

General Announcement::PT Astra International Tbk – Completion of Affiliated Party Transaction

Issuer & Securities

<b>Issuer/ Manager</b>	JARDINE CYCLE & CARRIAGE LIMITED
<b>Securities</b>	JARDINE CYCLE & CARRIAGE LTD - SG1B51001017 - C07

Announcement Details

<b>Announcement Title</b>	General Announcement
<b>Date &amp; Time of Broadcast</b>	11-Apr-2014 18:23:17
<b>Status</b>	New
<b>Announcement Sub Title</b>	PT Astra International Tbk – Completion of Affiliated Party Transaction
<b>Announcement Reference</b>	SG1404110THRRJE8
<b>Submitted By (Co./ Ind. Name)</b>	Ho Yeng Tat
<b>Designation</b>	Group Company Secretary
<b>Description (Please provide a detailed description of the event in the box below)</b>	<p>We attach for information the English translation of the notification dated 11th April 2014 by our 50.1% subsidiary, PT Astra International Tbk ("Astra") to the Financial Services Authority ("OJK") relating to the conditional Share Subscription Agreement dated 21st June 2013, entered into by Astra, PT Garda Era Sedaya ("GES"), PT Sedaya Multi Investama ("SMI"), PT Astra Sedaya Finance ("ASF"), and PT Bank Permata Tbk ("Bank Permata"), for the issuance of 237,609,989 new shares by ASF to Bank Permata ("ASF New Shares"). Further information on the transaction can be found in the attached Disclosure of Information issued on 11th April 2014.</p> <p>ASF, Bank Permata, GES and SMI are companies affiliated to Astra. ASF is a financing company in which 100% of its shares were owned by Astra directly and indirectly through GES and SMI, whereas GES and SMI are companies in which 100% of its shares (directly and indirectly) are owned by Astra. Bank Permata is a full service bank in which 44.56% of its shares are owned by Astra.</p> <p>The transaction has been completed on 8th April 2014 and the shareholding composition in ASF has changed to as follows: Bank Permata (24.999%) and Astra (75.001%).</p>
<b>Attachments</b>	<p><a href="#">Disclosure.pdf</a></p> <p>Total size =824K</p>

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Jakarta, 11 April 2014

No.:

To:

**Otoritas Jasa Keuangan**

Gedung Sumitro Djoghadikusumo

Jl. Lapangan Banteng Timur No. 2-4

Jakarta 10710

Attn.: **Ibu Ir. Nurhaida, MBA**  
**Executive Head of Capital Market Supervisor**

**Re: Report of Affiliated Transaction**

Dear Madam,

In compliance with Bapepam Regulation Number IX.E.1 regarding Affiliated Transactions and Conflict of Interests in Certain Transactions, we hereby submit the disclosure of information ("**Disclosure of Information**") in relation to the transaction contemplated under the *Shares* Subscription Agreement executed by PT Astra International Tbk, PT Garda Era Sedaya, PT Sedaya Multi Investama, PT Astra Sedaya Finance, and PT Bank Permata Tbk on 21 Juni 2013 ("**Transaction**"). The Transaction has been completed on 8 April 2014.

We hereby also attach: (a) copy of receipt from Bursa Efek Indonesia in relation to the submission of Disclosure Information to the public through Bursa Efek Indonesia's Website (IDXnet); and (b) copy of Report and Opinion from Independent Appraiser with respect to the Transaction.

Thus we convey. Thank you for your kind attention and cooperation.

Sincerely,

**PT Astra International Tbk**

*Signed*

Gita Tiffany Boer

Corporate Secretary

Cc:

1. Directorate of Corporate Financial Evaluation in Services Sector – OJK
2. Directorate Transaction and Securities Institution - OJK
3. Board of Directors of PT Bursa Efek Indonesia
4. Indonesian Capital Market Electronic Library

**KETERBUKAAN INFORMASI SEHUBUNGAN DENGAN TRANSAKSI AFILIASI**  
dalam rangka memenuhi ketentuan Bapepam dan LK No.IX.E.1 tentang Transaksi  
Afiliasi dan Benturan Kepentingan Transaksi Tertentu ("Peraturan No.IX.E.1")

**DISCLOSURE OF INFORMATION WITH RESPECT TO AN AFFILIATED TRANSACTION**  
*to comply with the provisions of the Capital Market and Financial Institutions*  
**Supervisory Board Rule No.IX.E.1 on Affiliated Transactions and Conflicts of Interest**  
*in Certain Transactions ("Rule No. IX.E.1")*



**PT ASTRA INTERNATIONAL TBK**  
("PERSEROAN"/"COMPANY")

**Berkedudukan di Jakarta Utara**  
*Domiciled in North Jakarta*

**Bidang Usaha:**

Bergerak dalam bidang usaha perdagangan otomotif

**Business Lines:**

*Engaged in the business of trading of automotive*

**Kantor Pusat/Head Office:**

Jl. Gaya Motor Raya No. 8

Sunter II, Jakarta 14330

Indonesia

Telephone: (021) 652 2555

Facsimile: (021) 651 2058, 651 2059

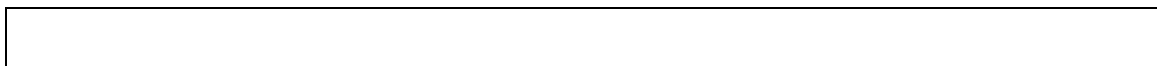
[www.astra.co.id](http://www.astra.co.id)

Direksi dan Dewan Komisaris Perseroan bertanggung jawab atas kebenaran dari seluruh informasi material yang dimuat dalam Keterbukaan Informasi ini, dan setelah melakukan penelitian secara seksama atas informasi-informasi yang tersedia mengenai Transaksi, dengan ini menyatakan bahwa sepanjang pengetahuan dan keyakinan mereka tidak ada fakta penting atau material lainnya sehubungan dengan Transaksi yang belum diungkapkan dalam Keterbukaan Informasi ini yang dapat menyebabkan Keterbukaan Informasi ini menjadi tidak benar dan atau menyesatkan.

