

**DISCLOSURE INFORMATION  
TO THE SHAREHOLDERS  
IN CONNECTION WITH AFFILIATED TRANSACTIONS  
PT VICTORIA CARE INDONESIA Tbk**

In order to comply with the Financial Services Authority Regulation Number 42/POJK.04/2020 concerning Affiliated Transactions and Transactions with Conflicts of Interest (“**POJK 42 of 2020**”)



**PT VICTORIA CARE INDONESIA Tbk  
("Perseroan")**

Having legal domicile in Jakarta Barat

**Business Activities:**

Engaged in the Soap Industry and Household Cleaning Materials; Cosmetics Industry for Humans; including Toothpaste; Dental Adhesive Industry; Wholesale of Cosmetics for Humans; Wholesale of Laboratory Equipment, Pharmaceutical Equipment, and Medical Devices for Humans.

**Head Office:**

Puri Indah Financial Tower Lantai 10-11  
Jl. Puri Lingkar Dalam Blok T No. 8, Kelurahan  
Kembangan Selatan, Kecamatan Kembangan  
Jakarta Barat – 11610  
Telepon: 021 - 54368111

**Factory:**

Kawasan Industri Candi Blok 5A No. 8  
Krapyak, Ngaliyan  
Semarang, Indonesia  
Telepon: 024 - 766 33311

Email: [corsec@vci.co.id](mailto:corsec@vci.co.id)

Website: [www.vci.co.id](http://www.vci.co.id)

**THIS REPORT CONTAINS INFORMATION REGARDING AFFILIATED TRANSACTIONS CONDUCTED BY THE COMPANY WITH AFFILIATED PARTIES AS SPECIFIED IN POJK 42 OF 2020.**

**THE BOARD OF DIRECTORS AND THE COMPANY'S BOARD OF COMMISSIONERS, EITHER ALONE OR JOINTLY, ARE FULLY RESPONSIBLE FOR THE CORRECTNESS OF ALL CONTENT OF INFORMATION OR MATERIAL FACTS CONTAINED IN THIS INFORMATION DISCLOSURE AND CONFIRM THAT AFTER CONDUCTING CAREFUL RESEARCH AND TO THE BEST OF THEIR KNOWLEDGE AND CONFIDENCE, THE MATERIAL INFORMATION CONTAINED IN THIS DISCLOSURE OF INFORMATION IS TRUE AND NO MATERIAL INFORMATION OR FACTS HAS BEEN DISMISSED THAT WILL CAUSE THE INFORMATION CONTAINED IN THIS DISCLOSURE OF INFORMATION TO BE INCORRECT, INCOMPLETE, OR MISLEADING.**

This Disclosure of Information was published in Jakarta on **July 3, 2023**.

## I. INTRODUCTION

This Disclosure of Information is made in connection with the purchase transaction of land and buildings belonging to PT Suka Sukses Sejati ("SSS") by the Company with an area of 1,588 M2 (one thousand five hundred and eighty eight square meters) located in Block B-2, Gemurung Village, Gedangan District, Sidoarjo Regency, East Java Province. ("**Affiliate Transaction**")

Taking into account that there is an affiliation relationship between the Company and SSS, the Transaction is an Affiliated Transaction as referred to in POJK 42 of 2020. The affiliated relationship between the Company and SSS in the Transaction is as further explained in Chapter III paragraph 5 Chapter Description of Affiliated Transactions from this Disclosure of Information, however, this Affiliated Transaction is not a Material Transaction for the Company as referred to in the Financial Services Authority Regulation Number 17/POJK.04/2020 concerning Material Transactions and Changes in Business Activities.

In the event of implementing Affiliated Transactions, the Company has appointed Iskandar and Partners Public Appraiser Service Office ("**KJPP IDR**") as an independent appraiser registered with the Financial Services Authority ("**OJK**") whose job is to evaluate and provide a fairness opinion on the Transaction.

## II. BACKGROUND INFORMATION OF AFILIATION TRANSACTION

The Company is specifically engaged in the industrial and trading sectors of cosmetics and toiletries. The Company started its business operations in 2007 with a factory located in Semarang City, where it continues to develop its business through aggressive expansion with the support of qualified and experienced human resources and the application of technology and modern production machine facilities. In addition, the Company also has a Certification for Good Cosmetics Manufacturing Method (CPKB) from the Food and Drug Supervisory Agency of the Republic of Indonesia and has strengthened its steps as a manufacturing company with a vision to become the best provider of cosmetic and toiletry products in Asia.

The Company is committed to achieving significant and consistent financial and operational performance by reaching a wider market share both at home and abroad. For this reason, the Company always strives to actualize its real performance in all aspects in order to be able to achieve higher capabilities and growth supported by good operational management and distribution management.

