

SHAREHOLDERS OF PT ANEKA GAS INDUSTRI TBK ("COMPANY") NEED TO READ AND TAKE NOTE OF THE INFORMATION CONTAINED WITHIN THIS INFORMATION DISCLOSURE

If you have difficulty understanding the information contained within this Information Disclosure or hesitant to make a decision, therefore, it is best to consult your securities broker, investment manager, legal counsel, public accountant or other professional advisors.



**PT Aneka Gas Industri Tbk**  
domiciled in Jakarta, Indonesia

**Main Business Activity**

The Company is involved in the industrial gas sector

**Head Office**

UGM Samator Pendidikan Building Tower A, 5th and 6th Floors,  
Jalan Dr. Sahardjo No. 83, Manggarai, Tebet, South Jakarta – 12850, Indonesia.

**Website**

[www.anekagas.com](http://www.anekagas.com)

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THE COMPANY'S BOARD OF DIRECTORS AND BOARD OF COMMISSIONERS, EITHER INDIVIDUALLY OR JOINTLY, TAKE FULL RESPONSIBILITY FOR THE INFORMATION'S ACCURACY AND COMPLETENESS AS STATED WITHIN THIS INFORMATION DISCLOSURE AND UPON CAREFUL EXAMINATION, STRESS THAT THE INFORMATION CONTAINED WITHIN THIS INFORMATION DISCLOSURE IS ACCURATE AND THAT THERE ARE NO IMPORTANT MATERIAL AND RELEVANT FACTS THAT IS NOT DISCLOSED OR OMITTED WITHIN THIS INFORMATION DISCLOSURE WHICH CAN CAUSE THE INFORMATION PRESENTED WITHIN THIS INFORMATION DISCLOSURE TO BECOME INCORRECT AND/OR MISLEADING.

## DEFINITION AND ABBREVIATION

ABV	:	Adjusted Book Value, an equity valuation method based on revaluation of assets and liabilities of a business entity.
Net Cash Flow	:	The amount of cash available after the fulfillment of cash requirements for operational activities, represents cash flow available to the provider of capital (debt and equity); and has been free from the obligation to maintain current operations and to anticipate the company's growth.
Assumption	:	Something that is deemed to happen including facts, conditions, or circumstances that may affect the object assessed or the valuation approach and fairness analyzed by the Appraisal Firm as part of the valuation process.
Basis of Appraisal	:	An explanation and/or definition of the type of value that is being reviewed based on certain criteria.
DCF	:	Discounted Cash Flow, a method for determining indicative value from a company, ownership of a company or security carried out by discounting net cash flows at the relevant discount rate.
Liquidity Discount	:	A certain amount or percentage which is a deduction from the value of an equity as a reflection of the lack of liquidity of the Object Appraised.
Control Discount	:	A certain amount or percentage which is a deduction from the value of an equity as a reflection of the level of control over the appraised object.
Business Continuity	:	A condition that reflects a business that is operating or under construction; or a premise in valuation, wherein the Appraisal Firm considers a company will continue to run its operations on a sustainable basis.
KEPI	:	Indonesian Appraisal Code of Ethics
Value	:	Estimated price desired by the seller and the buyer over an item or service and is the sum of economic benefits based on market value that will be obtained from the appraised object on the Cut Off Date.
Book Value	:	Capitalization Results over the asset acquisition cost, minus accumulated depreciation, depletion, or amortization as recorded in the financial statements; or the difference between total assets after deducting depreciation, depletion, or amortization with the total liabilities of the company as recorded in the financial statements.
Adjusted Book Value	:	Book Value generated after adjustments (normalization) over the value of one or more assets or liabilities.
Fair Market Value	:	Estimated amount of money on the cut off date that can be obtained from an appraised object's sale and purchase transaction between buyers who are willing buyers and willing sellers in a transaction deemed feasible and reasonable.
Appraised Object	:	Valuation of 24.90% Equity in SGI including 60.00% Equity holding in SM owned by SGI.A
OJK	:	<i>Otoritas Jasa Keuangan</i> or Financial Services Authority (FSA).
Fairness Opinion	:	The Company 's Fairness Opinion Report No. File: Y&R/FO/18/1202 as of December 14, 2018.
Control	:	Ability to control and regulate the Company's management or business policies.
The Company	:	PT Aneka Gas Industri Tbk.
Control Premium	:	A certain amount or percentage that represents an addition to the value of an equity as a reflection of the level of control over the object appraised.
Value Premise	:	Value assumptions related to a transaction's condition that can be used on the valuation of the object.
SGI	:	PT Samator Gas Industri.

*Translated from the Original Document Written in Indonesian*

SM	:	PT Samabayu Mandala.
SPI	:	Indonesian Appraisal Standards VI Edition 2015.
Valuation Date	:	Date upon which the value, valuation results, or economic benefit calculation is stated.
Discount Rate	:	A rate of return to convert future values to present values that reflect time value of money and uncertainty over the realization of economic income.
Transaction	:	Share ownership sale transaction of 24.90% equity in SGI
Y&R	:	Public Appraisal Firm of Yanuar Bey & Partners.

## **INTRODUCTION**

The information as contained within this Information Disclosure is submitted to the Company's Shareholders in line with the transaction to purchase 24.90% shares in PT Samator Gas Industri by the Company from PT Samator that was carried out on December 17, 2018.

The Company's transaction represents transaction that contains elements of an affiliated transaction. In this regard, the purpose and objectives of this fairness opinion is in compliance with Regulation No. IX.E.1 on "Affiliated Transaction and Conflict of Interest of Certain Transactions" as prescribed within the Bapepam and LK Chairman's Decree No. KEP-412/BL/2009 dated November 25, 2009 ("Peraturan No. IX.E.1"). Therefore, in accordance with this regulation, the Company hereby submits the Information Disclosure on the transaction that was carried out by the Company on December 17, 2018

## **INFORMATION ABOUT THE TRANSACTION**

### **I. GENERAL OVERVIEW OF THE TRANSACTION**

The Company currently operates in the industrial gas sector and has directly owns SGI. Prior to the Transaction, the Company's shareholding in SGI amounts to 75.00%, while the remaining 25.00% of SGI's shares was owned by SAMATOR. As part of its commitment to the Company's minority shareholders, the Company's shareholders thereby decided to consolidate 99.99% of SGI's shareholding into the Company to strengthen the Company's business.

Currently, the Company and SGI operates in the industrial gas sector, both in terms of production and distribution. The difference lies with the consumers that is distributed by the respective companies. The Company distributes their products to the distributor, while SGI distributes to retailers. The Company plans to expand their product distribution network, which initially distributes only to distributors to both distributors and retailers.

Based on this consideration, one of the alternatives to expand the distribution network is by carrying out the Transaction whereby SAMATOR will sell its 24.90% shares in SGI to the Company as specified within the Sales and Purchase Agreement between SAMATOR with the Company that takes into account the prevailing rules and regulations.

