ARTICLES OF ASSOCIATION
PT SURYA CITRA MEDIA TBK

NAME AND DOMICILE
Article 1

1. *The Limited Liability Company shall bear name "PT Surya Citra Media Tbk" (hereinafter referred to as the "Company"), having its seat in Central Jakarta.*
2. *The Company may open branches or representative offices or business units elsewhere within or outside the territory of the Republic of Indonesia as determined by the Board of Directors, subject to approval of the Company's Board of Commissioners, with due observance to the prevailing laws and regulations.*

EXISTENCE OF THE COMPANY
Article 2

The Company was established for an indefinite period as of 25-10-1999 (the twenty-fifth day of October one thousand nine hundred and ninety-nine).

PURPOSES AND OBJECTIVES AND BUSINESS ACTIVITIES
Article 3

1. *The purposes and objectives of the Company shall be to engage in services (information and professional activities) and trades.*
2. *In order to achieve the purposes and objectives mentioned above, the Company may carry out business activities as follows:*
   i. *Main business activities:*
      a. *Services (information and professional activities):*
         - *Content provider services through mobile networking or wireless local fixed networking with limited mobility;*
         - *Other multimedia services;*
         - *Other management consultation activities.*

      b. *Trades:*
         - *Wholesale based on fees or contracts.*

   ii. *Supporting business activities:*
      a. *To engage in the following services, among others:*
         - *Business development services and related business activities;*
         - *Creative services such as script writing, photography and cinematography;*
         - *Audio-visual recording services such as, among others, music, advertisements, documentaries, soap operas/plays, movies;*
         - *Entertainment services, agency, management, entertainment event organization and production of cassettes, Compact Discs (CD), Video Compact Discs (VCD), Digital Video Discs (DVD);*

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- *Entertainment show services;*
- *Advertising, promotion, advertisement and community relation services through commercial media;*
- *Music promotion and marketing consultation services;*
- *Publication and communication consultation services;*
- *E-commerce services, including goods and or services trading transactions via internet, telephone, television or other electronic media;*
- *Event organizer and performer management services, show equipment rental services, programs preparation services;*

b. *To engage in trading business of the following products, among others:*
   - *Information technology equipment and media, both hardware and software, and related business activities;*
   - *Audio-visual recordings of music, advertisements, documentaries, soap operas/plays, movies;*
   - *Cassettes, Audio and Video Compact Discs (VCD) and Digital Video Discs (DVD) and related business activities;*

c. *To engage in other businesses related to and supporting the business activities as referred to in point i above in accordance with the prevailing laws and regulations.*

CAPITAL
Article 4

1. *The authorized capital of the Company shall be in the amount of Rp2,900,000,000,000.- (two trillion and nine hundred billion Rupiah) divided into 58,000,000,000 (fifty-eight billion) shares, each having nominal value of Rp50.- (fifty Rupiah).*
2. *Of the authorized capital, 25.46% (twenty-five point four-six percent) or 14,768,780,301 (fourteen billion seven hundred sixty-eight million seven hundred eighty thousand three hundred and one) shares having aggregate value of Rp738,439,015,050.00 (seven hundred thirty-eight billion four hundred thirty-nine million fifteen thousand and fifty Rupiah) have been subscribed and paid in full by the shareholders to the Company's account with details as last written below.*
3. *Shares in portfolio may be issued by the Company in accordance with the Company's need for working capital at such time, at such price and upon such terms as the Board of Directors may determine subject to the approval of the General Meeting of Shareholders, by way of limited public offering, with due observance to the provisions contained in the Articles of Association, Law regarding Limited Liability Company and the laws and regulations applicable to Capital Market, such as regulations on capital increase without Rights Issue and the regulations of the Stock Exchange on which the Company's shares are*

listed. The quorum and resolution of the General Meeting of Shareholders to approve the issuance of shares in portfolio shall comply with the requirements as set out in Article 11 paragraph (1) of these Articles of Association.

4. *Any shares in portfolio to be further issued shall be paid in full.*
   Payment of share made in any form other than in a monetary form, in the forms of both tangible and intangible assets shall comply with the following stipulations:
   a. *Assets used as the payment of the capital shall be announced to the public at the time of serving the invitation of a General Meeting of Shareholders held for such payment;*
   b. *The assets used as the payment of the capital shall be appraised by an appraiser registered with the Financial Services Authority and they shall not be mortgaged in any manner whatsoever.*
   c. *The approval of the General Meeting of Shareholders at which a quorum is present as required by Article 11 paragraph (1) of these Articles of Association shall be obtained.*
   d. *In case the assets used as the payment of the capital are in the form of the Company's shares listed on the Stock Exchange, the price of such a share shall be determined on the basis of a reasonable market value; and*
   e. *In case such payment comes from the Company's retained earnings, share agios (premiums on capital stock in excess of par value), the Company's net profits, and/or other elements of equity, then the retained earnings, share agios, the Company's net profits, and/or other elements of equity shall have been set out in the last Annual Financial Statement audited by an Accountant registered with the Financial Services Authority, with unqualified opinion.*
5. *In the event that the General Meeting of Shareholders held to approve the issuance of shares in portfolio by way of limited public offering or capital increase without Rights Issue decides the maximum number of shares in portfolio to be issued, the General Meeting of Shareholders shall authorize the Board of Commissioners to declare the actual number of shares that have been issued for the purpose of such limited public offering or capital increase without Rights Issue.*
6. *In case of any issue of Equity Securities by the Company:*
   a. *Any increase of the capital through the issue of Equity Securities available for subscription shall be made by giving the Rights Issue to the shareholders whose names are registered in the Company's register of shareholders on the date designated by the General Meeting of Shareholders approving the issue of Equity Securities in an amount proportionate to the number of shares registered in the Company's register of shareholders and held by the respective shareholders on such date.*

b. *Equity Securities may be issued without giving the Shareholders the Rights Issue if such issue is:*
    1. *Intended for the Company's employees;*
    2. *Intended for the holders of bonds or other Securities convertible into the shares issued with the approval of the General Meeting of Shareholders;*
    3. *Made for the purpose of reorganization and/or restructuring already approved by the General Meeting of Shareholders; and/or*
    4. *Made pursuant to the regulations applicable to the Capital Market which allow increase of capital without the Rights Issue.*

c. *Rights Issue shall be transferable or tradable, with due observance to the provisions of the Articles of Association and the laws and regulations applicable to the Capital Market.*

d. *Equity Securities to be issued by the Company and not subscribed by the holders of the Rights Issue shall be allocated to all shareholders who subscribe additional Equity Securities, provided that if the amount of Equity Securities being subscribed exceeds that of Equity Securities to be issued, the Equity Securities not subscribed shall be allocated proportionate to the amount of the Rights Issue exercised by respective shareholders who subscribe additional Equity Securities.*

e. *In case the remaining Equity Securities are not subscribed by the shareholders as referred to in letter d above and there are standby buyers, the remaining Equity Securities shall be allocated to a certain party who acts as standby buyer with the same price and terms.*

