

**AMENDMENT AND/OR ADDENDUM TO THE DISCLOSURE OF
INFORMATION TO THE SHAREHOLDERS
OF PT DIAN SWASTATIKA SENTOSA TBK
("ADDITIONAL INFORMATION DISCLOSURE I")**

THIS ADDITIONAL INFORMATION DISCLOSURE I MUST BE READ WITH REFERENCE TO THE DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF PT DIAN SWASTATIKA SENTOSA TBK ("THE COMPANY") REGARDING THE PROPOSED MATERIAL AND AFFILIATED TRANSACTION WHICH HAS BEEN PUBLISHED ON INVESTOR DAILY ON 30 OCTOBER 2014.

THIS ADDITIONAL INFORMATION DISCLOSURE I IS PRESENTED BY THE COMPANY IN ORDER TO COMPLY WITH THE REGULATION OF BAPEPAM- LK NO. IX.E.2 ATTACHMENT OF DECISION BY THE CHAIRMAN OF BAPEPAM AND LK NUMBER KEP-614/BL/2011 DATED 28 NOVEMBER 2011 REGARDING MATERIAL TRANSACTION AND CHANGE OF PRINCIPAL BUSINESS ACTIVITY. TRANSACTION REFERRED IN THIS DISCLOSURE OF INFORMATION IS ALSO AN AFFILIATED TRANSACTION BUT DOES NOT CONTAIN CONFLICT OF INTEREST AS REFERRED TO IN THE REGULATION OF BAPEPAM AND LK NO. IX.E.1 ATTACHMENT OF DECISION BY THE CHAIRMAN OF BAPEPAM-LK NUMBER KEP-412/BL/2009 DATED 25 NOVEMBER 2009 REGARDING TRANSACTION WITH AFFILIATED PARTIES AND CONFLICT OF INTEREST ON CERTAIN TRANSACTION.

If you have any difficulty to understand the information in this Disclosure of Information, it is advisable to consult your legal counsel, public accountant, financial advisor, or other relevant professional advisor.



PT Dian Swastatika Sentosa Tbk

Business Activities:

Power generation, wholesale trading, services, real estate and
infrastructure construction.

Head Office

Sinar Mas Land Plaza Tower II, 27th Floor
Jl. M.H. Thamrin No. 51
Central Jakarta 10350
Phone: (021) 31990258
Fax: (021) 31990259
Email: investor.relation@dss.co.id
Website: <http://www.dss.co.id>

The Extraordinary General Meeting of Shareholders ("EGMS") of the Company will be held on 1 December 2014, from 14.00 Western Indonesian Time until finished, at Sinar Mas Land Plaza Tower II, 39th Floor, Jl. M.H. Thamrin No.51, Central Jakarta 10350.

The Company has announced the EGMS of the Company on Investor Daily and Neraca newspapers on 30 October 2014, and issued the invitation of the EGMS on Investor Daily and Neraca daily on 14 November 2014.

The Company's shareholders who are eligible to attend or to be represented in the EGMS are those whose names are listed in the Shareholder Register of the Company on Thursday, 13 November 2014, until 16.00 Western Indonesian Time.

Any shareholder who is unable to attend may be represented by its attorney by providing a valid written power of attorney with form and substance as determined by the Company. The form of the Power of Attorney may be obtained on business days and working hours at the Company's Share Administration Bureau, PT Sinartama Gunita, Sinar Mas Land Plaza, Tower I, 9th Floor, Jl. M.H. Thamrin No.51, Central Jakarta 10350.

