



**PT INDONESIAN PARADISE PROPERTY Tbk. (“Company”)**

**RULES OF CONDUCT  
ANNUAL GENERAL MEETING OF SHAREHOLDERS (“Meeting”)  
Jakarta, 5 June 2020**

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**1. General**

- a. Meeting shall be convened electronically as a realization of Company compliance to the provisions stipulated by Government of the Republic of Indonesia and as preventive step and/or prevention of COVID-19 spread, and also complying to the instruction of Government of the Republic of Indonesia by implementing Social Distancing in Large-scale social restrictions (PSBB), as well as in accordance with Article 9 of Regulation of Financial Service Authority No. 16/POJK.04/2020 dated 20 April 2020 regarding Implementation of Electronic Implementation of General Meeting of Shareholders of the Publicly-Held Company (“**POJK 16/2020**”), the Company shall convene meeting electronically provided by PT Kustodian Sentral Efek Indonesia (“**KSEI**”) and asks all shareholders to attend the meeting, both shareholders that has represented the authority electronically through e-Proxy and its proxy through Form of Power of Attorney provided by company and it can be downloaded in di [www.theparadise-group.com](http://www.theparadise-group.com).
- b. The Meeting is held in Bahasa Indonesia.
- c. Unless otherwise provided in this Rules of Conduct, the Meeting means the Annual General Meeting of Shareholders dated 5 June 2020.
- d. Any and all meeting agendas shall be discussed continuously in Annual General Meeting of Shareholders.
- e. Meeting participants and invitations shall be obliged to participate in meeting orderly.

**2. Chairman of the Meeting**

- a. The Meeting is chaired by one of the members of the Board of Commissioners appointed by the Board of Commissioners (Article 10 paragraph 10 of the Company's Articles of Association).
- b. The Chairman of the Meeting shall open the Meeting, shall lead the Meeting until the closing of the Meeting, and shall be entitled to decide the procedure of the Meeting which has not been regulated or sufficiently regulated in this Rules of Conduct, and shall be entitled to request the attendants at this Meeting, both physically and as electronic proxy (e-Proxy) by eASY.KSEI, in this Meeting to prove its right to attend and to vote.

- c. The Chairman of the Meeting shall be entitled to take any required actions for the smoothness and order of the Meeting.

### **3. Invitee**

Invitee is any participant who is not Company shareholders attending the meeting based on invitation from Board of Directors and shall not be entitled to give opinion and vote in the Meeting.

### **4. Shareholders and Shareholder's Attorney who are entitled to attend the Meeting**

- a. Shareholders entitled to attend or represented by Power of Attorney in this Meeting shall be as follows:
  - 1) For the purpose of company's shares in form of script, shall be the shareholders whose names are registered in the Shareholder's Register of the Company on Wednesday, 13 May 2020 at 16:00 Western Indonesian Time; and
  - 2) For the purpose of company's shares in KSEI Collective Custody, Untuk saham-saham Perseroan yang berada dalam Penitipan Kolektif KSEI, shall be the shareholders whose names are registered in the Shareholder's Register of the Company issued by KSEI on the trading closing on 13 May 2020 at 16:00 Western Indonesian Time.
- b. Shareholders may be represented by other Shareholder or any party by a valid power of attorney or grant the power electronically (e-Proxy) in eASY.KSEI platform.
- c. To this date, the Company has issued 11,181,971,732 (eleven billion one hundred eighty one million nine hundred and seventy one thousand seven hundred and thirty two) shares and has been listed on the Indonesia Stock Exchange.

### **5. The Quorum of Attendance**

- a. The Meeting may be held when attended by the Shareholder or its legal representatives representing more than ½ (one half) of the total shares with valid voting rights issued by the Company (Article 11 paragraph 1.a. (i) Articles of Association of the Company in conjunction to Article 41 paragraph (1) point a of Regulation of Financial Service No. 15/2020).
- b. Calculation of total shareholders attending or represented in the meeting by Notary Public shall only conducted 1 (one) time which is before the Meeting is started by Chairman of the Meeting.
- c. Any shareholders granting its power, and therefore the quorum of attendance shall only count the attendance of the proxies.
- d. In the event that the Shareholders has voted by e-Voting in eASY.KSEI prior to the Meeting, and therefore the e-Proxy shall be considered as valid to attend Meeting in the event that the e-Proxy Shareholders proxy is listed in attendance registration at eASY.KSEI.

## **6. The Procedure for Raising Questions & Opinions**

- a. After the Chairman of Meeting read out and submit the Meeting Agenda:
  - i) The Meeting Chairman shall provide the Shareholder and/or Shareholder's Attorney the opportunity to ask questions and / or express their opinions throughout the question and/or opinion in accordance with the relevant agenda of the Meeting;  
  
Only the questions meeting the provisions hereinabove shall be read and responded.  
  
Every shareholder or its proxy shall be limited to have 2 (two) questions per agenda;
  - ii) If the question and/or opinion submitted in the Meeting is not in line with the relevant Meeting Agenda, the Chairman of the Meeting may ignore or refrain responding to the question and/or opinion of the Shareholder and/or the Shareholder's Attorney;
  - iii) Only matters included in the Meeting's Agenda as set out in the invitation of Meeting to be discussed in the Meeting with due regard to the applicable laws and to be discussed on a continual basis.
- b. The questions submitted in the Meeting shall be answered by the Chairman of the Meeting, and the Chairman may request to the Board of Directors or Capital Market Supporting Profession or the designated consultants to answer the questions submitted by the Shareholders and/or the Shareholder's Attorney either directly or in writing.

