

**DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF  
PT PANCA MITRA MULTIPERDANA Tbk ( “Company”)  
REGARDING INCREASE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS**

This information is made and addressed to the Shareholders in connection with the Company's plan to request Independent Shareholders approval (seek mandate) regarding plan to Capital Increase without Pre-emptive Rights (PMTHMETD) in accordance with OJK Regulation No. 14/POJK.04/2019 dated 29 April 2019 regarding the Amendments to OJK Regulation No. 32/POJK.04/2015 regarding Capital Increase for Public Companies with Pre-emptive Rights.

The information as stated in this Disclosure of Information is preliminary in nature and the Company will announce changes and/or additions to the information to the Shareholders no later than 2 (two) Business Days prior to the date of the Company's Extraordinary General Meeting of Shareholders ("EGMS").



**PT PANCA MITRA MULTIPERDANA TBK**

**Main Business Activities:**

Shrimp Processing Industry and Trading

**Head Office and Factory:**

Jl. Raya Banyuwangi Km. 10

Situbondo, East Java 68362

Phone : +62 (338) 672221

Email: [corsec@pancamitra.com](mailto:corsec@pancamitra.com)

Website: [www.pancamitra.com](http://www.pancamitra.com)

**Administration Office:**

Jl. Bubutan 16-22 Kav-A No.1-2

Surabaya, Jawa Timur 60174

Phone : +62 (31) 5462539

If you experience difficulty in understanding the information as contained herein, or in hesitation in making a decision, you should consult with a stock broker, investment manager, legal counsel, public accountant or other professional advisor.

The Company's Board of Commissioners and Board of Directors, both individually and jointly, are fully responsible for the completeness and accuracy of the whole information or material facts contained herein, and emphasize that the information stated herein is correct and that no unstated material facts can cause the material information herein to be untrue or misleading.

**Disclosure of Information is issued in Jakarta dated 4 September 2023**

## DEFINITION

- “BAE”** : Share Registrar of the Company, PT Sinartama Gunita.
- “Indonesia Stock Exchange (IDX)”** : A stock exchange as defined in Article 1 Number 4 of the Capital Markets Law, in this case organized by PT Bursa Efek Indonesia, domiciled in Jakarta, or other exchanges determined later where Shares are registered
- “Trading Day”** : Day on which the Stock Exchange or a substituting legal body conducts stock exchange activities according to the prevailing laws and regulations and the provisions of the abovementioned stock exchange, and on which Banks conduct clearings.
- “Calendar Day”** : Every day in 1 (one) year according to the Gregorian Calendar without exceptions, including Sundays and national holidays set from time to time by the Government of the Republic of Indonesia and normal work days that due to certain conditions is set by the Government of the Republic of Indonesia as not a normal working day.
- “KSEI”** : Abbreviation for PT Kustodian Sentral Efek Indonesia, domiciled in Jakarta, which is a Securities Depository in accordance with the Capital Markets Law.
- “MOLHR”** : Ministry of Law and Human Rights of the Republic of Indonesia.
- “Financial Services Authority (OJK)”** : An independent institute as understood in Law No. 21 of 2011 regarding the Financial Services Authority (“OJK Law”), whose duties and authority include the regulation and supervision of financial services activities in the banking, capital markets, insurance, pension funds, financing institutes and other financial institutions sectors. Where since 31 December 2012, the OJK is the institute that replaced and received the rights and obligations to conduct regulatory and supervisory functions from Bapepam and/or Bapepam-LK in accordance with the provisions of Article 55 of the OJK Law..
- “Shareholders”** : Parties that own interests over the Company’s Shares, whether in the form of a clearing account letter or collective escrow account that is stored and administered in the securities account of KSEI, that is listed in the Company’s Shareholders Register that is administered by the Share Registrar.
- “Regulation No. I-A”** : IDX Regulation No. I-A regarding the Listing of Shares and Equity Securities Other Than Shares Issued by Listed Companies, Attachments and Decision of the Director of PT Bursa Efek Indonesia No. Kep-00101/BEI/12-2021, dated 21 December 2021.
- “POJK No. 15”** : OJK Regulation No. 15/POJK.04/2020 regarding Planning and Convening of General Meeting of Shareholders of Public Companies.
- “POJK No. 14”** : OJK Regulation No. 14/POJK.04/2014 dated 29 April 2019 regarding Amendmen of OJK Regulation No.