The followings are the important dates in connection with the EGMS of the Company:

Event	Date
Announcement of EGMS on the Investor Daily and Neraca daily	30 October 2014
Disclosure of Information of the Proposed Transaction on Investor Daily	30 October 2014
Recording Date	13 November 2014
Invitation of EGMS on Investor Daily and Neraca daily	14 November 2014
Announcement of Additional Information Disclosure I on daily	27 November 2014
The EGMS	1 December 2014
Announcement on the Resolution of the EGMS on daily	3 December 2014
Report to OJK and IDX on the Resolution of the EGMS	3 December 2014

I. DEFINITION

Mandatory Convertible Bond (MCB)	:	Means bond mandatorily convertible into shares, as settlement for corporate guarantee issued by UFS.
<i>Compliance Placement</i>	:	Means mandatory issuance of shares by UFS to keep the minimum public float requirement as regulated in SGX Listing Rule No. 210(1)(a)
Regulation No. IX.H.1	:	Means Bapepam Regulation No. IX.H.1, Attachment of Decision by the Chairman of Bapepam-LK No. Kep 264/BL/2011 dated 31 May 2011 regarding Acquisition of Public Company

III. INFORMATION ON THE PROPOSED TRANSACTION

1. OBJECT AND VALUE OF THE PROPOSED TRANSACTION

The object of the Proposed Transaction is the acquisition of 1,978,327,436 (one billion nine hundred seventy eight million three hundred twenty seven thousand and four hundred thirty six) new shares which will be issued by UFS after the execution of the Proposed UFS Reverse Stock, or representing approximately 94.0020% (ninety four point zero zero two zero percent) before taking into account the compensation shares, from all issued shares in UFS, with share price SGD 0.95 per share (SGD 0.019 before Proposed UFS Reverse Stock). Therefore the total transaction value is SGD 1,879,411,064 or equal to Rp.14,721,426,864,312 with exchange rate of 1 SGD equal to Rp.7,833..

With regards to the acquisition of UFS through issuance of new shares, there is no provision in SGX-ST listing rule or Singapore Code on Takeover & Mergers which regulates the share issue price or the share sale price.

The determination of UFS share price was based on commercial agreement between the parties as stipulated in the Share Purchase Agreement. Such price has reflected the value of UFS in accordance with the opinion of Independent Appraiser appointed by the Company.

The exchange rate of 1 SGD equal to Rp.7,833 was the applicable exchange rate when the commercial negotiation between the Company and UFS took place. The determination of the exchange rate was based on commercial agreement which was concluded way before the signing of the Share Purchase Agreement dated 11 July 2013.

If the Company adjusts the exchange rate of 1 SGD = Rp.7,833 to 1 SGD = Rp.9,375 (exchange rate of Bank of Indonesia on 19 November 2014), then the total transaction value of for the share swap will increase and the Company will be required to provide more GEMS shares to UFS, of which the Company will not be able to comply since the contemplated share swap will have already involved all of GEMS shares owned by the Company.

After the acquisition of UFS shares has become effective, the Company will immediately sell 3,941,166,500 (three billion nine hundred forty one million one hundred sixty-six thousand and five hundred) shares, which is owned by the Company and represent 66.9998% (sixty-six point nine nine nine eight percent) from the total issued and paid-up capital of GEMS. The sale price of GEMS Shares Owned By the Company is Rp.3.735 per share or in total amounting to SGD 1,879,411,064 or equal to Rp.14,721,426,864,312 with exchange rate of 1 SGD equal to Rp.7,833. The determination of the sale price of GEMS shares was based on commercial agreement concluded way before the signing of the Share Purchase Agreement dated 11 July 2013 by considering the market cap of GEMS and the proposed ownership of the majority of GEMS shares by UFS. Such sale price is higher than the average of the highest daily trading price of GEMS shares at IDX for the last 90 days from 18 June 2014 to 29 October 2014, which was Rp.1,774 per share..

The total transaction value agreed in the Share Purchase Agreement is SGD 1,879,411,064 which was obtained by multiplying 98,916,371,793 new UFS shares with SGD 0.019 per share. Such new UFS shares are to be swapped with 3,941,166,500 GEMS shares owned by the Company (the transaction value is obtained by multiplying GEMS shares with Rp.3,735 per share which results Rp.14,720,256,877,500). If both transaction values are compared then the exchange rate will be Rp.7832.38 per SGD, rounded upward to be Rp 7,833 as agreed by the parties.

