



**PT SARANA MEDITAMA METROPOLITAN TBK.**  
**(“Perseroan”) / (the “Company”)**  
Berkedudukan di Jakarta / *Domiciled in Jakarta*

**PANGGILAN  
RAPAT UMUM PEMEGANG SAHAM LUAR BIASA**

**INVITATION OF EXTRAORDINARY GENERAL  
MEETING OF SHAREHOLDERS OF THE  
COMPANY**

Direksi Perseroan dengan ini mengundang para pemegang saham Perseroan (“**Pemegang Saham**”) untuk menghadiri Rapat Umum Pemegang Saham Luar Biasa (“**Rapat**”) yang akan diselenggarakan pada:

Hari/Tanggal : Selasa, 24 November 2020  
Waktu : 10.00 WIB – selesai  
Tempat : Auditorium – Omni Hospital Pulomas Lantai 7  
Jl. Pulomas Barat VI No. 20 Jakarta Timur 13210

The Board of Directors of the Company hereby invite all the shareholders of the Company (“**Shareholders**”) to attend the Extraordinary General Meeting of Shareholders (“**Meeting**”) which will be held on:

Day/Date : Tuesday, 24 November 2020  
Time : 10.00 WIB – finish  
Place : Auditorium – Omni Hospital Pulomas Lantai 7  
Jl. Pulomas Barat VI No. 20 East Jakarta 13210

**Mata Acara Rapat Perseroan:**

1. Persetujuan atas rencana Perseroan untuk melakukan penambahan modal Perseroan dengan memberikan Hak Memesan Efek Terlebih Dahulu (“**HMETD**”) kepada para pemegang saham Perseroan melalui mekanisme penawaran umum terbatas dengan HMETD berdasarkan Peraturan Otoritas Jasa Keuangan (“**OJK**”) No. 32/POJK.04/2015 tentang Penambahan Modal Perusahaan Terbuka Dengan Memberikan Hak Memesan Efek Terlebih Dahulu sebagaimana telah diubah oleh Peraturan OJK No. 14/POJK.04/2019 (“Peraturan OJK 32/2015”).

Penjelasan: Berdasarkan Pasal 8 ayat (1) huruf a Peraturan OJK 32/2015 jo. Pasal 41 Undang-Undang No. 40 tahun 2007 tentang Perseroan Terbatas (“**UUPT**”) jo. Pasal 4 anggaran Dasar perseroan, penambahan modal dengan HMETD membutuhkan persetujuan Rapat Umum Pemegang Saham (“**RUPS**”) sebagaimana diuraikan dalam Keterbukaan Informasi tertanggal 16

**Agenda for the Meeting:**

1. Approval of the Company's capital increase plan with Pre-Emptive Rights (“**Pre-Emptive Rights**”) to the Company's shareholders through the mechanism of a limited public offering with Pre-Emptive Rights based on Financial Services Authority (“**OJK**”) Regulation No. 32/2015 on Increase in Capital for Public Company by With Pre-emptive Rights as amended by OJK Regulation No. 14 /POJK.04/2019 (“OJK Regulation 32/2015”).

Description: Pursuant to Article 8 paragraph (1) OJK Regulation 32/2015 jo. Article 41 Law No. 40 of 2007 on Limited Liability Company (“**Company Law**”) jo. Article 4 of the Company's articles of association, additional capital with Pre-emptive Rights requires an approval of the General Meeting of Shareholders (“**GMS**”) as elaborated under Disclosure of Information dated 16

Oktober 2020 berikut tambahan informasi yang akan disampaikan melalui media pengumuman yang ada.

Perseroan bermaksud untuk menerbitkan sebanyak-banyaknya 10.300.000.000 (sepuluh miliar tiga ratus juta) saham baru Perseroan dengan nilai nominal Rp 20 (dua puluh rupiah) per lembar saham dengan memberikan HMETD.

2. **Persetujuan atas perubahan ketentuan Pasal 4 Anggaran Dasar Perseroan, sehubungan dengan pelaksanaan HMETD termasuk peningkatan modal dasar dan modal disetor serta modal ditempatkan Perseroan.**

Penjelasan: Berdasarkan Pasal 14 Anggaran Dasar Perseroan dan UUPT, perubahan anggaran dasar Perseroan diputuskan dalam RUPS. Perubahan Anggaran Dasar Perseroan ini diperlukan terkait dengan perubahan modal sehubungan dengan pelaksanaan HMETD termasuk peningkatan modal dasar dan modal disetor serta modal ditempatkan Perseroan.

