controlling Shareholder as referred to in Article 11 of POJK 9/2018.

As of the date of this Information Disclosure, the Shares of the Target Company consist of 4,772,138,237 (four billion seven hundred seventy-two million one hundred thirty eight thousand two hundred thirty seven) Shares that have been issued and fully paid up and are listed on the IDX. These Shares are ordinary shares that grant their holders equal and identical rights in all respects, including, among other things, voting rights, pre-emptive rights, and the right to receive dividends and bonus shares.

Regarding the Mandatory Tender Offer, there are no approvals or requirements set by the Government of the Republic of Indonesia that the Company must obtain or fulfill, aside from complying with the provisions stipulated in POJK 9/2018.



### III. TERMS AND CONDITIONS OF THE MANDATORY TENDER OFFER

The terms and conditions that must be met in the Mandatory Tender Offer, as well as other information related to the Mandatory Tender Offer, are as follows:

#### A. Number of Shares in the Mandatory Tender Offer

The Mandatory Tender Offer is conducted for up to 382,016,642 (three hundred eighty-two million sixteen thousand six hundred forty two) Shares owned by the Offered Shareholders, or up to 8.01% (eight point zero one percent) of the issued and fully paid-up capital of the Target Company.

#### B. Mandatory Tender Offer Price

The Mandatory Tender Offer Price is Rp531,- (five hundred thirty one Rupiah) per Share. This price has been calculated based on the provisions of Article 17 letter a of POJK 9/2018 which is the highest price between:

- (1) The Purchase Price of Rp 531,- (five hundred thirty one Rupiah) per Share was determined based on an equity valuation by the Public Appraisal Firm Rengganis, Hamid, and Partners ("KJPP RHR"). The 91.99% of Shares transacted were valued at Rp 2,551,055,000,000,-, whereas the agreed price was Rp 2,331,154,566,945,-, reflecting a discount from the valuation by KJPP RHR, which implies a purchase price of Rp 531,-; and
- (2) The average of the highest daily trading prices on the IDX during the last 90 (ninety) Days before the announcement of negotiations of the Target Company Acquisition plan, which was announced by the Company on 1 Agustus 2024 amounting to Rp188.45,- (one hundred eighty-eight point four five Rupiah) per Share.

Below is a table of the highest daily trading prices on the IDX during the last 90 Days before the announcement of negotiations of the Target Company Acquisition plan by the Company on 1 August 2024:

No.	Date	Highest Price (Rp)	No.	Date	Highest Price (Rp)	No.	Date	Highest Price (Rp)
1.	31-Jul-24	350	31.	1-Jul-24	176	61.	1-Jun-24	-
2.	30-Jul-24	300	32.	30-Jun-24	-	62.	31-May-24	166
3.	29-Jul-24	276	33.	29-Jun-24	-	63.	30-May-24	167
4.	28-Jul-24	-	34.	28-Jun-24	164	64.	29-May-24	167
5.	27-Jul-24	-	35.	27-Jun-24	163	65.	28-May-24	171
6.	26-Jul-24	268	36.	26-Jun-24	162	66.	27-May-24	171
7.	25-Jul-24	256	37.	25-Jun-24	164	67.	26-May-24	-
8.	24-Jul-24	240	38.	24-Jun-24	160	68.	25-May-24	-
9.	23-Jul-24	220	39.	23-Jun-24	-	69.	24-May-24	-
10.	22-Jul-24	218	40.	22-Jun-24	-	70.	23-May-24	-
11.	21-Jul-24	-	41.	21-Jun-24	155	71.	22-May-24	174
12.	20-Jul-24	-	42.	20-Jun-24	160	72.	21-May-24	172
13.	19-Jul-24	218	43.	19-Jun-24	155	73.	20-May-24	171
14.	18-Jul-24	214	44.	18-Jun-24	-	74.	19-May-24	-
15.	17-Jul-24	218	45.	17-Jun-24	-	75.	18-May-24	-
16.	16-Jul-24	212	46.	16-Jun-24	-	76.	17-May-24	173
17.	15-Jul-24	202	47.	15-Jun-24	-	77.	16-May-24	173
18.	14-Jul-24	-	48.	14-Jun-24	156	78.	15-May-24	172
19.	13-Jul-24	-	49.	13-Jun-24	153	79.	14-May-24	175
20.	12-Jul-24	193	50.	12-Jun-24	157	80.	13-May-24	176
21.	11-Jul-24	193	51.	11-Jun-24	170	81.	12-May-24	-
22.	10-Jul-24	195	52.	10-Jun-24	170	82.	11-May-24	-

No.	Date	Highest Price (Rp)	No.	Date	Highest Price (Rp)	No.	Date	Highest Price (Rp)
23.	9-Jul-24	193	53.	9-Jun-24	-	83.	10-May-24	-
24.	8-Jul-24	190	54.	8-Jun-24	-	84.	9-May-24	-
25.	7-Jul-24	-	55.	7-Jun-24	173	85.	8-May-24	176
26.	6-Jul-24	-	56.	6-Jun-24	163	86.	7-May-24	172
27.	5-Jul-24	191	57.	5-Jun-24	165	87.	6-May-24	176
28.	4-Jul-24	191	58.	4-Jun-24	168	88.	5-May-24	-
29.	3-Jul-24	181	59.	3-Jun-24	170	89.	4-May-24	-
30.	2-Jul-24	180	60.	2-Jun-24	-	90.	3-May-24	175

Source : *Bloomberg*.

