



**PANGGILAN RAPAT UMUM PEMEGANG
SAHAM LUAR BIASA (RUPSLB)
PT DARMA HENWA TBK**

Direksi PT Darma Henwa Tbk (“Perseroan”) mengundang para Pemegang Saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Luar Biasa (RUPSLB) yang akan diselenggarakan pada:

Hari / tanggal : Jumat, 19 November 2021
Waktu : 14.00 WIB – selesai
Tempat : Bakrie Tower, Lt. 36
Rasuna Epicentrum
Jl. H.R. Rasuna Said
Jakarta 12960

Dengan Agenda Rapat Umum Pemegang Saham Luar Biasa (RUPSLB):

1. Perubahan/Penetapan Susunan Pengurus Perseroan.

Dengan memperhatikan imbauan Pemerintah Republik Indonesia untuk menjaga jarak interaksi fisik (*physical distancing*) terkait dengan penyebaran Covid-19 di Indonesia dan sebagai langkah pencegahan penyebaran lebih lanjut, Perseroan sangat mengimbau kepada seluruh Pemegang Saham untuk memberikan kuasanya baik melalui e-proxy yang disediakan oleh PT Kustodian Sentral Efek Indonesia (“KSEI”) maupun formulir Surat Kuasa yang disediakan melalui website Perseroan di www.ptdh.co.id.

**INVITATION TO THE EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS
(EGMS) PT DARMA HENWA TBK**

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

*Day / date : Friday, November 19, 2021
Time : 14.00 WIB – finish
Place : Bakrie Tower, 36th floor
Rasuna Epicentrum
Jl. H.R. Rasuna Said
Jakarta 12960*

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

- 1. Change/determination of composition of the Company’s Management.*

By taking into account the recommendation of the Government of the Republic of Indonesia to maintain physical distancing related to the spread of Covid-19 in Indonesia and as a precautionary measure to prevent further spread, the Company strongly urges all Shareholders to give their power of attorney either through e-proxy provided by PT Indonesian Central Securities Depository (“KSEI”) as well as the Power of Attorney form provided through the Company’s website at www.ptdh.co.id.

Penjelasan singkat dari agenda Rapat adalah sebagai berikut:

1. Agenda RUPSLB akan mengajukan perubahan/penetapan kembali susunan pengurus Perseroan sehubungan dengan pengunduran diri Bapak Ivi Sumarna Suryana sebagai Direktur Perseroan pada tanggal 17 September 2021.

Perubahan/penetapan kembali susunan pengurus Perseroan tersebut sesuai dengan Undang-Undang Perseroan Terbatas pasal 94 ayat 1. Selain itu, agenda tersebut juga sesuai dengan Peraturan OJK Nomor 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik pasal 8, dan Anggaran Dasar Perseroan pasal 14 ayat 6 yang menyebutkan bahwa "Emiten atau Perusahaan Publik wajib menyelenggarakan RUPS untuk memutuskan permohonan pengunduran diri anggota Direksi paling lambat 90 (Sembilan puluh) hari setelah diterimanya permohonan pengunduran diri dimaksud."

Catatan:

1. Perseroan tidak mengirimkan surat undangan tersendiri kepada Pemegang Saham, sehingga iklan Panggilan ini merupakan undangan resmi bagi Pemegang Saham Perseroan.

A brief explanation of the Meeting agenda is as follows:

1. *The EGMS agenda will propose changes/re-determination of the composition of the Company's management in connection with the resignation of Mr. Ivi Sumarna Suryana as Director of the Company on September 17, 2021.*

The change/re-determination of the composition of the Company's management is in accordance with the Limited Liability Company Law article 94 paragraph 1. In addition, the agenda is also in accordance with OJK Regulation Number 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies Article 8, and Article 14 of the Company's Articles of Association, paragraph 6 which states that "Issuers or Public Companies are required to hold a GMS to decide on the resignation of a member of the Board of Directors no later than 90 (Ninety) days after the receipt of the said resignation."