7. *The shares in portfolio may be issued by the Board of Directors to the holders of the Securities convertible into the shares or Securities carrying the rights to obtain shares, by virtue of the resolution of the preceding General Meeting of Shareholders approving the issue of such Securities.*
8. *The increase of the paid-up capital shall be effective after the increase is paid up, and the shares so issued carry the same rights as the shares having the same classification, being issued by the Company, without prejudice to the Company's responsibility to give notice to the Minister of Law and Human Rights.*
9. *The Company's authorized capital may only be increased by virtue of a resolution of the General Meeting of Shareholders. The amendment to the articles of association for the purpose of change of the authorized capital shall be subject to the approval of the Minister of Law and Human Rights.*
10. *The increase of the authorized capital resulting in the decrease of the issued and paid-up capital to lower than 25% (twenty-five percent) of the authorized capital may be made to the extent that:*
    a. *The approval of the General Meeting of Shareholders to increase the authorized capital has been obtained;*
    b. *The approval of the Minister of Law and Human Rights has been obtained;*

c. The increase of the issued and paid-up capital to at least 25% (twenty-five percent) shall be made no later than a period of 6 (six) months upon obtaining the approval of the Minister Law and Human Rights as referred to in paragraph (10) letter b of this Article;

d. In the event that the increase of the paid-up capital as referred to in paragraph (10) letter c of this Article is not reached fully, the Company shall further amend its Articles of Association in order for the amount of the paid-up capital to be at least 25% (twenty-five percent) of the authorized capital, within a period of 2 (two) months upon failure to comply with the period of time as referred to in paragraph (10) letter c of this Article;

e. The approval of the General Meeting of Shareholders as referred to in paragraph (10) letter a of this Article, including the approval to amend the articles of association as referred to in paragraph (10) letter d of this Article, have been obtained.

11. The amendment to the articles of association for the purpose of the increase of the authorized capital shall become effective upon the capital being paid up, resulting in the amount of paid-up capital becoming at least 25% (twenty-five percent) of the authorized capital and carrying the same rights as the other shares issued by the Company, without prejudice to the duty of the Company to obtain the approval to the amendment to the Articles of Association from the Minister of Law and Human Rights in connection with the increase of the paid-up capital.

SHARES
Article 5

1. *All shares issued by the Company shall be registered shares.*
2. *The Company may issue shares with or without nominal value.*
3. *Any issue of shares without nominal value shall be in compliance with the rules and regulations applicable to the Capital Market.*
4. *The Company only acknowledges 1 (one) individual person or 1 (one) legal entity as the owner of 1 (one) share.*
5. *If any share for any reason whatsoever becomes the property of several persons, then those who have joint ownership shall appoint in writing one person amongst them or another person as their joint representative, and only the person so appointed shall be entitled to exercise the rights conferred by law in such share.*
6. *Until the provision of paragraph (5) above has been implemented, the shareholders shall not be entitled to cast vote at a General Meeting of Shareholders, and the payment of dividend for such share shall be postponed.*
7. *All shareholders shall comply with the Articles of Association and all resolutions lawfully adopted at a General Meeting of Shareholders and all prevailing laws and regulations.*

8. *The regulations of the Stock Exchange on which the Company's shares are listed shall apply to all of the Company's shares.*
9. *In case the shares of the Company are not in the Collective Custody of the Custody and Settlement Institution, the Company shall give the shareholder the evidence of ownership of share or collective share certificate. A collective share certificate may be issued as evidence of ownership of 2 (two) or more shares owned by one shareholder.*
10. *Share certificate shall at least contain:*
    a. *The name and address of the shareholder;*
    b. *The serial number of the share certificate;*
    c. *The nominal value of the share;*
    d. *The date of the issuance of the share certificate;*
11. *Collective share certificate shall at least contain:*
    a. *The name and address of the shareholder;*
    b. *The serial number of the collective share certificate;*
    c. *The serial number of the relevant certificate and the quantity of the shares;*
    d. *The nominal value of the share;*
    e. *The date of the issuance of the collective share certificate;*
12. *The share certificates and collective share certificates shall be signed by the President Director or 2 (two) other members of the Board of Directors.*
13. *In case of fractional shares, the holder of the fractional shares shall not be given an individual voting right, unless other holder of fractional shares, either individually or collectively with the other holder of fractional shares having same classification have nominal value of 1 (one) nominal share of such classification.*
14. *The holders of fractional shares shall appoint one person amongst them or another person as their joint representative, and only the person so appointed shall be entitled to exercise the rights conferred by law in such share.*
15. *The Board of Directors or any person appointed by it as its representative shall maintain a register of shareholders in which the serial numbers of share certificate, quantity of shares held by the shareholders, names and addresses of the shareholders and any other information as may be deemed necessary shall be recorded.*

DUPLICATES OF SHARE CERTIFICATES
Article 6

1. *In case a share certificate is defaced, such a share certificate may be replaced if:*
    a. *The party submitting a written request for replacement of the defaced share certificate is the owner of the share; and*
    b. *The Company has received the defaced share.*
2. *The Company shall destroy the original of the defaced share certificate after the replacement thereof.*

3. In case a share certificate is lost, the lost share certificate may be replaced if:

a. The party submitting a request for replacement of the lost share certificate is the owner of the share certificate;

b. The Company has received the police report issued by the Police of the Republic of Indonesia on the loss of the share certificate;

c. The person submitting the request for replacement of the lost share certificate shall give a warranty as the Company's Board of Directors may consider adequate; and

d. The plan to issue a duplicate of the lost share certificate has been announced at the Stock Exchange on which the Company's shares are listed, within 14 (fourteen) days at the latest before the issuance thereof.

4. The provisions as referred to in paragraphs (1), (2), and (3) of this Article shall apply mutatis mutandis to the issuance of duplicates of collective share certificates.

COLLECTIVE CUSTODY
Article 7

1. The shares in the Collective Custody of the Custody and Settlement Institution shall be recorded in the Company's Register of Shareholders in the name of the Custody and Settlement Institution in favor of the holders of the accounts at the Custody and Settlement Institution.

2. The shares in the Collective Custody of the Custodian Bank or the Securities Company, which are recorded in the Securities account at the Custody and Settlement Institution in the name of the Custodian Bank or the Securities Company are intended in favor of the holders of the accounts at the Custodian Bank or the Securities Company.

3. If the shares in the Collective Custody of the Custodian Bank form a part of the Securities Portfolio of Mutual Funds in the form of collective investment contract and not included in the Collective Custody of the Custody and Settlement Institution, the Company shall record the shares in the Company's Register of Shareholders in the name of the Custodian Bank in favor of the holder of the Investment Unit of the Mutual Fund in the form of the aforesaid collective investment contract.

