

**DISCLOSURE OF INFORMATION TO THE SHAREHOLDERS  
OF PT DUTA INTIDAYA TBK (THE "COMPANY") IN RELATION TO THE PLAN OF CAPITAL  
INCREASE BY ISSUING PRE-EMPTIVE RIGHTS**

THIS DISCLOSURE OF INFORMATION IS PREPARED AND ADDRESSED TO THE SHAREHOLDERS OF THE COMPANY IN ORDER TO FULFILL THE REQUIREMENT OF FINANCIAL SERVICES AUTHORITY (OTORITAS JASA KEUANGAN OR "OJK") REGULATION NO. 32/POJK.04/2015 DATED 22 DECEMBER 2015 ON THE CAPITAL INCREASE OF PUBLIC COMPANY BY ISSUING PRE-EMPTIVE RIGHTS ("POJK 32").

INFORMATION CONTAINED HEREIN IS IMPORTANT TO BE READ AND NOTED BY THE SHAREHOLDERS OF THE COMPANY.

IF YOU EXPERIENCE ANY DIFFICULTY IN UNDERSTANDING THE INFORMATION CONTAINED HEREIN OR HESITATION IN MAKING ANY DECISION, YOU SHOULD CONSULT WITH YOUR STOCKBROKER, INVESTMENT MANAGER, LEGAL ADVISOR, PUBLIC ACCOUNTANT OR OTHER PROFESSIONAL ADVISORS.

**PT DUTA INTIDAYA TBK**

**Line of Business:**

Retailing of health and beauty products

**Domiciled in South Jakarta, Indonesia**

**Head Office :**

EightyEight@Kasablanka  
Tower A, 28th and 37th Floor  
JL. Casablanca Raya Kav. 88, Menteng Dalam,  
Tebet, South Jakarta 12870.  
Telp.: (021) 21283001  
Fax.: (021) 21283002  
Email: [corporate.secretary@watsons.co.id](mailto:corporate.secretary@watsons.co.id)  
Website: [www.watsons.co.id](http://www.watsons.co.id)

The Company has 69 (sixty nine) stores located in Jakarta, Banten, West Java, Central Java, Yogyakarta, East Java and Bali island with 1 (one) warehouse in Banten.

**Jakarta, 8 August 2017**

**Board of Directors of the Company**

THE COMPANY'S BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS, EITHER INDIVIDUALLY OR JOINTLY, ARE FULLY RESPONSIBLE FOR THE COMPLETENESS AND ACCURACY OF ALL INFORMATION AND MATERIAL FACTS CONTAINED HEREIN, AND CONFIRM THAT, AFTER CONDUCTING A DUE EXAMINATION AND TO THE BEST OF THEIR KNOWLEDGE AND BELIEVE, THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT AND THERE IS NO MATERIAL FACT OMITTED WHICH CAN CAUSE THE MATERIAL INFORMATION STATED HEREIN TO BE INCORRECT AND/OR MISLEADING. PURSUANT TO THE RIGHTS ISSUE DESCRIBED HEREIN, THE COMPANY INTENDS TO SEEK APPROVAL FROM ITS SHAREHOLDERS THROUGH AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS") TO BE HELD ON FRIDAY, SEPTEMBER 15, 2017.

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## IMPORTANT DATES AND INDICATIVE TIMELINE

The Company intends to increase its capital by issuing pre-emptive rights to the shareholders of the Company (“**Rights Issue**”) with the following estimated schedule:

1. Notice of the Agenda of EGMS to OJK. 31 July 2017
2. Announcement on the Plan to Convene EGMS in one daily newspaper, website of the Indonesia Stock Exchange and the Company’s website. 8 August 2017
3. Announcement of Disclosure of Information in relation to the Rights Issue in one daily newspaper, the website of Indonesia Stock Exchange and the Company’s website. 8 August 2017
4. Record date for the shareholders who are entitled to attend the EGMS. 22 August 2017
5. Summon of EGMS in one daily newspaper, website of the Indonesia Stock Exchange and the Company’s website. 23 August 2017
6. Holding of the EGMS. 15 September 2017
7. Announcement of abridged minutes of EGMS in one daily newspaper, website of the Indonesia Stock Exchange and the Company’s website. 19 September 2017
8. Submission of publication evidence of the announcement of abridged minutes of EGMS to OJK. 21 September 2017

## GENERAL INFORMATION

### A. General Information of the Company

PT Duta Intidaya Tbk was established in 2005. PT Duta Intidaya Tbk opened its first 4 (four) stores in 2006 under the name of "Watsons" (through a sole and exclusive licensing arrangement with A.S. Watson Group, the largest international health and beauty retailer in Asia and Europe). Currently, Watsons Indonesia is a health and beauty retailer with 69 (sixty nine) stores located in Jakarta, Banten, West Java, Central Java, Yogyakarta, East Java and Bali island. Aligned with its philosophy of bringing 'more' to 'customers' life, the Company strives to bring the best in health and beauty products to consumers at affordable prices.

The Company was established pursuant to the Deed of Establishment No. 16 dated 16 June 2005, drawn before Ukon Krisnajaya, S.H., Notary in Jakarta, which has been ratified by the Ministry of Law and Human Right ("**MOLHR**") by virtue of Decree No. C-20675HT.01.01.TH.2005 dated 26 July 2005, registered in the Company Register of South Jakarta Company Registration Office under No. 917/RUB.09.03/VII/2006 dated 26 January 2006 and announced in the State Gazette No. 54 dated 4 July 2008, Supplement No. 10450.

