

DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS OF PT DIAN SWASTATIKA SENTOSA TBK ("DISCLOSURE OF INFORMATION")

THIS DISCLOSURE OF INFORMATION IS PRESENTED BY PT DIAN SWASTATIKA SENTOSA TBK ("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.

THIS DISCLOSURE OF INFORMATION IS RE-STATED WITH UPDATES, AMENDMENTS AND/OR ADDITIONS CONSIDERING THAT THE 12 MONTHS PERIOD SINCE THE APPROVAL OF SHAREHOLDERS GIVEN IN THE GENERAL MEETINGS OF SHAREHOLDERS ON 31 DECEMBER 2013, WILL HAVE LAPSED.

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
("Company")

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.

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 on the Proposed Transaction in the Investor Daily	30 October 2014
Recording Date	13 November 2014
Invitation of the EGMS on newspaper	14 November 2014
The EGMS	1 December 2014
Announcement on the Resolution of the EGMS on the newspaper	3 December 2014
Report to OJK and IDX on the Resolution of the EGMS	3 December 2014

I. DEFINITION

Bapepam and LK	: means the Capital Market and Financial Institution Supervisory Board as defined in Regulation of the Minister of Finance of the Republic of Indonesia No.184/PMK.01/2010 regarding Organization and Administration of the Ministry of Finance.
IDX	: means the Indonesia Stock Exchange or PT Bursa Efek Indonesia.
Director(s)	: means the current member of the Board of Directors of the Company when this Disclosure of Information is made.
GEMS	: means PT Golden Energy Mines Tbk, a public limited liability company incorporated under and subject to the laws of the Republic of Indonesia and domiciled in Central Jakarta, which on the date of this Disclosure of Information is a subsidiary of the Company, of which 66.9998% (sixty-six point nine nine nine eight percent) of the total shares issued is owned by the Company.
Disclosure of Information	: means the data and information as set forth in this Disclosure of Information.
Commissioner(s)	: means the current member of the Board of Commissioners when this Disclosure of Information is made.
Minister of Law and Human	: means the Minister of Law and Human Rights of the

Rights (MOLHR)	Republic of Indonesia (formerly the Minister of Justice of the Republic of Indonesia).
OJK	: means the Indonesia's Financial Services Authority as referred to in Law No. 21 year 2011 regarding the Financial Services Authority.
Regulation No. IX.E.1	: means Regulation of Bapepam-LK No. IX.E.1, Attachment of Decision by the Chairman of Bapepam-LK No. Kep-412/BL/2009 dated 25 November 2009 regarding Transaction with Affiliated Parties and Conflict-of-Interest on Certain Transactions.
Regulation No. IX.E.2	: means Regulation of Bapepam-LK No. IX.E.2, Attachment of Decision by the Chairman of Bapepam-LK No. Kep-614/BL/2011 dated 28 November 2011 regarding Material Transaction and Change of Principal Business Activity.
Company	: means PT Dian Swastatika Sentosa Tbk, a public limited liability company incorporated under and subject to the laws of the Republic of Indonesia and domiciled in Central Jakarta.
Proposed Transaction	: means the transaction as described in the introduction section of the Disclosure of Information which will be submitted for approval by shareholders in the Extraordinary General Meeting of Shareholders.
Proposed UFS Reverse Stock	: means the plan of UFS to conduct stock reverse for UFS shares, of which every 50 (fifty) shares will be converted into 1 (one) share, which will be submitted for approval of UFS shareholders and shall become effective on or prior to the completion of the Proposed Transaction.
Extraordinary General Meeting of Shareholders (EGMS)	: means the Company's extraordinary general meeting of shareholders which will be held on December 1, 2014 (and any of its postponement, if applicable) in connection with the approval of the Proposed Transaction.
GEMS Shares Owned by the Company	: means GEMS shares amounting to 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.

New Shares of UFS	: means 1,978,327,436 (one billion nine hundred seventy eight million three hundred twenty seven thousand and four hundred thirty six) new shares in the UFS, to be owned by the Company after the execution of the Proposed UFS Reverse Stock and the Proposed Transaction, which will represent approximately 94.0020% (ninety four point zero zero two zero percent) of the total shares in the UFS (enlarged capital) and compensation shares (if any). On the date of this Disclosure of Information and before the execution of the Proposed UFS Reverse Stock, the number of new shares to be issued by the UFS which will be taken by the Company is 98,916,371,793 (ninety eight billion nine hundred and sixteen million three hundred seventy-one thousand seven hundred and ninety three) shares which will represent approximately 94.0020% (ninety four point zero zero two zero percent) of the total shares in the UFS (enlarged capital) before taking into account the compensation shares (if any).
SGX-ST	: means The Singapore Exchange Securities Trading Limited, where UFS shares (including the New Shares of UFS) are listed and traded
<i>Share Purchase Agreement</i>	: means the share purchase agreement dated July 11, 2013 which was made and signed by and between the Company and UFS in connection with the Proposed Transaction. (along with its amendments and/or supplements from time to time, including the amendment of the long stop date to March 31, 2015).
UFS	: means United Fiber System Limited, a public company incorporated in Singapore, with its registered address at 50 Raffles Place, # 32-01, Singapore Land Tower, Singapore 048623
UUPT	: means Law No. 40 Year 2007 regarding Limited Liability Company.
UUWDP	: Means Law No. 3 Year 1982 regarding Mandatory Company Registration.

II. INTRODUCTION

The information contained in this Disclosure of Information is submitted to the shareholders of the Company in connection with the Proposed Transaction which will be implemented by the Company, which is a material transaction as defined in Regulation No. IX.E.2 and an affiliated transaction as defined in Regulation No. IX.E.1.

The Proposed Transaction is the acquisition of UFS by the Company through equity participation in UFS by acquiring New Shares of UFS by the Company, of which immediately after the acquisition of New Shares of UFS by the Company has become effective, the Company will immediately sell and transfer GEMS Shares Owned by the Company to UFS, of which the transactions are integrated and will be implemented in accordance with the conditions precedent as set out in the Share Purchase Agreement and

in compliance to the applicable laws and regulations, including capital market regulations in Indonesia and Singapore ("**Proposed Transaction**").

In connection with the method of payment for the Proposed Transaction, the Company and UFS have agreed that the Proposed Transaction will be settled by way of reverse takeover in accordance with the listing rule of SGX-ST, by exchanging shares between Company and UFS, of which New Shares of UFS will be acquired by the Company and the payment will be the transfer of GEMS Shares Owned by the Company to UFS. Prior to the execution of the Proposed Transaction, UFS plans to execute Proposed UFS Reverse Stock in order to keep its share price not less than SGD 0.50 in accordance with Rule 241 of the SGX-ST Listing Manual.

The acquisition price of 1,978,327,436 new UFS shares (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 Rp.7,833.

The sale price of 3,941,166,500 GEMS Shares Owned by the Company is Rp.3,735 per share, 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.

The Proposed Transaction is a material transaction for the Company as referred in Regulation No. IX.E.2, considering that the value of Company's participation in the New Shares of UFS mentioned above and the value of the sale and transfer of GEMS Shares Owned by the Company is equal to 143.93% of the Company's equity or more than 50% (fifty percent) of the equity of the Company based on the consolidated financial statements for the period ended June 30, 2014 and therefore in accordance with the provisions of Regulation No. IX.E.2, the Proposed Transaction shall obtain approval from Extraordinary General Meeting of Shareholders of the Company. The Proposed Transaction is also an affiliated transaction, but it is not a conflict-of-interest transaction as stipulated in Regulation No. IX.E.1, because there is no conflict between the Company's economic interests with the personal economic interests of members of the Board of Directors, members of the Board of Commissioners or the Company's major shareholders which can be detrimental to the Company.

