

The Explanation On The Agenda of Annual General Meeting of Shareholders (AGMS) and Extraordinary General Meeting of Shareholders (EGMS)

Related to the Annual General Meeting of Shareholders (AGMS) and Extraordinary General Meeting of Shareholders (EGMS) plan of PT Darma Henwa Tbk (the "Company") 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

the Company was announced the announcement and the invitation in Indonesian Language daily newspaper, as follows:

| Title | Newspaper | Date |
|-----------------------------------|------------------------------------|---------------|
| The Announcement of AGMS and EGMS | Bisnis Indonesia Investor Daily | 10 March 2016 |
| The Invitation of AGMS and EGMS | Bisnis Indonesia Suara Karya | 6 April 2016 |

Furthermore, in accordance with Indonesia Financial Services Authority Regulation Number 32/POJK.04/2014 on Plan and Implementation of the General Meeting of the Public Company, Law No. 40 of 2007 on Limited Liability Company ("Company Law"), Articles of Association, the Company hereby submit the explanation on each AGMS and EGMS agenda as follows:

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.

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).

Other Notes:

For additional explanation as mentioned above, please refer to the data and the documents that we have provided on this website as follows:

List of important links:

| | Bahasa Version | English Version |
|----------------------------------|---|---|
| Annual Report 2015 | http://www.ptdh.co.id/id/laporan-tahunan | http://www.ptdh.co.id/annual-reports |
| The Explanation of AGMS and EGMS | http://www.ptdh.co.id/id/content/2016 | http://www.ptdh.co.id/content/2016 |

| | | |
|--|---|---|
| Profile of the candidate of The Board of Directors members | http://www.ptdh.co.id/sites/default/files/profil_calon_direksi_perseroan_bahasa.pdf | http://www.ptdh.co.id/sites/default/files/profil_calon_direksi_perseroan_eng.pdf |
| Articles of Association | http://www.ptdh.co.id/sites/default/files/akta_no.70_tahun_2015_anggaran_dasar_perseroan.pdf | http://www.ptdh.co.id/sites/default/files/akta_no.70_tahun_2015_anggaran_dasar_perseroan.pdf |

Jakarta, 6 April 2016

PT Darma Henwa Tbk
The Board of Directors

