



**INVITATION TO  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF  
PT AGUNG PODOMORO LAND TBK.**

The Board of Directors of PT Agung Podomoro Land Tbk. (the "**Company**") hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders ("**AGMS**") to be held on:

Day, Date: Monday, June 12, 2017  
Time: 15:00 West Indonesia time ("**WIB**") – End  
Venue: *Ball Room* Pullman Hotel Jakarta Central Park, L Floor  
Podomoro City  
Jl. Let. Jend. S. Parman Kav. 28  
Jakarta 11470

**AGMS Agenda and Description:**

1. Approval and ratification of the Company's Annual Report for the fiscal year ended on December 31<sup>st</sup>, 2016, including approval and ratification on the Consolidated Financial Statement of the Company and Subsidiaries for the Fiscal Year ended on December 31<sup>st</sup>, 2016 (audited), the report of the Board of Directors concerning the business of the Company and the report of supervisory duties of the Board of Commissioners of the Company, and to provide full settlement and discharge of his/her responsibilities (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for his/her actions of management and supervision conducted in the Fiscal Year of 2016.

**Description:**

*Company will propose the agenda to AGMS to approve the Company's 2016 Annual Report, which include the Consolidated Financial Statement of the Company and Subsidiaries for the Fiscal Year ended on December 31, 2016 (audited), the report of the Board of Directors and the Board of Commissioners of the Company regarding the circumstances and the course of business of the Company. Pursuant to Article 9 paragraph (4) of the Company's Articles of Association juncto Article 69 paragraph (4) Law No. 40 of 2007 regarding Limited Liability Company ("**Company Law**"), the approval of the annual report, including ratification of the financial statement by the AGMS as stated above means providing full settlement and discharge of his/her responsibilities (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for his/her actions of management and supervision conducted during the past fiscal year, so long as such actions are reflected in the annual report and financial statements.*

*The Company's 2016 Annual Report can be downloaded at the Company's website ([www.agungpodomoroland.com](http://www.agungpodomoroland.com)) and available at the Company's office commencing this AGMS' Invitation, which publish in newspaper on May 19<sup>th</sup>, 2017.*

2. Approval and determination of the proposed use of "Comprehensive Income Attributable to the Owners of the Parent Company" for the Fiscal Year of 2016.

**Description:**

*Pursuant to (i) Article 9 paragraph (3) point b and Article 19 paragraph (1) of the Company's Articles of Association; and (ii) Article 70 and 71 of Company Law, the use of the Company's net income shall be decided by the AGMS of the Company. As such, the Company shall propose the agenda to the AGMS to approve on determination of the use of "Comprehensive Income Attributable to the Owners of Parent Company" for fiscal year ended on December 31<sup>st</sup>, 2016.*

3. Appointment of Public Accountant to audit the Consolidated Financial Statements of the Company and Subsidiaries for the Fiscal Year of 2017.

**Description:**

*Pursuant to: (i) Article 9 paragraph (3) point c of the Company's Articles of Association; (ii) Article 36 A of Regulation of the Indonesian Financial Services Authority Number 32/POJK.04/2014 dated December 8<sup>th</sup>, 2014 regarding the Planning and Execution of the General Meeting of Shareholders of a Public Company ("POJK 32/2014"), as amended by Regulation of the Indonesian Financial Services Authority Number 10/POJK.04/2017 dated March 14<sup>th</sup>, 2017 regarding the Changes of the Planning and Execution of the General Meeting of Shareholders of a Public Company; and (iii) Article 68 of the Company Law, the Company will propose the agenda to AGMS to appoint Public Accountant (which is registered at the Indonesian Financial Services Authority) to audit the Consolidated Financial Statements of the Company and Subsidiaries for the fiscal year ended on December 31<sup>st</sup>, 2017.*

4. Decision on the remuneration package of members of the Board of Directors and the Board of Commissioners for the Fiscal Year of 2017.

**Description:**

*Pursuant to Article 96 paragraph (1) and Article 113 of the Company Law, the Company will propose the agenda to the AGMS to seek approval for granting the remuneration package to be paid by the Company to members of the Board of Directors and members of the Board of Commissioners who serve in office for Fiscal Year of 2017.*

5. Approval of the Company plan to reduce the issued and paid-up capital of the Company by redeeming 1,136,338,300 (one billion one hundred thirty six million three hundred thirty eight thousand three hundred) shares from the Company's shares repurchase in the period of November 28<sup>th</sup>, 2014 to May 27<sup>th</sup>, 2016, which approval was obtained at the Extraordinary General Meeting of Shareholders of the Company held on November 27<sup>th</sup>, 2014, as well as approval of the amendment of the Company's Articles of Association related to the reduction of the issued and paid-up capital of the Company, so as to amend the provisions of Article 4 paragraph (2) of the Company's Articles of Association.

