

Tangerang, 22 Januari 2020 | January 22nd, 2020

**) unofficial translations*

Nomor : 008/IR-CS/BSI/I/2020

Perihal : **Keterbukaan Atas Informasi atau Fakta Material PT Bumi Serpong Damai Tbk /
Disclosure of Material Information or Facts of PT Bumi Serpong Damai Tbk**

Kepada Yth.
**OTORITAS JASA KEUANGAN REPUBLIK
INDONESIA**
Kepala Eksekutif Pengawas Pasar Modal
Gedung Sumitro Djojohadikusumo
Jl. Lapangan Banteng Timur No. 1-4
Jakarta 10710

To:
**FINANCIAL SERVICES AUTHORITY OF THE
REPUBLIC OF INDONESIA**
Executive Head of Capital Market Supervisor
Gedung Sumitro Djojohadikusumo
Jl. Lapangan Banteng Timur No. 1-4
Jakarta 10710

BURSA EFEK INDONESIA
Direktur Penilaian Perusahaan
Indonesia Stock Exchange Building, Tower I
Jl. Jend. Sudirman Kav. 52-53
Jakarta 12190

INDONESIA STOCK EXCHANGE
Director of Corporate Assessment
Indonesia Stock Exchange Building, Tower I
Jl. Jend. Sudirman Kav. 52-53
Jakarta 12190

Dengan hormat,

Dear Sirs,

Untuk memenuhi ketentuan (i) Peraturan Otoritas Jasa Keuangan No. 31/POJK.04/2015 tentang Keterbukaan Atas Informasi atau Fakta Material oleh Emiten atau Perusahaan Publik ("**POJK 31/2015**"); dan (ii) Keputusan Direksi Bursa Efek No. Kep-306/BEJ/07-2004, tanggal 19 Juli 2004 tentang Peraturan No. I-E tentang Kewajiban Penyampaian Informasi ("**Peraturan BEI No. I-E**") dengan ini, kami, PT Bumi Serpong Damai Tbk ("**Perseroan**") menyampaikan laporan informasi atau fakta material sebagai berikut:

*In compliance with (i) Financial Services Authority Regulation No. 31/POJK.04/2015 on Disclosure of Material Information or Facts by Issuers or Public Companies ("**POJK 31/2015**"); and (ii) Decree of the Board of Directors of Stock Exchange No. Kep-306/BEJ/07-2004, dated 19 July 2004 on the Regulation No. I-E on Information Disclosure Requirement ("**IDX Regulation No. I-E**"), we, PT Bumi Serpong Damai Tbk (the "**Company**"), hereby submits the report on disclosure of material information or facts as follows:*

Nama Emiten/ <i>Name of Issuer</i> :	PT Bumi Serpong Damai Tbk
Bidang Usaha/ <i>Scope of Business</i> :	Real Estate
Telepon/ <i>Telephone</i> :	(021) 50368368
Faksimili/ <i>Facsimile</i> :	(021) 50588278
Alamat Email/ <i>Email Address</i> :	corporate.secretary@sinarmasland.com

Tanggal
Kejadian

20 Januari 2020

*Date of
Event*

January 20th, 2020

Jenis dan
Uraian
Informasi
atau Fakta
Material

Peluncuran (*launching*) atas rencana penerbitan dan penawaran Surat Utang Senior (Senior Notes) baru berdenominasi Dollar Amerika Serikat (U.S Dollar) di luar wilayah Republik Indonesia dan di luar

*Type and
description
of Material
Information
or Facts*

*Launching of the proposed issuance of Senior Notes denominated in United States Dollar (U.S Dollar) outside the Republic of Indonesia and outside the United States by the Company through Global Prime Capital Pte. Ltd ("**GPC**"),*

wilayah Amerika Serikat oleh Perseroan melalui Global Prime Capital Pte. Ltd (“GPC”), perusahaan yang didirikan berdasarkan hukum yang berlaku di Singapura dan dimiliki sepenuhnya oleh Perseroan.

Uraian Informasi atau Fakta Material

Perseroan melalui Entitas Anak Perseroan, yaitu GPC merencanakan untuk menerbitkan obligasi senior (Senior Notes) berdenominasi Dollar Amerika Serikat (U.S Dollar) dengan jumlah pokok sebesar sampai dengan US\$300.000.000 dengan bunga 5,95% dan jatuh tempo pada tahun 2025 yang rencananya akan dijamin oleh Perseroan dan beberapa anak perusahaan Perseroan dan akan ditawarkan di luar wilayah Republik Indonesia dan di luar wilayah Amerika Serikat (“**Surat Utang Baru**”).

