



**PT SEMEN GRESIK (PERSERO) Tbk.**

Jl. Veteran, Gresik 61122. Telp.: +62 31 3981731, 3981732  
Fax: +62 31 3983209, 3972264. Toll free: 0800-10-88888



## ANNOUNCEMENT

### THE RESOLUTIONS OF GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of PT Semen Gresik (Persero) Tbk. ("the Company") hereby announce that the Annual and Extraordinary General Meeting of Shareholders ("the Meeting"), that was convened on Friday, June 25, 2010 at Jakarta, resulting in the following resolutions:

#### A. The Annual General Meeting of Shareholders

##### Agenda 1:

1. The Meeting approved the Annual Report concerning the condition and the operations of the Company in the year 2009 including the report of supervisory duty activities of the Board of Commissioners during the year 2009.
2. The Meeting ratified the Company's Financial Statements for the year 2009 audited by the Public Accountant Office Purwantono, Sarwoko & Sandjaja, member firm of Ernst & Young, as reported in their letter Number: RPC-11022 dated March 17, 2010 with *"fairly in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2009 and 2008, and the consolidated results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles in Indonesia"*, at the same time granted full release and discharge (*volledig acquit et de charge*) to the members of the Board of Directors and Commissioners for their managerial and supervisory duties in year 2009, insofar as such actions are recorded in the Company's books and are not contradictory to the provisions of laws and regulations.

##### Agenda 2:

The Meeting ratified the Annual Report on the Partnership and Community Development Program ("PKBL") in the year ended December 31, 2009 which prepared and compiled based on Financial Report of PKBL audited by Public Accountant Offices:

1. Junaedi, Chairul, Labib, Subiyakto & Rekan as reported in their letter Number: 04/JCLS-LAI/II/2010 dated February 24, 2010 for PT Semen Gresik.
2. Gafar Salim & Rekan as reported in their letter Number: LA-GS/1001 dated February 10, 2010 for PT Semen Padang.
3. Usman & Rekan as reported in their letter Number: 001/AU/I/2010 dated January 25, 2010 for PT Semen Tonasa,

with *"fairly in all material respects, the financial position of the Partnership and Community Development Program, activities reports, and their cash flows for the year ended December 31, 2009, and in conformity with generally accepted accounting principles in Indonesia"*, and granted release and discharge (*acquit et de charge*) to the members of the Board of Directors and Commissioners for their managerial and supervisory duties on PKBL in year 2009, insofar as such actions are recorded in the PKBL's books and are not contradictory to the provisions of laws and regulations.

### **Agenda 3:**

The Meeting determined the allocation of the Company's net income for the year 2009 in the amount of Rp3,326,487,957,000.00 as follows:

1. Dividend: 55% or in the amount of Rp1,829,568,376,350.00 or equivalent to Rp308.45 per share
2. Partnership Program for the year 2010: 1.85% or in the amount of Rp61,540,027,205.00
3. Community Development Program for the year 2010: 1,50% or in the amount of Rp49,897,319,355.00
4. The remaining amount of 41.65% or in the amount of Rp1,385,482,234,090.00 shall be allocated for reserve in the context of Company's development
5. The Meeting granted power of attorney to the Company's Board of Directors to take necessary actions and to further stipulate the payment of dividend distribution in accordance with the provisions of laws and regulations.

#### **Noted:**

1. The Company already paid interim dividend for the year 2009 in the amount of Rp344,028,160,000.00 or equivalent to Rp58 per share.
2. The remaining cash dividend in the amount of Rp1,485,540,216,350.00 will be paid to:
  - a. Government of Republic of Indonesia in the amount of Rp757,712,932,700.00
  - b. Public in the amount of Rp727,827,283,650.00

### **Agenda 4:**

1. The Meeting approved to give total *tantieme* for the Company's Board of Directors and Commissioners for the year 2009 in the amount of Rp27.69 billion (gross) or 0.83% from the Company's net profit for the year 2009, with the condition as follows:
  - a. The composition for the President Director, Vice President Director, Director, President Commissioner, Vice President Commissioner, and Commissioner are 100%, 95%, 90%, 47%, 45.5% and 37.9%.
  - b. The *tantieme* for the Board of Directors and the Board of Commissioners for the year 2009 is proportionally based on the time of services.
  - c. The tax on *tantieme* shall be borne by the relevant Directors or Commissioners.
2. The salary of Board of Directors and honorarium of the Board of Commissioner as well as the amount of allowance and facility for the Board of Directors and the Board of Commissioners for the year 2010 is the same with the year 2009.

### **Agenda 5:**

1. The Meeting granted authorities to the Board of Commissioners to:
  - a. Appoint Public Accountant Office to audit the Company's consolidated financial statement for the year 2010 and for other periods in the year 2010.
  - b. Appoint Public Accountant Office to audit the Annual Report on the Partnership and Community Development Program ("PKBL") for the year 2010.
  - c. Appoint the substitute of Public Accountant Office in the event that the appointed Public Accountant Office cannot continue or perform its duties due to any reason whatsoever including legal reasons and laws and regulations in the capital market sector.
2. The Meeting granted authorities to the Board of Commissioners to stipulate conditions and requirements for such appointment including but not limited to the fees of the intended audit.