Thus, the Mandatory Tender Offer Price to be used is Rp531,- (five hundred thirty one Rupiah) per Share, which is the highest price based on the provisions of Article 17 letter a of POJK 9/2018.

Payments for the Shares to be purchased by the Company in this Mandatory Tender Offer will be made in Rupiah.

### C. Mandatory Tender Offer Period

The Offered Shareholders may sell their Shares during the Mandatory Tender Offer Period, which will last for 30 (thirty) Days, starting 1 Day after the disclosure of this information as stipulated in Article 14 letter a of POJK 9/2018. The Mandatory Tender Offer Period will begin at 09:00 WIB on 17 December 2024, and end at 15:00 WIB on 15 January 2025.

Each Applicant intending to sell their Shares in this Mandatory Tender Offer must comply with the terms set out in this Information Disclosure and complete the Mandatory Tender Offer Form (“FPTW”), which must be submitted to the Share Registrar no later than 15:00 WIB on 15 January 2025.

### D. Share Purchase and Settlement Date

The sale and purchase of Shares in this Mandatory Tender Offer will be conducted through the IDX, in accordance with the provisions of this Information Disclosure regarding the Mandatory Tender Offer and the FPTW.

Payment for the Mandatory Tender Offer will be made on the Settlement Date.

Below is the proforma of the capital structure and shareholder composition of the Target Company before and after the Mandatory Tender Offer is carried out, assuming all shareholders exercise their rights under the Mandatory Tender Offer.

Description	Before the Mandatory Tender Offer*			After the Mandatory Tender Offer		
	Nominal Value Rp 318 per Share			Nominal Value Rp 318 per Share		
	Number of Shares	Total Nominal Value (Rp)	Percentage of Ownership(%)	Number of Shares	Total Nominal Value (Rp)	Percentage of Ownership(%)
Authorized Share Capital	6,000,000,000	1,908,000,000,000	-	6,000,000,000	1,908,000,000,000	-
Paid-Up and Issued Capital						
The Company	4,390,121,595	1,396,058,667,210	91.99	4,772,138,237	1,517,539,959,366	100.00
Public	382,016,642	121,481,292,156	8.01			
<b>Total Paid-Up and Issued Capital</b>	<b>4,772,138,237</b>	<b>1,517,539,959,366</b>	<b>100.00</b>	<b>4,772,138,237</b>	<b>1,517,539,959,366</b>	<b>100.00</b>

Shares in Portfolio	1,227,861,763	390,460,040,634	-	1,227,861,763	390,460,040,634	-
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\*) Based on the Target Company's Shareholders Register as of 31 October 2024, issued by the Share Registrar

In the event that there is a risk of the Target Company's shareholders becoming fewer than 2 (two) individuals, which may occur if all public shareholders sell their shares to the Company in connection with the Mandatory Tender Offer, then in accordance with Article 7 paragraph (5) of Law No. 40 of 2007 concerning Limited Liability Companies (as amended), the Company will endeavor to transfer part of its shares to other parties or for the Target Company to issue new shares to other parties within a maximum period of 6 (six) months from the occurrence of such situation. Furthermore, since the Company has conducted an acquisition of the Target Company resulting in the Company's ownership exceeding 80.00% (eighty point zero zero percent) of the Target Company's paid-up capital, pursuant to the provisions of Article 21 paragraphs (2) and (3) of POJK 9/2018, the Company is also required to re-float the Target Company's shares back to the public with at least the same percentage of shares acquired during the Mandatory Tender Offer within a maximum of 2 (two) years after the completion of the Mandatory Tender Offer.

#### **E. Approvals and Requirements**

There are no approvals or requirements set by the Government of the Republic of Indonesia that the Company must obtain or fulfill in connection with this Mandatory Tender Offer, apart from complying with the provisions stipulated in POJK 9/2018.

There are no approvals/notifications to agencies/creditors/other parties that must be obtained or conducted in connection with the Acquisition Transaction and the Mandatory Tender Offer by the Company.

There are no approvals to agencies/creditors/other parties that must be obtained in connection with the share acquisition and the Mandatory Tender Offer by the Target Company. However, there are notifications that need to be conveyed by the Target Company after the transaction occurs to other parties regarding changes to the shareholders, the board of directors, the board of commissioners, and the articles of association of the Target Company, based on the Cooperative Agreement for the Provision of Home Ownership Credit Facilities between the Target Company and PT Bank OCBC NISP Tbk, PT Bank Syariah Indonesia Tbk, PT Bank Pan Indonesia Tbk, PT Bank Permata Tbk, PT Bank Rakyat Indonesia (Persero) Tbk, PT Bank Ina Perdana Tbk, and PT Bank Nationalnobu Tbk.

#### **F. Obligation to Re-transfer Shares**

In accordance with the provisions of Article 21 paragraphs (2) and (3) of POJK 9/2018, since the Company has conducted an Acquisition of the Target Company that results in the Company's ownership exceeding 80.00% (eighty point zero zero percent) of the paid-up capital of the Target Company, the Company is required to re-float shares of the Target Company to the public in an amount at least equivalent to the percentage of shares acquired during the implementation of the Mandatory Tender Offer within a maximum period of 2 (two) years from the completion of the Mandatory Tender Offer.