### **II. DESCRIPTION OF THE TRANSACTION**

#### **1. Object of the Transaction**

The object of the Transaction is the sales and purchase transaction of 24.90% shares in SGI between SAMATOR with the Company as of December 17, 2018.

#### **2. Transaction Value**

The transaction value for the 24.90% shares in SGI sold by SAMATOR to the Company is Rp328,680,000,000.

#### **3. Business considerations Used by the Company's Management**

The business consideration used by the Company's management in relation with the transaction are as follows :

- Based on the results of the Transaction, the Company can strengthen the business it operates in terms of expanding the Company's product distribution network.
- Enhance implementation of Good Corporate Governance for the Company.
- Enhance net income derived from the Company that will positively impact the performance of the Company's shares in the stock market.

#### 4. Material Transaction Elements in the Transaction

Based on the Company's consolidated audited financial statements as audited by the Public Accounting Firm of Hadori Sugiarto Adi & Partners for the period ending on June 30, 2018, the comparison of the Transaction Value's percentage that will be carried out by the Company on the Company's shares as of June 30, 2018 are as follows:

Figure 1. Material Transaction Elements

Transaction	Amount of Equity as of June 30, 2018 (Rp Million)	Transaction Value (Rp Million)	Percentage of Transaction Value to Equity (%)
Sales Transaction of shares in SGI	3,407,674	328,680	9.65%
Purchase of 24.90%			

Source: Company's Consolidated Audited Financial Statement as of June 30, 2018 & the Sales and Purchase Agreement between PT Samator ("SAMATOR") with the Company

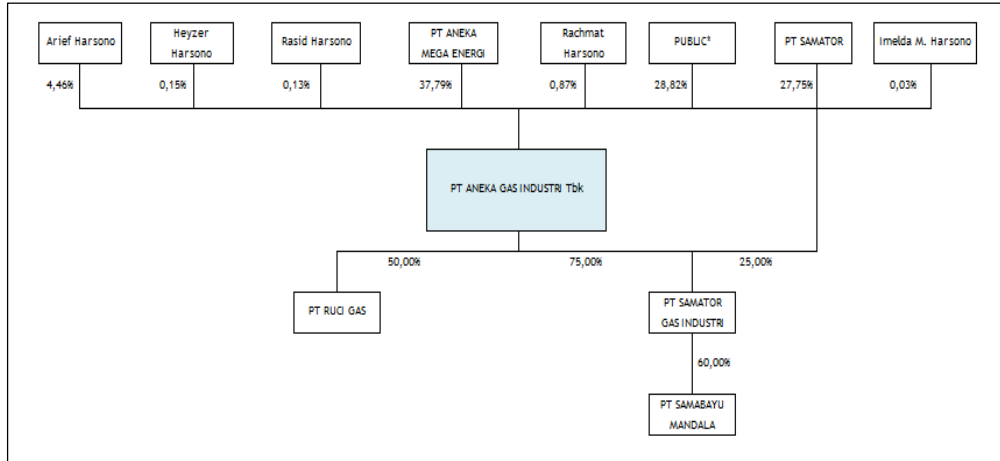
Based on the above data, the Company's total equity as of June 30, 2018 is Rp3,407,674 Million. It was revealed that the Transaction value amounts to Rp 328,680 Million, which represents 9.65% of the Company's equity. Therefore, on this basis, this Transaction does not constitute within the elements of a material transaction as prescribed within Regulation No. IX.E.2.

#### 5. Elements of Affiliated Transaction and Conflict of Interest in the Transaction

##### Elements of Affiliated Transaction

The following ownership structure shows the affiliated relationship between the Company, SAMATOR and SGI prior to the Transaction:

**Affiliated Relationship Based on the Ownership Structure Prior to the Transaction**



Source: Company’s Management, November 2018

The following describes the management structure between the Company, SAMATOR and SGI:

**Management Structure of the Company, SAMATOR and SGI**

Name	Company	SAMATOR	SGI
Arief Harsono	President Commissioner	President Director	President Commissioner
Heyzer Harsono	Vice President Commissioner	President Commissioner	Commissioner
Rasid Harsono	Vice President Commissioner	Vice President Director	Commissioner
Agoest Soebhektie	Commissioner (Independent)		
C.M. Bing Soekianto	Commissioner (Independent)		
Hargo Utomo	Commissioner		
Grace Peradhana Harsono		Commissioner	
James Angtolis		Commissioner	
Dr. Djasri Marin		Commissioner	
Prof. Dr. Philip Kuntjoro Widjaja		Commissioner	
Rachmat Harsono BSC., MBA	President Director	Vice President Director	President Director
Ferryawan Utomo	Vice President Director	Director	
Agus Purnomo	Independent Director		
Imelda Mulyani Harsono	Director	Director	Director
Budi Susanto	Director		
Nini Liemijanto	Director		Director
Djanarko Tjandra	Director		
Phajar Hady Wibowo		Director	

Source: Company’s Management, November 2018

The affiliated relations between the Company with SGI is reflected by the ownership structure, wherein the Company and SGI falls within one Group. Based on this, this Transaction is included as an affiliated transaction and must adhere to Regulation No. IX.E.1.

### **Elements of Conflict of Interest Within the Transaction**

The Transaction involves several parties that indicate an affiliate relationship while in terms of economic interests of each party as well as other affiliated parties there is no economic conflict of interest between the Company and SGI. Based on the statement of the Company's management, there is no conflict of interest over the Transaction that is being carried out. Management believes that the Transaction will provide added value to the Company and there is no elements of conflict of interest or decision makers that benefit from this Transaction.

## **6. Parties Involved in the Transaction**

### **6.1 PT Samator ("SAMATOR")**

#### **6.1.1 Brief History**

PT Samator ("SAMATOR") was founded on July 22, 1975 based on Notarial Deed of Kartini Muljadi, S.H., No 153. This Notarial Deed was endorsed by the Minister of Justice of the Republic of Indonesia through Decree No Y.A.5/446/1 dated October 15, 1976 and was announced through the State Gazette No 24 Tambahan No 179 of 1977 dated March 25, 1977. SAMATOR's Articles of Association has undergone several amendments, the most recent of which was through the Notarial Deed of Ariyani, S.H., No 151 dated October 31, 2018 concerning increase in Authorized Capital and increase in Issued Capital/Paid Up Capital. These changes were approved by the Ministry of Law and Human Rights of the Republic of Indonesia through No AHU-0027481.AH.01.02. of 2018 dated November 28, 2018 and in the Letter of Acceptance of Articles of Association Amendment Announcement No AHU-AH.01.03-0268778 dated November 28, 2018.

#### **6.1.2 Business Activity**

In accordance with Article 3 of SAMATOR's Articles of Association, the scope of work of SAMATOR's activities involve Trading, Industry, Development, Services, Transport and Agriculture. SAMATOR is based in Surabaya and has factories in Gresik, Balikpapan, Kendal and Cikande.

