



PT SELAMAT SEMPURNA Tbk.

MANUFACTURER OF AUTOMOTIVE PARTS
MEMBER OF ADR GROUP - AUTOMOTIVE DIVISION



Head Office : Wisma ADR, Jl. Pluit Raya I No. 1, Jakarta 14440 - Indonesia, Phone : (62-21) 661 0033 - 669 0244, Fax. : (62-21) 669 6237
Factory 1 : Jl. Kapuk Kamal Raya No. 88, Jakarta 14470 - Indonesia, Phone : (62-21) 555 1646 (Hunting), Fax. : (62-21) 555 1905
Factory 2 : Komplek Industri ADR, Desa Kadujaya, Curug, Tangerang 15810, Banten - Indonesia, Phone : (62-21) 598 4388 (Hunting), Fax. : (62-21) 598 4415
Website : www.adr-group.com E-mail : adr@adr-group.com, export@adr-group.com

Jakarta, 02 Juli 2015

Jakarta, 02 July 2015

Dalam rangka memenuhi ketentuan Peraturan Bapepam No.X.K.1, Lampiran Keputusan Ketua Bapepam No.Kep-86/PM/1996 tanggal 24 Januari 1996 tentang Keterbukaan Informasi Yang Harus Segera Diumumkan Kepada Publik, maka dengan ini PT Selamat Sempurna Tbk (Perseroan) menyampaikan bahwa pada Selasa, 30 Juni 2015, Perseroan telah menandatangani **Perjanjian Jual Beli Saham** (Share Purchase Agreement) sehubungan dengan Transaksi Pembelian Saham di **Bradke Synergies Sdn Bhd (Bradke)**, sebuah perusahaan yang berdomisili dan berdiri berdasarkan Hukum Negara Malaysia.

In compliance with the requirements under the Financial Services Authority (formerly Capital Markets and Financial Institutions Supervisory Board /Bapepam-LK) Regulation No.X.K.1 dated 24 January 1996, Attachment to the Chairman of Bapepam-LK Regulation No. Kep-86/PM/1996 on Disclosure of information which must be made public immediately, we hereby inform that on Tuesday, 30 June 2015, PT Selamat Sempurna Tbk (the "Company"), has signed a **Share Purchase Agreement ("SPA")** related to Share Purchase Transaction in **Bradke Synergies Sdn Bhd ("Bradke")**, a Company registered and incorporated under the laws of Malaysia .

1. PENJELASAN SINGKAT MENGENAI TRANSAKSI

Obyek transaksi adalah transaksi pembelian saham oleh Perseroan; Saham di Bradke sebanyak **16.000.000** (enam belas juta) lembar saham atau yang merupakan 100,00% pemilikan saham dalam Bradke dengan harga pembelian per saham sebesar Rp 13.750,- (Tiga belas ribu tujuh ratus lima puluh Rupiah) atau dengan jumlah pembelian sebesar **Rp 220.000.000.000,-** (Dua ratus dua puluh milyar Rupiah). Adapun Komposisi Pemegang Saham sesudah transaksi adalah sebagai berikut:

1. BRIEF DESCRIPTION OF THE TRANSACTION

The transaction was the purchase of shares by the Company; **16.000.000** (sixteen million) of shares, which is represented 100.00 % shareholding in Bradke at a purchase price per share of Rp 13.750, - (Thirteen thousand seven hundred and fifty Rupiah) or with a total amount **Rp 220.000.000.000, -** (Two hundred and twenty billion Rupiah). As for the composition of shareholders after the transaction is as follows:

Pemegang Saham / Shareholders	Komposisi Pemegang Saham / Shareholders Compositions			
	Sebelum Transaksi / Before Transaction		Setelah Transaksi / After Transaction	
	Lembar Saham / Number of Share	%	Lembar Saham / Number of Share	%
Khoo Boo Siew	15.999.999	99.99999375	-	-
Teh Soon Seng	1	0.00000625	-	-
PT Selamat Sempurna Tbk	-		16.000.000	100
Total	16.000.000	100	16.000.000	100

Transaksi Pembelian Saham **BUKAN** merupakan transaksi afiliasi dan **TIDAK** mengandung unsur benturan kepentingan transaksi tertentu sebagaimana dimaksud dalam Peraturan IX.E.1 Lampiran Keputusan Ketua BAPEPAM & LK No.KEP-412/BL/2009 tanggal 25 Nopember 2009

This transaction **Not** an Affiliated Transactions and **No** Conflict of Interest as set out in Regulation of Bapepam and LK No. IX.E.1, Appendix to Decision of the Chairman of Bapepam and LK No.Kep-412/BL/2009 dated 25 November 2009, regarding Affiliated



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tentang Transaksi Afiliasi dan Benturan Kepentingan Transaksi Tertentu.