## **IV. BACKGROUND OF CONTROL, OBJECTIVE OF THE MANDATORY TENDER OFFER, AND PLANS FOR THE TARGET COMPANY**

### **1. Purpose of the Acquisition of the Target Company**

The Company is carrying out the Acquisition Transaction as an investment strategy by leveraging the positive contribution of the Target Company, particularly through increasing land reserves for long-term project development. The Company's considerations for the acquisition are as follows:

- The Target Company owns extensive land reserves, offering significant development potential. According to the Target Company's financial statements as of 30 September 2024, the Target Company owns 29.86 hectares of land available for sale and 19.97 hectares of land under development, with a total of 1,003.60 hectares of cleared and owned land;
- The land is strategically located near toll road access in Bogor and Bekasi;
- The acquisition provides geographic diversification for the Company into Bogor and Bekasi.

To fulfill the provisions of POJK 9/2018, the Company intends to provide the Offered Shareholders with the opportunity to sell their shares at the Mandatory Tender Offer Price.

### **2. Purpose of the Mandatory Tender Offer**

To comply with the provisions of POJK 9/2018, the Company intends to provide an opportunity for the Offered Shareholders to sell their Shares at the Mandatory Tender Offer Price.

For other shareholders, this Mandatory Tender Offer is an opportunity to realize gains on their investment in the Target Company at a price higher than historical market prices. The Mandatory Tender Offer Price includes a premium of 181.77% (one hundred eighty one point seven seven percent) above the average highest daily trading price during the 90 (ninety) Days prior to the announcement of the Acquisition, which was Rp188.45,- (one hundred eighty eight point four five Rupiah) per Share.

### **3. Plans for the Target Company**

The Company is committed to continuing to support the development of the Target Company's business activities in the future to achieve positive growth in revenues and assets. The Company has implemented and will continue to implement action plans such as comprehensive monitoring of activities and collaboration in knowledge and business network exchanges with the Target Company following the execution of the Mandatory Tender Offer. Furthermore, the Company believes it can help the Target Company achieve the expected growth through the expertise, experience, and extensive business relationships of the Company and/or its Affiliates.

**THE COMPANY HAS NO PLANS TO LIQUIDATE THE TARGET COMPANY, DELIST THE TARGET COMPANY'S SHARES IN THE INDONESIA STOCK EXCHANGE, GO-PRIVATE, OR CHANGE THE EMPLOYMENT POLICIES FOR THE EMPLOYEES.**

## **V. INFORMATION REGARDING THE PARTY CONDUCTING THE MANDATORY TENDER OFFER**

### **1. Brief History**

The Company is headquartered in Tangerang, established by Notarial Deed Number 50 dated 16 January 1984, as amended by Amendment Deed No.149 dated 27 October 1984, and Amendment Deed No.82 dated 23 April 1985, all drawn up before Benny Kristianto, S.H., Notary in Jakarta. The Deed of Establishment and its amendments were approved by the Minister of Justice of the Republic of Indonesia under Decree No.C2-5710.HT.01.01.Th.85 dated 10 September 1985, and registered in the register book at the West Jakarta District Court consecutively under No.1008/1985, No.1007/1985, and No.1006/1985 dated 25 September 1985, and were announced in the State Gazette of the Republic of Indonesia No. 67 dated 22 August 1986, Supplement No. 1016.

The Company's Articles of Association have undergone several amendments, the latest being based on the Deed of Statement of Extraordinary General Meeting of Shareholders No.2, dated 1 July 2022, drawn up before Notary Syarifudin, S.H., Notary in Tangerang City. Through this deed, the shareholders of the Company approved the addition and adjustment of Article 3 of the Company's Articles of Association regarding the objectives and business activities to align with the Indonesian Standard Industrial Classification (KBLI) 2020. This amendment received an Approval Letter for the Amendment of the Articles of Association from the Minister of Law and Human Rights, and it was accepted and recorded under the Letter of Receipt of Notification of Amendment of Articles of Association from the Minister of Law and Human Rights No.AHU-0045607.AH.01.02.Year 2022 dated 4 July 2022 and was announced in the State Gazette of the Republic of Indonesia No. 086 dated October 28, 2022, Supplement No. 037145.

The amendments to the Company's Articles of Association have been carried out in accordance with the provisions of the Articles of Association and the applicable laws and regulations.

### **2. Headquarter**

The Company is headquartered at Sinar Mas Land Plaza, Jalan Grand Boulevard BSD Green Office Park, BSD City, Des/Kel. Sampora, Kec. Cisauk, Tangerang, Banten 15345.

### **3. Business Activities**

The core business activities carried out by the Company involve operating in the real estate owned or leased.

