



# PT. ESTIKA TATA TIARA Tbk.

## Head Office

Equity Tower Lantai 22, Suite A  
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Phone: +62 21 5140-2094

## Operational Office

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## Operational Office

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## INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF PT ESTIKA TATA TIARA TBK

The Board of Directors of PT Estika Tata Tiara Tbk (the “**Company**”) hereby invite the Company’s shareholder to attend the Extraordinary General Meeting of Shareholders (the “**Meeting**”), that will be held on:

Day, date : Friday, 15 March 2024  
Time : 10.00 Western Indonesian Time  
Location : at Lucy in the Sky - SCBD, Jakarta

With the Meeting Agendas:

1. Independent shareholders’ approval for the Company’s business development through an acquisition transaction of 99% (ninety-nine percent) of shares issued by each of PT Fajar Jaya Anugerah, PT Sinar Wijaya Utama and PT Sukses International Anugerah Pratama (each referred to as a “**Target Company**”), which is a Material Transaction and Affiliated Transaction as referred to in the Financial Services Authority Regulation No. 17/POJK.04/2020 on Material Transactions and Change in Business Activity (“**POJK No. 17/2020**”) and the Financial Services Authority Regulation No. 42/POJK.04/2020 on Affiliate Transactions and Conflict of Interest Transactions (“**POJK No. 42/2020**”).

### Explanation

*For the Company’s business development, the Company is planning to acquire 99% (ninety-nine percent) of the shares issued by each of the Target Company from the selling shareholders, among others Hj. Diana Dewi, SE, Aldi Imam Wibowo and Dimas Wibowo, who are the Company’s ultimate beneficial owner and the ultimate beneficial owner’s children, with a material transaction value (hereinafter referred to as the “**Proposed Transaction**”).*

*The Proposed Transaction is a material transaction as stipulated in POJK No. 17/2020 which contains an affiliate transaction as referred to in POJK No. 42/2020. Therefore, based on Article 14 of POJK No. 17/2020 and Article 4 paragraph (1) letter d number 1 of POJK No. 42/2020, the Proposed Transaction requires the approval of the Company’s independent shareholders.*

2. Approval to grant full power and authority with substitution rights to the Company’s Board of Directors to adjust the composition of the Company’s shareholders recorded in the database of the Online General Legal Administration System at the Ministry of Law and Human Rights of the Republic of Indonesia in accordance with the Company’s Shareholders Register dated 30 January 2024 recorded by PT Adimitra Jasa Korpora as the Company’s Securities Administration Bureau.

### Explanation

*With the acquisition of the Company by Asia Agri International Pte. Ltd. as the Company’s controlling shareholder and Hj. Diana Dewi, SE, as the Company’s ultimate beneficial owner, as announced in the Company’s Material Information or Fact Report No. B017-Corpsec/ETT-BEEF/III/2023 dated 2 March 2023 and the Company’s Material Information or Fact Report No. B-345/DIR/ETT-BEEF/X/2023 dated 18 October 2023, there has been a change in the Company’s data with regard to the composition and share ownership of the Company’s shareholders.*

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*In connection with the above, the Company needs to obtain approval from the general meeting of shareholders to make changes to the Company's data in the database of the Online General Legal Administration System at the Ministry of Law and Human Rights of the Republic of Indonesia in accordance with the Company's Shareholders Register dated 30 January 2024 issued by PT Adimitra Jasa Korpora as the Company's Securities Administration Bureau.*

*Henceforth, the composition of the Company's shareholders is as follows:*

- a. **ASIA AGRI INTERNATIONAL Pte. Ltd.**, in the amount of **4,963,609,524** (four billion nine hundred sixty-three million six hundred nine thousand five hundred twenty-four) shares with a total nominal value of **Rp356,405,470,032** (three hundred fifty-six billion four hundred five million four hundred seventy thousand thirty-two Rupiah);
  - b. **EDIE**, in the amount of **637,500,000** (six hundred thirty-seven million five hundred thousand) shares with a total nominal value of **Rp43,350,000,000** (forty-three billion three hundred and fifty million Rupiah); and
  - c. **PUBLIC**, in the amount of **1,430,261,895** (one billion four hundred thirty million two hundred sixty-one thousand eight hundred ninety-five) shares with a total nominal value of **Rp138,675,789,500** (one hundred thirty-eight billion six hundred seventy-five million seven hundred eighty-nine thousand five hundred Rupiah),
- The total number of shares is **7,031,371,419** (seven billion thirty-one million three hundred seventy-one thousand four hundred nineteen) shares with a total nominal value of **Rp538,431,259,532** (five hundred thirty-eight billion four hundred thirty-one million two hundred fifty-nine thousand five hundred thirty-two Rupiah).
3. Approval to encumber as debt collateral a part of the Company's assets which constitute more than 50% (fifty percent) of the Company's total net assets in 1 (one) transaction and grant power and authority with substitution rights to the Company's Board of Directors to carry out all actions in connection with the provision of such debt collateral, including but not limited to making or requesting to be made and signing all deeds, letters and documents required and to appear before authorized parties/officials, including notaries.