4. The Company shall issue a certificate or written confirmation to the Custody and Settlement Institution or to the Custodian Bank as a proof of registration in the Company's Register of Shareholders.

5. The Company shall transfer the shares in the Collective Custody, which are registered in the name of the Custody and Settlement Institution or the Custodian Bank for the Mutual Funds in the form of a collective investment contract, in the Company's Register of Shareholders to be in the name of the party appointed by the Custody and Settlement Institution or by the Custodian Bank.

The request for transfer shall be submitted by the Custody and Settlement Institution or by the Custodian Bank to the Company or to the Share Registrar appointed by the Company.

6. *The Custody and Settlement Institution, the Custodian Bank or the Securities Company shall issue confirmation to the account holders as a proof of recording in the securities account.*
7. *In the Collective Custody all shares of the similar kind and classification being issued by the Company are equivalent to and exchangeable for each other.*
8. *The Company shall refuse the registration of share in the Collective Custody if the share certificate is lost or destroyed, except the party requesting for such registration can give an adequate proof and/or warranty that the party concerned is the right shareholder and the share certificate is really lost or destroyed.*
9. *The Company shall refuse the registration of shares in the Collective Custody if the share is pledged or seized by virtue of a court order or confiscated for the purpose of a court trial of a criminal case.*
10. *The Securities account holder whose securities are registered in the Collective Custody is entitled to attend and/or to cast a vote at the General Meeting of Shareholders in proportion to the shares he/she owns in the securities account.*
11. *The securities account holders entitled to cast vote at the General Meeting of Shareholders are those whose name is registered as a security account holder with the Custody and Settlement Institution, Custodian Bank, or Securities Company 1 (one) working day before the notice of such General Meeting of Shareholders. The Custody and Settlement Institution, Custodian Bank or the Securities Company shall, within a period as specified in the regulation applicable to the Capital Market, submit to the Company the list of securities account holders for registration in the Register of Shareholders specifically prepared by the General Meeting of Shareholders.*
12. *The Investment Manager shall be entitled to attend and cast a vote at the General Meeting of Shareholders in relation to the Company's shares included in the Collective Custody of the Custodian Bank which are a part of the portfolio of the Mutual Fund Securities in the form of a collective investment contract and not included in the Collective Custody of the Custody and Settlement Institution, provided that the Custodian Bank shall notify the name of the Investment Manager not later than 1 (one) working day before the call for the General Meeting of Shareholders.*
13. *The Company shall deliver the dividends, bonus shares or other rights relating to the ownership of the shares in the Collective Custody to the Custody and Settlement Institution, and thereafter the Custody and Settlement Institution deliver the dividends, bonus shares or other such rights to the Custodian Bank and the Securities Company for the interest of each securities account holder with the Custodian Bank and the Securities Company.*

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14. The Company must deliver to the Custodian Bank the dividends, bonus shares or other rights relating to the ownership of the shares in the Collective Custody of the Custodian Bank, which is a part of the Securities Portfolio of Mutual Funds in the form of a collective investment contract and not included in the Collective Custody of the Custody and Settlement Institution.

15. The time limit for the securities account holders who are entitled to obtain the dividends, bonus shares or other right relating to the ownership of the shares in the Collective Custody shall be determined by the General Meeting of Shareholders, provided that the Custodian Bank and the Securities Company shall submit a list of securities account holders and number of the Company's shares owned by the respective securities account holders to the Custody and Settlement Institution not later than 1 (one) working day after the date being the basis of determining the shareholders who are entitled to obtain the dividends, bonus shares and other such rights.

TRANSFER OF RIGHTS IN SHARES
Article 8

1. In case of the change of the ownership of a share, the original owner being registered in the Register of Shareholders shall still be considered as the owner of the share until the name of the new owner is recorded in the Register of Shareholders with due observance to the prevailing laws and regulations and the rules of the Stock Exhange on which the Company's shares are listed in Indonesia.

2. A transfer of rights in shares shall be proven by a document signed by or in the name of the party transferring the right and by or in the name of the party receiving the transferred rights in the relevant share.
The document on the transfer of rights in shares shall comply with the regulation on Capital Market applicable in Indonesia on which the Company's shares are listed and the prevailing laws and regulations.

3. The form of and procedure for the transfer of the rights in the shares traded at the Capital Market shall conform to the laws and regulations applicable to the Capital Market.

4. The Board of Directors may refuse to register the transfer of the rights in shares in the Company's Register of Shareholders if the relevant provisions of these Articles of Association are not complied with, or if any requirement prescribed by the competent authorities is not satisfied.

5. If the Board of Directors refuses to register the transfer of the rights in shares, the Board of Directors shall send a notice of refusal to the party who intends to transfer his/her rights in shares not later than 30 (thirty) days after the date on which the request for registration is received by the Board of Directors.
In respect of the Company's shares listed on the Stock Exchange in Indonesia, any refusal to register a transfer of rights in such shares shall comply with the

regulation of the Stock Exchange on which the Company's shares are listed in Indonesia.

6. *Any person who acquires the right in a share due to the death of a shareholder or other cause resulting in the ownership of a share passing to any other person by law may offer his/her title deeds, as the Board of Directors may require, and request the Board of Directors in writing to register him/her as the holder of the share;*
   The registration may only be made if the Board of Directors may accept by virtue of the title deeds and subject to the provisions in the Articles of Association and the regulations applicable in the Stock Exchange on which the Company's shares are listed in Indonesia.
7. *The transfer of rights in the shares included in the Collective Custody shall be made by the transfer from one securities account to another securities account at the Custody and Settlement Institution, the Custodian Bank, and the Securities Company.*
8. *All restriction, limitations, and provisions contained in the Articles of Association governing the rights to transfer of rights on shares and registration of transfer of rights on shares shall apply mutatis mutandis to any transfer of rights in accordance with paragraph (6) of this Article 8.*

GENERAL MEETING OF SHAREHOLDERS
Article 9

1. *General Meeting of Shareholders, hereinafter referred to as the "GMS" shall be:*
   a. *The Annual GMS;*
   b. *Any other GMS, hereinafter referred to as extraordinary GMS.*
2. *Unless otherwise expressly provided in these Articles of Association, the term GMS shall mean both annual GMS and extraordinary GMS.*
3. *The annual GMS shall be held no later than 6 (six) months after the end of the fiscal year.*
4. *At the annual GMS:*
   a. *The Board of Directors shall present:*
      - *annual report reviewed by the Board of Commissioners for approval by the GMS;*
      - *financial statements for ratification by the meeting;*
   b. *The Board of Commissioners shall submit the report of implementation of supervisory duties of the Board of Commissioners.*
   c. *The use of the net earnings of the Company shall be determined, if the Company has positive balance of net earnings.*
   d. *Such other matters as are properly brought up may be decided, with due observance to the provisions of the Articles of Association.*
5. *The giving of approval to the annual report and ratification of the financial statements by the annual GMS shall mean the release and discharge of the*

members of the Board of Directors and the members of the Board of Commissioners from their responsibility for management and supervision conducted in the previous fiscal year, to the extent that their acts of managing and supervising are reflected in the Annual Report and the Financial Statements of the Company.