	32/POJK.04/2015 regarding Capital Increase With Pre-emptive Rights.
<b>“POJK No. 32”</b>	: OJK Regulation No. 32/POJK.04/2015 concerning Capital Increase for Public Companies by Providing Pre-emptive Rights as amended by OJK Regulation No. 14/POJK.04/2019 concerning Amendments to OJK Regulation No. 32/POJK.04/2015 concerning Capital Increase for Public Companies by Providing Pre-emptive Rights.
<b>“PMTHMETD”</b>	: Capital Increase Without Pre-emptive Rights (Penambahan Modal Tanpa Memberikan Hak Memesan Efek Terlebih Dahulu) as defined in POJK No. 14.
<b>“EGMS”</b>	: The Company’s Extraordinary General Meeting of Shareholders that will be held on 5 June 2023 in accordance with the provisions of the Company’s Articles of Association, the Companies Law and the Capital Markets Law, as well as their implementing regulations.
<b>“Shares”</b>	: All shares that have been issued and fully paid in the Company.
<b>“New Shares”</b>	: Up to 235,300,000 shares or a maximum of 10% of the company’s total issued share capital of 2,353,000,000 shares, that will be issued from the Company’s unissued authorized capital with a nominal value of Rp100 per share.
<b>“Capital Market Law”</b>	: Law No. 8 of 1995 dated 10 November 1995 regarding Capital Markets, the Republic of Indonesia Circular No. 64 of 1995, Supplement No. 3608, and its implementing regulations.
<b>“Companies Law”</b>	: Law No. 40 of 2007 dated 16 August 2007 regarding Limited Liability Companies, the Republic of Indonesia Circular No. 106 of 2007, Supplement No. 4746.

## GENERAL

The Company was founded under the name PT Panca Mitra Multiperdana according to the Deed of Establishment No. 52 dated 8 August 1997 as amended by Deed of Amendment No. 328, both made before Buntario Tigris Darmawa Ng, S.H., S.E., Candidate Notary, substitute for Rachmat Santoso, S.H. Notary in Jakarta, which has been approved by the Minister of Justice and Human Rights of the Republic of Indonesia (now MOLHR) based on Decree No. C2-1183.HT.01.01.TH.98 dated 24 February 1998, and has been registered in the Company Register in accordance with UUWDP with No. TDP 09051336698 at the Central Jakarta Kodya Company Registration office with No. 2629/BH.09.05/VIII/98 dated 21 August 1998, and has been announced in the State Gazette of the Republic of Indonesia No. 12, Supplement No. 1136 dated 11 February 2003. (**“Deed of Establishment”**).

Since its establishment, the Company's Articles of Association have undergone several amendments and the latest amendments are contained in the Deed of Statement of Shareholders Decree No. 117 dated 28 September 2020 made before Yulia, S.H., Notary in Jakarta, who has (i) obtained approval from Menkumham with Decree No. AHU-00674338.AH.01.02.TAHUN 2020 dated 30 September 2020, (ii) has been notified to the Menkumham based on the Letter of Acceptance of Notification of Amendment to the Articles of Association No. AHUAH.01.03-0392825 dated 30 September 2020 and (iii) Letter of Acceptance of Company Data Change Notification No. AHU-AH.01.03-0392826 dated September 30 2020, all three of which have been registered in the Company Register No. AHU-0164386.AH.01.11.TAHUN 2020 dated 30 September 2020.

Based on Article 3 of the Company's Articles of Association, the Company's business activities are as follows:

### Main Business Activities

Running a business in the freezing industry of other aquatic biota, including the business of preserving crustaceans, molluscs and other aquatic biota through freezing processes, such as frozen shrimp, frozen frog legs, frozen cephalopods (squid/cuttlefish/octopus), frozen crabs/crab, and frozen clams. This activity does not include efforts to cool crustaceans, molluscs and other aquatic biota with ice to maintain their freshness (KBLI 10293).