The transfer of GEMS Shares Owned by the Company to UFS is not a public company takeover transaction as stipulated in Regulation of Bapepam and LK No. IX.H.1 regarding Company Takeover, Attachment of Decision by the Chairman of Bapepam-LK No. Kep-264/BL/2011 dated May 31, 2011 ("**Regulation No. IX.H.1**"), considering that the Proposed Transaction does not result in a change of control in GEMS as defined in Regulation No. IX.H.1, since at the time of the sale and transfer of GEMS Shares Owned by the Company to UFS, the Company has become the controlling shareholder of UFS with approximately 94.0020 % (ninety four point zero zero two zero percent) ownership of the total shares in UFS (enlarged capital) which derived from the takeover of New Shares of UFS by the Company (before taking into account the compensation shares, if any), and the Company still remains as a controlling shareholder of GEMS indirectly through UFS on completion of the sale and transfer of GEMS Shares Owned by the Company to UFS. Based on the abovementioned considerations, mandatory tender offer as stipulated in Regulation No. IX.H.1 is not required.

The price of sale and transfer of GEMS Shares Owned by the Company has taken into consideration of the provisions of applicable laws and regulations, including the provisions of Point 2 letter h point (3) letter (a) point (2) of Regulation No. IX.E.2. The execution of sales and transfer of GEMS Shares Owned by the Company to UFS would be done through share trading on the IDX.

In connection with the matters mentioned above and in accordance with the provisions of Regulation No. IX.E.1 and Regulation No. IX.E.2, the Board of Directors of the Company hereby announce this Disclosure of information with the purpose of providing information and more complete picture to the shareholders of the Company regarding the Proposed Transaction which will be implemented by the Company, so that the shareholders can give their votes at the Extraordinary General Meeting of Shareholders of the Company.

III. INFORMATION ON THE PROPOSED TRANSACTION

1. BACKGROUND AND CONSIDERATION OF THE PROPOSED TRANSACTION

As a public company in Indonesia, the Company has goals to keep enhancing the value for the shareholders in a sustainable manner and to improve the Company's sustainable growth. In line with these objectives, the Company seeks to find various business opportunities for investment and expansion of the Company.

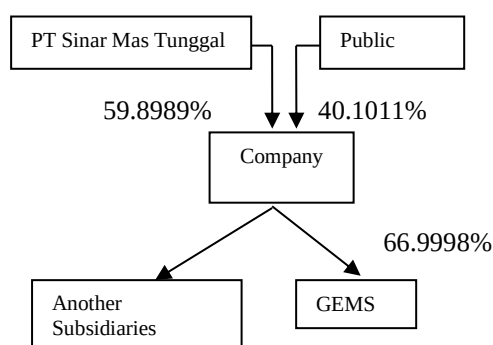
One of the important steps for the Company is looking for opportunities to make an equity participation in public companies listed on Asia stock exchange so that the Company can become a regional player. In line with these measures, the Company has identified opportunities to acquire UFS by making equity investments in UFS, a company listed on the SGX-ST since 1997. Furthermore UFS will then acquire GEMS Shares Owned by the Company from the Company. Sale of GEMS Shares Owned by the Company to UFS is an integral part of the transactions that could not be separated with the acquisition of UFS. Thus, after the completion of the Proposed Transaction, the Company will become the majority and controlling shareholder in UFS and UFS will become the majority and controlling shareholder in GEMS. The Proposed Transaction is expected add value to the Company and GEMS.

The Proposed Transaction will provide added value for all shareholders of the Company. With the execution of the Proposed Transaction, it is expected that the Company can benefit from the followings:

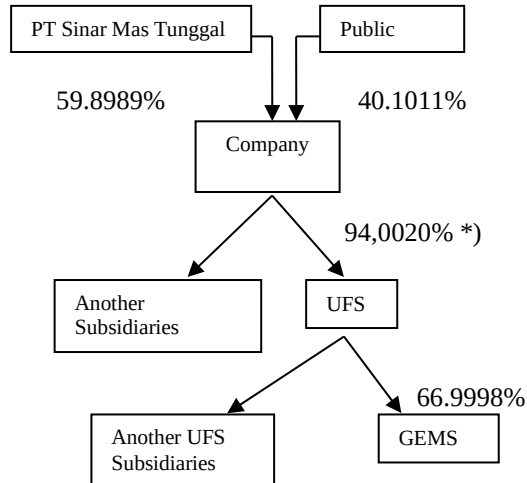
- Transforming the Company into a regional player in Asia;
- Providing access to greater and more competitive funding resources for both the Company or GEMS;
- Increasing the opportunities for the expansion of the coal market;
- Increasing the liquidity of GEMS share trading;
- Creating synergy between business lines of the Company.

Shareholding structure of the Company before and after the Proposed Transaction are as follows:

Before The Proposed Transaction

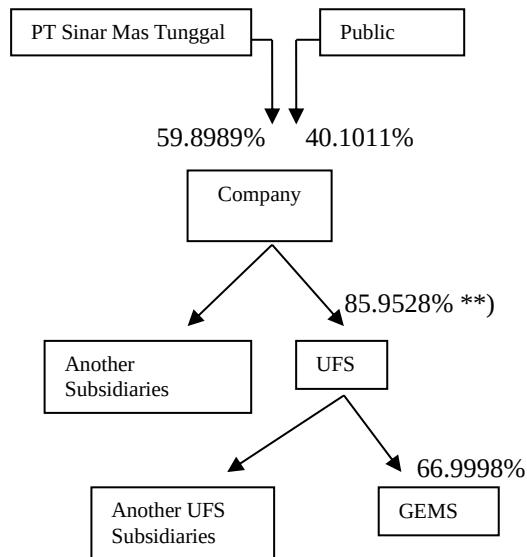


After The Proposed Transaction – Before the Compliance Placement



*) before taking into account the compensation shares (if any) and prior to the execution of mandatory compliance placement by UFS as required by SGX-ST to meet the required minimum number of public shareholders, and which will be implemented after the completion of the Proposed Transaction.

After The Proposed Transaction – After the Compliance Placement



**) in the event of compliance placement up to 226.500.000 (two hundred twenty six million five hundred thousand) shares has been completed, and the Company receives compensation shares amounting to 180,000,000 (one hundred eighty million) shares from the execution of the Proposed UFS Reverse Stock, then the ownership of the Company in UFS will be approximately 85.9528 % (eighty five point nine five two eight percent).

The Company remains as the controlling shareholder of UFS before and after the Compliance Placement.

The Proposed Transaction marks a positive step for the Company, whereby the Company's majority shareholding in the UFS will open more investment opportunities in Asia. The Proposed Transaction provides an opportunity for the Company to indirectly "list" GEMS shares on the SGX-ST, which will increase the trading liquidity of GEMS share in the market.

The Proposed Transaction is expected to support the achievement of the strategic vision and mission of the Company and GEMS to develop the Indonesian coal market and seek to realize the plan of continued expansion in the future. The Company expects that it can create a synergy that will ultimately accelerate growth of the Company. This confirms the Company's commitment to strengthen its position today as a leading company in the field of energy and infrastructure. Furthermore, the Company will continue its commitment to create and deliver long-term added value for shareholders of the Company

In order to realize the abovementioned the Company needs the approval from the shareholders of the Company through EGMS. The period to implement Material Transaction which has been approved in EGMS is 12 (twelve) months. If the execution of the Proposed Transaction cannot be completed within such period, then the Company need to hold another EGMS, if the Proposed Transaction is still continuing.