3. **Persetujuan atas rencana Perseroan untuk melakukan pengambilalihan saham 99,9999% (sembilan puluh sembilan koma sembilan sembilan sembilan persen) saham PT Elang Medika Corpora yang dimiliki oleh PT Elang Mahkota Teknologi Tbk dengan nilai transaksi sebesar Rp1.254.900.000.000,- (satu triliun dua ratus lima puluh empat miliar sembilan ratus juta Rupiah), yang merupakan suatu Transaksi Material sebagaimana dimaksud dalam Peraturan OJK No. 17/POJK.04/2020 tentang Transaksi Material dan Perubahan Kegiatan Usaha (“Peraturan OJK 17/2020”).**

Penjelasan: Berdasarkan Pasal 6 (1) (d) Peraturan OJK 17/2020 jo. Pasal 14 Anggaran Dasar Perseroan, terkait dengan rencana pengambilalihan saham yang nilainya diatas 50% ekuitas Perseroan, maka wajib memperoleh persetujuan RUPS sebagaimana diuraikan dalam Keterbukaan Informasi tertanggal 16 Oktober 2020 berikut tambahan informasi yang akan

October 2020 including any additional information which will be submitted through relevant media.

The Company intends to issue a maximum of 10,300,000,000 (ten billion three hundred million) new shares of the Company with a nominal value of Rp 20 (twenty rupiah) per share with preemptive rights.

2. **Approval of amendments to the provisions of Article 4 of the Company's Articles of Association in connection with the execution of Pre-Emptive Rights Including increasing of authorized capital and issued capital and paid up capital of the Company.**

Description: Pursuant to Article 14 of the Company's articles of association and the Company Law, an amendment of the provisions of Company's Articles of Association shall be approved by the GMS. This amendment of Company's articles of association is required with respect to the amendment of capital structure in relation to the implementation of preemptive rights Including increasing of authorized capital and issued capital and paid up capital of the Company.

3. **Approval of the Company's plan to acquire 99.9999% (ninety nine point nine nine nine nine percent) PT Elang Medika Corpora shares owned by PT Elang Mahkota Teknologi Tbk with a transaction value of Rp1,254,900,000,000,- (one trillion two hundred fifty four billion nine hundred million Rupiah), which is a Material Transaction as referred to in OJK Regulation No. 17/POJK.04/2020 on Material Transactions and Alteration in Business Activities (“OJK Regulation 17/2020”).**

Description: Pursuant to Article 6 (1) (d) of OJK Regulation 17/2020 jo. Article 14 of the Company's articles of association, with respect to the a proposed acquisition with value is more than 50% of the Company's equity, then it shall obtain GMS approval as elaborated under Disclosure of Information dated 16 October 2020

disampaikan melalui media pengumuman yang ada.

**4. Persetujuan atas perubahan susunan Direksi dan Dewan Komisaris Perseroan.**

Penjelasan: Berdasarkan Pasal 94 ayat (5) dan Pasal 111 Ayat (1) UUPT Jo. Pasal 15 Ayat (3) dan Pasal 18 Ayat (3) Anggaran Dasar Perseroan, pengangkatan dan/atau penggantian anggota Direksi dan Anggota Komisaris diputuskan dalam RUPS.

including any additional information which will be submitted through relevant media.

**4. Approval of changes in the composition of the Board of Directors and the Board of Commissioners of the Company.**

Description: Pursuant to Article 94 paragraph (5) and Article 111 Paragraph (1) of Company Law Jo. Article 15 paragraph (3) and Article 18 paragraph (3) of the Company's Articles of Association, the appointment and/or replacement of members of the Board of Directors and Board of Commissioners shall be approved by the GMS.

Catatan:

1. Pemanggilan Rapat ini untuk memenuhi ketentuan Pasal 12 Ayat 9 Anggaran Dasar Perseroan dan Peraturan Otoratis Jasa Keuangan No. 15/POJK.04/2020 tentang Rencana Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka, dan Perseroan tidak mengirimkan surat undangan tersendiri kepada Pemegang Saham sehingga iklan pemanggilan ini telah sesuai dengan ketentuan dan merupakan undangan resmi bagi Pemegang Saham.
2. Yang berhak hadir atau diwakili dalam Rapat adalah:
  - a. Untuk saham-saham Perseroan yang belum dimasukkan ke dalam penitipan kolektif PT Kustodian Sentral Efek Indonesia ("KSEI").  
Pemegang Saham atau kuasa Pemegang Saham yang sah yang namanya tercatat dalam Daftar Pemegang Saham Perseroan pada hari Selasa, 27 Oktober 2020 sampai dengan pukul 16.00 WIB.
  - b. Untuk saham-saham Perseroan yang berada di dalam penitipan kolektif KSEI  
Pemegang Saham atau kuasa Pemegang Saham yang namanya tercatat pada pemegang rekening atau bank kustodian di KSEI pada penutupan perdagangan saham Perseroan di PT Bursa Efek Indonesia ("BEI") pada tanggal 27 Oktober 2020.