**Description:**

*Pursuant to the resolution of the Company's Extra-ordinary General Meeting of Shareholders dated November 27<sup>th</sup>, 2014, the Company has obtained approval to buy back its shares during the period of November 28<sup>th</sup>, 2014 to May 27<sup>th</sup>, 2016 which amounting 1,136,338,300 (one billion one hundred thirty six million three hundred thirty eight thousand three hundred) shares.*



Referring to the Capital Market and Financial Institution Supervisory Agency ("**Bapepam-LK**") Regulation No. XI.B.2, Attachment of Decision of the Chairman of Bapepam-LK No. Kep-105/BL/2010 dated April 13<sup>th</sup>, 2010 concerning Repurchase of Shares Issued by the Issuer or Public Company, and Disclosure of Information to Shareholders in connection to Share Repurchase Plan, which announced in *Bisnis Indonesia* and *Kontan* newspapers dated October 28<sup>th</sup>, 2014, the Company will propose the agenda to the AGMS to approve the Company's plan to transfer the shares of the said Company's repurchase through reducing the issued and paid-up capital of the Company by redeeming all shares which have been repurchased by the Company, as well as amending the Company's Articles of Association related to the said reduction of the issued and paid-up capital of the Company, so as to amend the provisions of Article 4 paragraph (2) of the Company's Articles of Association.

**Note:**

1. The Company does not send a separate invitation letter to the Shareholders, therefore this invitation announcement in accordance with the provisions of the Company's Articles of Association, serves as an official invitation to the Shareholders.
2. Shareholders who are entitled to attend or be represented by a valid Power of Attorney at the AGMS are:
  - a. For the shares of the Company which are not in collective custody:

The Shareholders of the Company whose names are registered legally in the Shareholder Register on Thursday, May 18<sup>th</sup>, 2017 up to 16.15 WIB at PT Datindo Entrycom, the Company's Share Registrar, domiciled in Jakarta with its office at Jl. Hayam Wuruk No. 28, Jakarta 10120, or the power attorneys of the Shareholders of the Company; and
  - b. For the shares of the Company which are in collective custody:

The Shareholders of the Company whose names are registered in the account or custodian bank at PT Kustodian Sentral Efek Indonesia ("**KSEI**") on May 18<sup>th</sup>, 2017 until 16.15 WIB or the power attorneys of the Shareholders of the Company. For the holders of accounts in KSEI in collective custody must provide the Shareholders Register which they manage to KSEI to receive Written Confirmation for the Meeting (*Konfirmasi Tertulis Untuk Rapat* or **KTUR**).
3. a. Shareholders who are unable to attend the meeting can be represented by the proxies by bringing a valid Power of Attorney as determined by the Company's Board of Directors provided that member of the Board of Directors, member of the Board of Commissioners, and employees of the Company, is eligible to act as a proxy of the Shareholders in such meeting, having set that the votes that they cast will not be counted during the voting session.
- b. Power of Attorney forms can be obtained commencing the date of this AGMS' Invitation during business hours at:

Company's Office  
PT Agung Podomoro Land Tbk.  
Podomoro City - APL Tower 45<sup>th</sup> Floor

Securities Administration Bureau (Biro  
Administrasi Efek)  
PT Datindo Entrycom



Jl. Let. Jend. S. Parman Kav. 28  
Jakarta 11470  
T: (021) 2903 4567  
F: (021) 2903 4556  
Attn. Corporate Secretary

Jl. Hayam Wuruk No. 28  
Jakarta 10120  
T: (021) 350 8077  
F: (021) 350 8078

- c. All Power of Attorneys which have been fully completed must be received by the Company at the latest Wednesday, June 7<sup>th</sup>, 2017 up to 16:00 WIB through the Company's Office or Securities Administration Bureau PT Datindo Entrycom as stated in item 3.b. above.
4.
  - a. Shareholders or proxies who will attend the AGMS are kindly requested to bring and submit a copy of the Identity Card (KTP) or other valid identification, either for the authorizer and proxies to the Company's registration officers, prior to entering the AGMS room. The Shareholders of the Company's whose shares in collective custody are required to bring KTUR.
  - d. For Shareholders in the form of legal entities such as limited liability companies, cooperations, foundations, or pension funds, are required to bring copy of their complete articles of association, including any amendment thereof, including current board of management.
5. AGMS materials are available for the Shareholders of the Company at the Office of the Company located at Podomoro City - APL Tower, 45<sup>th</sup> Floor, Jl. Let. Jend. S. Parman Kav. 28, Jakarta 11470 during business hours as of the date of this invitation until the date of the AGMS and copies of such materials can be obtained by the Shareholders of the Company through a written request to the Company or can be accessed through website of the Company at [www.agungpodomoroland.com](http://www.agungpodomoroland.com).
6. To facilitate a swift and orderly conduct of the AGMS, the Shareholders or their proxies are kindly requested to present at the AGMS venue at least 30 (thirty) minutes before the AGMS commences.

Jakarta, May 19<sup>th</sup>, 2017

**The Board of Directors of the Company**