Therefore, based on these considerations, the Company purchased fixed assets in the form of land and buildings that will be used as warehouses and/or operational (representative) offices in the context of efficiency in rental costs and to support the Company's business activities, especially distribution networks in Eastern Indonesia.

This purchase or Affiliated Transaction is carried out by the Company with the consideration that the place and/or location of the Affiliated Transaction Object is strategic so that it is expected to improve management and optimize the Company's operational performance to run well and become an added value for the Company in expanding its business network and/or market share, especially in the Eastern Indonesia Region.

### III. DESCRIPTION AFILIATION TRANSACTION

1. **Date**

This Affiliated Transaction was carried out on June 26, 2023, based on the Deed of Sale and Purchase No. 14/2023 dated June 26, 2023, made before Notary Wiwik Yuliati, S.H., M.H.

2. **Object**

The object of the Transaction is the purchase of fixed assets in the form of land and buildings with the following information:

- a. Surface Area : 1.588 M2 (seribu lima ratus delapan puluh delapan meter persegi)
- b. Land Certificate : Sertipikat Hak Guna Bangunan No. 506/Gemurung
- c. Expired date : 25 April 2024
- d. Right Holder Name : PT Suka Sukses Sejati
- e. Location : Blok B-02
- f. Village : Gemurung
- g. Subdistrict : Gedangan
- h. Regency : Sidoarjo
- i. Province : Jawa Timur
- j. Land and Building Tax Number : 35.15.150.005.002-0082.0

3. **Value**

The value of this Affiliated Transaction is IDR 17,000,000,000 (seventeen billion Rupiah)

4. **The Parties**

Buyer : **Perseroan**

Seller : **SSS**

**Company Information and Brief History:**

The company was founded under the name PT Victoria Care Indonesia in accordance with the Deed of Establishment No. 32, dated April 20, 2006, made before Marina Soewana, S.H., Notary in Central Jakarta, and has been approved by the Minister of Law and Human Rights based on Decree No. W7-00267 HT.01.01-TH.2006, dated September 8, 2006, and has been registered in the Company Register at the North Jakarta Kodya Company Registration Office No. 1477/BH 09.01/IX/2006, dated September 27, 2006, and has been announced in the State Gazette of the Republic of Indonesia No. 98, dated December 8, 2006, Supplement No. 12916/2006.

Since its establishment, the Company's Articles of Association have been amended several times, with the last amendment contained in the Deed of Statement of Meeting Resolutions Number 13 dated May 25, 2023, made before Rudy Siswanto, S.H., Notary in North Jakarta, which has been received and stored in the system Administration of Legal Entities Ministry of Law and Human Rights of the Republic of Indonesia through Acceptance of Notification of Amendments to the Articles of Association Number AHU-AH.01.03-0081208 dated June 21, 2023.

Based on the provisions of Article 3 of the Company's Articles of Association, the aims and objectives of the Company include conducting business in the fields of:

- a. Industry;
- b. Trading;
- c. Transportation Management Services, Warehousing, and Storage

In order to achieve the aforementioned aims and objectives, the Company may carry out the main business activities as follows:

- a. **Soap and Household Cleaning Materials Industry**, this group includes the business of making soap (other than soap included in group 20232) in various forms, whether solid, powder, cream or liquid, the manufacturing industry of detergents and other household cleaning agents, such as floor cleaners organic; paper, cotton wadding, linen and so on coated with soap or detergent such as wet wipes; crude glycerol; surface cleaners, such as washing powders both solid and liquid and detergents, dishwashing preparations and fabric softeners; cleaning and polishing products, such as air fresheners and deodorants, artificial and processed waxes (wax), polishes and creams for leather goods, varnishes and creams for wood, glass and metal polishes, scouring pastes and powders, including paper, wadding and others -others coated with scouring pastes and powders;
- b. **The Cosmetics Industry for Humans, including Toothpaste**, includes the business of making cosmetics for humans, such as make-up, fragrances or perfumes, hair care products (shampoo, curlers, and hair straighteners, among others), nail care products (manicures and pedicures), skin care products (sunburn prevention creams or lotions, and creams or lotions to make the skin look tan after sunbathing), products for body hygiene (cosmetic soap, bath soap, antiseptic soap, external intimate hygiene, deodorant, bath salts, and others), and products for shaving. Decorative cosmetics such as face make-up, eye make-up, fragrances or perfumes, nail make-up, and hair make-up, including hair dye, Including toothpaste and products to maintain oral hygiene, including teeth-whitening cosmetic products;
- c. **Dental Adhesive Industry**: this group includes the business of manufacturing dental adhesive products;
- d. **Wholesale of Cosmetics for Humans**, wholesale trade of cosmetics, includes wholesale trade of cosmetics such as perfumes, soaps, powders, and others.
- e. **Wholesale Trading of Laboratory Equipment, Pharmaceutical Equipment, and Medical Devices for Humans**, includes the business of wholesale trading of laboratory, pharmaceutical, and medical equipment.