### Capital Structure and the Company's Shareholders

Based on the Company's Register of Shareholders compiled by the Share Registrar PT Sinartama Gunita, the Company's share ownership structure as of March 31, 2023 is as follows:

Information	Nominal Value Rp100,- per shares		
	No. of Shares (lembar)	Nominal Value (Rp)	%
<b>Authorized Capital</b>	<b>8.000.000.000</b>	<b>800.000.000.000</b>	
<b>Paid-up Capital</b>			
PT Tiga Makin Jaya	1.011.760.000	101.176.000.000	43,00
Soesilo Soebardjo	580.000.000	58.000.000.000	24,65
Martinus Soesilo	200.000.000	20.000.000.000	8,50
PT Harapan Bangsa Kita	188.240.000	18.824.000.000	8,00
Hirawan Tedjokoesoemo	20.000.000	2.000.000.000	0,85
Public	353.000.000	35.300.000.000	15,00
<b>Total Paid-up Capital</b>	<b>2.353.000.000</b>	<b>235.300.000.000</b>	<b>100,00</b>
<b>Total Unissued Shares</b>	<b>5.647.000.000</b>	<b>564.700.000.000</b>	

### Company's Board of Commissioners and the Board of Directors' Structure

Based on the Deed of Statement of Meeting Resolutions No. 99 dated December 24 2021, made in the presence of Yulia, S.H. Notary in Jakarta and has been notified to Menkumham as stated in the Letter of Acceptance of Notification of Company Data Changes No. AHU-AH.01.03-0492620 dated 29 December 2021 was registered in the Company Register No. AHU-0232527.AH.01.11.TAHUN 2021 dated 29 December 2021, the composition of the Company's Board of Commissioners and Board of Directors on the date of this Disclosure of Information is as follows:

#### Board of Commissioners

President Commissioner : Soesilo Soebardjo  
 Commissioner : Salis Teguh Hartono  
 Independent Commissioner : Suwarli, S.E., Ak.

#### Board of Directors

President Director : Martinus Soesilo  
 Vice President Director : Hirawan Tedjokoesoemo  
 Director : Alin Rostanti  
 Director : Patrick Djuanda  
 Director : Suyud Kusrinto

## INFORMATION REGARDING PLAN TO INCREASE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS (PMTHMETD)

### Purpose and Objective of the PMTHMETD

The Company intends to request a mandate from independent shareholders to carry out PMTHMETD up to a maximum of 10% of the Company's issued capital ("PMTHMETD"). Although the PMTHMETD mandate will authorize the Company to issue a maximum of 10% of the shares that have been issued

by the Company, the Company will always consider internal and external conditions, and there is no certainty that the Company will issue some or all of the shares that are permitted to be issued by the Company. based on PMTHMETD. PMTHMETD is carried out in accordance with the Financial Services Authority (OJK) Regulation POJK No.14.

While the Company has no immediate plans to implement PMTHMETD, the Company considers it important to obtain a mandate from independent shareholders in order to provide the Company with an opportunity to (a) find strategic investors, and (b) to strengthen the capital structure according to the needs of the Company.

### New Shares and New Shares' Price

In accordance with POJK No. 14, PMTHMETD can only be done after the Company obtains approval from independent shareholders at the EGMS. The EGMS is held by taking into account POJK No. 15. PMTHMETD must be completed within 1 year from the date the EGMS approves the PMTHMETD. Furthermore, the Company can only increase a maximum of 10% of the issued and paid-up capital of the Company on the date of this Disclosure of Information.

The exercise price for the issuance of new shares in the context of PMTHMETD refers to the provisions of Regulation no. I-A. The implementation price of the issuance of the Company's shares is at least 90% (ninety percent) of the average closing price of the shares of the Listed Company concerned during a period of 25 (twenty five) consecutive Trading Days at the Regular Market prior to the date of the application for the listing of the New Shares. to the IDX, which is the current market price in accordance with the applicable regulations.