Furthermore, in accordance with Article 3 of the Company's Articles of Association, the Company's business activities are as follows:

- KBLI 36001 (Water Storage, Treatment, and Distribution);
- KBLI 36003 (Water Treatment Support Activities);
- KBLI 41011 (Residential Building Construction);
- KBLI 41012 (Office Building Construction);
- KBLI 41014 (Shopping Building Construction);
- KBLI 41017 (Accommodation Building Construction);
- KBLI 41018 (Entertainment and Sports Building Construction);
- KBLI 41019 (Other Building Construction);
- KBLI 42101 (Civil Road Construction);
- KBLI 42102 (Civil Bridge, Overpass, Flyover, and Underpass Construction);
- KBLI 42201 (Irrigation and Drainage Network Construction);
- KBLI 42202 (Clean Water Treatment Civil Construction);

- KBLI 42203 (Civil Construction for Solid, Liquid, and Gas Waste Management Systems);
- KBLI 42204 (Electrical Civil Construction);
- KBLI 42205 (Telecommunication Civil Construction for Transport Infrastructure);
- KBLI 42206 (Telecommunication Center Construction);
- KBLI 42207 (Water Well Drilling);
- KBLI 42209 (Other Irrigation, Communication, and Waste Networks Construction);
- KBLI 42919 (Other Civil Construction Activities N.E.C.);
- KBLI 43120 (Land Preparation);
- KBLI 43211 (Electrical Installation);
- KBLI 43212 (Telecommunication Installation);
- KBLI 43221 (Plumbing Installation);
- KBLI 43223 (Oil and Gas Installation);
- KBLI 43299 (Other Construction Installation Activities N.E.C.);
- KBLI 43304 (Interior Decoration);
- KBLI 43305 (Exterior Decoration);
- KBLI 43309 (Other Building Completion Activities);
- KBLI 46100 (Wholesale Trade on a Fee or Contract Basis);
- KBLI 52215 (Off-Street Parking Activities);
- KBLI 52291 (Transportation Arrangement Services);
- KBLI 56101 (Restaurant);
- KBLI 56102 (Food Stalls/Eateries);
- KBLI 68111 (Real Estate Owned or Leased);
- KBLI 68130 (Industrial Estate);
- KBLI 68200 (Real Estate on a Fee or Contract Basis);
- KBLI 70202 (Transportation Consulting Activities);
- KBLI 70209 (Other Management Consulting Activities);
- KBLI 73100 (Advertising);
- KBLI 80100 (Private Security Activities);
- KBLI 80200 (Security System Services);
- KBLI 81290 (Building and Other Industrial Cleaning Activities);
- KBLI 81300 (Garden Maintenance and Care Activities);
- KBLI 93113 (Arena/Facility Management);
- KBLI 93114 (Field Facilities);
- KBLI 93119 (Management of Other Sports Facilities);
- KBLI 93211 (Recreation Park); and
- KBLI 93219 (Themed Park or Other Amusement Park Activities).

#### **4. Share Capital Structure and Shareholder Composition**

Based on the Company's Shareholder Register as of 31 October 2024 by Sinartama Gunita as the Share Registrar of the Company, the latest Company's capital structure and shareholder composition as of the date of the Information Disclosure announcement are as follows:

Description	Nominal Value Rp 100 per share		
	Number of Shares	Total Nominal Value (Rp)	Percentage of Ownership(%)
<b>Authorized Share Capital</b>	<b>40,000,000,000</b>	<b>4,000,000,000,000</b>	-
Paid-Up and Issued Capital			
PT Paraga Artamida	8,522,862,464	852,286,246,400	40.26
PT Ekacentra Usahamaju	5,425,964,486	542,596,448,600	25.63
Treasury Shares	257,970,700	25,797,070,000	1.22
Public	6,964,568,162	696,456,816,200	32.89
<b>Total Paid-Up and Issued Capital</b>	<b>21,171,365,812</b>	<b>2,117,136,581,200</b>	<b>100.00</b>
<b>Shares in Portfolio</b>	<b>18,828,634,188</b>	<b>1,882,863,418,800</b>	-

Regarding Treasury shares, the Company will fulfill its obligation to transfer shares resulting from the buyback in accordance with the provisions and timeframe as stipulated in OJK Regulation No. 29 of 2023 concerning the Buyback of Shares Issued by Public Companies.

There are no shareholders among the public holding a 5% (five percent) or more ownership interest in the Company.

In accordance with Presidential Regulation No. 13 of 2018 concerning the Implementation of the Principle of Identifying Beneficial Owners of Corporations in the Context of Preventing and Eradicating Money Laundering and Terrorism Financing Crimes (“**Perpres No. 13/2018**”), the Company has submitted information regarding the beneficial owner of the Company, Mrs. Margaretha Natalia Widjaja, to the Ministry of Law and Human Rights through the Online General Legal Administration System (AHU Online) on December 23, 2022. Based on Article 4 paragraph (1) letter d of Presidential Regulation No. 13/2018, Mrs. Margaretha Natalia Widjaja meets the criteria as a beneficial owner because she has the authority to appoint, replace, or dismiss members of the board of directors and members of the board of commissioners of the Company.

Furthermore, in accordance with Article 85 of OJK Regulation No. 3/POJK.04/2021 concerning the Implementation of Activities in the Capital Market Sector, the Company has determined Mrs. Margaretha Natalia Widjaja as the Company's Controller without requiring a resolution from the General Meeting of Shareholders (GMS). The report regarding the determination of Mrs. Margaretha Natalia Widjaja as the Company's Controller has been submitted by the Company to the OJK through the Company's Letter No. 180/IR-CS/BS/D/XII/2022 dated December 23, 2022.