6. *An extraordinary GMS may be held at any time if deemed necessary to discuss and decide any meeting agendas other than those as referred to in paragraph (4) letters a, b and c of this Article, with due observance to the statutory regulation and the Articles of Association.*

PLACE, NOTICE AND CHAIRMAN OF GMS
Article 10

1. a. *Without prejudice to other provisions of the Company's Articles of Association, a GMS shall be convened at:*
      - *The Company's domicile; or*
      - *The place where the Company conducts its main business activities; or*
      - *The capital city of the province where the Company's domicile or main business activities are located; or*
      - *The domicile of the Stock Exchange on which the Company's shares are listed.*

   b. *The GMS as referred to in paragraph (1) letter a above shall be convened within the territory of the Republic of Indonesia.*
2. *No later than 14 (fourteen) days prior to the date of notice of GMS, excluding the announcement date and the notice date, the party authorized to issue such notice shall make announcement to the shareholders through advertisement in at least 1 (one) nationally circulated Indonesian daily newspaper, the website of Stock Exchange and the Company's website, in Indonesian and foreign language, provided that the foreign language used shall be at least English.*
   The announcement of GMS shall at least contain:
   a. *Requirements with respect to shareholders entitled to attend the GMS;*
   b. *Requirements with respect to shareholders entitled to propose meeting agenda;*
   c. *The meeting date; and*
   d. *Date of notice to call for GMS.*
3. *Without prejudice to other provisions of the Company's Articles of Association, the notice to call for GMS shall be given to the shareholders through advertisement in at least 1 (one) nationally circulated Indonesian daily newspaper, the website of Stock Exchange and the Company's website, in Indonesian and foreign language, provided that the foreign language used shall be at least English. The notice to call for GMS shall be made no later than 21 (twenty-one) days prior to the date of the GMS, excluding the notice date and the Meeting date.*

If the quorum of the first GMS is not reached and, therefore, a second GMS is required, the notice to call for the second GMS shall be made no later than 7 (seven) days before the date of the second GMS, excluding the notice date and the meeting date and shall contain information that the first GMS had been convened, but the quorum was not present. The second GMS shall be convened not earlier than 10 (ten) days and not later than 21 (twenty-one) days as of the first GMS.

If the quorum of the second GMS is not reached, the notice to call for the third GMS shall be determined by the Financial Services Authority at the request of the Company. The notice to call for the third GMS shall contain information that the second GMS had been convened, but the quorum was not present.

4. *The notice to call for GMS shall at least contain the following information:*
   a. *Date of GMS;*
   b. *Time of GMS;*
   c. *Place of GMS;*
   d. *Requirements with respect to shareholders entitled to attend the GMS;*
   e. *Meeting agendas, including explanation of each of the meeting agendas; and*
   f. *Information stating that the materials related to the meeting agendas are available for the shareholders as of date of the notice to call for GMS as referred to in paragraph (3) of this Article until the meeting date.*
5. *If all shareholders are present and or represented at the GMS, such prior announcement and notice is not required and the meeting may be held at the Company's domicile and/or the domicile of the stock exchange on which the Company's shares are listed in Indonesia.*
6. *In addition to holding a GMS using the procedure as referred to in paragraph (1) of this Article, a GMS may also be held through teleconference, video conference or any other electronic media allowing all Meeting participants to see and hear each other and to take part in the Meeting, with due observance to the prevailing laws and regulations, in particular those applicable to the Capital Market.*
7. *The shareholders' proposals may be included in the Agenda of a GMS if:*
   a. *Such proposals are submitted in writing to the Board of Directors by one or more shareholder jointly representing at least 1/20 (one-twentieth) of the total voting shares issued by the Company; and*
   b. *Such proposal shall have been received by the Board of Directors 7 (seven) days before the date of the notice to call for the GMS; and*
   c. *In the opinion of the Board of Directors, the proposal directly relates to the Company's businesses, by taking into account other provisions of these Articles of Association.*
8. *The proposes meeting agenda as referred to in paragraph (7) of this Article shall:*

a. Be made in good faith;
b. Consider the interest of the Company;
c. Be along with the reason and material related to the proposed agenda;
d. Not contravene any prevailing laws and regulations; and
e. Constitute an agenda requiring a resolution of a GMS.

9. *The GMS shall be chaired by one of the Commissioners appointed by the Board of Commissioners. In case all members of the Board of Commissioners are absent or hindered by whatsoever reasons, the GMS shall be chaired by one of the Directors appointed by the Board of Directors. In case all members of the Board of Directors are absent or hindered by whatsoever reason, the GMS shall be chaired by one of the shareholders attending the GMS appointed from and by those present at the GMS.*

   In case the Commissioner appointed by the Board of Commissioners to chair the GMS has a conflict of interest in the business to be transacted at the GMS, the GMS shall be presided over by another member of the Board of Commissioners who has no conflict of interest and appointed by the Board of Commissioners. In case all members of the Board of Commissioners have a conflict of interest, the Meeting shall be presided over by one of the Directors appointed by the Board of Directors. In case one of the Directors appointed by the Board of Directors to chair the GMS has conflict of interest in the business to be transacted thereat, the GMS shall be presided over by another member of the Board of Directors having no conflict of interest. In case all members of the Board of Directors have the conflict of interest, the GMS shall be presided over by a non-controlling shareholder appointed by the majority of shareholders attending the GMS.

10. *a. Minutes of GMS shall be prepared and signed by the chairman of the meeting and at least 1 (one) shareholder appointed by and from the meeting participants.*
    b. The signing as referred to in paragraph (10) letter a above is not required if the minutes of GMS is made in the form of a notarial deed of minutes of GMS.