2. OBJECTIVES AND BENEFITS OF THE PROPOSED TRANSACTION TO THE COMPANY

The Proposed Transaction will provide added value for all shareholders of the Company. With the execution of the Proposed Transaction, it is expected that the Company can benefit from the followings:

- a. Transforming the Company into a regional player in Asia;
- b. Providing access to greater and more competitive funding resources for both the Company or GEMS;
- c. Increasing the opportunities for the expansion of the coal market;
- d. Increasing the liquidity of GEMS share trading;
- e. Creating synergy between business lines of the Company.

3. 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.. The determination of UFS share price is based on the commercial agreement between the Parties which is stipulated in the Share Purchase Agreement.

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. Such sale price is higher than the average of the highest daily trading price of GEMS shares at IDX for the last 90 days since 18 June 2014 until 29 October 2014, which is Rp.1,774 per share.

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); - 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).

Each party agrees to fulfill the Conditions Precedent by 31 March 2015, or such other date as may be agreed in writing by the Parties. The EGMS is one of the Conditions Precedent which has to be fulfilled by the Company. For the execution of the Proposed Transaction, 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 required to obtain approval from the SGX-ST and its shareholders for the Proposed Transaction.

If the Proposed Transaction is approved by the EGMS of the Company, then such Proposed Transaction may be completed in the period of 12 (twelve) months as referred in the Regulation No. IX.E.2.

If there is any Condition Precedent which has not been fulfilled by 31 March 2015, the date for the fulfillment of the Conditions Precedent may be extended by mutual consent of the parties.

Fulfilled Precedent	Conditions :	As of the date of this letter, some Conditions Precedent which have been fulfilled are as follows: - 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.
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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.
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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.
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Governin Law	:	Singapore Law
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Dispute Resolution	:	Singapore International Arbitration Centre (SIAC).
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5. INFORMATION ON THE PARTIES RELATED TO THE PROPOSED TRANSACTION

a. PT Dian Swastatika Sentosa Tbk (the “Company”)

i. Brief History

The Company is a limited liability company established under the laws of Republic of Indonesia and domiciled in Central Jakarta, with head operational office at Sinar Mas Land Plaza Tower II, 27th Floor, Jl. M.H. Thamrin No. 51, Central Jakarta 10350, Phone Number: (021) 31990258 and fax number: (021) 31990259.

The Company was established based on the Deed of Establishment of “PT Dian Swastatika Sentosa” No.6 dated 2 August 1996, as amended by Deed of Amendment No.35 dated 8

October 1996, both made before Linda Herawati, S.H., Notary in Jakarta. Such Deeds has obtained approval from the MOLHR based on its Decree No. C2-9854.HT.01.01.TH'96 dated 28 October 1996 and registered in the Company Registrar in accordance with the Mandatory Company Registry Law with Company Registration Number 09011609914 in the Company Registry Office of North Jakarta under Registry No. 83/BH.09.01/XII/96 dated 5 December 1996 and announced in the State Gazette of Republic of Indonesia No.46 dated 10 June 1997, Supplement State Gazette No. 2258.

The Company had adjusted its Articles of Association in accordance with the Company Law as stipulated in the Deed of Resolution of Shareholders No. 22 dated 6 August 2008, made before Linda Herawati, S.H., Notary in Central Jakarta, such deed has obtained approval from the MOLHR based on its decree No. AHU-84933.AH.01.02.Tahun 2008 dated 12 November 2008, registered in the Company Registrar No. AHU-0108263.AH.01.09.Tahun 2008, dated 12 November 2008, and announced in the State Gazette of Republic of Indonesia No. 1 dated 2 January 2009, Supplement State Gazette No.270.

The Company had adjusted its Articles of Association in accordance with Bapepam and LK Rules No.IX.J.1, attachment of Chairman of Bapepam decision No. Kep-179/BL/2008 dated 14 May 2008 regarding Main Substances of Articles of Association of Company Performing a Public Offering and Public Company, based on Deed of Resolution of Shareholders No.75 dated 24 July 2009, made before Linda Herawati,S.H., Notary in Central Jakarta. Such Deed had obtained approval from the MOLHR based on its decree No. AHU-36038.AH.01.02.Tahun 2009 dated 29 July 2009, registered in the Company Registry No. AHU-0047539.AH.01.09.Tahun 2009 dated 29 July 2009, notified to the MOLHR based on the Acceptance of the Notification on the Amendment of the Company's Data No. AHU-AH.01.10-12198 dated 4 August 2009; registration number AHU-0049254.AH.01.09.Tahun 2009 Dated 4 August 2009 and based on the Acceptance of the Notification on the Amendment of the Company's Articles of Association AHU-AH.01.10-12199 dated 4 August 2009; registration number AHU-0049255.AH.01.09.Tahun 2009, dated 4 August 2009.

After the abovementioned adjustments, the Company's Articles of Association has been amended several times, among others, as stipulated in Deed of Resolution of Shareholders of the Company No. 55 dated 28 August 2009, made before Linda Herawati, S.H., Notary in Central Jakarta, in connection with the amendment of Article 3 of the Company's Articles of Association. Such Deed has obtained approval from the MOLHR based on its decree No. AHU-42753.AH.01.02.Tahun 2009 dated 1 September 2009, registered on the Company Registrar No. AHU-0057260.AH.01.09.Tahun 2009 dated 1 September 2009 and announced in the State Gazette of Republic of Indonesia No.66 dated 16 August 2010 Supplement of State Gazette No.12087. and as stipulated in Deed No.14 dated 4 February 2010, made before Linda Herawati, S.H., Notary in Central Jakarta, regarding the amendment of Article 4 (2) (issued and paid-up capital) of Company's Articles of Association. Such Deed has been reported to the MOLHR as stipulated in Acceptance of the Notification on the Amendment of the Company's Articles of Association No. AHU-AH.01.10-05921 dated 10 March 2010 and registered in the Company Registry No. AHU-0018444.AH.01.09.Tahun 2010 dated 10 March 2010 ("**Deed No.14/2010**"). The latest amendment is as stipulated in Deed No.6 dated 1 July 2014, made before Linda Herawati, S.H., Notary in Central Jakarta, with regards to the amendment of Article 13 Duty and Rights of Board of Directors. Such Deed has been reported to the MOLHR as stipulated in the Acceptance of the Notification on the Amendment of the Company's Articles of Association No. AHU-04158.40.21.2014 dated 10 July 2014 and has been registered in the Company Registrar No. AHU-0070586.40.80.2014 dated 10 July 2014.

ii. Purpose, Objectives, and Business Activities

The purpose and objectives of the Company is to engage in the business of electricity supply, trading, services and construction of real estate and infrastructure.

