



PT CITRA BUANA PRASIDA Tbk.

Komplek Paskal Hyper Square, Blok G Lantai 2 No. 206 - 208
Jl. H.O.S. Cokroaminoto No. 25 - 27 (dh. Jl. Pasirkaliki No. 25 - 27) Bandung 40181, Telp : 022 - 86061108

**DISCLOSURE OF INFORMATION
TO SHAREHOLDERS OF PT CITRA BUANA PRASIDA Tbk. IN ORDER TO
COMPLY WITH THE REQUIREMENTS OF THE FINANCIAL SERVICES
AUTHORITY REGULATION NO. 17/POJK.04/2020 ON MATERIAL
TRANSACTIONS AND CHANGES IN BUSINESS ACTIVITIES**



PT Citra Buana Prasida Tbk (“**The Company**”)

Business Activities :
Real Estate and Property

Domiciled in Bandung City, West Java, Indonesia

Head Office:
Paskal Hyper Square Complex, Block G 2nd Floor No. 206-208
Jl. H.O.S. Cokroaminoto No. 25-27 (dh. Jl. Pasirkaliki No. 25-27)
Bandung 40181
Phone: 022-86061108

Email: corsec@citrabuanaprasida.co.id
Situs Web: www.citrabuanaprasida.co.id

This Information Disclosure is published on September 27, 2024



A. INTRODUCTION

This Disclosure of Information to Shareholders ("**Disclosure of Information**") contains information regarding the Company's plan to change its business activities, namely the Addition of Business Activities, which must first obtain the approval of the Company's General Meeting of Shareholders ("**GMS**"), as referred to in Article 22 paragraph 1 item (a) of POJK 17/2020, specifically for the addition of activities that include other management consulting services (hereinafter referred to as "**Addition of Business Activities**").

This Disclosure of Information serves as the basis for shareholders of the Company to consider granting approval for the planned Change in Business Activities, in this case, the Addition of Holding Business Activities (KBLI 64200), which will be proposed by the Company to the GMS.

In connection with the above, the Company's Board of Directors will announce this Disclosure of Information through the Company's website and the Indonesia Stock Exchange website to provide further information to the Company's shareholders regarding the plan for the Addition of Business Activities.

The Addition of Business Activities does not involve a Conflict of Interest and is not an Affiliated Transaction as referred to in OJK Regulation Number 42/POJK.04/2020 dated July 2, 2020, concerning Affiliated Transactions and Conflict of Interest Transactions.

B. INFORMATION ABOUT THE COMPANY

1. General Description of the Company

The Company was established under the name PT Prasetia Sejati in 2000 based on the Deed of Establishment of the Limited Liability Company No. 18 dated August 24, 2000, made before Ninik Sukadarwati, S.H., Notary in Bekasi Regency Level II, which has been approved by the Minister of Law and Human Rights of the Republic of Indonesia No. C-24591 HT.01.01.TH.2000 dated November 27, 2000, and was announced in the State Gazette of the Republic of Indonesia No. 006, Supplement to the State Gazette of the Republic of Indonesia No. 003151 dated January 21, 2022.

The Company's name was changed to PT Citra Buana Prasida based on the Deed of Meeting Resolution No. 05 dated January 23, 2002, made before Indah Prastiti Extensia, S.H., Notary in Bekasi Regency, which has been approved by the Minister of Justice and Human Rights of the Republic of Indonesia No. C-03176 HT.01.04.TH.2002 dated February 26, 2002, and was announced in the State Gazette of the Republic of Indonesia No. 006, Supplement to the State Gazette of the Republic of Indonesia No. 003154 dated January 21, 2022.

