

**THE DISCLOSURE INFORMATION TO THE SHAREHOLDERS OF  
PT MERDEKA COPPER GOLD TBK  
IN RELATION TO  
THE PROPOSED CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS ISSUANCE**

This information is made and addressed to the shareholders of the Company in compliance with Financial Services Authority (*Otoritas Jasa Keuangan/ "OJK"*) Regulation No. 32/POJK.04/2015 dated 16 December 2015 on Capital Increase in Public Companies with Pre-Emptive Rights ("**POJK 32**").



**PT Merdeka Copper Gold Tbk  
(the "Company")**

**Business Activities:**

Engages in the business of trading, mining, development, transport and services

Domiciled in South Jakarta, Jakarta, Indonesia.

**Head Office:**

The Convergence Indonesia, 20<sup>th</sup> Floor  
Rasuna Epincentrum Boulevard  
Jl. HR Rasuna Said  
Jakarta 12940  
Indonesia

Telephone: +62 21 – 2988 0393

Facsimile: +62 21 – 2988 0392

Email: [corporate.secretary@merdekacoppergold.com](mailto:corporate.secretary@merdekacoppergold.com)

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

The information contained in this Disclosure Information is important to be read and understood by the shareholders of the Company to make any decision regarding the Proposed Capital Increase With Pre-Emptive Rights Issuance.

If you are having difficulty in understanding the information contained in this Disclosure of Information, you should consult with your broker, investment manager, legal counsel, public accountant, other professional advisors.

The Board of Commissioners and Board of Directors both individually and jointly, are fully responsible for the completeness and accuracy of the whole information or material facts contained herein and emphasize that the information stated hereon are accurate and there is no omission of material facts which may cause the material information in this Disclosure of Information to be inaccurate and/or misleading.

**This Disclosure Information is published on 22 March 2018**

## IMPORTANT DATES AND INDICATIVE TIMETABLE

The Company intends to conduct Capital Increase with Pre-Emptive Rights Issuance to the shareholders of the Company (“**Limited Public Offering I**” atau “**LPO I**”) with the indicative timetable as follows:

- |    |   |                             |
|----|---|-----------------------------|
| 1. | Notification of Extraordinary General Meeting of Shareholders (“ <b>EGMS</b> ”) agenda to OJK   | 14 <sup>th</sup> March 2018 |
| 2. | Announcement of the Disclosure of Information on Capital Increase with Pre-Emptive Rights Issuance on the IDX website and the Company’s website | 22 <sup>nd</sup> March 2018 |
| 3. | Announcement of the Plan to Convene EGMS in one (1) daily newspaper, IDX’s website and the Company’s website                                    | 12 <sup>th</sup> April 2018 |
| 4. | The latest day of the registration ( <i>recording date</i> ) of the shareholders who are entitled to attend the EGMS                            | 26 <sup>th</sup> April 2018 |
| 5. | Invitation to the EGMS in one (1) daily newspaper, IDX’s website, and the Company’s website)  | 27 <sup>th</sup> April 2018 |
| 6. | Additional Information on the Disclosure Information (if any)   | 17 <sup>th</sup> May 2018   |
| 7. | EGMS  | 21 <sup>st</sup> May 2018   |
| 8. | Announcement of the summary of EGMS results in one (1) daily newspaper, the IDX website and the Company’s website                               | 23 <sup>rd</sup> May 2018   |
| 9. | Submission of the summary of EGMS results to OJK and IDX  | 25 <sup>th</sup> May 2018   |

## I. UMUM

### A. General Description of the Company

The Company, established under the name of PT Merdeka Serasi Jaya is a limited liability company, established under and subject to the laws of the Republic of Indonesia, pursuant to the Deed of Establishment No. 2 dated 5 September 2012, drawn before Ivan Gelium Lantu, S.H., M.Kn., Notary in Depok, which has been approved by the Minister of Law and Human Rights of the Republic of Indonesia (“MOLHR”) by virtue of its Decree No. AHU-48205.AH.01.01.Tahun 2012 dated 11 September 2012, registered in the Company Register under No. AHU-0081346.AH.01.09.Tahun 2012 dated 11 September 2012, and has been published in the State Gazette of the Republic of Indonesia No. 47 dated 11 June 2013, Supplement No. 73263.