To support the main business activities, the Company can carry out the following supporting business activities:

- a. **Transportation management services**, including the business of sending and/or packing goods in large volumes through rail, land, sea, and air transportation;

- b. **Warehousing and storage**, include businesses that carry out temporary storage of goods before the goods are sent to their final destination for commercial purposes;
- c. **Leases without Intellectual Property Option rights, Not Copyright Works**, include businesses that allow other parties to use non-financial assets where royalty payments or licensing fees are paid to the owner of the asset. The use of these assets can take various forms, such as reproduction permits, use in the following process or production, operating a business under a franchise system, and others. The owner of the intellectual property may or may not be the maker. Activities covered include operational leasing of intangible intellectual property (not works or copyrights such as books or software) and receipt of royalties or licensing fees for uses such as patented entities, trademarks and service marks, brand names, mining and mineral exploration rights, franchise agreements, and other intangible intellectual property;
- d. **The pharmaceutical product industry for humans**, includes the business of manufacturing and processing medicines and health and food supplements in finished form (preparations) for humans, for example in the form of tablets, capsules, ointments, powders, solutions, parenteral solutions, and suspensions, hormonal contraceptive drugs, the radiopharmaceutical production industry, and the biotechnology pharmaceutical industry;
- e. **The wholesale trade of pharmaceutical drugs for humans**, includes pharmaceutical wholesale businesses for household needs, such as medicines and health supplements for humans;
- f. **Large trade in traditional medicines for humans**, including large trade in traditional medicines, herbs, and health supplements for humans;
- g. **The tissue paper industry**, includes the business of making paper for household paper, personal hygiene paper, and cotton cellulose paper products, such as cleaning wipes, facial tissue, toilet tissue, lens tissue, handkerchiefs, towels, napkins, toilet paper, napkins and napkins for babies, sanitary napkins (sanitary napkins), tampons, adult diapers, and napkins for cups, plates, and trays, and the business of making cotton paper and products made of cotton paper, such as towels/rags, cigarette paper, and cork tipping paper;
- h. **The paper and cardboard packaging and box industry**, includes the business of manufacturing all kinds of paper and cardboard packaging and boxes used for wrapping and packaging, including boxes for cigarettes and other goods. For example, corrugated paper and board packaging and boxes; collapsible paper and board packaging and boxes; solid board packaging and boxes; other packaging and boxes of paper and paper board; paper sacks and bags; office file boxes; and similar items.

#### **Composition of the Company's Management:**

Based on the Deed of Statement of Meeting Resolutions Number 13 dated 25 May 2023 made before Notary Rudy Siswanto, S.H, Notary in North Jakarta, which has been received and stored in the Legal Entity Administration system of the Ministry of Law and Human Rights

of the Republic of Indonesia through Receipt of Data Change Notifications Company Number AHU-AH.01.09-0130321 dated 21 June 2023, the composition of the Company's Board of Commissioners and Directors is as follows:

**Board of Commissioners:**

President Commissioner : Luhur Dino Herlambang  
 Commissioner : Luhur Iwan Hernadi  
 Commissioner : Arliadi Hadid Mahadi\*  
 Independent Commissioner : Drs. Herbudianto  
 Independent Commissioner : Van Schoote Christian Pierre B

**Directors:**

President Director : Billy Hartono Salim  
 Director : Sumardi Widjaja  
 Director : Whendy Yusman Suwito  
 Director : Tene Michael Alexander  
 Director : Henny Soetanto

**Notes:**

\*The company has received the letter of resignation of Mr. Arliadi Hadid Mahadi from his position as Commissioner of the Company on June 15, 2023, and it will be effective after obtaining shareholder approval through an Extraordinary General Meeting of Shareholders, which will be held by the Company no later than 90 (ninety) days after receipt of the application for resignation.

**The Company's Capital Structure and Shareholder Composition**

Based on the provisions of the Company's Articles of Association as the latest amendment contained in the Deed of Statement of Meeting Resolutions Number 13 dated 25 May 2023, made before Notary Rudy Siswanto, S.H, Notary in North Jakarta and has been received and stored in the Legal Entity Administration system of the Ministry of Law and Human Rights of the Republic of Indonesia through Acceptance of Notice of Amendment to the Articles of Association Number AHU-AH.01.03-0081208 dated 21 June 2023, and by taking into account the Register of Shareholders issued by PT Bima Registra as the Company's Share Administration Bureau, the capital structure and composition of the Company's shareholders for the period ended May 31, 2023 are as follows:

Information	Nominal Value @ Rp50,- per share		
	Number of Shares	Amount (Rp)	(%)
<b>Authorized Capital</b>	10.000.000.000	500.000.000.000	-
<b>Subscribed and Fully Paid-in Capital</b>	<b>6.708.000.000</b>	<b>335.400.000.000</b>	-
<b>Shares in Portfolio</b>	3.292.000.000	164.600.000.000	-
<b><u>Shareholders:</u></b>			
1. PT Sukses Sejati Sejahtera	4.021.380.000	201.069.000.000	59,95
2. Beauty Brands International Pte. Ltd.	1.677.000.000	83.850.000.000	25,00
3. Luhur Dino Herlambang	1.635.500	81.775.000	0,02
4. Public	1.007.984.500	50.399.225.000	15,03
<b>Total</b>	<b>6.708.000.000</b>	<b>335.400.000.000</b>	<b>100,00</b>

### Information and Brief History of SSS:

SSS was established under the name PT Suka Sukses Sejati in accordance with the Deed of Establishment Number 19, dated November 30, 2000, which was made before Marina Soewana, S.H., Notary of Bogor District Level II (two) and has received approval from the Minister of Justice and Human Rights based on Decree of the Minister of Human Rights of the Republic of Indonesia Number: C-18798 HT.01.01.TH.2001, dated November 6, 2021.

Since its establishment, SSS's Articles of Association have undergone several amendments, the latest of which was contained in the Circular Deed of Statement of Resolutions of Shareholders Number 35, dated June 16, 2023, drawn up before Rudy Siswanto, S.H., Notary in North Jakarta, and has been approved through the Decree of the Minister of Law and Human Rights of the Republic of Indonesia Number AHU-0034023.AH.01.02.TAHUN 2023, dated June 16, 2023.

Based on the provisions of Article 3 of the Company's Articles of Association, the aims and objectives of the Company include:

- a. Doing business in the field of Non-Car and Motorcycle Wholesale Trading;
- b. Engage in Warehousing and Transportation Support Activities;
- c. Engage in Leasing and Lease Activities without Option Rights;

To achieve the aforementioned aims and objectives, the Company may carry out the following business activities:

- a. Carrying out business activities of **Wholesale Cosmetics for Humans**, including wholesale trading of cosmetics for humans such as perfumes, soaps, powders, and others;
- b. Carrying out business activities of **Wholesale Trading of Laboratory Equipment, Pharmaceutical equipment, and Medical Devices for Humans**, including wholesale trading of laboratory equipment, pharmaceutical equipment, and medical devices for humans;
- c. Carrying out business activities in the **wholesale trade of other food and beverages**, including rice flour, tapioca flour, bakery premix, caramel, processed honey, prawn crackers, and others. Including food for special nutritional needs (for infants, children, and adults), food additives (food additives), processing aids, other snacks, cereals and cereal-based products that have not been processed or have been processed, soy product drinks, ready-to-eat food, as well as wholesale trading of food for pets and fodder;
- d. Carrying out **Warehousing and Storage business activities**, including businesses that carry out temporary storage of goods before the goods are sent to their final destination, for commercial purposes.
- e. Carrying out business activities **Leasing without Option Rights Intellectual Property, Not Copyright Works**, includes businesses that allow other parties to use non-financial assets where royalty payments or license fees are paid to the asset holder.

The use of these assets can take various forms, such as reproduction licenses used in the following processes or production, operating a business under a franchise system, and others. The owner of the intellectual property may or may not be the maker. Activities covered include operational leasing of intangible intellectual property (not works or copyrights such as books or software) and receipt of royalties or licensing fees for uses such as patented entities, trade marks and service marks, brand names, exploration rights, mining and mineral goods, franchise agreements, and other intangible intellectual property.

#### **SSS Management Composition:**

Based on the Circular Deed of Statement of Resolutions of Shareholders Number 35, dated June 16, 2023, which was made before Rudy Siswanto, S.H., Notary in North Jakarta, and which has been stored in the Legal Entity Administration System through Receipt of Notification of Company Data Changes Number AHU-AH. 01.09-0128511 dated June 16, 2023, from the Ministry of Law and Human Rights of the Republic of Indonesia, the composition of the Company's Board of Commissioners and Directors is as follows:

#### **Board of Commissioners:**

Commissioners : Tan Eva Margareth

#### **Directors:**

President Director : Billy Hartono Salim  
 Director : Luhur Iwan Hernadi

#### **The Company's Capital Structure and Shareholder Composition**

Based on the Deed of Minutes of Meeting Number 62 dated November 30, 2011 made before Notary Rudy Siswanto, S.H., Notary in North Jakarta, which has obtained the Approval of Amendment to the Company's Articles of Association Number AHU-30796.AH.01.02.Tahun 2012 dated June 7, 2012 from the Minister of Law and Human Rights of the Republic of Indonesia, the capital structure and shareholder composition of SSS are as follows:

Information	Nominal Value @ Rp200.000,- per saham		
	Number of Shares	Amount (Rp)	(%)
<b>Authorized Capital</b>	150.000	30.000.000.000	-
<b>Subscribed and Fully Paid-in Capital</b>	150.000	30.000.000.000	-
<b><u>Shareholders:</u></b>			
1. PT Sukses Sejati Sejahtera	149.987	29.997.400.000	99,99
2. Luhur Iwan Hernadi	13	2.600.000	0,01
<b>Total</b>	<b>150.000</b>	<b>30.000.000.000</b>	<b>100,00</b>

#### 5. **Nature and Affiliation of the Parties**

Affiliate Relations in Affiliated Transactions, as disclosed in this Disclosure of Information, are as follows:



- a. Mr. Billy Hartono Salim, as the President and director of the company, also serves as the President and director of SSS.
- b. Mr. Luhur Iwan Hernadi, as Commissioner of the Company, also serves as Director of SSS.
- c. The Company and SSS have the same shareholder, namely PT Sukses Sejati Sejahtera ("SSIS")

SSIS owns 59.95% of the Company's shares, and SSIS also owns 99.99% of SSS shares. Thus, there is a share ownership relationship between the Company and SSS, namely having the same Controlling Shareholders.

Affiliated transactions have been carried out in accordance with generally accepted and reasonable business practices (arm's length transactions) so that there are no differences in economic interests and/or conflicts of interest between parties who are affiliated in this transaction.

#### IV. SUMMARY OF THE APPRAISAL REPORT

The Company has appointed KJPP IDR as an official KJPP that is registered as a capital market supporting professional service office at the OJK with a Capital Market Supporting Profession Registered Certificate No. STTD.PPB-43/PM.223/2021 dated September 22, 2021, to evaluate and provide a fairness opinion on this Affiliated Transaction with a summary description of the report as follows:

**1. Identity**

The parties involved in the transaction are the Company as the buyer and SSS as the seller of the land and warehouse buildings.

**2. Object of Appraisal**

The object of the valuation is land and a warehouse building in the Sinar Gedangan Warehousing Complex, Block B-02, Jalan Raya Betro, Gemurung Village, Gedangan District, Sidoarjo Regency, East Java Province.

**3. Purpose of Assessment**

The purpose and objective of the valuation are to provide an independent opinion on the Market Value of the appraised object, with the objective of the valuation being Sale and Purchase (Transfer of Ownership).

**4. Assumptions and Limiting Conditions**

**a. Special Assumptions and Assumptions**

- i. The legality of the documents used in the appraisal process is correct and not misleading.
- ii. Relevant data and information obtained from appropriate sources are correct and not misleading.

- iii. The Company has provided complete information regarding the object of the valuation, and nothing is hidden that could significantly affect the value conclusion.
- iv. The appraiser believes that the parts of the property that are not inspected do not have significant damage and do not cause a change in value.
- v. The object of appraisal is assumed not to have been constructed with materials or to contain materials that are destructive and dangerous, which cause environmental pollution, which affects the value conclusion.
- vi. Specific assumptions are assumptions that are different from the actual facts at the valuation date. If there are special assumptions, they will be disclosed in the appraisal report.
- vii. If the object of valuation is leased to another party, it is assumed that the lease term has expired on the valuation date.

**b. Limiting Conditions and Conditions:**

- i. This assessment is a non-disclaimer opinion.
- ii. The appraiser examines the legal status of the documents used in the appraisal process.
- iii. The appraiser is responsible for the appraisal report and final grade conclusion.
- iv. The appraiser checks the legal status of the object of the appraisal.
- v. The appraiser does not investigate the legality or legal status of the documents used in the appraisal process. It is not the duty of the Appraiser to carry out due diligence on the legal aspects of public records and ownership records.
- vi. The appraiser uses adjusted financial projections that reflect the fairness of the financial projections made by management with their achievement capability (Fiduciary Duty), if the appraisal uses financial projections.
- vii. The appraiser is responsible for the implementation of the assessment and the fairness of the financial projections.
- viii. This appraisal report is open to the public unless there is confidential information that may affect the company's operations.
- ix. If valuation is intended for the benefit of the Capital Market, the data and information in the valuation are sourced from or validated by the Appraiser Profession Association (MAPPI).
- x. The appraiser is released from all claims and obligations related to the use of reports that are not in accordance with the objectives or interests of the appraisal report.
- xi. The data and information received by the appraiser from the Company are accurate and correct and can be accounted for, including the designation of the location and specification of the type and amount of assets of the object of appraisal. If the data and information are incorrect, the Company releases the appraiser from responsibility for the results of the appraisal. incorrect due to the error.
- xii. The description of the technical specifications of the object of the appraisal that is reported is only an identification, and the object of the appraisal being assessed is a complete unit.