The latest Articles of Association related to the change in the Company's status from a private company to a public company and the adjustment of the Company's Articles of Association to Regulation No. IX.J.1, POJK No. 15/2020, POJK No. 16/2020, and POJK No. 33/2014 in accordance with the Deed of Shareholders' Resolution Outside the Company's Meeting No. 04 dated September 27, 2022, made before Dr. Petra Bunawan, S.H., M.Kn., Notary in Bandung, which has received Approval for the Amendment of the Articles of Association from the Ministry of Law and Human Rights of the Republic of Indonesia No. AHU-0069709.AH.01.02. Year 2022 dated September 27, 2022, Receipt of Notification of Amendment of the Company's Articles of Association held by the Ministry of Law and Human Rights No. AHU-AH.01.03-0295854 dated September 27, 2022, and has been registered in the Company Register held by the Ministry of Law and Human Rights of the Republic of Indonesia No. AHU-0192511.AH.01.11.Year 2022 dated



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September 27, 2022, and was announced in the State Gazette of the Republic of Indonesia No. 078, Supplement to the State Gazette of the Republic of Indonesia No. 033386 dated September 30, 2022.

2. Capital Structure and Ownership of the Company

As of the date of this Disclosure of Information, the capital structure, shareholder composition, and share ownership of the Company based on the Company's Shareholders Register as of June 30, 2024, issued by PT Adimitra Jasa Korpora, as the Company's Share Administration Bureau, are as follows:

| Information | Nominal Value IDR 100 per Share | | |
|---|---------------------------------|------------------------|---------------|
| | Number of Shares | Nominal Amount (IDR) | (%) |
| 1. PT Sandhi Parama Nusa | 992.031.000 | 99.203.100.000 | 73,15 |
| 2. Gaery Djohari | 92.969.000 | 9.296.900.000 | 6,85 |
| 3. Masyarakat | 271.250.000 | 27.125.000.000 | 20,00 |
| Total Issued and Paid-up Capital | 1.356.250.000 | 135.625.000.000 | 100,00 |

3. Composition of the Company's Board of Commissioners and Directors

As of the date of this Disclosure of Information, the composition of the Board of Commissioners and the Board of Directors of the Company is as follows:

Board of Commissioners

| | | |
|--------------------------|---|------------------------------|
| President Commissioner | : | Thomas Aquinas Pramukuswala |
| Commissioner | : | Gaery Djohari |
| Independent Commissioner | : | Melissa Crescentia Kurniawan |

Direksi

| | | |
|--------------------|---|---------------|
| President Director | : | Didi Omara |
| Director | : | Linna Widjaja |

C. SUMMARY OF FEASIBILITY STUDY REPORT ON THE ADDITIONAL OF BUSINESS ACTIVITIES

The Company has appointed the Public Appraisal Service Office Fuadah Rudi and Partners ("FRR"), based on Work Agreement No. FR/PB.24.07.0015 dated July 24, 2024. FRR holds license No. 2.12.00100 according to the Decree of the Minister of Finance No. 102/KM.1/2012 dated February 8, 2012, with **Ir. Fuadah, M.Ec.Dev, MAPPI (Cert.)** as the Responsible Person with Public Appraiser License No. PB-1.08.00066, and registered as a capital market supporting profession with the Financial Services Authority ("OJK") under OJK's Certificate of Registration for Capital Market Supporting Professions No. STTD.PPB-35/PJ-1/PM.02/2023 as an independent appraiser to provide an opinion on the feasibility of the Plan for Adding Business Activities.

In preparing this Feasibility Study Report, FRR acted independently without any conflict of interest, and FRR is not affiliated with the Company or with any parties affiliated with the Company. FRR also has no personal interest or gain related to this assignment.



Below is a summary of FRR's feasibility study on the Plan for Adding Business Activities from Report No. 00288/2.0100-00/BS/03/0066/1/IX/2024 dated **September 3, 2024**.

1. Purpose and Objectives of Feasibility Study Report

The purpose of this assignment is to provide an opinion on the feasibility of adding business activities in the holding company sector with the aim of complying with OJK Regulation No. 17/POJK.04/2020 concerning Material Transactions and Business Activity Changes.

2. Effective Date of the Feasibility Study

The Feasibility Study is calculated as of June 30, 2024. This date was chosen based on the consideration of the interests and objectives of preparing the Feasibility Study, as well as the financial data of the Company that we have received.

3. Scope Assignment

This report is prepared based on data from the Company's Management and other relevant information. In preparing this report, we have also considered supporting projections from the Company and the results of interviews with the Company's Management.

