



## PT Indo Tambangraya Megah Tbk

### ANNOUNCEMENT ON THE RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT Indo Tambangraya Megah Tbk (Company) hereby announce the resolutions of the Annual General Meeting of Shareholders (AGMS) of the Company held on 2 April 2012 at the Ballroom, Dharmawangsa Hotel, Jakarta attended by 867,001,870 shares or 76.731% of the total issued shares, as follows :

#### **Agenda 1 and 2 (approved by 856,945,370 shares or 98.840% of the attended / represented shares)**

- 1 Approved the Annual Report for the Financial Year 2011
- 2 Ratified :
  - a. The Audited Financial Statement for the Financial Year 2011 by Public Account Tanudiredja, Wibisana & Rekan – PricewaterhouseCoopers pursuant to their Report dated 22 February 2012
  - b. The Supervisory Duty Report of the Board of Commissioners
- 3 Gave full acquittal and discharge to the members of the Board of Directors and those of the Board of Commissioners from any responsibility and accountability (acquit et de charge) for management and supervision they performed during the Financial Year 2011, provided that such acts appeared in the Company's notes and books and were reflected in the Company's Annual Report and Financial Statement for the Financial Year 2011

#### **Agenda 3 (approved by 866,945,370 or 99.993% of the attended / represented shares)**

Approved and determined the Use of the Company's Net Profit of the Financial Year of 2009 in the amount of USD 546 million as follows :

- 1 The amount of USD 5,000,000,- determined as Legal Reserve in compliance with Article 70 of the Company Law No. 40 year 2007 and shall be used in accordance with the Article 27 of the Company's Articles of Association
- 2 The amount of USD 462 million or 85% of the net profit of the Financial Year 2011 determined as total final dividend with detail as follows :
  - a. the amount of USD 154 million or equivalent to IDR 1.168 per share has been distributed as interim dividend on 14 October 2011 based on the Board of Directors' Resolutions in lieu of the Meeting of the Board of Directors effective on 5 September 2011 which has been approved by the meeting of the Board of Commissioners on 25 August 2011
  - b. the remaining amount of USD 308 million or equivalent to IDR 2.506 per share at the middle exchange rate of Bank Indonesia dated 14 March 2012 will be distributed as cash dividend to the shareholders registered in the Company's Shareholder List (Recording Date) on 2 May 2012 and payment date will be on 15 May 2012
- 3 The remaining of USD 79 million will increase the Retained Earning to support the Company development
- 4 Further, gave power and authority to the Board of Directors to arrange the payment procedure for the said cash dividend

**Agenda 4 (approved by 865,407,370 or 99.816% of the attended / represented shares)**

Approved to :

- a Appoint Independent Public Account's Office Tanudiredja, Wibisana & Rekan – member of PricewaterhouseCoopers to audit the Company's Financial Statement for the Financial Year ended on 31 December 2012
- b Determine its services fee at USD 97,200 for 2012 audit
- c Authorize the Board of Commissioners to determine substitute independent auditor should the appointed auditor unable to execute its assignment in compliance with the capital market rule and regulation

**Agenda 5 (approved by 855,360,870 or 98.657% of the attended / represented shares)**

Approved to :

- a delegate to the Board of Commissioners determination of the Board of Directors's remuneration for the Financial Year 2012
- b determine the remuneration package for the Company's Board of Commissioners at the maximum of IDR 6 billion for 2012 and further authorized the President Commissioner to determine the distribution thereof among the members

**Agenda 6 (approved by 795,288,296 or 91.728% of the attended / represented shares)**

- a Accepted the resignation of DR. Sathidpong Wattananuchit as member of the Board of Commissioners and Mr. Somyot Ruchirawat and Mr. Mahyudin Lubis as member of the Board of Directors of the Company
- b Released and discharged DR. Sathidpong Wattananuchit, Mr. Somyot Ruchirawat and Mr. Mahyudin Lubis from their responsibility and accountability for all actions taken during their term of office in the Company, including ratifying all actions taken on behalf of the Company, if any, during their term of office until the closing of this Meeting
- c Appointed Mr. Somyot Ruchirawat as member of the Board of Commissioners and Mr. Pongsak Thongampai as President Director and Mr. Sean Trehane Pellow and Mr. Leksono Poeranto as members of the Board of Directors of the Company.

