

## THE DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF PT MD ENTERTAINMENT TBK IN RELATION TO THE PROPOSED CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS ISSUANCE

This Disclosure of Information is made and addressed to all shareholders of PT MD Entertainment Tbk (“**Company**”) in compliance with the Financial Services Authority (*Otoritas Jasa Keuangan* or “**OJK**”) Regulation No. 32/POJK.04/2015 on the Capital Increase of a Public Company with Pre-Emptive Rights as amended by OJK Regulation No. 14/POJK.04/2019 on the Amendment of OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Public Company with Pre-Emptive Rights.



**PT MD Entertainment Tbk**

**Main Business Activities:**  
Film Production

**Head Office:**  
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This Disclosure of 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 by the Company.

If you are having difficulties understanding the information contained in this Disclosure of Information or have any doubt in taking a decision, you should consult with your broker, investment manager, legal counsel, public accountant and/or other professional advisors.

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

**This Disclosure of Information was published on 24 October 2024.**

### DEFINISI

- “**IDX**” : A stock exchange as defined in Article 1 Number 4 of the Capital Markets Law, in this case organized by PT Bursa Efek Indonesia, domiciled in Jakarta.
- “**Ministry of Law and Human Rights**” : Ministry of Law and Human Rights of the Republic of Indonesia.

<b>“MOLHR”</b>	:	Minister of Law and Human Rights of the Republic of Indonesia.
<b>Financial Services Authority or OJK”</b>	:	The Otoritas Jasa Keuangan or Indonesian Financial Services Authority which has the regulatory, supervisory, examination and investigation functions, duties and authorities as stipulated under Law No. 21 of 2011 on the Financial Services Authority as amended by Law No. 4 of 2023 on the Development and Strengthening of Financial Sector.
<b>“POJK No. 15”</b>	:	OJK Regulation No. 15/POJK.04/2020 on the Planning and Implementation of General Meeting of Shareholders of Public Companies.
<b>“POJK No. 32”</b>	:	OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Public Company with Pre-Emptive Rights as amended by OJK Regulation No. 14/POJK.04/2019 on the Amendment of the OJK Regulation No. 32/POJK.04/2015 on the Capital Increase of a Public Company with Pre-Emptive Rights.
<b>“Capital Increase”</b>	:	Capital Increase with pre-emptive rights by the Company through issuance of New Shares as mentioned under POJK No. 32.
<b>“PUT”</b>	:	<i>Penawaran Umum Terbatas</i> or Limited Public Offering.
<b>“EGMS”</b>	:	Extraordinary General Meeting of Shareholders that will be held on 2 December 2024 in accordance with the provisions of the Company’s Articles of Association and prevailing laws and regulations.
<b>“New Shares”</b>	:	Up to 951.121.700 shares amounting to a maximum of 10% of the Company’s total issued and paid-up capital, which will be newly issued from the Company’s portfolio shares with nominal value of Rp 100 per share.
<b>“Capital Market Law”</b>	:	Law No. 8 of 1995 dated 10 November 1995 regarding Capital Markets, announced in the State Gazette of the Republic of Indonesia No. 64 of 1995, Supplement No. 3608, as amended by Law No. 4 of 2023 on the Development and Strengthening of Financial Sector, along with its implementing regulations.

## I. GENERAL

### General Description of the Company

The Company, domiciled in Jakarta Selatan, established under the name of PT MD Media, pursuant to the Deed of Establishment No. 5 dated 1 August 2002, drawn up before Frans Elsius Muliawan, S.H., Notary in Jakarta, which has been ratified by the MOLHR by virtue of its Decree No. C-17650.HT.01.01.TH.2002 dated 13 September 2002, has been registered in the Company Register at the Ministry of Law and Human Rights under No. 090519244732 dated 5899/BH.09.05/XI/2002, and has been announced in the State Gazette of the Republic of Indonesia No. 76 dated 23 September 2003, Supplement No. 8852/2003.

The Company’s articles of association has been amended several times, most recently by the Deed No. 4 dated 10 July 2024, drawn up before Tri Firdaus Akbarsyah, S.H., M.Kn., Notary in Jakarta Selatan, which has been approved by the MOLHR by virtue of its Decree No. AHU-0043005.AH.01.02.Tahun 2024 dated 16 July 2024 and has been registered in the Company Register at the Ministry of Law and Human Rights under No. AHU-0144075.01.11.TAHUN 2024 dated 16 July 2024.