Notes:

1. *The Company does not send a separate invitation letter to the Shareholders, so this Invitation Advertisement is an official invitation for the Shareholders of the Company.*

2. Sesuai dengan ketentuan dalam Anggaran Dasar Perseroan pasal 10 ayat 3, yang menyatakan bahwa iklan panggilan untuk RUPS harus dilakukan sekurangnyanya 21 hari sebelum tanggal RUPS dengan tidak memperhitungkan tanggal pemanggilan dan tanggal RUPS, maka iklan panggilan RUPS diterbitkan pada **tanggal 21 Oktober 2021** di website Perseroan, website penyedia e-RUPS (PT Kustodian Sentral Efek Indonesia/KSEI), dan website Bursa Efek Indonesia.
 3. Pemegang Saham dan kuasanya yang akan tetap hadir dalam Rapat diminta untuk membawa dan menyerahkan fotokopi KTP atau tanda pengenalan lain yang masih berlaku kepada petugas pendaftaran sebelum memasuki ruang Rapat.
 4. Bagi Pemegang Saham dalam Penitipan Kolektif KSEI, selain fotokopi KTP, juga dimohon untuk menyerahkan Konfirmasi Tertulis untuk Rapat (KTUR) yang dapat diperoleh melalui Anggota Bursa atau Bank Kustodian.
2. *In accordance with the provisions in the Articles of Association of the Company article 10 paragraph 3, which states that the advertisement for the invitation to the GMS must be made at least 21 days before the date of the GMS without taking into account the date of the invitation and the date of the GMS, the advertisement for the invitation to the GMS is published on **October 21, 2021** on the website of the Company, the website of the e-GMS provider (PT Kustodian Sentral Efek Indonesia/KSEI), and the website of the Indonesia Stock Exchange.*
 3. *Shareholders and their proxies who will remain present at the Meeting are requested to bring and submit a photocopy of their ID card or other valid identification to the registration officer before entering the Meeting room.*
 4. *Shareholders in KSEI Collective Custody, apart from a photocopy of their ID card, are also requested to submit a Written Confirmation for the Meeting (KTUR) which can be obtained through the Exchange Member or the Custodian Bank.*

5. Sesuai dengan ketentuan dalam Anggaran Dasar Perseroan pasal 7 ayat 11 dan 12, yang berhak hadir atau diwakili dalam Rapat hanyalah Pemegang Saham atau kuasa yang sah dari Pemegang Saham yang namanya tercatat di dalam Daftar Pemegang Saham yang ditutup pada 1 (satu) hari kerja sebelum tanggal iklan panggilan untuk RUPS, yaitu pada **tanggal 19 Oktober 2021 (Recording date) sampai pukul 16.00 WIB.**
 6. Kuasa Kehadiran:
 - a. Pemegang Saham yang tidak dapat hadir, dapat diwakili oleh kuasanya dengan membawa Surat Kuasa yang sah sebagaimana ditentukan oleh Direksi Perseroan, dengan ketentuan anggota Direksi, anggota Dewan Komisaris dan karyawan Perseroan boleh bertindak selaku kuasa Pemegang Saham Perseroan dalam Rapat ini, namun suara yang mereka keluarkan tidak diperhitungkan dalam pemungutan suara.
 - b. Pemegang Saham yang berbentuk badan hukum agar membawa fotokopi anggaran dasarnya yang terakhir serta akta pengangkatan anggota Direksi dan Komisaris atau Pengurusan terakhir disertai fotokopi KTP dari Pemberi / Penerima Kuasa (bilamana dikuasakan).
5. *In accordance with the provisions in the Company's Articles of Association article 7 paragraphs 11 and 12, those who are entitled to attend or be represented at the Meeting are only Shareholders or their legal proxies whose names are recorded in the Register of Shareholders which are closed on 1 (one) business day before the date of the advertisement for the invitation to the GMS, which is **on October 19, 2021 (Recording date) until 16.00 WIB.***
 6. *Power of Attorney:*
 - a. *Shareholders who are unable to attend, may be represented by their proxies by bringing a valid Power of Attorney as determined by the Company's Board of Directors, provided that members of the Board of Directors, members of the Board of Commissioners and employees of the Company may act as proxies for the Shareholders of the Company in this Meeting, but the votes they cast not taken into account in voting.*
 - b. *Shareholders in the form of legal entities to bring a photocopy of the latest articles of association and the deed of appointment of members of the Board of Directors and Commissioners or the latest Management accompanied by a photocopy of the ID card of the Giver/Recipient (if authorized).*