The analyses conducted in preparing this feasibility study report are:

a. Market Feasibility Analysis

This involves examining market conditions, such as market share, sustainability, market potential, target market, and market value potential. It also includes analyzing competitors and marketing strategies.

b. Technical Feasibility Analysis

This involves reviewing business capacity and targets, and assessing the availability and quality of resources, labor, and professional expertise. Technical analysis also covers the general production process.

c. Business Model Feasibility Analysis

This analysis includes evaluating competitive advantages due to the uniqueness of the proposed business model, competitors' ability to replicate the products, and the ability to create value.

d. Management Model Feasibility Analysis

This aspect covers the availability of workforce, intellectual property management, risk management, management capacity and capability, and the suitability of the organizational and management structure.

e. Financial Feasibility Analysis

As the culmination of all examined aspects, the financial feasibility analysis includes, at a minimum, investment plans, funding sources, operational costs, financial statement projections, break-even analysis, profitability analysis, and overall return on investment analysis.

4. Assumptions and Constraints

The assumptions and constraints used in preparing this feasibility study are:

1. This feasibility study report is non-disclaimer opinion.
2. The appraiser has reviewed the documents used in the valuation/feasibility study process.
3. The data and information obtained come from sources that are considered reliable in terms of accuracy.



4. The consultant uses financial projections provided by management, reflecting the fairness of the financial projections and the ability to achieve them (fiduciary duty).
5. The appraiser is responsible for the implementation of the feasibility study and all content of this Feasibility Study Report.
6. FRR wants to emphasize that the results of the review, analysis, and our responsibility are specifically limited to the valuation aspect of the appraisal object, excluding tax and legal aspects as these are outside the scope of the assignment.
7. Based on market conditions, economic conditions, general business conditions, financial conditions, and government regulations as of the effective date of the valuation.
8. Fulfillment of all conditions and obligations of the Company and all parties involved in the Plan for the Addition of Business Activities in accordance with the procedures and timeframe established in the documents related to the Addition of Business Activities.
9. No material changes affecting the assumptions used in the preparation of the Feasibility Study from the date of issuance of the Feasibility Study to the date of the Plan for the Addition of Business Activities.
10. In conducting the analysis, we assume and rely on the accuracy, reliability, and completeness of all financial and other information provided to us by the Company's management or publicly available information that is essentially accurate, complete, and not misleading, and we are not responsible for conducting an independent examination of such information. We also rely on the assurance from the Company's management that they are not aware of any facts that would cause the information provided to us to be incomplete or misleading.
11. The Feasibility Study analysis is prepared using the data and information as disclosed above. Any changes in these data and information may materially affect our final opinion. We are not responsible for changes in the conclusions of the Feasibility Study or for any loss, damage, cost, or expense resulting from a lack of disclosure of information, making the data we obtain incomplete or misinterpreted.
12. Since the results of the Feasibility Study are highly dependent on the data and assumptions underlying it, changes in data sources and assumptions according to market data will alter the results of the Feasibility Study. Therefore, we note that changes in the data used may affect the results of the Feasibility Study, and such differences may be material. Although the preparation of the Feasibility Study report has been carried out in good faith and in a professional manner, we cannot accept responsibility for possible differences in conclusions due to additional analysis, the application of the Feasibility Study results as a basis for transaction analysis, or changes in the data used as the basis for the Feasibility Study.
13. Our work related to the Feasibility Study does not constitute and should not be interpreted in any way as a review or audit or the performance of specific procedures on financial information. The work also does not intend to disclose weaknesses in internal controls, errors, or deviations in financial statements or legal violations..

5. Feasibility Study Methodology

The methodology used in preparing this feasibility study report is as follows:

1. Conducting a visit to the Company's office on August 6, 2024, to gain an understanding of the expansion plan and additional business activities of the Company..
2. Collecting primary data from the Company related to the expansion plan for additional business activities, including company identity data, permits, project specifications, financial aspects, business plans, and other related data..
3. Collecting secondary data from reliable sources.
4. Gathering data from discussions regarding various aspects affecting feasibility with the Company.