*The Board of Directors and the Board of Commissioners of the Company are responsible for the accuracy of the entire material information as set out in this Disclosure of Information, and after carefully reviewing the available information on the Transaction, they hereby confirm that to the best of their knowledge and understanding, there are no other significant or material facts in relation to the Transaction that have not been disclosed within this Disclosure of Information which may cause this Disclosure of Information to be incorrect and or misleading.*

**Keterbukaan Informasi ini diterbitkan di Jakarta**  
**pada tanggal 11 April 2014**

***This Disclosure of Information is issued in Jakarta***  
***on 11 April 2014***



**DEFINISI-DEFINISI**  
**DEFINITIONS**

<b>ASF</b>	: PT Astra Sedaya Finance.	<b>ASF</b>	: <i>PT Astra Sedaya Finance.</i>
<b>Bank Permata</b>	: PT Bank Permata Tbk.	<b>Bank Permata</b>	: <i>PT Bank Permata Tbk.</i>
<b>GES</b>	: PT Garda Era Sedaya.	<b>GES</b>	: <i>PT Garda Era Sedaya.</i>
<b>Keterbukaan Informasi</b>	: Keterbukaan Informasi sehubungan dengan Transaksi Afiliasi ini yang memuat informasi mengenai Transaksi dan disiapkan dalam kerangka memenuhi ketentuan Peraturan No. IX.E.1.	<b>Disclosure of Information</b>	: <i>This Disclosure of Information with respect to an Affiliated Transaction contains information on the Transaction and has been prepared to comply with Rule No. IX.E.1.</i>
<b>Menhukham</b>	: Menteri Hukum dan Hak Asasi Manusia Republik Indonesia.	<b>MoLHR</b>	: <i>The Minister of Law and Human Rights of the Republic of Indonesia.</i>
<b>Share Subscription Agreement</b>	: Suatu perjanjian pengambilbagian saham ( <i>Share Subscription Agreement</i> ) yang telah ditandatangani pada tanggal 21 Juni 2013 antara ASF, Bank Permata, Perseroan, GES dan SMI.	<b>Share Subscription Agreement</b>	: <i>A Share subscription agreement which was signed on 21 June 2013 by and between ASF, Bank Permata, Company, GES and SMI.</i>
<b>Perusahaan Terkendali</b>	: Suatu perusahaan yang dikendalikan baik secara langsung maupun tidak langsung oleh Perseroan.	<b>Controlled Company</b>	: <i>A company directly or indirectly controlled by the Company.</i>
<b>SMI</b>	: PT Sedaya Multi Investama.	<b>SMI</b>	: <i>PT Sedaya Multi Investama.</i>
<b>Transaksi Afiliasi</b>	: Suatu transaksi yang dilakukan oleh suatu Perseroan atau Perusahaan Terkendali Perseroan dengan Afiliasi dari Perseroan atau afiliasi dari para anggota direksi, anggota dewan komisaris, atau pemegang saham utama Perseroan sebagaimana dimaksud dalam angka 1 huruf d Peraturan No. IX.E.1.	<b>Affiliated Transaction</b>	: <i>A transaction which is conducted by a Company or a Controlled Company of the Company with an Affiliate of the Company or an affiliate of the members of the board of directors, members of the board of commissioners, or ultimate shareholders of the Company as referred to in point 1 paragraph d</i>

of Rule No. IX.E.1.

<b>UU Pasar Modal</b>	Undang-undang 8/1995 tentang Modal.	Nomor Pasar	<b>Capital Market Law</b>	Law Number 8/1995 regarding Capital Market.
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## PENDAHULUAN FOREWORD

Keterbukaan Informasi memuat informasi mengenai pengeluaran saham baru oleh ASF sebanyak 237.609.989 saham mewakili 24,99999997% dari total modal yang ditempatkan di ASF dengan nilai nominal masing-masing saham sebesar Rp 1.000 atau seluruhnya sebesar Rp 237.609.989.000 yang diambilbagian oleh Bank Permata, dengan harga pengambilanbagian sebesar Rp 2.193.903.249.840, sesuai dengan ketentuan *Share Subscription Agreement* ("**Transaksi**"). Transaksi tersebut telah selesai dilaksanakan pada tanggal 8 April 2014.

*This Disclosure of Information sets out information on the issuance of new shares by ASF in the amount of 237,609,989 shares representing 24.99999997% of the total issued capital in ASF, each share having a nominal value of Rp1,000 or in the total amount of Rp.237,609,989,000 subscribed by Bank Permata, with a subscription price of Rp 2,193,903,249,840, in accordance with the Share Subscription Agreement ("**Transaction**"). The Transaction has been completed on 8 April 2014.*

Keterbukaan Informasi dibuat dalam rangka pemenuhan ketentuan Peraturan No. IX.E.1, yang mewajibkan Perseroan untuk melakukan keterbukaan informasi sehubungan dengan Transaksi Afiliasi.

*This Disclosure of Information is made to comply with the requirements under Rule No. IX.E.1, which requires the Company to make a disclosure of information with respect to an Affiliated Transaction.*

Transaksi merupakan suatu Transaksi Afiliasi dikarenakan terdapat hubungan Afiliasi (sepaimana didefinisikan dalam UU Pasar Modal) antara Perseroan dengan ASF, GES, SMI dan Bank Permata. Hubungan Afiliasi antara Perseroan dengan ASF, GES, SMI, dan Bank Permata didasarkan pada hubungan kepemilikan, jabatan dan pengendalian, sebagaimana disebutkan lebih lanjut pada Bagian II, huruf C.

*The Transaction is an Affiliated Transaction since there is an Affiliation (as defined under the Capital Market Law) between the Company and ASF, GES, SMI and Bank Permata. The Affiliation between the Company and ASF, GES, SMI, and Bank Permata is based on the ownership, positions and control, as further stated in Part II, point C.*

### I. URAIAN SINGKAT MENGENAI PARA PIHAK DALAM TRANSAKSI BRIEF DESCRIPTION OF THE TRANSACTION PARTIES

#### A. Perseroan

Riwayat Singkat Perseroan

#### A. Company

*Brief History of the Company*

Perseroan merupakan suatu perusahaan publik tercatat yang mula-mula didirikan dengan nama PT Astra International Incorporated berdasarkan Akta Pendirian Nomor 67 tanggal 20 Februari 1957 yang dibuat oleh Sie Khwan Djioe, Notaris di Jakarta, dan telah disahkan oleh Menteri Kehakiman Republik Indonesia pada tanggal 1 Juli 1957 serta diumumkan dalam Berita Negara Republik Indonesia Nomor 85, tanggal 22 Oktober 1957, Tambahan Nomor 1117.