- c. Para Pemegang Saham yang akan memberikan kuasa dapat mengambil formulir Surat Kuasa pada hari dan jam kerja di Kantor Pusat Perseroan, Bakrie Tower Lantai 8, Rasuna Epicentrum, Jl. HR Rasuna Said, Jakarta 12940, Indonesia, Tel: (021) 29912350, Faksimili: (021) 29912364. Surat Kuasa tersebut harus ditandatangani di atas meterai Rp 10.000 dan dapat diserahkan kepada Direksi Perseroan selambat-lambatnya 3 (tiga) hari kerja sebelum tanggal pelaksanaan Rapat.
7. Materi Rapat dapat dilihat di website Perseroan sejak tanggal panggilan ini, dan bisa didapatkan setiap jam kerja di Kantor Pusat Perseroan dengan alamat Bakrie Tower Lantai 8, Rasuna Epicentrum, Jl. HR. Rasuna Said, Kuningan, Jakarta 12940, Telepon: 021-2991-2350, fax: 2991 2364, 2991-2365.
8. Untuk mempermudah pengaturan dan demi tertibnya Rapat, Pemegang Saham atau kuasanya yang sah dimohon sudah berada di tempat Rapat 30 (tiga puluh) menit sebelum Rapat dimulai.
- c. Shareholders who will give power of attorney can take the Power of Attorney form on working days and hours at the Company's Head Office, Bakrie Tower 8th Floor, Rasuna Epicentrum, Jl. HR Rasuna Said, Jakarta 12940, Indonesia, Tel: (021) 29912350, Facsimile: (021) 29912364. The Power of Attorney must be signed on a stamp duty of Rp 10,000 and can be submitted to the Board of Directors of the Company no later than 3 (three) working days before the date of implementation of the Meeting.*
- 7. Meeting materials can be viewed on the Company's website as of the date of this invitation, and can be obtained every working hour at the Company's Head Office at the address Bakrie Tower 8th Floor, Rasuna Epicentrum, Jl. HR. Rasuna Said, Kuningan, Jakarta 12940, Telephone: 021-2991-2350, fax: 2991 2364, 2991-2365.*
- 8. In order to facilitate the arrangement and for the orderliness of the Meeting, Shareholders or their legal proxies are requested to be at the Meeting venue 30 (thirty) minutes before the Meeting begins.*

Tindakan Preventif terhadap Pencegahan Covid-19:

Sebagai langkah preventif dan/atau pencegahan penyebaran Covid-19:

1. Sesuai dengan Peraturan Otoritas Jasa Keuangan Nomor 15/POJK.04.2020 (“POJK 15/2020”) tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka, dan POJK 16/POJK.04/2020 tentang Pelaksanaan Rapat Umum Pemegang Saham Perusahaan Terbuka Secara Elektronik, maka Rapat akan diselenggarakan secara fisik dan elektronik.
2. Perseroan menyediakan alternatif pemberian kuasa secara fisik (proxy fisik), pemberian kuasa secara elektronik (e-proxy), maupun pemberian suara secara elektronik (e-voting) bagi Pemegang Saham yang dapat diakses melalui platform eASY.KSEI pada website <https://akses.ksei.co.id> yang difasilitasi oleh PT Kustodian Sentral Efek Indonesia (“KSEI”).
3. Perseroan menghimbau kepada para Pemegang Saham yang berhak hadir dalam Rapat dan sahamnya berada dalam Penitipan Kolektif KSEI, dapat memberikan kuasa secara elektronik melalui platform eASY.KSEI.