5. Conducting a legality analysis to review the completeness of legal documents and permits.
6. Performing a market analysis to assess the property market conditions in Indonesia, market potential, targets, competitors, and marketing strategies;
7. Conducting a technical analysis to review the technical aspects of the Company's business process related to the additional business activities plan.
8. Analyzing the business model to evaluate the business model for the additional business activities, potential risks, control measures, and SWOT analysis.
9. Assessing the management model to review the organizational structure and employee needs related to the Company's additional business activities plan.
10. Performing a financial analysis to evaluate the economic feasibility parameters. This includes analyzing the feasibility of the additional business activities using indicators such as Net Present Value (NPV), Profitability Index (PI), Internal Rate of Return (IRR), and Payback Period.

6. Feasibility Analysis

A. Market Feasibility Analysis

- Given the Company's position in the property industry, it is classified as having few competitors. This is because the Company's business model is not easily replicable by competitors, especially considering the highly detailed concept of the Company's area and the limited availability of land in the city center of Bandung.
- Considering the targeted market segment is the upper-middle class and the market share is young families (aged 20-45) who have imagination and creativity and tend to prefer highly detailed area concepts, the Company has established a strategy to create quality products that can compete in the market through continuous creativity and innovation. The Company targets all customer segments, especially in Bandung and its surroundings, to collaborate effectively, allowing the Company to carry out various marketing activities to the fullest.
- Another advantage of the Cipaku project, which will be managed by the Subsidiary, is its highly advantageous geographical location, being close to various universities and tourist areas, which makes it very likely to achieve optimal occupancy rates.
- Based on the plan to add new business activities, the Company is projected to record additional profits generated from the management of the Cipaku project, in line with the assumption that the project will run and operate well, which will positively impact the Company's revenue. The profit contribution from the addition of these business activities presents a potential increase in the Company's value.

B. Technical Feasibility Analysis

- The Company has self-developed projects, so the presence of the Subsidiary is expected to increase the Company's productivity and profitability while maintaining legal compliance. Additionally, the Company aims to minimize potential losses by forming partnerships with operators and employing competent experts in the property business.
- Since the Company holds a 99.99% majority of the issued shares, the financial reporting will be prepared as Consolidated Financial Statements. Therefore, the impact of the Subsidiary on the development of the parent company is expected to be evident.



C. Business Model Feasibility Analysis

- The Company has a competitive advantage in its business activities within the property industry and continues to enhance this competitive advantage by improving the quality of its human resources. Competent human resources in their respective fields are the key to the Company's success in providing the best solutions for the problems faced by society, as well as ensuring the quality of the projects undertaken. The Company believes that its existing competitive strengths will support both the Company as a holding entity and its Subsidiary in executing their strategies effectively.

D. Management Model Feasibility Analysis

- The organizational structure of the Subsidiary is planned to be simple, but with qualifications set by the Company for filling the relevant positions. By collaborating with operators and experts who are competent in similar fields, the new business activities are expected to be managed effectively and efficiently. This will be based on the operational needs of the company with a clear division of tasks among all the company's management personnel.

E. Financial Feasibility Analysis

The feasibility of the investment for adding holding activities is assessed using four indicators: Net Present Value (NPV), Internal Rate of Return (IRR), Profitability Index (PI), and Payback Period, with the summary as follows:

- Net Present Value (NPV) : IDR 59,588,652,344
- Internal Rate of Return (IRR) : 19.24%
- Profitability Index (PI) : 1.69
- Payback Period : 7 Years, 3 Months

The total NPV is obtained from the present value of cash flows, which have been adjusted for risk levels. Based on our analysis, after the addition of holding activities, the Company's NPV is Rp59,588,652,344. This result indicates that the investment in the business expansion is feasible, as the NPV is positive.

From the analysis conducted, the IRR is calculated at 19.24%. This shows that the investment made by the Company is feasible based on the IRR parameter, as the IRR obtained is higher than the market cost of capital for similar industries, which is 11.21%.

The payback period is the time required to recover the investment or initial cash investment. In other words, it's the period needed to recoup the initial outlay using proceeds or net cash flows. The payback period for the Company's business expansion is 7 years and 3 months.

Based on the financial evaluation and analysis, as well as other projections with the assumption that the set conditions and limitations are met, it can be concluded that the planned addition of business activities by the Company is feasible to undertake.

