

INFORMATION DISCLOSURE

To Comply with the Regulation of the Financial Services Authority No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions

The Company's Board of Commissioners and Directors, both jointly and severally, are fully responsible for the accuracy of all information or material facts stated in this Information Disclosure and emphasise that there are no material information and relevant facts that are being withheld, that in so doing may result in the material information contained in this Information Disclosure to Shareholders to become false and/or misleading.



PT WIJAYA KARYA (Persero) Tbk.

PERUSAHAAN PERSEROAN (PERSERO) PT WIJAYA KARYA TBK.

Primary Business Activities:

The Company engages in the Construction Industry; Fabrication Industry; Investments; Energy, Renewable Energy and Energy Conversion Industry; Railway Operations; Port Operations; Engineering, Procurement, and Construction; Provision of Capacity Building Services in Construction; Engineering and Planning Services; Investments and/or Business Management in Basic Infrastructure.

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Information Disclosure: Affiliated Transaction concerning Transfer of Shares (Divestment) in PT Prima Terminal Petikemas to PT Pelindo Terminal Petikemas by PT Wijaya Karya (Persero) Tbk

This Information Disclosure is published in Jakarta on 28 July 2022

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I. INTRODUCTION

A. Overview

PERUSAHAAN PERSEROAN (PERSERO) PT WIJAYA KARYA Tbk (“Company”) was formerly a Perusahaan Negara (State-owned Company) incorporated pursuant to the Government Regulation No. 64 Year 1961 dated 29 March 1961 on the Incorporation of Perusahaan Negara Widjaja Karja with the corporate name Perusahaan Negara Bangunan Widjaja Karja. Subsequently, pursuant to the Government Regulation No. 40 Year 1971 dated 22 July 1971, the Perusahaan Negara Bangunan Widjaja Karja was declared dissolved and its status was converted into a Perusahaan Perseroan (Persero) (Limited Liability Company), incorporated under the Laws of the Republic of Indonesia, as prescribed in the Deed of Limited Liability Company (*Akta Perseroan Terbatas*) No. 110 dated 20 December 1972, made before Dian Paramita Tamzil, delegate of Djojo Muljadi, S.H., a Notary in Jakarta, in conjunction with (*juncto*) the Deed of Amendment (*Akta Perubahan*) No. 106 dated 17 April 1973, made before Kartini Muljadi, S.H., a Notary in Jakarta, and has been approved by the Ministry of Justice of the Republic of Indonesia in its Decision Letter No. Y.A.5/165/14 dated 8 May 1973, and has been registered at the District Court of Jakarta, Number 1723 and Number 1724 dated 16 May 1973, and has been announced in Supplement No. 683 of the Official Gazette of the Republic of Indonesia No. 76 dated 21 September 1973 (“**Deed of Establishment**”).

Pursuant to the Government Regulation No. 53 Year 2007 on Change in Shareholding Structure of the State through Issuance and Offering of New Shares in Perusahaan Perseroan (Persero) PT Wijaya Karya, the Company has exercised an initial public offering and subsequently converted its status and changed its name to PT Wijaya Karya (Persero) Tbk. and was officially listed in the Indonesia Stock Exchange on 29 October 2007 (“**Initial Public Offering**”).

The Company’s Articles of Association has been amended a few times and the most recent amendment is as stated in the Deed of the Annual General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 5 dated 4 February 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta has received approval from the Minister of Law and Human Rights of the Republic of Indonesia in its Letter Number: AHU-0015012.AH.01.02 Year 2022 dated 2 March 2022, has been registered in the Companies Register No. AHU-0041718.AH.01.11.Tahun 2022 dated 2 March 2022, and has been announced in Supplement No. 22385 of the Official Gazette of the Republic of Indonesia No. 54 dated 8 July 2022 (“**Articles of Association**”).

B. Business Activities

Article 3 of the Company’s Article of Association states that the Company’s objectives and purpose are to engage in the construction industry; fabrication industry; leasing services; agency services; investments; agri-industry; energy, renewable energy and energy conversion industry; railway operations; port operations; airport operations; logistics; trading; engineering, procurement, and construction; estate development and management; provision of capacity building services in construction; information technology; engineering and planning services; investments and business management in basic infrastructure to produce high quality and competitive goods and/or services in order to generate profit and increase the Company’s value while observing the principles of Perseroan Terbatas (Limited Liability Company).