## 5. Management and Supervision

Based on the Deed of Resolution of Extraordinary General Meeting of Shareholders No. 3 dated 9 July 2021, made before Syarifudin, S.H., Notary in Tangerang City, as this deed has been received and recorded based on the Letter of Acceptance of Notification of Company Data from the Menkumham No. AHU-AH.01.03-0427136 dated 9 July 2021. The composition of the Company's Board of Commissioners and Board of Directors as of the date of the Information Disclosure announcement is as follows:

### Board of Commissioners

President Commissioner	: Muktar Widjaja
Vice President Commissioner	: Teky Mailoa
Commissioner	: Yoseph Fransiscus Bonang
Independent Commissioner	: Teddy Pawitra
Independent Commissioner	: Susiyati Bambang Hirawan

**Directors**

President Director	: Franciscus Xaverius RD
Vice President Director	: Michael J.P. Widjaja
Director	: Lie Jani Harjanto
Director	: Syukur Lawigena
Director	: Hermawan Wijaya
Director	: Liauw Herry Hendarta
Director	: Monik William
Director	: Ir. Siswanto Adisaputro

The term of office for the Company's Board of Directors and Board of Commissioners is until the closing of the Annual General Meeting of Shareholders for the fiscal year ending on 31 December 2024.

**6. Explanation of Affiliated Relationships Between The Company and The Target Company**

The Acquisition Transaction is categorized as an Affiliated Transaction pursuant to Article 1 points 1 and 3 of POJK 42/2020 due to the affiliation relationship between the ultimate shareholder of TGL and the Company's management through family ties by marriage and lineage up to the second degree, both horizontally and vertically. TGL is a 100% owned entity of Sukmawati Widjaja (Oei Siu Hoa), who is the sibling of Muktar Widjaja, the current President Commissioner of the Company, and the aunt of Michael J.P. Widjaja, who serves as the Vice President Director of the Company. However, the Acquisition Transaction does not create a conflict of interest as defined by POJK 42/2020.

In connection with the Acquisition Transaction and to comply with Article 4 of POJK 42/2020, the Company has appointed an appraiser to determine the fair value of the affiliated transaction object and/or the fairness of the Acquisition Transaction and has disclosed information regarding the affiliated transaction to the public as well as submitted it to OJK on 24 October 2024. The appointed appraiser is KJPP RHR, which is registered with the OJK under STTD No: STTD.PP-68/PJ-1/PM.02/2023 dated 26 June 2023. KJPP RHR has conducted a fair value analysis and a fairness assessment of the Acquisition Transaction based on Valuation Report No. 00252/2.0012-00/BS/03/0006/1/X/2024 dated 25 September 2024 and Fairness Opinion Report No. 00279/2.0012-00/BS/03/0006/1/X/2024 dated 23 October 2024, both of which concluded that the value of the object and the overall Acquisition Transaction is Fair.

**7. Statement of Sufficiency of Funds For The Mandatory Tender Offer**

In accordance with the Statement of Sufficiency of Funds issued by the Company on 28 October 2024, the Company declares that it has sufficient funds to fulfill its obligations to make full payments to the shareholders in connection with the Mandatory Tender Offer. The source of funds used by the Company originates from its deposits at PT Bank Mega Tbk, PT Bank Rakyat Indonesia (Persero) Tbk, and PT Bank Mandiri Taspen, with the Company ensuring that all funds to be used will be available in the Company's account prior to the Settlement Date.

**8. Other Information**

There is no involvement of the Company, the members of the Board of Directors, or the members of the Board of Commissioners of the Company in any material legal cases in court or other disputes outside of court that may negatively impact the Company's operational activities and the Mandatory Tender Offer plan.



## VI. INFORMATION REGARDING THE TARGET COMPANY

### 1. Brief History

PT Suryamas Dutamakmur Tbk. (hereinafter referred to as the Target Company) was established on 21 September 1989, based on the Deed of Establishment No. 322 dated 21 September 1989, by Benny Kristianto, S.H., a notary in Jakarta. The deed was approved by the Minister of Justice of the Republic of Indonesia through Decree No. C2-5896.HT.01.01.Th 90 dated 9 October 1990, and was announced in the State Gazette of the Republic of Indonesia No. 96 on 7 December 1990, Supplement No. 4968.

The Articles of Association of the Target Company have undergone several amendments, the most recent being based on Deed of Minutes of the General Meeting of Shareholders of the Target Company No. 28, dated June 21, 2023, by Arry Supratno, S.H., a Notary in Jakarta. According to the deed, the shareholders approved amendments to Article 3 regarding the purpose and objectives, Article 18 paragraph (3) regarding the duties and authorities of the directors, and Article 23 regarding the work plan, fiscal year, and annual report. This amendment has: (i) received approval from the Minister of Law and Human Rights of the Republic of Indonesia through Decree No. AHU-0041790.AH.01.02.TAHUN 2023, dated July 21, 2023, as registered in the Company Register under No. AHU-0137808.AH.01.11.Tahun 2023, dated July 21, 2023; and (ii) been notified to the Minister of Law and Human Rights of the Republic of Indonesia as evidenced by the Notification Receipt of Articles of Association No. AHU-AH.01.03-0094579, dated July 21, 2023, and registered in the Company Register under No. AHU-0137808.AH.01.11.Tahun 2023, dated July 21, 2023 and published in the State Gazette of the Republic of Indonesia No. 15718 dated July 21, 2023, Supplement No. 44.

### 2. Headquarters

The Target Company's headquarters are located at Sudirman Plaza Business Complex, Plaza Marein, Lt. 16, Jl. Jend. Sudirman Kav. 76-78, Jakarta Selatan 12910.