## **Purpose and Objectives of the Company**

Based on Article 3 of the Company's articles of association as stated in Deed of Meeting Resolution No. 07 dated 5 July 2023, drawn up before Leolin Jayayanti, SH., M.Kn, Notary in Jakarta Selatan, which has been approved by the MLHR by virtue of its Decree No. AHU-0038581.AH.01.02.TAHUN 2023 dated 7 July 2023 and has been registered in the Company Register at the MOLHR under No. AHU0127468.AH.01.11.TAHUN 2023 dated 7 July 2023, the purpose and objective of the Company are:

### **Main Business Activities:**

- (i) Performing Arts Creative Professionals (90021)
- (ii) Activities of Artists and Other Creative Workers (90029)
- (iii) Arts Management and Arts Festival Activities (90030)
- (iv) Operation of Arts Facilities (90040)
- (v) Other Entertainment, Arts, and Creative Activities (90090)
- (vi) Distribution of Films, Videos, and Television Programs by Private Entities (59132)
- (vii) Post-Production of Films, Videos, and Television Programs (59122)
- (viii) Private Television Broadcasting and Programming (60202)
- (ix) Production of Films, Videos, and Television Programs by Private Entities (59112)

### **Supporting Business Activities:**

- (i) Real Estate Owned or Leased (68111)
- (ii) Leasing and Rental of Recording and Editing Equipment without Option (77321)
- (iii) General Printing Industry (18111)

## **Capital Structure and Shareholding Composition**

Pursuant to Deed of Resolution of Extraordinary General Meeting of Shareholders No. 04 Dated 10 July 2024, drawn up before Tri Firdaus Akbarsyah, S.H., M.H., Notary in Jakarta Selatan, which has been notified to MOLHR in accordance with Receipt of Notification of Changes to the Articles of Association No. AHU-AH.01.09-0227165 dated 16 July 2024, which have been registered in the Company Register at the Ministry of Law and Human Rights under No. AHU-0144075.AH.01.11 TAHUN 2024 dated 16 July 2024 ("**Deed No. 04/2024**"), the Company's capital structure and shareholding composition at the date of this Disclosure of Information is as follows:

Authorized Capital	:	IDR 2,000,000,000,000
Issued Capital	:	IDR 951,121,700,000
Paid-Up Capital	:	IDR 951,121,700,000

The Authorized Capital of the Company is divided into 20,000,000,000 shares each with a nominal value of IDR 100.

Based on the Shareholders Register of the Company dated 30 September 2024 issued by PT Adimitra Jasa Korpora as the Company's Shares Registrar, the shareholders of the Company are below:

Information	Nominal Value IDR 100 Per Shares		
	Total Shares	Total Nominal Value (IDR)	(%)
<b>Authorized Capital</b>	<b>20,000,000,000</b>	<b>2,000,000,000,000</b>	<b>-</b>
<b>Shareholders Name</b>			
1. PT MD Global Investments	4,803,164,585	480,316,458,500	50.50
2. Manoj Dhamoo Punjabi	1,664,362,615	166,436,261,500	17.50
3. Morgan Stanley and Co Intl Plc-Client AC	1,390,950,000	139,095,000,000	14.62
4. Public with ownership of under 5%	1,652,739,800	165,273,980,000	17.38
<b>Issued and Paid-Up Shares</b>	<b>9,511,217,000</b>	<b>951,121,700,000</b>	<b>100.00</b>
<b>Shares in Portfolio</b>	<b>10,488,783,000</b>	<b>1,048,878,300,000</b>	

### **Board of Commissioners and Board of Directors**

Pursuant to Deed No. 04/2024, the composition of the Company's Board of Commissioner and Board of Directors at the date of this Disclosure of Information is as follows:

#### **Board of Commissioners**

President Commissioner : Shania Manoj Punjabi  
Commissioner : Sanjeva Advani  
Independent Commissioner : Innayat Haresh Khubchandani

#### **Board of Directors**

President Director : Manoj Dhamoo Punjabi  
Director : Priyadarshi Anand  
Director : Sajan Lachmandas Mulan

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

### **A. Maximum Amount of the Proposed Issuance of Shares with Pre-Emptive Rights**

The Company intends to conduct a Capital Increase in the maximum amount of 10% (ten percent) of the total number of shares issued and fully paid by the Company at the date of issuance of this Information Disclosure. In the event that the deposit of New Shares is made in a form other than cash, such deposit shall satisfy the provisions as stipulated in POJK No. 32, namely as follows:

1. directly related to the intended use of proceeds;
2. using an appraiser to determine the fair value of forms other than cash used as deposits and the fairness of deposit transactions for New Shares in forms other than cash;
3. in the case of deposits for New Shares in the form of collection rights to the Company which are compensated as deposits for New Shares, the collection rights must have been included in the Company's latest financial report which has been audited by an accountant; and
4. comply with the provisions of other laws and regulations governing deposits for shares in forms other than cash and compensation for collection rights as deposits for New Shares.

## **B. Indicative Period of Pre-Emptive Rights**

In accordance with the provisions of Article 8 paragraph (3) of POJK No. 32, the period between the date of approval of the EGMS in relation to the Capital Increase until the effective registration statement is no more than 12 (twelve) months. The Company plans to implement the Capital Increase within the 12 (twelve) months period.