Selanjutnya total nilai transaksi Pembelian Saham, yaitu sebesar **Rp.220.000.000.000,-** (Dua ratus dua puluh milyar Rupiah), merupakan **19,18%** (Sembilan belas koma delapan belas persen) atau di bawah **20%** (dua puluh persen) dari Jumlah Ekuitas Konsolidasi Perseroan pada tanggal 31 Desember 2014, yang tercatat sebesar **Rp.1.146.836.525.633,-** yang telah diaudit oleh Kantor Akuntan Publik Purwantono, Suherman & Surja (anggota dari firma Ernst&Young Global Limited) dengan pendapat wajar dalam semua hal yang material, oleh karena itu **Transaksi Pembelian Saham** tersebut **BUKAN** merupakan transaksi material, sebagaimana didefinisikan dalam Peraturan No. IX.E.2, Lampiran Keputusan Ketua BAPEPAM & LK No.KEP-614/BL/2011 tanggal 28 November 2011 tentang Transaksi Material dan Perubahan Kegiatan Usaha Utama

2. PARA PIHAK YANG BERTRANSAKSI :

- 1) PT Selamat Sempurna Tbk. (Perseroan)
- 2) Khoo Boo Siew, Mr (Warga Negara Malaysia)
- 3) Teh Soon Seng, Mr (Warga Negara Malaysia)

Informasi mengenai para pihak tersebut adalah sebagai berikut :

1) Perseroan / The Company

Alamat, Telepon dan Faksimili / Address, Telephone and Facsimile :

Kantor Pusat / Head Office:

Wisma ADR

Jl. Pluit Raya I No. 1

Jakarta - 14440, Indonesia

Telp. : (62-21) 661 0033 – 669 0244,

Fax. : (62-21) 669 6237 – 661 8438

Pabrik / Factory:

- Jl. Kapuk Kamal Raya No. 88

Jakarta- Indonesia

Telp. : (62-21) 5551646 ;

Fax. : (62-21) 5551905

- Komplek Industri ADR, Desa Kadujaya

Curug, Tangerang-15810,

Banten, Indonesia

Telp. : (62-21) 5984388 ;

Fax. : (62-21) 5984415

Transactions and Conflict of Interest in Particular Transactions.

Total value of the transaction, amounting **Rp.220.000.000.000,-** (Two hundred and twenty billion Rupiah) or Rp.13.750,- (Thirteen thousand seven hundred and fifty Rupiah) per share, is **19.18%** (nineteen point eighteen percent) or less than **20%** (twenty percent) of the Equity of the Company on December 31, 2014 which was recorded at **Rp.1.146.836.525.633,-**, which have been audited by Public Accountant Purwantono, Suherman & Surja (a member firm of Ernst&Young Global Limited) with the opinion fairly in all material respects, therefore the **Share Purchase Transaction** is **NOT** a Material Transaction, as defined in the Regulation. IX.E.2, Attachment Chairman of Bapepam & LK Decision dated 28 November 2011 No.KEP-614/BL/2011 regarding Material Transactions and Change of Core Line of Business.

2. PARTIES INVOLVED IN THE TRANSACTION

- 1) PT Selamat Sempurna Tbk. (The Company)
- 2) Khoo Boo Siew, Mr (Malaysian Citizen)
- 3) Teh Soon Seng, Mr (Malaysian Citizen)

Information of the parties are as follows:



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Susunan Pengurusan dan Pengawasan,

Komposisi Dewan Komisaris dan Direksi Perseroan pada tanggal penyampaian keterbukaan informasi adalah :

Management and Supervision,

Composition of members of the Board of Commissioners and the Board of Directors of the Company as of the date of this Disclosure of Information is as follows:

Dewan Komisaris

Komisaris Utama	Suryadi
Komisaris Independen	Handi Hidayat Suwardi
Komisaris	Djojo Hartono

Board of Commissioners

President Commissioners
Independent Commissioners
Commissioners

Direksi

Direktur Utama	Eddy Hartono
Direktur	Surja Hartono
Direktur	Ang Andri Pribadi
Direktur Independen	Lucas Aris Setyapranarka
Direktur	Rusman Salem

Board of Directors

President Director
Director
Director
Independent Director
Director

2) **Khoo Boo Siew, Mr** [Warganegara Malaysia / Malaysian citizen]

Alamat/ Address : 8C-7-3, Sri Murni Condo, Lorong Kota 4, Jalan Bukit Ledang, 50480, Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.