- xiii. The company refers to a person, group, or entity, or its representative or professional adviser, whose assessment assignment is carried out by KJPP IDR.
- xiv. Report Users refer to a person, group, or entity or those who represent them or their professional advisers as users of the assessment results based on the results of the assignment between KJPP IDR and the Company.
- xv. Information that has been provided by other parties to the Appraiser as stated in the appraisal report is considered appropriate and reliable, but the Appraiser is not responsible if it turns out that the information provided is proven not to be true. The responsibility to re-check the correctness of this information lies entirely with the Company.
- xvi. Images, plans, or maps contained in this report are presented for visualization purposes only. The appraiser does not carry out surveys, mapping, or measurements and is not responsible for this.
- xvii. The company expressly stated that it would release KJPP IDR from all claims for compensation from other parties if the other party sued KJPP IDR because of the valuation assignment given by the Company to KJPP IDR.
- xviii. This report is invalid if it is not signed by the Head of Partners or Partners and the KJPP IDR company stamp or seal, and it cannot be accounted for if the Company does not pay fees for this appraisal work.
- xix. This report is not a recommendation to carry out or not carry out a transaction in accordance with the objectives in this report, and this report is not bound by transactions made, and transactions carried out are an absolute decision of the transacting parties.
- xx. This assessment was carried out under uncertain conditions (high level of uncertainty) as a result of the COVID-19 pandemic outbreak, so users of the assessment report are asked to be careful in determining the relevance of the assessment results to their needs (regarding the use of the assessment results), especially with regard to the difference between the valuation date and the time of use of the valuation results in making business and economic/financial decisions.
- xxi. Differences in conditions that may occur between the valuation date and the time the valuation results are used can reduce the relevance of the value opinion to the needs of users of the assessment results due to differences in access to data and information as well as assumptions and assessment analysis. If the user reviews the assignment that has been carried out, and if it is possible and necessary, the Appraiser can re-evaluate by repeating the assessment procedure that was previously carried out in a more complete manner. Processes and procedures must be set forth in assignments that are independent and different from previous assessment assignments.
- xxii. These assumptions and limiting conditions are an integral part of the appraiser's report.

## **5. Assessment Approach and Method**

### **a. Assessment Approach**

The approaches commonly used in valuation are the market approach, revenue approach, and cost approach. All of these approaches are based on economic principles, such as parsing prices, anticipating benefits, or substituting.

The Market Approach is an appraisal approach that uses transaction data or offers for properties that are comparable and similar to the object of valuation based on a process of comparison and adjustment.

The income approach is a valuation approach based on the income and costs of the object of valuation per certain period, which can be generated by the object of valuation and then capitalized.

The cost approach is an appraisal approach to obtain an indication of the value of the appraised object based on the new reproduction cost (New Reproduction Cost) or the new Replacement Cost (New Replacement Cost) on the valuation date after deducting depreciation.

**b. Selection of an Appraisal Approach and Reasons for its Use**

The availability of data and conditions relating to the market or the property itself will determine the most appropriate and relevant valuation approach.

The way in which a property is normally traded in the market differentiates the application of the approach or procedure used in estimating Market Value.

Taking into account the availability of data and conditions relating to markets and property and the way in which a property is usually traded on the market, approaches and methods are used to estimate the value of the object of valuation, and the reasons are as follows:

Assessment object	Approach	Method	Reasons for Use
Land and Building	Cost	addition	<p>The land on which the building stands is an inseparable unit. Data on bid and transaction prices of comparable properties that are similar and comparable to the object of valuation are not available, in accordance with the principle that the value of the object of valuation is the value of the land plus the value of the building.</p> <p>Estimated market value of land is obtained through a market approach, considering the bidding price or transaction of available comparable properties, and an indication of the market value of buildings is obtained using a cost approach, taking into account the cost of making or replacing new (reproduction or replacement cost</p>

			new, RCN), physical depreciation (physical, functional, and economic), economic life, and condition. The estimated value is obtained by reducing the RCN with depreciation.
	Income	<i>Gross Income Multiplier (GIM)</i>	Revenue Represents property that generates income, whether already operating, not yet operating, or used alone (owner occupied), where available market data for sales and rental of comparable and similar properties, as well as the rental price of the object of appraisal, is known.