### 3. Business Activities

In accordance with Article 3 of the Target Company's Articles of Association, the Target Company's business activities are as follows:

- KBLI 68111 (Real Estate Owned or Leased);
- KBLI 93114 (Field Facilities);
- KBLI 56101 (Restaurant); and
- KBLI 55110 (Star Hotels)

### 4. Share Capital Structure and Shareholder Composition

Based on the Target Company's Shareholder Register as of 31 October 2024 by Sinartama Gunita as the Share Registrar of the Target Company, the latest Target Company's capital structure and shareholder composition as of the date of the Information Disclosure announcement are as follows:

Description	Nominal Value Rp 318 per Share		
	Number of Shares	Total Nominal Value (Rp)	Percentage of Ownership(%)
<b>Authorized Share Capital</b>	<b>6,000,000,000</b>	<b>1,908,000,000,000</b>	
Paid-Up and Issued Capital			
The Company	4,390,121,595	1,396,058,667,210	91.99
Public	382,016,642	121,481,292,156	8.01

Description	Nominal Value Rp 318 per Share		
	Number of Shares	Total Nominal Value (Rp)	Percentage of Ownership(%)
Total Paid-Up and Issued Capital	4,772,138,237	1,517,539,959,366	100.00
Shares in Portfolio	1,227,861,763	390,460,040,634	-

There are no shareholders among the public holding a 5% (five percent) or more ownership interest in the Target Company.

## 5. Management and Supervision

Based on the Deed of Minutes of the Extraordinary General Meeting of Shareholders No. 5, dated 4 January 2023, made before Arry Supratno, S.H., Notary in Central Jakarta, and received and recorded in the Legal Entity Administration System of the Ministry of Law and Human Rights of the Republic of Indonesia No. AHU-AH.01.09-0041593 dated 27 January 2023, as registered in the Company Register under No. AHU-0017798.AH.01.11.Tahun 2023 dated 27 January 2023, the current composition of the Board of Commissioners and Directors of the Target Company is as follows:

### Board of Commissioners

President	: <b>Dr. Ramelan S.H., M.H</b>
Commissioner & Independent Commissioner	: Term of office until the closing of the fifth Annual General Meeting of Shareholders of the Target Company since the closing of the General Meeting of Shareholders on 14 June 2021.
Commissioner	: <b>Wing Indrasmoro</b>
	: Term of office until the closing of the fifth Annual General Meeting of Shareholders of the Target Company since the closing of the General Meeting of Shareholders on 14 June 2021.

### Board of Directors

President Director	: <b>Henny Kusuma Hendrawan</b>
	: Term of office until the closing of the fifth Annual General Meeting of Shareholders of the Target Company since the closing of the Extraordinary General Meeting of Shareholders on 4 January 2023.
Director	: <b>Ratna Juwanita Haliman</b>
	: Term of office until the closing of the fifth Annual General Meeting of Shareholders of the Target Company since the closing of the General Meeting of Shareholders on 14 June 2021.
Director	: <b>Aprina Supriani</b>
	: Term of office until the closing of the fifth Annual General Meeting of Shareholders of the Target Company since the closing of the Extraordinary General Meeting of Shareholders on 4 January 2023.
Director	: <b>Henry Zen Halim</b>
	: Term of office until the closing of the fifth Annual General Meeting of Shareholders of the Target Company since the closing of the Extraordinary General Meeting of Shareholders on 4 January 2023.

## 6. Other Information

There is no involvement of the Target Company, the members of the Board of Directors, or the members of the Board of Commissioners of the Target Company in any material legal cases in court or other disputes outside of court that may negatively impact the Target Company's operational activities and the Mandatory Tender Offer plan.

## **VII. PROCEDURES AND REQUIREMENTS FOR PARTICIPATION IN THE MANDATORY TENDER OFFER**

### **1. Eligible Applicants**

The Shareholders eligible to participate in the Mandatory Tender Offer process are the Offered Shareholders of the Target Company who have completed and submitted all the required documents as specified in the Mandatory Tender Offer before the Closing Date ("**Applicants**"). Applicants must be registered as Shareholders of the Target Company and have opened a Securities Account with Securities Company and/or Custodian Bank whose name is registered in the Collective Custody at KSEI before the Closing Date.

For shareholders holding shares in script form and intending to offer their shares to The Company, the respective shareholders must:

- (i) ensure and confirm that the collective share certificates are registered under their name in the Target Company's Shareholders Register;
- (ii) open a Securities Account with the Appointed Securities Company;
- (iii) convert the script shares into scripless shares no later than 4 (four) Business Days before the Closing Date;
- (iv) ensure and confirm that the conversion of collective share certificates is conducted through the Appointed Securities Company where the shareholder has opened the Securities Account;
- (v) ensure that all of the Target Company's shares owned by the applicant are in scripless form; and
- (vi) bear the cost of share conversion.

### **2. Mandatory Tender Offer Form ("FPTW")**

All Applicants must complete the Mandatory Tender Offer Form to participate in the Mandatory Tender Offer process according to the requirements stated in the Mandatory Tender Offer Form and this Information Disclosure.

Any Mandatory Tender Offer Form that is not completed with the requirements as stated in the Mandatory Tender Offer Form and this Information Disclosure will not be processed, and the respective shareholder will not be permitted to participate in the Mandatory Tender Offer.