Anggaran Dasar Perseroan terakhir adalah sebagaimana diumumkan dalam Berita Negara Republik Indonesia Nomor 96 tanggal 29 November 2013, Tambahan Nomor 6874/L.

Perseroan mencatatkan sahamnya pada Bursa Efek Indonesia melalui Penawaran Umum Perdana yang dilakukan pada tahun 1990.

#### **Kepemilikan Saham**

Struktur permodalan Perseroan per tanggal 31 Maret 2014 adalah sebagai berikut:

<i>Informasi Information</i>	<i>Jumlah Saham Number of Shares</i>	<i>Nilai Nominal Per Saham Nominal Value per Share (Rp)</i>	<i>Jumlah Nilai Nominal Total of Nominal Value (Rp)</i>
<i>Modal Dasar Authorized Capital</i>	60.000.000.000	50	3.000.000.000.000
<i>Modal Ditempatkan dan Disetor Issued and Paid Up Capital</i>	40.483.553.140	50	2.024.177.657.000

*The Company is a publicly listed limited liability company initially established under the name of PT Astra International Incorporated in accordance with Deed of Establishment Number 67, dated 20 February 1957, which was made by Sie Khwan Djioe, Notary in Jakarta, and approved by the Minister of Justice of the Republic of Indonesia on 1 July 1957, and published in State Gazette of the Republic of Indonesia No. 85, dated 22 October 1957, Supplement Number 1117.*

*The latest Articles of Association of the Company was published in State Gazette of the Republic of Indonesia Number 96, dated 29 November 2013, Supplement Number 6874/L.*

*The Company listed its shares on the Indonesian Stock Exchanges through an Initial Public Offering in 1990.*

#### **Share Ownership**

*The capital structure of the Company as at 31 March 2014 was as follows:*

Susunan pemegang saham Perseroan berdasarkan Daftar Pemegang Saham dari Biro Administrasi Efek, PT Raya Saham Registra, per tanggal 31 Maret 2014 adalah sebagai berikut:

*The composition of shareholders of the Company based on the Shareholders Register from the Share Registrar, PT Raya Saham Registra, as at 31 March 2014 was as follows:*

<b>Pemegang Saham Shareholders</b>	<b>Jumlah Saham Number of Shares</b>	<b>%</b>
Jardine Cycle & Carriage Limited	20.276.860.040	50,09
Publik/Public	20.206.693.100	49,91
<b>Total</b>	<b>40.483.553.140</b>	<b>100</b>

#### **Pengurusan dan Pengawasan Perseroan**

Susunan Direksi dan Dewan Komisaris Perseroan per tanggal 31 Maret 2014 adalah sebagai berikut:

#### **Management and Supervision of the Company**

*The composition of the Board of Directors and the Board of Commissioners of the Company as at 31 March 2014 was as follows:*

#### **Direksi**

Presiden Direktur: Prijono Sugiarto  
 Direktur: Gunawan  
 Geniusahardja  
 Direktur: Johnny Darmawan  
 Danusasmita  
 Direktur: Djoko Pranoto  
 Direktur: Widya Wiryawan  
 Direktur: Sudirman Maman  
 Rusdi  
 Direktur: Simon Collier  
 Dixon  
 Direktur: Johannes Loman

#### **Board of Directors**

*President Director: Prijono Sugiarto  
 Director: Gunawan  
 Geniusahardja  
 Director: Johnny Darmawan  
 Danusasmita  
 Director: Djoko Pranoto  
 Director: Widya Wiryawan  
 Director: Sudirman Maman  
 Rusdi  
 Director: Simon Collier  
 Dixon  
 Director: Johannes Loman*

#### **Dewan Komisaris**

Presiden  
 Komisaris: Budi Setiadharm  
 Komisaris  
 Independen: Soemadi Djoko  
 Moerdjono  
 Brotodiningrat

#### **Board of Commissioners**

*President  
 Commissioner: Budi Setiadharm  
 Independent  
 Commissioner: Soemadi Djoko  
 Moerdjono  
 Brotodiningrat*

Komisaris		<i>Independent</i>	
Independen:	Hisayuki Inoue	<i>Commissioner:</i>	<i>Hisayuki Inoue</i>
Komisaris		<i>Independent</i>	
Independen:	Erry Firmansyah	<i>Commissioner:</i>	<i>Erry Firmansyah</i>
Komisaris:	Anthony John Liddell Nightingale	<i>Commissioner:</i>	<i>Anthony John Liddell Nightingale</i>
Komisaris:	Benjamin William Keswick	<i>Commissioner:</i>	<i>Benjamin William Keswick</i>
Komisaris:	Mark Spencer Greenberg	<i>Commissioner:</i>	<i>Mark Spencer Greenberg</i>
Komisaris:	Chiew Sin Cheok	<i>Commissioner:</i>	<i>Chiew Sin Cheok</i>
Komisaris:	Jonathan Chang	<i>Commissioner:</i>	<i>Jonathan Chang</i>
Komisaris:	David Alexander Newbigging	<i>Commissioner:</i>	<i>David Alexander Newbigging</i>

## **B. ASF**

### **Riwayat Singkat ASF**

ASF adalah perusahaan yang bergerak di bidang lembaga pembiayaan dan pembiayaan berdasarkan prinsip syariah.

ASF didirikan dengan nama PT Raharja Sedaya, yang didirikan berdasarkan Akta Pendirian Nomor 50, tanggal 15 Juli 1982, dibuat oleh Rukmasanti Hardjasatya Sarjana Hukum, Notaris di Jakarta, yang telah disahkan oleh Menteri Kehakiman Republik Indonesia pada tanggal 20 Januari 1983 serta diumumkan dalam Berita Negara Republik Indonesia Nomor 13 tanggal 15 Februari 1983, Tambahan Nomor 231.

Anggaran Dasar ASF terakhir adalah sebagaimana tercantum dalam Akta Nomor 64 tanggal 28 Februari 2014 dibuat di hadapan Aryanti Artisari Sarjana Hukum, Magister Kenotariatan, Notaris di Jakarta, dan telah diberitahukan kepada Menhukham pada tanggal 11 Maret 2014.