### Explanation

*The Company plans to obtain a loan directly from a commercial bank in Indonesia. To secure the repayment of such loan, the Company will provide collateral to the bank in the form of assets with a value exceeding 50% (fifty percent) of the Company's net assets in 1 (one) or more transactions, whether related to each other or not. Thus, in accordance with the provisions of Article 15 paragraph 10 of the Company's articles of association and Article 102 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies, the Company must obtain Meeting approval in advance.*

4. Approval for changes in the composition of the Company's Commissioners and Directors

### Explanation

*In accordance with the Company's articles of association and the Financial Services Authority Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies, the appointment, dismissal, and/or replacement of members of the Board of Commissioners and Board of Directors shall be carried out with the approval of the general meeting of shareholders.*

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### Notes:

1. This invitation is valid as an invitation to the above Meeting, the Company's Board of Directors is not sending a special invitation to the Company's shareholders, because in accordance with the provisions of the Company's Articles of Association and the Financial Services Authority Regulation No. 15/POJK.04/2020 of 2020 on the Planning and Organization of the General Meeting of Shareholders of Public Companies, the invitation of the Meeting to the shareholders must be made at least through the PT Kustodian Sentral Efek Indonesia (KSEI) Platform Electronic General Meeting System (eASY.KSEI) which can be accessed through <https://akses.ksei.co.id>, the Indonesia Stock Exchange website [www.idx.co.id](http://www.idx.co.id), and the Company's website [www.kibif.com](http://www.kibif.com).
2. The shareholders who are entitled to attend the Meeting are shareholders of the Company whose names are recorded in the Company's Shareholders Register or the owners of the securities account balances in the collective custody of KSEI at the close of the share trade in the Indonesia Stock Exchange on February 21<sup>st</sup>, 2024.
3. The Company appeals to the Shareholders who are entitled to attend the Meeting whose shares are included in KSEI's collective custody, to give power of attorney electronically through the eASY.KSEI facility in the link <https://akses.ksei.co.id> provided by KSEI as an electronic authorization mechanism in the process of holding the Meeting.
4. In the event that the shareholders are not yet able to access eASY.KSEI, the shareholders can download the power of attorney provided in the Company's website [www.kibif.com](http://www.kibif.com), and send the power of attorney that has been signed on sufficient stamp duty to PT Adimitra Jasa Korpora, located at Jl. Kirana Avenue III Blok F3 No. 5, Kelapa Gading, North Jakarta 14250, no later than 3 (three) business days prior to the Meeting i.e., on March 12<sup>th</sup>, 2024.
5. The deadline for providing an electronic declaration of attendance or electronic proxy and electronic vote in the eASY.KSEI application is no later than at 12.00 WIB on 1 (one) business day prior the Meeting date.
6. The shareholders or their proxies who will attend the Meeting must submit a photocopy of their Identity Card (KTP) or another identification to the Meeting officer before entering the Meeting Room, shareholder registration will be closed 30 (thirty) minutes before the Meeting i.e., at 09.30 WIB.
7. The shareholders who will attend or give electronic power of attorney to the Meeting through the eASY.KSEI application shall pay attention to the following:
  - a. **Registration Process**
    - (i) Local individual type shareholders who have not provided a declaration of attendance or proxy in the eASY.KSEI application by the deadline above and wish to attend the Meeting electronically must register attendance in the eASY.KSEI application on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.
    - (ii) Local individual type shareholders who have provided a declaration of attendance but have not provided voting selection for a minimum of 1 (one) Meeting agenda in the eASY.KSEI application until the deadline above and wish to attend the Meeting electronically, must register attendance in the eASY.KSEI application on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.

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- (iii) The shareholders who have given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative but have not given voting selection for a minimum of 1 (one) Meeting agenda in the eASY.KSEI application until the deadline above, then the proxy representing the shareholders must register attendance in the eASY.KSEI application on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.
- (iv) The shareholders who have given power of attorney to the participant/Intermediary proxy (Custodian Bank or Securities Company) and have voted in the eASY.KSEI application until the deadline above, then the proxy representative who has been registered in the eASY.KSEI application must register attendance in the eASY.KSEI application on the date of the Meeting until the registration period of the Meeting is electronically closed by the Company.
- (v) The shareholders who have given a declaration of attendance or given power of attorney to the proxy provided by the Company (Independent Representative) or Individual Representative and have given vote selection for a minimum of 1 (one) or to all agenda of the Meeting in the eASY.KSEI application no later than the deadline above, then the shareholder or proxy does not need to register attendance electronically in the eASY.KSEI application on the date of the Meeting. Share ownership will automatically count towards the quorum attendance and voting selections that have been cast will be automatically counted in the Meeting votes.
- (vi) Delay or failure in the electronic registration process as referred to in numbers (i) to (iv) for any reason will result in the shareholders or their proxies not being able to attend the Meeting electronically, and their share ownership is not counted as a quorum of attendance at the Meeting.