### 6.1.3 Capital and Share Ownership Structure

The following involves SAMATOR's capital and share ownership structure at the date of this Information Disclosure, namely:

No.	Name	Amount (Rp)	Percentage (%)
1	Ir. Arief Harsono MM	235,578,000,000.- Series A Shares	29.16
2	Heyzer Harsono	15,750,000,000.- Series A Shares	1.94
3	Rasid Harsono	13,672,000,000.- Series A Shares	1.69
4	PT Verona Ladang Investment	284,000,000,000.- Series A Shares	35.15
5	PT Paladium	120,000,000,000.- Series A Shares	14.85
6	PT Harzco Andalan	36,500,000,000.- Series A Shares 102,242,547,572.- Series B Shares	17.17
TOTAL		807,742,547,572.-	100.00

Source: Company's Management, November 2018

### 6.1.4 Management and Human Resources

The composition of SAMATOR's Board of Commissioners and Board of Directors as of July 2, 2018 are as follows:

#### **Board of Commissioners**

President Commissioner : Heyzer Harsono  
Commissioner : Grace Peradhana Harsono  
Commissioner : James Angtolis  
Commissioner : Dr. Djasri Marin  
Commissioner : Prof. Dr. Philip Kuntjoro Widjaja

#### **Board of Directors**

President Director : Ir. Arief Harsono, MM  
Vice President Director : Rasid Harsono  
Vice President Director : Rachmat Harsono, BSC., MBA  
Director : Ir. Ferryawan Utomo, MM  
Director : Imelda Mulyani Harsono, BA., MM., LL.M  
Director : Phajar Hady Wibowo

## 6.2 The Company

### 6.2.1 Brief History of the Company

PT Aneka Gas Industri ("Perseroan") was founded in September 21, 1971 and directly operated commercially, based on Notarial Deed of Soeleman Ardjasmita, S.H., No. 28, Notary in Jakarta. This Deed was endorsed by the Minister of Justice through Decree No. J.A.5/198/3 dated November 8, 1971 and registered within the State Gazette of the Republic of Indonesia No. 103 dated December 24, 1971, Supplement No. 576.

The Company's Articles of Association has undergone a number of amendments and the recent was based on Deed No. 56, dated November 30, 2016 from Fathiah Helmi, S.H., Notary in Jakarta regarding the changes to the Company's issued and paid up capital after the Public Offering. This amendment Deed was reported to the Minister of Law and Human Rights of the Republic of Indonesia through Decree No. AHU-AH.01.03-0108739 of 2016 dated December 16, 2016.



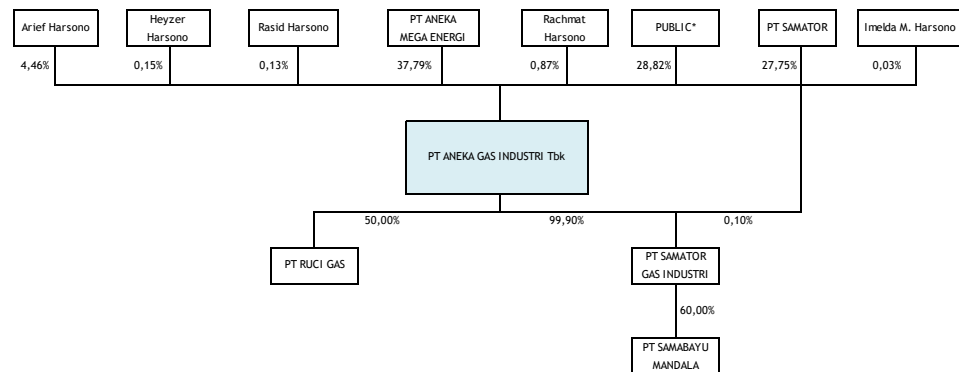
The Company's Articles of Association went through a number of changes most recently based on Deed No. 56, dated November 30, 2016 by Fathiah Helmi, S.H., Notary in Jakarta concerning changes to the Company's issued and paid up capital after the Public Offering. This amendment Deed was reported to the Minister of Law and Human Rights of the Republic of Indonesia through Decree No. AHU-AH.01.03-0108739 of 2016 dated December 16, 2016.

## 6.2.2 Company's Business Activities

Based on the Company's Audited Financial Statement as of June 30, 2018, the scope of work of the Company's business activities involves, among others, marketing and sale of industrial gas products and other related products as well as the marketing and sale of services. The Company currently operates in a specific industrial gas field either in the form of liquid or solid gas, design the construction or installation of gas equipment at our customer's plant and hospitals as well as trade gas products from other manufacturers to the Company's customers.

## 6.2.3 Company's Capital and Share Ownership Structure

The Company's capital and share ownership structure as of the date of this Information Disclosure are as follows:



## 6.2.4 Company's Management and Human Resources

The Company's management composition as of the date of this Information Disclosure are as follows:

### **Board of Commissioners**

President Commissioner	: Arief Harsono
Vice President Commissioner	: Heyzer Harsono
Vice President Commissioner	: Rasid Harsono
Independent Commissioner	: Agoest Soebhektie
Independent Commissioner	: C.M. Bing Soekianto
Commissioner	: Hargo Utomo

**Board of Directors**

President Director	: Rachmat Harsono
Vice President Director	: Ferryawan Utomo
Independent Director	: Agus Purnomo
Director	: Imelda Mulyani Harsono
Director	: Budi Susanto
Director	: Nini Liemijanto
Director	: Djanarko Tjandra

**Audit Committee**

Audit Committee Chairman	: Agoest Soebhektie
Member	: Nurniawati
Member	: Djony Winarto

**6.2.5 Overview of the Company's Consolidated Financial Data**

Important Consolidated financial data highlights for the period ending on June 30, 2018 and years ending on December 31, 2017 and 2016 are taken from the interim consolidated financial statement dated June 30, 2018 and for the six months period ending on that date and the financial statement dated December 31, 2017 and 2016 and for the year ending on these dates that was audited by the Public Accounting Firm of Hadori Sugiarto Adi & Partners.

*(in millions of Rupiah)*

Financial Position	30 June	31 December	
	2018	2017	2016
Total Assets	6,569,996	6,403,543	5,847,722
Total Liabilities and Temporary Syirkah Fund	3,162,322	3,045,533	3,086,882
Total Equity (Deficiency Capital)	3,407,674	3,358,010	2,760,840

*(in millions of Rupiah)*

Profit and Loss	6 Months Period ending on June 30		Year ending on December 31	
	2018	2017*	2017	2016
Revenues	944,728	867,390	1,838,417	1,651,136
Operating Profit (Loss)	183,664	176,096	376,612	341,458
Net Loss	47,282	46,646	97,598	64,287

\*Unaudited

**6.3 Information About PT Samator Gas Industri ("SGI")**

**6.3.1 Brief History About SGI**

PT Samator Gas Industri ("SGI") was founded based on the Deed of Establishment No. 43 dated October 31, 1992 under the name of PT Samator Banjar Gas ("SBG") that was amended through Corrective Deed No. 54 dated November 30, 1993 that was prepared by the Notary, Djamilah Nahdi, S.H., in Gresik. These Deeds were endorsed by the Minister of Justice of the Republic of Indonesia No. C2-632.HT.01.01.of 1994 dated January 18, 1994.