Sehubungan dengan hal tersebut diatas dan untuk tujuan penawaran Surat Utang Baru, Perseroan pada tanggal 20 Januari 2020 telah menandatangani *Purchase Agreement* dengan Citigroup Global Markets Singapore Pte. Ltd., Credit Suisse (Singapore) limited, UBS AG Singapore Branch, dan Mandiri Securities Pte. Ltd. selaku Pembeli Awal (*Initial Purchasers*). Di samping itu, *Purchase Agreement* tersebut ditandatangani pula oleh GPC selaku penerbit, Global Prime Treasury Pte. Ltd., perusahaan yang didirikan berdasarkan hukum yang berlaku di Singapura dan dimiliki sepenuhnya oleh GPC selaku penerbit (“**GPT**”), serta PT Sinar Mas Wisesa (“**SMW**”), PT Sinar Mas Teladan (“**SMT**”), PT Sinar Usaha Marga (“**SUM**”), PT Mustika Candraguna (“**MCG**”), PT Garwita Sentra Utama (“**GSU**”), PT Pastika Candra Pertiwi (“**PCP**”), PT Sentra Talenta Utama (“**STU**”), PT Sinar Usaha Mahitala (“**SUMT**”), PT Praba Selaras Pratama (“**PSP**”), PT Sentra Selaras Lestari (“**SSL**”), PT Bumi Sentra Selaras (“**BSS**”), PT Bumi Pramudita Mas (“**BPM**”),

a wholly owned subsidiary of the Company, incorporated under the Law of Republic of Singapore.

Description of Information of Material Facts

*The Company through its subsidiary, GPC, proposes to issue a new Senior Notes denominated in United States Dollar (U.S Dollar) amounting up to US\$300,000,000 with interest coupon 5.95% due on 2025 which will be guaranteed by the Company and certain of its subsidiaries and will be offered outside the Republic of Indonesia and outside the United States (the “**New Notes**”).*

*In connection with the above and for the purposes of the offering of the New Notes, the Company, on 20 January 2020 has signed a Purchase Agreement with Citigroup Global Markets Singapore Pte. Ltd., Credit Suisse (Singapore) Limited, UBS AG, Singapore Branch, and Mandiri Securities Pte. Ltd., as Initial Purchasers. In addition, the Purchase Agreement has also been signed by GPC as the issuer, Global Prime Treasury Pte. Ltd. (“**GPT**”), a wholly owned subsidiary of the GPC as the issuer, incorporated under the Law of Republic of Singapore and PT Sinar Mas Wisesa (“**SMW**”), PT Sinar Mas Teladan (“**SMT**”), PT Sinar Usaha Marga (“**SUM**”), PT Mustika Candraguna (“**MCG**”), PT Garwita Sentra Utama (“**GSU**”), PT Pastika Candra Pertiwi (“**PCP**”), PT Sentra Talenta Utama (“**STU**”), PT Sinar Usaha Mahitala (“**SUMT**”), PT Praba Selaras Pratama (“**PSP**”), PT Sentra Selaras Lestari (“**SSL**”),*

PT Duta Cakra Pesona ("DCP") dan PT Trans Bumi Serbaraja ("TBS"). Perseroan bersama-sama dengan SMW, SMT, SUM, MCG, GSU, PCP, STU, SUMT, PSP, SSL, BSS, BPM, DCP dan TBS berencana untuk bertindak selaku pemberi jaminan perusahaan dalam penerbitan Surat Utang Baru.

Dana yang diperoleh GPC dari penerbitan Surat Hutang Baru, setelah dikurangi biaya-biaya terkait dengan penerbitan Surat Hutang Baru akan disalurkan ke dalam GPT, melalui pengambil-bagian modal saham tambahan GPT dan efek bersifat ekuitas berkelanjutan (*perpetual capital securities*) yang akan dikeluarkan oleh GPT. Selanjutnya, GPT akan menyalurkan dana tersebut melalui pinjaman kepada Perseroan berdasarkan perjanjian antar-perusahaan (*intercompany loan*), dan rencananya akan digunakan oleh Perseroan melalui GPC selaku penerbit untuk melunasi sebagian hutang Perseroan (yang mungkin termasuk pelunasan (melalui tender, penukaran, atau pembelian lainnya) dan pembatalan surat hutang yang jatuh tempo 2021 (yang dikenakan bunga sebesar 7,25%) atau pelunasan utang Perseroan dalam denominasi Rupiah pada atau sebelum jatuh tempo dan untuk modal kerja dan keperluan Perseroan umum.

Perkiraan tanggal penyelesaian Surat Utang Baru adalah pada atau sekitar 23 Januari 2020.