QUORUM, VOTING RIGHTS AND RESOLUTIONS OF GMS
Article 11

1. *a. Except as otherwise stipulated in the Articles of Association, a GMS including a GMS for issuance of Equity Securities may be convened if the Meeting is attended by shareholders representing more than ½ (one-half) of the total voting shares issued by the Company.*
   b. If the quorum as referred to in paragraph (1) letter (a) above is not reached, the second GMS may be held.
   c. The second GMS shall be lawful and entitled to adopt valid and binding resolutions if attended by the shareholders representing at least 1/3 (one-third) of the total voting shares issued by the Company.

d. *In the event the quorum for attendance of the second GMS is not reached, the third GMS may be convened, provided that the third GMS shall be valid and entitled to adopt resolutions only if attended by the number of holders of voting rights required by the Financial Services Authority for quorum of attendance and quorum of resolution at the request of the Company.*

2. *The shareholders may be represented by another shareholder or any third party by virtue of a power of attorney.*
3. *The chairman of meeting is entitled to request that the proxy to represent the shareholder be shown to him at the time the meeting is held.*
4. *At the GMS, each share shall give its owner the right to cast 1 (one) vote.*
5. *The members of the Board of Directors, the members of the Board of Commissioners and the employees of the Company may act as proxies at the GMS, but votes cast by them as proxies shall not be counted in a voting.*
6. *All resolutions shall be adopted in deliberation to reach a consensus. In case of failure to adopt a resolution on the basis of the principle of deliberation to reach a consensus, the resolution shall be adopted based on affirmative votes of more than ½ (one-half) of total votes lawfully cast at the meeting, unless specified otherwise in the Articles of Association. In case of tie vote, the proposal shall be deemed to have been defeated.*
7. *In the event that the Company wishes to conduct certain transaction which bears a conflict of interest and such transaction is not excluded under the laws and regulations applicable to the Capital Market, such transaction shall be approved by an extraordinary GMS to be convened under the following requirements:*
   a. *The shareholders having conflict of interest shall be deemed to have rendered the same resolution as the resolution adopted by the independent shareholders with no conflict of interest.*
   b. *Such GMS shall be attended by the independent shareholders representing more than ½ (one-half) of total voting shares owned by the independent shareholders and the resolution shall be lawful if approved by independent shareholders representing more than ½ (one-half) of total voting shares owned by the independent shareholders.*
   c. *In the event the quorum as referred to in paragraph (7) letter b above is not reached, then a second GMS may be convened and shall be attended in person or by proxy by the independent shareholders representing more than ½ (one-half) of total voting shares owned by the independent shareholders and the resolution shall be adopted based on affirmative votes of more than ½ (one-half) of total shares owned by the independent shareholders that are present at the GMS;*
   d. *In the event the quorum for attendance as referred to in paragraph (7) letter c above is not reached, the third GMS may be convened provided that such meeting shall be lawful and entitled to adopt resolution if attended by*

independent shareholders of voting shares in the quorum for attendance as required by the Financial Services Authority, upon the request of the Company. The resolution of the third GMS shall be lawful if approved by Independent Shareholders representing more than 50% (fifty percent) of shares held by Independent Shareholders present thereat.

8. *The shareholders who have valid voting rights at a GMS but cast blank vote (or abstains) shall be deemed to have cast the same vote as the majority of votes of the other shareholders at the Meeting.*
9. *Shareholders may also adopt valid and binding resolutions without convening a GMS, provided that all shareholders have been notified in writing of the proposals to be discussed and all such shareholders have given and signed their written approval to the proposal. The resolution adopted in such a manner shall have the same effect as the resolution lawfully adopted at a GMS.*

AMENDMENT TO ARTICLES OF ASSOCIATION
Article 12

1. *Amendments to the Articles of Association must be authorized by a GMS, attended by shareholders jointly representing at least 2/3 (two-thirds) of the total voting shares and the resolution of the GMS shall be lawful if approved by more than 2/3 (two-third) of the number of voting shares attending the GMS.*
2. *Amendment to the provisions of the Articles of Association concerning name and/or domicile of the Company, purposes, objectives and business activities of the Company, amount of the authorized capital, reduction of the issued and paid-up capital and change of status of the Company from private to public company, or vice versa, shall obtain approval from the Minister of Law and Human Rights of the Republic of Indonesia.*
3. *Amendments to the Articles of Association on the matters other than those as referred to in paragraph (2) above shall be duly reported to the Minister of Law and Human Rights of the Republic of Indonesia no later than 30 (thirty) days as of the resolution of the GMS regarding such amendment.*
4. *If the quorum specified is not present at the GMS as referred to in paragraph (1) of this Article, then at the second GMS, the resolution shall be lawful if the meeting is attended by shareholders jointly representing at least 3/5 (three-fifths) of the total voting shares and the resolution shall be lawful if approved by more than ½ (one-half) of the number of voting shares attending the GMS.*
5. *If the quorum of the second GMS as referred to in paragraph (4) above is not present, the third GMS may be convened, provided that the third GMS shall be lawful and entitled to adopt resolutions if attended by holders of voting shares in the quorum for attendance and quorum for resolution as required by the Financial Services Authority, upon the request of the Company.*

6. *Resolution with regard to the reduction of capital shall be adopted with due observance to the prevailing laws and regulations, in particular those applicable to the Capital Market.*

MERGERS, AMALGAMATIONS, ACQUISITIONS, SEPARATION AND DISSOLUTION

Article 13

1. a. *In compliance with the provisions of the prevailing laws and regulations, any merger, amalgamation, acquisition, separation and dissolution may only be conducted upon approval of the GMS attended by shareholders jointly representing at least ¾ (three-fourths) of the total voting shares and the resolution adopted at such GMS is approved by more than ¾ (three-fourths) of the number of voting shares attending the GMS.*
   b. *If the quorum as referred to in paragraph (1) letter a above is not present, the second GMS may be convened.*
   The second GMS shall be lawful and entitled to adopt binding resolutions if attended by shareholders or their proxies jointly representing at least 2/3 (two-thirds) of the total voting shares and the resolution shall be lawful if approved by more than ¾ (three-fourths) of the number of voting shares attending the GMS.
   c. *If the quorum as referred to in paragraph (1) letter b above is not present, the third GMS may be convened, provided that the third GMS shall be lawful and entitled to adopt resolutions if attended by holders of voting shares in the quorum for attendance and quorum for resolution as required by the Financial Services Authority, upon the request of the Company.*
2. *The Board of Directors shall announce in 2 (two) daily newspapers published or circulated at the domicile or business place of the Company the planned merger, consolidation, acquisition, separation or dissolution of the Company no later than 14 (fourteen) days prior to the notice of the GMS.*

BOARD OF DIRECTORS

Article 14

1. *Board of Directors shall consist of 2 (two) members of more. In the event there is more than one Director, one of whom shall be appointed as President Director.*
2. *Members of the Board of Directors shall be appointed by a GMS for a term of office commencing on the appointment date and ending at the end of the fifth Annual GMS after their appointment, without prejudice to the right of the GMS to dismiss them at any time.*
3. *Persons eligible to be appointed as a member of the Board of Directors are Indonesian and/or Foreign Citizen who is qualified to act as a Director of the*

Company pursuant to the laws and regulations applicable in the Republic of Indonesia.

