



**PT Wintermar Offshore Marine Tbk  
("the Company")**

**ANNOUNCEMENT SUMMARY OF RESULT OF RESOLUTION OF THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors ("**BOD**") of PT Wintermar Offshore Marine Tbk ("**the Company**") hereby announce to Shareholders of the Company that the Company has held an Annual General Meeting of Shareholders ("**Meeting**"):

**A. At:**

Day/Date : Friday, 25 May 2018  
 Time : 2.14pm to 3.20pm  
 Venue : The Bellezza Suites, Albergo Ballroom, 5th Floor  
 Jl. Letjend Soepeno No. 34, Arteri Permata Hijau, Jakarta Selatan 12210

**B. Agenda of Meeting:**

1. Approval of Annual Report of the Company 2017 regarding BOD Report of the Activities of the Company and Report of the Implementation of Supervisory Duty of the Board of Commissioners ("**BOC**") and the Approval to the Financial Report of the Company for the year ended on 31st of December 2017;
2. Appointment of Public Accountant to Audit Financial Report of the Company for Financial Year 2018;
3. Determination of the Remuneration of BOC and BOD for the Financial Year 2018;
4. To grant authority to the BOC of the Company to increase the Issued and Paid Up Capital of the Company and to amend the Articles of Association of the Company related to the Issuance of Shares without Pre-emptive Rights;
5. Approval to Change the Composition of member of BOD of the Company.

**C. Members of Board of Directors and Board of Commissioners of the Company who attend the Meeting are:**

<b>Board of Directors</b>		<b>Board of Commissioners</b>	
Managing Director	: Sugiman Layanto	President Commissioner and	
Director	: Nely Layanto	Independent Commissioner	: Jonathan Jochanan
Independent Director	: Adhi Pradnyana	Commissioner	: Johnson Williang
	Gaduh		Sutjipto
Director	: Darmawan Layanto	Commissioner	: John Stuart Anderson
			Slack
Director	: Janto Lili		
Director	: Donny Indrasworo		

- D.** The Meeting was attended by the Shareholders who were represented 3.141.723.130 shares having valid voting rights or equal to 74,132% of total shares issued by the Company.
- E.** In the Meeting, the Company provide a session for Shareholders to raise questions and / or give suggestions related to the Agenda of the Meeting.
- F.** There were no questions and/or suggestions raised by any Shareholders in every Agenda in the Meeting.

G. The mechanism to reach decision at the Meeting is by unanimous consensus of the Meeting. If unanimous consensus is not reached, the resolution shall be made based on voting mechanism.

H. The Resolutions of Meeting were resolved by voting mechanism. Total votes and percentage of resolution from all represented shares in the Meeting are as follows:

<b>Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Second Agenda	2.945.961.964 votes or 93,769%	4.494.500 votes or 0,143%	191.266.666 votes or 6,088%
Third Agenda	2.950.456.464 votes or 93,912%	-	191.266.666 votes or 6,088%

Meanwhile the First Agenda, Fourth Agenda and Fifth Agenda were resolved unanimously.

I. The Meeting Resolutions have been approved mainly as follows:

**FIRST AGENDA:**

Approve:

1. The Annual Report of the Company 2017 regarding BOD Report of the Activities of the Company and Report of the Implementation of Supervisory Duty of the BOC and the Approval to the Financial Report of the Company for the year ended on 31st of December 2017;
2. Ratification of the Consolidated Financial Statements of the Company for the Year ended on 31st December 2017 which has been audited by the Public Accountant Amir Abadi Jusuf, Aryanto, Mawar & Rekan, with present fairly in all material respects as stated in their audit report Number R/051.AGA/raf.1/2018 dated 2 March 2018.
3. Gave full acquittal and discharge e to the members of the Board of Directors and those of the Board of Commissioners from any responsibility and accountability for management and supervisory duty they had performed during the year ended 31 December 2015, provided that such acts were reflected in the Annual Report of the Company and Consolidated Financial Statement for 2017.

**SECOND AGENDA:**

Approve:

1. Appointment of Public Accountant Amir Abadi Jusuf, Aryanto, Mawar & Rekan to conduct the audit of the Consolidated Financial Statements of the Company for period of year book ended on 31st December 2018.
2. Deligation and grant authority to the Board of Commissioners of the Company to determine the honorarium, other conditions and terms for such appointed Public Accountant and to appoint other Independent Public Accountant registered in Financial Services Authority ("OJK") to conduct audit of the Consolidated Financial Statement of the Company for the period of year book ended on 31st December 2018 for the purpose and interest of the Company in the event at any reason Public Accountant Amir Abadi Jusuf, Aryanto, Mawar & Rekan unable to complete the audit of Financial Statement 2018 of the Company.
3. Granting authority to the Board of Commissioner to determine the honorarium and other conditions and terms for the said other appointed Independent Public Accountant.

**THIRD AGENDA:**

Approve delegation and granting the authority to the Board of Commissioners to:

1. Determine the salary and honorarium along with other allowances for the Board of Commissioners and authorise the President Commissioner to determine the distribution among members of Board of Commissioners for 2018 Financial Year book.
2. Determine salary, service fees and other allowances which will be distributed to members of Board of Directors of the Company for 2018 Financial Year book.

**FOURTH AGENDA:**

Approve:

1. To increase the Issued and Paid Up Capital by issuing maximum of 200,000,000 new shares from the remaining Increase of Capital without Pre-emptive Rights which had been approved by the Extraordinary Meeting of Shareholders in 2017 which still valid up to 17 May 2019, therefore by referring to the provision in Article 41 of the Company Act Number 40 Year 2007 concerning Limited Liability Company which stipulate the implementation of increasing capital could be delegated to the Board of Commissioners for the period of one (1) year.
2. To delegate and grant authority to the Board of Commissioners to increase the Issued and Paid Up Capital in the Company maximum of 200,000,000 new shares with nominal price of Rp. 100,- per share, the said authority valid for period of one (1) year up to 24th May 2019. Therefore the Board of Commissioners authorised by this bestowed authority to amend Article 4 Paragraph 2 of the Articles of Association of the Company by increasing the Issued and Paid Up Capital and to restate the resolution related to the said amendment of the Article 4 Paragraph 2 of the Articles of Association into a Notarial Deed and thereafter to submit application of notification to the Minister of Law and Human Rights of the Republic of Indonesia, and to register it into the list of company and to announce it in the State Gazette of the Republic of Indonesia in accordance with the prevailing laws.

**FIFTH AGENDA:**

Approve:

1. Reappointment of Mr. Janto Lili as Director of the Company for period of tenure since the closing of the Meeting up to the closing of the Annual General Meeting of Shareholders in 2023.
2. Grant authority to the Board of Directors of the Company with substitution rights to restate the Resolution of the Meeting related to this change of composition of the Board of Directors into a separate Notarial Deed, including but not limited to notify the change to Minister of Law and Human Rights of the Republic of Indonesia and to register it to other authorised government;

In witness whereof since the closing of the Meeting, the composition of the Board Commissioners and the Board of Directors of the Company become as follows:

**BOARD OF COMMISSIONERS**

President Commissioner and Independent Commissioner	:	Jonathan Jochanan
Commissioner	:	Johnson Williang Sutjipto
Commissioner	:	John Stuart Anderson Slack

**BOARD OF DIRECTORS**

Managing Director	:	Sugiman Layanto
Director	:	Nely Layanto
Director	:	Darmawan Layanto
Director	:	Janto Lili
Independent Director	:	Adhi Pradnyana Gaduh
Director	:	Donny Indrasworo

**Jakarta, 30 May 2018**  
**The Board of Directors of the Company**

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