



PT INDOMOBIL SUKSES INTERNASIONAL Tbk

("Perseroan")

PANGGILAN

RAPAT UMUM PEMEGANG SAHAM TAHUNAN

Memenuhi ketentuan Pasal 21 ayat (2) Anggaran Dasar Perseroan, dengan ini Direksi mengundang para pemegang saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan Perseroan ("Rapat") yang akan diselenggarakan pada :

Hari, Tanggal : Senin, 29 Juni 2015
Waktu : pukul 14.00 s/d 15.00 WIB
Tempat : Wisma Indomobil 1, lantai 5
Jl. MT. Haryono Kav.8, Jakarta 13330

Agenda Rapat

Agenda 1:

Persetujuan atas Laporan Tahunan Direksi mengenai keadaan dan jalannya Perseroan untuk Tahun Buku 2014.

Agenda 2:

Pengesahan atas Perhitungan Tahunan (Neraca dan Laporan Laba Rugi Konsolidasi) untuk Tahun Buku 2014, serta pemberian pelunasan dan pembebasan tanggung jawab sepenuhnya (*acquit et decharge*) kepada anggota Direksi dan Dewan Komisaris Perseroan.

Penjelasan Agenda 1 dan Agenda 2:

Sesuai ketentuan Pasal 17 ayat (9) dan Pasal 19 ayat (2) dan (3) Anggaran Dasar Perseroan serta Pasal 69 dan Pasal 78 ayat (3) Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas ("UUPT"), Direksi mengusulkan kepada Rapat untuk: a) menyetujui Laporan Tahunan Direksi mengenai keadaan dan jalannya Perseroan Tahun Buku 2014, mengesahkan Perhitungan Tahunan Perseroan dan Anak Perusahaan Tahun Buku 2014 yang diaudit oleh Kantor Akuntan Publik Purwanto, Suherman & Surja, dalam laporannya tertanggal 23 Maret 2015 dengan pendapat wajar tanpa pengecualian, sekaligus menerima baik Laporan Dewan Komisaris; b) memberikan pelunasan dan pembebasan sepenuhnya (*acquit et decharge*) kepada anggota Direksi dan Dewan Komisaris Perseroan atas pengelolaan dan pengawasannya di Tahun Buku 2014.

Agenda 3:

Penetapan penggunaan laba bersih Perseroan tahun buku 2014.

Penjelasan Agenda 3

Sesuai dengan ketentuan Pasal 24 Anggaran Dasar Perseroan dan Pasal 71 UUPT, Direksi mengusulkan kepada Rapat untuk menyetujui pemberian dividen kepada pemegang saham Perseroan sebesar Rp.10,- (sepuluh rupiah) per lembar saham, yang diambil dari Saldo Laba (*Retained Earnings*) yang belum ditentukan penggunaannya; dan menyisihkan cadangan umum sebagaimana disyaratkan dalam Pasal 70 UUPT untuk tahun yang berakhir pada tanggal 31 Desember 2014 sebesar Rp.1.000.000.000,- (satu milyar rupiah).

Agenda 4:

Penetapan kebijakan berkaitan dengan remunerasi anggota Direksi dan Dewan Komisaris Perseroan.

Penjelasan Agenda 4:

Sesuai dengan ketentuan Pasal 11 ayat (6) dan Pasal 14 ayat (6) Anggaran Dasar Perseroan dan Pasal 96 ayat (1) dan (2) serta Pasal 113 UUPT, penetapan kebijakan berkaitan dengan remunerasi anggota Direksi dan Dewan Komisaris Perseroan ditetapkan oleh RUPS, sedangkan kewenangan RUPS untuk menetapkan besar dan jenis remunerasi dan fasilitas lain bagi anggota Direksi dapat dilimpahkan kepada Dewan Komisaris Perseroan.

Agenda 5:

Penunjukan Kantor Akuntan Publik untuk mengaudit pembukuan Perseroan untuk Tahun Buku 2015, berikut penetapan persyaratan penunjukan tersebut.

Penjelasan Agenda 5:

Perseroan mengajukan usulan pelimpahan wewenang kepada Dewan Komisaris Perseroan untuk menunjuk Kantor Akuntan Publik yang akan mengaudit pembukuan Perseroan untuk Tahun Buku 2015, berikut penetapan persyaratan penunjukan tersebut.

Agenda 6:

Perubahan Anggaran Dasar Perseroan untuk disesuaikan dengan Peraturan Otoritas Jasa Keuangan yang baru.