4. *A member of the Board of Directors whose term of office has expired may be reappointed.*
5. *Any person appointed to replace the resigning or dismissed member of the Board of Directors or to fill in the vacant office in the Board of Directors shall be appointed for a term of office that is equal to the remaining term of office of the other incumbent members of the Board of Directors.*
6. *If, due to any reason, a vacancy arises on the Board of Directors, causing the number of members of the Board of Directors to be less than 2 (two) as specified in paragraph (1) of this Article, a GMS shall be convened to fill that vacancy within 60 (sixty) days after such vacancy arises, with due observance to the laws and regulations and these Articles of Association.*
7. *If, due to any reason whatsoever, vacancies arise in all positions on the Board of Directors, the Company shall be temporarily managed by the Commissioner appointed by the meeting of the Board of Commissioners.*
8. *A member of the Board of Directors has the right to resign from his/her office by notifying the Company in writing of his/her intention no later than 60 (sixty) days prior to the date of his/her resignation.*
9. a. *Until his/her resignation is approved by the GMS, the relevant member of the Board of Directors shall keep performing his/her duties and obligations in accordance with the Articles of Association and the prevailing laws and regulations.*
   b. *The resigning member of the Board of Directors may be required to account for his/her actions as a member of the Board of Directors from the date of his/her appointment until the approval by the GMS of his/her resignation.*
   c. *The resigning member of the Board of Directors shall be relieved from his/her responsibilities after the GMS has approved his/her resignation and released him/her from his/her responsibilities.*
10. *The company shall convene a GMS to decide the resignation of the member of the Board of Directors no later than 90 (ninety) days after receipt of his/her letter of resignation.*
11. *In the event that the resignation of a member of the Board of Directors results in the number of members of the Board of Directors being less than 2 (two), the resignation shall be valid if it has been approved by the GMS, and a new member of the Board of Directors has been appointed in order to maintain the minimal number of members of the Board of Directors as required.*
12. *In case of suspension by the Board of Commissioners of a member of the Board of Directors, the Company shall convene a GMS no later than 90 (ninety) days after such suspension.*

13. In the event that the GMS as referred to in paragraph (12) above fails to adopt a resolution on the suspension or upon the lapse of the abovementioned period of time no GMS is convened, such suspension shall become ineffective.

14. It is the authority of the GMS to determine the salary, service fee and other allowances (if any) of the members of the Board of Directors from time to time and such authority may be delegated by the GMS to the Board of Commissioners.

15. The office held by the member of the Board of Directors shall terminate in case of any of the followings:

a. He/she is declared bankrupt or placed under guardianship by a judgment of any court; or

b. He/she resigns from his/her position in accordance with paragraph (8) of this Article;

c. He/she no longer meets the requirements for a member of the Board of Directors as specified in the prevailing laws and regulations;

d. He/she dies; or

e. He/she is dismissed on the basis of a resolution of GMS.

DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS
Article 15

1. The Board of Directors shall be entitled to represent the Company within and outside the Court of Justice in respect of all matters and, in any event, to bind the Company to other parties or other parties to the Company and to take any act concerning either management or ownership but with the restriction that:

a. To give or obtain loans on behalf of the Company (except withdrawing money from the Company's bank account) totaling more than the amount specified by the Board of Commissioners from time to time;

b. To establish a new business or to invest in other companies both within and outside the country;

c. To sell or otherwise dispose of any of his/her rights over any fixed assets or to use any of the Company's fixed assets as security;

d. To bind the Company as a guarantor;

shall require approval from the Board of Commissioners.

2. Any legal act to transfer, release ownership of or place guarantee for any debt over more than 50% (fifty percent) of the Company's net asset in one fiscal year either in a single transaction or several independent or related transactions shall be approved by the GMS attended in person or by proxy by the shareholders representing at least ¾ (three-fourths) of the total voting shares and approved by at least ¾ (three-fourths) of total votes lawfully cast thereat, with due observance to the laws and regulations applicable to the Capital Market.

3. a. The President Director shall be entitled and authorized to act for and on *behalf of the Board of Directors and to represent the Company.*

   b. *In case of the absence or disability of the President Director due to any reason whatsoever, it being unnecessary to prove such impediments to any third party, one of the other members of the Board of Directors shall be entitled and authorized to act for and on behalf of the Board of Directors and represent the Company.*

4. *The distribution of duties and authority among the members of the Board of Directors shall be determined by the GMS. If the GMS does not determine the distribution of duties and authorities of the members of the Board of Directors, they shall be distributed based on the decision of the Board of Directors.*
5. *Without prejudice to any responsibilities assigned to the members of the Board of Directors by the GMS, the Board of Directors may confer power in writing upon one or more person for and on behalf of the Company to take certain legal acts as described in the relevant power of attorney.*

MEETING OF THE BOARD OF DIRECTORS
Article 16

1. *A Meeting of the Board of Directors shall be regularly convened at least 1 (one) every month:*
   a. *By one or more member of the Board of Directors;*
   b. *Upon a written request of one or more member of the Board of Commissioners; or*
   c. *Upon a written request of 1 (one) or more shareholder(s) jointly representing 1/10 (one-tenth) or more of the total voting shares.*
2. *The Board of Directors shall hold a Meeting of the Board of Directors together with the Board of Commissioners on a regular basis at least 1 (one) time every 4 (four) months.*
3. *The notice of the Meeting of the Board of Directors shall be carried out by the member of the Board of Directors entitled to act for and on behalf of the Board of Directors pursuant to the provision of Article 15 of these Articles of Association.*
4. *The notice of the Meeting of the Board of Directors shall be sent by registered mail or written instrument personally delivered to each member of the Board of Directors against proper receipt the latest 3 (three) days before the date of meeting, excluding the notice date and meeting date.*
5. *Such notices shall specify the date, time and place of the Meeting.*
6. *The Meeting of the Board of Directors shall be held at the Company's domicile or any place where the Company's business activities are located.*
   In the event that all members of the Board of Directors are present or represented, such prior notices shall not be required, and the Meeting of the Board of Directors may be held at any place and shall be entitled to adopt valid and binding resolutions.

7. *The Meeting of the Board of Directors shall be presided over by the President Director. If the President Director is absent or unable to preside over the Meeting, it being unnecessary to provide proof of such impediment to any third party, then the Meeting of the Board of Directors shall be chaired by another member of the Board of Directors appointed by and from the members of the Board of Directors present at the Meeting.*
8. *A member of the Board of Directors may be represented at the Meeting of the Board of Directors only by another member of the Board of Directors acting by virtue of a power of attorney.*
9. *The Meeting of the Board of Directors shall be lawful and entitled to adopt binding resolutions only if more than ½ (one-half) of the members of the Board of Directors are present or represented at the Meeting.*
10. *Resolutions of a Meeting of the Board of Directors shall be adopted on the basis of mutual consensus, failing which resolutions shall be approved by at least more than ½ (one-half) of total number of votes legally cast in the Meeting.*
11. *In case of tie vote, the Chairman of the Meeting shall have a second vote.*
12. a. *Each member of the Board of Directors present shall have the right to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Directors whom he legally represents.*
    b. *Voting concerning an individual shall be made by an unsigned, folded ballot papers, while voting concerning other matters shall be conducted orally, unless the chairman of the meeting determines otherwise without any objection from those present.*
    c. *Blank votes and void votes shall be deemed not to have been legally cast and, accordingly, to be non-existent and shall not be counted in the calculation of the number of vote cast.*
13. a. *In addition to holding a Meeting of the Board of Directors using the procedure as referred to in paragraph (6) of this Article, a Meeting of the Board of Directors may also be held through teleconference, video conference or any other electronic media allowing all Meeting participants to see and hear each other and to take part in the Meeting.*
    b. *The minutes of the Meeting of the Board of Directors as referred to in paragraph (13) letter a above shall be made in writing by a person present at the Meeting and appointed by the Chairman of the Meeting and, afterwards, such minutes shall be signed by all members of the Board of Directors present at the Meeting.*
14. *The Board of Directors may also adopt valid resolutions without convening a Meeting of the Board of Directors provided that all of the members of the Board of Directors have been informed in writing regarding the relevant proposals and all members of the Board of Directors have given their approval to the proposals being submitted as evidenced by their signed written approval. Any*