Preventive Measures against Covid-19:

As a preventive measure and/or prevent the spread of Covid-19:

- 1. In accordance with the Financial Services Authority Regulation Number 15/POJK.04.2020 (“POJK 15/2020”) regarding the Planning and Organizing of the General Meeting of Shareholders of a Public Company, and POJK 16/POJK.04/2020 concerning the Implementation of the General Meeting of Shareholders of a Public Company Electronically, the Meeting will be held both physically and electronically.*
- 2. The Company provides alternatives for physical power of attorney (physical proxy), electronic power of attorney (e-proxy), as well as electronic voting (e-voting) for Shareholders that can be accessed through the eASY.KSEI platform on the website <https://akses.ksei.co.id> which is facilitated by PT Kustodian Sentral Efek Indonesia (“KSEI”).*
- 3. The Company urges the Shareholders who are entitled to attend the Meeting and whose shares are in the KSEI Collective Custody, to give power of attorney electronically through the eASY.KSEI platform.*

Pilihan menu e-proxy tersedia dan dapat diakses dengan menggunakan akses KSEI Pemegang Saham selaku pemegang sub-rekening efek dalam Penitipan Kolektif KSEI, selambat-lambatnya pada tanggal **18 November 2021** atau 1 hari kerja sebelum tanggal Rapat. Penerima kuasa yang tersedia di e-proxy adalah pihak independen yang ditunjuk oleh KSEI atau merupakan Bank Kustodian dari Pemegang Saham.

4. Pemegang Saham atau kuasanya yang akan tetap hadir secara fisik dalam Rapat wajib mengikuti dan lulus protokol keamanan dan kesehatan yang akan diberlakukan Perseroan secara ketat, sebagai berikut:
 - a. Wajib mengikuti protokol penanganan Covid-19 yang telah ditetapkan oleh Pemerintah melalui program Pemberlakuan Pembatasan Kegiatan Masyarakat Berbasis Mikro (PPKM) Darurat, termasuk juga bersedia mematuhi kebijakan Perseroan dalam membatasi jumlah pemegang saham sesuai dengan kapasitas ruangan Rapat.
 - b. Wajib menggunakan masker selama berada di area penyelenggaraan Rapat dan selama Rapat berlangsung.
 - c. Wajib mengikuti prosedur pemeriksaan kesehatan (pemeriksaan suhu tubuh dan prosedur lain yang dianggap perlu oleh Perseroan) baik yang akan dilakukan oleh Perseroan maupun manajemen gedung tempat penyelenggaraan Rapat.

*E-proxy menu options are available and can be accessed through ksei.co.id using KSEI's access. Shareholders as sub-account holders of securities in KSEI's Collective Custody, no later than **November 18, 2021** or 1 working day before the Meeting date. The proxies available in the e-proxy are independent parties appointed by KSEI or are the Custodian Banks of the Shareholders.*

4. *Shareholders or their proxies who will remain physically present at the Meeting must follow and pass the safety and health protocols that will be strictly enforced by the Company, as follows:*
 - a. *Must follow the Covid-19 management protocol set by the Government through the Emergency Micro-Based Community Activity Restriction (PPKM) program, including being willing to comply with the Company's policy in limiting the number of shareholders according to the capacity of the meeting room.*
 - b. *It is mandatory to wear mask while in the meeting area and during the meeting.*
 - c. *Obligation to follow medical examination procedures (body temperature checks and other procedures deemed necessary by the Company) both to be carried out by the Company and the management of the building where the Meeting is held.*