After the Company completed its Initial Public Offering, the Company’s Articles of Association has been amended several times, most recently by the Deed of Statement of General Meeting of Shareholders Resolution No. 41 dated 8 June 2017, drawn before Mala Mukti, S.H.,LL.M., Notary in Jakarta, which has been notified to MOLHR as reflected in the Letter of Acceptance of Notification of Amendment of the Articles of Association No. AHU-AH.01.03-0150635 dated 6 July 2017 and has been registered in the Company Register under No. AHU-0083048.AH.01.11.Tahun 2017 dated 6 July 2017 (“**Deed No. 41/2017**”). Pursuant to Deed No. 41/2017, the shareholders of the Company have approved to: (i) delete the provision in the article 10 paragraph 14, 11 paragraph 10, 14 paragraph 10, and 17 paragraph 7 of the Company’s Articles of Association; (ii) adding sentence to article 11 paragraph 1 letter c of the Company's Articles of Association, (iii) amend the provisions of Article 14 paragraph 6 of the Company's articles of association; and (iv) amend the provisions of Article 17 paragraph 3 of the Company's Articles of Association.

The Company is domiciled at The Convergence Indonesia, 20<sup>th</sup> floor, Rasuna Epicentrum Boulevard, Jl. HR Rasuna Said, Karet Kuningan, Setiabudi, Jakarta 12940, Indonesia.

Based on article 3 of the Company’s Articles of Association, the Company’s business activity is to engage in mining, developing, transporting and services.

### B. Capital Structure and Shareholders Ownership of the Company

Pursuant to: (i) Deed of Statement of Meeting Resolution No. 19 dated 5 March 2015, drawn before Humbert Lie, S.H., S.E., M.Kn., Notary in North Jakarta, which has been approved by MOLHR according to its Decree No. AHU-0003541.AH.01.02.Tahun 2015 dated 6 March 2015, registered under the Company Register under No. AHU-0027266.AH.01.11.Tahun 2015 dated 6 March 2015 and (ii) Deed of Statement of Shareholders Resolution No. 71 dated 13 July 2015 drawn before Humbert Lie S.H., M.Kn., Notary in Jakarta which has been notified to MOLHR as reflected in the Letter of Acceptance of Notification of Amendment of the Articles of Association No. AHU-AH.01.03.0954237 dated 4 August 2015, registered under the Company Register under No. AHU-3537625.AH.01.11.Tahun 2015 dated 4 August 2015, the Company’s capital structure are as follows:

Authorized Capital	: Rp 1,100,000,000,000
Issued Capital	: Rp 356,958,714,000
Paid up Capital	: Rp 356,958,714,000

Authorized capital of the Company’s is divided into 11,000,000,000 shares each with a par value of Rp 100.

According to the Shareholders Register of the Company dated 28 February 2018, issued by PT Datindo Entrycom as Shareholders Registrar of the Company, the shareholders of the Company are as follows:

DESCRIPTION	NOMINAL VALUE OF Rp100 PER SHARES		
	NUMBER OF SHARES	TOTAL OF NOMINAL VALUE (Rp)	(%)
A. Authorized Capital	11,000,000,000	1,100,000,000,000	
B. Issued and Paid up Capital			
1. PT Mitra Daya Mustika	588,540,000	58,854,000,000	16.49
2. PT Trimitra Karya Jaya	488,726,653	48,872,665,300	13.69
3. Merdeka Mining Partners Pte. Ltd	245,906,250	24,590,625,000	6.89
4. Garibaldi Thohir	243,530,000	24,353,000,000	6.82
5. Pemda Kabupaten Banyuwangi	229,000,000	22,900,000,000	6.42
6. Maya Miranda Ambarsari	197,671,500	19,767,150,000	5.54
7. Masyarakat (each with the ownership less than 5%)	1,576,212,737	157,621,271,700	44.15
Total of Issued and Fully Paid up Shares	3,569,587,140	356,958,714,000	100,00
C. Portofolio Shares	7,430,412,860	743,041,286,000	

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

Pursuant to the Deed of Statement of Meeting Resolution No. 37 dated 8 June 2016, drawn before Humberg Lie, S.H., S.E., M.Kn., Notary in Jakarta, which has been notified to MOLHR as reflected in the Letter of Acceptance of Notification of Amendment of the Companies Data No. AHU-AH.01.03-0063180 Dated 30 June 2016 and registered under the Company Register under No. AHU-0081780.AH.01.11.Tahun 2016 dated 30 June 2016 ("**Deed No. 37/2016**"), the composition of the Company's Board of Directors and Board of Commissioners on the date of this Disclosure Information are as follows:

#### **Board of Commissioners**

President Commissioner : Edwin Soeryadjaya  
 Commissioner : Garibaldi Thohir  
 Independent Commissioner : Richard Bruce Ness  
 Independent Commissioner : Dhohir Farisi

#### **Board of Directors**

President Director : Adi Adriansyah Sjoekri  
 Vice President Director and CEO : Colin Francis Moorhead  
 Director : Gavin Arnold Caudle  
 Director : Hardi Wijaya Liong  
 Director : Michael W.P. Soeryadjaya  
 Director : David Thomas Fowler  
 Director : Rony N. Hendropriyono  
 Independent Director : Chrisanthus Supriyo

## II. INFORMATION REGARDING PROPOSED CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS ISSUANCE

### A. Maximum Amount of the Proposed Shares Issuance with Preemptive Rights

The Company intends to conduct LPO I, which shall consist of granting the right to purchase equity securities in the maximum amount of 933.333.334 (nine hundred thirty three million three hundred thirty three thousand and three hundred thirty four) shares with par value of Rp 100 per share (“**New Share**”). The Company has determined exercise price of the Pre-Emptive Rights estimated at Rp 2,250 per Pre-Emptive Right to be exercised into 1 New Share.

