



Jumat, 08 Maret 2024

Nomor surat : 05705HDI/SM/0324

Lampiran : -

Perihal : **Pemanggilan Rapat Umum Pemegang Saham Tahunan (RUPST) PT. Hensel Davest Indonesia, Tbk**

Dengan ini, PT. Hensel Davest Indonesia, Tbk berkedudukan di Kota Makassar (selanjutnya akan disebut sebagai "Perseroan") mengundang para pemegang saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Tahunan (RUPST) (selanjutnya akan disebut sebagai "Rapat") secara fisik dan elektronik, yang akan diselenggarakan pada:

Hari/ Tanggal : Selasa, 02 April 2024

Waktu : Pukul 13.30 WIB- selesai

Tempat : *Business Park Center Point Of Indonesia A5/05, Jl. Citraland Boulevard, Kelurahan Maccini Sombala, Kecamatan Tamalate, Kota Makassar, Provinsi Sulawesi Selatan, Kode Pos 90121*

Rapat akan membicarakan dan mengambil keputusan untuk agenda mata acara Rapat Umum Pemegang Saham Tahunan (RUPST) sebagai berikut:

a. Agenda mata acara Rapat Umum Pemegang Saham Tahunan (RUPST) terdiri atas:

1. Persetujuan dan pengesahan Laporan Tahunan Perseroan, termasuk di dalamnya laporan kegiatan Perseroan, serta pemberian pelunasan dan pembebasan tanggung jawab sepenuhnya (*acquit et de charge*) kepada Direksi dan Dewan Komisaris atas pengelolaan dan pengawasan yang telah dijalankan selama Tahun Buku 2023;

Penjelasan:

- Berdasarkan pada ketentuan Pasal 21 ayat (3) Akta Berita Acara Rapat Umum Pemegang Saham Luar Biasa PT. HENSEL DAVEST INDONESIA tertanggal 25 Februari 2019 Nomor 32 yang dibuat oleh FATHIAH HELMI, S.H., Notaris di Jakarta (untuk selanjutnya disebut Anggaran Dasar Perseroan) *juncto* Pasal 69 Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas (untuk selanjutnya disebut UU Perseroan Terbatas), yang mengatur bahwa Persetujuan laporan tahunan, termasuk pengesahan laporan keuangan tahunan serta laporan tugas pengawasan Dewan Komisaris, dan keputusan penggunaan laba ditetapkan oleh Rapat Umum Pemegang Saham (RUPS).
- 2. Penunjukan kantor akuntan publik yang akan mengaudit Laporan Keuangan Perseroan untuk Tahun Buku 2024 atau pelimpahan kepada Dewan Komisaris untuk menetapkan kriteria dan menunjuk kantor akuntan publik yang akan mengaudit Laporan Keuangan Perseroan Tahun Buku 2024 serta memberikan kewenangan kepada Direksi untuk menetapkan besarnya honorarium dan syarat lainnya bagi kantor akuntan publik tersebut;

Penjelasan:

- Berdasarkan pada ketentuan Pasal 11 ayat (7) huruf c Anggaran Dasar Perseroan *juncto* Pasal 21 ayat (6) Anggaran Dasar Perseroan *juncto* Pasal 68 UU Perseroan Terbatas *juncto* Pasal 59 Peraturan Otoritas Jasa Keuangan Republik Indonesia Nomor 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum

Pemegang Saham Perusahaan Terbuka (untuk selanjutnya disebut POJK RI Nomor 15/POJK.04/2020) *juncto* Pasal 13 ayat (1) Peraturan Otoritas Jasa Keuangan Nomor 13/POJK.03/2017 tentang Penggunaan Jasa Akuntan Publik dan Kantor Akuntan Publik dalam Kegiatan Jasa Keuangan, yang mengatur bahwa Direksi wajib menyerahkan laporan keuangan Perseroan kepada Akuntan Publik yang ditunjuk oleh RUPS untuk diperiksa dan Direksi menyusun laporan tahunan dengan memperhatikan peraturan perundang-undangan yang berlaku dan menyediakannya di kantor Perseroan untuk dapat diperiksa oleh para pemegang saham terhitung sejak tanggal pemanggilan RUPS Tahunan.

