



PT MITRABAHTERA SEGARA SEJATI Tbk
("Perseroan")

**PEMANGGILAN
RAPAT UMUM PEMEGANG SAHAM TAHUNAN DAN RAPAT
UMUM PEMEGANG SAHAM LUAR BIASA**

Direksi Perseroan dengan ini mengundang Para Pemegang Saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan dan Rapat Umum Pemegang Saham Luar Biasa ("Rapat") yang akan diselenggarakan pada:

Hari/Tanggal : Rabu, 24 April 2019
Pukul : 10.00 WIB - selesai
Tempat : Gedung Balai Kartini, Ruang Mawar 1, Lantai 2
Jl. Jenderal Gatot Subroto Kav. 37, Jakarta 12950

Dengan Mata Acara Rapat:

I. RAPAT UMUM PEMEGANG SAHAM TAHUNAN

1. Penyampaian dan persetujuan laporan tahunan Perseroan, laporan pertanggungjawaban Direksi dan laporan tugas pengawasan Dewan Komisaris Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2018;

Penjelasan:

Berdasarkan ketentuan Pasal 21 ayat 3 anggaran dasar Perseroan dan Pasal 69 dan 78 Undang-undang No. 40 Tahun 2007 ("UUPT"), laporan tahunan Perseroan, laporan pertanggungjawaban Direksi Perseroan dan laporan tugas pengawasan Dewan Komisaris Perseroan harus mendapatkan persetujuan Rapat Umum Pemegang Saham. Oleh karenanya, Perseroan mengajukan mata acara dimaksud.

2. Penyampaian dan pengesahan laporan keuangan Perseroan yang memuat neraca dan perhitungan laba rugi Perseroan untuk Tahun Buku yang berakhir pada tanggal 31 Desember 2018;

Penjelasan:

Berdasarkan ketentuan Pasal 21 ayat 3 anggaran dasar Perseroan dan Pasal 69 UUPT, Laporan Keuangan yang memuat Neraca dan Perhitungan Laba Rugi Perseroan untuk Tahun Buku yang berakhir 31 Desember 2017 harus mendapatkan pengesahan dari Rapat



PT MITRABAHTERA SEGARA SEJATI Tbk
("Company")

**THE INVITATION OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS AND
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of the Company hereby invite the shareholders of the Company to attend the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders ("Meeting") which will be convened on:

Day/Date : Wednesday, 24 April 2019
Time : 10.00 AM - finish
Venue : Balai Kartini Building, Mawar Room 1, 2nd Floor
Jl. Jenderal Gatot Subroto Kav. 37, Jakarta 12950

With Meeting Agendas as follows:

I. ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. Submission and approval of annual report of the Company, statement of accountability of the Board of Directors of the Company and the supervisory of the Board of Commissioners of the Company for the financial year ended on 31 December 2018;

Explanation:

Based on Article 21 paragraph 3 of the articles of associations of the Company and Articles 69 and 78 of Law No. 40 of 2007 regarding Limited Liability Companies ("Company Law"), annual report of the Company, statement of accountability of the Board of Directors of the Company and the supervisory of the Board of the Commissioners of the Company must obtain an approval from the General Meeting of Shareholders. Therefore, the Company has proposed the aforementioned agenda.

2. Submission and approval of the financial statement of the Company which includes balance sheet and profit and loss of the Company for the financial year ended on 31 December 2018;

Explanation:

Based on Article 21 paragraph 3 of the articles of associations of the Company and Article 69 of the Company Law, the financial statement which includes balance sheet and profit and loss of the Company for the year ended on 31 December 2017 must obtain approval

Umum Pemegang Saham. Oleh karenanya, Perseroan mengajukan mata acara dimaksud.

3. Persetujuan penggunaan laba bersih Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2018;

Penjelasan:

Berdasarkan ketentuan Pasal 22 ayat 1 anggaran dasar Perseroan dan Pasal 70 dan 71 UUP, penggunaan laba bersih Perseroan untuk tahun buku yang berakhir tanggal 31 Desember 2018, harus mendapatkan persetujuan dari Rapat Umum Pemegang Saham. Oleh karenanya, Perseroan mengajukan mata acara dimaksud.

