



**ROADMAP PENERAPAN TATA KELOLA PERUSAHAAN
TAHUN 2020 – 2025 |
ROADMAP TO THE IMPLEMENTATION OF CORPORATE GOVERNANCE
OF 2020-2025 PERIOD
PT HUMPUSS INTERMODA TRANSPORTASI TBK. &
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DISTRIBUSI <i>DISTRIBUTION</i> ◇ DIREKSI <i>BOARD OF DIRECTORS</i> ◇ GENERAL MANAJER <i>GENERAL MANAGER</i> ◇ MANAGER	PERIHAL <i>REGARDING</i> Roadmap Penerapan Tatakelola Perusahaan Tahun 2020 – 2025 PT Humpuss Intermoda Transportasi Tbk. & Anak/Unit Usaha <i>Roadmap to the Implementation of Corporate Governance of 2020-2025 Period PT Humpuss Intermoda Transportasi Tbk. & Subsidiaries / Business Unit</i>	NOMOR: <i>NUMBER:</i> 01/CorpSec/PEDOMAN/III/2020
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<p>1. PENDAHULUAN</p> <p>Setelah krisis keuangan di PT Humpuss Intermoda Transportasi Tbk. (“Perseroan/HITS”) menjelang awal tahun 2010-an, muncul inisiatif untuk menguatkan kerangka tata kelola perusahaan. Studi yang dilakukan oleh <i>Asian Development Bank (ADB)</i> mengidentifikasi bahwa kontributor utama dari krisis ekonomi tersebut yakni lemahnya “tata kelola perusahaan” (Zhuang, et al, 2000). Dengan demikian, krisis di HITS menjadi momentum penting yang mendorong urgensi reformasi tata kelola perusahaan di HITS.</p> <p>Agar penerapannya berjalan sesuai dengan rencana, maka dibentuklah Komite GCG dan CSR di Perseroan pada tahun 2018 melalui SK 007/SK/Dekom-HIT/V/2018, dengan melibatkan 3 orang yang terdiri dari perwakilan Dewan Komisaris dan Direksi untuk memantau dan mengevaluasi implementasi GCG dan CSR di Perusahaan.</p> <p>Sebagai sebuah sistem yang membutuhkan komitmen dalam penerapan penegakan secara terencana, sistemik, dan berkelanjutan, maka tantangan terbesar dalam implementasi GCG adalah memberikan kesadaran, kepemilikan bersama, serta keterlibatan seluruh insan HITS.</p>	<p>1. INTRODUCTION</p> <p><i>After the occurrence of a financial crisis at PT Humpuss Intermoda Transportasi Tbk. (“the Company / HITS”) towards the beginning of year 2000’s, there emerged an initiative to enhance the framework of corporate governance. A study conducted by Asian Development Bank (ADB) identified that the main contributor of said economic crisis was the weak “corporate governance” (Zhuang, et al, 2000). Consequently, said crisis at HITS became an important momentum which triggerred the urgency of a reformation on the corporate governance at HITS.</i></p> <p><i>To make sure that the implementation shall run as planned, it was then formed a GCG and CSR Committee at the Company in 2018 by SK 007/SK/Dekom-HITN/2018, by involving 3 officers comprising of the Board of Commissioners and Board of Directors representatives to monitor and evaluate the implementation of GCG and CSR at the Company.</i></p> <p><i>As a system which needs a commitment in the planned, systemic and continuous implementation and enforcement, the biggest challenge in GCG implementation is promoting the awareness, sense of belonging, as</i></p>
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<p>Menghadapi tantangan implementasi tersebut, dibutuhkan suatu “peta jalan” atau Road Map GCG yang menjadi pedoman bagi seluruh unit dan insan HITS dalam memberikan dukungan dan kontribusi bagi terciptanya GCG yang efektif secara sistemik dan sistematis di Perseroan.</p>	<p><i>well as the involvement of all of HITS persons. In facing said implementation challenge, it is needed a ‘roadmap’ or GCG Road Map which serves as a guidance for all units and persons at HITS in giving support and contribution for the creation of an effective GCG in a systemic and systematic manner at the Company.</i></p>
<p>2. DASAR HUKUM</p> <ol style="list-style-type: none"> 1. Undang-Undang Republik Indonesia No. 40 tahun 2007 tentang Perseroan Terbatas. 2. Undang-Undang Republik Indonesia No. 8 tahun 1995 tentang Pasar Modal. 3. Peraturan Otoritas Jasa Keuangan (OJK) No. 21/POJK.04/2015 tentang Penerapan Pedoman Tata Kelola Perusahaan Terbuka. 4. Surat Edaran Otoritas Jasa Keuangan (SEOJK) No. 32/SEOJK.04/2015 tentang Pedoman Tata Kelola Perusahaan Terbuka. 5. Anggaran Dasar Perseroan beserta perubahannya. 6. Pedoman Umum GCG Indonesia, dikeluarkan oleh Komite Nasional Kebijakan Governance 2006 (KNKG-2006). 7. Pedoman-Pedoman dan Manual Penerapan Tata Kelola Perusahaan. 	<p>2. LEGAL BASIS</p> <ol style="list-style-type: none"> 1. <i>Law of the Republic of Indonesia No. 40 of 2007 concerning Limited Liability Company.</i> 2. <i>Law of the Republic of Indonesia No. 8 of 1995 concerning the Capital Market.</i> 3. <i>Regulation of Financial Services Authority (OJK) No. 21/POJK.04/2015 concerning Stipulation of Corporate Governance of the Public Listed Company.</i> 4. <i>Financial Services Authority Circular Letter No. 32/SEOJK.04/2015 concerning Guidelines for Corporate Governance of the Public Listed Company.</i> 5. <i>Articles of Association and its amendments.</i> 6. <i>General Guidelines of GCG Indonesia, issued by the National Committee of Governance Policy 2006 (KNKG-2006).</i> 7. <i>Guidelines and Manual for Application of Corporate Governance.</i>