SGL's Articles of Association went through a number of changes the latest of which were based on Deed No. 55 on the Statement of the Decision of SGL's Extraordinary Shareholders Meeting dated December 27, 2016 that was endorsed by the Ministry of Law and Human Rights of the Republic of Indonesia No. AHU-AH.01.03-0000899 dated January 04, 2017.

SGL began operations in 1992 and is domiciled in Jalan Raya Kedung Baruk No. 25-28, Kelurahan Kedung Baruk Kecamatan Rungkut, Surabaya, East Java - 60298.

### 6.3.2 SGL's Business Activities

Based on Article 3 of its Deed of Establishment, the purpose and objectives of SGL are as follows:

1. Operate in the gas or chemical manufacturing industry;
2. Trade the finished goods, both locally (including inter-island) as well as overseas (exports);
3. Import raw materials, supporting materials, and machineries required.

### 6.3.3 SGL's Capital and Share Ownership Structure

SGL's capital and share ownership composition at the date of this Information Disclosure are as follows:

No.	Name	Amount of Shares	Nominal Value (Rupiah)	%
	Authorized Capital	1,000,000	Rp. 1,000,000,000,000	
	Issued and Fully Paid Up Capital:			
1	PT Aneka Gas Industri Tbk	548,784	Rp. 548,784,000,000	99.90
2	PT Samator	549	Rp. 549,000,000	0.10
	<b>TOTAL</b>	<b>549,333</b>	<b>Rp. 549,333,000,000</b>	<b>100.00</b>

### 6.3.4 SGL's Management and Supervision

The composition of SGL's Board of Directors and Board of Commissioners on the date of this Information Disclosure are as follows:

#### Board of Commissioners

President Commissioner :Arief Harsono  
Commissioner :Heyzer Harsono  
Commissioner :Rasid Harsono

#### Board of Directors

Director :Rachmat Harsono  
Director :Imelda Muyani Harsono  
Director :Nini Liemijanto

### 6.3.5 Overview of SGI's Consolidated Financial Data

Overview of the key consolidated financial data for the six months period ending on June 30, 2018 and the years ending on December 31, 2017 and 2016 derive from the interim consolidated financial statement dated June 30, 2016 and for the period ending on December 31, 2017 that was audited by the Public Accounting Firm of Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Partners with the audit opinion without modification and the financial statement dated December 31, 2016 and for the year ending on the specified date that was audited by the Public Accounting Firm of Hadori Sugiarto Adi & Partners.

*(in millions of Rupiah)*

Financial Position	30 June		31 December	
	2018	2017	2017	2016
Total Assets	2,390,673	2,198,878		2,016,908
Total Liabilities	1,386,389	1,214,373		1,283,122
Total Equity	1,004,284	984,505		733,786

*(in millions of Rupiah)*

Profit and Loss	6 Months Period ending on June 30		Year ending on December 31	
	2018	2017*	2017	2016
Net Sales	429,506	376,273	797,627	718,063
Gross Profit	190,609	169,520	347,174	290,327
Net Profit (Loss)	19,799	22,892	35,486	25,689

\*Unaudited

## 6.4 Information About PT Samabayu Mandala ("SM")

### 6.4.1 Brief History of SM

PT Samabayu Mandala ("SM") was founded based on the Deed of Establishment No. 74 dated January 20, 1982 under the name of PT Luhur and the Amendment Deed No. 57 dated April 19, 1982 that was made by the Notary, Amir Sjarifuddin, S.H., in Denpasar. These Deeds were endorsed by the Minister of Justice of the Republic of Indonesia No. C2-1757.HT.01.01.TH.82 dated October 14, 1982. SM's Articles of Association has undergone a number of changes of which the most recent was through Deed No. 64 on increasing the authorized capital, issue and fully paid-in capital dated November 30, 2015 that was prepared by the Notary, Christiana Inawati, S.H., and was endorsed by the Minister of Law and Human Rights of the Republic of Indonesia No. AHU-0948785.AH.01.02.TH.2015 dated December 23, 2015.

SM's head office is located in Jalan Munggu 55x (Jalan Tunjung) Lingkungan Belulang, Kelurahan Kapal, Kecamatan Mengwi, Kabupaten Badung, Denpasar, Bali. SM has branch offices in Banyuwangi and Lombok.

### 6.4.2 SM's Business Activities

Based on Article 3 of its Deed of Establishment, the scope of work of SM's business activity are as follows:

1. Gas and chemical trading
2. Project work that includes construction work

3. Planning and development as well as mechanical and electrical work

SM currently operates in the industrial gas and chemical sector by producing oxygen (O<sub>2</sub>), carbon dioxide gas (CO<sub>2</sub>) and dry ice as well as trading various gas products such as O<sub>2</sub>, H<sub>2</sub>, N<sub>2</sub>, C<sub>2</sub>H<sub>2</sub>, Ar, HO<sub>2</sub>, He and H<sub>2</sub>O<sub>2</sub>. In addition to this, SM also provides gas installation services.

#### 6.4.3 SM's Capital and Share Ownership Structure

SM's capital and share ownership structure as of the date of this Information Disclosure are as follows:

Shareholder	No. Of Shares	Nominal Value (Rupiah)	%
PT Samator Gas Industri	27,000	13,500,000,000	60.00
I Gusti Ngurah Erwin Anantawijaya	18,000	9,000,000,000	40.00
<b>Total</b>	<b>45,000</b>	<b>22,500,000,000</b>	<b>100.00</b>

Source: Company's Management

#### 6.4.4 SM's Management and Supervision

The composition of SM's Board of Directors and Board of Commissioners at the date of this Information Disclosure are as follows:

##### Board of Commissioners

President Commissioner : Arief Harsono  
 Commissioner : I Gusti Ngurah Gede Antika  
 Commissioner : Heyzer Harsono

##### Board of Directors

Director : I Gusti Ngurah Erwin Anantawijaya  
 Director : Rasid Harsono  
 Director : I Gusti Ayu Nita Sekardewi

#### 6.4.5 Overview of SM's Financial Data

The following key financial data for the six months period as of June 30, 2018 and the years ending on December 31, 2017 and 2016 are taken from the interim financial statement dated June 30, 2018 and for the six months period ending on this date and the financial statement dated December 31, 2017 and for the year ending on this date that was audited by the Public Accounting Firm of Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Partners with the audit opinion without modification and the financial statement dated December 31, 2016 and the year ending on this date that was audited by the Public Accounting Firm of Hadori Sugiarto Adi & Partner.