### **Kepemilikan Saham**

Struktur permodalan ASF per tanggal 31 Maret 2014 adalah sebagai berikut:

## **B. ASF**

### **Brief History of ASF**

*ASF is a company engaged in the business of financing institutions and financing based on Sharia principles.*

*ASF was established under the name of PT Raharja Sedaya, based on Deed of Establishment Number 50, dated 15 July 1982, which was made by Rukmasanti Hardjasatya Sarjana Hukum, Notary in Jakarta, approved by the Minister of Justice of the Republic of Indonesia on 20 January 1983, and published in State Gazette of the Republic of Indonesia Number 13, dated 15 February 1983, Supplement Number 231.*

*The latest Articles of Association of ASF as stated in the Deed Number 64 dated 28 February 2014, which was made before Aryanti Artisari Sarjana Hukum, Master of Notary, Notary in Jakarta, and notified to the MoLHR on 11 March 2014.*

### **Share Ownership**

*The capital structure of ASF as at 31 March 2014 was as follows:*



Informasi <i>Information</i>	Jumlah Saham <i>Number of Shares</i>	Nilai Nominal Per Saham <i>Nominal Value per Share</i> (Rp)	Jumlah Nilai Nominal <i>Total of Nominal Value</i> (Rp)
Modal Dasar <i>Authorized Capital</i>	1.500.000.000	1.000	1.500.000.000.000
Modal Ditempatkan dan Disetor <i>Issued and Paid Up Capital</i>	950.439.957	1.000	950.439.957.000

Susunan pemegang saham ASF per tanggal 31 Maret 2014 adalah sebagai berikut:

*The composition of the shareholders of ASF as at 31 March 2014 is as follows:*

Pemegang Saham <i>Shareholders</i>	Jumlah Saham <i>Number of Shares</i>	%
GES	267.311.238	28,125000 01%
Perseroan (PT Astra International Tbk)	267.311.238	28,125000 01%
SMI	178.207.492	18,750000 01%
Bank Permata	237.609.989	24,999999 97%
<b>Total</b>	950.439.957	100,00000 000%

#### **Pengurusan dan Pengawasan**

Susunan Direksi dan Dewan Komisaris ASF per tanggal 31 Maret 2014 adalah sebagai berikut:

#### **Direksi**

Presiden Direktur: Jodjana Jody  
 Direktur: Hugeng Gozali  
 Direktur: Wie Mia  
 Direktur: Siswadi  
 Direktur: Anton Rusli

#### **Management and Supervision**

*The composition of the Board of Directors and the Board of Commissioners of ASF as at 31 March 2014 was as follows:*

#### **Board of Directors**

*President Director: Jodjana Jody  
 Director: Hugeng Gozali  
 Director: Wie Mia  
 Director: Siswadi  
 Director: Anton Rusli*

**Dewan Komisaris**

Presiden	
Komisaris:	Gunawan Geniusahardja
Wakil Presiden	
Komisaris:	Simon Collier Dixon
Komisaris:	Prijono Sugiarto
Komisaris:	Suparno Djasmin
Komisaris	
Independen:	Buyung Syamsudin

**Board of Commissioners**

<i>President</i>	
<i>Commissioner:</i>	<i>Gunawan Geniusahardja</i>
<i>Vice President</i>	
<i>Commissioner:</i>	<i>Simon Collier Dixon</i>
<i>Commissioner:</i>	<i>Prijono Sugiarto</i>
<i>Commissioner:</i>	<i>Suparno Djasmin</i>
<i>Independent</i>	
<i>Commissioner:</i>	<i>Buyung Syamsudin</i>

**C. Bank Permata****Riwayat Singkat Bank Permata**

Bank Permata adalah perusahaan yang bergerak di bidang bank umum.

Bank Permata (dahulu PT Bank Bali Tbk) didirikan di Indonesia berdasarkan Akta Pendirian Nomor 228 tanggal 17 Desember 1954, dibuat oleh Eliza Pondaag Sarjana Hukum, selaku pengganti dari Raden Mas Soerojo Sarjana Hukum, Notaris di Jakarta. Akta tersebut telah memperoleh pengesahan dari Menteri Kehakiman Republik Indonesia tanggal 4 Januari 1955, dan diumumkan dalam Berita Negara Republik Indonesia Nomor 22, tanggal 18 Maret 1955, Tambahan Nomor 292.

Anggaran Dasar Bank Permata terakhir sebagaimana tercantum dalam Akta Nomor 52 tanggal 17 Januari 2014 dibuat di hadapan Aryanti Artisari Sarjana Hukum, Magister Kenotariatan, Notaris di Jakarta, dan telah diberitahukan kepada Menhukham pada tanggal 6 Februari 2014.

**Kepemilikan Saham**

Struktur permodalan Bank Permata per tanggal 31 Maret 2014 adalah sebagai berikut:

**C. Bank Permata*****Brief History of Bank Permata***

*Bank Permata is a company engaged in the business of commercial banking.*

*Bank Permata (previously known as PT Bank Bali, Tbk) was established in Indonesia in accordance with Deed of Establishment Number 228, dated 17 December 1954, made before Eliza Pondaag Sarjana Hukum, as the substitute of Raden Mas Soerojo Sarjana Hukum, Notary in Jakarta. The Deed has been approved by the Minister of Justice of the Republic of Indonesia on 4 January 1955, and published in the State Gazette of the Republic of Indonesia Number 22, dated 18 March 1955, Supplement Number 292.*

*The latest Articles of Association of Bank Permata was stated under the Deed Number 52 dated 17 January 2014, made before Aryanti Artisari Sarjana Hukum, Master of Notaries, Notary in Jakarta, and notified to the MoLHR on 6 February 2014.*

***Share Ownership***

*The capital structure of Bank Permata as at 31 March 2014 was as follows:*

Informasi <i>Information</i>	Jumlah Saham <i>Number of Shares</i>	Nilai Nominal Per Saham <i>Nominal Value per Share</i> (Rp)	Jumlah Nilai Nominal <i>Total of Nominal Value</i> (Rp)
Modal Dasar <i>Authorized Capital</i>	26.880.234 (Kelas A)	12.500	5.600.000.000.000
	42.111.976.600 (Kelas B)	125	
Modal Ditempatkan dan Disetor <i>Issued and Paid Up Capital</i>	26,880,234 (Kelas A)	12.500	1.818.122.267.375
	11.856.954.739 (Kelas B)	125	

Susunan pemegang saham Bank Permata berdasarkan Daftar Pemegang Saham dari Biro Administrasi Efek PT Blue Chip Mulia, per tanggal 31 Maret 2014 adalah sebagai berikut:

*The composition of shareholders of Bank Permata based on the Shareholders Register from the Share Registrar PT Blue Chip Mulia, as at 31 March 2014 was as follows:*

Pemegang Saham <i>Shareholders</i>	Saham Kelas <i>Class of Shares</i>	Jumlah Saham <i>Number of Shares</i>	%
The Company (PT Astra International Tbk)	B	5.295.381.806*)	44,56%
Standard Chartered Bank	B	5.295.381,806	44,56%
Publik/ <i>Public</i>	B	1.266.191.127	10,65%
Publik/ <i>Public</i>	A	26.880.234	0,23%
<b>Total</b>		11.883.834.973	100,00%

**Catatan:**

\*) Termasuk 118.838.351 lembar saham yang tidak dicatatkan/*delisting*

**Note:**

\*) Includes 118,838,351 shares which are not listed/*delisted*.