3) **Teh Soon Seng, Mr** [Warganegara Malaysia / Malaysian citizen]

Alamat/ Address : 18A, Jalan Sungai Merbau 32/76A, Amverton Park, Bukit Kemuning Golf & Country Resort Sek 32, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia.

3. PIHAK INDEPENDEN YANG DITUNJUK DALAM TRANSAKSI :

Pihak-pihak Independen yang sehubungan dengan transaksi dan ditunjuk oleh Perseroan yaitu:

- 1) **Kantor Jasa Penilai Publik Stefanus Tonny Hardi & Rekan - Indonesia** sebagai Penilai Independen yang melakukan Penilaian Harga Saham Bradke termasuk Entitas Anaknya. Penilai independen menyatakan tidak mempunyai hubungan afiliasi baik secara langsung maupun tidak langsung dengan Perseroan sebagaimana didefinisikan dalam Undang-Undang Pasar Modal Indonesia.
- 2) **Kantor Akuntan Publik, Ernst & Young – Malaysia** sebagai Pihak Independen yang melakukan *Financial Due Diligence* dan *Tax Due Diligence* Bradke termasuk Entitas Anaknya.

3. INDEPENDENT PARTIES APPOINTED IN CONNECTION WITH THE TRANSACTION

Independent parties engaged in connection with the Transaction and appointed by the Company are as follows:

1. Public Appraiser Office of **Stefanus Tonny Hardi & Rekan - Indonesia**, Independent Appraiser who has conducted valuation of shares of Bradke and its subsidiaries. Independent appraiser stated that they are not affiliated directly or indirectly with the Company as defined in the Indonesian Capital Market Law.
2. Public Accountant Office of **Ernst & Young – Malaysia**, Independent party who perform Financial Due Diligence and Tax Due Diligence of Bradke including its subsidiaries.



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3) **Abdullah Chan – Malaysia** (*in association with Cotty Vivant Marchisio & Lauzeral; in association with Child&Child*) sebagai Pihak Independen yang melakukan *Legal Due Diligence* dan *Proposed Acquisition* Bradke.

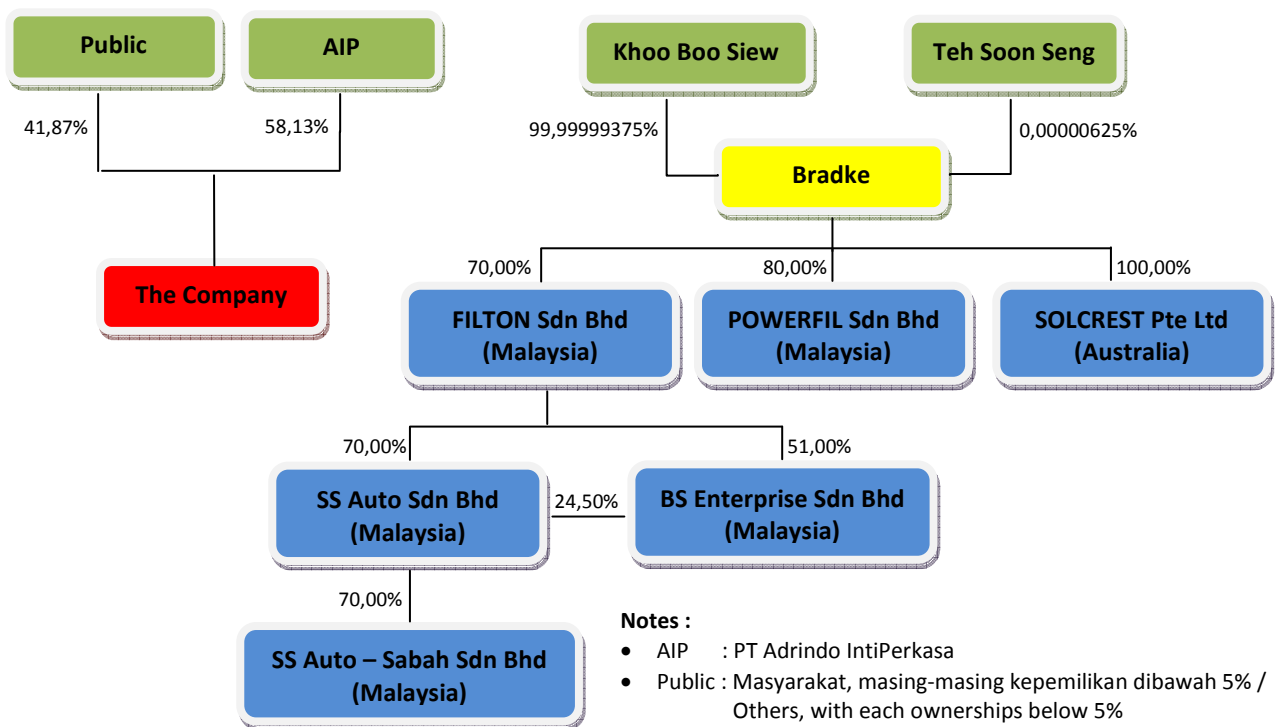
3. **Abdullah Chan - Malaysia** (*in association with Cotty Vivant Marchisio & Lauzeral; in association with Child & Child*) as an independent party who perform *Legal Due Diligence* and the *Proposed Acquisition* of Bradke.