The series of transaction as mentioned above is known as reverse takeover transaction.

4. SHARE PURCHASE AGREEMENT

In connection with the Proposed Transaction, the Company and UFS had signed the Share Purchase Agreement on 11 July 2013 (and its amendments), which stipulates the principal terms in connection with the acquisition of UFS through equity participation in UFS and the sale and transfer of GEMS Shares Owned By The Company which is a part of the Proposed Transaction.

The following is a summary of key provisions of the Share Purchase Agreement in connection with the Proposed Transaction:

The Parties	:	UFS and Company
Number of UFS New Shares to be acquired by the Company	:	1,978,327,436 (one billion nine hundred seventy eight million three hundred twenty seven thousand and four hundred thirty six) new shares after the execution of the Proposed UFS Reverse Stock, or 98,916,371,793 (ninety-eight billion, nine hundred and sixteen million three hundred seventy-one thousand seven hundred and ninety-three) UFS shares prior to the execution of the Proposed UFS Reverse Stock, which will represent approximately 94.0020% (ninety four point zero zero two zero percent).
Number of GEMS shares which will be sold and transferred by the Company	:	3,941,166,500 (three billion nine hundred and forty-one million one hundred and sixty-six thousand five hundred) shares owned by the Company in GEMS or 66.9998% (sixty-six point nine nine nine eight percent) of the issued and paid-up capital in GEMS..
Purchase Price and Method of Payment	:	The price of the acquisition of 1,978,327,436 new UFS share (after the execution of the Proposed UFS Reverse Stock) is SGD 0.95 per share (SGD 0.019 before the execution of the Proposed UFS Reverse Stock) therefore the total transaction value is SGD 1,879,411,064 or equal to Rp.14,721,426,864,312 with exchange rate of 1 SGD equal to Rp7,833. The price of the sale of 3,941,166,500 GEMS Shares Owned By The Company is Rp.3,735 per share with exchange rate Rp.7,833 per SGD therefore the total transaction value is SGD 1,879,411,064 or equal to Rp.14,721,426,864,312 with exchange rate of 1 SGD equal to Rp.7,833.
Conditions Precedent	:	Conditions Precedent related to the Proposed Transaction as stipulated under the Share Purchase Agreement, among others, are as follows: - Results of due diligence of GEMS related to financial, legal, tax and business aspects are considered satisfactory by UFS; - Results of due diligence of UFS related to financial, legal, tax and business aspects are considered satisfactory by the Company; - Completion of the Proposed UFS Reverse Stock by UFS with the terms and conditions agreed by the Parties and in accordance with the applicable laws; - Approval by shareholders of the Company and UFS related to the Proposed Transaction (and other related

transactions including Proposed UFS Reverse Stock) (including but not limited to the approval of independent shareholders of UFS related to the waiver of the right to receive a general offer for all New Shares of UFS from the Company and parties who act jointly in connection with the issuance of the New Shares of UFS);

