



**AGENDA  
ANNUAL GENERAL MEETING SHAREHOLDERS  
FRIDAY, 19 MAY 2023  
("MEETING")**

**EXPLANATION OF THE AGENDA  
PROPOSED RESOLUTION OF AGENDA OF THE MEETING  
DATA/MATERIAL SUPPORTING THE AGENDA OF THE MEETING**

**PT KUSUMA KEMINDO SENTOSA TBK  
("Company")**

**AT CSA ACADEMY  
JL. DAAN MOGOT RAYA KM 14  
JAKARTA BARAT**



In accordance with the Invitation of the MEETING on April 27, 2023 which has been announced through in website of provider of electronic General Meeting of Shareholders (PT Kustodian Sentral Efek Indonesia - eASY.KSEI), website of the Indonesia Stock Exchange, and the Company's website, the Company hereby submits the agenda of the MEETING with the explanation and proposed resolution of agenda of the MEETING as follows:

## **AGENDA OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

### **AGENDA 1<sup>st</sup>:**

**Approval and Ratification of the Annual Report for the 2022 Fiscal Year including the Company's Activity Report, the Board of Commissioners' Supervisory Report and the Financial Report ending December 31, 2022.**

### **EXPLANATION:**

The Company's Annual Report for the financial year ended December 31, 2022 includes Company's activity report, reports of the Company Board of Commissioners' supervisory duties, and the Financial Statements for the 2022 Fiscal Year which has been audited by the Public Accounting Firm Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Rekan in accordance with Report no. 00111/2.1051/AU.1/05/1801-1/1/III/2023 dated 08 March 2023 with a REASONABLE opinion in all material respects.

### **PROPOSED RESOLUTION:**

1. To Approve and ratify the Company's Annual Report for the 2022 Fiscal Year including the Company's Activity Report, the Board of Commissioners' Supervisory Report and the Financial Report for the 2022 Fiscal Year which has been audited by the Public Accounting Firm Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Rekan in accordance with its Report No. 00111/2.1051/AU.1/05/1801-1/1/III/2023 dated March 8, 2023.
2. To provide full release and discharge (acquit et de charge) to members of the Company's Board of Directors and Board of Commissioners for the management and supervision carried out during the 2022 Financial Year, provided that such acts were reflected in the Annual Report and Financial Statements.

### **Data/Supporting documents:**

The Company Annual Report for 2022 Financial Year is available for download at the Company website <https://www.kks-chemicals.com/investors.html#annualreports>.

### **AGENDA 2<sup>nd</sup>:**

**Determination of the Use of the Company's Net Profits for the Fiscal Year 2022.**

### **EXPLANATION:**

In accordance with the Company's Balance Sheet (Financial Position Report) and Profit and Loss Statement (Profit and Loss Statement and Other Comprehensive Income) of the Company for the 2022 Fiscal Year which have been audited by the Public Accounting Firm Kosasih, Nurdiyaman, Mulyadi, Tjahjo & Partners in accordance with its Report No. 00111/2.1051/AU.1/05/1801-1/1/III/2023 dated March 8, 2023, the Company obtained a Net Profit for the 2022 fiscal year of IDR 6,584,134,841.00 (Six Billion Five Hundred Eighty Four Million One Hundred and Three Twenty Four Thousand Eight Hundred Forty One Rupiah).



And considering the Disclosure of Information which has been submitted in the Prospectus and issued by the Company on August 1, 2022 in the framework of the Initial Public Offering, it has been disclosed that the Company will pay cash dividends to the Shareholders of the Company in an amount up to 35% (Thirty Five Percent) of profits net current year of the Company. The amount of dividend distribution will depend on the results of the Company's business activities and cash flows as well as business prospects, working capital requirements, capital expenditures and the Company's investment plans in the future and taking into account regulatory restrictions and other obligations.

#### **PROPOSED RESOLUTION:**

1. To approve the appropriation of the Company's Net Profit for 2022 Financial Year, as follows:
  - a. Amounting to IDR 1,500,000,000.00 (One Billion Five Hundred Million Rupiah) or 22.78% (Twenty-Two Point Seventy Eight Percent) of the Company's net profits/profits for the 2022 financial year, distributed as cash dividends on June 20 2023 to the shareholders of the Company whose names are recorded in the Register of Shareholders (Recording Date) on May 31, 2023 so that each share will receive a cash dividend of IDR 1.- (one Rupiah);
  - b. Amounting to IDR 50,000,000.00 (Fifty Million Rupiah) is allocated and recorded as a mandatory reserve fund to comply with the provisions of Article 21 of the Company's Articles of Association and Article 70 of Law No. 40 of 2007 concerning Limited Liability Companies;
  - c. The remaining IDR 5,034,134,841.00 (Five Billion Thirty-Four Million One Hundred Thirty-Four Thousand Eight Hundred Forty-One Rupiah) is recorded as retained earnings which will be used to strengthen the Company's working capital and recorded to increase Retained Earnings;
2. To grant power authority to the Board of Directors of the Company to take all and any necessary actions in connection with the decision above, including but not limited to determining the procedure for distributing dividends in accordance with the applicable provisions and/or laws and regulations.