(in Millions of Rupiah)

Financial Position	30 June	31 December	
	2018	2017	2016
Total Assets	90,290	84,689	76,876
Total Liabilities	35,872	32,657	32,742
Total Equity	54,418	52,032	44,134

(in Millions of Rupiah)

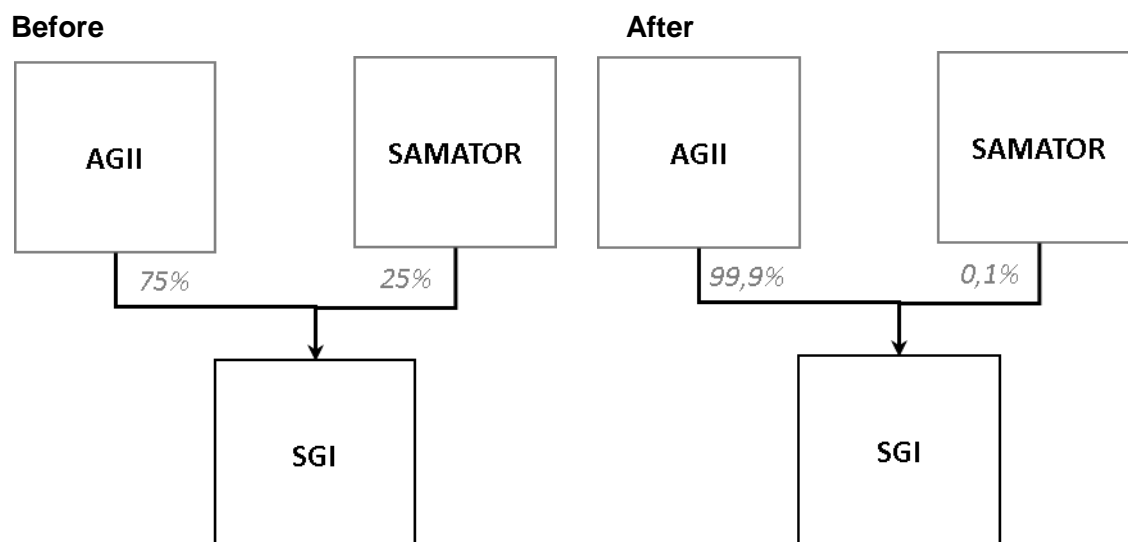
Profit and Loss	6 Months Period ending on June 30		Year ending on December 31	
	2018	2017*	2017	2016
Net Sales	23,279	18,205	38,367	36,207
Gross Profit	11,199	8,718	19,419	19,017
Net Profit (Loss)	2,417	1,745	2,985	4,535

\*Unaudited

### III. INFORMATION REGARDING THE SGI SHARE TRANSACTION

The Sales and Purchase Agreement between the Company and Samator as of December 17, 2018 regarding the 24.90% SGI share transaction is aimed at expanding the Company's distribution network in order to strengthen the Company's business.

SGI's shareholding structure before and after the Transaction are as follows:



### IV. INDEPENDENT VALUATION AND OPINION

The Public Appraisal Firm of Yanuar Bey and Partners ("Y&R") was officially determined based on the Minister of Finance's Decree No. 497/KM.1/2009 dated May 12, 2009, under the name of the Public Appraisal Services Firm of Yanuar Bey and Partners with KJPP Permit No. 2.09.0041 and registered as a Capital Market Supporting Profession at the Financial Services Authority formerly the Capital Market and Financial Institutions Supervisory Agency ("OJK formerly *Bapepam dan LK*") the Capital Market Profession Registration Letter from *Bapepam dan LK* No. STTD.PB-38/PM.2/2018.

## A. SGI's 24.90% Equity Valuation Report

The following is a summary of the Valuation in accordance with the appointment based on the approval of the Offer Letter No. Pr.Y&R.Y/BV-ADD/AGI/516/X/18-RY dated October 25, 2018 to Appraise 24.90% of SGI's Equity including the ownership of SM's 60.00% equity owned by SGI.

### a. Party's Identity

Y&R was appointed by PT Aneka Gas Industri Tbk ("Company") whose address is at UGM Samator Pendidikan Building Tower A, 5th dan 6th Floors, Jalan Dr. Sahardjo No. 83, Manggarai, Tebet, South Jakarta to appraise 24.90% of SGI's Equity including the ownership of SM's 60% equity owned by SGI.

### b. Appraisal Object

The object appraised in this assignment involves the appraisal of 24.90% of SGI's equity. In accordance with SGI's investment structure, wherein SGI owns 60.00% of SM's equity, therefore, the appraisal of SGI's 24.90% equity also includes the ownership in subsidiaries.

### c. Purpose of the Valuation

The purpose and objective of this assignment is to determine the fair market value of 24.90% of SGI's equity including SGI's 60% share ownership in SM for Capital Market purposes and not to be used for other purposes or objectives apart from this.

The valuation was carried out in compliance with **Regulation No. VIII.C.3 on the Appraisal and Presentaton of the Business Appraisal Report Guidelines in the Capital Market** that was issued by the Chairman of the Capital Market and Financial Institution Supervisory Agency ("**Bapepam and LK**") through the Bapepam and LK Decree No. KEP-196/BL/2012 dated April 19, 2012 (subsequently referred to as **Regulation No. VIII.C.3**") and **KEPI & SPI Edition VI-2015**.

### d. Assumptions and Limit Requirements

1. In preparing this report, Y&R relies on the accuracy and completeness of the information provided by the Company's management, SGI and/or data obtained from information available to the public and other information as well as other valuation that we deem relevant. Y&R is not involved and did not audit or verify this information provided.
2. The Report is aimed in the interest of the Company's management with the purposes of the sales purchase transaction and used in the interest of capital market.
3. Y&R has no interest or other matters that may cause Y&R to provide a biased opinion in line with information that is discussed in this report.
4. The provider of the assignment has released Y&R of every claim that can and will arise from errors or deficiencies in material or information provided by Management, consultant or third party, to Y&R in the preparation of this report.
5. The provider the assignment state that all material information that relate to the equity valuation has been thoroughly revealed to Y&R and there is no reduction in terms of the vital facts.
6. We do not have personal interest or biased tendencies with the subject from this report as well as parties that are involved within it.