- (i) Applicants can obtain the Mandatory Tender Offer Form from the Target Company's Share Registrar by sending an email to the Share Registrar as stated below:

**Share Registrar**  
PT Sinartama Gunita  
Menara Tekno, Lantai 7  
Jl. H. Fachrudin No.19, Tanah Abang Jakarta 10250  
Tel: (021) 392 2332  
Fax: (021) 392 3003

- (ii) **Email: [helpdesk1@sinartama.co.id](mailto:helpdesk1@sinartama.co.id)** Applicants will subsequently receive the Mandatory Tender Offer Form in an email reply from the Share Registrar.
- (iii) The completed and signed Mandatory Tender Offer Form by the Applicant can be returned to the Share Registrar, and the original documents should be sent to the Share Registrar's office.

### 3. **Mandatory Tender Offer Period**

The Mandatory Tender Offer will last for 30 Days, starting from 17 December 2024 and ending on 15 January 2025.

### 4. **Submission Procedure for the Mandatory Tender Offer Form**

The procedure for applying and implementing the Mandatory Tender Offer is as follows:

- (i) Applicant or their representative must complete the application during the Mandatory Tender Offer Period to the Share Registrar by completing and signing the Mandatory Tender Offer Form in 4 (four) original copies and attaching the following documents:
  - a. Individual shareholders
    - A copy of a valid Identity Card of the shareholder;
    - A copy of the passport/temporary residence permit card for foreign shareholders.
  - b. Corporate shareholders
    - A copy of the Articles of Association and the deed showing the current composition of the Board of Directors and Board of Commissioners;
    - A copy of a valid Identity Card (or passport if foreign nationality) of the Director authorized to represent the corporate shareholder.
- (ii) If the Mandatory Tender Offer Form is signed by an attorney, a power of attorney made in a format acceptable to the Share Registrar and signed must be attached together with the Mandatory Tender Offer Form and its attachments.
- (iii) The complete documents may be sent to the Share Registrar via email in scanned form, and the original documents must be sent to the Share Registrar's office.

### 5. **Receipt of Submission**

- (i) After submitting the completed Mandatory Tender Offer Form and other required documents to the Share Registrar, the Applicant will receive a dated, signed, and stamped participation receipt for the Mandatory Tender Offer ("**Receipt**") via email.
- (ii) The Securities Company and/or Custodian Bank of the Applicant wishing to participate in the Mandatory Tender Offer must input the TEND instruction through the Corporate Action/CA menu in C-BEST by selecting the CASH option no later than the last day of the Mandatory Tender Offer Period at the time specified by KSEI.
- (iii) The Applicant's shares designated for this instruction will be marked as "Block for CA," so they cannot be transferred, traded, or moved unless there is a cancellation from the Securities Company and/or Custodian Bank on behalf of the Applicant based on the terms and conditions stated in the Mandatory Tender Offer Form and this Information Disclosure.
- (iv) If the Securities Company and/or Custodian Bank of the Applicant fails to input the TEND instruction through the Corporate Action/CA menu in C-BEST by selecting the CASH option no later than the last day of the Mandatory Tender Offer Period at the time specified by KSEI, the application for the Mandatory Tender Offer transaction by the respective Applicant will be canceled and void.

**6. Cancellation on the Mandatory Tender Offer Application**

Before the end of the Mandatory Tender Offer Period, any Applicant who has submitted a Mandatory Tender Offer application may cancel their participation in the Mandatory Tender Offer process, either fully or partially, through the Securities Company and/or Custodian Bank for the shares they have transferred to the Escrow Account, by providing written notice via email to the Securities Company and/or Custodian Bank with a copy to KSEI. The written notice along with the reason for the cancellation and a copy to KSEI must be received no later than 3 (three) Business Days before the end of the Mandatory Tender Offer Period.

Applicants who cancel their participation in the Mandatory Tender Offer must cancel the CASH instruction on the TEND event in C-BEST through the Securities Company and/or Custodian Bank. This cancellation instruction will automatically return the Applicant's shares status from "Block for CA" to "Available."

**7. Verification**

At the end of each day during the Mandatory Tender Offer Period, KSEI will provide a list of Applicants whose shares are in "Block for CA" status to the Appointed Securities Company. The Appointed Securities Company and the Share Registrar will review this list to verify and confirm the validity of the Applicant's share ownership in the Target Company according to the terms and conditions described in this Information Disclosure. Before the Payment Date, the Appointed Securities Company will confirm to KSEI regarding the approved Applicants. The determination of approved Applicants by the Appointed Securities Company is final and binding for all Applicants.

**8. Payment**

On the Payment Date, KSEI will transfer the shares of the Target Company owned by the approved Applicants from the Escrow Account to the Securities Account in the name of the New Controller as the Company.

Payment of the Mandatory Tender Offer Price to the approved Applicants will be made by the Appointed Securities Company, acting for and on behalf of the New Controller, through KSEI. KSEI will distribute the net funds (after deducting transaction fees) through C-BEST to each Sub Securities Account (SRE) or Corporate Action (CA) Account of the Securities Company and/or Custodian Bank of the approved Applicants. The Securities Company and/or Custodian Bank of each approved Applicant will then make payments to each approved Applicant. All payments related to the Mandatory Tender Offer will be made in Rupiah.