Remarks:

1. The invitation for this Meeting is to comply with the provisions of Article 12 Paragraph 9 of the Company's Articles of Association and OJK Regulation No. 15/POJK.04/2020 on Planning and Execution of the General Meeting of Shareholders of a Public Company, and the Company does not send a separate invitation letter to the Shareholders hence this invitation letter is in accordance with the provisions and is an official invitation for the Shareholders.
2. Those who are entitled to attend or be represented in the Meeting are:
  - a. For shares of the Company that have not been registered in the collective deposit PT Indonesian Central Securities Depository ("KSEI").  
Shareholders or their legitimate proxies whose names are registered in the Shareholders Registry on Tuesday, 27 October 2020 at 16.00 WIB.
  - b. For shares of the Company' which are registered in the collective deposit of KSEI  
Shareholders or their legitimate proxies whose names are registered at the account holder or custodian bank at KSEI at the closing of stock trading of the Company's shares in PT Indonesia Stock Exchange ("IDX") dated 27 October 2020.

3. Registrasi Rapat pada tanggal 24 November 2020 akan dibuka mulai pukul 9.30 WIB dan ditutup pukul 9.50 WIB. Bila diperlukan, Perseroan dapat memperpanjang waktu registrasi
4. Pemegang Saham atau kuasanya yang sah yang akan menghadiri Rapat diminta dengan hormat untuk membawa dan menyerahkan pada saat registrasi:
- Bagi Pemegang Saham perorangan, fotokopi Kartu Tanda Penduduk (KTP) atau tanda pengenal lainnya kepada petugas Biro Administrasi Efek ("BAE"),  

apabila Pemegang Saham perorangan tidak dapat hadir dan telah memberikan kuasa untuk menghadiri Rapat, maka penerima kuasa wajib menyerahkan surat kuasa asli berserta fotokopi Kartu Tanda Penduduk (KTP) atau tanda pengenal lainnya dari pemberi kuasa dan penerima kuasa kepada petugas BAE.
  - Bagi Pemegang Saham yang berbentuk badan hukum seperti perseroan terbatas, koperasi, yayasan atau dana pension agar membawa fotokopi dari anggaran dasarnya yang lengkap dan susunan pengurus terakhir serta wajib dilengkapi dengan bukti salinan persetujuan/pemberitahuan/pengesahan (sebagaimana berlaku) dari pejabat atau instansi berwenang;  

apabila Pemegang Saham yang berbentuk badan hukum tidak dapat hadir dan telah memberikan kuasa untuk menghadiri Rapat, maka penerima kuasa wajib menyerahkan surat kuasa asli berserta fotokopi Kartu Tanda Penduduk (KTP) atau tanda pengenal lainnya dari pemberi kuasa dan penerima kuasa kepada petugas BAE; dan
  - Bagi Pemegang Saham dalam Penitipan Kolektif KSEI wajib membawa Surat Konfirmasi Tertulis Untuk Rapat ("KTUR") yang dapat diperoleh melalui Anggota Bursa dan Bank Kustodian.
3. Registration for the Meeting on 24 November 2020 will open from 9.30 WIB and close at 9.50 WIB. If necessary, the Company may extend the registration time
4. Shareholders or their legitimate proxies who will attend the Meeting are kindly requested to bring and submit at the time of registration:
- For individual Shareholders, a photocopy of their Identity Card (KTP) or other identification to the Securities Administration Bureau officer ("BAE").  

If the individual Shareholder is unable to attend and has given the power of attorney to attend the Meeting, the proxy shall submit the original power of attorney along with a photocopy of the National Identity Card (KTP) or other identification document of the authorizer and the proxy to the BAE officer.
  - Shareholders in the form of legal entities such as limited liability company, cooperative, foundation or pension fund are required to bring a photocopy of their complete articles of association and the latest management structure and must be accompanied by a copy of evidence of approval/notification/ratification (as applicable) from the official or authorized institution ;  

If the Shareholders in the form of a legal entity is unable to attend and has given the power of attorney to attend the Meeting, the proxy shall submit the original power of attorney along with a photocopy of the National Identity Card (KTP) or other identification document of the authorizer and the proxy to the BAE officer; and
  - Shareholders in the KSEI Collective Custody must bring a Written Confirmation Letter for the Meeting ("KTUR") which can be obtained through the Exchange Member and the Custodian Bank.

5. Sebagai langkah preventif dalam mencegah penyebaran COVID-19 dan memperhatikan ketentuan peraturan perundang-undangan yang berlaku, Perseroan mengimbau kepada Pemegang Saham agar menghadiri Rapat dengan memberikan kuasa.