**Pengurusan dan Pengawasan**

Susunan Direksi dan Dewan Komisaris Bank Permata per tanggal 31 Maret 2014 adalah sebagai berikut:

***Management and Supervision***

*The composition of the Board of Directors and the Board of Commissioners of Bank Permata as at 31 March 2014 was as follows:*

**Direksi**

Direktur Utama (Plt.): Herwidayatmo

Wakil

Direktur Utama: Herwidayatmo

Direktur

Kepatuhan: Mirah Dewi  
Wiryomatmodjo

Direktur: Sandeep Kumar Jain

Direktur: Bianto Surodjo

Direktur: Indri  
Koesindrijastoeti

Direktur: Michael Alan Coye

Direktur: Roy Arman Arfandy

Direktur: Tjioe Mei Tjuen

Direktur Unit Usaha Syariah:  
Achmad Kusna Permana

**Dewan Komisaris**

Komisaris

Utama: Neeraj Swaroop

Wakil Komisaris Utama: Gunawan  
Geniusahardja

Komisaris  
Independen: Lukita Dinarsyah  
Tuwo

Komisaris  
Independen: I. Supomo

Komisaris  
Independen: David Allen Worth

Komisaris  
Independen: Tony Prasetiantono

Komisaris: Mark Spencer  
Greenberg

Komisaris : Subroto Som

**Board of Directors**

*President*

*Director (Interim Officer In Charge):*  
Herwidayatmo

*Vice President*

*Director:* Herwidayatmo

*Director of*

*Compliance:* Mirah Dewi  
Wiryomatmodjo

*Director:* Sandeep Kumar  
Jain

*Director:* Bianto Surodjo

*Director:* Indri  
Koesindrijastoeti

*Director:* Michael Alan Coye

*Director:* Roy Arman  
Arfandy

*Director:* Tjioe Mei Tjuen

*Sharia Business Unit Director:*  
Achmad Kusna Permana

**Board of Commissioners**

*President*

*Commissioner:* Neeraj Swaroop

*Vice President*

*Commissioner:* Gunawan  
Geniusahardja

*Independent*

*Commissioner:* Lukita Dinarsyah  
Tuwo

*Independent*

*Commissioner:* I. Supomo

*Independent*

*Commissioner:* David Allen Worth

*Independent*

*Commissioner:* Tony  
Prasetiantono

*Independent*

*Commissioner:* Mark Spencer  
Greenberg

*Commissioner* : Subroto Som

**D. GES****Riwayat Singkat GES**

GES adalah suatu perusahaan yang bergerak di bidang perdagangan, pembangunan, transportasi, pertanian, perindustrian dan jasa.

GES didirikan dengan nama PT General Electric Services dalam rangka Undang-undang Penanaman Modal Asing Nomor 1 tahun 1967, berdasarkan Akta Nomor 140 tanggal 22 Juli 1997, dibuat oleh, Andalia Farida Sarjana Hukum, Notaris di Jakarta, sebagaimana diubah dengan Akta Perubahan Nomor 48 tanggal 8 Desember 1997 dan Akta Perubahan Nomor 41 tanggal 4 Maret 1998, keduanya dibuat di hadapan Sutjipto Sarjana Hukum, Notaris di Jakarta. Akta-akta tersebut telah disetujui oleh Menteri Kehakiman Republik Indonesia pada tanggal 25 Juni 1998 dan diumumkan dalam Berita Negara Republik Indonesia Nomor 101 tanggal 18 Desember 1998, Tambahan Nomor 7227.

Anggaran Dasar GES adalah terakhir sebagaimana diumumkan dalam Berita Negara Republik Indonesia Nomor 11 tanggal 5 Februari 2013, Tambahan Nomor 872.

**Kepemilikan Saham**

Struktur permodalan GES per tanggal 31 Maret 2014 adalah sebagai berikut:

Informasi <i>Information</i>	Jumlah Saham <i>Number of Shares</i>	Nilai Nominal Per Saham <i>Nominal Value per Share</i> (Rp)	Jumlah Nilai Nominal <i>Total of Nominal Value</i> (Rp)
Modal Dasar <i>Authorized Capital</i>	100 (Kelas A)	3.592.500	484.669.779.000
	3.233 (Kelas B)	12.775.500	
	35.425 (Kelas C)	12.505.500	

**D. GES****Brief History of GES**

*GES is a company engaged in the business of trading, construction, transportation, agriculture, industry and services.*

*GES was established under the name of PT General Electric Services in accordance with Law of Foreign Capital Investment Law Number 1 of 1967, based on Deed Number 140 dated 22 July 1997, which was made by Andalia Farida Sarjana Hukum, Notary in Jakarta, as amended by Deed Number 48 dated 8 December 1997 and Deed of Amendment Number 41 dated 4 March 1998, both made before Sutjipto Sarjana Hukum, Notary in Jakarta. These Deeds have been approved by the Minister of Justice of the Republic of Indonesia on 25 June 1998 and published in State Gazette of the Republic of Indonesia Number 101 dated 18 December 1998, Supplement Number 7227.*

*The latest Articles of Association of GES was published in State Gazette of the Republic of Indonesia Number 11 dated 5 February 2013, Supplement Number 872.*

**Share Ownership**

*The capital structure of GES as at 31 March 2014 was as follows:*

Modal Ditempatkan dan Disetor <i>Issued and Paid Up Capital</i>	100 (Kelas A)	3.592.500	484.669.779.000
	3.233 (Kelas B)	12.775.500	
	35.425 (Kelas C)	12.505.500	