7. Conclusion

Based on the analysis of all data and information received by KJPP and considering all relevant factors affecting the feasibility analysis, KJPP concludes that the Plan for Adding Business Activities to be implemented by the Company is feasible from the perspectives of market feasibility, technical feasibility, business model feasibility, management model feasibility, and financial feasibility.



We assume that all data and information obtained are accurate and that there are no undisclosed circumstances or issues that would materially affect this feasibility. The above conclusion is valid unless there are changes that have a material impact on the Plan for Adding Business Activities. Such changes include, but are not limited to, changes in internal conditions within the Company or external conditions such as market and economic conditions, general business, trade and financial conditions, as well as regulations from the Government of Indonesia and other related regulations after the date this Feasibility Study Report was issued. If such changes occur after the date of this Feasibility Study Report, the feasibility of the Plan for Adding Business Activities may differ.

D. AVAILABILITY OF EXPERTS REGARDING BUSINESS ACTIVITY CHANGE PLANS

1. The Company will allocate its human resources (HR) in the subsidiary structure as follows:

Director: 1 Person
Manager: 3 Persons
Staff: 10 Persons

The Company has established qualifications for each position as follows:

- Director:
 - Minimum Bachelor's degree (S1)
 - Minimum 5 years of experience in a directorial position
 - Possesses managerial skills and concepts
 - Has strong ethics and integrity
 - Possesses financial and analytical skills
 - Understands applicable regulations
 - Able to communicate effectively in both Indonesian and English

- Manager:
 - Minimum Bachelor's degree (S1) in the relevant field
 - Minimum 5 years of experience in a managerial position
 - Proficient in technical aspects of the job
 - Capable of managing HR

- Staff:
 - Bachelor's degree (S1) in the relevant field
 - 2 years of experience in the same field
 - Proficient in relevant software
 - Certified in the relevant field and expertise

2. Certifications/standards required by the Company/its Experts to conduct the new business activities, where the Company will collaborate with several field experts, include:

- Architecture and Planning Consultant with Certification (SKA Architecture)
- Geotechnical Consultant with Certification (SKA Geotechnical)
- Structural Consultant with Certification (SKA Structural)
- MEP Consultant with Certification (SKA MEP)
- QS Consultant with Certification (SKA QS)
- MK Consultant with Certification (SKA MK)

3. For the operation and management of the Hotel and Rental Apartments, the Company will collaborate with competent operators in the relevant business field.



E. EXPLANATION, CONSIDERAN AND REASONS FOR CHANGES IN BUSINESS ACTIVITIES

1. The dynamics of business growth, particularly in Bandung, are closely related to tourism, which demands an increase in accommodation facilities such as hotels, serviced apartments, and other amenities that offer high-quality services and facilities. Post-COVID-19 tourism growth, both local and international, has increased, and it is crucial to match this with adequate accommodation facilities. Economic turmoil resulting from the Ukraine-Russia war, post-election events, and the Israel-Palestine conflict indirectly affects the pace of development. To minimize potential risks, it is essential to have open space for partnership cooperation with competent operators in the hospitality and serviced apartment sectors. Therefore, the Company needs to complete its planned projections and is considering business expansion by investing in a Subsidiary. To establish this Subsidiary, the Company needs to add a new business area to its operations, specifically KBLI 64200, HOLDING COMPANY ACTIVITIES.

The Company's management believes that the new business should be managed by a separate entity to focus more effectively and provide positive contributions. Considering this, adjustments or additions to the business activities in the holding company sector are necessary to establish the Subsidiary or the Company's new entity.

