

Tangerang, 12 Agustus 2024 | August 12th, 2024

Nomor/No. : 077/IR-CS/BSD/VIII/2024
Perihal/Re. : **Permintaan Penjelasan**
Inquiry for Clarification

**) unofficial translations*

Kepada Yth. | To:
BURSA EFEK INDONESIA / INDONESIA STOCK EXCHANGE
IDX Building, Tower 1
Jl. Jend. Sudirman Kav. 52-53
Jakarta 12190
UP. Bapak I Gede Nyoman Yetna – Direktur
Bapak Adi Pratomo Aryanto – Kepala Divisi Penilaian Perusahaan 2

Dengan hormat,

Dear Sir/Sirs,

Sehubungan dengan surat No.S-08206/BEI.PP2/08-2024, yang kami terima pada tanggal 8 Agustus 2024, berikut disampaikan tanggapan dari kami sebagai berikut:

With reference to letter No. S-08206/BEI.PP2/08-2024, dated August 8th, 2024, we hereby provide our responses:

Perkembangan Kegiatan Usaha

1. Sehubungan dengan kegiatan bisnis Perseroan, mohon penjelasan mengenai rencana strategis Perseroan untuk tahun 2024-2026, meliputi rencana pengembangan bisnis existing dan rencana pengembangan bisnis baru (jika ada).
 - Perseroan akan fokus mengembangkan rencana bisnis yang sedang berjalan, antara lain proyek township di BSD City, Grand Wisata dan Kota Wisata, proyek residensial di Nava Park, The Zora, Hiera yang berlokasi di BSD City, Grandcity Balikpapan, Taman Banjar Wijaya dan Taman Permata Buana, proyek perkantoran, proyek apartemen di The Element, Aerium, Southgate, Klaska, Upperwest dan Akasa.
 - Terkait rencana pengembangan rencana bisnis baru (setelah rencana pengambilalihan SMDM menjadi efektif), Perseroan akan menyesuaikan rencana bisnisnya untuk SMDM.

Development of Business Activities

1. In connection with the Company's business activities, please explain the Company's strategic plan for the period of 2024-2026, encompassing both ongoing business development initiatives and any prospective new ventures? (if available).
 - The Company is committed to develop continuous business initiatives, focusing on various projects such as township developments in BSD City, Grand Wisata and Kota Wisata, residential projects in Nava Park, The Zora, Hiera located in BSD City, Grandcity Balikpapan, Taman Banjar Wijaya and Taman Permata Buana, office projects, apartment projects in The Elements, Aerium, Southgate, Klaska, Upperwest and Akasa.
 - Regarding plans to develop a new business plan (After the proposed acquisition of SMDM becomes effective), the Company will adjust its business plan for SMDM.

Rencana Pengambilalihan

2. Sehubungan dengan Keterbukaan Informasi Perseroan mengenai adanya negosiasi sehubungan dengan Rencana Pengambilalihan PT Suryamas Dutamakmur Tbk ("SMDM") dari Top Global Limited ("TGL"), mohon jelaskan:

The Proposed Acquisition

2. In connection with the Company's Information Disclosure regarding negotiations of the Proposed Acquisition of PT Suryamas Dutamakmur Tbk ("SMDM") from Top Global Limited ("TGL"), please explain:

- a. Estimasi waktu pelaksanaan transaksi pengambilalihan beserta *mandatory tender offer* (MTO).

Penyelesaian rencana pengambilalihan SMDM akan bergantung terhadap pemenuhan syarat dan ketentuan (termasuk pemenuhan atau pengenyampingan syarat-syarat tangguh) oleh para pihak sebagaimana diatur di dalam Perjanjian Jual Beli Saham Bersyarat (Conditional Shares Purchase Agreement atau "CSPA"). Penyelesaian akan dilakukan pada tanggal yang berada dalam hari kerja ke-5 setelah pemenuhan atau pengabean syarat-syarat tangguh atau waktu atau tanggal lain yang disetujui secara tertulis antara Penjual dan Pembeli.