Pemberian kuasa dapat dilakukan dengan cara sebagai berikut:

- a. Surat kuasa konvensional.

Pemegang Saham dapat mengunduh formulir surat kuasa pada situs web Perseroan (<https://www.omni-hospitals.com>) atau dapat diperoleh di kantor BAE Perseroan yaitu PT Bima Registra di Satrio Tower Building, Lantai 9, Jl. Prof DR. Satrio Blok C5, Kuningan Timur, Jakarta Selatan 12950. Surat kuasa yang telah diisi dikirimkan kepada PT Bima Registra melalui email [Corp@bimaregistra.co](mailto:Corp@bimaregistra.co) dan [corsec@omni-hospitals.com](mailto:corsec@omni-hospitals.com) selambat-lambatnya tanggal 23 November 2020. Mohon dapat diperhatikan bahwa meskipun penerima kuasa telah mengirimkan salinannya melalui email sebagaimana telah disebutkan di atas, penerima kuasa tetap wajib menunjukkan surat kuasa asli dan identitas dari penerima kuasa dan pemberi kuasa pada waktu registrasi Rapat.

- b. Surat Kuasa Elektronik atau e-Proxy yang dapat diakses melalui eASY.KSEI kepada Perwakilan Independen yang telah terdaftar dalam eASY.KSEI (<https://akses.ksei.co.id>).

Pemberian kuasa dapat dilakukan paling lambat 1 hari kerja sebelum Rapat.

6. Bahan-bahan Rapat tersedia di kantor Perseroan pada Jl. Pulomas Barat VI No. 20, Jakarta Timur 13210, dan dapat diunduh melalui situs web Perseroan, sejak tanggal Pemanggilan ini sampai dengan tanggal Rapat. Bahan-bahan tersebut dapat diperoleh dengan mengajukan permintaan tertulis oleh Pemegang Saham kepada dan diterima oleh Corporate Secretary Perseroan paling lambat 1 (satu) hari kerja sebelum tanggal rapat.

5. As a preventive step in preventing the spread of COVID-19 and paying attention to the provisions of the applicable laws and regulations, the Company urges Shareholders to attend the Meeting by granting power of attorney.

Granting of power of attorney can be done in the following ways:

- a. Conventional power of attorney.

Shareholders can download the power of attorney form on the Company's website (<https://www.omni-hospitals.com>) or it can be obtained at the Company's BAE office, namely PT Bima Registra at Satrio Tower Building, 9th Floor, Jl. Prof. DR. Satrio Blok C5, Kuningan Timur, South Jakarta 12950. The completed power of attorney is sent to PT Bima Registra via email [Corp@bimaregistra.co](mailto:Corp@bimaregistra.co) and [corsec@omni-hospitals.com](mailto:corsec@omni-hospitals.com) by the latest 23 November 2020. Please note that, in despite the proxy has sent a copy via email as mentioned above, the proxy is still required to show the original power of attorney and the identity of the proxy and authorizer during the registration of the Meeting.

- b. Electronic Power of Attorney or e-Proxy that can be accessed through eASY.KSEI to Independent Representatives who have been registered in eASY.KSEI (<https://akses.ksei.co.id>).

Granting of power of attorney can be done no later than 1 working day before the Meeting.

6. Meeting materials are available in the Company Office at Jl. Pulomas Barat VI No. 20, East Jakarta 13210, and can be downloaded through the Company's website, from the date of this Invitation to the date of the Meeting. These materials can be obtained by submitting a written request by the shareholders to and received by the Company's Corporate Secretary no later than 1 (one) working day before the meeting date.

7. Untuk mempermudah pengaturan dan tertibnya Rapat, para Pemegang Saham atau kuasanya dimohon dengan hormat untuk hadir di tempat Rapat selambat-lambatnya 30 menit sebelum jadwal Rapat.
7. To simplify the arrangement and order of the Meeting, the Shareholders or their proxies are kindly requested to be present at the Meeting place no later than 30 minutes before the schedule of the Meeting.

Demikian Pemanggilan ini dibuat dalam versi Bahasa Inggris dan Bahasa Indonesia. Dalam hal terjadi perbedaan penafsiran antara informasi yang disampaikan dalam Bahasa Inggris dan Bahasa Indonesia, maka informasi dalam Bahasa Indonesia yang akan berlaku.

The Invitation is prepared in English and Bahasa Indonesia version. In the event there is a different interpretation between the English and Bahasa Version, the information notified in Bahasa Indonesia will prevail.

Jakarta, 2 November 2020  
PT Sarana Meditama Metropolitan Tbk  
Direksi / *Board of Directors*