Penjelasan Agenda 6:

Perseroan mengajukan usulan perubahan Anggaran Dasar untuk menyesuaikan dengan Peraturan OJK, antara lain Peraturan OJK No.32/OJK.04/2014 tanggal 8 Desember 2014 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka dan Peraturan OJK No.33/OJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik

Agenda 7:

Perubahan susunan Direksi dan Dewan Komisaris Perseroan

Penjelasan Agenda 7:

Perseroan mengajukan usulan perubahan susunan Direksi dan Dewan Komisaris Perseroan, dengan adanya pengunduran diri Bapak Jacobus Irawan (Wakil Direktur Utama) dan meninggalnya Bapak Soegeng Sarjadi (Komisaris Independen). Daftar Riwayat Hidup calon anggota Dewan Komisaris Perseroan yang akan diajukan ke RUPS Tahunan dapat dilihat di *website* Perseroan sejak tanggal Panggilan RUPS Tahunan Perseroan.

CATATAN :

- 1) Perseroan tidak mengirimkan undangan tersendiri kepada para pemegang saham Perseroan (panggilan ini dianggap sebagai undangan).
- 2) Yang berhak hadir atau diwakili dalam Rapat adalah para pemegang saham yang namanya tercatat dalam Daftar Pemegang Saham Perseroan pada hari Kamis, tanggal 4 Juni 2015, jam 16.15 WIB. Bagi pemegang rekening efek PT Kustodian Sentral Efek Indonesia (KSEI) dalam Penitipan Kolektif (Anggota Bursa/Bank Kustodian) diwajibkan memberikan data investor yang dikelolanya kepada KSEI untuk mendapatkan Konfirmasi Tertulis Untuk Rapat (KTUR).
- 3) Para pemegang saham yang berhalangan hadir dapat menunjuk seorang kuasa dengan memberikan Surat Kuasa yang sah dalam bentuk dan isi yang ditentukan oleh Direksi, dengan ketentuan bahwa anggota Direksi dan Komisaris serta karyawan Perseroan tidak diperkenankan untuk bertindak sebagai kuasa pemegang saham dalam Rapat tersebut.
- 4) Formulir Surat Kuasa dapat diperoleh mulai hari Jumat tanggal 5 Juni 2015, setiap hari kerja antara pukul 09.00-17.00 WIB di kantor Perseroan, Wisma Indomobil 1 lantai 9, Jl. MT. Haryono Kav. 8, Jakarta 13330, Indonesia dengan menghubungi Corporate Secretary Perseroan.
- 5) Bagi para pemegang saham Perseroan yang berbentuk perseroan terbatas, koperasi, yayasan atau dana pensiun agar membawa fotokopi anggarannya.
- 6) Laporan Tahunan yang memuat Perhitungan Tahunan Perseroan (Neraca dan Laporan Laba Rugi Konsolidasi) tahun buku 2014, tersedia di kantor Perseroan sejak hari Jumat tanggal 5 Juni 2015 dan dapat diperoleh atas permintaan tertulis pemegang saham kepada Corporate Secretary Perseroan pada setiap hari kerja. Laporan tersebut juga dapat diperoleh para pihak yang berkepentingan pada hari dan tanggal diadakannya Rapat tersebut.
- 7) Demi ketertiban terselenggaranya Rapat tersebut, para pemegang saham atau kuasanya diharapkan kehadirannya 30 menit sebelum Rapat dimulai.

Jakarta, 5 Juni 2015

Direksi

PT INDOMOBIL SUKSES INTERNASIONAL Tbk



**NOTICE OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

In compliance with Article 21 paragraph 2 of the Articles of Association of the Company, the Board of Directors hereby invites the Company's shareholders to attend to the Annual General Meeting of Shareholders ("Meeting") of the Company which will be held on:

Day, Date : Monday, June 29th, 2015
Time : 02.00 p.m. until 03.00 p.m. West Indonesia Time
Place : Wisma Indomobil 1, 5th Floor
Jl. MT. Haryono Kav.8, Jakarta 13330

Agenda of the Meeting

Agenda 1:

Approval of the Board of Directors' Annual Report regarding condition and result of the operations of the Company during the Fiscal Year of 2014.

Agenda 2:

Ratification of the Company's Financial Statements (Balance Sheet and Consolidated Statement) for the Fiscal Year of 2014 and the granting of a full acquittal from and discharge of responsibilities (*acquit et decharge*) to all members of the Board of Directors and the Board of Commissioners of the Company.

Explanation of Agenda 1 and Agenda 2

In accordance with Article 17 paragraph (9) and Article 19 paragraph (2) and (3) of the Company's Articles of Association and Article 69 and Article 78 paragraph (3) of the Law No. 40 Year 2007 regarding Limited Liability Company ("Company Law"), the Board of Directors proposes to the Meeting for: a) approving the Board of Directors' Annual Report regarding condition and result of the operations of the Company during the Fiscal Year of 2014, ratifying the Company's Financial Statements and its Subsidiaries for the Fiscal Year of 2014 which was audited by Public Accountant Firm Purwantono, Suherman & Surja, pursuant to its report dated 23 March 2015 with fair and unqualified opinion, and at the same time accepting the report of the Board of Commissioners; b) granting a full acquittal and discharge (*acquit et de charge*) to all members of the Board of Directors and the Board of Commissioners of the Company for all of their management and supervisory duties during the Fiscal Year of 2014.