## B. Estimated Period of the Capital Increase

In accordance with Article 8 paragraph (3) POJK 32, the period between the date of approval of the EGMS with regards to LOP I until the effective of the registration statements shall not exceed twelve (12) months. The Company plans to conduct capital increase within the twelve (12) months period.

The implementation of LPO I will be subject to and will be conducted if it has obtained approval from EGMS of the Company and effective statement from OJK of the registration statement of LPO I submitted by the Company with due observation to the prevailing regulations in Indonesia.

## C. Analysis of the Impact of the Proposed Capital Increase to the Company’s Financial Conditions and Shareholders

By conducting LPO I, the Company expects to raise a maximum of USD 150,000,000 or its equivalent amount in Rupiah currency which will be used as described further below.

In the event that all of the Company's shareholders exercised their Rights which are offered in LPO I and with the assumption of Pre-Emptive Rights's share issuance conducted in the maximum amount as described in section II.A Disclosure Information, the capital structure of the Company before and after the issuance of LPO I shall be as follows:

No.	SHAREHOLDERS	BEFORE PRE-EMPTIVE RIGHTS			AFTER PRE-EMPTIVE RIGHTS		
		NUMBER OF SHARES	SHARES NOMINAL VALUE (Rp)	%	NUMBER OF SHARES	SHARES NOMINAL VALUE (Rp)	%
<b>Authorized Shares</b>		11,000,000,000	1,100,000,000,000		11,000,000,000	1,100,000,000,000	
1.	PT Mitra Daya Mustika	588,540,000	58,854,000,000	16.49	742,424,463	74,242,446,300	16.49
2.	PT Trimitra Karya Jaya	488,726,653	48,872,665,300	13.69	616,513,105	61,651,310,500	13.69
3.	Merdeka Mining Partners Pte. Ltd	245,906,250	24,590,625,000	6.89	310,202,901	31,020,290,100	6.89
4.	Garibaldi Thohir	243,530,000	24,353,000,000	6.82	307,205,338	30,720,533,800	6.82
5.	Pemda Kabupaten Banyuwangi	229,000,000	22,900,000,000	6.42	288,876,206	28,887,620,600	6.42
6.	Maya Miranda Ambarsari	197,671,500	19,767,150,000	5.54	249,356,301	24,935,630,100	5.54
7.	Masyarakat (masing-masing dengan kepemilikan kurang dari 5%)	1,576,212,737	157,621,271,700	44.15	1,988,342,160	198,834,216,000	44.15
<b>Total of Issued and Fully Paid up Shares</b>		<b>3,569,587,140</b>	<b>356,958,714,000</b>	<b>100</b>	<b>4,509,920,474</b>	<b>450,920,047,400</b>	<b>100</b>
<b>Total Portofolio Shares</b>		<b>7,430,412,860</b>	<b>743,041,286,000</b>		<b>6,497,079,526</b>	<b>649,707,952,600</b>	

In the event that the shareholders of the Company do not exercise their Pre-Emptive Rights in this LPO I, the shareholders ownership of the Company will be diluted with the maximum total amount of 20.73% (twenty point seven three percent).

#### **D. Estimation of the Use of Proceeds**

The Company intends to use all of the net proceeds obtained from LPO I (after deducting the costs of the Pre-Emptive Rights, for among others capital expenditure and working capital.

Final information relating to the use of proceeds will be disclosed in the prospectus issued in relation to the LPO I which will be made available in due course to the entitled shareholders in accordance with the prevailing laws and regulations.

### **III. ADDITIONAL INFORMATION**

For more information with respect to the above matters, please contact the Company during office hours at:

#### **PT Merdeka Copper Gold Tbk**

##### **Head Office:**

The Convergence Indonesia, 20<sup>th</sup> Floor  
Rasuna Epicentrum Boulevard  
Jl. HR Rasuna Said  
Jakarta 12940  
Indonesia

Telephone: +62 21 – 2988 0393

Facsimile: +62 21 – 2988 0392

Email: [corporate.secretary@merdekacoppergold.com](mailto:corporate.secretary@merdekacoppergold.com)

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