resolutions adopted in such a way shall have the same force as those legally adopted in the Meeting of the Board of Directors.

BOARD OF COMMISSIONERS
Article 17

1. *The Board of Commissioners shall consist of 2 (two) or more members including Independent Commissioners in a number to be determined in accordance with the requirements set forth in the laws and regulations applicable to the Capital Market.*
   A member of the Company's Board of Commissioners may be appointed as President Commissioner.
2. *Members of the Board of Commissioners shall be appointed by a GMS for a term of office commencing on the appointment date and ending at the end of the fifth Annual GMS after their appointment, without prejudice to the right of the GMS to dismiss them at any time.*
3. *If, due to any reason, a vacancy arises in the Board of Commissioners, causing the number of members of the Board of Commissioners to be less than 2 (two) as contemplated in paragraph (1) of this Article, a GMS shall be convened to fill that vacancy within 60 (sixty) days after such vacancy arises, with due observance to the laws and regulations and these Articles of Association. Any person appointed to replace the resigning or dismissed member of the Board of Commissioners or to fill in the vacant office in the Board of Commissioners shall be appointed for a term of office that is equal to the remaining term of office of the other incumbent members of the Board of Commissioners.*
4. *A member of the Board of Commissioners has the right to resign from his/her office by notifying the Company in writing of his/her intention no later than 60 (sixty) days prior to the date of his/her resignation.*
5. *The Company shall convene a GMS to decide the resignation of the member of the Board of Commissioners no later than 90 (ninety) days after receipt of his/her letter of resignation.*
6. a. *Until his/her resignation is approved by the GMS, the relevant member of the Board of Commissioners shall keep performing his/her duties and obligations in accordance with the Articles of Association and the prevailing laws and regulations.*
   b. *The resigning member of the Board of Commissioners may be required to account for his/her actions as a member of the Board of Commissioners from the date of his/her appointment until the approval by the GMS of his/her resignation.*
   c. *The resigning member of the Board of Commissioners shall be relieved from his/her responsibilities after the GMS has approved his/her resignation and released him/her from his/her responsibilities.*

7. *In the event that the resignation of a member of the Board of Commissioners results in the number of members of the Board of Commissioners being less than 2 (two), the resignation shall be valid if it has been approved by the GMS, and a new member of the Board of Commissioners has been appointed in order to maintain the minimal number of members of the Board of Commissioners as required.*
8. *It is the authority of the GMS to determine the salary, honorarium and other allowances (if any) of the members of the Board of Commissioners from time to time.*
9. *The office held by the member of the Board of Commissioners shall terminate in case of any of the followings:*
   a. *He/she is declared bankrupt or placed under guardianship by a judgment of any court; or*
   b. *He/she resigns from his/her position in accordance with paragraph (3) of this Article;*
   c. *He/she no longer meets the requirements for a member of the Board of Commissioners as specified in the prevailing laws and regulations;*
   d. *He/she dies;*
   e. *He/she is dismissed on the basis of a resolution of GMS.*

DUTIES AND AUTHORITIES OF THE BOARD OF COMMISSIONERS
Article 18

1. *The Board of Commissioners shall have the duties of and be responsible for supervising the management policy, the general conduct of the management, with respect to the Company and its business, and giving advices to the Board of Directors.*
2. *The Board of Commissioners at any time during the Company's business hours shall be entitled to enter the Company's buildings and premises or any other places used or controlled by the Company and to check the Company's accounts, instruments and other evidences, inventories, and to check and verify the financial position and otherwise and to have knowledge of any and all acts taken by the Board of Directors.*
3. *In performing its supervisory duties, the Board of Commissioners may form committees.*
4. *The Board of Commissioners shall be entitled to obtain explanations from the Board of Directors or any member of the Board of Directors to the queries of the Board of Commissioners.*
5. *The meeting of the Board of Commissioners may at any time suspend any one or more member of the Board of Directors if any such member of the Board of Directors acts in violation of the Articles of Association and/or the prevailing statutory regulations or harms the Company's purposes and objectives or fails to perform his/her obligations.*

6. *Such suspension, and the reason/s therefor, shall be notified in writing to the relevant Director.*
7. *Within 90 (ninety) days of such suspension, the Board of Commissioners shall convene an Extraordinary GMS to decide whether the suspended member(s) of the Board of Directors will be dismissed or reinstated, and the suspended member(s) of the Board of Directors shall be given the opportunity to be present to defend himself/themselves.*
8. *The meeting as referred to in paragraph (7) of this Article shall be chaired by the President Commissioner and, in case the President Commissioner is absent, it being unnecessary to provide proof of such impediment to any third party, the GMS shall be chaired by another member of the Board of Commissioners appointed by the GMS and the notice of such GMS shall be carried out in accordance with the provisions of Article 10 of these Articles of Association.*
9. *If the GMS is not convened within 90 (ninety) days following such suspension, the suspension shall be automatically void and the said member(s) shall be reinstated.*
10. *In the event all members of the Board of Commissioners are suspended and the Company has no member of the Board of Directors, the Board of Commissioners shall be obliged to temporarily manage the Company. In such event, the Meeting of the Board of Commissioners shall be entitled to confer interim power upon one or more persons among them on their joint responsibilities, with due observance to the provision of Article 18 paragraph (7).*

MEETING OF BOARD OF COMMISSIONERS
Article 19

1. *A meeting of the Board of Commissioners shall be regularly convened at least 1 (one) every 2 (two) months:*
   a. *By one or more member of the Board of Commissioners; or*
   b. *Upon a written request of one or more member of the Board of Directors; or*
   c. *Upon a written request of 1 (one) or more shareholder(s) jointly representing 1/10 (one-tenth) or more of the total voting shares.*
2. *The Board of Commissioners shall hold a Meeting of the Board of Commissioners together with the Board of Directors on a regular basis at least 1 (one) time every 4 (four) months.*
3. *The notice of the Meeting of the Board of Commissioners shall be delivered by the President Commissioner. In case of absence of the President Commissioner, such notice shall be delivered by another member of the Board of Commissioners entitled to deliver the same by virtue of power of attorney issued by the President Commissioner.*
4. *The notice of the Meeting of the Board of Commissioners shall be sent by registered mail or written instrument personally delivered to each member of*

the Board of Commissioners against proper receipt the latest 3 (three) days before the date of meeting, excluding the notice date and meeting date.

