



AGENDA MATERIALS

Extraordinary General Meeting Of Shareholders

PT Transkon Jaya Tbk

Year 2022



The Board of Directors of PT Transkon Jaya Tbk, domiciled and headquartered in Balikpapan (“**Company**”), hereby invites the Shareholders of the Company to attend the Extraordinary General Meeting of Shareholders of the Company (“**Meeting**”), which will be held on:

Day, Date : Friday, September 16, 2022.

Time : At 09.00 Western Indonesian Time (“**WIB**”)-Finish.

Venue : Grand Jatra Hotel, Lantai 8, Balikpapan Superblock,
Jl. Jenderal Sudirman, No.47, Balikpapan 76116.



MEETING AGENDA

1. Approval of Changes in the Composition of the Company's Board of Directors.
2. Approval of Changes of the Company's Articles of Association.



AGENDA 1

1. Approval of Changes in the Composition of the Company's Board of Directors.



AGENDA 1

To comply with the provisions of the Company's Articles of Association **Article 11 paragraph 10, Article 11 paragraph 12 letter a, Article 14 letter a and Article 14 paragraph 12**, as well as **Article 19.2 letter d in conjunction with Article 26.1 and Article 26.4**, and FSAR 33/POJK.04/2014 concerning Board of Directors and Board of Commissioners of Issuers or Public Companies **Article 3 paragraph (1), Article 4, and Article 7** as well as the **Limited Liability Company Law ("LLCL") Article 15 paragraph (1) letter f, Article 19 paragraph (1) and paragraph (2), Article 21 paragraph (4), Article 94 paragraph (1) and paragraph (4) and Article 111 paragraph (4)**.



APPLICATION FOR APPROVAL



1. In connection with the Company's need to focus on business management by making strategies and implementing a more effective and appropriate planning system in order to increase the Company's profits more significantly to achieve the Company's vision, mission and goals, the Company proposed a Meeting to appoint **Mr. Russel Arthur Gatt** as **Director of the Company** who is responsible for all the affairs of the Company including the entire process of developing and determining work plans, business development plans and human resources, supervising the Company's activities in accordance with the strategies and policies that have been set, planning and directing the optimization of performance performances to support the Company's business activities, operating and directing the preparation and management of customer complaints handling procedures, directing and supervising all performance performances to achieve the target of obtaining the Company's business volume, directing and establishing strategies and policies for and the duties that are the responsibility of maintaining the vision, strategy and policies of the Company that have been determined as well as carrying out all areas stipulated in the General Meeting of Shareholders or the Meeting of the Board of Directors.

The Curriculum Vitae (CV) of Mr. Russel Arthur Gatt with experience and educational background in accordance with the required capacity as **Director of the Company**, as attached.



Russel Arthur Gatt



PERSONAL DETAILS

-  893 Bringelly Rd,
Bringelly, 2556
-  +62 811 547 0055
-  English (Speak, Read & Written)

EDUCATIONAL BACKGROUND

-  WETHERIL PARK COLLEGE, TAFE, AUSTRALIA
1989 – 1992

WORK EXPERIENCES

-  2014 – 2022 **BIS INDUSTRIES**
Balikpapan, Indonesia
Operations Director
- 2013 – 2014 **EMECO – PT PRIMA TRAKTOR INDONUSA**
Balikpapan, Indonesia
General Manager
- 2011 – 2013 **EMECO – PT PRIMA TRAKTOR INDONUSA**
Balikpapan, Indonesia
Operation Manager
- 2007 – 2011 **VOLVO CONSTRUCTION EQUIPMENT**
Singapore
Area Service Manager
- 2005 – 2007 **VOLVO CONSTRUCTION EQUIPMENT**
Singapore
Product Marketing Manager South East Asia & Application Engineer Region Asia
(Articulated Haulers & Wheel Loaders)
- 1997 – 2004 **VOLVO CONSTRUCTION EQUIPMENT**
Singapore
Product Specialist Articulated Haulers
- 1995 – 1997 **VOLVO CONSTRUCTION EQUIPMENT**
Singapore
Trainee
- 1989 – 1994 **VME AUSTRALIA**
Australia
Apprentice Plant Mechanic