Nilai dari penawaran Surat Utang Baru tidak akan melebihi 20% dari ekuitas Perseroan berdasarkan Laporan Keuangan Konsolidasian Perseroan untuk Periode-periode Enam Bulan yang Berakhir 30 Juni 2019, sehingga bukan merupakan

PT Bumi Sentra Selaras ("BSS"), PT Bumi Pramudita Mas ("BPM"), PT Duta Cakra Pesona ("DCP") and PT Trans Bumi Serbaraja ("TBS"). The Company, together with SMW, SMT, SUM, MCG, GSU, PCP, STU, SUMT, PSP, SSL, BSS, BPM, DCP and TBS plan to act as the guarantors on the issuance of the New Notes.

The net proceeds obtained by GPC from the issuance of the New Notes, after deducting the estimated transaction expenses related to the issuance of the New Notes, will be contributed to GPT, by way of a subscription of additional ordinary shares in the capital of GPT and perpetual capital securities to be issued by GPT, which will then on-lend such funds to the Company by way of an intercompany loan and will be used by the Company and GPC as the issuer to repay some of Company indebtedness (which may include repayment (by tender, exchange or other purchase) and cancellation of the Senior Notes Due 2021 (which bears interest at a rate of 7.25%) or repayment of Company's Indonesia Rupiah denominated debt on or prior to maturity, and to and for Company's working capital and other general corporate purposes.

The expected date of settlement of New Notes is on or about January 23rd, 2020.

The value of the New Notes is not exceed 20% of the Company's net equity based on Consolidated Financial Statements of the Company for the Six-Months Periods Ended in June 30th, 2019, as such it will not be construed as material transaction under Bapepam-

transaksi material sebagaimana dimaksud di dalam Peraturan Bapepam –LK No IX.E.2, Lampiran Keputusan Ketua-Bapepam-LK No.614/BL/2011 tertanggal 28 November 2011 tentang Transaksi Material dan Perubahan Kegiatan Usaha Utama.

LK Regulation no. IX.E.2, Attachment of Decision of Chairman of Bapepam-LK No. 614/BL/2011 dated November 28th, 2011 regarding Material Transactions and Change of Core Business Activities.

Dampak kejadian, informasi atau fakta material tersebut terhadap kegiatan operasional, hukum, kondisi keuangan, atau kelangsungan usaha Emiten atau Perusahaan Publik.

Rencana penerbitan Surat Utang Baru akan memberikan dampak positif terhadap kegiatan ekspansi Perseroan maupun entitas anak, dan tidak akan memberikan dampak negatif terhadap kegiatan operasional, hukum, kondisi keuangan atau kelangsungan usaha Perseroan dan entitas anak.

The impact of such event, information or material facts towards operational activities, legal, financial condition, or business continuity of the Issuer or Public Company.

The proposed offering of New Notes will give a positive impact on the Company's and its subsidiaries expansion activities and will not create a negative impact on the Company's and its subsidiaries' operational activities, legal, financial conditions or business continuity.

Keterangan lain – lain

Sehubungan dengan penawaran Surat Utang Baru, Perseroan akan melaksanakan kewajiban untuk mengumumkan penyelesaian Surat Utang Baru pada waktunya sesuai dengan ketentuan peraturan yang berlaku, termasuk POJK 31/2015, Peraturan BEI No.I-E dan Peraturan Bapepam-LK No. IX.E.1, Lampiran Keputusan Ketua Bapepam-LK No. KEP-412/BL/2009, tanggal 25 Nopember 2009 tentang Transaksi Afiliasi dan Benturan Kepentingan Transaksi Tertentu, setelah penawaran Surat Utang Baru selesai dilaksanakan dan setelah masing-masing perjanjian terkait dengan rencana penerbitan Surat Utang Baru ditandatangani oleh Perseroan.

Other Information

In connection with the offering of the New Notes, the Company will disclose the settlement of the New Notes in accordance with the prevailing regulations, including POJK 31/2015, IDX Regulation No I-E and Bapepam-LK Regulation No. IX.E.1, Attachment of Decision of Chairman of Bapepam-LK No. Kep-412/BL/2009, dated November 25th, 2009 on Affiliated Transaction and Conflict of Interest on Certain Transactions, after the offering of the New Notes is completed and after the agreements relating to the offering of the New Notes are signed by the Company.

Demikian laporan keterbukaan informasi atau fakta material ini kami sampaikan. Atas perhatian dan kerjasama Bapak/Ibu, kami ucapkan terima kasih.

We hereby conclude the report on disclosure of material information or facts. Thank you for your attention and cooperation.

Hormat kami/ *Best Regards,*
PT BUMI SERPONG DAMAI TBK



Hermawan Wijaya
Direktur/Director

Tembusan/Cc:

- Direktur Penilaian Keuangan Perusahaan Sektor Jasa Otoritas Jasa Keuangan/
Director of Financial Assessment of Services Sector Companies of Financial Service Authority
- Direksi dan Dewan Komisaris Perseroan/*The Company's Directors and the Board of Commissioners*
- Ibu Naniwati Tanuwidjaja – *PT Bank Permata Tbk*