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<p>3. TUJUAN PENERAPAN GCG</p> <ol style="list-style-type: none"> 1. Memaksimalkan nilai perusahaan dalam bentuk peningkatan kinerja (high performance) serta citra perusahaan yang baik (good corporate image). 2. Mengurangi potensi benturan kepentingan organ perusahaan dan pekerja dalam menjalankan bisnis perusahaan. 3. Untuk melindungi hak-hak pemegang saham dan memfasilitasi pelaksanaan hak-hak pemegang saham, melalui RUPS dan media komunikasi lainnya. 4. Mengakui adanya hak-hak <i>stakeholders</i> (internal maupun eksternal) yang ditetapkan melalui kesepakatan bersama serta mendorong kerja sama yang aktif untuk menciptakan kesinambungan Perseroan, dalam membuat keputusan dan menjalankan tindakan dilandasi dengan nilai etika/moral yang tinggi dan kepatuhan terhadap peraturan perundang-undangan yang berlaku, serta kesadaran akan adanya tanggungjawab sosial perusahaan. 5. Mengedepankan prinsip keterbukaan (<i>disclosure principle</i>), mendorong pengelolaan perusahaan secara profesional serta efisien 	<p>3. THE OBJECTIVES OF GCG IMPLEMENTATION</p> <ol style="list-style-type: none"> 1. <i>To maximize the Company's value in the form of performance improvement (high performance) as well as a good corporate image.</i> 2. <i>To reduce any potential conflict of interest between the Company's organs and workers in running the Company's business.</i> 3. <i>To protect the shareholders' rights and to facilitate the implementation of shareholders' rights through RUPS (GMS) and other communication media.</i> 4. <i>To recognize the existence of stakeholders' rights (both internal and external) defined by a mutual agreement as well as encouraging an active cooperation to create the Company's continuity, in making a decision and taking an act it is based on a high ethics / moral value and compliance with the applicable statutory regulation, as well as the awareness of the Company's social responsibility.</i> 5. <i>To prioritize disclosure principle, encourage a professional and efficient corporate management to develop the Company's products in Capital market.</i> 6. <i>The Board of Commissioners and Board of Directors to ensure the implementation of the</i>
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untuk mengembangkan produk Perseroan di Pasar Modal. 6. Dewan Komisaris dan Direksi memastikan penerapan pedoman strategis Perseroan, pengawasan yang efektif terhadap manajemen dan tanggung jawab Dewan Komisaris dan Direksi kepada Perseroan dan Pemegang Saham.	<i>Company's strategic guidance, an effective supervision on the management and The Board of Commissioners and Board of Directors' responsibility to the Company and Shareholders.</i>
4. PENILAIAN TATA KELOLA PERUSAHAAN Untuk mengukur peningkatan penerapan tata kelola Perseroan dan mengidentifikasi area-area yang harus diperbaiki, Perseroan berinisiatif mengundang tim Penilai Independen setiap 2 tahun sekali. Sedangkan untuk tahun-tahun lainnya penilaian dapat dilakukan melalui <i>self assessment</i> oleh internal Perseroan. Indikator/parameter penilaian atas penerapan GCG berdasarkan Keputusan Sekretaris Kementerian Badan Usaha Milik Negara Nomor SK-16/S.MBU/2012 tanggal 6 Juni 2012 dan <i>ASEAN Corporate Governance Scorecard</i> .	4. ASSESSMENT ON CORPORATE GOVERNANCE <i>To measure the improvement in the implementation of Corporate governance and identify areas that must be improved, the Company has an initiative to invite an Independent Assessment team once in every 2 years. While for the other years the assessment is conducted through a self assessment by the Company internal officers. Indicators / parameters of the assessment on GCG implementation based on the decision of Secretary of the Ministry of State-owned enterprises number SK-16/S.MBU/2012 dated June 6, 2012 and ASEAN Corporate Governance Scorecard.</i>