#### **Data/Supporting documents:**

The Company Annual Report for 2022 Financial Year is available for download at the Company website <https://www.kks-chemicals.com/investors.html#annualreports>.

#### **AGENDA 3<sup>rd</sup>:**

**Appointment of a Public Accountant and/or Public Accounting Firm to audit the Company's Financial Statements for the 2023 Fiscal Year and granting authority to determine the honorarium of the Public Accountant and/or Public Accountant Firm and other requirements.**

#### **EXPLANATION:**

This agenda is to fulfill POJK No.13/POJK.03/2017 regarding the Use of Public Accountant Services and Public Accounting Firms in Financial Services Activities.

The company is currently in the process of determining a Public Accountant and/or Public Accounting Firm to be appointed to audit the Company's Consolidated Financial Statements for the 2023 financial year, therefore the appointment of a Public Accountant and Public Accountant Office needs to be delegated to the Company's Board of Commissioners with due observance of the Recommendations the Company's Audit Committee and applicable laws and regulations.



#### **PROPOSED RESOLUTION:**

1. To delegate authority with the right of substitution to the Company's Board of Commissioners by taking into account the considerations of the Company's Audit Committee to appoint a Public Accountant Office registered with the Financial Services Authority ("OJK") (including a Public Accountant Registered at OJK who is incorporated in the said Public Accountant Office) to conduct an audit on the Company's Consolidated Financial Statements for the financial year 2023 and to appoint a replacement Public Accounting Firm or dismiss the appointed Public Accounting Firm, if for any reason the appointed Public Accountant Office is unable to carry out/complete its duties.
2. To give full authority to the Company's Board of Directors with the approval of the Company's Board of Commissioners to determine the honorarium of the Public Accounting Firm along with the terms of appointment.

#### **AGENDA 4<sup>th</sup>:**

**Determination of salaries, honorarium and other benefits for members of the Board of Directors and Board of Commissioners for the 2023 Fiscal Year.**

#### **EXPLANATION:**

To fulfill/based on Article 13 paragraph 18 and Article 16 paragraph 19 of the Company's Articles of Association, the determination of salaries, honorarium and other benefits for the Directors and Board of Commissioners of the Company for the 2023 financial year, will be determined by the Board of Commissioners with due observance of recommendations from the Company's Nomination and Remuneration Committee.

#### **PROPOSED RESOLUTION:**

1. To grant authority to the Company's Board of Commissioners to determine salaries and other benefits for members of the Company's Board of Directors for the 2023 financial year, with due regard to recommendation from the Company's Nomination and Remuneration Committee.
2. To give authority to the Company's Board of Commissioners to determine the amount of honorarium and allowances to be paid by the Company to members of the Company's Board of Commissioners who serve during the 2023 financial year, with an increase not exceeding 5% from which has been received by the Company's Board of Commissioners in the 2022 financial year, as well as to determine the allocation, with due regard to recommendations from the Company's Nomination and Remuneration Committee.

#### **AGENDA 5<sup>th</sup>:**

**Report and accountability for the Realization of the Use of Public Offering Proceeds.**

#### **EXPLANATION:**

This agenda is to comply with POJK No. 30/POJK.04/2015 regarding Realization Report on the Use of Funds ("LRPD") Proceeds from Public Offerings.



And considering the Disclosure of Information which has been submitted in the Prospectus and issued by the Company on August 1, 2022 in the framework of the Plan to Use Funds from the Public Offering that all funds obtained from the results of this Initial Public Offering after deducting the costs of issuing securities, will be used for:

1. Approximately 95% will be used for working capital in order to support operational activities and the Company's business development with details, among others:
  - About 65% on merchandise purchases.
  - About 30% for operational costs.
2. Approximately 5% will be used for the development of the Company's information and technology systems including digitizing IT systems.

