



**BAHAN MATA ACARA
RAPAT UMUM PEMEGANG SAHAM TAHUNAN PT SARASWANTI
INDOLAND DEVELOPMENT Tbk
("Perseroan")
SLEMAN, 31 MEI 2023**

MATA ACARA KE 1

Persetujuan atas Laporan Tahunan termasuk Pengesahan Laporan Keuangan Perseroan, dan Persetujuan Laporan Tugas Pengawasan Dewan Komisaris untuk tahun buku yang berakhir pada tanggal 31 Desember 2022 serta memberikan pembebasan dan pelunasan tanggung jawab sepenuhnya kepada Direksi dan Dewan Komisaris atas tindakan pengurusan dan pengawasan Perseroan yang telah dijalankan selama tahun buku yang berakhir pada tanggal 31 Desember 2022.

Penjelasan :

Berdasarkan ketentuan Anggaran Dasar Perseroan Pasal 17 ayat 10, Anggaran Dasar Perseroan Pasal 19 ayat 3 dan 4, dan Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas Pasal 69, Laporan Tahunan termasuk Pengesahan Laporan Keuangan Perseroan dan Laporan Tugas Pengawasan Dewan Komisaris Perseroan harus mendapatkan persetujuan dari Rapat Umum Pemegang Saham Perseroan (RUPS).

Persetujuan dan/atau Pengesahan Pemegang Saham pada mata acara ini sekaligus memberikan pelunasan dan pembebasan tanggung jawab

**AGENDA MATERIALS
ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
PT SARASWANTI INDOLAND DEVELOPMENT Tbk
("Company")
SLEMAN, MAY, 31st, 2023**

AGENDA 1

Approval for the Annual Report including Ratification of the Company's Financial Statements, and Approval of the Board of Commissioners Supervisory Report for the financial year ended December 31, 2022 and granting full release and discharge of responsibility to the Board of Directors and the Board of Commissioners for the management and supervision of the Company that have been carried out during the financial year ended on December, 31st, 2022.

Explanation :

Pursuant to the provisions of the Company's Articles of Association Article 17 paragraph 10, the Company's Articles of Association Article 19 paragraphs 3 and 4, and Law no. 40 of 2007 concerning Limited Liability Companies Article 69, the Annual Report including the Ratification of the Company's Financial Statements and the Supervisory Report of the Company's Board of Commissioners must obtain approval from the Company's General Meeting of Shareholders (GMS).

Approval and/or Ratification of the Shareholders in this agenda item also provides full release and discharge of responsibility to the Board of

sepenuhnya kepada Direksi dan Dewan Komisaris Perseroan, atas tindakan pengurusan dan pengawasan yang telah dijalankan selama tahun buku 2022.

MATA ACARA KE 2

Persetujuan atas penggunaan Laba Bersih Tahun Berjalan Perseroan sesuai Laporan Keuangan Perseroan per tanggal 31 Desember 2022.

Penjelasan :

Berdasarkan ketentuan Anggaran Dasar Perseroan Pasal 19 ayat 3, Anggaran Dasar Perseroan Pasal 24, dan Undang-undang No. 40 Tahun 2007 tentang Perseroan Terbatas Pasal 70 dan 71, Perseroan mengajukan penggunaan laba bersih tahun berjalan Perseroan, jika Perseroan mempunyai saldo positif.

MATA ACARA KE 3

Penyampaian Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum periode Desember 2022.

PENJELASAN :

Berdasarkan ketentuan POJK 30/POJK.04/2015 tentang Laporan Realisasi Penggunaan Dana Hasil Penawaran Umum Pasal 6, bahwa perseroan wajib mempertanggungjawabkan realisasi penggunaan dana hasil Penawaran Umum dalam setiap RUPS tahunan sampai dengan seluruh dana hasil Penawaran Umum telah direalisasikan.

Directors and the Board of Commissioners of the Company, for the management and supervisory actions that have been carried out during the 2022 financial year.

AGENDA 2

Approval for the use of Current Year Company's Net Profit according to Company's Financial Statements as of 31 December 2022.

Explanation :

Based on the provisions of the Company's Articles of Association Article 19 paragraph 3, Article 24 of the Company's Articles of Association, and Law No. 40 of 2007 concerning Limited Liability Companies Articles 70 and 71, the Company proposes the use of the Company's net profit for the year, if the Company has a positive balance. Submission of Realized Use of Fund from the Public Report Offering for December, 2022 period.

AGENDA 3

Submission of Realized Use of Fund from the Public Report Offering for December, 2022 period.

EXPLANATION :

Based on the provisions of the Company's Articles of Association Article 19 paragraph 3, Article 24 of the Company's Articles of Association, and Law No. 40 of 2007 concerning Limited Liability Companies Articles 70 and 71, the Company proposes the use of the Company's net profit for the year, if the Company has a positive balance. Submission of Realized Use of Fund from the Public Report Offering for December, 2022 period.