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5. RENCANA IMPLEMENTASI PENERAPAN PERBAIKAN GCG <i>Roadmap penerapan GCG yang telah ditetapkan sejak tahun 2004, terbagi menjadi :</i>	5. IMPLEMENTATION PLAN ON THE IMPROVEMENT OF GCG IMPLEMENTATION <i>Roadmap to GCG implementation that has been defined since 2004, is divided into:</i>
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COMMITMENT	SYSTEM	
2004-2010	2011-2013	2014-2019
Mematuhi semua ketentuan dan peraturan yang terkait dengan GCG (wajib dan sukarela) <i>Obeying all of requirements and regulations that pertain to GCG (mandatory and voluntary)</i>	Pengoperasian yang dikendalikan dengan baik melalui internal control yang wajar dan implementasi manajemen risiko. <i>An operation controlled well through a reasonable internal control and risk management implementation</i>	Menjadi perusahaan yang memiliki karyawan dengan predikat sebagai warga negara yang amanah dan professional dan dibarengi dengan implementasi tanggung jawab sosial perusahaan. <i>Becoming a Company which has employees having the predicate as trustable and professional citizens and coupled with the implementation of the Company's social responsibility</i>
KPI	KPI	KPI
1. Penyusunan GCG manual dan kode etik	1. Pengoperasian struktur pengelola etika GCG	1. Secara konsisten dan berkelanjutan



