

Rapat Umum Pemegang Saham Luar Biasa

Extraordinary General Meeting of Shareholders



Waktu dan Tempat Penyelenggaraan

Penyelenggaraan Rapat Umum Pemegang Saham Luar Biasa PT Sarana Meditama Metropolitan Tbk (“Perseroan”) akan diselenggarakan pada:

Extraordinary General Meeting of Shareholders of PT Sarana Meditama Metropolitan Tbk (“Company”) will be held on:

- Hari / *Day* : Selasa/ *Tuesday*
- Tanggal / *Date* : 26 Oktober / *October* 2021
- Waktu / *Time* : 10.00 WIB – selesai / *finished*
- Tempat / *Venue* : Studio SCTV Lantai 8, SCTV Tower – Senayan City,
Jl. Asia Afrika Lot. 19, Jakarta 10270 – Indonesia.

Mata Acara Pertama *First Agenda*

Persetujuan atas rencana Perseroan untuk melakukan pengambilalihan atas mayoritas saham PT Kedoya Adyaraya Tbk (“RSGK”), yang merupakan suatu Transaksi Material sebagaimana dimaksud dalam POJK No. 17/POJK.04/2020 tentang Transaksi Material dan Perubahan Kegiatan Usaha (“POJK No. 17/2020”) dan untuk memenuhi Undang-Undang No. 40 tahun 2007 tentang Perseroan Terbatas (“UUPT”) terkait akuisisi perusahaan.

Approval of the Company’s plan to acquire majority of shares of PT Kedoya Adyaraya Tbk (“RSGK”), which constitutes a Material Transaction as referred in OJK Regulation No. 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities (“POJK No. 17/2020”) and to comply with Law No. 40 of 2007 concerning Limited Liability Company (“Company Law”) in relation to the company acquisition.

Penjelasan Mata Acara Pertama *Explanation of The First Agenda*

Perseroan telah menyampaikan penjelasan terkait rencana pengambilalihan saham RSGK yang diuraikan dalam keterbukaan informasi yang disampaikan melalui media pengumuman situs web Bursa Efek Indonesia dan situs web Perseroan.

The Company has informed the description of the plan to acquire shares in RSGK as stipulated in the information disclosure which conveyed through the existing media announcements in Indonesia Stock Exchange's website and Company's website.

Mata Acara Kedua
Second Agenda

Persetujuan atas perubahan susunan Dewan Komisaris Perseroan.

Approval of changes on the composition of the Board of Commissioners of the Company.

Penjelasan Mata Acara Kedua *Explanation of The Second Agenda*

Berdasarkan Pasal 18 ayat (3) Anggaran Dasar Perseroan, pengangkatan dan/atau penggantian anggota Dewan Komisaris diputuskan dalam Rapat Umum Pemegang Saham (“RUPS”) dengan memperhatikan Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik.

According to Article 18 paragraph (3) of the Company’s Articles of Association, the appointment and/or replacement of Board of Commissioners members shall be approved by the General Meeting of Shareholders (“GMS”) in accordance with Financial Services Authority Regulation No. 33/POJK.04/2014 concerning the Board of Directors and Board of Commissioners of Issuers or Public Companies.

Mata Acara Ketiga *Third Agenda*

Persetujuan atas rencana Perseroan untuk melakukan Penambahan Modal Tanpa Hak Memesan Efek Terlebih Dahulu dalam jumlah sebanyak-banyaknya sebesar 1.712.963.255 saham atau 10% dari modal ditempatkan dan disetor Perseroan (“PMTHMETD”) dan persetujuan atas perubahan ketentuan Pasal 4 Anggaran Dasar Perseroan sehubungan dengan pelaksanaan PMTHMETD.

Approval of the Company’s plan to implement Capital Increases without Pre-emptive Rights for a maximum of 1,712,963,255 shares or 10% of the Company’s total issued and paid-up capital (“PMTHMETD”) and approval on the amendment to the provisions of Article 4 of the Company’s Articles of Association in relation to the PMTHMETD implementation.

Penjelasan Mata Acara Ketiga *Explanation of The Third Agenda*

Berdasarkan Peraturan Otoritas Jasa Keuangan Nomor 14/POJK.04/2019 tentang Perubahan atas Peraturan Otoritas Jasa Keuangan Nomor 32/POJK.04/2015 tentang Penambahan Modal Perusahaan Terbuka Dengan Memberikan Hak Memesan Efek Terlebih Dahulu (“POJK No. 14/2019”), rencana Perseroan untuk melakukan PMTHMETD memerlukan persetujuan RUPS yang akan dilaksanakan sesuai dengan ketentuan POJK No. 14/2019.

Based on OJK Regulation No. 14/POJK.04/2019 concerning the Amendment to OJK Regulation No. 32/POJK.04/2015 concerning the Capital Increase for Public Companies with Pre-Emptive Rights (“POJK No. 14/2019”), the Company’s plan to conduct PMTHMETD requires an approval of the GMS which will be held in accordance with the provisions of POJK No. 14/2019.

Penjelasan Mata Acara Ketiga *Explanation of The Third Agenda*

Selain itu, perubahan Pasal 4 Anggaran Dasar Perseroan mengenai modal ditempatkan dan modal disetor, dengan turut merujuk kepada Pasal 14 Anggaran Dasar Perseroan, diputuskan dalam RUPS sehubungan dengan pelaksanaan PMTHMETD sesuai ketentuan POJK No. 14/2019.

In addition, amendment to Article 4 of the Company's Articles of Association concerning the issued and paid-up capital, according to the Article 14 of the Company's Articles of Association, shall be decided in the GMS in relation to the PMTHMETD implementation with the provisions of POJK No. 14/2019.



Thank You

For further information:
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