- d. Memiliki surat keterangan hasil uji test *Rapid Antigen* (Non-Reaktif) atau tes *Swab PCR Covid-19* (Negatif) dengan biaya sendiri yang diperoleh dari rumah sakit, laboratorium, atau klinik, dengan tanggal pengambilan sampel 24 (dua puluh empat) jam sebelum penyelenggaraan Rapat, dan menunjukkannya kepada petugas pendaftaran sebelum memasuki tempat Rapat.
 - e. Wajib menunjukkan sertifikat vaksin asli atau yang ada dalam aplikasi “PeduliLindungi”, yang menunjukkan bukti vaksinasi minimal tahap pertama.
 - f. Wajib melaksanakan kebijakan pembatasan interaksi fisik (*physical distancing*) sesuai arahan Perseroan dan manajemen gedung tempat penyelenggaraan Rapat.
 - g. Wajib melaksanakan kebijakan pembatasan interaksi fisik (*physical distancing*), termasuk mematuhi ketentuan Perseroan dalam membatasi jumlah Pemegang Saham sesuai dengan kapasitas ruangan Rapat.
 - h. Wajib segera meninggalkan gedung tempat penyelenggaraan Rapat setelah Rapat selesai.
- d. *Have a certificate of test results for the Rapid Antigen (Non-Reactive) or Covid-19 (Negative) Swab PCR test at own expense obtained from a hospital, laboratory or clinic, with a sampling date of 24 (twentyfour) hours prior to the implementation Meeting, and show it to the registrar before entering the meeting place.*
 - e. *Must show the original vaccine certificate or the one in the “PeduliLindungi” application, which shows proof of vaccination at least the first stage.*
 - f. *Mandatory to implement a policy of limiting physical interaction (physical distancing) in accordance with the direction of the Company and the management of the building where the Meeting is held.*
 - g. *Required to implement a policy of limiting physical interaction (physical distancing), including complying with the Company's provisions in limiting the number of Shareholders according to the capacity of the Meeting room.*
 - h. *Must immediately leave the building where the Meeting is held after the Meeting is over.*

- i. Perseroan akan mengumumkan kembali apabila terdapat perubahan dan/atau penambahan informasi terkait tata cara pelaksanaan Rapat dengan mengacu kepada kondisi dan perkembangan terkini mengenai penanganan dan pengendalian terpadu untuk mencegah penyebaran virus Covid-19.
 5. Pemegang Saham atau kuasanya yang tidak sehat (khususnya yang memiliki/merasakan gejala infeksi Covid-19 seperti batuk, demam, dan flu) tidak diperkenankan untuk menghadiri Rapat.
 6. Perseroan berhak melarang Pemegang Saham atau kuasanya untuk menghadiri atau berada dalam ruang Rapat dan/atau gedung penyelenggaraan Rapat dalam hal Pemegang Saham atau kuasanya tidak memenuhi protokol keamanan dan kesehatan sebagaimana dijelaskan dalam poin 2 di atas.
 7. Dengan mempertimbangkan kondisi Covid-19 saat ini, materi Rapat dalam bentuk cetak tidak disediakan oleh Perseroan. Pemegang saham dapat mengakses atau mengunduh materi rapat di website Perseroan www.ptdh.co.id sejak tanggal iklan Panggilan ini.
- i. *The Company will re-announce if there are any changes and/or additional information regarding the procedures for conducting the Meeting by referring to the latest conditions and developments regarding integrated management and control to prevent the spread of the Covid-19 virus.*
 5. *Shareholders or their proxies who are not healthy (especially those who have/feel symptoms of Covid-19 infection such as cough, fever, and flu) are not allowed to attend the Meeting.*
 6. *The Company has the right to prohibit the Shareholders or their proxies from attending or being in the Meeting room and/or the meeting building in the event that the Shareholders or their proxies do not comply with the safety and health protocols as described in point 2 above.*
 7. *Taking into account the current Covid-19 condition, the Company's printed materials for the Meeting are not provided. Shareholders can access or download meeting materials on the Company's website www.ptdh.co.id as of the date of this Invitation advertisement.*

Jakarta, 21 Oktober 2021
PT Darma Henwa Tbk
Direksi Perseroan

Jakarta, October 21, 2021
PT Darma Henwa Tbk
Board of Directors of the Company