### Capital Structure Before and After Rencana PMTHMETD

In relation to PMTHMETD, the Company plans to issue a maximum of 235,300,000 new shares or represent 10% of the total issued and paid-up capital of the Company on the date of this Disclosure of Information. The New Shares will be issued from shares in the Company's portfolio with a nominal value of Rp. 100,- per share.

Information	Nominal Value Rp100,- per share					
	Before PMTHMETD			After PMTHMETD		
	No of shares (lembar)	Nominal Value (Rp)	%	No of shares (lembar)	Nominal Value (Rp)	%
<b>Authorized Capital</b>	<b>8.000.000.000</b>	<b>800.000.000.000</b>		<b>8.000.000.000</b>	<b>800.000.000.000</b>	
<b>Paid-up Capital</b>						
PT Tiga Makin Jaya	1.011.760.000	101.176.000.000	43,00	1.011.760.000	101.176.000.000	39,09
Soesilo Soebardjo	580.000.000	58.000.000.000	24,65	580.000.000	58.000.000.000	22,41
Martinus Soesilo	200.000.000	20.000.000.000	8,50	200.000.000	20.000.000.000	7,73
PT Harapan Bangsa Kita	188.240.000	18.824.000.000	8,00	188.240.000	18.824.000.000	7,27
Hirawan Tedjokoesoemo	20.000.000	2.000.000.000	0,85	20.000.000	2.000.000.000	0,77
Public	353.000.000	35.300.000.000	15,00	353.000.000	35.300.000.000	13,64
New Shareholders				235.300.000	23.530.000.000	9,09
<b>Total Paid-up Capital</b>	<b>2.353.000.000</b>	<b>235.300.000.000</b>	<b>100</b>	<b>2.588.300.000</b>	<b>258.830.000.000</b>	<b>100</b>
<b>Total Unissued Shares</b>	<b>5.647.000.000</b>	<b>564.700.000.000</b>		<b>5.411.700.000</b>	<b>541.170.000.000</b>	

PMTHMETD will increase the number of shares issued by the Company. It is estimated that the Company will issue a maximum of 235,300,000 New Shares or represent 10% of the total issued and paid-up capital of the Company on the date of this Disclosure of Information and then the share ownership of existing shareholders in the Company will be diluted by 9.09% (nine point zero nine percent). However, the number of shares owned by current shareholders will not be affected by PMTHMETD implementation.

PMTHMETD will have a dilutive effect on current Shareholders. Previously PT Tiga Makin Jaya owned 43.00% of the shares, Mr. Soesilo Soebardjo owned 24.65% of the shares, Mr. Martinus Soesilo owned 8.50% of the shares, PT Harapan Bangsa Kita owned 8.00% of the shares, Mr. Hirawan Tedjokoesoemo owned 0.85% of shares, and Public Shareholders owned 15.00%. After the

implementation of PMTHMETD, PT Tiga Makin Jaya will own 39.09% shares, Mr. Soesilo Soebardjo will own 22.41% shares, Mr. Martinus Soesilo will own 7.73% shares, PT Harapan Bangsa Kita will own 7.27% shares, Mr. Hirawan Tedjokoesoemo will own 0.77% shares, and Public Shareholders will own 13.64%.

#### **Indicative Timetable of PMTHMETD**

Announcement of EGMS to OJK	: 28 August 2023
Announcement of EGMS	: 4 September 2023
Information Disclosure	: 4 September 2023
Recording Date EGMS	: 18 September 2023
Invitation of EGMS	: 19 September 2023
Additional Information on PMTHMETD (if any)	: 9 October 2023
EGMS	: 11 October 2023

#### **Requirements for New Shares Issuance through PMTHMETD**

The key requirements for the PMTHMETD are the followings:

1. The Company has to obtain the approval of Independent Shareholders in the EGMS;
2. At the latest, 5 (five) business days before the PMTHMETD, the Company is obliged to notify OJK and announce to public through IDX and the Company's website, regarding the transaction and prices of the PMTHMETD;
3. At the latest, 2 (two) business days after PMTHMETD implementation, the Company is obliged to notify the OJK and the public through the IDX and the Company's website, regarding the execution of the PMTHMETD which will include information on, among other things, the parties/investor subscribe the new shares, numbers and price of such new shares, and the use of the proceeds plan.