Setelah penyelesaian transaksi, BSDE akan melaksanakan penawaran tender wajib sesuai dengan tata waktu dan ketentuan dalam Peraturan OJK No.9 tahun 2018 tentang Pengambilalihan Perusahaan Terbuka ("POJK No.9/2018").

- b. Dasar nilai transaksi.

Nilai transaksi ditentukan dengan basis *arm's length* kesediaan penjual dan kesediaan pembeli, yang telah disepakati setelah melakukan negosiasi antara Pembeli dan Penjual dan dengan mempertimbangkan nilai kepemilikan saham Penjual di SMDM, harga saham pasar terbuka SMDM dan hasil uji tuntas.

- c. Bagaimana pembelian saham SMDM dapat meningkatkan kinerja keuangan Perseroan?

Setelah rencana pengambilalihan saham SMDM menjadi efektif, diharapkan SMDM dapat berkontribusi positif dalam penambahan cadangan lahan guna pengembangan proyek jangka panjang.

- d. Pertimbangan Perseroan mengakuisisi SMDM dibandingkan perusahaan lain sejenis.

- cadangan lahan yang dimiliki oleh SMDM masih luas sehingga potensi pengembangan masih tinggi;
- lokasi strategis dekat dengan akses jalan tol;
- Diversifikasi geografis bagi Perseroan;
- Kami menilai harga transaksi rencana pengambilalihan saham SMDM masih cukup wajar.

- a. *Estimated time to implement the proposed acquisition along with the mandatory tender offer (MTO).*

The completion of the proposed acquisition of SMDM will be subject to the fulfilment of the terms and conditions (including the satisfaction or waiver of the conditions precedent) by the parties as set out in the Conditional Shares Purchase Agreement ("CSPA"). Completion will take place on the date that is within the fifth (5th) business day after the fulfilment or waiver of the final conditions precedent or such time or date as may be agreed in writing between the Seller and Purchaser.

Upon completion of the transaction, BSDE will conduct a Mandatory Tender Offer in accordance with the timelines and provisions of OJK Regulation No.9 of 2018 on the Acquisition of the Publicly Listed Company ("POJK No.9/2018").

- b. *Basis of transaction value.*

The transaction value is determined on an arm's length basis based on the willingness of the Seller and the willingness of the Purchaser, agreed upon after negotiations between the Purchaser and the Seller and taking into account the value of Seller's shareholdings in SMDM, the open market share price of SMDM and the results of due diligence.

- c. *How can acquiring SMDM shares improve the Company's financial performance?*

After the proposed acquisition of SMDM shares becomes effective, it is expected that SMDM's will contribute positively to increase the land reserves for long-term projects development.

- d. *The Company's consideration of acquiring SMDM in comparison to the other similar companies.*

- *SMDM's land reserves remain extensive, indicating a high potential for future development;*
- *strategically located near toll road access;*
- *Geographical diversification for the Company;*
- *We deem the proposed acquisition cost of SMDM shares to remain notably reasonable.*

- e. Bagaimana pembelian saham SMDM dapat mempengaruhi kegiatan operasional Perseroan?

Dengan dilakukannya pengambilalihan saham SMDM, tidak akan berdampak pada kegiatan operasional Perseroan.

- f. Sumber dana untuk melakukan pembelian saham SMDM. Jelaskan dengan detail.

Sumber dana untuk melakukan pengambilalihan saham SMDM akan menggunakan dana Kas Perseroan. Per 31 Maret 2024, posisi Kas dan setara kas Perseroan sebesar Rp9,70 triliun.

- g. Apakah terdapat *negative covenant* yang harus dipenuhi Perseroan, TGL maupun SMDM terkait transaksi ini? Jika ada, sampaikan pemenuhannya.

Tidak terdapat *negative covenant* yang dapat menghalangi penyelesaian rencana pengambilalihan berdasarkan perjanjian-perjanjian material yang mana Perseroan, TGL dan SMDM (berdasarkan uji tuntas) sebagai pihak.

- h. Bagaimana rencana dan komitmen Perseroan terkait dengan status pencatatan saham SMDM di Bursa setelah pengambilalihan?