2. Permits and/or approvals required by the Company/Subsidiary to be established in connection with the new business activities include:

- Deed of Establishment + Ministry of Law and Human Rights Decree
- Business Identification Number (NIB)
- Taxpayer Identification Number (NPWP) + VAT (Value-Added Tax) Registration
- Approval of Spatial Utilization Compatibility (PKKPR) + Environmental Impact Analysis (AMDAL)
- Building Construction Approval (PBG)
- Function Worthiness Certificate (SLF)
- Hinderordonnantie / Disturbance Permit (HO)
- Operational Permit
- Occupational Health and Safety (K3)
- Wastewater Treatment Installation (IPAL)
- Environmental Management and Monitoring Capability Statement (SPPL)

3. Capital Expenditure and Working Capital Needs for the New Business Activity:

In establishing the Subsidiary, the Company will hold a 99.999% share and the Investor will hold 0.001% of the planned issued capital, with the details as follows:

| | |
|----------------------------|---------------------------------|
| Authorized Capital | : IDR 150,000,000,000 |
| Issued and Paid-up Capital | : IDR 85,720,000,000 |
| Company | : IDR 85,719,000,000 or 99.999% |
| Investor | : IDR 1,000,000 or 0.001% |

The Company and the investor will make a cash contribution to the Subsidiary at the time of the Company's formation.

F. THE IMPACT OF CHANGES IN BUSINESS ACTIVITIES ON THE COMPANY'S FINANCIAL CONDITION

Impact on Financial Performance from the Addition of Business Activities is as follows:

1. The addition of business activities is undertaken so that the Company needs to complete existing projections, allowing the Subsidiary to focus more on implementing the Cipaku project as planned by the Company, and to adhere to the targeted timeline. The average



revenue of the Company from the additional business activities for the years 2027 to 2030 is expected to be Rp45.82 billion.

2. The average gross profit margin from the additional business activities for the years 2027 to 2030 is 67.56%. This profit will add value to the Company on a consolidated basis.
3. There will be an increase in total assets due to the addition of business activities by the Company as a holding entity through the formation of the Subsidiary. The Company will provide shareholder loans to the Subsidiary as operational capital and investments in paid-up capital, which will increase the Company's total assets when consolidated. The increase in total assets of the Company from the addition of business activities at the end of the projection period in 2030 is expected to reach Rp389.15 billion.
4. There will be an increase in cash and cash equivalents as well as additional investment properties for the Cipaku Project, which is planned to operate in 2027. The increase in cash and cash equivalents of the Company from the additional business activities at the end of the projection period in 2030 is expected to reach Rp40.63 billion.

G. GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY FOR APPROVAL OF CHANGES IN BUSINESS ACTIVITIES

1. To approve the Change in Business Activities, the Company will hold an Extraordinary General Meeting of Shareholders ("EGMS") on October 1, 2024. The agenda will include the discussion of the feasibility study related to the Company's Change in Business Activities to comply with the Financial Services Authority Regulation No. 17/POJK.04/2020 regarding Material Transactions and Changes in Business Activities, specifically the addition of holding company activities ("KBLI 64200"), as well as the approval of amendments to Article 3 of the Company's Articles of Association regarding the purpose, objectives, and business activities of the Company.
2. Quorum of Attendance & Decision:
According to POJK No. 15/POJK.04/2020, the meeting can be held if attended by shareholders or their legal representatives who collectively hold more than 2/3 (two-thirds) of the total shares with valid voting rights issued by the Company. Decisions are considered valid if approved by more than 2/3 (two-thirds) of the total shares with voting rights present at the Extraordinary General Meeting of Shareholders (EGMS).

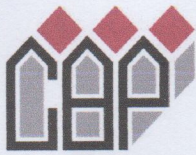
H. OTHER MATERIAL MATTERS RELATED TO CHANGES IN BUSINESS ACTIVITIES

Other than as disclosed in this Information Disclosure, there are no other material matters related to the Plan for Change in Business Activities.

I. ADDITIONAL INFORMATION

For more information regarding the transaction as disclosed in this Information Disclosure, please contact:

PT Citra Buana Prasida Tbk.
Paskal Hyper Square Complex
Block G 2nd Floor No. 206-208
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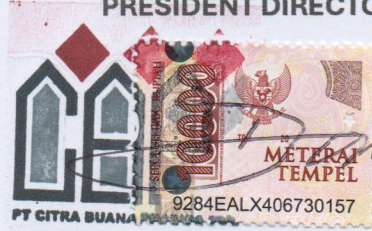
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U.p. Corporate Secretary

Bandung, September 27, 2024

PRESIDENT DIRECTOR



(DIDI OMARA)