The term of office of the appointed members of the Board of Commissioners and the Board of Directors above shall be effective as of the closing of this Annual General Meeting of Shareholders (AGMS) up to the closing of the Annual General Meeting of Shareholders to be held in 2013

After closing of the AGMS, structure of the Board of Commissioners and the Board of Directors shall be as follows :

**The Board of Commissioner :**

President &  
Independent Commissioner : Ibrahim Yusuf  
Commissioner : Somruedee Chaimongkol  
Commissioner : Somyot Ruchirawat  
Commissioner : Ir. Lukmanul Hakim, MM  
Commissioner : Rudijanto Boentoro  
Independent Commissioner : Prof. Dr. Djisman S. Simandjuntak

**The Board of Directors :**

President Director : Pongsak Thongampai  
Director : Sean Trehane Pellow  
Director : Edward Manurung, SE,MBA  
(unaffiliated)  
Director : Leksono Poeranto  
Director : Hartono Widjaja

## **SCHEDULE OF THE CASH DIVIDEND PAYMENT :**

The remaining of Final Cash Dividend for the Financial Year 2011 per share is IDR 2.506,- (two thousand five hundred and six Rupiah)

• Cum dividend at the Regular and Negotiation Market	:	27 April 2012
• Ex dividend at the Regular and Negotiation Market	:	30 April 2012
• Cum Dividend at the Cash Market	:	2 May 2012
• Ex Dividend at the Cash Market	:	3 May 2012
• Recording Date	:	2 May 2012
• Cash Dividend Payment Data	:	15 May 2012

## **PROCEDURE FOR THE CASH DIVIDEND PAYMENT :**

1. Dividend will be paid to the registered shareholder in the Company's Shareholder Register (Recording Date) on 2 May 2012 no later than 16.00 WIB (West Indonesia Time) and/or to the shareholders who hold the Company's shares at the sub-securities account of PT. Kustodian Sentral Efek Indonesia (KSEI) on the closing of trading in the Indonesia Stock Exchange on 2 May 2012.
2. For the shareholder whose shares are kept in collective custody at KSEI, the dividend payment will be distributed by KSEI to the account of its Securities Company and or Custodian Bank on 15 May 2012. The dividend payment slip will be sent by KSEI to the shareholders through its Securities Company and or Custodian Bank where the shareholder opened their account. Whereas for the shareholder whose shares are not in the collective custody at KSEI, the dividend payment will be transferred to the shareholder's account.
3. The dividend payment will be subject to WHT in accordance with the prevailing tax regulation. Such WHT shall be borne by the entitled shareholders and will be deducted from the total cash dividend due to the entitled shareholder.
4. For the Indonesian Entity Tax Subject that has not submitted their Tax ID, they are requested to submit it to KSEI or to the Securities Administration Bureau (BAE) PT Datindo Entrycom at Puri Datindo – Wisma Sudirman, Jl. Jenderal Sudirman Kav. 34, Jakarta 10220 at the latest by 2 May 2012 at 16.00pm WIB, in the absence of the Tax ID Number, the dividend to be paid to that Indonesian Tax Subject shall be deducted by 30% WHT
5. For the shareholders who are Overseas Tax Subject, whose tax tariff is in accordance with the Double Tax Treaty Agreement (P3B), they are obliged to comply with Article 26 of the Tax Law no. 36 year 2008 and to submit Form DGT-1 or DGT-2 which have been legalized by the Office of Tax Services for Large Tax Subject One (*Kantor Pelayanan Pajak Wajib Pajak Besar Satu*) to KSEI and BAE at the latest 8 May 2012 (5 exchange days prior to payment date), in the absence of such forms, the dividend will be deducted by WHT article 26 at the rate of 20%
6. For the shareholder whose shares are kept in collective custody at KSEI, the cash dividend tax deduction slip will be available at the Securities Company and / or Custodian Bank where the shareholder opened their securities account and for the script shareholder it can be collected at the BAE Office start on 28 June 2012

Jakarta, 4 April 2012  
PT Indo Tambangraya Megah Tbk  
The Board of Directors