To reach such purpose and objectives, the Company may conduct the following business activities:

- (a) to plan, build, and operate power plant along with its related facilities;
- (b) to operate the power plant and its related facilities;
- (c) to engage in trading business including import and export
- (d) to purchase and acquire land;
- (e) to build structures and its supporting facilities including telecommunication infrastructure and its supporting facilities;
- (f) to sell or lease houses, office space, shop houses and its supporting facilities;
- (g) to manage housing and trading areas along with its supporting facilities;
- (h) to build and/or engage in infrastructure business including telecommunication supporting services in ownership and/or supply and/or leasing of telecommunication towers.

iii. Capital Structure and Share Ownership

Capital Structure and Share Ownership of the Company is based on Deed No.14/2010 Jo. Share Register Book of the Company as of 30 September 2014 prepared by PT Sinartama Gunita as the Share Administration Bureau of the Company which is as follows:

Information	Nominal Value Rp. 250 per Share		
	Share	Nominal Value (Rupiah)	%
Authorized Capital	2,400,000,000	600,000,000,000	
Shareholders:			
1. PT Sinar Mas Tunggal	461,552,320	115,388,080,000	59.9
2. Public	309,000,000	77,250,000,000	40.1
Issued and Paid-up Capital	770,552,320	192,638,080,000	100.0
Shares in Portfolio	1,629,447,680	407,361,920,000	

Other than the abovementioned shareholders, there is no public shareholder who has shares more than 5% and there is no member of the Board of Commissioners and/or Board of Directors of the Company who has share in the Company.

iv. Management and Supervisory

As stipulated in Deed No. 37 dated 18 June 2014, the composition of Board of Commissioners and Board of Directors of the Company are as follows:

Board of Commissioners

President Commissioner	: Franky Oesman Widjaja
Vice President Commissioner	: Indra Widjaja
Vice President Commissioner & Independent Commissioner	: Dr.-Ing. Evita Herawati Legowo
Independent Commissioner	: Ardhayadi, S.E., M.A.
Independent Commissioner	: H. Agus Tagor

Board of Directors

President Director	: Lay Krisnan Cahya
Vice President Director	: Rudy Halim
Director	: Lanny
Director and Corporate Secretary	: Hermawan Tarjono
Independent Director	: Susi Susantijo, S.H., LL.M.

v. Important Financial Highlights:

Important financial highlights for the periods ended on 31 December 2012, 31 December 2013, and 30 June 2014 are as follows:

Consolidated Statements of Financial Position

(in US Dollar)

	31 December		30 June
	2012*	2013*	2014
ASSETS			
Current Assets	583,566,839	411,123,743	377,844,619
Noncurrent Assets	624,455,857	787,449,738	821,886,384
TOTAL ASSETS	1,208,022,696	1,198,573,481	1,199,731,003
LIABILITIES AND EQUITY			
Liabilities			
Current Liabilities	171,642,058	199,118,663	138,843,966
Noncurrent Liabilities	129,557,708	136,576,723	206,323,244
Total Liabilities	301,199,766	335,695,386	345,167,210
Equity			
Equity attributable to Owners of the Company	806,463,376	779,964,562	768,996,630
Non-controlling interests	100,359,554	82,913,533	85,567,163
Total Equity	906,822,930	862,878,095	854,563,793
TOTAL LIABILITIES AND EQUITY	1,208,022,696	1,198,573,481	1,199,731,003

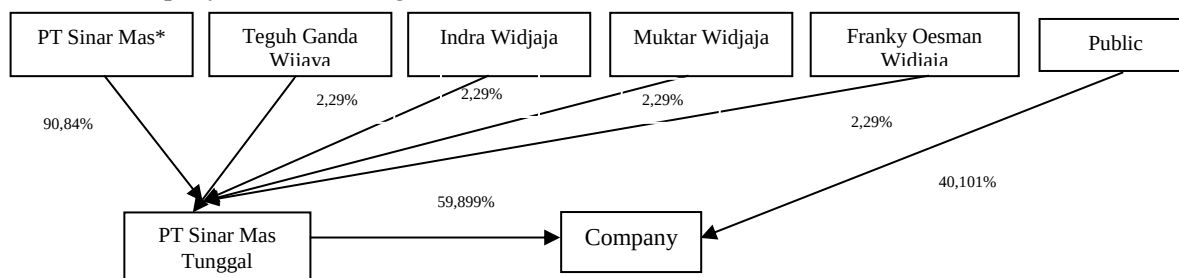
Consolidated Statements of Comprehensive Income

(in US Dollar)

	For the years ended on 31 December		For the six month period ended on 30 June
	2012*	2013*	2014
Revenue	629,229,559	606,817,886	300,061,622
Gross Profit	91,444,797	106,199,056	85,877,557
Income before tax	18,246,299	(544,046)	10,834,229
Net income (loss) for the period	17,978,233	(4,589,089)	9,393,488
Total comprehensive loss for the period	(3,639,798)	(37,695,546)	(8,490,358)
Net income (loss) attributable to Owners of the Company	12,744,043	(11,924,009)	8,192,363

* restated in connection with the application of Interpretation of Statements of Financial Accounting Standards (ISAK) No. 29 "Stripping Costs in the Production Phase of a Surface Mine"

vi. Company's Shareholding Structure:



*PT Sinar Mas is controlled by Widjaja family

b. 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.

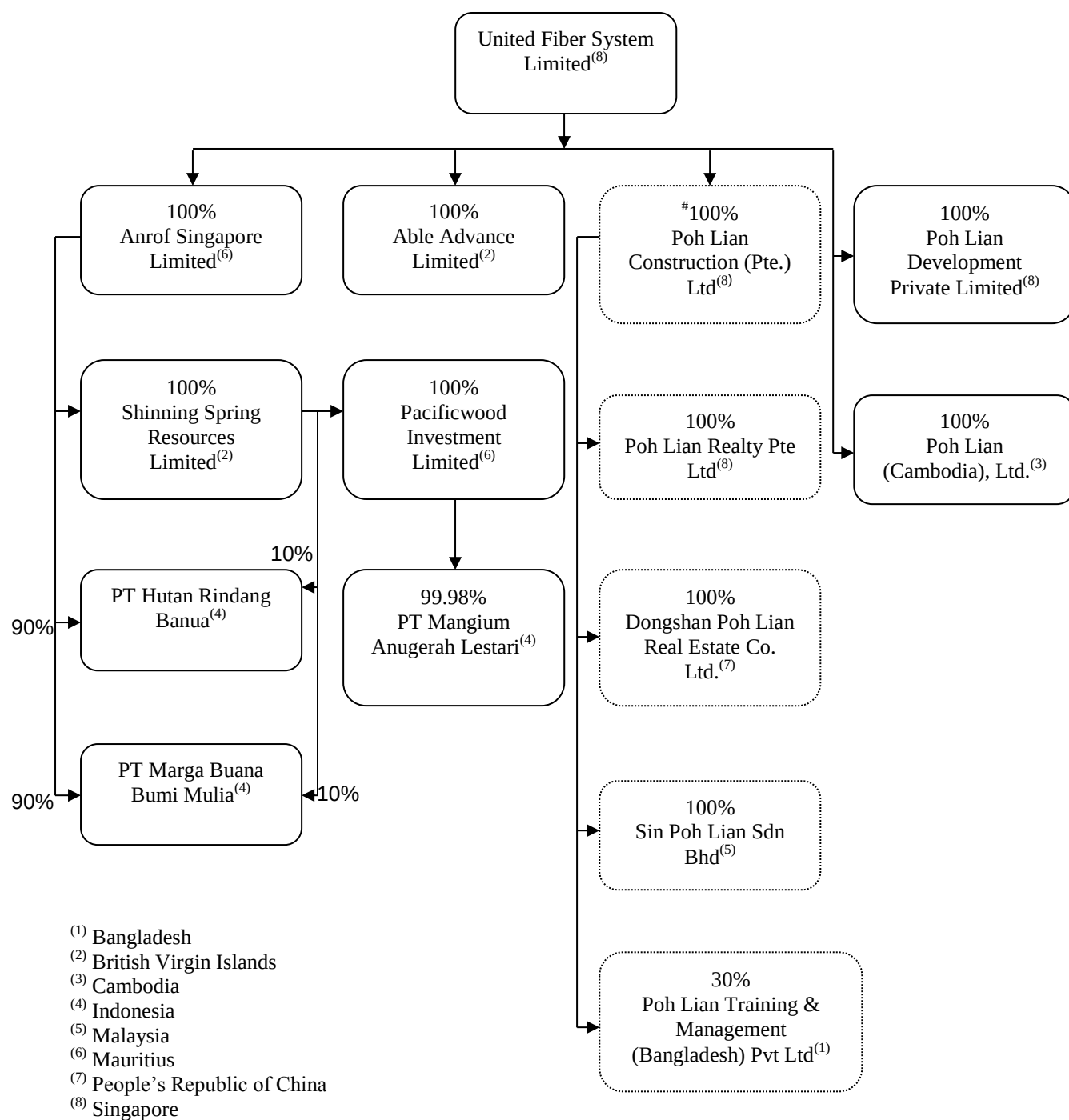
UFS was established in 1995 under the name of Poh Lian Holdings Pte Ltd which engages in the field of construction industry. In line with its Initial Public Offerings, Poh Lian Holdings Pte Ltd then has changed its status to listed company since May 1997 and changed its name to be Poh Lian Holdings Limited.