Setelah penyelesaian rencana pengambilalihan dan pelaksanaan penawaran tender wajib, Perseroan akan melaksanakan kewajiban pengalihan kembali saham kepada masyarakat dengan jumlah paling sedikit sebesar persentase saham yang diperoleh pada saat pelaksanaan penawaran tender wajib sebagaimana yang diatur dalam Pasal 21 POJK No.9/2018. Dalam melaksanakan kewajiban pengalihan kembali saham tersebut, Perseroan akan memperhatikan minimum jumlah saham *free float* yang wajib dipenuhi oleh SMDM sebagaimana diatur dalam Ketentuan V.1 Peraturan Bursa No.1-A.

- i. Bagaimana komitmen Perseroan terkait dengan pemenuhan ketentuan *Saham Free Float* oleh SMDM, sebagaimana diatur dalam Ketentuan V.1. Peraturan Bursa Nomor I-A, terutama setelah pelaksanaan MTO? Agar dijelaskan rencana Perseroan dalam hal pelaksanaan MTO mengakibatkan tidak dipenuhinya ketentuan tersebut oleh SMDM.

Sebagaimana telah dijelaskan pada poin h. di atas, setelah penyelesaian rencana pengambilalihan dan pelaksanaan penawaran tender wajib, Perseroan

- e. *How might the acquisition of SMDM shares impact the Company's operational activities?*

By acquiring SMDM shares, the Company's operational activities will remain unaffected.

- f. *Source of funds for the proposed acquisition of SMDM shares. Explain in detail.*

The source of funds for acquiring SMDM shares will use the Company Cash. As of March 31st, 2024, the Company's Cash and cash equivalents position was IDR9.70 trillion.

- g. *Are there any negative covenants that must be fulfilled by the Company, TGL and SMDM regarding this transaction? If there is, convey the fulfillment.*

There are no negative covenants that may prevent the completion of the proposed acquisition under material agreements to which the Company, TGL and SMDM (based on due diligence) are parties.

- h. *What are the Company's plans and commitments regarding the listing status of SMDM shares on the Stock Exchange after the takeover?*

After the completion of the proposed acquisition and the implementation of the mandatory tender offer, the Company will carry out the sell-down obligation to refloat the shares to the public with an amount at least equal to the percentage of shares obtained during the mandatory tender offer shares as regulated in Article 21 POJK No.9/2018. In implementing the sell-down obligation, the Company will consider the minimum free float requirements that must be fulfilled by SMDM as stipulated under IDX Regulation No.1-A.

- i. *What is the Company's commitment regarding the fulfillment of Free Float Share provisions by SMDM, as regulated in Provision V.1. Exchange Regulation Number I-A, especially after the implementation of the MTO? To explain the Company's plans in the event that the implementation of MTO results in non-fulfillment of these provisions by SMDM.*

As we explained in point h. above, upon the completion of the proposed acquisition and the implementation of the mandatory tender offer, the

akan melaksanakan kewajiban pengalihan kembali saham kepada masyarakat guna memenuhi ketentuan Pasal 21 POJK No.9/2018 dan ketentuan pemenuhan saham *free float* pada SMDM berdasarkan Ketentuan V.1 Peraturan Bursa No.1-A.

- j. Apakah pengambilalihan tersebut sudah sesuai dengan ketentuan dari UU Nomor 5 Tahun 1999 tentang Larangan Praktik Monopoli dan Persaingan Usaha Tidak Sehat, serta ketentuan lainnya yang berkaitan dengan persaingan usaha. Mohon dapat dijelaskan.

Guna memenuhi ketentuan UU No.5 tahun 1999 tentang Larangan Praktik Monopoli dan Persaingan Usaha Tidak Sehat dan peraturan pelaksanaannya, Perseroan akan menyampaikan notifikasi sehubungan dengan rencana pengambilalihan kepada Komisi Pengawas Persaingan Usaha (KPPU) yang wajib disampaikan paling lambat 30 hari kerja sejak tanggal pengambilalihan saham berlaku efektif.