Susunan pemegang saham GES per tanggal 31 Maret 2014 adalah sebagai berikut:

*The composition of shareholders of GES as at 31 March 2014 was as follows:*

Pemegang Saham <i>Shareholders</i>	Jumlah Saham <i>Number of Shares</i>			%
	Kelas A <i>Class A</i>	Kelas B <i>Class B</i>	Kelas C <i>Class C</i>	
Perseroan / the Company (PT Astra International Tbk)	99	3.233	35.425	99.997
PT Arya Kharisma	1			0,003
<b>Total</b>	100	3.233	35.425	100%

#### **Pengurusan dan Pengawasan**

Susunan Direksi dan Dewan Komisaris GES per tanggal 31 Maret 2014 adalah sebagai berikut:

##### **Direksi**

Presiden Direktur: Iwan Hadianoro  
Direktur: Pudjiono

##### **Dewan Komisaris**

Presiden Komisaris: Gunawan  
Komisaris: Geniusahardja  
Komisaris: Jodjana Jody

#### **Management and Supervision**

*The composition of the Board of Directors and the Board of Commissioners of GES as at 31 March 2014 was as follows:*

##### **Board of Directors**

*President*  
*Director: Iwan Hadianoro*  
*Director: Pudjiono*

##### **Board of Commissioners**

*President*  
*Commissioner: Gunawan*  
*Commissioner: Geniusahardja*  
*Commissioner: Jodjana Jody*

#### **E. SMI**

##### **Riwayat Singkat SMI**

SMI adalah perusahaan yang bergerak di bidang perdagangan, pembangunan, transportasi, pertanian, perindustrian, jasa dan pertambangan

SMI didirikan berdasarkan Akta Pendirian Nomor 64 tanggal 19 Desember 1989, yang dibuat oleh Rukmasanti Hardjasatya Sarjana

#### **E. SMI**

##### **Brief History of SMI**

*SMI is a company engaged in the business of trading, construction, transportation, agriculture, industry, services and mining.*

*SMI was established under Deed of Establishment Number 64 dated 19 December 1989, made by Rukmasanti Hardjasatya Sarjana Hukum, Notary in*

Hukum, Notaris di Jakarta, sebagaimana diubah dengan Akta Nomor 47 tanggal 20 Februari 1990 dan Akta Nomor 2 tanggal 3 April 1990, keduanya dibuat dihadapan Rukmasanti Hardjasatya Sarjana Hukum, Notaris di Jakarta. Akta-akta tersebut telah memperoleh pengesahan dari Menteri Kehakiman Republik Indonesia pada tanggal 7 April 1990 dan diumumkan dalam Berita Negara Republik Indonesia Nomor 83, tanggal 17 Oktober 1995, Tambahan Nomor 8611.

*Jakarta, as amended by Deed Number 47 dated 20 February 1990 and Deed Number 2 dated 3 April 1990, both made by Rukmasanti Hardjasatya Sarjana Hukum, Notary in Jakarta. Those Deeds have been approved by the Minister of Justice of the Republic of Indonesia on 7 April 1990 and published in State Gazette of the Republic of Indonesia Number 83, dated 17 October 1995, Supplement Number 8611.*

Anggaran Dasar SMI terakhir adalah sebagaimana diumumkan dalam Berita Negara Republik Indonesia Nomor 88 tanggal 31 Oktober 2008, Tambahan Nomor 22097.

*The latest Articles of Association of SMI was published in State Gazette of the Republic of Indonesia Number 88, dated 31 October 2008, Supplement Number 22097.*

### **Kepemilikan Saham**

### **Share Ownership**

Struktur permodalan SMI per tanggal 31 Maret 2014 adalah sebagai berikut:

*The capital structure of SMI as at 31 March 2014 was as follows:*

<i>Informasi Information</i>	<i>Jumlah Saham Number of Shares</i>	<i>Nilai Nominal Per Saham Nominal Value per Share (Rp)</i>	<i>Jumlah Nilai Nominal Total of Nominal Value (Rp)</i>
<i>Modal Dasar Authorized Capital</i>	150.000.000	1.000	150.000.000.000
<i>Modal Ditempatkan dan Disetor Issued and Paid Up Capital</i>	98.600.000	1.000	98.600.000.000

Susunan pemegang saham SMI per tanggal 31 Maret 2014 sebagai berikut:

*The composition of shareholders of SMI as at 31 March 2014 was as follows:*

<b>Pemegang Saham Shareholders</b>	<b>Jumlah Saham Number of Shares</b>	<b>%</b>
Perseroan / the Company (PT Astra International Tbk)	98.599.999	99,99
PT Arya Kharisma	1	0,01
<b>Total</b>	98.600.000	100%

### **Pengurusan dan Pengawasan**

### **Management and Supervision**



Susunan Direksi dan Dewan Komisaris SMI per tanggal 31 Maret 2014 adalah sebagai berikut:

#### **Direksi**

Presiden Direktur: Gunawan  
Geniusahardja

Direktur: Djoko Pranoto

#### **Dewan Komisaris**

Presiden  
Komisaris: Prijono Sugiarto  
Komisaris: Johnny  
Darmawan  
Danusasmita

*The composition of the Board of Directors and the Board of Commissioners of SMI as at 31 March 2014 was as follows:*

#### **Board of Directors**

*President Director: Gunawan  
Geniusahardja*

*Director: Djoko Pranoto*

#### **Board of Commissioners**

*President  
Commissioner: Prijono Sugiarto  
Commissioner: Johnny Darmawan  
Danusasmita*

<b>II.</b>	<b>URAIAN MENGENAI TRANSAKSI DESCRIPTION WITH RESPECT TO THE TRANSACTION</b>
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#### **A. Obyek Transaksi**

Obyek dari Transaksi adalah saham baru dalam ASF yang dikeluarkan sebanyak 237.609.989 saham masing-masing dengan nilai nominal Rp1.000, mewakili 24,99999997% dari total modal ditempatkan ASF, dimana saham baru tersebut diambilbagian oleh Bank Permata.

#### **B. Nilai Transaksi**

Nilai Transaksi adalah sebesar Rp 2.193.903.249.840.