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.

Currently the subsidiaries of UFS, excluding Poh Lian Construction (Pte) Ltd. and its subsidiaries are as follows:

- Able Advance Limited
- Anrof Singapore Limited
- Shinning Spring Resources Limited
- Pacificwood Investment Ltd
- PT Mangium Anugerah Lestari
- PT Marga Buana Bumi Mulia
- PT Hutan Rindang Banua
- Poh Lian Development Private Limited
- Poh Lian (Cambodia) Ltd

CORPORATE STRUCTURE OF UFS AS AT 30 JUNE 2014



Poh Lian Construction (Pte.) Ltd was placed under interim judicial management on 7 March 2013.

ii. Principal Business Activities

The principal business activity of UFS is investment in various business activities including investment in the field of (i) forestry and pulp paper; and (ii) construction and property (under judicial management).

iii. Capital and Shareholders

Issued and paid-up capital and number of shares of UFS as of 30 June 2014 are as follows:

Information	
Issued and Paid-up capital	USD 257,956,000
Number of Shares	3,864,251,008

Nominal value per share is USD 0.0677

Composition of UFS' shareholders is as follows:

Shareholder	Number of Shares/Percentage	
REGISTERED SHAREHOLDERS	NO OF SHARES	%
CITIBANK NOMINEES SINGAPORE PTE LTD	639,905,309	16.56%
PARAMOUNT ASSETS INVESTMENTS PTE LTD	351,000,000	9.08%
HSBC (SINGAPORE) NOMINEES PTE LTD	298,895,985	7.73%
TOURBILLION REALTY PTE LTD	172,300,000	4.46%
UOB KAY HIAN PRIVATE LIMITED	170,302,298	4.41%
UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	141,047,000	3.65%
BANK OF SINGAPORE NOMINEES PTE LTD	135,777,000	3.51%
MAYBANK KIM ENG SECURITIES PTE LTD	44,324,500	1.15%
OCBC SECURITIES PRIVATE LIMITED	40,194,271	1.04%
DBS NOMINEES (PRIVATE) LIMITED	38,586,344	1.00%
DB NOMINEES (SINGAPORE) PTE LTD	32,366,000	0.84%
PHILLIP SECURITIES PTE LTD	31,236,500	0.81%
MAYBANK NOMINEES (SINGAPORE) PRIVATE LIMITED	28,130,000	0.73%
WISANGGENI LAUW	23,432,660	0.61%
LIM & TAN SECURITIES PTE LTD	23,175,000	0.60%
RAFFLES NOMINEES (PTE) LIMITED	19,107,000	0.49%
OCBC NOMINEES SINGAPORE PRIVATE LIMITED	18,471,500	0.48%
DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	16,920,000	0.44%
SITARAM CHANDRA DAS	16,000,000	0.41%
THE BANK OF EAST ASIA (NOMINEES) PRIVATE LIMITED	15,521,000	0.40%
OTHER PUBLIC SHAREHOLDERS	1,607,558,641	41.60%
	3,864,251,008	100.00%

iv. Management

Name	Position
Chan Kin	<i>Non-Executive Chairman</i>
Pauline Lee	<i>Executive Director and Acting CEO and CFO</i>
Paul Lim Yu Neng	<i>Independent Director</i>
Rahul Kumar	<i>Independent Director</i>
Ang Mong Seng	<i>Independent Director</i>
Peh Pit Tat	<i>Non-Executive Director</i>

v. Important Financial Highlights

Consolidated Statements of Financial Position

(in USD)

	31 December		30 June
	2012	2013	2014
ASSETS			
Current Assets	70,717,000	6,886,000	9,424,000
Noncurrent Assets	86,206,000	45,588,000	40,021,000
TOTAL ASSETS	156,923,000	52,474,000	49,445,000
LIABILITIES AND EQUITY			
Liabilities			
Current Liabilities	203,648,000	121,491,000	130,462,000
Noncurrent Liabilities	14,048,000	2,332,000	2,228,000
Total Liabilities	217,696,000	123,823,000	132,690,000
Equity			
Equity attributable to Owners of the Company	(60,768,000)	(71,344,000)	(83,239,000)
Non-controlling interests	(5,000)	(5,000)	(6,000)
Total Equity	(60,773,000)	(71,349,000)	(83,245,000)
TOTAL LIABILITIES AND EQUITY	156,923,000	52,474,000	49,445,000

Consolidated Statements of Comprehensive Income

(in USD)

	For the years ended on 31 December		For the six month period ended on 30 June
	2012	2013	2014
Revenue	234,857,000	4,945,000	4,332,000
Gross (Loss) / Profit	(16,336,000)	938,000	(1,671,000)
Loss before tax	(166,650,000)	(14,438,000)	(9,567,000)
Net loss for the period	(153,575,000)	(10,723,000)	(9,554,000)
Total comprehensive loss for the period	(151,203,000)	(11,919,000)	(11,896,000)
Net loss attributable to Owners of the Company	(153,574,000)	(10,723,000)	(9,553,000)

c. **PT Golden Energy Mines Tbk (“GEMS”)**

i. Brief History

GEMS is a limited liability company incorporated under the laws of the Republic of Indonesia and domiciled in Central Jakarta, with headquarters at Sinar Mas Land Plaza Tower II, 6th floor, Jl. M.H. Thamrin No. 51, Central Jakarta 10350, phone number: (021) 5018 6888 and fax number: (021) 3199 0319.

GEMS was established under the name of PT Bumi Kencana Eka Sakti based on notarial deed No. 81 dated 13 March 1997 of Imam Santoso, S.H., notary in Jakarta. The Deed of Establishment was approved by the Ministry of Justice of the Republic of Indonesia (currently the Ministry of Law and Human Rights of the Republic of Indonesia) in its Decision Letter No. C2-7.922HT.01.01.TH.98 dated 30 June 1998 and was published in the State Gazette of the Republic of Indonesia No. 30 dated 12 April 2002, Supplement No. 3667.