3. Sehubungan dengan negosiasi ini, jelaskan dampak dalam hal perjanjian ini dibatalkan berdasarkan skema:

- a. Perseroan maupun TGL membatalkan perjanjian secara sepahak.
Berdasarkan CSPA, pembatalan perjanjian dapat dilakukan sebelum penyelesaian transaksi karena:
- (i). kesepakatan para pihak secara tertulis; atau
 - (ii). tidak terpenuhinya beberapa syarat dan ketentuan dalam CSPA (*termasuk conditions precedents*).

Jika perjanjian ini diakhiri sebagaimana hal di atas, hak dan kewajiban para pihak berdasarkan CSPA akan segera diakhiri, kecuali terhadap ketentuan-ketentuan dalam CSPA yang perlu tetap dipatuhi oleh para pihak.

Namun demikian, pengakhiran CSPA sebagaimana telah dijelaskan di atas tidak akan mempengaruhi hak suatu pihak untuk menuntut pelanggaran atas kewajiban pihak lainnya sehubungan dengan perjanjian apabila terdapat pelanggaran terjadi sebelum pengakhiran CSPA.

- b. Terdapat kesalahan Perseroan maupun TGL sehingga mengakibatkan Rencana Pengambilalihan dibatalkan.

Mohon merujuk kepada penjelasan kami pada poin a di atas.

Company will carry out the sell-down obligation to the public in order to fulfill the provisions of Article 21 of POJK No.9/2018 and the minimum free-float requirement in SMDM pursuant to Provision V.1 of IDX Regulation No.1-A.

- j. *Is the acquisition in accordance with the provisions of Law Number 5 of 1999 concerning Prohibition of Monopolistic Practices and Unfair Business Competition, as well as other provisions relating to business competition? Please explain.*

In order to comply with the Law No.5 of 1999 on the Prohibition of Monopolistic Practices and Unfair Business Competition and its implementing regulations, the Company will submit a notification in connection with the proposed acquisition to the Business Competition Supervisory Commission (Komisi Pengawas Persaingan Usaha or KPPU), which must be submitted no later than 30 working days as of the date of the acquisition becomes effective.

3. *In connection with these negotiations, explain the impact if this agreement is canceled under the scheme of if:*

- a. *The Company or TGL cancels the agreement unilaterally.*
Under the CSPA, the agreement may be terminated prior to the completion of the transaction due to:
- (i). the mutual agreement of the parties in writing; or*
 - (ii). non-fulfilment of certain terms and conditions of the CSPA (including condition precedents).*

If this agreement is terminated as above, the rights and obligations of the parties under the CSPA shall cease immediately, except for the provisions in the CSPA that need to be complied with by the parties.

However, termination of the CSPA as explained above will not affect a party's right to claim for a breach of the other party's obligations in relation to the agreement if any breach occurred before termination of the CSPA.

- b. *There was an error by the Company and TGL which resulted in the Proposed Acquistion being cancelled.*

Please refer to our explanation in point a above.

Lain-lain

4. Mohon penjelasan atas informasi/fakta/kejadian penting lainnya yang material dan dapat mempengaruhi harga Efek Perseroan serta kelangsungan hidup Perseroan yang belum diungkapkan kepada publik.

Perseroan belum memiliki informasi/fakta/kejadian penting lainnya yang material dan dapat mempengaruhi harga efek Perseroan serta kelangsungan hidup Perseroan yang belum diungkapkan kepada publik.

Demikian penjelasan dari kami. Atas perhatian dan kerjasama Bapak/Ibu, kami ucapkan terima kasih.

Miscellaneous

4. Please explain any information/facts/other important events that are material and could affect the price of the Company's securities and the survival of the Company that have not been disclosed to the public.

The Company does not have undisclosed material information, facts or significant events that could impact on the Company's securities' pricing or its overall viability, which have not been made public.

Hence, we conclude our explanation. We express our gratitude for your attention and cooperation.

Hormat Kami/Yours Sincerely,
PT Bumi Serpong Damai Tbk

Ricardo Arif Dharmawan
Corporate Secretary

Tembusan/Cc:

- Dewan Komisaris dan Direksi Perseroan/The Company's Board of Commissioners and Directors
- Wali Amanat PT Bank Rakyat Indonesia (Persero) Tbk