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<p>Perusahaan pada tahun 2007. <i>1. The preparation of GCG manual and the Company's code of ethics in 2007.</i></p> <p>2. Penyempurnaan GCG manual tahun 2005 dan kode etik Perusahaan tahun 2005. <i>2. The revision on GCG manual 2005 and the Company's code of ethics 2005.</i></p> <p>3. Internalisasi dan penandatanganan Pakta Integritas dan Etika Kerja. <i>3. The internalization and the signing of Integrity Pact and Work ethics</i></p> <p>4. Pembentukan Sekretaris Perusahaan pada tahun 2007. <i>4. The formation of Company's secretary in 2007.</i></p>	<p>dan Pengawas Etika. <i>1. The Operation of management structure of GCG ethics and Ethics supervisory body</i></p> <p>2. Penyempurnaan penyusunan pedoman/kebijakan : a. GCG b. Board Manual c. Kode Etik Perusahaan <i>2. Revision on the preparation of guidance / policy on:</i> <i>a. GCG</i> <i>b. Board Manual</i> <i>c. The Company's code of ethics</i></p> <p>3. Penyusunan prosedur Program kerja tahunan SPI berbasis resiko. <i>3. The preparation of procedure of SPI's risk based annual working program.</i></p>	<p>penerapan GCG dalam pelaksanaan kegiatan Perseroan. <i>1. Consistently and continously applying GCG in the implementation of the Company's activity</i></p> <p>2. Menyusun kebijakan dan penyempurnaan GCG : a. Hubungan korporasi dengan anak Perusahaan b. Charter Komite c. Charter Komisaris d. Charter Direksi e. Kebijakan manajemen risiko f. Kebijakan teknologi informasi <i>2. Preparing the policy and revision on GCG</i> <i>a. Relationship between the corporate and the Company's subsidiaries</i></p>
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		b. <i>Charter Committee</i> c. <i>Commissioners Charter</i> d. <i>Directors Charter</i> e. <i>Risk management policy</i> f. <i>Information technology policy</i>
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Pada tahun 2019, melanjutkan program tahun sebelumnya dengan menyempurnakan GCG melalui pembaharuan Pedoman: <ul style="list-style-type: none"> • Piagam Dewan Komisaris • Piagam Direksi • Piagam Komite Audit • Piagam Komite Nominasi dan Remunerasi • Kebijakan Manajemen Risiko • Kebijakan Keterbukaan Informasi • Kebijakan Komunikasi • Kebijakan Insider Trading • Kebijakan Anti Korupsi dan Anti Fraud • Kebijakan Pihak Ketiga (Vendor) • Kebijakan Kreditur • Kebijakan Pelaporan Pelanggaran 	<i>In 2019, continuing the previous year's program by perfecting GCG through updating of the Guidelines:</i> <ul style="list-style-type: none"> • <i>Board of Commissioners' Charter</i> • <i>Board of Directors' Charter</i> • <i>Audit Committee Charter</i> • <i>Nomination and Remuneration Committee Charter</i> • <i>Risk Management Policy</i> • <i>Information Openness Policy</i> • <i>Communication Policy</i> • <i>Insider Trading Policy</i> • <i>Anti-Corruption and Anti-Fraud Policy</i> • <i>Third Party Policy (Vendor)</i> • <i>Creditor Policy</i> • <i>Violation Reporting Policy</i>
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<ul style="list-style-type: none"> • Kebijakan Insentif Jangka Panjang <p>Perbaikan praktik tata kelola di Perseroan, dituangkan dalam Roadmap tahun 2020 – 2025 untuk :</p> <p>Membentuk GCG sebagai <i>CULTURE</i> di HITS dalam operasionalnya dan menjadikan HITS diterima menjadi bagian dari Masyarakat melalui Pendekatan CSR sehingga tercipta nilai tambah dan perbaikan yang terus berkesinambungan.</p>	<ul style="list-style-type: none"> • <i>Long-term Incentive Policy</i> <p><i>Improvement on governance practice at the Company, is spelled out in the Roadmap of 2020-2025 to:</i></p> <p><i>Shape GCG as CULTURE at HITS in its operation and make HITS be accepted as part of the Public through CSR approach so that it is created an added value and a continuous improvement</i></p>
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Lingkup Perbaikan <i>Scope of Improvement</i>	Rekomendasi <i>Recommendation</i>	Implementasi <i>Implementation</i>	Waktu <i>Time</i>
1. Pengetahuan dan Pemahaman para <i>Key Persons</i> tentang GCG <i>1. Knowledge and comprehension of Key Persons on GCG.</i>	Diperlukan peningkatan pengetahuan dan pemahaman GCG <i>It is needed an improvement on the knowledge and comprehension of GCG</i>	<ul style="list-style-type: none"> • Sosialisasi dan Edukasi • Pembaharuan Penandatanganan Pakta Integritas mulai tingkat Dewan Komisaris, Direksi dan Karyawan Grup HIT. • <i>Socialization and Education</i> • <i>Renewal on Integrity pact signing starting from the Board of Commissioners level, Board of Directors down to employees of HITS group.</i> 	Berkelanjutan <i>Continuously</i>
2. Perlindungan	Diperlukan	Pedoman GCG – RUPS	Berkelanjutan