## **7. Voting, Voting Rights and Decision**

- a. Electronic Voting :
  1. Voting shall be casted electronically for any shareholders voted electronically (e-Voting) by eASY.KSEI, which is it can be casted after General Meeting of Shareholders Annoucement until every agenda required voting in GMS.
  2. Shareholders or its proxy shall register the attendance in online registration system provided by the Company at eASY.KSEI.
  3. Any shareholders that has voted electronically (e-Voting) by eASY.KSEI as referred to in paragraph (1) may alter or revoke the voting within no later than the Chairman of General Meeting of Shareholders starts voting for decison making at every GMS agenda. In the event that the voting before GMS implementation is not altered or revoked, and therefore the vote shall be binding during the Chairman of GMS closed voting for decision making at every GMS agenda.
- b. Physical Voting (in addition to electronic by eASY.KSEI) :
  1. At the time of the Voting, only the Shareholder and/or Proxy excluding e-Proxy allowed to raise hand for declaring abstain and disagree, and submit the Voting Form.

2. Voting Form calculated in the Voting is a Voting Form of which the contents declare abstain and disagree, unless otherwise specified by the Chairman of the Meeting, which data shall be entered to eASY.KSEI.

3. Procedure of voting can be seen at the link written in Company website page.

c. Vote Right

Each share entitles the owner to issue 1 (one) vote, subject to the applicable laws and regulations. In other words 1 (one) share gives the holder the right to issue 1 (one) vote; if a Shareholder has more than 1 (one) share, then it is requested to vote only once and vote represents the total number of shares held.

The vote of Shareholder and/or Shareholder's Attorney shall not be counted in the voting if the Shareholder and/or the Proxy of the Shareholder present after the Meeting is declared opened by the Chairman of the Meeting, in other words if there are any late Shareholders and/or Shareholder Shareholders, so that the number of shares is not included in the number of shares calculated and reported at eASY.KSEI and by Notary to the Chairman of the Meeting, the Shareholder is not allowed to ask questions, opinions, suggestions and/or suggestions and his vote is not counted g.

d. Abstain Vote

Shareholders and Proxies excluding e-Proxy, with voting rights who are present at the Meeting but are not voting (abstained) are considered to be voting the same as the majority of the voting shareholders (Article 11, paragraph 9 of the Articles of Association).

Shareholders and Proxies excluding e-Proxy, by virtue of their authorization, should declare absent or disapproval on a Meeting agenda, but that do not raise their hands when the Meeting Chairman requests approval at the Meeting, the Shareholders and/or The aforementioned Shareholders' Attorney will be deemed to have approved the proposed decision for the agenda Meeting which are being discussed.

e. Leaving the Meeting At Voting

The Shareholders and/or their proxies are expected to attend the Meeting until completion. If any shareholders and Proxies excluding e-Proxy leaves from the Meeting at the time of the Voting, then the person is deemed to have voted 'agree'.

f. Decision

The Meeting Decision is valid if it is approved by more than ½ (one half) of the total shares with valid voting rights present at the Meeting and issued by the Company (Article 11 paragraph 1.a. (i) of the Articles of Association of the Company).

## 8. Proposal Submission

Any matter submitted by Shareholder and/or Shareholder's Attorney during the discussion or Voting in the Meeting may be considered or accepted under the following provisions (Article 11 paragraph 8 of the Company's Articles of Association):

- a. The Shareholders and/or their proxies can submit proposal by mentioning name, number of shares owned/represented.
- b. The proposal must be delivered in short, clear and in the opinion of the Chairman of the Meeting it is directly related to one of the relevant Meeting Agenda and in the opinion of the Board of Directors it is directly related to one of Company business; and
- c. Such matters shall be filed by one or more Shareholders and/or Shareholders Attorney which together own at least 10% (ten percent) of total shares with valid voting rights.

**9. After all Meeting Agendas are decided, and therefore the Meeting shall be closed.**

**10. This Rules of Conduct shall be effective since the Meeting of the Company is opened by the Chairman of the Meeting until closed by the Chairman of the Meeting.**

**11. In order to maintain comfort during this Meeting, kindly turn off your mobile phone or set the mobile phone in "silent" position".**

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*References:*

- a. *Law No.40 year 2007 Regarding Limited Liability Company;*
- b. *Regulation of Financial Service Authority Number 15/POJK.04/2020 Regarding Plans and Implementation of General Meeting of Shareholders of Public Companies and Regulation of Financial Service Authority No. 16/POJK.04/2020 Electronic Implementation of General Meeting of Shareholders of the Publicly-Held Company;*
- c. *The Company's Articles of Association are in accordance with Deed No. 161 dated 18 July 2019, drawn before Christina Dwi Utami, S.H., M.H., M.Kn., Notary Public practicing in West Jakarta, approved by the Minister of Law and Human Rights ("Menkumham") through Decree No. AHU0039309.AH.01.02.Year 2019 dated 19 July 2019 and listed in Company Register in accordance with UUPT under No. AHU0114817.AH.01.11. Year 2019 dated 19 July 2019 in conjunction to Deed No. 144 dated 12 June 2015 drawn before Doktor Irawan Soerodjo, SH., MSI., Notary Public practicing in Jakarta, as approved by Minister of Law and Human Rights by Decree No. AHU-0937288.AH.01.02 Year 2015 dated 15 June 2015, Minister of Law and Human Rights No. AHU.AH.01.03-0941518 dated 15 June 2015 ("Articles of Association").*