## 6. Conclusion

Market Value of Appraisal Object: IDR 16,069,000,000,- (sixteen billion sixty nine million Rupiah)

## V. SUMMARY APPRAISAL REPORT OF FAIRNESS OPINION

The summary of the Fairness Opinion Report on the Transaction Plan for Purchase of Warehouse Land and Buildings owned by SSS by the Company was made by KJPP IDR as stated in Report No. 00241/2.0118-00/BS/05/0596/1/VI/2023 dated June 23, 2023, with a summary and/or description of the information as follows:

### 1. Identity of the Parties

The parties involved in the transaction are the Company as the buyer and SSS as the seller of the land and warehouse buildings.

### 2. Object of Appraisal

The object of the appraisal is the plan to purchase a plot of SHGB land No. 506 with an area of 1,588 m<sup>2</sup> and a warehouse building on it with an area of 1,242 m<sup>2</sup> owned by SSS, which is located at Sinar Gedangan B-02, Gemurung Village, Kec. Gedangan, Sidoarjo City, East Java, with a price of IDR 17,000,000,000 (seventeen billion Rupiah) in accordance with the SSS Letter to the Company No. 001/DIR-SSS/VI/2023 dated June 2023 regarding warehouse offerings and the Company's Letter to SSS No. 004/COO/VCI-06/23 dated June 2023 regarding warehouse purchases.

### 3. Purpose of Fairness Opinion

The purpose of the assessment is to provide a fair opinion on the Transaction Plan for the purpose of implementing it.

### 4. Assumptions and Limiting Conditions:

- a. This Appraisal Report is a non-disclaimer opinion.
- b. The appraiser reviews the legal status of the documents used in the appraisal process.
- c. Data and information come from sources that can be trusted for accuracy.
- d. The financial projection used is an adjusted financial projection that reflects the fairness of the financial projection made by management in accordance with its fiduciary duty if the valuation uses a financial projection.
- e. The appraiser is responsible for the implementation of the assessment and the fairness of the financial projections.
- f. This Appraisal Report is open to the public except for confidential information that may affect the company's operations.
- g. The appraiser is responsible for the Valuation Report and final grade conclusion.
- h. The appraiser obtains information on the legal status of the Appraisal Object from the assignor.
- i. KJPP IDR assumes that from the issuance date of this opinion until the occurrence of the transaction, there is no change whatsoever that has a material effect on the Transaction.
- j. This opinion should be viewed as a whole, and the use of part of the analysis and information without considering the entire information and analysis may lead to a misleading view of the process underlying the opinion. The preparation of this opinion is a complicated process and may not be carried out through an incomplete analysis.
- k. The Fairness Opinion is prepared by considering market and economic conditions, general business and financial conditions, as well as government regulations on the date this Opinion was issued. This Fairness Assessment is only carried out on Transactions as described above.
- l. KJPP IDR is not responsible for reaffirming or completing its opinion due to events that occurred after the date of this report.
- m. This Fairness Opinion is prepared based on the principles of information and data integrity. In compiling this Fairness Opinion, KJPP IDR relied on information and data as provided by the Company's management, which, based on the nature of fairness, is true, complete, reliable, and not misleading. KJPP IDR does not carry out detailed audits or compliance tests on the explanations or data provided by the Company's management, both orally and in writing, and thus KJPP IDR cannot guarantee or be responsible for the correctness and completeness of this information or explanation.

- n. As a basis for KJPP IDR to carry out an analysis in preparing the Fairness Opinion on Transactions, KJPP IDR uses the data listed in the Data Source in the fairness opinion report as material for consideration.
- o. Any changes to the data mentioned above can materially affect the results of the KJPP IDR assessment. Therefore, KJPP IDR cannot accept responsibility for possible differences in conclusions caused by changes in the data.
- p. This Fairness Opinion is prepared only by considering the viewpoint of the Company's shareholders and does not consider the viewpoints of other stakeholders or other aspects.
- q. KJPP IDR considers that since the issuance date of this Fairness Opinion Report until the date of the transaction, there has not been a change that materially affects the assumptions used in the Fairness Opinion Report.
- r. Hereby, KJPP IDR states that the assignment of KJPP IDR does not include analyzing transactions outside of Transactions that may be available to the Company and the effect of these transactions on Transactions.
- s. KJPP IDR does not conduct research on the validity of the Transaction from a legal perspective or the implications of the tax aspects of the Transaction.
- t. Given that there is a possibility of a time difference between the date of this report and the implementation of the Transaction, the above conclusions apply if there are no changes that have a significant impact on the value of the Transaction. These changes include changes both internally at each company and externally, including market and economic conditions, general business and financial conditions, as well as Indonesian government regulations after the date of this report's issue. If after the date of this report is issued there are changes mentioned above, then the fairness opinion on this Transaction may be different.
- u. This Fairness Opinion can only be used in connection with Transactions and cannot be used for other interests or other parties.
- v. This Fairness Opinion is also not intended to provide recommendations to approve or disapprove the Transaction or take certain actions on the Transaction.
- w. KJPP IDR also adheres to the Company's management representation letter on the assignment of KJPP IDR to prepare a Fairness Opinion Report, which states that the company has submitted all important and relevant information regarding the Transaction and that, to the knowledge of the Company's management, there are no material factors that have not been disclosed and can be misleading.
- x. The data and information received by the Appraiser from the Assignor are assumed to be correct and can be accounted for, including the designation of the location and specifications for the type and number of assets of the object of appraisal. If the data and information are incorrect, the Assignor releases the Appraiser from responsibility for the results of the assessment. incorrect due to the error.