Paraf: | *Initials:* _____

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Pemegang Saham melalui RUPS (voting dan hasil RUPS) 2. Protection to Shareholders through RUPS (GMS) (voting and results of RUPS / GMS)	ketentuan untuk mempublikasikan hasil RUPS secara rinci dan lengkap dalam waktu yang memadai. <i>It is needed a requirement to publicize RUPS (GMS) results in details and complete within an adequate time</i>	<i>Guidance to GCG - RUPS</i>	<i>Continuously</i>
3. Peranan Stakeholders : <ul style="list-style-type: none"> • Pedoman Perilaku (<i>Code of Conduct</i>) • Kebijakan Kreditur • Kebijakan Pihak Ketiga (Vendor) • Kebijakan Insentif Jangka Panjang • Pedoman Pelaporan Pelanggaran (<i>Whistleblowing</i>) • Kebijakan Anti Korupsi dan 	Diperlukan contoh perilaku atau praktik tata cara implementasinya <i>It is needed a model of conduct or the practice of its implementation procedure.</i>	<ul style="list-style-type: none"> • Meninjau kembali kebijakan an GCG dan Aturan Perilaku (<i>Code of Conduct</i>) : 19 Pedoman (8 Pedoman baru) • Melakukan sosialisasi yang kontinue dan terjadwal dan melakukan pembahasan melalui diskusi yang terbuka antara manajemen dengan karyawan. • Migrasi aturan GCG ke platform berbasis web untuk kemudahan akses informasi terkait kebijakan-kebijakan GCG, dokumen perusahaan dan informasi 	Updating Berkala <i>Periodic Updating</i>