The implementation of the Capital Increase will depend on and will be carried out if approval has been obtained from the Company's EGMS and an effective statement from the OJK regarding the registration statement for the Capital Increase submitted by the Company with reference to the laws and regulations in force in Indonesia.

## **C. Analysis Regarding the Effect of Capital Increase on Financial Condition and Shareholders**

Capital Increase is carried out by the Company to strengthen the Company's capital structure so as to provide the Company with additional funds to support the Company's performance. If the Company's shareholders do not exercise their pre-emptive rights in the Capital Increase, then the ownership of the Company's shareholders will be diluted by a maximum percentage of 9,09 % of the total share ownership in the Company.

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

The Company plans to use all net proceeds from the Capital Increase (after deducting issuance costs) for, among others, general liquidity needs, capital expenditure, working capital and for the growth and/or development of the Company's business, its subsidiaries and associated entities (both existing and future), including but not limited to the purchase of shares and/or assets, and/or equity participation in one or more companies and other appropriate transaction methods.

Final information regarding the use of proceeds will be disclosed in the prospectus issued in connection with the Capital Increase which will be provided to entitled shareholders in due course, in accordance with applicable laws and regulations.

## **III. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

To comply with the provisions of the applicable laws and regulations, in implementing the proposed Capital Increase, Company will request for the approval of the Company's shareholders at the EGMS which will be held on 2 December 2024.

The following are important dates in relation to the Company's EGMS:

1.	Notification of EGMS agenda to OJK	16 October 2024
2.	Announcement of plan to hold EGMS	24 October 2024
3.	Announcement of Disclosure of Information regarding the proposed Capital Increase	24 October 2024
4.	<i>Recording date</i>	7 November 2024
5.	EGMS summons	8 November 2024
6.	Additional Information to the Disclosure of Information (if any)	28 November 2024
7.	EGMS	2 December 2024
8.	Announcement of summary of minutes of EGMS	4 December 2024
9.	Submission of EGMS minutes to OJK and IDX	2 January 2025

The following are the EGMS agendas:

1. Approval of the amendment to Article 4 paragraph (1) of the Company's articles of association concerning the Company's authorized capital.

Based on Article 23 paragraph (4) of the Company's Article of Association and Article 42 of POJK No. 15, the EGMS to discuss the first agenda can be held if the EGMS is attended by shareholders or their proxies representing at least 2/3 (two thirds) of the total number of shares with valid voting rights. Resolutions taken by the EGMS regarding such agenda are valid if approved by more than 2/3 (two thirds) of the total shares with voting rights present at the EGMS.

If the quorum is not achieved, the second EGMS invitation will be held.

The second EGMS is valid and has the right to make binding decisions if the EGMS is attended by shareholders or their proxies representing at least 3/5 (three-fifths) of the total number of shares valid voting rights. Resolutions taken by the second EGMS are valid if approved by more than 1/2 (one half) of all valid voting rights present at the second EGMS.

If the second EGMS quorum is not achieved, the third EGMS shall be held provided that the third EGMS is valid and has the right to take binding resolution if attended by shareholders of shares with valid voting rights in the attendance quorum and resolution quorum stipulated by OJK based on the Company's request.

2. Approval of the Company's plan to carry out a Capital Increase by providing pre-emptive rights to the Company's shareholders through a PUT mechanism and amendments to Article 4 paragraph (2) of the Company's articles of association regarding issued and paid-up capital, in connection with the realization of the results of the Capital Increase by providing pre-emptive rights to the Company's shareholders through a PUT mechanism.

Based on Article 23 paragraph (1) and (2) of the Company's Article of Association and Article 41 of POJK No. 15, the EGMS to discuss the second agenda can be held if the EGMS is attended by shareholders or their proxies representing more than 1/2 (one half) of the total number of shares with valid voting rights. Resolutions taken by the EGMS regarding such agenda are valid if approved by more than 1/2 (one half) of the total shares with voting rights present at the EGMS.

If the quorum is not achieved, the second EGMS invitation will be held.

The second EGMS is valid and has the right to make binding decisions if the EGMS is attended by shareholders or their proxies representing at least 1/3 (one third) of the total number of shares with valid voting rights. Resolutions taken by the second EGMS are valid if approved by more than 1/2 (one half) of the total shares with voting rights present at the EGMS.

If the second EGMS quorum is not achieved, the third EGMS shall be held provided that the third EGMS is valid and has the right to take binding resolution if attended by shareholders of shares with valid voting rights in the attendance quorum and resolution quorum stipulated by OJK based on the Company's request.

#### **IV. ADDITIONAL INFORMATION**

To obtain more information regarding the Capital Increase, the Company's shareholders may contact the Company's corporate secretary during business days and hours at the address below:

**PT MD Entertainment Tbk**

MD Place, Tower I

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Telephone: +62-21 29855777

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