3. Memberikan kewenangan kepada Dewan Komisaris untuk menetapkan remunerasi bagi anggota Direksi dan Dewan Komisaris Perseroan untuk Tahun Buku 2024, sesuai dengan rekomendasi Komite Nominasi dan Remunerasi; dan

Penjelasan:

- Berdasarkan pada ketentuan Pasal 15 ayat (17) Anggaran Dasar Perseroan *juncto* Pasal 18 ayat (19) Anggaran Dasar Perseroan *juncto* Pasal 96 UU Perseroan Terbatas *juncto* Pasal 113 UU Perseroan Terbatas, yang mengatur bahwa gaji, uang jasa dan tunjangan lainnya (jika ada) bagi anggota Direksi ditetapkan oleh RUPS dan wewenang tersebut oleh RUPS dapat dilimpahkan kepada Dewan Komisaris. Honorarium dan tunjangan lain dari anggota Dewan Komisaris ditetapkan oleh RUPS.

4. Perubahan susunan Direksi dan Dewan Komisaris PT. Hensel Davest Indonesia, Tbk.

Penjelasan:

- Berdasarkan pada ketentuan Pasal 8 ayat (1) dan ayat (4) huruf b *juncto* Pasal 9 *juncto* Pasal 10 Peraturan Menteri Hukum dan Hak Asasi Manusia Republik Indonesia Nomor 21 Tahun 2021 tentang Syarat dan Tata Cara Pendaftaran Pendirian, Perubahan, dan Pembubaran Badan Hukum Perseroan Terbatas, yang mengatur bahwa perubahan data Perseroan yang meliputi perubahan susunan nama dan jabatan anggota Direksi dan/atau Dewan Komisaris harus didaftarkan dan diberitahukan secara elektronik melalui Sistem Administrasi Badan Hukum Direktorat Jenderal Administrasi Hukum Umum Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia dan ditetapkan melalui Rapat Umum Pemegang Saham.

Catatan :

1. Perseroan tidak mengirimkan undangan khusus kepada para pemegang saham Perseroan, karena pemanggilan ini berlaku sebagai undangan resmi kepada para pemegang saham Perseroan untuk menghadiri rapat. Pemanggilan ini dapat dilihat juga di laman situs web Perseroan <https://www.hdi.co.id/id/rupst> dan aplikasi eASY.KSEI.
2. Pemegang saham Perseroan yang berhak hadir atau diwakili dan berhak untuk memberikan suara dalam Rapat adalah pemegang saham Perseroan yang namanya tercatat di dalam Daftar Pemegang Saham Perseroan dan/atau pemilik saham Perseroan dalam catatan saldo rekening efek di Penitipan Kolektif PT. Kustodian Sentral Efek Indonesia pada jam penutupan perdagangan saham pada hari Kamis, tanggal 07 Maret 2024 sampai dengan pukul 16.00 WIB.
3. Keikutsertaan Pemegang Saham Perseroan yang berhak dalam Rapat dapat dilakukan dengan mekanisme sebagai berikut:



- a. Hadir dalam Rapat secara fisik, atau;
 - b. Hadir dalam Rapat secara elektronik melalui aplikasi eASY.KSEI (<https://akses.ksei.co.id/>); atau
 - c. diwakili pihak lain dengan memberikan kuasa secara elektronik melalui aplikasi eASY.KSEI (<https://akses.ksei.co.id/>) atau memberikan kuasa secara tertulis.
4. Bagi pemegang saham Perseroan atau penerima kuasa pemegang saham Perseroan yang akan hadir dalam Rapat atau pemegang saham yang akan menggunakan hak suaranya dalam aplikasi eASY.KSEI, dapat menginformasikan kehadirannya atau menunjuk kuasanya serta suaranya melalui aplikasi eASY.KSEI pada tautan <https://akses.ksei.co.id/>
 5. Perseroan akan menyediakan bahan-bahan terkait mata acara Rapat di kantor Perseroan dan dapat pula diakses pada laman situs web Perseroan sejak tanggal dilakukannya pemanggilan Rapat pada hari Jumat, tanggal 08 Maret 2024 sampai dengan Rapat diselenggarakan pada hari Selasa, tanggal 02 April 2024, sesuai dengan informasi yang telah disebutkan di atas.
 6. Pemegang saham Perseroan yang menghadiri Rapat secara fisik wajib untuk memperhatikan dan mematuhi prosedur sebagai berikut:
 - a. Mendaftarkan diri pada bagian petugas pendaftaran/penerima tamu dengan menunjukkan kartu identitas diri/Kartu Tanda Penduduk Elektronik (E-KTP) dan menandatangani formulir kehadiran yang disediakan oleh Biro Administrasi Efek PT. Adimitra Jasa Korpora serta asli surat kuasa (bagi yang menjadi penerima kuasa dari Pemegang Saham Perseroan) dan menyerahkan fotokopi kartu identitas diri/Kartu Tanda Penduduk Elektronik (E-KTP) kepada petugas pendaftaran baik kartu identitas diri/Kartu Tanda Penduduk Elektronik (E-KTP) milik pemberi kuasa maupun penerima kuasa sebelum memasuki ruang rapat.
 - b. Sebelum memasuki ruang rapat, Pemegang saham Perseroan yang berbentuk badan hukum yang hadir secara fisik wajib menyerahkan kepada petugas pendaftaran fotokopi akta pendirian dan/atau akta perubahan Perseroan Terbatas yang terakhir serta akta perubahan Perseroan Terbatas tentang pengangkatan anggota direksi dan dewan komisaris dan/atau pengurus yang masih menjabat pada saat Rapat dilaksanakan.
 7. Untuk mempermudah pengaturan dan demi tertibnya Rapat, Pemegang Saham Perseroan atau kuasanya yang hadir secara fisik dimohon dengan hormat untuk hadir dan telah berada di ruang Rapat selambat-lambatnya 60 (enam puluh) menit sebelum Rapat dimulai.