- v. Divestment of Poh Lian Construction (Pte) Ltd., including its subsidiaries, from UFS, with the condition that such divestment does not result in any residual obligation to UFS (except for Poh Lian Construction (Pte) Ltd. and its subsidiaries);
- vi. Approvals or waivers which are required from all of the relevant parties in connection with the Proposed Transaction, including but not limited to:
 - (a) approval from SGX-ST related to the Proposed Transaction, the reverse takeover under Rule 1015 of the SGX-ST Listing Manual, and approval from SGX-ST on UFS Circular which will be distributed to the UFS shareholders, and if such approval is granted with certain conditions, such conditions shall be acceptable by the Company and UFS;
 - (b) approval-in-principle from SGX-ST for the listing of New Shares of UFS;
 - (c) waiver by the Securities Industry Council of Singapore ("**SIC**") on the obligations of the Company and parties acting together to conduct a public offering of UFS shares which is not owned or controlled by the Company or parties acting together under the Singapore Code on Take-overs and Mergers, which still rely on the Whitewash Resolution and other requirements that may be provided by the SIC, of which the terms are acceptable by the Company and UFS, and
 - (d) OJK and/or other authorized institutions does not deemed the Proposed Transaction to cause change of control in GEMS, and OJK does not has any objection if UFS does not make a public offer for GEMS shares in connection with the Proposed Transaction;
- vii. All necessary consents from any third party (including GEMS shareholders) related to the Proposed Transaction under the Share Purchase Agreement have been obtained, and
- viii. The mandatory convertible bond subscription agreement between UFS and its unsecured creditors as the settlement of the corporate guarantee issued by UFS, has been signed (the conversion from the mandatory convertible bond by each of its holder will not affect the Company's control on UFS after the execution of the Proposed Transaction).
- ix. The Company has obtained the Financial Statements of UFS at the latest 7 days before the completion of

the Proposed Transaction

- x. The Company and UFS have obtained the Deeds of Undertaking and Standstill from ASM, ASF, dan RBI.
- xi. No change in the capital of UFS, unless agreed by the parties.
- xii. All representation and warranties of the Company and UFS are true, accurate and not misleading in any material respect.

The deadline for the fulfillment of the conditions precedent is agreed to be amended from 31 January 2014 to be 31 March 2015. Because of such change, with the passing of time the obligations of UFS have also increased (eg: loan interest). The difference between such obligations and the limitation agreed in the Share Purchase Agreement will result in compensation shares to DSS.

The EGMS of the Company is one of the Conditions Precedent which has to be fulfilled by the Company. The Company requires approval from its shareholders in accordance with Regulation No.IX.E.2 and the Articles of Association of the Company. Similarly, UFS also requires approval on the Proposed Transaction from the SGX-ST and its shareholders. If approved by the EGMS of the Company, the Proposed Transaction must be completed within 12 (twelve) months in accordance with Regulation No. IX.E.2.

If there is any conditions precedent which has not been fulfilled or waived by 31 March 2015, the date for the fulfillment of the conditions precedent may be extended as agreed by the parties.

Fulfilled	Conditions :	As of the date of this letter, some conditions precedent which have been fulfilled are as follows:
Precedent		- The signing of MCB Subscription Agreement by UFS and its creditors - The signing of Deeds of Undertaking and Standstill by ASM Asia Recovery (Master) Fund, ASM Co-Investment Term Trust I, ASM Hudson River Fund and ASM Co-Investment Opportunity Trust I LP (collectively referred to as “ASM”), in connection with claim from such parties to UFS.. - The signing of Voting Undertaking by PT Sinar Mas Tunggal and ASM in connection with the approval from each of those parties in connection with the Proposed Transaction. - SIC has provide whitewas waiver to the Company to waive the Company’s obligation to make general offer in connection with the acquisition of UFS, provided that UFS obtained approval in its general meeting of shareholders. Other requirements from SIC has been fulfilled in the circular of UFS which will be provided to its shareholders. This reverse takeover transaction is in accordance with Singapore Code on Takeovers and Mergers

Share Compensation : In the event that UFS liabilities as of 31 March 2015 exceeds agreed limit, the Company shall be entitled for additional shares, maximum of 180,000,000 (one hundred and eighty million) shares (after the execution of the Proposed UFS reverse Stock) in accordance with the agreed terms.

Completion of the Proposed Transaction : Subject to fulfillment or waiver (if relevant) of the Conditions Precedent, the completion of the Proposed Transaction will be done within seven (7) business days after the fulfillment of the Conditions Precedent of the Proposed Transaction as set forth in the Share Purchase Agreement or such other date as may be agreed in writing by the Company and the UFS.

Governing Law : Singapore Law.

