



**NOTICE FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS) &
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)
PT DARMA HENWA TBK**

The Board of Directors of PT Darma Henwa Tbk (the “Company”) invites the Company’s Shareholders to attend the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders (the “Meeting”) which will be held on:

Day/ Date : Friday, April 29, 2016
Time : 09.00 WIB - Finish
Venue : Dua Mutiara 1 & 2 Ballroom, Level 2nd, JW Marriott Hotel
Jl. DR. Ide Anak Agung Gde Agung Kav. E.1.2 No.1&2
Mega Kuningan, Jakarta 12950

With the following Annual General Meeting of Shareholders (AGMS) Agenda:

1. Approval of the Annual Report of the Company for the Year 2015, which includes the Annual Supervisory Report of the Board of Commissioners and Annual Accountability Report of the Board of Directors during the Financial Year of 2015.
2. Ratification of the Audited Financial Statement of the Company for the Financial Year of 2015 and the approval to release and discharge (*acquit et de charge*) the members of the Board of Commissioners and the Board of Directors from their supervisory and managerial responsibilities during the Financial Year of 2015.
3. Granting authority to the Board of Commissioners to design, stipulate, and establish the system of remuneration for the members of the Board of Directors and Board of Commissioners, including honorarium, allowance, salary, bonus and or other remuneration for members of the Board of Directors and Commissioners of the Company for the period of 2016.
4. Granting the authority to the Board of Commissioners for the appointment of Public Accounting Firm to audit the Financial Statements of the Company for the Financial Year ended December 31, 2016 and other periods during the Financial Year of 2016 and granting the authority to the Board of Commissioners to stipulate the requirements associated with the appointment of Public Accounting Firm.

With the following Extraordinary General Meeting of Shareholders (EGMS) Agenda:

1. Changes in the composition of the Company’s board.

Explanation regarding the Agenda:

1. Agenda point 1 and 2 are routines matters to be resolved at the AGMS. This is in accordance with the provisions of The Articles of Association of the Company (“Articles of Association”), Deed No. 70 of 2015 article (9), Law No. 40 of 2007 on Limited Liability Company (“Company Law”), and other relevant regulations of the Financial Services Authority (OJK) and Indonesia Stock Exchange.
5. For agenda point 3, the Company requested approval from AGMS to grant authority to the Board of Commissioners to design, stipulate, and establish the system of remuneration for the members of the Board of Directors and Board of Commissioners, including honorarium, allowance, salary, bonus and or other remuneration for members of the Board of Directors and Commissioners of the Company for the period of 2016.
2. Agenda point 4, refer to the Articles of Association which stated in the AGMS proposed an appointment of Public Accounting Firm which listed in Bapepam-LK, to audit the Financial Statement of the Company for the Current Year, in accordance with applicable regulations in the capital market in the Republic of Indonesia.’
3. For Agenda of EGMS, the Company will propose the changes in the composition of the Board of Directors and propose candidates for the Director to concentrate in operations of the Company for the period 2016 until future periods, in accordance with Law No. 40 of 2007 on Limited Liability Company (“Company Law”), Articles of Association, and other relevant regulations of the Financial Services Authority (OJK).

Notes:

1. The Company does not send separate invitations to the Shareholders as this announcement constitutes one of the official forms of invitation for the Shareholders.
2. The Shareholders and or their proxies who are attending the Meeting will be requested to provide and submit a copy of ID card or other valid identification evidence to the registration personnel prior to entering the Meeting venue.
3. Shareholders in the Collective Custody, beside copy of ID card, must provide Written Confirmation for General Meeting of Securities Holders (“KTUR”) available at securities company and custodian banks.
4. Shareholders who are entitled to attend or be represented and to cast votes at the Meeting are those whose names are registered with the Company’s Share Registrar in the Register of Shareholders of the Company on April 5, 2016 (*recording date*) at 16.00.
5. a. Shareholders who are unable to attend the meeting can be represented by their proxies in the meeting by presenting the Power of Attorney provided that the members of the Board of Commissioners, Board of Directors and the employees of the Company may act as proxies of the Shareholders in the Meeting, however any vote issued by them as proxies in the Meeting will not be counted in the ballot; and Shareholders whose address are registered outside of the territory of Republic of Indonesia, such power of attorney(s) must be legalized by a local notary/other authorized institution(s) and by the local Indonesian Embassy / Representative.
b. Shareholders who are legal entities are requested to bring a copy of the latest Articles of Association, the latest notarial deed pointing the incumbent Board of Directors and Board of

Commissioners, copy of valid ID card of both the Shareholder and the attorney (if using the power of attorney).

- c. The form of the Power of Attorney is available during office hours at the office of the Company's share registrar (BAE), PT Ficomindo Buana Register, located at Mayapada Tower 10th Floor Suite 02B, Jl. Jend Sudirman Kav 28, Jakarta, 12920. Phone: 62-21 521-5212316, 5212317, Fax: 62-21-5212320. The form of the Power of Attorney must be signed on the stamp of Rp 6.000 and must be received by BAE no later than 3 (three) days prior to the Meeting.
6. Materials of the Meeting are available from the day of the notice of the Meeting and can be obtained at the head office of the Company during office hours of the Company, located at Bakrie Tower 8th Floor, Rasuna Epicentrum, Jl. HR. Rasuna Said, Kuningan, Jakarta 12940, Phone: 021-2991-2350, Fax: 2991 2364, 2991 2365.
7. For simplification of the arrangement and order of the Meeting, Shareholders or their proxies with due respect are requested to be present at the venue of the Meeting at least 30 (thirty) minutes before the Meeting.

Jakarta, 6 April 2016
PT Darma Henwa Tbk
The Board of Directors