5. *Such notices shall specify the agenda, date, time and place of the Meeting.*
6. *The Meeting of the Board of Commissioners shall be held at the Company's domicile or any place where the Company's business activities are located.*
   In the event that all members of the Board of Commissioners are present or represented, such prior notices shall not be required, and the Meeting of the Board of Commissioners may be held at any place and shall be entitled to adopt valid and binding resolutions.
7. *The Meeting of the Board of Commissioners shall be presided over by the President Commissioner. If the President Commissioner is absent or unable to preside over the Meeting, it being unnecessary to provide proof of such impediment to any third party, then the Meeting of the Board of Commissioners shall be chaired by another member of the Board of Commissioners appointed by and from the members of the Board of Commissioners present at the Meeting.*
8. *A member of the Board of Commissioners may be represented at the Meeting of the Board of Commissioners only by another member of the Board of Commissioners acting by virtue of a power of attorney.*
9. *The Meeting of the Board of Commissioners shall be lawful and entitled to adopt binding resolutions only if more than ½ (one-half) of the members of the Board of Commissioners are present or represented at the Meeting.*
10. *Resolutions of a Meeting of the Board of Commissioners shall be adopted on the basis of mutual consensus, failing which resolutions shall be approved by at least more than ½ (one-half) of total number of votes legally cast in the Meeting.*
11. *In case of tie vote, the Chairman of the Meeting shall have a second vote.*
12. a. *Each member of the Board of Commissioners present shall have the right to cast 1 (one) vote and 1 (one) additional vote for each other member of the Board of Commissioners whom he legally represents.*
    b. *Voting concerning an individual shall be made by an unsigned, folded ballot papers, while voting concerning other matters shall be conducted orally, unless the Chairman of the Meeting determines otherwise without any objection from those present.*
    c. *Blank votes and void votes shall be deemed not to have been legally cast and, accordingly, to be non-existent and shall not be counted in the calculation of the number of vote cast.*
13. a. *In addition to holding a Meeting of the Board of Commissioners using the procedure as referred to in paragraph (6) of this Article, a Meeting of the Board of Commissioners may also be held through teleconference, video conference or any other electronic media allowing all Meeting participants to see and hear each other and to take part in the Meeting.*
    b. *The minutes of the Meeting of the Board of Commissioners as referred to in*

paragraph (13) letter a above shall be made in writing by a person present at the Meeting and appointed by the Chairman of the Meeting and, afterwards, such minutes shall be signed by all members of the Board of Commissioners present at the Meeting.

14. *The Board of Commissioners may also adopt valid resolutions without convening a Meeting of the Board of Commissioners provided that all of the members of the Board of Commissioners have been informed in writing regarding the relevant proposals and all members of the Board of Commissioners have given their approval to the proposals being submitted as evidenced by their signed written approval.*
    Any resolutions adopted in such a way shall have the same force as those legally adopted in the Meeting of the Board of Commissioners.

WORK PLAN, FISCAL YEAR AND ANNUAL REPORT
Article 20

1. *The Board of Directors shall submit the work plan consisting of annual budget of the Company to the Board of Commissioners for approval prior to the commencement of fiscal year.*
2. *The work plan as referred to in paragraph (1) shall be submitted no later than 30 (thirty) days prior to the commencement of the next fiscal year.*
3. *The fiscal year of the Company shall commence on the 1st (first) day of January and end on the 31st (thirty first) day of December. At the end of December each year, the Company's books shall be closed.*
4. *No later than 5 (five) months after the closing of the Company's books, the Board of Directors shall prepare the annual report in accordance with the prevailing laws and regulations signed by all members of the Board of Directors and the Board of Commissioners for submission to the annual GMS and make the same available at the Company's office to enable the shareholders to review it as of the date of notice of annual GMS.*
5. *The approval of the annual report, including ratification of annual financial statements and report of implementation of supervisory duties of the Board of Commissioners and decision of the use of net earnings shall be the authority of the GMS.*
6. *The Company shall advertise the Balance Sheet and Profit and Loss Account in daily newspapers in Indonesian language and having national circulation in compliance with the laws and regulations applicable to the Capital Market.*

THE USE OF NET EARNINGS AND DISTRIBUTION OF DIVIDENDS
Article 21

1. *The net earnings of the Company for a fiscal year as shown in the balance sheet and profit and loss account, which have been approved by the annual GMS and is positive balance of net earnings, shall be used in such manner as is determined by such GMS.*

2. *In the event that the annual GMS does not determine the use of net earnings, the net earnings after deduction for a reserve fund as prescribed by the Laws and the Articles of Association, shall be distributed as dividends.*
3. *In case the profit and loss account in one fiscal year shows a loss that cannot be covered by the reserve fund, then the loss shall remain recorded and shall be entered in the profit and loss account and, in subsequent fiscal years, the Company shall be considered not to have made any profits as long as the loss recorded in the profit and loss statement has not been fully covered.*
4. *Profits distributed as dividend which is left unclaimed within a period of 5 (five) years after it is made available for payment shall be put in the specific reserve fund. Dividends in the specific reserve fund may be claimed by a shareholder entitled thereto prior to the lapse of the period of 5 (five) years by presenting evidence of the shareholder's right to such dividends which is acceptable to the Company's Board of Directors.*
5. *The Company may distribute interim dividend prior to the end of the Company's fiscal year in accordance with the prevailing laws and regulations.*
6. *In case of any resolution of GMS in connection with distribution of dividends, the Company shall distribute the cash dividends to the shareholders entitled thereto in accordance with the prevailing laws and regulations.*

THE USE OF RESERVE FUND
Article 22

1. *The allocation of the net earnings for the reserve fund shall be undertaken until the reserve fund reaches 20% (twenty percent) of the issued and paid-up capital and such reserve fund may only be used to cover losses which cannot be covered by other reserve funds.*
2. *In the event that the reserve fund exceeds an amount equal to 20% (twenty percent), a GMS may decide that the excess amount shall be used for the Company's requirements.*
3. *Reserve fund as referred to in paragraph (1) of this Article which is not used to cover loss and any excess reserve fund as referred to in paragraph (2) of this Article which use has yet been decided by a GMS shall be managed by the Board of Directors in a manner deemed fit by the Board of Directors upon the approval of the Board of Commissioners and subject to the prevailing laws and regulations in order to earn profit.*

CLOSING PROVISIONS
Article 23

Matters not provided for or not otherwise fully covered in these Articles of Association shall be resolved by a GMS.

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