**9. Transaction Fees**

Payments to approved Applicants in relation to the Mandatory Tender Offer will be made after deducting commission, stock exchange transaction fees, and all applicable taxes, which will be borne by the approved Applicants according to the applicable regulations.

**10. Cancellation of the Mandatory Tender Offer**

This Mandatory Tender Offer may not be canceled once the Information Disclosure related to the Mandatory Tender Offer has been announced, except with the approval of OJK.

## VIII. INVOLVED PARTIES IN THE MANDATORY TENDER OFFER

### 1. Appointed Securities Company

#### **PT Sinarmas Sekuritas**

Sinarmas Land Plaza Tower 3 Lantai 5,  
Jl. M.H. Thamrin No. 51, Jakarta Pusat, 10350  
Telephone: (021) 392 5550  
Fax: (021) 392 2320  
E-mail : [helpdesk@sinarmassekuritas.co.id](mailto:helpdesk@sinarmassekuritas.co.id)  
Business License Number : Capital Market Supervisory Agency Decree No. KEP-83/PM/1992  
Date : 27 February 1992

The main task of the appointed securities company in this Mandatory Tender Offer is to carry out administrative work related to the Mandatory Tender Offer process on behalf of the Company as the party conducting the Mandatory Tender Offer, including verifying together with the Share Registrar and executing stock trading transactions on the Indonesia Stock Exchange (IDX).

### 2. Legal Counsel

#### **PwC Legal Indonesia**

WTC 3, Jl. Jendral Sudirman Kav.29-31,  
Jakarta, 12920, Indonesia  
Telephone (hunting): (021) 5099 2901  
Fax : (021) 5290 5555 / 5290 5050  
STTD : STTD.KH-478/PM.223/2022 under the name Danar Respati Sunartoputra  
Date : 7 November 2022

The main task of the legal counsel in this Mandatory Tender Offer is to provide advice and legal counsel to the Company as the party conducting the Mandatory Tender Offer, including matters related to disclosure and transparency of information as required by the applicable laws and regulations.

### 3. Collective Custody

#### **PT Kustodian Sentral Efek Indonesia**

Gedung Bursa Efek Indonesia, Tower 1, Lantai 5  
Jl. Jend. Sudirman Kav. 52-53  
Jakarta Selatan 12190  
Telephone : (021) 515 2855  
Fax: (021) 5299 1199

The main duties of KSEI in this Mandatory Tender Offer are to (i) receive Shares (in scripless form) that have been transferred to the Temporary Escrow Account; (ii) issue a list of applicants who have transferred their shares to the Temporary Escrow Account; and (iii) receive funds to pay for the shares from the Appointed Securities Company on behalf of the Company conducting this Mandatory Tender Offer, and subsequently disburse the payment to eligible applicants (through the applicants' securities company or custodian bank).

#### **4. Share Registrar**

##### **PT Sinartama Gunita**

Menara Tekno Lantai 7, Jl. Fachrudin No.19, Tanah Abang, Jakarta Pusat 10250

Telephone: (021) 392 2332

Fax: (021) 392 3003

E-mail : helpdesk1@sinartama.co.id

Business License Number : KEP-82/PM/1991

Date : 30 September 1991

The main duties of the Share Registrar in this Mandatory Tender Offer are to (i) distribute and provide the Mandatory Tender Offer Form and a copy of the Information Disclosure; (ii) receive the Mandatory Tender Offer Form from the applicants after being confirmed by the Securities Company and/or Custodian Bank; (iii) issue the Receipt; (iv) check the accuracy of the data received from the applicants; (v) provide daily reports during the Mandatory Tender Offer Period to the Appointed Securities Company; (vi) conduct daily reconciliations together with KSEI; and (vii) jointly with the Appointed Securities Company, verify the validity of the applicants' share ownership in accordance with the terms and conditions in this Information Disclosure.

## **IX. ADDITIONAL INFORMATION**

This Disclosure of Information is made in Indonesian and English language versions, in the event of any inconsistency or different interpretation between the Indonesian language version and the English language version, the Indonesian language version shall always prevail.

For shareholders who require additional information, you can contact the Target Company and the Share Registrar during business hours from 09:00 AM to 05:00 PM, from the date of this Information Disclosure until the Mandatory Tender Offer Completion Date, to:

Target Company  
**PT Suryamas Dutamakmur Tbk.**

**Head Office:**

Sudirman Plaza Business Complex Plaza Marein, 16th  
floor  
Jl. Jend. Sudirman kav 76-78, Jakarta Selatan 12910  
Telephone: (+6221) 5793 6733 (hunting)  
Fax: (+6221) 5793 6730  
E-mail : corsec@rancamaya.com  
Website : www.rancanamaya.com

**Bogor Office**

Jl. Graha Yasa No. SH-01, Rancamaya Golf Estate  
Ciawi - Bogor 16720  
Telephone: (+62251) 824 2278  
Fax: (62251) 824 2284

Share Registrar  
**PT Sinartama Gunita**

Menara Tekno Lantai 7, Jl. H. Fachrudin No. 19, Tanah Abang, Jakarta Pusat, 10250  
Telephone: (021) 392 2332 | Fax: (021) 392 3003 | Email : helpdesk1@sinartama.co.id

This Mandatory Tender Offer Statement is announced in order to comply with the provisions of POJK 9/2018.

December 16, 2024  
**PT Bumi Serpong Damai Tbk.**  
Director