APPLICATION FOR APPROVAL



2. Approved the appointment of **Mr. Russel Arthur Gatt** as **Director of the Company** effective as of the closing of this Meeting for the same term of office as members of the Board of Directors and Board of Commissioners based on the **Deed of Statement of the Resolutions of the Company's Meeting Number 42 dated June 30, 2022**, drawn up before **Buchari Hanafi, Sarjana Hukum**, Notary in South Jakarta Administrative City, which deed has been reported and notified to the Ministry of Law and Human Rights of the Republic of Indonesia in **Letter Number AHU.0134979.AH.01.11.TAHUN 2022 Dated July 14, 2022**, without prejudice to the right of the General Meeting of Shareholder to terminate at any time.

3. Thus, without prejudice to the right of the General Meeting of Shareholders of the Company to dismiss it at any time, the composition of the Company's Board of Directors since the closing of this Extraordinary General Meeting Shareholders is as follows.
 - **LEXI ROLAND ROMPAS**, as **President Director of the Company**.
 - **TREVOR REGINALD KROEMER**, as **Vice President Director of the Company**.
 - **BRIAN CHARLES BENNETT**, as **Director of the Company**.
 - **KAYIN FAUZI**, as **Director of the Company**.
 - **RUSSEL ARTHUR GATT**, as **Director of the Company**.



APPLICATION FOR APPROVAL



4. Granting authority and power with substitution rights to the Board of Directors of the Company to take all actions related to the appointment of new members of the Board of Directors of the Company including but not limited to restating the decision in a Notary deed, giving notification to the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the laws and regulations. applicable invitations, and to submit and sign all applications and or other documents required without any exceptions in accordance with applicable laws and regulations.

AGENDA 2

2. Approval of Changes of the Company's Articles of Association.



LEGAL BASIS

Referring to **Article 24** of the Company's Articles of Association, Decree of the Board of Directors of the Indonesia Stock Exchange ("IDX") Number **Kep-00023/BEI/03-2015** concerning Determination of the Schedule for Cash Dividend Distribution ("**SK BEI KEP-00023**"), and **Article 19 of the LLCL paragraph (1) letter i.**

APPLICATION FOR APPROVAL



1. In connection with the obligation to adjust the Company's Articles of Association regarding the Notice of Dividend Distribution on the Decree of the Board of Directors of the Indonesia Stock Exchange Number Kep-00023/BEF/03/2015 dated March 12, 2015 regarding the Determination of the Schedule for Cash Dividend Distribution letter 2.a which reads:

"2. To stipulate the provisions related to the cash dividend schedule as follows:

- a. The Listed Company which intends to distribute cash dividends is required to submit a report to the Exchange and announce the summary of the minutes of the General Meeting of Shareholders, within a period of no later than 2 (two) Exchange Days after the General Meeting of Shareholders."*

On the basis of the above, the Company hereby proposes amendments to **paragraph 24.4 of Article 24** of the Company's Articles of Association, which previously read:

- "25.4 Notifications regarding the distribution of dividends and interim dividends shall be announced at least through: a. 1 (one) daily newspaper in Indonesian language with national circulation as determined by the Board of Directors; b. Stock Exchange website; c. Company website, in Indonesian and English."*



APPLICATION FOR APPROVAL

To be later updated, it shall be read :

24.4 *Notifications regarding the distribution of dividends and interim dividends shall be announced at least through: a. Indonesia Stock Exchange Website; and b. Company Website, in Indonesian and English.*

2. Granting authority and power with substitution rights to the Board of Directors of the Company to take all actions related to changes in the provisions of the Articles of Association of the Company including but not limited to restating the decision in a Notary deed, giving notification in order to receive the acceptance of the Minister of Law and Human Rights of the Republic of Indonesia in accordance with the laws and regulations - applicable laws and regulations, and to submit and sign all applications and or other required documents without any exceptions in accordance with applicable laws and regulations.




THANK YOU


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Kalimantan Timur 76116, Indonesia



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