Primary Business Activities:

The Company engages in the Construction Industry; Fabrication Industry; Investments; Energy, Renewable Energy and Energy Conversion Industry; Railway Operations; Port Operations; Engineering, Procurement, and Construction; Provision of Capacity Building Services in

Construction; Engineering and Planning Services; Investments and/or Business Management in Basic Infrastructure.

C. The Company's Capital and Shareholding Structure

According to the Company's Articles of Association and Shareholder Register No. DE/VII/2022-4540 dated 4 July 2022 by PT Datindo Entrycom as the Company's Securities Administration Bureau, the Company's capital structure as at 30 June 2022 is as follows:

Description	Nominal Value Rp100 per share		
	Shares	Rupiah	%
Authorised Capital	350,000,000,000	3,500,000,000,000	
- Series A Dwiwarna Shares	1	100	
- Series B Shares	34,999,999,999	3,499,999,999,900	
Issued and Paid-up Capital			
- <u>Series A Dwiwarna Share</u>			
1. Republic of Indonesia	1	100	
- <u>Series B Shares</u>			
1. Republic of Indonesia	5,834,849,999	583,484,999,900	65.05
2. Public	3,135,101,372	313,501,137,200	34.95
Total Issued and Paid-up Capital	8,969,951,372	896,995,137,200	100.00
Total Unissued Shares	26,030,048,628	2,603,004,862,800	

D. The Company's Board of Commissioners and Directors

According to the latest Deed of Management Composition as stated in the Deed of the Extraordinary General Meeting of Shareholders of Perusahaan Perseroan (Persero) PT Wijaya Karya Tbk. No. 4 dated 4 February 2022, made before Fathiah Helmi, S.H, a Notary in Jakarta, which has been accepted and recorded in the database of Administrative System for Legal Entities (*Sistem Administrasi Badan Hukum*, "SABH") of the Ministry of Law and Human Rights of the Republic of Indonesia No. AHU-AH.01.03-0087714 dated 9 February 2022 and has been registered under the Companies Register No. AHU-0027564.AH.01.11.Tahun 2022 dated 9 February 2022, the composition of the Company's Board of Commissioners and Directors as at the date of this Information Disclosure is as follows:

Board of Commissioners

President Commissioner	:	Jarot Widyoko
Commissioner	:	Firdaus Ali
Commissioner	:	Satya Bhakti Parikesit
Independent Commissioner	:	Adityawarman
Independent Commissioner	:	Harris Arthur Hedar
Independent Commissioner	:	Suryo Hapsoro Tri Utomo
Independent Commissioner	:	Rusmanto

Directors

President Director	:	Agung Budi Waskito
Director of Finance and Risk Management	:	Adityo Kusumo
Director of Quality, Health, Safety and Environment	:	Ayu Widya Kiswari
Director of Human Capital and Development	:	Mursyid*)

Director of Operations I : Hananto Aji
Director of Operations II : Harum Akhmad Zuhdi
Director of Operations III : Rudy Hartono

***) Note:**

As stated in the Appointment Letter of Director of PT Waskita Karya (Persero) Tbk dated 16 June 2022, Mr Mursyid has resigned from his position as the Company's Director of Human Capital and Development, effective 16 June 2022. As stated in the Decision of Board of Commissioners of PT Wijaya Karya (Persero) Tbk. No. 44/DK/WIKA/2022 dated 17 June 2022 on the Appointment of the Interim Director of Human Capital and Development, Mdm Ayu Widya Kiswari, the Company's Director of Quality, Health, Safety and Environment has been appointed as the Company's Interim Director of Human Capital and Development.

E. Audit Committee

According to the Decision of the Board of Commissioners No. 88/DK/WIKA/2021 dated 1 October 2021, the members of the Audit Committee as at the date of this Information Disclosure are as follows:

Chairman, concurrently Member : Suryo Hapsoro Tri Utomo
Deputy Chairman, concurrently
Member : Adityawarman
Member : Nirsihing Asmoro
Member : Nanda A. Wijayanti

F. Corporate Secretary

According to the Decision of the Directors No. SK.02.01/A.DIR.01155/2020 dated 26 June 2020, the Corporate Secretary as at the date of this Information Disclosure is as follows:

Name : Mahendra Vijaya
Office Address : Jl. D.I. Panjaitan Kav.10 Jakarta 13340, Indonesia
Phone Number : (021) 8067 9200
Fax Number : (021) 2289 3830
Email : investor.relations@wika.co.id