According to the Realization Report on the Use of Public Offering Proceeds on August 8, 2022, the Realized Value of the Public Offering Proceeds is as follows:

- a. Amount of Public Offering Proceeds: IDR 31,500,000,000.00 (Thirty One Billion Five Hundred Million Rupiah);
- b. Public Offering Fee: IDR 3,152,023,360.00 (Three Billion One Hundred Fifty Two Million Twenty Three Thousand Three Hundred Sixty Rupiah);
- c. Net Result: IDR 28,347,976,640.00 (Twenty Eight Billion Three Hundred Forty Seven Million Nine Hundred Seventy Six Thousand Six Hundred Forty Rupiah).

And according to the Realization Report on the Use of Public Offering Proceeds as of December 31, 2022, the funds that have been used are as follows:

- i. Amounting to IDR 16,527,605,432.00 (Sixteen Billion Five Hundred Twenty Seven Million Six Hundred Five Thousand Four Hundred Thirty Two Rupiah) or 58.30% (Fifty Eight Point Thirty Percent) has been used for working capital (purchase of goods);
- ii. Amounting to IDR 4,110,000,000.00 (Four Billion One Hundred and Ten Million Rupiah) or 14.50% (Fourteen Point Fifty Percent) has been used for working capital (operational costs);
- iii. Amounting to IDR 112,800,000.00 (One Hundred and Twelve Million Eight Hundred Thousand Rupiah) or 0.40% (Zero Point Forty Percent) has been used for the development of information systems (IT).

#### **PROPOSED RESOLUTION:**

1. Approved the Realization Report on the Use of Public Offering Proceeds as follows:
  - a. Amount of Public Offering Proceeds: IDR 31,500,000,000.00 (Thirty One Billion Five Hundred Million Rupiah);
  - b. Public Offering Fee: IDR 3,152,023,360.00 (Three Billion One Hundred Fifty Two Million Twenty Three Thousand Three Hundred Sixty Rupiah);
  - c. Net Result: IDR 28,347,976,640.00 (Twenty Eight Billion Three Hundred Forty Seven Million Nine Hundred Seventy Six Thousand Six Hundred Forty Rupiah).

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- ii. Amounting to IDR 4,110,000,000.00 (Four Billion One Hundred and Ten Million Rupiah) or 14.50% (Fourteen Point Fifty Percent) has been used for working capital (operational costs);
- iii. Amounting to IDR 112,800,000.00 (One Hundred and Twelve Million Eight Hundred Thousand Rupiah) or 0.40% (Zero Point Forty Percent) has been used for the development of information systems (IT).

**AGENDA 6<sup>th</sup>:**

**Changes in the composition of the Company's Board of Directors.**

**EXPLANATION:**

Regarding the receipt of the Letter of Resignation from Ms. Surjati Tanril as Director of PT Kusuma Kemindo Sentosa Tbk on April 3, 2023, the resignation will start on April 30, 2023.

Based on the Financial Services Authority Regulation No. 33/POJK.04/2014 dated December 8, 2014 ("POJK No.33/2014") which is regulated in Article 8 paragraph 3, the Board of Directors will hold an Annual General Meeting of Shareholders on May 19, 2023.

In accordance with Article 13 paragraph 1 of the Company's Articles of Association that "The company is managed and led by a Board of Directors consisting of at least 2 members, one of whom is appointed as the President Director, taking into account the regulations in force in the field of Capital Markets, proposed Mrs. Melly Elita as Director Company, effective from the closing of the Company's Annual General Meeting of Shareholders on May 19, 2023 until the closing of the Company's General Meeting of Shareholders for Fiscal Year 2026 which will be held in 2027.

**PROPOSED RESOLUTION:**

1. Appoint Ms. Melly Elita as Director of the Company, effective as of the closing of the Company's AGMS on May 19, 2023 until the closing of the Annual General Meeting of Shareholders for the Fiscal Year 2026 which will be held in 2027.

Therefore, the composition of the Board of Directors and Board of Commissioner of the Company, starting from the closing of the MEETING up to closing of the Annual General Meeting of Shareholders for the 2026 Fiscal Year to be convened in 2027, is as follow:

Board of Commissioners :

President Commissioner	: Budyanto Totong
Commissioner	: Tjia Tjhin Hwa
Independent Commissioners	: Ignatius Arrie Setiawan

Directors :

President Director	: Drs. Kiki Rusmin Sadrach
Director	: Melly Elita

2. To grant authority and power to the Board of Directors of the Company or Corporate Secretary, with the right of substitution to express/state the decisions of the MEETING regarding the composition of the members of the Board of Directors and the Board of Commissioners of the Company, in a deed drawn up before a Notary, and to further notify them to the authorities, as well as carry out all necessary actions in connection with the Company's Articles of Association and the applicable laws and regulations.

**Data/Supporting documents:**

Profile / Curriculum Vitae of candidate of Board of Director is available for download at <https://www.kks-chemicals.com/investors.html#annualreports>.