Provision No. 1015 of SGX-ST Listing rule :
a. UFS obtained approval from SGX-ST;
b. UFS obtained whitewash waiver from SIC;
c. UFS obtained approval from its shareholders;
d. Proforma of enlarged group is in accordance with the listing rule;
e. After the reverse takeover, UFS must comply with the minimum public float requirement;
f. UFS circular is in accordance with the regulations on disclosure of information.

Until now, UFS is still in process to obtain approval from SGX-ST, and UFS has obtained whitewash waiver from SIC.

Dispute Resolution : Singapore International Arbitration Centre (SIAC).

Until now, the Company and UFS does not have any plan to amend the Share Purchase Agreement considering that there is many parties who have interest in such Share Purchase Agreement.

5. MANDATORY CONVERTIBLE BOND SUBSCRIPTION AGREEMENT

The MCB is issued by UFS as settlement for the Corporate Guarantee issued by UFS previously in with regards to the payment obligations of Poh Lian Construction (Pte) Ltd which is in judicial management.

Based on the terms and conditions of the MCB Subscription Agreement, each of UFS creditor has provide Standstill Undertaking, which is statement from the each of the creditor to not to engage any legal proceeding against UFS and its subsidiaries in connection with UFS obligation to such creditor..The Standstill Undertaking is very important to facilitate the Proposed Transaction.

Some of the crucial terms and conditions of the MCB are as follows:

Principal Amount	:	Up to SGD45,834,458.56 (total)
<i>Yield</i>	:	5% per annum

Due Date	:	24 months from the closing date
MCB Status	:	MCB will be deemed as direct obligations unconditional and without collateral and shall rank equal to other obligations of UFS unless regulated otherwise based on the applicable law.
Payment before Due Date	:	If approved by the relevant MCB holder, UFS may settle the MCB any time in accordance with its nominal value plus 5% yield per annum by providing prior written notice.
Mandatory Payment	:	Subject to the terms and conditions of the Subscription Agreement, MCB holder may require UFS to settle the MCB within 30 days after the occurrence of any insolvency event (whether voluntarily or otherwise) or if UFS no longer listed in SGX-ST
Events of Default	:	MCB must be paid immediately in full if there is an occurrence of the following event: (i) breach of UFS obligations; (ii) insolvency events of UFS; (iii) except if its disclosed in disclosure letter, there is event of default from UFS and/or its subsidiaries (cross default); (iv) ongoing law suit involving UFS or its subsidiaries which may cause Material Adverse Change; (v) nationalization of or lose of control on assets of UFS or its subsidiaries; (vi) the payment obligation or any other material obligation of UFS based on MCD becomes not in compliance with the applicable law.
MCB Cancellation	:	All MCB which has been settled or converted will be cancelled and shall or be re-issued or re-sale by UFS
Negative Covenants	:	As long as there is any outstanding MCB, UFS and/or its subsidiaries shall not encumber its property and/or assets.
MCB Conversion	:	The MCB conversion price is SGD 0.019 per conversion share (before reverse stock) or SGD 0.95 per conversion share (after reverse stock).
Governing Law	:	Singapore Law

The obligations of UFS to issue MCB and the creditors of UFS to subscribe the MCB is subject to the fulfillment of the following conditions precedent:

- fulfillment and submission of closing documents by UFS to its creditors on or before the closing date for the issuance of such MCB;
- Except if UFS has provide notification in advance, all the representation and warranties of UFS are true and accurate on the closing date;
- UFS has complete all of its obligations in accordance with the terms and conditions of the Subscription Agreement.

The obligations of UFS to issue and the creditors of UFS to subscribe the conversion shares is subject to the fulfillment of the following conditions precedent:

- UFS has obtained approval from its shareholders with regards to the issuance of the conversion shares and the Proposed Transaction.
- UFS has obtained approval from SGX-ST in connection with the conversion shares and

such approval is not amended, nulled or revoked.