- y. Information that has been provided by other parties to the Appraiser as stated in the appraisal report is considered appropriate and reliable, but the Appraiser is not responsible if it turns out that the information provided is proven to be inconsistent with the truth. The responsibility to re-check the correctness of the information is entirely the responsibility of the Assigner.
- z. It is not the duty of the Appraiser to carry out due diligence on the legal aspects of public records and ownership records.
- aa. Assumptions and Limiting Conditions of the Valuation Report, which is made separately as an integral part of this report, will be set forth in the Valuation Report, which is made separately.
- bb. This report is invalid if it is not affixed with the original or wet signature of the partner or partner leader and the KJPP IDR company stamp or seal and cannot be held accountable if the Task Giver does not pay the fee for this appraisal work.
- cc. These assumptions and limiting conditions are an integral part of this report.

## 5. **Assessment Approach and Method**

In accordance with the scope of the assessment, the approaches and methods used are:

- a. Perform transaction analysis
- b. Conduct a qualitative analysis of the Proposed Transaction.
- c. Conduct a quantitative analysis of the Transaction Plan.
- d. Perform a fairness analysis of the transaction value.
- e. Perform analysis on other relevant factors.

## 6. **Fairness Opinion on the Transaction**

The result of the analysis of the transaction value for the purchase of land and warehouse buildings owned by SSS by the Company is that the transaction value is higher than the market value but still within the reasonable range, which leads to the conclusion that the transaction value is FAIRLY STATED.

The results of the analysis of the financial impact of the transaction that will be carried out on the interests of shareholders are that by purchasing land and warehouse buildings, price appreciation will be obtained and savings in rental expenses will increase the Company's profits. Thus, the transaction has a positive financial impact on the interests of the Company's shareholders.

The results of the analysis of business considerations from management related to transactions for the interests of shareholders are that the Company will make proper and profitable investments, has the potential to increase profits from savings on rental expenses, and will increase the Company's profitability, which will increase the value of the



Company's shares. Thus, profitable transactions in accordance with the interests of shareholders.

Based on the conclusions drawn from the results of the above analysis, we are of the opinion that the proposed transaction is FAIRLY STATED.

## VI. IMPACT ON THE COMPANY'S FINANCIAL CONDITION

### 1. Impact of the Proposed Transaction on Liquidity Ratios and Solvency Ratios:

Description	Before Transaction	After Transaction
<b>Rasio Likuiditas</b>		
<i>Current Ratio</i>	2,57	2,39
<b>Rasio Solvabilitas</b>		
<i>Debt to Total Aset Ratio</i>	0,30	0,32
<i>Debt to Equity Ratio</i>	0,44	0,46

Based on the table above, it is known that the Company's liquidity ratio after the Proposed Transaction is greater than before the Proposed Transaction and the current ratio value is above 1 (one), which means that the Company is still able to meet financial liabilities in the short term. Meanwhile, the Company's solvency ratio has also increased after the Proposed Transaction.

### 2. The transaction has no adverse impact on the Company's finances.

## VII. STATEMENT OF BOARD OF COMMISSIONERS AND DIRECTORS

1. The Board of Directors of the Company states that the implementation of Affiliated Transactions as described in this Disclosure of Information does not contain a Conflict of Interest and has been carried out in accordance with generally accepted procedures and business practices.
2. The Board of Commissioners and the Board of Directors of the Company, both individually and jointly, state that they are fully responsible for the correctness and completeness of all material information or facts disclosed in this Disclosure of Information and that such material information or facts do not mislead the shareholders.

## VIII. ADDITIONAL INFORMATION

If the shareholders of the Company require complete information regarding this affiliate Transaction, please contact the Company during working days and hours via the address below:

**Head Office:**

Puri Indah Financial Tower Lantai 10-11  
Jl. Puri Lingkar Dalam Blok T No. 8, Kelurahan Kembangan Selatan,  
Kecamatan Kembangan, Jakarta Barat – 11610.  
Telepon: 021 – 54368111

Email: [corporate.secretary@vci.co.id](mailto:corporate.secretary@vci.co.id)  
u.p: **Corporate Secretary**