Makassar, 08 Maret 2024
PT. Hensel Davest Indonesia, Tbk
Direksi



Friday, March 08, 2024

Letter number : 05705HDI/SM/0324

Attachment : -

Subject : **Invitation to the Annual General Meeting of Shareholders (AGMS) of PT Hensel Davest Indonesia, Tbk**

Hereby, PT Hensel Davest Indonesia, Tbk domiciled in Makassar City (hereinafter referred to as the "Company") invites the shareholders of the Company to attend the Annual General Meeting of Shareholders (AGMS) (hereinafter referred to as the "Meeting") physically and electronically, which will be held on:

Day/Date : Tuesday, April 02, 2024

Time : 13.30 WIB- Finished

Place : *Business Park Center Point Of Indonesia A5/05, Citraland Boulevard Street, Maccini Sombala Village, Tamalate District, Makassar City, South Sulawesi Province, Zip Code 90121*

The Meeting will discuss and make decisions for the agenda of the Annual General Meeting of Shareholders (AGMS) as follows:

b. The agenda of the Annual General Meeting of Shareholders (AGMS) consists of:

5. Approval and ratification of the Company's Annual Report, including the Company's activity report, and to release and discharge of all responsibilities (volledig acquit et de charge) to all Board members for the management and supervision carried out in the financial year 2023;

Explanation:

- Based on the provisions of Article 21 paragraph (3) of the Deed of Minutes of the Extraordinary General Meeting of Shareholders of PT HENSEL DAVEST INDONESIA dated February 25, 2019 Number 32 drawn up by FATHIAH HELMI, S.H., Notary in Jakarta (hereinafter referred to as the Company's Articles of Association) in conjunction with Article 69 of the Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies (hereinafter referred to as the Limited Liability Company Law), which stipulates that the approval of the annual report, including the ratification of the annual financial statements and the report on the supervisory duties of the Board of Commissioners, and the decision on the use of profit shall be determined by the General Meeting of Shareholders (GMS).

6. Appointment of a public accounting firm to audit the Company's Financial Statements for the Financial Year 2024 or delegation to the Board of Commissioners to determine the criteria and appoint a public accounting firm to audit the Company's Financial Statements for the Financial Year 2024 and authorize the Board of Directors to determine the amount of honorarium and other requirements for the public accounting firm;

Explanation:

- Based on the provisions of Article 11 paragraph (7) letter c of the Company's Articles of Association juncto Article 21 paragraph (6) of the Company's Articles of Association juncto Article 68 of the Limited Liability Company Law juncto Article 59 of the Regulation of the Financial Services Authority of the Republic of

Indonesia Number 15/POJK.04/2020 concerning the Planning and Holding of General Meetings of Shareholders of Public Companies (hereinafter referred to as POJK RI Number 15/POJK.04/2020) juncto Article 13 paragraph (1) of the Regulation of the Financial Services Authority Number 13/POJK.03 /2017 concerning the Use of Public Accountant Services and Public Accounting Firm in Financial Services Activities, which stipulates that the Board of Directors is obliged to submit the Company's financial statements to the Public Accountant appointed by the GMS for examination and the Board of Directors prepares an annual report with due observance of the prevailing laws and regulations and makes it available at the Company's office for inspection by the shareholders as of the date of the invitation to the Annual GMS.