7. Analysis, opinion and findings made, and this report was prepared in accordance with Regulation No. VIII.C.3 through the *Bapepam and LK* Regulation No. KEP-196/BL/2012 dated April 19, 2012 and KEPI & SPI Edition VI 2015.
8. Y&R used financial projection that was submitted by the Company and SGI as well as in accordance thereby reflecting financial projection's fairness with its fulfillment's ability (*fiduciary duty*).
9. Y&R is responsible for the valuation report and final outcome achieved.
10. Y&R has obtained information on the legal status of the object being appraised from the party that provided the assignment.
11. The financial statement and other information that is submitted by the Company and SGI or its representative in line with this assignment, has been accepted without further verification, which is considered comprehensive and accurate to reflect SGI's operations and business activity's conditions for the respective periods that is presented.
12. Y&R did not carry out an examination of the legality of the asset owned by SGI. We assume that there is no issues of legality in line with SGI's assets, either at the present time as well as in future.
13. Y&R assumes that SGI has and will fulfil its commitments in line with taxation, retribution, other collections and other liabilities in accordance with the prevailing rules and regulations.
14. Y&R is not responsible for losses brought about errors in opinion or conclusions that arise as a result of data or information derived from SGI that is relevant and significantly impact our opinion or outcome, which we did not and or have not received from the Company and SGI.
15. The Corporate leadership's signature and official mark serves as a legal requirement for this *Certificate of Appraisal* and attached appraisal report.

#### **e. Valuation Approach and Method**

As with any company that is in the form of an operating holding company, the valuation of the 24.90% SGI equity must be able to show the value of all investments made, both through direct as well as indirect investments and that is why the valuation of SGI's 24.90% equity is carried out in stages in accordance with its investment.

In accordance with its investment structure, then in appraising the 24.90% SGI equity is preceded with an investment over the 60% equity in SM that is eventually ended with the valuation of the 24.90% SGI shares that becomes the Valuation object in this assignment.

In obtaining the fair market value of the 24.90% SGI equity including the ownership of 60.00% equity in SM, the method selection is based on the consideration that SGI and subsidiary is a company that is a going concern, therefore, the valuation approach that was considered to be applied in this valuation are as follows :

- Asset-Based Approach is ideally used for a company in the form of a non operating holding company. This approach is also ideal for company's whose asset component is dominated by fixed assets and wherein intangible assets owned by the Company is estimated to be not significant.

In appraising SGI and subsidiary, this approach is not used as SGI and Subsidiary has income that has a positive prospect and company that is a going concern.

- Market Approach is ideal if the company is deemed similar and comparable with companies to be appraised. There are currently a number of industrial gas companies that are listed and has the business characteristics similar with SGI and its subsidiary. Therefore, this approach is used in appraising the equity of SGI and subsidiary,



wherein the method to be used is the guideline publicly traded company method (GPTC).

- The Income Approach is ideal if the income that is obtained by the Company in future can be determined with certainty. Considering the nature and characteristic of SGI and subsidiary, therefore we believe that this approach can be used to appraise the equity of SGI and subsidiary, whereby the method to be used is the DCF method.

#### **f. Valuation of the 24.90% Equity of SGI and Subsidiary**

As previously explained that SGI is an operating holding company that has equity holding in SM, therefore the valuation of SGI's shares must also reflect that value of the shares from its ownership in SM.

In the valuation of SGI's equity, the valuation process is carried out by first assessing SGI's equity ownership in SM and further indications of the fair market value are used to determine the value of 24.90% of SGI's equity.

#### **1. Valuation of 60.00% of SM Equity owned by SGI**

- a) Valuation of 60.00% of SM Equity owned by SGI with the Income Approach

Based on the results of the study and analysis that has been carried out on all related aspects in order to determine the indicative Fair Market Value for SM equity, then we are of the opinion that the Indicative Fair Market Value of 60.00% of SM as at June 30, 2018 is **Rp 142,482 Million (One Hundred Forty Two Billion Four Hundred Eighty Two Million Rupiah)**

- b) Valuation of 60.00% of SM Equity owned by SGI with the Market Approach

The indicative Fair Market Value of the 60.00% of SM Equity as of June 30, 2018 through the GPTC method amounts to **Rp 65,181,- Million (Sixty Five Billion One Hundred Eighty One Million Rupiah).**

- c) Value Reconciliation

To obtain the value that represents these two indicative values, a reconciliation is carried out by first weighing the two methods by determining the weight of the DCF approach method of as much as 80.00% and the GPTC market approach method of 20.00%. Weighing is based on our level of trust in the data which is used as input on each of the valuation methods in generating value conclusions. The following is the value reconciliation of the two methods above:

Approach	Method	Indicative Value	Weight	Fair Market Value (In Millions of Rupiah)
Income	DCF (FCFF)	142,482	80.0%	113,985
Market	GPTC	65,181	20.0%	13,036
<b>Fair Market Value</b>				<b>127,021</b>

d) Value Conclusion

Based on the results of the study within the context of determining the value of SM's equity by reconciling towards these two methods, then we believe that the Fair Market Value for the 60.00% of equity in SM as of June 30, 2018 is **Rp 127,021. - Million (One Hundred Twenty Seven Billion Twenty One Million Rupiah).**

2. Valuation of 24.90% of SGI's Equity

a) Valuation of 24.90% Equity in SGISGI through the Income Approach

Based on the results of the study and analysis that was carried out towards all aspects related in determining the Indicative Fair Market Value of SGI's equity, then we believe that the Fair Market Value for the 24.90% of SGI Equity as of June 30, 2018 amounts to **Rp 387,186. - Million (Three Hundred Eighty Seven One Hundred Eighty Six Million Rupiah).**

b) Valuation of 24.90% Equity in SGI through the Market Approach

The Indicative Fair Market Value for the 24.90% Equity in SGI as of June 30, 2018 through the GPTC method amounts to **Rp 206,904.- Million (Two Hundred Six Billion Nine Hundred Four Million Rupiah).**

c) Value Reconciliation

To obtain the value that represents both of these indicative values, a reconciliation is carried out by initially providing a weighting for both methods by providing the weight for the DCF income approach method of as much as 20.00%. The weighting is based on our level of confidence over the data that is used as input for the respective valuation methods to achieve the value conclusion. The following provides the value reconciliation for both above-mentioned methods:

Approach	Method	Indicative Value	Weight	Fair Market Value (In Millions of Rupiah)
Income	DCF (FCFF)	387,186	80.0%	309,749
Market	GPTC	206,904	20.0%	41,381
<b>Fair Market Value</b>				<b>351,130</b>

d) Value Conclusion

Based on the results of the study within the context of determining SGI's equity value by reconciling towards both of these methods, therefore we believe that the Fair Market Value for the 24.90% SGI equity as of June 30, 2018 is **Rp 351,130,- Million (Three Hundred Fifty One One Hundred Thirty Million Rupiah).**

## **V. FAIRNESS OPINION**

As stipulated within Regulation No. IX.E.1, to ensure the fairness of the transaction plan to be carried out, the Company has appointed Y&R to provide its fairness opinion over the transaction plan, and Y&R has submitted its fairness opinion over the planned transaction as shown in the Fairness Opinion Report No. Y&R/FO/18/1202 dated December 14, 2018.

### **a. Object of the Fairness Opinion**

The object of the Fairness Opinion is the fairness opinion over the planned sale and purchase transaction of the 24.90% equity in PT Samator Gas Industri (“SGI”). Hereafter referred to as the Transaction Plan.