## ***b. The Process of the Electronic Submission of Questions and/or Opinions***

- (i) The shareholders or proxies have 3 (three) opportunities to submit questions and/or opinions at each discussion session per Meeting agenda. Questions and/or opinions per Meeting agenda can be submitted in writing by the shareholders or proxies by using the chat feature in the 'Electronic Opinions' column available in the E-Meeting Hall screen in the eASY.KSEI application. Provision of questions and/or opinions can be done as long as the status of the Meeting in the 'General Meeting Flow Text' column is "Discussion started for agenda item no. [ ]".
- (ii) The determination of the mechanism for conducting discussions per Meeting agenda in writing through the E-Meeting Hall screen in the eASY.KSEI application is the Company's authority and this will be stated by the Company in the Meeting Rules of Conduct through the eASY.KSEI application.
- (iii) For the proxies who attend electronically and will submit questions and/or opinions of their shareholders during the discussion session per Meeting agenda, it is required to write down the name of the shareholder and the size of their share ownership followed by the relevant questions or opinions.

## ***c. Voting Process***

- (i) The electronic voting process is taking place in the eASY.KSEI application on the E-Meeting Hall menu, Live Broadcasting sub-menu.
- (ii) Shareholders who are present or represented by their proxies but have not given voting selection of the Meeting agenda as referred to in point 7 letter a numbers (i) to (iv), then the shareholders or their proxies have the opportunity to submit their voting selection

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during the voting period through the E-Meeting Hall screen in the eASY.KSEI application opened by the Company. When the electronic voting period per Meeting agenda begins, the system automatically runs the voting time with a maximum countdown of 5 (five) minutes. During the electronic voting process, you will see the status "Voting for agenda item no. [ ] has started" in the 'General Meeting Flow Text' column. If the shareholders or their proxies do not vote for a particular Meeting agenda until the status of the Meeting as seen in the 'General Meeting Flow Text' column changes to "Voting for agenda item no. [ ] has ended", it will be considered as an abstention vote for the Meeting agenda concerned.

- (iii) Voting time during the electronic voting process is the standard time set on the eASY.KSEI application. The Company may determine a policy for the electronic direct voting time per agenda in the Meeting (with a maximum time of 5 (five) minutes per Meeting agenda) and will state it in the Meeting Rules of Conduct through the eASY.KSEI application.

#### d. *Watching the Meeting on the Meeting Broadcast*

- (i) The shareholders or their proxies who have been registered in the eASY.KSEI application no later than the deadline in point 5 can watch the ongoing Meeting through a Zoom webinar by accessing the eASY.KSEI menu, Meeting Broadcast submenu, located in the AKSes (<https://akses.ksei.co.id/>) facility.
- (ii) The Meeting Broadcast has a capacity of up to 500 (five hundred) participants, where the attendance of each participant will be determined on a first come first serve basis. For the shareholders or their proxies who do not have the opportunity to watch the Meeting through the Meeting Broadcast will still be considered valid to attend electronically and its share ownership and voting selections will be taken into account in the Meeting, as long as they have been registered in the eASY.KSEI application.
- (iii) The shareholders or their proxies who only watch the Meeting through the Meeting Broadcast but are not registered to be present electronically on the eASY.KSEI application, then the presence of shareholders or their proxies will be considered invalid and will not be included in the calculation of the quorum for the Meeting attendance.
- (iv) The shareholders or their proxies who watch the Meeting through the Meeting Broadcast have a raise hand feature that can be used to ask questions and/or opinions during the discussion session per Meeting agenda. If the Company allows by activating the allow to talk feature, the shareholders or their proxies can submit questions and/or opinions by talking directly. The determination of the mechanism for conducting discussions per Meeting agenda using the allow to talk feature contained in the Meeting Broadcast is the Company's authority and it will be stated by the Company in the Meeting Rules of Conduct through the eASY.KSEI application.
- (v) To get the best experience in using the eASY.KSEI application and/or Meeting Broadcast, the shareholders or their proxies are advised to use the Mozilla Firefox browser.

- 8. The notary, assisted by the Securities Administration Bureau, will check and calculate the votes for each Meeting agenda for every Meeting decision taken on the agenda, including those based on votes submitted by shareholders through eASY.KSEI, as well as those submitted at the Meeting.

Jakarta, 22 February 2024  
**PT Estika Tata Tiara Tbk**  
Board of Directors

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