The Company's Articles of Association have been amended several times, most recently by Notarial Deed No. 10 dated 3 February 2012 of Linda Herawati, S.H., notary in Jakarta, to be in accordance with Bapepam-LK regulation No. IX.J.1 dated 14 May 2008 regarding Articles of Association of the Companies Conducting Public Offering. This amendment was approved by the Ministry of Law and Human Rights of the Republic of Indonesia in its Decision Letter No. AHU-08684.AH.01.02.Tahun 2012 dated 20 February 2012.

ii. Business Activities

Currently GEMS is engaged in coal mining, coal trading and other trading (whether directly or through its subsidiaries). GEMS started its commercial operations in 2010

iii. Capital Structure and Share Ownership

Capital structure and shareholding of GEMS as of 30 June 2014 based on the GEMS Financial Statement as of 30 June 2014, Deed No.1 dated 1 February 2012 and Share Register Book of GEMS as of 30 September 2014 prepared by PT Sinartama Gunita as the Share Administration Bureau of GEMS are as follows:

No.	Shareholders	Share	Nominal Value (Rupiah) @Rp100	%
Authorized Capital		20,000,000,000	2,000,000,000,000	
<i>Paid Up Capital</i>				
1.	PT Dian Swastatika Sentosa Tbk	3,941,166,500	394,116,650,000	66.9998%
2.	GMR Coal resources Pte, Ltd	1,764,706,000	176,470,600,000	30.0000%
3.	PT Sinar Mas Cakrawala	10,000	1,000,000	0.0002%
4.	Public	176,470,500	17,647,050,000	3.0000%
Total Paid Up Capital		5,882,353,000	588,235,300,000	100.0000%
Shares in Portfolio		14,117,647,000	1,411,764,700,000	

iv. Management and Supervision

The composition of Board of Commissioners and Board of Directors of GEMS based on Deed No. 45 dated 20 June 2014 of Linda Herawati, S.H., notary in Jakarta are as follows:

Board of Commissioners

President Commissioner	: Lay Krisnan Cahya
Vice President Commissioner	: Avinash Ramakant Shah
Commissioner	: Hermawan Tarjono
Independent Commissioner	: Ketut Sanjaya
Independent Commissioner	: H. Agus Tagor
Independent Commissioner	: Bambang Setiawan

Board of Directors

President Director	: Fuganto Widjaja
Vice President Director	: Sulekera Lingadevaru Ravi
Director	: Bambang Heruawan Haliman
Director	: Kumar Krishnan
Director	: Mochtar Suhadi
Independent Director	: Indradjaja Lazuardi

v. Important Financial Highlights

Consolidated Statements of Financial Position

	31 December		(in Rupiah) 30 June 2014
	2012*	2013*	
ASSETS			
Current Assets	1,773,950,668,122	1,861,966,556,285	1,525,690,789,036
Noncurrent Assets	1,587,191,681,966	2,131,702,425,896	2,127,832,473,483
TOTAL ASSETS	3,361,142,350,088	3,993,666,982,181	3,653,523,262,519
LIABILITIES AND EQUITY			
Liabilities			
Current Liabilities	506,386,611,524	1,015,810,673,088	622,437,284,322
Noncurrent Liabilities	32,478,604,008	37,607,347,698	41,931,583,925
Total Liabilities	538,865,215,532	1,053,418,020,786	664,368,868,247
Equity			
Equity attributable to Owners of the Company	2,817,652,776,232	2,933,848,987,937	2,980,947,608,696
Non-controlling interests	4,624,358,324	6,401,973,458	8,206,785,576
Total Equity	2,822,277,134,556	2,940,250,961,395	2,989,154,394,272
TOTAL LIABILITIES AND EQUITY	3,361,142,350,088	3,993,666,982,181	3,653,523,262,519

Consolidated Statements of Comprehensive Income

	For the years ended on 31 December		(in Rupiah) For the six month period ended on 30 June
	2012*	2013*	2014
Net Sales	3,958,897,172,445	4,427,626,221,656	2,608,377,403,202
Gross Profit	658,039,936,332	861,222,895,087	863,082,839,974
Income before income tax	156,786,502,173	311,618,234,255	84,084,073,969
Profit for the year / period	132,285,903,491	228,478,877,062	54,847,834,465
Total comprehensive income for the year / period	148,829,490,881	304,694,052,524	46,903,432,877
Total comprehensive income for the year / period attributable to Owners of the Parent	131,565,132,887	226,588,091,110	54,890,432,660

* Restated in connection with the application of Interpretation of Statements of Financial Accounting Standards (ISAK) No.29 "Stripping Costs in the Production Phase of a Surface Mine"

6. PROPOSED CHANGE ON THE COMPOSITION OF UFS BOARD OF DIRECTORS

In connection with the Proposed Transaction which will be done by the Company, after the Proposed Transaction has become effective, then the current Board of Directors of UFS, except for Paul Lim Yu Neng, will resign and will be replaced with the new Board of Directors with the following composition:

Name	Position
Lay Krisnan Cahya	<i>Non-Executive Chairman</i>
Fuganto Widjaja	<i>Executive Director and Group Chief Executive Officer</i>
Mochtar Suhadi	<i>Executive Director</i>
Bambang Heruawan Haliman	<i>Executive Director</i>
Paul Lim Yu Neng	<i>Lead Independent Director</i>
Lew Syn Pau	<i>Independent Director</i>
Irwandiy Arif	<i>Independent Director</i>

7. MATERIALITY OF THE PROPOSED TRANSACTION

The Proposed Transaction which will be done by the Company is material transaction as referred in the Regulation No.IX.E.2 since the transaction value of the Proposed Transaction is more than 50% (fifty percent) from the equity of the Company based on the consolidated financial statements for the period ended on 30 June 2014 which is USD 854,563,793. The value of the Proposed Transaction is 143.93% of the Company's equity based on the consolidated financial statements for the period ended on 30 June 2014 with the exchange rate using middle rate of Bank of Indonesia on 30 June 2014 which is Rp.11,969 per USD. Therefore, in accordance with Regulation No. IX.E.2 the Company will hold EGMS to obtain approval from its shareholders for the Proposed Transaction.

Steps of execution of the Proposed Transaction are as follows:

1. The execution of the EGMS of the Company
2. Approval from the SGX-ST
3. Delivery of circular to the shareholders of UFS in connection with Proposed Transaction
4. The execution of general meeting of shareholders of UFS to approve the Proposed Transaction (upon approval of the general meeting of shareholders of the Company and UFS)
5. The execution of the proposed Reverse Stock Completion of the Proposed Transaction – in accordance with the provisions of the Share Purchase Agreement
6. Suspension of trading of new UFS shares if UFS has not complied with compliance placement
7. Submission of info memo in connection with the offering to meet the compliance placement
8. The execution of compliance placement
9. Revocation of UFS stock trading suspension – after the compliance placement.

8. 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.