4. Penunjukan serta penetapan akuntan publik untuk melakukan audit atas laporan keuangan Perseroan untuk tahun buku yang berakhir pada tanggal 31 Desember 2019;

Penjelasan:

Berdasarkan ketentuan Pasal 11 ayat 5 huruf c anggaran dasar Perseroan, penunjukan akuntan publik untuk melakukan audit atas laporan keuangan Perseroan untuk tahun buku yang berakhir tanggal 31 Desember 2018 ditetapkan dalam Rapat Umum Pemegang Saham. Oleh karenanya, Perseroan mengajukan mata acara dimaksud.

5. Persetujuan Perubahan Susunan Dewan Komisaris dan / atau Direksi Perseroan; dan

Penjelasan:

Berdasarkan Pasal 15 dan 18 anggaran dasar Perseroan, perubahan susunan Dewan Komisaris dan Direksi Perseroan harus mendapatkan persetujuan dari Rapat Umum Pemegang Saham. Oleh karenanya, Perseroan mengajukan mata acara dimaksud.

6. Penentuan besaran remunerasi Dewan Komisaris dan Direksi Perseroan untuk Tahun 2019.

II. RAPAT UMUM PEMEGANG SAHAM LUAR BIASA

1. Persetujuan atas perubahan; (i) Pasal 3 anggaran dasar Perseroan perihal maksud dan tujuan serta kegiatan usaha, guna pemenuhan persyaratan dan ketentuan Peraturan Pemerintah No. 24 tahun 2018 tentang pelayanan Perizinan Berusaha Terintegrasi Secara Elektronik ("**Peraturan Pemerintah 24 / 2018**") dan (ii) Pasal 11 ayat 2 anggaran dasar perihal masa jabatan Direksi dan Pasal 14 ayat 3 anggaran dasar perihal masa jabatan Dewan Komisaris

Penjelasan:

(i) Sehubungan dengan pelaksanaan pelayanan perizinan berusaha melalui sistem *Online*

from the General Meeting of Shareholders. Therefore, the Company has proposed the aforementioned agenda.

3. The approval for the use of net profits of the Company for the financial year ended on 31 December 2018;

Explanation:

Based on Article 22 paragraph 1 of the articles of associations of the Company and Articles 70 and 71 of the Company Law, the use of the Company's net profits for the financial year ended on 31 December 2017 must obtain an approval from the General Meeting of Shareholders. Therefore, the Company has proposed the above agenda.

4. The appointment of the public accountant to conduct an audit for the Company's financial statement for the financial year ended on 31 December 2019;

Explanation:

Based on Article 11 paragraph 5 point c of the articles of associations of the Company, the appointment of the public accountant to conduct an audit for the Company's financial statement for the financial year ended on 31 December 2018 set forth in the General Meeting of Shareholders. Therefore, the Company has proposed the aforementioned agenda.

5. The approvals for the change of the Company's Board of Commissioners and / or the Board of Directors compositions; and

Explanation:

Based on Articles 15 and 18 of the Company's articles of associations, the changes for the Company's Board of Commissioners and Board of Directors composition must obtain an approval from the General Meeting of Shareholders. Therefore, the Company has proposed the aforementioned agenda.

6. Determination of the remuneration to the Board of Commissioners and the Board of Directors of the Company for Year 2019.

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval on the amendments to (i) Article 3 of the Company's articles of association on purpose and objective, in order to comply with of requirement and provisions of Government Regulation No. 24 of 2018 on Electronic Integrated Business Licensing Service ("**Government Regulation 24 / 2018**") and (ii) Article 11 paragraph 2 of the articles of association on the term of office of Directors and Article 14 paragraph 3 of the articles of association on the term of office of the Board of Commissioners.