#### **Use of Proceed**

All funds obtained by the Company from the results of PMTHMETD implementation, after deducting emission expenses, will be used by the Company for the Company's working capital which will be used to purchase shrimp raw materials and complementary and supplementary materials for the Company's production activities.

#### **Potential Financiers, Nature and Affiliation, Changes in Controlling Ownership**

Until this Disclosure of Information is published, the Company does not yet have a Potential Financiers related to the Company's PMTHMETD plan. The Company will report whether or not there is an affiliation relationship as stipulated in Article 15 paragraph (1a) letter g POJK No. 14/2019.

There is no changes in the Company's controlling ownership after the implementation of the PMTHMETD.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Key Financial Data**

The summary of important financial data presented below has been prepared based on, and should be read in conjunction with and refers to, the Company's consolidated financial statements for the 6 (six) month period on June 30, 2023 and 2022 (unaudited) and the year ending on December 31, 2022, 2021 and 2020 which have been audited by the Public Accounting Firm ("KAP") Kosasih, Nurdjaman, Mulyadi Tjahjo & Rekan (member of Crowe International), with a fair opinion in all material respects.

## Consolidated Balance Sheet

(in US Dollar)

Remarks	30 June		31 December	
	2023 (unaudited)	2022	2021	2020
Current Asset	247.379.707	247.718.078	229.006.842	208.000.029
Non – Current Asset	53.774.747	49.789.975	39.570.596	40.134.544
<b>Total Asset</b>	<b>301.154.455</b>	<b>297.508.053</b>	<b>268.577.438</b>	<b>248.134.573</b>
Short Term Liabilities	206.472.610	209.325.960	189.166.183	170.888.061
Long Term Liabilities	10.394.164	6.899.673	5.742.367	12.461.804
<b>Total Liabilities</b>	<b>216.866.774</b>	<b>216.225.633</b>	<b>194.908.550</b>	<b>183.349.865</b>
Total Equity – net	84.287.680	81.282.420	73.668.888	64.784.708
<b>Total Liabilities and Equity</b>	<b>301.154.455</b>	<b>297.508.053</b>	<b>268.577.438</b>	<b>248.134.573</b>

## Consolidated Comprehensive Income Statement

(in US Dollar)

Remarks	30 June		31 Desember		
	2023 (unaudited)	2022 (unaudited)	2022	2021	2020
<b>Net Sales</b>	<b>100.143.181</b>	<b>100.540.108</b>	<b>190.671.111</b>	<b>175.769.252</b>	<b>170.581.115</b>
Cost of Goods Sales	(85.200.765)	(78.867.998)	(155.746.420)	(134.899.939)	(135.254.796)
<b>Gross Profit (Loss)</b>	<b>14.942.416</b>	<b>21.672.119</b>	<b>34.924.691</b>	<b>40.869.313</b>	<b>35.326.319</b>
<b>Operating Profit (Loss)</b>	<b>8.571.092</b>	<b>10.450.266</b>	<b>12.930.547</b>	<b>19.382.185</b>	<b>21.518.012</b>
Profit (Loss) before Tax	4.381.273	8.080.204	7.167.850	12.050.043	12.466.556
<b>Net Profit (Loss)</b>	<b>3.005.264</b>	<b>6.457.799</b>	<b>7.543.323</b>	<b>9.294.368</b>	<b>10.644.896</b>
Other Comprehensive Income (Expense)	-	-	70.209	81.649	112.640
<b>Comprehensive Profit (Loss) for the Year</b>	<b>3.005.264</b>	<b>6.457.799</b>	<b>7.613.532</b>	<b>9.376.017</b>	<b>10.757.536</b>

## Management Discussion and Analysis Regarding the Company's Financial Proforma

PMTHMETD will have a positive impact on the Company's financial condition and capital structure. The PMTHMETD will later increase the Company's Total Equity, Cash and Cash Equivalents and Total Asset.