Since its establishment, the Company's articles of association have been amended several times, with the most, recent amendment made in the Deed of Restatement of Shareholders Resolution No. 48 dated 16 February 2017 drawn before Jose Dima Satria, S.H., M.Kn., Notary in South Jakarta, which has been notified to the MOLHR pursuant to Receipt of Notification of the Amendment of Articles of Association No. AHU-AH.01.03-0085908 dated 24 February 2017 and registered in the Corporate Registry of the MOLHR No. AHU-0005307.AH.01.02.TAHUN 2016 dated 24 February 2017 ("**Deed No. 48/2017**").

### B. Capital Structure and Shareholding Composition

Pursuant to the Deed No. 48/2017, the capital structure of the Company is as follows:

Authorized Capital	: Rp 640,159,200,000
Issued Capital	: Rp 207,843,900,000
Paid Up Capital	: Rp 207,843,900,000

The Company's authorized capital is divided into 6,401,592,000 (six billion four hundred one million five hundred ninety two thousand) ordinary shares, each with par value of Rp 100 (one hundred Rupiah) per share.

Pursuant to the Shareholders Register as per 31 July 2017 issued by PT Datindo Entrycom, as the Shareholders Registrar of the Company, the shareholding composition of the Company is as follows:

Description	Par Value Rp. 100		
	Number of Shares	Nominal Value (Rp)	Percentage
<b>Authorized Capital</b>	6,401,592,000	640,159,200,000	
Issued and Paid Up Capital			
1. PT Indah Sehat Cemerlang	951,866,300	95,186,630,000	45.797%
2. Total Alliance Holdings Limited	916,407,900	91,640,790,000	44.091%
3. PT Usaha Indah Abadi	25,000,000	2,500,000,000	1.203%
4. Public (each below 5%)	185,164,800	18,516,480,000	8.909%
<b>Total Issued and Paid Up Capital</b>	<b>2,078,439,000</b>	<b>207,843,900,000</b>	<b>100.000%</b>
<b>Portfolio Shares</b>	<b>4,323,153,000</b>	<b>432,315,300,000</b>	

### C. Supervision and Management

Pursuant to the Deed of Statement of Extraordinary General Meeting of Shareholders No. 45 dated 10 March 2017, drawn before Jose Dima Satria, SH., M.Kn., Notary in South Jakarta, the latest composition of the Board of Commissioners and the Board of Directors of the Company is as follows:

#### Board of Commissioners

President Commissioner : Dra. Zannuba Arifah Chafsoh Rahman  
(Independent Commissioner)  
Commissioner : Sugito Walujo  
Commissioner : Ayu Patricia Rachmat

#### Board of Directors

President Director : Dra. Lilis Mulyawati, APT.  
Independent Director : Sukarnen  
Director : Mariawati

The abovementioned composition of the Board of Commissioners and the Board of Directors of the Company has been notified to the MOLHR pursuant to the Receipt of Notification of Amendment to the Company's Data No. AHU-AH.01.03-0122151 dated 29 March 2017 and registered in the Corporate Registry of the MOLHR No. AHU-0041374.AH.01.11.TAHUN 2017 dated 29 March 2017.

## INFORMATION ON RIGHTS ISSUE

### A. Background of the Rights Issue

The Company intends to issue new shares by issuing Pre-Emptive Rights (“**Pre-Emptive Rights**”) in order to strengthen the Company’s cash position to support further business expansion.

### B. Maximum Number of New Shares to be Issued under the Rights Issue

The Company intends to conduct the Rights Issue, which will consist of the granting of rights for the purchase of a maximum number of 343,000,000 (three hundred forty three million) new shares having a par value of Rp 100 (one hundred Rupiah) per share.

### C. Estimated Period of the Capital Increase

The capital increase shall be carried out in accordance to the capital necessity of the Company. Pursuant to Article 8 paragraph (3) POJK 32, the period between the date of approval from the EGMS in relation to the Rights Issue and the issuance of the effective statement of the registration statement shall not exceed 12 (twelve) months. The Company intends to submit the registration statement to OJK immediately after obtaining approval from the Company’s shareholders at the EGMS.

### D. Analysis on Impact of the Capital Increase on the Financial Condition and the Shareholders of the Company

#### Impact on the Financial Condition of the Company

Funds raised via the Rights Issue will increase the cash position of the Company.

#### Impact on the Shareholders of the Company

Shareholding interest of the shareholders of the Company who do not exercise their rights to subscribe for new shares under the Rights Issue could be diluted by up to 14.17% (fourteen point one seven percent).

### E. Proposed Plan of the Use of Proceeds

Funds obtained from the Rights Issue, after deducting shares issuance costs and expenses, would be used for working capital and capital expenditure for further business expansion.

### F. Other

The Rights Issue will be implemented after obtaining (i) approval from the Company’s shareholders at the EGMS and (ii) an effective statement from the OJK on the Company's registration statement in connection with the Rights Issue.

## **ADDITIONAL INFORMATION**

To obtain additional information in relation to the Rights Issue, the shareholders of the Company may contact the Corporate Secretary of the Company, during business days and working hours of the Company, at the address below:

**PT DUTA INTIDAYA TBK**

**Corporate Secretary**

EightyEight@Kasablanka

Tower A, 28th and 37th Floor

Jl. Casablanca Raya Kav. 88, Menteng Dalam, Tebet, South Jakarta 12870.

Telp.: (021) 21283001

Fax.: (021) 21283002

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

Email: [corporate.secretary@watsons.co.id](mailto:corporate.secretary@watsons.co.id)