### **b. Purpose of the Fairness Opinion**

The Transaction Plan represents the transaction that contains elements of an affiliated and material transaction. Based on this, the purpose and objectives for providing this fairness opinion is to fulfil Regulation No. IX.E.1 concerning “Affiliated Transaction and Conflict of Interest of Certain Transactions” as prescribed within the Chairman of Bapepam and LK Decree No. KEP-412/BL/2009 dated November 25, 2009 (“**Regulation No. IX.E.1**”).

### **c. Assumptions and Limited Conditions**

A number of assumptions that were used in preparing this fairness opinion are as follows:

- We have reviewed the documents that was used in the fairness opinion process.
- In preparing this report, Y&R relied on the accuracy and completeness of the information that was provided by the Company and or data obtained from information available to the public and other information as well as studies that we perceive is relevant.
- The one’s that provided the assignment states that all material information pertaining to the assigned fairness opinion was thoroughly divulged to Y&R and there were no vital facts that were held back or restrained.
- Y&R used the financial projection prior to and after the Transaction Plan as well as proforma financial statement that was submitted by the Company by reflecting the financial projection’s fairness and fiduciary duty.
- The Report is openly revealed to the public with the exception of information deemed confidential, which may impact the Company’s operations.
- Y&R is responsible for the fairness opinion report and conclusion achieved.
- Y&R has obtained information over the legal status of the fairness opinion’s object from the party that provided the assignment.
- This fairness opinion seeks to fulfil the interests of the Capital Market and comply with OJK regulations and not for tax purposes.
- This fairness opinion was prepared based on the market and economic conditions, as well as Government regulations related with the Transaction Plan that is to be carried out on the date this opinion is published.
- In preparing this fairness opinion, we used a number of assumptions, such as fulfilling all conditions and liabilities of the Company and all parties involved in the Transaction Plan as well as the information’s accuracy pertaining to the Transaction Plan revealed by the Company’s management.

- This fairness opinion must be viewed in its entirety and the use of part of the analysis and information without considering other information and analysis in its entirety can lead to misleading views and conclusions on the process underlying the fairness opinion. The preparation of this fairness opinion is a complex process and may not be carried out through incomplete analysis.
- We also assume that from the date of issuance of this fairness opinion up to the date of the Transaction Plan, no changes have materially affected the assumptions used in the preparation of this fairness opinion. We are not responsible for reaffirming or completing, updating our opinions because of changes in assumptions and conditions and events that occur after the date of this letter.

The limitations in implementing this assignment are:

- We did not carry out a due diligence process on the entity or parties that carry out the Transaction Plan.
- In carrying out the analysis, we assume and depend on the accuracy, reliability and completeness of all financial information and other information provided to us by the Company or publicly available which is essentially true, complete and not misleading, and we are not responsible for conducting an independent examination of the information. We also depend on guarantees from the Company's management that they are not aware of the facts that cause the information provided to us to be incomplete or misleading.
- Analysis of the fairness opinion on this corporate action is prepared using data and information as disclosed above. All changes to the data and information can materially affect the final results of our opinions. Therefore, we are not responsible for changes to our fairness opinion due to changes in the data and information.
- We do not provide opinions on taxation's impact to this Transaction Plan. The services that we provide to the Company in connection with this Transaction Plan are only the submission of the Fairness Opinion on the Transaction Plan that will be carried out and not accounting, audit, or taxation services. We do not conduct research on the validity of the Transaction Plan from a legal standpoint and the implications on tax of the Transaction Plan.
- Our work relating to this Transaction Plan does not constitute and cannot be interpreted in any form, a review or audit or the implementation of certain procedures over financial information. The work also cannot be intended to reveal weaknesses in internal control, errors, or irregularities in financial statements or legal violations. In addition to this, we do not have the authority and are not in a position to obtain and analyze other forms of transactions other than existing and possibly available corporate actions for the Company and the effects of these transactions on this corporate action.

#### **d. Fairness Opinion Approach and Method**

In reviewing the Transaction Plan, Y&R uses certain approaches and work methods with the aim of obtaining a fair understanding of the potential commercial and financial impacts of the Transaction Plan, which can have a direct and/or indirect impact on the Company's financial performance through :

- Y&R has read the Share Sale and Purchase Agreement on the Transaction Plan as follows:  
The following is a summary of the Draft Share Sale and Purchase Agreement between SAMATOR and the Company

1. Seller : SAMATOR
  2. Buyer : The Company
  3. Transaction Object : 24.90% equity in SGI owned by PT SAMATOR.
  4. Sales Price : Rp 328,680 Million
  5. Payment Mechanism : Cash and Bank Debt
- Y & R has read other supporting documents related to the Transaction Plan, which the Company has provided to Y & R.
  - Y & R has conducted several analysis of the financial projections to determine the potential commercial and financial impacts from the Transaction Plan.

Based on this, the scope of the discussion carried out is as follows:

- Conduct an analysis of business considerations used by the Company in connection with the Transaction Plan towards the interest of the shareholders.
- Conduct an analysis of the fairness of the Value of the Transaction Plan to be carried out.
- Conduct an analysis of the financial impact of the Transaction Plan carried out through quantitative analysis and qualitative analysis of the Transaction Plan.

#### **e. Fairness Analysis**

- Qualitative Fairness Analysis

In this Transaction Plan, the Company has taken into consideration a number of items related to the business that the Company is operating.

The advantages that the Company gains from the Transaction Plan are as follows :

1. The implementation of enhanced Good Corporate Governance for the Company.
2. Improved net income from the Company that will positively impact the performance of the Company's shares in the stock market.
3. Provide financial benefits due to the impact of the investment returns from SGI.

Losses that arise from the transaction, includes:

1. There is no loss during the implementation of the Transaction Plan, considering that the transaction is based on the Fair Market Value of the company to be acquired.

With the implementation of the Transaction Plan, the Company is expected to be able to obtain several benefits, namely strengthening the group's network, especially in the Industrial Gas sector.

Risks relating to this transaction are risks associated with not fulfilling part or all of the terms agreed upon in the agreement with the parties resulting in the delay or failure of the Transaction Plan.

By taking into account management's consideration, profitability and losses as well as the benefits and risks associated with the Transaction, therefore, if viewed from a qualitative analysis, one can conclude overall that this Transaction Plan can provide a positive contribution to the Company.

- Quantitative Fairness Analysis

Financial Impacts based on the proforma reports as of June 30, 2018 as follows:

- In terms of the Cash and Cash Equivalent positions, there is a reduction of Rp 278,680 Million that derive from the disbursement of cash related to the SGI acquisition.
- In terms of Current Debt position, there is an increase of Rp 50,000 Million.
- In terms of the position of Differences in foreign exchange derived from minority transaction there is a reduction of Rp 78.613 Million.
- In terms of the Non-Controlling Interest position, there is a decrease of Rp 250.067 Million.