IV. INDEPENDENT PARTIES APPOINTED BY THE COMPANY

The independent parties appointed by the Company are as follows :

1. **Makes & Partners Law Firm**, being the independent legal counsel appointed by the Company to advise the Indonesia legal aspects of the Proposed Transaction and to review this Disclosure of Information

Address : Menara Batavia, 7th Floor, Jl. K.H. Mas Mansyur, Kav. 126, Jakarta 10220 - Indonesia
Telephone : (021) 5747181
Fax : (021) 5747180

2. **Public Accountant Mulyamin Sensi Suryanto & Lianny**, being the public accountant doing the audit of the consolidated financial statements of the Company for the years ended December 31, 2012 and 2013, the limited review of the interim consolidated financial statements of the Company for the six month period ended on June 30, 2014, and the review on the proforma consolidated financial information of the Company before and after the Proposed Transaction
Address : Intiland Tower, 7th Floor, Jl. Jenderal Sudirman Kav 32, Jakarta 10220

Telephone : (021) 5708111
 Fax : (021) 5722737

3. **Independent Appraiser Doli Siregar dan Rekan**, being the independent appraiser appointed by the Company to perform the valuation and to provide the fairness opinion of the Proposed Transaction
 Address : Wisma Kodel, 9th Floor, Jl. HR. Rasuna Said B-4, Jakarta 12920
 Telephone : (021) 5222242
 Fax : (021) 5222243
4. **Latham & Watkins LLP**, being the independent legal counsel appointed by the Company to advise the Proposed Transaction, including the related Singapore legal aspect
 Address : 9 Raffles Plaza, #42-02 Republic Plaza, Singapore 048619
 Telephone : + 65 6536 1161
 Fax : + 65 6536 1171

V. IMPACT OF THE PROPOSED TRANSACTION ON THE FINANCIAL CONDITION OF THE COMPANY

The proforma has been prepared to show the significant impact of the Proposed Transaction with the assumption that the Proposed Transaction has been completed on 30 June 2014. In preparing the proforma consolidated statement of comprehensive profit/loss, statement of comprehensive profit/loss of UFS is not consolidated, considering that between 1 January 2014 until 29 June 2014, UFS was not under the control of the Company.

The following are the proforma consolidated statements of financial position and profit/loss of the Company as of 30 June 2014 as reviewed by Public Accounting Firm Mulyamin Sensi Suryanto & Lianny:

Proforma Consolidated Statements of Financial Position

(in USD)

	Before Transaction	UFS Group	Adjustment	After Transaction
	30 June 2014			30 June 2014
ASSETS				
Current Assets	377,844,619	9,424,000	(2,804,316)	384,464,303
Noncurrent Assets	821,886,384	40,021,000	118,938,174	980,845,558
TOTAL ASSETS	1,199,731,003	49,445,000	116,133,858	1,365,309,861
LIABILITIES AND EQUITY				
Liabilities				
Current Liabilities	138,843,966	130,462,000	(37,042,373)	232,263,593
Noncurrent Liabilities	206,323,244	2,228,000	-	208,551,244
Total Liabilities	345,167,210	132,690,000	(37,042,373)	440,814,837
Equity				
Equity attributable to Owners of the Company	768,996,630	(83,239,000)	145,944,798	831,702,428
Non-controlling interests	85,567,163	(6,000)	7,231,433	92,792,596
Total Equity	854,563,793	(83,245,000)	153,176,231	924,495,024
TOTAL LIABILITIES AND EQUITY	1,199,731,003	49,445,000	116,133,858	1,365,309,861

Profoma Consolidated Statement of Comprehensive Income

(in USD)

	Before Transac tion	Adjustment	After Transact ion
	30 June 2014		30 June 2014
Revenue	300,061,622	-	300,061,622
Gross Profit	85,877,557	-	85,877,557
Income before tax	10,834,229	(2,078,637)	8,755,592
Net income (loss) for the period	9,393,488	(2,078,637)	7,314,851
Total comprehensive loss for the period	(8,490,358)	(2,078,637)	(10,568,995)
Net income (loss) attributable to Owners of the Company	8,192,363	(2,078,637)	6,113,726

Information on Proforma Adjustments:

- Final tax on the sale of GEMS shares on the Indonesia Stock Exchange amounted to 0.1% of the value of the sale of GEMS shares and other transaction costs totaling Rp. 24,879,211,401 or equivalent to USD 2,078,637.
- The excess of the aggregate value of the consideration transferred of USD 74,830,288 minus the amount recognized for non-controlling interests amounting to USD 2,820,420 with taken over net liabilities of USD 46,928,306 (after taking into account the issuance of new shares from the conversion of mandatory convertible bonds amounting to USD 37,042,373 and transaction cost for the purchase of GEMS shares by UFS amounting USD 725,678) represents goodwill of USD 118,938,174.
- Elimination of the investment value of DSS in UFS with the net assets of UFS.

With the Proposed Transaction, some financial indicators of the Company decreased at the time of consolidation.

The decrease in performance of consolidated statements of financial position of DSS was caused by the imposition of a final tax on the sale of GEMS shares on the Indonesia Stock Exchange amounting to 0.1% of the value of the sale of GEMS shares and other transaction costs totaling Rp. 24,879,211,401 or equivalent to USD 2,078,637, which causes the profit for the period of the Company to decrease from USD 9,393,488 to USD 7,314,851. After the implementation of the Proposed Transaction, the decrease in profit (loss) for the period of the Company on the one hand and the increase in equity and assets on the other hand, has led to decreased performance of the Company based on the level of ROE and ROA. ROE decreased from 1.10% to negative 0.79%, and ROA decreased from 0.78% to 0.54%. Meanwhile, the consolidation of the consolidated statements of financial position of UFS to the consolidated statement of financial position of the Company, would cause the Company's liabilities to increase after the implementation of the Proposed Transaction.

Quantitatively, the benefits of the Proposed Transaction on the Company's performance cannot be seen immediately after the implementation of the Proposed Transaction, but must be seen in the medium and long term.

Qualitatively, it is expected that the Proposed Transaction will:

- Transform the Company into a regional player in Asia;
- Provide access to greater and more competitive funding resources for both the Company and GEMS;
- Increase the opportunities for the expansion of the coal market;
- Increase the liquidity of the Company and GEMS' share trading;
- Create synergy between business lines of the Company.

VI. OPINION OF INDEPENDENT APPRAISER

KJPP Doli Siregar dan Rekan, a public appraisal company with Business Permit No. 2.09.0042 based on the Decree of Minister of Finance No. 496/KM.1/2009 dated 12 May 2009 and registered as capital market supporting professional under the name of Ir. Doli D. Siregar at Bapepam and LK No. 05/PM/STTD-P/AB/2006, has been appointed by the Company as an independent appraiser to perform valuation work and provide a fairness opinion on the Proposed Transaction. The valuation result and fairness opinion are stated in the Share Valuation Report No. DSR-PST/A/BV/IX/14/0738 and Fairness Opinion Report No. DSR-PST/A/BV/IX/14/0738-A .

a. The Parties

- PT Dian Swastatika Sentosa Tbk (the Company), a legal entity established under and subject to the laws of the Republic of Indonesia.
- United Fiber System Limited (UFS), a legal entity established under and subject to the laws of the Republic of Singapore.

b. Object of the Valuation and Fairness Opinion

Object of the valuation and the fairness opinion are as follows:

- Acquisition of 98,916,371,793 (ninety eight billion nine hundred sixteen million three hundred seventy one thousand seven hundred ninety three) new shares, with the value of SGD 0.019 per share before the execution of the Proposed UFS Reverse Stock or 1,978,327,436 (one billion nine hundred seventy eight million three hundred twenty seven thousand and four hundred thirty six) new shares with the value of SGD 0.95 per share after the execution of the UFS Proposed Reverse Stock, which will be issued by UFS representing 94.0020% (ninety four point zero zero two zero percent) from the entire issued and paid-up capital in UFS (enlarged capital), before the issuance of compensation shares (if any), hence the entire value is SGD 1,879,411,064
- Sale of 3,941,166,500 (three billion nine hundred forty one million one hundred sixty six thousand and five hundred) GEMS Shares Owned by the Company representing 66.9998% (sixty six point nine nine nine eight percent) from the entire issued and paid-up capital in GEMS , with the sale price per share amounting to Rp.3,735 or in total SGD 1,879,411,064

c. Purpose of Valuation and Fairness Opinion

The purpose of this valuation is to determine the fair value of 94.0020% UFS shares as of 30 June 2014 in connection with the Proposed Transaction.