Explanation:

(i) In connection with the implementation of licensing services through the Online Single

Single Submission (OSS) sebagaimana diatur Peraturan Pemerintah 24 / 2018, serta pengumuman bersama Kementerian Hukum dan Hak Asasi Manusia cq. Direktorat Jenderal Administrasi Hukum Umum dan Kementerian Koordinator Bidang Perekonomian Republik Indonesia cq. Lembaga OSS pada tanggal 11 Oktober 2018, yang mengatur bahwa untuk memperoleh perizinan, maksud dan tujuan serta kegiatan usaha perseroan terbatas yang tercantum dalam anggaran dasar perseroan terbatas tersebut harus sesuai dengan KBLI 2017 dan/atau ketentuan peraturan perundang-undangan dari instansi terkait dan (ii) mengubah masa jabatan Dewan Komisaris dan Direksi Perseroan dari 2 tahun menjadi 3 tahun, mengingat keterbatasan masa jabatan Komisaris Independen maksimum hanya 2 kali masa jabatan sehingga dirasa perlu untuk menambah masa jabatan tersebut serta untuk meningkatkan kinerja Dewan Komisaris dan Direksi Perseroan.

Catatan:

1. Perseroan tidak mengirimkan Pemanggilan tersendiri kepada masing-masing Para Pemegang Saham, Pemanggilan ini merupakan undangan resmi kepada seluruh Pemegang Saham Perseroan.
2. Pemegang Saham yang berhak hadir atau diwakili dalam Rapat adalah Pemegang Saham Perseroan yang sah yang namanya tercatat dalam Daftar Pemegang Saham Perseroan pada hari Senin, tanggal 1 April 2019 sampai dengan pukul 16.15 WIB.
3. Bagi Pemegang Saham yang sahamnya dimasukkan kedalam Penitipan Kolektif KSEI, Perseroan akan menerbitkan Konfirmasi Tertulis Untuk Rapat ("**KTUR**") yang akan didistribusikan melalui KSEI. Pemegang Saham dapat mengambil KTUR di Perusahaan Efek atau di Bank Kustodian dimana Pemegang Saham membuka rekening efeknya.
4. Pemegang saham atau kuasanya yang akan menghadiri Rapat diminta untuk menyerahkan fotokopi Kartu Tanda Penduduk ("**KTP**") atau tanda pengenal lain yang masih berlaku. Bagi Pemegang Saham yang berbentuk badan hukum, agar membawa fotokopi anggaran dasar dan perubahan terakhir. Khusus untuk Pemegang Saham dalam Penitipan Kolektif KSEI diminta untuk menyerahkan KTUR kepada petugas pendaftaran sebelum memasuki ruang rapat.
5.
 - a. Pemegang Saham yang berhalangan menghadiri Rapat, dapat diwakili oleh kuasanya dengan menyerahkan Surat Kuasa sah, yang bentuknya ditentukan oleh Direksi Perseroan dengan ketentuan Para Anggota Direksi, Anggota Dewan Komisaris, dan Karyawan Perseroan boleh bertindak selaku Kuasa dalam Rapat namun suara yang mereka keluarkan selaku kuasa tidak dihitung dalam pemungutan suara;
 - b. Formulir Surat Kuasa dapat diperoleh setiap hari kerja sejak pukul 9.00 WIB sampai dengan 17.00 WIB di Kantor Perseroan, Gedung Menara Karya, Lantai 12, Jl. H.R. Rasuna Said Blok X-5, Kavling 1-2, Kuningan, Jakarta atau pada Biro Administrasi Efek ("**BAE**") Perseroan PT Datindo Entrycom, , Jl. Hayam Wuruk No. 28, Jakarta 10120;
 - c. Surat Kuasa yang telah ditandatangani harus sudah diterima oleh Direksi Perseroan di Kantor Perseroan 3 (tiga) hari kerja sebelum tanggal rapat.