II. DESCRIPTION OF THE TRANSACTION

PT Wijaya Karya (Persero) Tbk, together with PT Hutama Karya (Persero) (“**HK**”) and PT Pelabuhan Indonesia I (Persero) (“**Pelindo I**”) have established a joint venture company called PT Prima Terminal Petikemas (“**PTP**”) pursuant to Deed of Establishment of Limited Liability Company No. 162 Dated 30 July 2013, made before Notary Rahmad Nauli Siegar, S.H, a Notary in Medan and has received approval from the Minister of Law and Human Rights of the Republic of Indonesia in its Letter Number No. AHU-46327.AH.01.01.Tahun 2013 dated 3 September 2013, and has been registered in the Companies Register No. AHU-0082776.AH.01.09.Tahun 2013 dated 3 September 2013. PTP’s objective and purpose was to develop and manage the Container Terminal Services Phase II at Belawan Port to accommodate increased traffic and business growth.

The Ministry of State-owned Enterprises issued a directive to merge Pelindo I, PT Pelabuhan Indonesia II (Persero), PT Pelabuhan Indonesia III (Persero), and PT Pelabuhan Indonesia IV (Persero). The merged entity adopted a new logo and name called PT Pelabuhan Indonesia (Persero) (“**Pelindo**”). Subsequently, Pelindo restructured its subsidiaries via transfer of shares in PTP to PT Pelindo Terminal Petikemas (“**SPTP**”), a sub-holding entity engaged in container terminals. As a majority shareholder in PTP, SPTP aims to improve its services and boost productivity towards international standards by seeking an experienced strategic partner for container terminal management according to international standards. To that end, SPTP proposed to acquire shares in PTP from HK and WIKA, where each entity held 15% (fifteen percent) of the issued and paid-up shares in PTP.

In connection with the above, the Company proposed to divest all of its shares of 183,370,000 (one hundred eighty-three million three hundred seventy thousand) or 15% of PTP’s issued shares (“**Divested Shares**”) for a total value of Rp187,954,250,000 (one hundred eighty-seven billion nine hundred fifty-four million two hundred fifty thousand rupiah) to SPTP, hereinafter referred to as “**Transaction**”.

In accordance with the Regulation of the Financial Services Authority No. 42/POJK.04/2020 dated 2 July 2020 on Affiliated Transactions and Conflict of Interest Transactions (“**POJK 42/2020**”) and the Regulation of the Financial Services Authority No. 17/POJK.04/2020 dated 20 April 2020 on Material Transactions and Changes in Business Activities (“**POJK 17/2020**”), the Company is in the opinion that the Transaction is:

1. an Affiliated Transaction as stated in the POJK 42/2020, because the Company and HK are state-owned enterprises and share a common majority shareholder, i.e. Ministry of State-owned Enterprises (*Kementrian BUMN*, “**KBUMN**”). SPTP is a subsidiary of Pelindo, whose majority shareholder is also KBUMN. Accordingly, the Company and SPTP share a common control, directly and indirectly, i.e. KBUMN.
2. not a Material Transaction as stated in the POJK 17/2020. The value of the Transaction was Rp187,954,250,000 (one hundred eighty-seven billion nine hundred fifty-four million two hundred fifty thousand rupiah). Based on the Company’s consolidated financial statement for the period ended on 31 March 2022, which has been audited by Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar dan Rekan, the Company’s total equity was Rp17,447,139,029,124 (seventeen trillion four hundred forty-seven billion one hundred thirty-nine million twenty-nine thousand one hundred twenty-four rupiah). The Transaction constituted only 1.08% and was less than 20% of the Company’s total equity. Accordingly, the Transaction is not a Material Transaction.

The Company’s Board of Commissioners and Directors, both jointly and severally, are fully responsible for the accuracy of all information or material facts stated in this Information Disclosure and

emphasise that there are no material information and relevant facts that are being withheld, that in so doing may result in the material information contained in this Information Disclosure to Shareholders to become false and/or misleading.

DESCRIPTION OF THE AFFILIATED TRANSACTION

The Company and SPTP have finalised the transaction by signing the Deed of Sale and Purchase of Shares on Tuesday, 26 July 2022, made before Nanda Fauz Iwan, S.H., M.Kn., a Notary in Jakarta Selatan. The Transaction’s value was Rp187,954,250,000 (one hundred eighty-seven billion nine hundred fifty-four million two hundred fifty thousand rupiah).