The purpose of the fairness opinion is to provide opinion whether the Proposed Transaction is fair or not for the shareholders based on the value of the object of the Proposed Transaction, financial impact of the Proposed Transaction, and the business considerations used by the Company's management.

d. Assumptions and Limitations

The valuation and the fairness opinion are prepared based on the financial condition, economy situation and government regulations in general on the date when the valuation and the fairness opinion are issued. The Appraiser does not predict any significant changes in the economy which may affect the company, the market, or the industry unexpectedly.

The valuation in this report is based on the review of data and information obtained by the Appraiser from the management, including but not limited to the financial information of UFS, of which mainly from the Financial Statements ended on 31 December 2009, 2010, 2011, 2012, 2013, and period ended on 30 June 2014 which has been audited by the Public Accounting Firm of Ernst & Young LLP, Singapore, the financial projections, information on the legal status of the valuation object and any

other information obtained from outside Company and UFS. The Appraiser assumes that all data and information which potentially burden the Company materially in the future have been disclosed by the management and that the obtained data and information are correct, sufficient and accurate. The Appraiser did not conduct any audit and or research on the validity of the Proposed Transaction from legal and tax aspects of the Proposed Transaction.

Financial projection used in the valuation is based on financial projections which has been prepared by the management and has been adjusted by the Appraiser to reflect the reasonableness of the financial projections and its fiduciary duty. The Appraiser assumes that all the conditions and obligations of the related parties in the Proposed Transactions have been fulfilled and that the Company and UFS will operate its business in accordance with good corporate governance.

During the process of valuation, the Appraiser has provided its best efforts to act objectively and independently and is not affiliated with the Company and/or any other affiliated parties. This report is not made to give any economic benefit or loss to any party.

This valuation report is available for public except if there is any confidential information which may affect the Company's operations. The Appraiser is responsible for the valuation and the fairness of the financial projections. Consequently, the Appraiser is also responsible for the valuation report and the final conclusion thereto.

e. Valuation Approach and Method

The valuation was conducted by applying methods generally acceptable in valuing equity participation in accordance with Indonesia Assessment Standard (SPI 2013) and the regulation of OJK. The valuation approach and method used by the Appraisal were as follows:

Considering that UFS is a holding company or non-operating parent company of several subsidiaries and that UFS is a company whose shares are listed and traded on the mainboard of SGX-ST, the Appraiser applies, among others, adjusted book value method. This is in accordance with Bapepam Regulation No.VIII.C.3 Attachment of Decision of Chairman of Capital Market and Financial Institution Supervisory Agency No. Kep-196/BL/2012 dated 19 April 2012 Point 15 Guidelines on Valuation with Assets Based Approach. Other than the aforementioned approach, it is also applied, the direct market approach method by using share trading data from the stock exchange where the company is listed, which in this case is SGX-ST. The results from both approaches have been reconciled to get a final value. The Appraiser has also calculated the factors which may affect UFS share price, either internal factor or external factor, analyzed and interpreted the financial position and company's operational results and also its size and marketability.

f. Conclusion on Value

The Appraiser concludes that the indicative fair value of 94,0020% UFS shares based on the reconciliation of asset approach with adjusted book value method as of 30 June 2014 and direct market approach based on the closing price on 30 June 2014 and after taking into consideration of 20% premium for the majority ownership is USD 1,414,618,000 (one billion four hundred fourteen million six hundred eighteen thousand US Dollar) or equal to SGD 1,768,273,000 (one billion seven hundred sixty eight million two hundred seventy three thousand Singapore Dollar). The difference between the valuation result and the value of the Proposed Transaction is -5.9% (the valuation result is still in the range value as stipulated in Bapepam Regulation No.VIII.C.3).

g. Fairness Opinion of the Proposed Transaction

Considering that the value of the Proposed Transaction, added values, benefits and the risk of the Proposed Transaction, the Appraiser are in the opinion that the Proposed Transaction is generally **fair**.

h. Subsequent Event

After the valuation date, subsequent material event is as follows:

- UFS' share price in SGX-ST has fluctuated and resulted in the average price of the highest trading price for the last 90 (ninety) days before the date of the EGM announcement on 30 October 2014, decreasing to SGD 0.013 (zero point zero one three Singapore Dollar) per share.

VII. STATEMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF COMMISSIONERS

The Board of Directors and the Board of Commissioners of the Company are fully responsible for the truth of all information provided in this Disclosure of Information and have fully disclose the material facts and that there is no other relevant material facts which are not disclosed and may create misunderstanding on the Proposed Transaction.

The Board of Directors and Board of Commissioners of the Company hereby state that the Proposed Transaction is a material transaction as referred to in Bapepam Regulation No.IX.E.2, with the transaction value of more than 50% (fifty percent) of the Company's equity based on the financial statements of the Company as of 30 June 2014. The Proposed Transaction is an affiliated transaction but does not contain a conflict-of-interest as referred to in Bapepam Regulation No.IX.E.1 since there is no conflict on the economic interest of the Company and the economic interest of the member(s) of the Board of Directors, Board of Commissioners, and the main shareholders which can have an adverse effect to the Company.

VIII. EGMS

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.

Shareholder or its proxy who wishes to attend the EGMS must bring the copy of its Collective Share Certificate and Identification Card or any other form of identification, and then submits the copy of such documents to the registration officer before entering the meeting room. The shareholder whose shares are in the custodian KSEI shall submit Written Confirmation To Attend The Meeting issued by KSEI to the registration officer before entering the meeting room.

Shareholder who is unable to attend may be represented by his/her proxy by providing written and valid power of attorney with the format and substance as determined by the Company. The power of attorney form is available on business days and working hours at Company's Share Administration Bureau, PT Sinartama Gunita which located at Sinar Mas Land Plaza, Tower I, 9th floor, Jl. M.H. Thamrin No. 51, Central Jakarta 10350

The EGMS of the Company may be held if it is attended by the shareholders of the Company with a valid voting right which represent minimum 75% from all issued and paid-up shares of the Company. Besides, the Proposed Transaction is considered approved if it has been approved by the shareholders of the Company which represent 75% of all shares validly represented in the EGMS.

If the minimum attendance quorum is not achieved in the first EGMS or if the Proposed Transaction is not approved by the shareholders in the first EGMS, then the Company will hold a second EGMS in accordance with the procedure stipulated in its Articles of Association and the applicable regulations, of which invitation for the second EGMS must be done at the latest 7 days before the second EGMS is held without calculating the invitation date and the date of the second EGMS and by mentioning that the first EGMS was held but did not reach quorum. The second EGMS shall be held at the soonest 10 days and at the latest 21 days from the first EGMS.

If the Proposed Transaction is not approved by the shareholders in the first EGMS and the parties have agreed to extend the deadline for the fulfillment of the conditions precedent, at least until the approval from the EGMS has been obtained, then the Company may re-submit the plan for the second EGMS, 12 months after the first EGMS as regulated in Regulation No.IX.E.2 regarding Material Transaction and Change of Principal Business Activity and with the procedure as stipulated in the Articles of Association of the Company and the applicable regulations.

If the Proposed Transaction has been approved by the EGMS, then such Proposed Transaction may be done within 12 months as stipulated in Regulation IX.E.2. If the execution of the Proposed Transaction cannot be completed within such period of time, then the Company is required to hold another EGMS, if the Proposed Transaction is still ongoing.

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
Website: www.dss.co.id

Jakarta, 30 October 2014
The Board of Directors of the Company