Submission (OSS) system as stipulated in Government Regulation 24 / 2018, as well as join announcements with the Ministry of Law and Human Rights cq. Directorate General of General Law Administration and Ministry of Coordinator of Economic of Republic of Indonesia cq. OSS Institution on 11 October 2018, which regulates that to obtain licenses, the intention and purpose and business activities of a limited liability company listed in the articles of association of the limited company must be in accordance with KBLI 2017 and / or statutory provisions of the relevant agencies and (ii) change the period the position of the Board of Commissioners and Board of Directors of the Company from 2 years to 3 years, considering the limited term of office of the Independent Commissioner is only 2 times the term of office so it is deemed necessary to increase the term of office and to improve the performance of the Board of Commissioners and Directors.

Notes:

1. The Company will not send separate invitation to the Shareholders, therefore this invitation shall be treated as an official invitation.
2. The Shareholders are entitled to attend or be represented at the Meeting are only valid Shareholders, whose names are registered in the Register of Shareholders of the Company on Monday, 1 April 2019 until 16:15 WIB
3. To Shareholders whose shares are included in collective deposit of KSEI, the Company will issue Written Confirmation for the Meeting ("**KTUR**") which will be distributed through KSEI. The Shareholders can take the KTUR at Securities Company or Custodian Bank where the shareholders opened their securities account.
4. The Shareholders or the proxy of shareholders who will attend the Meeting are requested to submit a photocopy of Identity Card ("**KTP**") or other identification which is still valid. Specifically for shareholders which in the form a legal entity, it should bring a copy of the articles of associations and it latest amendment. Specifically for shareholders whose shares in KSEI are requested to submit KTUR to the registration officer prior to entering the meeting room.
5.
 - a. The Shareholders who are unable to attend the meeting could be represented by its proxy by submitting a valid power of attorney, which its form is determined by the Board of Directors with the provisions of the Members of Board of Directors, Member of the Board of Commissioners, and employees of the Company may act as a proxy in the meeting, however, the vote raised by them as a proxy will not be counted in the voting;
 - b. Power of Attorney Forms may be obtained every working day from 9.00 WIB until 17.00 WIB at the Company's Office, Menara Karya Building, 12th Floor, Jl. H.R. Rasuna Said Blok X-5, Kavling 1-2, Kuningan, Jakarta or at Shares Administration Bureau ("**BAE**") of the Company PT Datindo Entrycom, , Jl. Hayam Wuruk No. 28, Jakarta 10120;
 - c. Power of attorney which has been signed must be received by the Board of Directors at the Company's office 3 (three) working days prior to the Meeting date.

6. Sesuai ketentuan Pasal 12 ayat 3 huruf c Anggaran Dasar Perseroan serta peraturan pasar modal lainnya, bahan-bahan Rapat tersedia di Kantor Perseroan sejak tanggal Pemanggilan ini.
7. Untuk mempermudah pengaturan dan demi tertibnya Rapat, Para Pemegang Saham atau Kuasanya diminta sudah berada ditempat Rapat pada pukul 09.00 WIB.

Jakarta, 2 April 2019

Direksi

PT MITRABAHTERA SEGARA SEJATI Tbk

PT MITRABAHTERA SEGARA SEJATI Tbk

Menara Karya, Lantai 12, Jl. HR. Rasuna Said Blok X-5 Kav 1 – 2,
Kuningan, Jakarta – Indonesia 12950
Telp. +622157944755, Fax. +622157944767
Situs web: www.mbss.co.id

6. Pursuant to Article 12 paragraph 3 point c of the articles of associations of the Company and other capital market regulations, Meeting materials are available at the Company's office as of the date of this invitation.
7. To facilitate the arrangement and for the orderliness of the Meeting, the shareholders or their proxies are requested to be present on the Meeting venue at 09.00 WIB.

Jakarta, 2 April 2019

Board of Directors

PT MITRABAHTERA SEGARA SEJATI Tbk

PT MITRABAHTERA SEGARA SEJATI Tbk

Menara Karya, 12th Floor, Jl. HR. Rasuna Said Blok X-5 Kav 1 – 2,
Kuningan, Jakarta – Indonesia 12950
Phone. +622157944755, Fax. +622157944767
Website: www.mbss.co.id