III. EXPLANATION, RATIONALE, AND REASONS TO ENTER INTO THE TRANSACTIONS

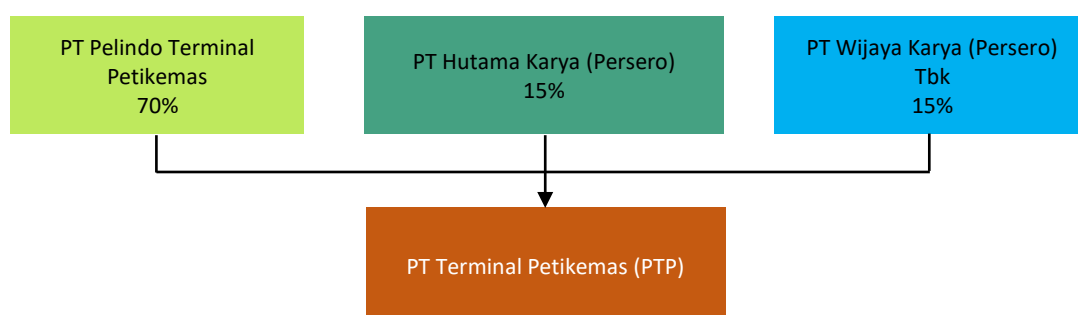
1. Under the National Strategic Programme in logistics, entities engaged in Port Operations were merged into PT Pelabuhan Indonesia (Persero). In its strategic programme, Pelindo clustered its business by establishing four sub-holdings and one of them is SPTP, a sub-holding company for container terminals.
2. SPTP has several subsidiaries engaged in container terminals, among which is PT Prima Terminal Petikemas (PTP). PTP is preparing its strategy to cooperate with a prospective business partner.
3. In response to the tender offer from SPTP, the Company has agreed to transfer its shares in PTP to SPTP. The decision was made based on the consideration that the divestment in PTP would enable the Company to focus on its core business and increase cash that can be used to reduce its short-term liabilities and finance future projects.

IV. DESCRIPTION OF THE AFFILIATION

Affiliation by Shareholdings

The Company is a state-owned enterprise where its majority shareholder is KBUMN. SPTP is a subsidiary of Pelindo, a state-owned enterprise where its majority shareholder is KBUMN. Accordingly, the Company and SPTP are affiliated, directly and indirectly due to a common control, i.e. KBUMN,

Shareholding Structure of PTP



Affiliation by Management

PTP’s Director concurrently serves as the Company’s employee.

V. INDEPENDENT PARTY AND SUMMARY OF ITS OPINION

The Company has appointed the Public Appraisal Firm Endang & Rekan (“KJPP MSE” or “Appraiser”) as the independent appraiser to issue a fairness opinion on the Proposed Transaction, as stated in

Agreement No. 0018/SPK/MSE-01/ES/IV/2022 dated 4 April 2022. The Independent Appraiser has declared that it is not affiliated, both directly and indirectly, to the Company as defined by the Capital Market Law. In order to express the fairness opinion, KJPP MSE used the consolidated financial statement of PT Wijaya Karya (Persero) Tbk. for the period ended on 31 December 2021 that has been audited by the Public Accounting Firm Amir Abadi Jusuf, Aryanto, Mawar & Rekan. The following is a summary of the Appraisal Report on Divestment of 15% of Shares in Prima Terminal Petikemas by PT Wijaya Karya (Persero) Tbk, as stated in the Fairness Opinion Report No. 00024/2.0113-03/BS/03/0340/1/V/2022 dated 25 May 2022:

1. Parties to the Proposed Transaction

- Company is the holder of 15% of shares in PTP and the divesting party.
- PTP is the party to be divested in by the Company.
- SPTP is the purchaser of the 15% shares in PTP held by the Company.

2. Object of the Appraisal

The object of the appraisal is the transfer of shares (divestment) of 15% of shares in PTP from the Company to SPTP for a sum of Rp187,954,250,000 (one hundred eighty-seven billion nine hundred fifty-four million two hundred fifty thousand rupiah).

3. Purpose and Objective of the Appraisal

The purpose of the engagement is to examine the fairness of the Proposed Transaction.