#### **C. Sifat Hubungan Afiliasi dari Pihak-pihak yang Melakukan Transaksi**

Hubungan Afiliasi dari pihak-pihak yang melakukan Transaksi ini didasarkan pada hal-hal sebagai berikut:

1. hubungan kepemilikan, dan pengendalian Perseroan atas ASF, GES, dan SMI, dimana Perseroan merupakan pihak yang memiliki dan mengendalikan secara langsung maupun tidak langsung baik ASF, GES dan SMI serta hubungan Afiliasi antara Perseroan dengan Bank

#### **A. Object of the Transaction**

*The object of the Transaction is the new shares issued by ASF in the amount of 237,609,989 shares each with a nominal value of Rp 1,000 representing 24.99999997% of the total issued capital in ASF, subscribed by Bank Permata.*

#### **B. Value of the Transaction**

*The value of the Transaction is Rp 2,193,903,249,840.*

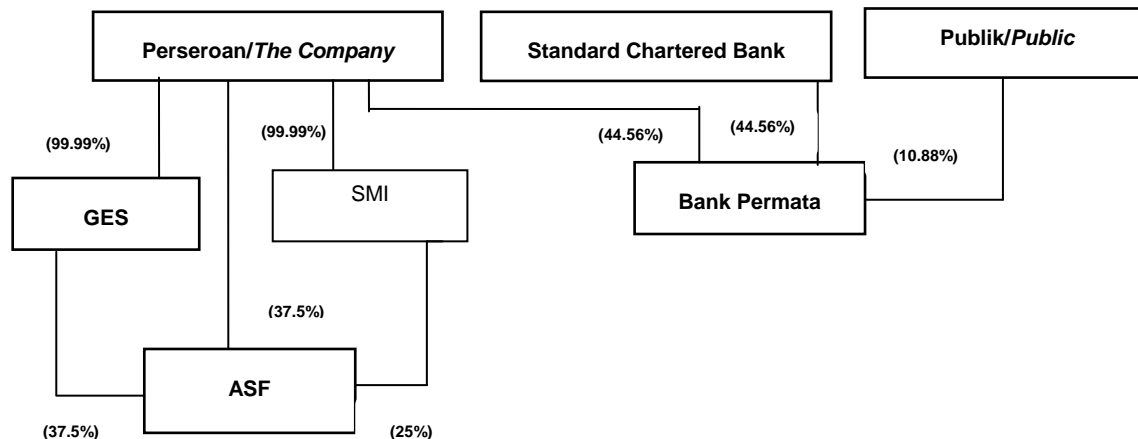
#### **C. Characteristics of the Relationship between the Parties Conducting the Transaction**

*The Affiliation between the parties conducting the Transaction is based on the following:*

1. *the Company's ownership and control of ASF, GES and SMI, where the Company is the party that owns and controls, directly or indirectly, ASF, GES and SMI and the Affiliation between the Company and Bank Permata is based on the ownership as*

Permata didasarkan pada hubungan kepemilikan sebagaimana dijelaskan di bawah ini:

*described below:*



2. hubungan jabatan sehubungan dengan susunan Direksi dan Dewan Komisaris Perseroan, ASF, Bank Permata, GES dan SMI, yakni antara lain:

- (a) Gunawan Geniusahardja yang merupakan Direktur Perseroan, pada saat yang sama juga merupakan Presiden Direktur SMI, Presiden Komisaris ASF dan GES, serta Wakil Presiden Komisaris Bank Permata; dan
- (b) Mark Spencer Greenberg yang merupakan Komisaris Perseroan, pada saat yang sama juga merupakan Komisaris Bank Permata;

2. *positions relating to the composition of the Board of Directors and the Board of Commissioners of the Company, ASF, Bank Permata, GES and SMI, which among others:*

- (a) *Gunawan Geniusahardja is a Director of the Company and at the sametime also a President Director of SMI, President Comissioner of ASF and Vice President Commissioner of Bank Permata; and*
- (b) *Mark Spencer Greenberg is a Commissioner of the Company and at the sametime also a Commissioner of Bank Permata;*

**D** **Ketentuan-ketentuan Penting lainnya yang diatur dalam Share Subscription Agreement**

**D.** **Important Provisions as stipulated under the Share Subscription Agreement**

Sesuai dengan ketentuan dalam Share Subscription Agreement, maka:

*In accordance with the terms of the Share Subscription Agreement*

1. ASF dan Bank Permata sepakat untuk , menandatangani *Cross Selling Agreement* sehubungan dengan penjualan silang produk-produk Bank Permata.
2. Bank Permata akan meningkatkan fasilitas pembiayaan bersama (*joint financing*) untuk ASF sesuai dengan yang disepakati oleh Bank Permata dan ASF.

1. *ASF and Bank Permata agree to execute the Cross Selling Agreement in relation to the cross selling of the products of Bank Permata.*
2. *Bank Permata will increase the joint financing facilities to ASF as agreed between Bank Permata and ASF.*

**E. Pertimbangan dan Alasan Dilakukannya Transaksi**

***EF. Consideration and Rational for the Transaction***

1. Baik ASF maupun Bank Permata diharapkan akan memperoleh peningkatan pendapatan dari hasil kegiatan penjualan silang (*cross selling*).
2. Dengan masuknya Bank Permata sebagai pemegang saham ASF, diharapkan terjadi peningkatan kegiatan pembiayaan bersama (*joint financing*) yang akan dilakukan oleh ASF dan Bank Permata, yang pada akhirnya akan meminimalisasi biaya pembiayaan yang disebabkan oleh tingginya tingkat bunga.

1. *Both ASF and Bank Permata are expected to achieve increased revenues from the cross-selling activities.*
2. *With Bank Permata as ASF's shareholder, it is expected that there will be an increase in the joint financing activities to be performed by ASF and Bank Permata, which will ultimately minimise financing costs given the high interest rates.*

**III. RINGKASAN LAPORAN DAN PENDAPAT PENILAI INDEPENDEN**  
**SUMMARY OF REPORT AND OPINION OF THE INDEPENDENT CONSULTANT**

Untuk memastikan kewajaran dari nilai Transaksi, Perseroan telah meminta Penilai Independen yang terdaftar di Otoritas Jasa Keuangan (OJK), yaitu Kantor Jasa Penilai Publik Independen Martokoesoemo, Prasetyo & Rekan sebagai pihak independen yang bertugas melakukan penilaian kewajaran nilai Transaksi.