The assumptions used to simulate pro forma financial consolidation before and after PMTHMETD are as follows:

1. The PMTHMETD has been approved through the Company's EGMS;
2. The maximum number of newly issued shares of the Company is 235,300,000 New Shares or represents 10% of the total issued and paid-up capital of the Company;
3. The total issued and paid-up capital of the Company prior to PMTHMETD is 2,353,000,000 shares;
4. The total issued and paid-up capital of the Company after PMTHMETD increased to a maximum of 2,588,300,000 shares.

## STATEMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS

The Board of Directors and Board of Commissioners of the Company are responsible for the validity of the information in this Disclosure of Information and declare that all material information and opinions expressed in this Disclosure of Information are true and can be accounted for and there is no other information that has not been disclosed which could lead to material information in this Disclosure of Information to be untrue and/or misleading; and

The Board of Commissioners and Directors of the Company have reviewed the Capital Increase plan including assessing and mitigating the risks and benefits of Capital Increase for the Company and all Shareholders, and believe that Capital Increase is the best choice for the Company and all Shareholders.

Therefore, based on the trust and belief that PMTHMETD is indeed the best choice to achieve the benefits mentioned above, the Board of Directors and Board of Commissioners of the Company recommend all shareholders of the Company to approve the Company's planned PMTHMETD as described in this Disclosure of Information.

## EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with the provisions in the Company's Articles of Association, POJK No. 14, POJK No. 15 and Law no. 40 of 2007 concerning Limited Liability Companies ("UUPT"), this Disclosure of Information was announced simultaneously with the announcement of the EGMS on 4 September 2023. The EGMS will be held on 11 October 2023 as scheduled.

### Quorum of Attendance and Resolutions of the EGMS

Based on Article 8A POJK No. 14/2019, the EGMS to discuss the above transaction plan can be held if it is attended by more than  $\frac{1}{2}$  of the total number of shares with valid voting rights owned by independent Shareholders and Shareholders who are not affiliated with the Company, members of the Board of Directors, members Board of Commissioners, Major Shareholders of the Company, or controllers. EGMS resolutions are valid if approved by more than  $\frac{1}{2}$  of the total number of shares with valid voting rights owned by independent Shareholders and Shareholders who are not affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, Major Shareholders of the Company, or controller.

In the event that the quorum for the EGMS is not reached, a second EGMS will be held. The second EGMS can be held if it is attended by more than  $\frac{1}{2}$  of the total shares with valid voting rights owned by independent Shareholders and Shareholders who are not affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, Main Shareholders of the Company, or controller. The second EGMS decision is valid if approved by more than  $\frac{1}{2}$  of the total shares with valid voting rights owned by independent Shareholders and Shareholders who are not affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, Major Shareholders of the Company, or controllers present at the second EGMS.

In the event that the quorum for the second EGMS is not reached, a third EGMS will be held. The third EGMS can be held provided that the third EGMS is valid and has the right to make decisions if it is attended by independent Shareholders and Shareholders who are not affiliated with the Company, members of the Board of Directors, members of the Board of Commissioners, Main Shareholders of the Company, or controllers, with a specified attendance quorum by OJK at the request of the Company.

The decision of the third EGMS is valid if it is approved by independent shareholders and shareholders who are not affiliated parties with the Public Company, members of the Board of Directors, members of the Board of Commissioners, major shareholders or controllers who represent more than 50% (fifty percent) of the shares owned by independent shareholders and shareholders who are not affiliated with the Public Company, members of the Board of Directors, members of the Board of Commissioners, major shareholders or controllers who attend the EGMS.

## ADDITIONAL INFORMATION

To obtain additional information in connection with this PMTHMETD, the Company's Shareholders may submit it to the Company's Corporate Secretary and Investor Relations, during the Company's working days and hours at the address below:

**Head Office:**

Jl. Raya Banyuwangi Km. 10  
Situbondo, Jawa Timur 68362  
Phone : +62 (338) 672221  
Email: [corsec@pancamitra.com](mailto:corsec@pancamitra.com)  
Website: [www.pancamitra.com](http://www.pancamitra.com)