7. To authorize the Board of Commissioners to determine the remuneration for members of the Company's Board of Directors and Board of Commissioners for the Financial Year 2024, in accordance with the recommendations of the Nomination and Remuneration Committee;

Explanation:

- Based on the provisions of Article 15 paragraph (17) of the Company's Articles of Association juncto Article 18 paragraph (19) of the Company's Articles of Association juncto Article 96 of the Limited Liability Company Law juncto Article 113 of the Limited Liability Company Law, which stipulates that salaries, fees and other benefits (if any) for members of the Board of Directors are determined by the GMS and such authority by the GMS may be delegated to the Board of Commissioners. Honorarium and other benefits of members of the Board of Commissioners shall be determined by the GMS.

8. Changes in the composition of the Board of Directors and Board of Commissioners of PT Hensel Davest Indonesia, Tbk.

Explanation:

- Based on the provisions of Article 8 paragraph (1) and paragraph (4) letter b in conjunction with Article 9 in conjunction with Article 10 of the Regulation of the Minister of Law and Human Rights of the Republic of Indonesia Number 21 of 2021 concerning Conditions and Procedures for Registration of Establishments, Amendments, and Dissolution of Limited Liability Companies, which stipulates that changes in the Company's data which include changes in the names and positions of members of the Board of Directors and/or Board of Commissioners must be registered and notified electronically through the Legal Entity Administration System of the Directorate General of General Legal Administration of the Ministry of Law and Human Rights of the Republic of Indonesia and determined by the General Meeting of Shareholders.

Notes:

7. The Company does not send a special invitation to the Company's shareholders, as this invitation serves as an official invitation to the Company's shareholders to attend the meeting. This invitation can also be viewed on the Company's website <https://www.hdi.co.id/id/rupst> and eASY.KSEI application.



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8. The shareholders of the Company who are entitled to attend or be represented and are entitled to vote at the Meeting are the shareholders of the Company whose names are registered in the Register of Shareholders of the Company and/or the owners of the Company's shares in the securities account balance records at the Indonesian Central Securities Depository at the closing time of stock trading on Thursday, March 07, 2024 until 16:00 WIB.
 9. Participation of the Company's Shareholders who are entitled to attend the Meeting can be done with the following mechanism:
 - d. Physically present at the Meeting, or;
 - e. Attend the Meeting electronically through the eASY.KSEI application (<https://akses.ksei.co.id/>); or
 - f. Represented by another party by granting power of attorney electronically through the eASY.KSEI application (<https://akses.ksei.co.id/>) or granting power of attorney in writing.
 10. Shareholders of the Company or proxies of shareholders of the Company who will attend the Meeting or shareholders who will exercise their voting rights in the eASY.KSEI application, can inform their attendance or appoint their proxies and votes through the eASY.KSEI application at the link <https://akses.ksei.co.id/>
 11. The Company will provide materials related to the agenda of the Meeting at the Company's office and can also be accessed on the Company's website from the date of the invitation of the Meeting on Friday, March 08, 2024 until the Meeting is held on Tuesday, April 02, 2024, in accordance with the information mentioned above.
 12. Shareholders who physically attend the Meeting are required to observe and comply with the following procedures:
 - c. Register at the registration/reception officer by showing the ID card/Electronic Identity Card (E-KTP) and sign the attendance form provided by the Securities Administration Bureau of PT Adimitra Jasa Korpora as well as the original power of attorney (for those who are the proxy of the Company's Shareholders) and submit a photocopy of the ID card/Electronic Identity Card (E-KTP) to the registration officer both the ID card/Electronic Identity Card (E-KTP) of the proxy and the proxy before entering the meeting room.
 - d. Before entering the meeting room, the shareholders of the Company in the form of legal entities who are physically present must submit to the registration officer a photocopy of the deed of establishment and/or the latest deed of amendment of the Limited Liability Company as well as the deed of amendment of the Limited Liability Company regarding the appointment of members of the board of directors and board of commissioners and/or management who are still in office at the time of the Meeting.
 8. To facilitate the organization and for the sake of orderly conduct of the Meeting, the Shareholders of the Company or their proxies who are physically present are kindly requested to be present and have been in the Meeting room no later than 60 (sixty) minutes before the Meeting begins.



BUSSINESS OFFICE MAKASSAR PT HENSEL DAVEST INDONESIA, Tbk

Bussines Park A5/05, Centre Point Of Indonesia

Makassar 90121| Sulawesi Selatan | Indonesia

Telp Kantor : (0411) 6000 808, Phone : +6282298065858

Makassar, March 08, 2024
PT. Hensel Davest Indonesia, Tbk
Directors