*To ensure the fairness of the value of the Transaction, the Company has requested an Independent Appraiser registered with the Financial Services Authority (OJK), namely Kantor Jasa Penilai Publik Independen Martokoesoemo, Prasetyo & Rekan as an independent party to assess and provide an opinion on the fairness of the value of the Transaction.*

Pihak independen tersebut di atas menyatakan tidak mempunyai hubungan Afiliasi baik secara langsung maupun tidak langsung dengan Perseroan sebagaimana didefinisikan dalam UU Pasar Modal.

*The abovementioned independent party hereby states that it does not have any Affiliation with the Company, either directly or indirectly, as defined in the Capital Market Law.*

Berikut adalah ringkasan laporan yang disampaikan oleh Martokoesoemo, Prasetyo & Rekan melalui suratnya Nomor APP-B/KJPP-MPR/2014/IV/10/001 tanggal 10 April 2014 perihal Pendapat Kewajaran Penilai Independen atas Transaksi PT Astra International Tbk:

*Below is a summary of the report conveyed by Martokoesoemo, Prasetyo & Rekan through its Letter Number APP-B/KJPP-MPR/2014/IV/10/001 dated 10 April 2014 regarding Fairness Opinion of Independent Appraiser in connection with the Transaction PT Astra International Tbk:*

**1. Identitas Pihak**

Para pihak yang terlibat dalam Transaksi adalah:

- a. Perseroan;
- b. GES;
- c. SMI;
- d. ASF; dan
- e. Bank Permata.

**1. Identity of the Parties**

*The parties involved in this Transaction are:*

- a. *The Company;*
- b. *GES;*
- c. *SMI;*
- d. *ASF; and*
- e. *Bank Permata.*

**2. Obyek Penilaian**

Obyek Transaksi yang dianalisis dalam laporan ini adalah pelepasan *preemptive rights* Perseroan bersama-sama dengan GES dan SMI kepada Bank Permata atas penerbitan saham baru oleh ASF, sehingga Bank Permata menjadi pemegang saham baru ASF untuk porsi kepemilikan saham baru yang dikeluarkan ASF.

**2. Object of Assessment**

*The object of the Transaction that is being analyzed in this report is the waiver of preemptive rights of the Company, GES and SMI to Bank Permata in respect of the issuance of new shares of ASF, so that Bank Permata will become a new shareholder of ASF in respect of the portion of new shares to be issued by ASF.*

**3. Tujuan Penilaian**

Penilaian ini dimaksudkan untuk memberikan pendapat kewajaran atas Transaksi dalam rangka memenuhi ketentuan Peraturan No. IX.E.1.

**3. Objective of Assessment**

*The report aims to provide a fairness opinion for the Transaction in order to comply with provisions of Rule No. IX.E.1.*

#### 4. Asumsi-asumsi

KJPP Martokoesoemo, Prasetyo & Rekan dalam mempersiapkan pendapat kewajaran memiliki asumsi berdasarkan analisis terhadap Transaksi sebagai berikut:

1. Dalam mempersiapkan pendapat kewajaran atas Transaksi, diasumsikan bahwa Transaksi telah dilaksanakan sesuai dengan batas normal nilai komersial dan tidak merugikan kepentingan Perseroan dan para pemegang sahamnya;
2. Bahwa analisis kewajaran atas Transaksi dipersiapkan pada kondisi umum keuangan, moneter, peraturan dan pasar selama persiapan laporan ini;
3. Seluruh informasi dan data yang diperoleh dari manajemen Perseroan adalah benar.

#### 5. Pendekatan dan Prosedur Penilaian

Dalam menganalisis pendapat kewajaran atas Transaksi, KJPP Martokoesoemo, Prasetyo & Rekan melakukan analisis sebagai berikut:

- a. Analisis Terhadap Transaksi;
- b. Analisis Kualitatif;
- c. Analisis Kuantitatif;
- d. Analisis Terhadap Nilai Transaksi;
- e. Analisis atas Faktor-faktor yang Relevan.

#### 6. Kesimpulan dan Pendapat

Berdasarkan pertimbangan analisis kewajaran Transaksi yang dilakukan meliputi analisis transaksi, analisis kualitatif dan kuantitatif, analisis kewajaran nilai transaksi dan faktor-faktor yang relevan dengan Transaksi dalam

#### 4. Assumptions

*In performing the analysis of the Transaction, KJPP Martokoesoemo, Prasetyo & Rekan has made the following assumptions:*

1. *In preparing the fairness opinion for the Transaction, it has been assumed that the Transaction will be implemented within the limits of normal commercial rates and will not be detrimental to the interests of the Company and its shareholders;*
2. *The fairness analysis on the Transaction has been prepared taking into consideration the prevailing conditions in the financial, monetary, regulatory and market environments during the preparation of this report;*
3. *All information and data obtained from the Company's management are correct.*

#### 5. Approach and Appraisal Method

*In formulating the fairness opinion for the Transaction, KJPP Martokoesoemo, Prasetyo & Rekan carried out the following analyses:*

- a. *Analysis of the Transaction;*
- b. *Qualitative Analysis;*
- c. *Quantitative Analysis;*
- d. *Analysis of the Value of the Transaction;*
- e. *Analysis of the Relevant Factors.*

#### 6. Conclusion and Opinion

*Based on consideration of the Transaction fairness analysis that was conducted, including the Transaction analysis, qualitative and quantitative analyses, analysis of the fairness of the Transaction value and relevant factors*

memberikan opini kewajaran, maka Transaksi yang dilakukan oleh Perseroan adalah wajar (*fair*).

*in respect of the Transaction in delivering the fairness opinion, the Proposed Transaction by the Company is fair.*

<b>IV. INFORMASI TAMBAHAN</b> <b>ADDITIONAL INFORMATION</b>
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Apabila Para Pemegang Saham memerlukan informasi lebih lanjut, dapat menghubungi Perseroan dengan alamat: *Any Shareholders who require additional information may contact the Company at:*

**PT ASTRA INTERNATIONAL TBK**

Jl. Gaya Motor Raya No. 8  
Sunter II, Jakarta 14330  
Indonesia

Telephone: (021) 652 2555

Facsimile: (021) 6530 4953

[www.astra.co.id](http://www.astra.co.id)

U.p./Attn. *Corporate Secretary*

Hormat kami,  
*Yours faithfully,*

**Direksi Perseroan**

***The Board of Directors of the Company***