4. Assumptions and Limiting Conditions

In expressing the opinion, the Appraiser uses several assumptions, as follows:

- This Appraisal Report is a non-disclaimer opinion.
- The Appraiser has examined the documents that are used in the appraisal process.
- In preparing this report, the Appraiser relies on the accuracy and completeness of the information provided by WIKA or data obtained from public information and other information and research deemed relevant.
- The Appraiser uses the financial projection before and after the Proposed Transaction and Pro forma Financial Statement provided by WIKA to reflect a reasonable financial projection prepared by the management based on its fiduciary duty.
- The Appraiser is responsible for the appraisal and the fairness of the financial projections.
- This Appraisal Report is publicly accessible, except for confidential information that can affect WIKA's operations.
- The Appraiser is responsible for the Fairness Opinion and conclusion of its fair value.
- The Appraiser has obtained the information on the legal status of the Appraisal Object from the assignor.

5. Approaches and Procedures of the Fairness Opinion

In evaluating the fairness of the Proposed Transaction, we have performed an analysis according to the following:

- Analysis of the Proposed Transaction.
- Qualitative and quantitative analyses of the Proposed Transaction.
- Fairness analysis of the Proposed Transaction's value.
- Analysis of other relevant factors.

6. Analysis of the Fairness of the Proposed Transaction

Based on the analyses above, we are in the opinion that the Proposed Transaction of Divestment of 15% of Shares in PT Prima Terminal Petikemas by PT Wijaya Karya (Persero) Tbk is FAIR.

The appraisal opinion stated above is valid if there are no material changes in the Proposed Transaction. Such changes include, but not limited to, internal and external changes pertaining to market and economic conditions, business, trade, finance, and other regulations issued by the Indonesian government and other relevant regulations issued after the date of this Fairness Opinion Report. If there are such changes taking place after the date of this Fairness Opinion Report, the conclusion on the fairness of the Proposed Transaction might be different.

VI. IMPACT OF THE TRANSACTION ON THE COMPANY'S FINANCIAL POSITION (PRO FORMA)

Pro Forma Statement of Financial Position (Rp000,00)

Description	Before the Transaction	Adjustment	After the Transaction
	31 Dec 2021		31 Dec 2021
ASSETS			
Current Assets			
Cash and Cash Equivalents	6,983,870	187,304	7,171,174
Trade Receivables	2,266,835		2,266,835
Retention Receivables	1,256,818		1,256,818
Gross Amount due from Customers	4,067,667		4,067,667
Unbilled Receivables	2,214,485		2,214,485
Other Receivables	1,083,748		1,083,748
Inventories	10,934,221		10,934,221
Advance Payments	773,692		773,692
Prepaid Taxes	1,724,203		1,724,203
Prepaid Expenses	929,061		929,061
Business Guarantees	111,047		111,047
Working in Progress	4,840,988		4,840,988
Total Current Assets	37,186,634	187,304	37,373,939
Non-Current Assets			
Advances	3,885,355		3,885,355
Land for Development	2,033,627		2,033,627
Investment in Associates	1,864,824	(185,000)	1,679,824
Investment in Joint Ventures	6,371,991		6,371,991
Investment Property - Net	1,919,753		1,919,753
Fixed Assets	8,832,862		8,832,862
Assets of Joint Operation	422,499		422,499
Goodwill	4,847		4,847
Other Long-Term Investments	1,044,858		1,044,858
Intangible Assets	5,128,200		5,128,200
Deferred Tax Assets	90,880		90,880
Other Assets	599,463		599,463
Total Non-Current Assets	32,199,160	(185,000)	32,014,160
TOTAL ASSETS	69,385,794	2,304	69,388,098