MATA ACARA KE 4

Persetujuan pendelegasian kewenangan kepada Dewan Komisaris Perseroan untuk menunjuk Kantor Akuntan Publik yang terdaftar di OJK dalam rangka melakukan pemeriksaan dan audit laporan keuangan historis tahun buku yang berakhir pada tanggal 31 Desember 2023, serta pendelegasian kewenangan kepada Direksi Perseroan untuk menetapkan jumlah honorarium beserta persyaratan lain penunjukannya.

Penjelasan :

Berdasarkan ketentuan Anggaran Dasar Perseroan Pasal 19 ayat 3, POJK 15/POJK.04/2020 tentang Rencana Dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka Pasal 59, dan Peraturan OJK Nomor 13/POJK.03/2017 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik Dalam Kegiatan Jasa Keuangan Pasal 13 ayat (1), pendelegasian kewenangan kepada Dewan Komisaris untuk menunjuk KAP wajib disampaikan dalam RUPS.

MATA ACARA KE 5

Persetujuan atas pemberian kewenangan kepada Dewan Komisaris Perseroan untuk menentukan besarnya gaji, tunjangan, dan fasilitas lainnya bagi anggota Direksi dan Dewan Komisaris Perseroan.

Penjelasan :

Berdasarkan ketentuan Anggaran Dasar Perseroan Pasal 11 ayat 7, Pasal 14 ayat 6, Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas,

AGENDA 4

Approval for the delegation of Company's Board of Commissioners authority to appoint a Public Accounting Firm registered with the OJK in order to conduct examinations and audits of the historical financial statements for the financial year ending on December 31st, 2023, and the delegation of authority to Company's Directors to determine the amount of honorarium and other terms of appointment.

Explanation :

Based on the provisions of the Company's Articles of Association Article 19 paragraph 3, POJK 15/POJK.04/2020 concerning Plans and Organizing of General Meeting of Shareholders of Public Companies Article 59, and OJK Regulation Number 13/POJK.03/2017 concerning Use of Public Accountant Services and Accounting Firms Public In Financial Services Activities Article 13 paragraph (1), the delegation of authority to the Board of Commissioners to appoint KAP must be submitted at the GMS.

AGENDA 5

Approval for granting authority to the Company's Board of Commissioners to determine the amount of salary, allowances and other facilities for members of Company's Board of Directors and Board of Commissioners.

Explanation :

Based on the provisions of the Company's Articles of Association Article 11 paragraph 7, Article 14 paragraph 6, Law No. 40 of 2007 concerning

besarnya gaji, tunjangan, dan fasilitas lainnya bagi anggota Direksi dan Dewan Komisaris Perseroan ditetapkan oleh RUPS dan wewenang tersebut oleh RUPS dapat dilimpahkan kepada Dewan Komisaris.

MATA ACARA KE 6

Persetujuan atas Perubahan Anggaran Dasar Perseroan.

PENJELASAN :

Perseroan mengusulkan perubahan Anggaran Dasar Perseroan Pasal 17 ayat 7 yang berbunyi “Dalam jangka waktu selambat-lambatnya pada akhir bulan ke 3 (ketiga) setelah tahun buku Perseroan ditutup, Direksi wajib mengumumkan neraca laba/rugi dalam surat kabar harian berbahasa Indonesia sesuai pertimbangan Direksi, yang berperedaran luas dalam wilayah negara Republik Indonesia dengan memperhatikan peraturan perundang-undangan di bidang Pasar Modal.” dihapuskan. Hal ini disesuaikan dengan Peraturan Otoritas Jasa Keuangan No. 14/POJK.04/2022 Pasal 20 ayat 1 dan ayat 3, bahwa Emiten atau Perusahaan Publik yang efeknya tercatat pada Bursa Efek wajib mengumumkan Laporan Keuangan Berkala melalui situs web Bursa Efek dan situs web Emiten atau Perusahaan Publik, tidak diwajibkan mengumumkan melalui surat kabar harian.

Limited Liability Companies, the amount of salary, benefits and other facilities for members of the Board of Directors and Board of Commissioners of the Company is determined by the GMS and this authority by the GMS can be delegated to the Board of Commissioners.

AGENDA 6

Approval for Amendments to the Company's Articles of Association.

EXPLANATION :

The company proposes an amendment to the Company's Articles of Association Article 17 paragraph 7 which reads "Within a period of not later than the end of the 3rd (third) month after the closing of the Company's financial year, the Board of Directors must announce the profit/loss balance in an Indonesian language daily newspaper according to the Board of Directors' consideration, which has wide circulation within the territory of the Republic of Indonesia with due observance of statutory regulations in the Capital Market sector." written off. This is in accordance with the Financial Services Authority Regulation No. 14/POJK.04/2022 Article 20 paragraph 1 and paragraph 3, that Issuers or Public Companies whose securities are listed on the Stock Exchange are required to announce Periodic Financial Reports through the Stock Exchange website and Issuer or Public Company websites, are not required to announce through newspapers daily.