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<p style="text-align: center;">Anti Fraud 3. Role of Stakeholders:</p> <ul style="list-style-type: none"> • <i>Code of Conduct</i> • <i>Creditor's policy</i> • <i>Third party (Vendor) policy</i> • <i>Long-term incentive policy</i> • <i>Whistleblowing report</i> • <i>Anti corruption and Anti Fraud policy</i> 	<p>lainnya terkait praktik GCG di Perusahaan.</p> <ul style="list-style-type: none"> • Pembaruan atas platform pelaporan keluhan yaitu WBS yang disesuaikan dengan VMV Perusahaan yang baru. • <i>To review policy on GCG and Code of Conduct: 19 Guidances (8 new guidances)</i> • <i>To do a continous and scheduled socialization and make a discussion through an open discussion between the management and employees</i> • <i>Migration of GCG rule to web base platform for an easy access to information that pertains to GCG policies, the Company's documents and other information in relation to GCG practices at the Company.</i> • <i>Renewal on the complaints reporting platform , i.e WBS which is adjusted to the</i>
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4. Transparansi Informasi melalui Situs Web 4. Transparency of information through Web site	Diperlukan kebijakan untuk keterbukaan informasi yang harus tersedia di situs web. <i>It is needed a policy on information openness that must be available at website</i>	<i>Company's new VMV.</i> <ul style="list-style-type: none"> • Memastikan penyusunan pelaporan sesuai dengan peraturan dan penyampaian yang tepat waktu. • Memperbaiki dan melakukan perubahan tampilan pada web HITSNet serta menyediakan sarana edukasi bagi para pelapor pelanggaran hukum dan etika. • <i>To make sure that the preparation of reporting is in compliance with the regulation and an in-time submission.</i> • <i>To improve and make a revision on the display on HITSNet web as well as providing an educational facility for the whistleblowers</i> 	Updating Berkala <i>Periodic Updating</i>
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5. Peran dan Tanggung Jawab Dewan Komisaris dan Direksi : <ul style="list-style-type: none"> • Prosedur Nominasi dan Remunerasi • Kualifikasi kandidat anggota Dewan Komisaris dan Direksi • Program orientasi bagi anggota Dewan Komisaris dan Direksi baru • Rapat Dewan Komisaris dan Direksi • Rangkap jabatan anggota Dewan Komisaris dan Direksi • Pedoman Kerja Dewan Komisaris dan Direksi • Keberagaman komposisi Dewan Komisaris dan 	Diperlukan ketentuan dalam ruang lingkup perbaikan untuk peningkatan peran dan tanggung jawab Dewan Komisaris dan Direksi <i>It is needed a requirement within the scope of Improvement for the Upgrading of the Board of Commissioners and Board of Directors' roles and responsibilities</i>	Kebijakan GCG <i>GCG Policy</i>	Updating berkala dan penyusunan hal-hal yang baru <i>Updating and the preparation of new matters.</i>
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Direksi <ul style="list-style-type: none"> • Evaluasi Kinerja Dewan Komisaris dan Direksi • Suksesi anggota Direksi • Evaluasi Kinerja Komite Dewan Komisaris 5. <i>The role and responsibilities of the Board of Commissioners and the Board of Directors:</i> <ul style="list-style-type: none"> • <i>Nomination and Remuneration Procedure.</i> • <i>Qualification of candidates for the Board of Commissioners and Board of Directors members</i> • <i>Orientation program for the members of the Board of</i> 			
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<p><i>Commissioners and Board of Directors</i></p> <ul style="list-style-type: none"> • <i>The Board of Commissioners and Board of Directors Meeting</i> • <i>Double job of the Board of Commissioners and Board of Directors Members</i> • <i>Working Guidance for the Board of Commissioners and Board of Directors</i> • <i>Diversity in the composition of the Board of Commissioners and Board of Directors</i> • <i>Evaluation on the Board of Commissioners</i> 			
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<i>and Board of Directors' performance</i> <ul style="list-style-type: none"> • <i>Succesaion of the Board of Directors Members</i> • <i>Evaluation on the Board of Commissioners Committee's Performance</i> 			
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6. PENUTUP <ul style="list-style-type: none"> • Kebijakan ini disusun dengan penuh itikad baik dan sesuai prinsip-prinsip Perusahaan untuk mewujudkan tata kelola Perseroan yang baik. • Seluruh organ Perseroan dan karyawan wajib untuk menaati kebijakan ini. • Kebijakan ini dievaluasi secara berkala paling sedikit 1 (satu) kali dalam setahun dan dapat dilakukan revisi untuk menyesuaikan dengan peraturan perundangan yang berlaku, kondisi 	6. PENUTUP <ul style="list-style-type: none"> • <i>This policy is duly prepared in good faith and in accordance with the Company's principles to realize good corporate governance.</i> • <i>All of the Company's organs and employees are required to obey this policy.</i> • <i>This policy is evaluated regularly of at least 1 (one) time each year and can be made a revision in order to adjust it to the applicable statutory regulation, the current and future economic conditions, as well as the</i>
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ekonomi saat ini dan masa depan, serta kebutuhan Perseroan tanpa menghilangkan esensi dari tata kelola Perseroan yang baik.	<i>Company's need without eliminating the essence of the good corporate governance.</i>
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Jakarta, 2 Maret | *March* 2020
PT Humpuss Intermoda Transportasi Tbk.

**Mengetahui & Menyetujui, |
*Acknowledged & Approved,***

BUDI HARYONO
Direktur Utama | *President Director*

THEO LEKATOMPESSY
Komisaris Utama | *President
Commissioner*

Paraf: | *Initials:* _____

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