Description	Before the Transaction	Adjustment	After the Transaction
	31 Dec 2021		31 Dec 2021
LIABILITIES AND EQUITY			
Current Liabilities			
Short Term Loans	14,089,945		14,089,945
Trade Receivables	12,824,151		12,824,151
Other Receivables	1,221,329		1,221,329
Tax Payables	409,939		409,939
Advance From Customers	645,718		645,718
Accrued Expenses	5,776,223		5,776,223
Unearned Revenue	93,115		93,115
Current portion of:	-		-
Medium Term Loan	1,345,000		1,345,000
Long Term Loan	100,152		100,152
Lease Payables	463,998		463,998
Total Short Term Liabilities	36,969,570		36,969,570
Non-Current Liabilities			
Employee Benefits Liabilities	219,811		219,811
Deferred Tax Liabilities	91,021		91,021
Advances From Customers	317,844		317,844
Advances for Long Term Projects	1,262,797		1,262,797
Other Payables	124,514		124,514
Current portion of Long Term Loan after net of current portion short Term:			
Medium Term Loan	545,000		545,000
Lease Payables	248,981		248,981
Long Term Loan	4,186,190		4,186,190
Joint Ventures Payable	528,702		528,702
Bond	5,706,287		5,706,287
Sukuk Mudharabah	1,750,000		1,750,000
Total Long-Term Liabilities	14,981,147	-	14,981,147
TOTAL LIABILITIES	51,950,717	-	51,950,717
Equity			
Share Capital	896,995		896,995
Treasury Shares	(110)		(110)
Additional Paid-in Capital	6,555,499		6,555,499
Changes in Equity of Subsidiary Company	1,137,690		1,137,690
Retained Earnings (deficit)	4,457,009	2,304	4,459,313
Perpetual Securities	-		-
Non-Controlling Interest	4,387,995		4,387,995
Total Equity	17,435,078	2,304	17,437,382
TOTAL LIABILITIES AND EQUITY	69,385,794	2,304	69,388,098

Pro Forma Statement of Profit and Loss

Pro Forma Statement of Profit and Loss before and after the Proposed Transaction is as follows:

Pro Forma Statement of Profit and Loss (Rp000,000)			
Description	Before the Transaction	Adjustment	After the Transaction
	31 Dec 2021		31 Dec 2021
NET REVENUE	17,809,718		17,809,718
COST REVENUE	(16,115,148)		(16,115,148)
GROSS PROFIT	1,694,570		1,694,570
Operating Expenses:			
General and Administrative Expenses	(779,834)		(779,834)
Sales	(8,579)		(8,579)
Other Income	1,227,283	2,954	1,230,237
Other Expenses	(1,060,454)		(1,060,454)
OPERATING PROFIT (LOSS)	1,122,985	-	1,122,985
Finance Cost	(1,157,284)		(1,157,284)
Final Income Tax Expenses	(412,524)		(412,524)
Share in Loss of Associates	(28,886)		(28,886)
Share in Profit of Joint Venture	672,373		672,373
PROFIT (LOSS) BEFORE TAX	196,664	2,954	199,618
TAX	17,760	(650)	17,110
NET PROFIT (LOSS)	214,425	2,304	216,729

Adjustments for the pro forma financial statement

Explanation and breakdown of the adjustments on the pro forma consolidated financial statement are as follows:

a. Cash and cash equivalents

Increase in Cash and Cash Equivalents after the Proposed Divestment Transaction of Rp187,954,250,000, as follows:

Cash and Cash Equivalents (31 Dec 2021)	Rp6,983,870,000,000
Divestment in PTP (adjustment)	Rp187,304,000,000
Cash and Cash Equivalents after the adjustment	Rp7,171,174,000,000

b. Investment in Associates

The Company will write-off its 15% holdings in PTP, valued at Rp185,000,000,000,

c. Other Income

Other income was adjusted by Rp2,954,250,000 due to capital gain and other revenues received by WIKA.

d. Profit (Loss) Balance

Other income was adjusted by Rp2,304,000,000 due to the capital gain received by the Company.

- e. Income Tax Expenses of Rp650,000,000 was recorded due to the 22% tax on the capital gain of Rp Rp2,954,250,000 received by the Company.

VII. STATEMENT OF THE COMPANY'S DIRECTORS AND COMMISSIONERS

1. This Information Disclosure, submitted to the Financial Services Authority on 28 July 2022, is complete and meets the requirements as prescribed in the POJK 42/2020;
2. Having held prudent and careful examination, we have reasonable belief that this Information Disclosure does not contain statements, or information, or facts that are false and/or misleading;
3. The Transaction has no Conflicts of Interest as referred to in the POJK 42/2020;

VIII. ADDITIONAL INFORMATION

For further information concerning this transaction, please contact the Company during business hours at the following address:

Corporate Secretary

PT Wijaya Karya (Persero) Tbk.

Jl. D.I. Panjaitan Kav. 10

Jakarta 13340, Indonesia

Tel. : (021) 8067 9200

Fax. : (021) 2289 3830

Email : investor.relations@wika.co.id

Website : www.wika.co.id

Sincerely Yours,
PT Wijaya Karya (Persero) Tbk
Directors

(signed)

Hananto Aji
Acting President Director