Agenda 3

Determination on the appropriation of the Company's net profit for the Fiscal Year of 2014.

Explanation of Agenda 3

In accordance with Article 24 of the Company's Articles of Association and Article 71 of the Company Law, the Board of Directors proposes to the Meeting to approve the distribution of dividend to the shareholders of the Company in the amount of Rp10,- (ten Rupiah) for each share, which was taken from the Unappropriated Retained Earning; and allocate reserved fund as required in Article 70 of the Company Law for the year ended on 31 December 2014 in the amount of Rp1.000.000.000,- (one billion Rupiah).

Agenda 4

Determination of policy regarding remuneration for the members of the Board of Directors and Board of Commissioners of the Company.

Explanation of Agenda 4

In accordance with Article 11 paragraph (6) and Article 14 paragraph (6) of the Company's Articles of Association and Article 96 paragraph (1) and (2) and Article 113 of the Company Law, the determination of policy regarding remuneration of the members of the Board of Directors and Board of Commissioners of the Company were determined by the GMS, while the authority of the GMS to determine the amount and kind of remuneration and other facilities for the Board of Directors of the Company may be delegated to the Board of Commissioners of the Company.

Agenda 5

Appointment of a Public Accountant to audit the Company's books of accounts for the Fiscal Year of 2015 including determination of the requirement for such appointment.

Explanation of Agenda 5

The Company proposes delegation of authority to the Board of Commissioners of the Company to appoint a Public Accountant Firm which will audit the Company's book for the Fiscal Year of 2015 including determination of the requirement of such appointment.

Agenda 6

The amendment of Articles of Association of the Company to conform with the new regulation of Otoritas Jasa Keuangan.

Explanation of Agenda 6

The Company proposes for the amendment of Articles of Association to conform with OJK Regulation, among others the OJK Regulation No. 32/OJK.04/2014 dated 8 December 2014 regarding Planning and Convening of the General Meeting of Shareholders of Public Company and OJK Regulation No.33/OJK.04/2014 dated 8 December 2014 regarding the Board of Directors and Board of Commissioners of Issuers or Public Company.

Agenda 7

The change of composition of the Board of Directors and Board of Commissioners of the Company.

Explanation of Agenda 7

The Company propose the change of composition of the Board of Directors and Board of Commissioners of the Company due to the resignation of Mr. Jacobus Irawan (Vice President Director) and due to the death of Mr. Soegeng Sarjadi (Independent Commissioner). The Curriculum Vitae of the candidate for the member of the Board of Commissioners of the Company which will be submitted to the Annual GMS can be seen in the Company's website as of the date of Notice of the Annual GMS of the Company.

NOTES :

- 1) The Company does not send a separate invitation to Company's shareholders (this notice shall be considered as the official invitation).
- 2) Those who are entitled to attend to the Meeting shall be those shareholders whose names are registered in the Register of Shareholder of the Company on Thursday, June 4th, 2015, at 04.15 p.m. West Indonesia Time. For shareholder whose shares are deposited at the Collective Depository (the member of Stock Exchange/Custodian Bank) in PT Kustodian Sentral Efek Indonesia (KSEI) are required to provide data of investor managed by them in order to obtain a Written Confirmation for attending the Meeting (*Konfirmasi Tertulis Untuk Rapat* (KTUR)).
- 3) The shareholders who are unable to attend may appoint a proxy by submitting a Power of Attorney in the form and content as determined by the Board of Directors, provided that the member of the Board of Directors and the Board of Commissioners, including employees of the Company, shall not be permitted to act as proxies in the Annual GMS.
- 4) The blank form of the Power of Attorney can be obtained as of Friday, June 5th, 2015, in every working day during 09.00 a.m. to 05.00 p.m. West Indonesia Time at the Company's office by contacting the Company's Corporate Secretary at Wisma Indomobil 1, 9th Floor, Jl. MT. Haryono Kav. 8, Jakarta 13330, Indonesia.
- 5) For the Company's shareholders in the form of a limited liability company, cooperation, foundation, or pension fund shall bring a copy of its Articles of Association.
- 6) The Annual Report comprising of the Financial Statement (Balance Sheet and Consolidated Statement) for the Fiscal Year of 2014 shall be available at the Company's office as of Friday, June 5th, 2015 and can be obtained upon a written request of shareholders by contacting the Company's Corporate Secretary in every working day. Such report can also be obtained by the stakeholders on the day and the date of the Meeting.
- 7) For the good order of the holding of such Meeting, shareholders or their proxies are requested to arrive 30 minutes before the scheduled of the Meeting.

Jakarta, 5 June 2015

**Board of Directors
PT INDOMOBIL SUKSES INTERNASIONAL Tbk**