## **B. The Extraordinary General Meeting of Shareholders**

### **Agenda 1:**

1. The Meeting approved the amendments of the Company's Article of Association, especially in order to adjust with the related provisions of laws and regulations, in the same manner as the amendments of the Company's Article of Association which had been distributed and explained to the Meeting participants.
2. The Meeting granted power and authority to the Company's Board of Directors to draw up Statement of the Meeting Resolutions in a Notary Deed with respect to all articles of the Company's Articles of Association, either those amended completely or otherwise.
3. The Meeting granted power to the Company's Board of Directors to assign a Notary for and on behalf on the Company's Board of Directors to apply for the approval of the amendment to the Articles of Association which had been decided upon in item 1 of these resolutions to the Minister of Law and Human Rights by no later than 7 (seven) working days following the closing of the Meeting

### **Agenda 2:**

1. The Meeting approved the resignation of Mr. Navin Sonthalia as Vice President Director of the Company as of the adjournment of the Meeting with an expression of the utmost gratitude for his dedication during his service.
2. The Meeting honorably dismissed the late Mr. Marwoto Hadi Soesastro as the Independent Commissioner as of May 4, 2010 who passed away, with an expression of the utmost gratitude for his dedication during his service as the Independent Commissioner of the Company.
3. The Meeting temporarily appointed the members of Board of Directors and Commissioners whose their service terms had ended as of the adjournment of the Meeting to continue to perform their tasks and obligations as members of Board of Directors and Commissioners until the composition are definitely determined by the next Shareholders Meeting with a condition that this temporary appointment is not considered as one service term period.

### **THE PROCEDURES FOR DIVIDEND PAYMENT:**

1. Payment of dividend will be delivered on August 05, 2009 at the latest with the following conditions:
  - a) Those whose are entitled to have dividends are:
    - i. Shareholders who are still holding the script shares whose names are registered in the Company's Shareholders Register managed by the Company's Share Administration Bureau (PT Datindo Entrycom) on recording date July 22, 2010 at 16.00 Indonesian Western Time.
    - ii. Shareholders whose names are registered in Collective Depository KSEI on recording date July 22 2010 at 16.00 Indonesian Western Time.
  - b) Payment of Dividend shall be followed by:
    - i. Sending the notification of dividend directly to the shareholders who are still holding the script whose names are registered in the Company's Share Administration Bureau, or
    - ii. Transferring the amount to the shareholders' own accounts. Those shareholders who are still holding the script and intend to have the payments of dividend

transfer to their bank account should notify in writing affixed with the stamp duty of Rp6,000 including the name, address and account number of their banks attached with copies of ID cards which address should correspond with the address recorded in the Company's Shareholders Administration Bureau as follows: PT Datindo Entrycom, Puri Datindo Belakang Wisma Diners Club, Jl. Jenderal Sudirman Kav. 34-35, Jakarta 10220. Phone: (021) 570 9009, Fax. (021) 570 9026.

- iii. Delivering the payment through account holders at KSEI for those shareholders whose shares registered at KSEI:
  - c) Dividends payments will not be transferable to other parties.
2. The basis for inclusion in the Company's Shareholders Registrations are all shares trading in the Indonesia Stock Exchange as follows:
- Cum Dividend for Regular and Negotiated Market : July 19, 2010
  - Ex Dividend for Regular Market and Negotiated Market : July 20, 2010
  - Cum Dividend for Cash Market : July 22, 2010
  - Dividend for the Cash Market : July 23, 2010
  - Recording date : July 22, 2010
  - Dividend Payment : August 05, 2010
  - Remaining final Dividend per share for the year 2009 : Rp250.45
3. Tax shall be imposed in accordance with the applicable Indonesian tax regulations. The amount of tax shall be deducted from the amount of cash dividend for the year 2009 received by each Shareholders.
4. For Shareholders considered as Foreign Tax Payer that deduction rate is in accordance to the Avoidance of Dual Taxes Agreement (P3B), obligate to comply with Article 26 of Law No. 36 Year 2008 regarding the Fourth Amendment to Law No. 7 Year 1983 regarding Income Tax as well as submit a letter of Domicile using the Form as required by Directorate General Tax Regulation No. 61/PJ/2009 dated 5 November 2009, that have been legalized by the Tax Office for Go Public Company to :
- KSEI in accordance with the prevailing KSEI rules as stated in the Circular Letter No. SE-001/DIR-eks/0110 dated 11 January 2010; or
  - Shares Registrar;
- at the latest on 22 July, 2010 at 16.00 WIB.

If as the said date, KSEI or the Shares Registrar has not received the Certificate of Domicile, the Cash Dividend will be subject to article 26 With Holding Tax at the rate of 20%.

**June 29, 2010**

**PT Semen Gresik (Persero) Tbk.**

**The Board of Directors**

**Corporate Secretary**

PT Semen Gresik (Persero) Tbk.  
Gedung Utama SG, 5<sup>th</sup> Floor, Jl. Veteran, Gresik 61122 – Indonesia  
Phone: +62 31 3981732 / 3981745 • Fax: +62 31 3983209  
Email: agungw@sg.sggrp.com

**Representative Office:**

The East Tower, 18<sup>th</sup> Floor,  
Jln. Lingkar Mega Kuningan, Kav E.3.2 No. 1,  
Jakarta 12950 – Indonesia  
Phone: +62 21 5261174 – 5 • Fax: +62 21 5261176