The incremental analysis shows movement in the Company's Net Profit Position in 2018 to 2023 that continues to increase in line with SGI acquisition.

The deviation from the Transaction Plan's Value with the Fair Market Value is 6.39%. In accordance with Regulation No. VIII.C.3., therefore this deviation is deemed reasonable since it is below 7.5%. Based on the fairness analysis of the Transaction Plan's value above, the Transaction Plan adds value because the transaction value is 6.39% below the appraised Fair Market Value for SGI's 24.90% equity.

f. **Conclusion of the Fairness Opinion over the Transaction Plan**

Based on the scope of work, assumptions, data and information obtained and used, review of the Transaction Plan's financial impact as revealed in the this Fairness Opinion Report, we believe that the Transaction Plan is deemed **fair**.

The final conclusion above is applicable if there are no changes that materially impacts the Transaction Plan. These changes include, but are not limited to, changes in conditions both internally at the Company as well as externally, namely market and economic conditions, overall business, trade and financial conditions and Indonesian government regulations and other related regulations after the date of this Fairness Opinion Report is issued. If after the date upon which this Fairness Opinion Report has been issued, changes mentioned above does occur, then the conclusions regarding the fairness of the Transaction Plan may be different.

**VI. THE COMPANY'S POST TRANSACTION CONSOLIDATED PROFORMA BALANCE SHEET**

The following is the financial statement prior and after the transaction plan (proforma) as of June 30, 2018.

(In Millions of Rupiah)

	Audited Account	Proforma Adjustment	Proforma Account
<b>ASSET</b>			
<b>Current Assets</b>			
Cash & Equivalents	322,241	(278,680)	43,561
Short-term Investment	80,025	0	80,025
Trade Receivables	387,514	0	387,514
Other Receivables	232,917	0	232,917
Inventories	422,436	0	422,436

	Audited Account	Proforma Adjustment	Proforma Account
Prepaid expenses	27,512	0	27,512
Advance payments	178,189	0	178,189
<b>Total Current Assets</b>	<b>1,650,834</b>	<b>(278,680)</b>	<b>1,372,154</b>
<b>Non-Current Assets</b>			
Advance Payment	29,091	0	29,091
Investment in associates	55,051	0	55,051
Fixed Assets – net	4,695,448	0	4,695,448
Prepaid Expense	47,056	0	47,056
Other Non-Current Assets	92,516	0	92,516
<b>Total Non-Current Assets</b>	<b>4,919,162</b>	<b>0</b>	<b>4,919,162</b>
<b>TOTAL ASSETS</b>	<b>6,569,996</b>	<b>(278,680)</b>	<b>6,291,316</b>
<b>LIABILITIES &amp; EQUITY</b>			
<b>Current liabilities</b>			
Bank Loan	401,910	50,000	451,910
Trade Payable	112,025	0	112,025
Other Payable	77,155	0	77,155
Taxes Payable	26,645	0	26,645
Accrued Expense	33,754	0	33,754
Sales Advance	9,867	0	9,867
Customer Deposits	28,700	0	28,700
Long-term Borrowings - Current Maturity	315,274	0	315,274
<b>Total Current liabilities</b>	<b>1,005,330</b>	<b>50,000</b>	<b>1,055,330</b>
<b>Non-Current liabilities</b>			
Due to Related Party - Long Term	2,100	0	2,100
Deferred Tax Liabilities	48,802	0	48,802
Long-term Borrowings:	2,041,699	0	2,041,699
Deferred gain on sale and leaseback transaction	10,223	0	10,223
Employee benefits liabilities	54,168	0	54,168
<b>Total Non-Current liabilities</b>	<b>2,156,992</b>	<b>0</b>	<b>2,156,992</b>
<b>TOTAL LIABILITIES</b>	<b>3,162,322</b>	<b>50,000</b>	<b>3,212,322</b>
<b>TEMPORARY SYIRKAH FUNDS</b>			
Bank – Musyarakah	-		-
<b>EQUITY</b>			
Share Capital	1,533,330	0	1,533,330
Additional Paid-in Capital	431,377	0	431,377
Differences in foreign exchange	17,600	0	17,600
Differences from restructuring transactions under common control	0	(78,613)	(78,613)
Retained Earning	192,259	0	192,259
Other Equity Components	932,904	0	932,904
<b>TOTAL EQUITY</b>	<b>3,107,470</b>	<b>(78,613)</b>	<b>3,028,857</b>
Minority	300,204	(250,067)	50,137
<b>TOTAL LIABILITIES, TEMPORARY SYIRKAH FUNDS, &amp; EQUITY</b>	<b>6,569,996</b>	<b>(278,680)</b>	<b>6,291,316</b>

- Based on the above proforma financial position there are a number of adjustments in:
1. Cash and Cash Equivalents there is a reduction of Rp 278.680 million derived from cash disbursements associated with the SGI acquisition.
  2. Bank Debt position wherein there is an increase of Rp 50,000 Million.
  3. Differences in foreign exchange derived from minority transaction wherein there is a reduction of Rp 78,613 Million.
  4. Non-Controlling Interest position wherein there is a reduction of Rp 250,067 Million.

**VII. CONSIDERATIONS AND STATEMENTS OF THE BOARD OF COMMISSIONERS AND THE BOARD OF DIRECTORS OF THE COMPANY**

The Company's Board of Commissioners and Board of Directors have several considerations that underlie the conduct of the Transaction by the Company, as follows:

1. The Company can, through the transaction, strengthen its business in terms of expanding the Company's product distribution network .
2. Substantially Improve implementation of Good Corporate Governance for the Company.
3. Increase net income derived from the Company that will have a positive impact on the performance of the Company's shares in the capital market.

**The Board of Commissioners and Board of Directors Statement:**

This Information Disclosure has been approved by the Board of Commissioners and Directors of the Company. The Board of Directors of the Company is fully responsible for the accuracy of all information or material facts contained in the Information Disclosure and stress that upon thorough examination, there is no material information and facts that was not disclosed and which may cause the material information or facts disclosed in the Information Disclosure to be deemed untrue or misleading.

This transaction represents a transaction that contains an element of conflict of interest, however, the whole series of Transactions will be carried out under the principle of fairness as supported by reports from the Public Appraisal Services Firm and in line with the principles of an arm length basis.



**ADDITIONAL INFORMATION**

To obtain information relating to the Transaction, the Company's shareholders can submit its request to the Company's Corporate Secretary during the Company's working day and hours at the following address:

**PT ANEKA GAS INDUSTRI TBK**

**Head Office**

UGM Samator Pendidikan Building Tower A, 5th and 6th Floors,  
Jalan Dr. Sahardjo No. 83, Manggarai, Tebet, South Jakarta – 12850, Indonesia

Email

[corsec@anekagas.com](mailto:corsec@anekagas.com)

Website

[www.anekagas.com](http://www.anekagas.com)

**The Company's Board of Directors**