- UFS can show the evidence that all the requirement of SGX-ST can be fulfilled or waived by SGX-ST.

Subject to the fulfillment of the conditions precedent for the conversion, the MCB may be converted to conversion shares on:

- The date when the relevant MCB holder exercise its option to convert by providing 5 days prior written notice.
- Except if the MCB has been converted, the MCB shall automatically convert to conversion shares when the Proposed Transaction complete; whichever is earlier

6. INFORMATION ON THE PARTIES RELATED TO THE PROPOSED TRANSACTION

a. UFS

i. Brief History

United Fiber System Limited (UFS) is a limited liability company duly established under the laws of Singapore, with its registered address at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, phone: (65) 65365355, fax: (65) 65361360.

UFS was established in 1995 under the name of Poh Lian Holdings Pte Ltd which engages in the field of construction industry. In line with its Initial Public Offerings, Poh Lian Holdings Pte Ltd then has changed its status to listed company since May 1997 and changed its name to be Poh Lian Holdings Limited.

In 2002, Poh Lian Holdings Limited changed its name to United Fiber System Limited, in accordance with the new business activities engaged by UFS in the field of forestry and pulp paper.

One of UFS subsidiaries, i.e. Poh Lian Construction (Pte) Ltd, was requested to Singapore High Court to be under judicial management, and the request was approved on April 5, 2013. The request for judicial management was done because Poh Lian Construction (Pte) Ltd was facing significant financial and operational difficulties.

On October 10, 2014, Singapore High Court has approved the liquidation of Poh Lian Construction (Pte) Ltd.

9. NATURE OF AFFILIATION

The Proposed Transaction as referred in this Disclosure of Information are of affiliated transaction, involving two companies which are under common control.

The affiliation between the Company and UFS is because there is relation between the Company and UFS in terms of shares ownership in the Proposed Transaction, this is considering that after the acquisition of New UFS Shares has become effective, the Company will be the owner of

approximately 94.0020% (ninety four point zero zero two zero percent) of all issued shares in UFS (*enlarged capital*), before the Company sells and transfers GEMS Shares Owned By The Company to UFS.

The affiliation occurs as a direct consequence of the reverse takeover transaction.

VIII. EGMS

The validity period for executing the Proposed Transaction, which has been agreed by Company's shareholders on December 31, 2013, is for 12 months. The Proposed Transaction has not been able to be executed up to now, because there are some outstanding conditions precedents which have not been fulfilled or waived. Therefore, the Company plans to hold another EGMS to seek re-approval from its shareholders for the Proposed Transaction.

EGMS of the Company is planned to be held on 1 December 2014, from 14.00 Western Indonesian Time until finished, at Sinar Mas Land Plaza Tower 2, 39th floor, Jl. M.H. Thamrin No. 51, Central Jakarta 10350, with the following agenda:

1. Approval on the Company's plan to acquire United Fiber System Ltd., a listed company in Singapore, through equity participation, which is a material transaction for the Company ("Proposed Equity Participation");
2. Approval on the plan to sell Company's shares in PT Golden Energy Mines Tbk. which represent 66.9998% of issued and paid-up capital of PT Golden Energy Mines Tbk. to United Fiber System Ltd., of which the sale is a material and an affiliated transaction for the Company and is an integral and inseparable part of the Proposed Equity Participation.

IX. ADDITIONAL INFORMATION

To obtain additional information in connection with the Proposed Transaction, the shareholders of the Company may contact the Corporate Secretary of the Company, on business days and business hours of the Company at the following address:

Corporate Secretary
PT Dian Swastatika Sentosa Tbk
Sinar Mas Land Plaza Tower II, 27th Floor
Jl. M.H. Thamrin No. 51
Central Jakarta 10350
Telephone: (021) 31990258
Fax: (021) 31990259
Email : hermawan.tarjono@dss.co.id
Website: www.dss.co.id