4. STRUKTUR ORGANISASI PERSEROAN, BRADKE DAN HUBUNGAN USAHA PERSEROAN DENGAN BRADKE.

4. ORGANIZATION STRUCTURE OF THE COMPANY, BRADKE AND THE BUSINESS RELATIONS BETWEEN THE COMPANY – BRADKE

a) Struktur Organisasi Perseroan dan Bradke dapat diuraikan sebagai berikut:

a) Organization Structure of The Company, Bradke:



Notes :

- AIP : PT Adrindo IntiPerkasa
- Public : Masyarakat, masing-masing kepemilikan dibawah 5% / Others, with each ownerships below 5%
- Khoo Boo Siew : Warga Negara Malaysia / Malaysian citizen
- The Soon Seng : Warga Negara Malaysia / Malaysian citizen

b) Hubungan Usaha Perseroan dengan Bradke dapat diuraikan sebagai berikut :

b) Business Relations between The Company – Bradke :

- Filton Sdn Bhd : Manufaktur produk penyaring (filter) dan Supplier mesin ke Perseroan / Filtration Manufacturer and one of the Company’s suppliers for machine.
- Powerfil Sdn Bhd : Distributor Tunggal produk penyaring Perseroan di Malaysia / The Company Sole Distributor for Filtration Products in Malaysia.
- Solcrest Pte Ltd : Distributor Tunggal produk penyaring Perseroan di Australia / The Company Sole Distributor for Filtration Products in Australia



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5. KETERANGAN SINGKAT MENGENAI BRADKE :

a) Pendirian dan Anggaran Dasar Bradke

Bradke didirikan pada tanggal 15 November 2005 sebagai perusahaan swasta berdasarkan Hukum Negara Malaysia (*Companies Act 1965*) dengan No Registrasi 714996 - D

b) Struktur Permodalan dan Susunan Pemegang Saham Bradke :

Struktur Permodalan/Capital structure of Bradke:

Jenis / Type	Lembar Saham / No. of Shares	Nilai Nominal /Par value (RM)	Total (RM)
Authorised capital	25.000.000	1.00	25.000.000
Issued and paid-up capital	16.000.000	1.00	16.000.000

Susunan Pemegang Saham / Shareholding structure of Bradke:

Pemegang Saham / Shareholders	Lembar Saham / No. of Share	Total (RM)	%
Khoo Boo Siew	15.999.999	15.999.999	99.99999375
Teh Soon Seng	1	1	0.00000625
Total	16.000.000	16.000.000	100,00%

Notes: RM = Ringgit Malaysia

c) Ikhtisar Keuangan Bradke :

Ikhtisar data keuangan penting yang diringkas dari laporan keuangan Bradke untuk tahun yang berakhir pada tanggal-tanggal 31 Desember 2014, 2013 dan 2012 yang telah diaudit masing-masing oleh Kantor Akuntan Publik Messrs PKF – Malaysia, dengan opini bahwa Laporan Keuangan Perusahaan dan Entitas Anaknya telah disusun sesuai dengan Standar Pelaporan Keuangan Malaysia dan *Companies Act 1965 Malaysia*, dan karenanya posisi keuangan dan kinerja keuangan dan arus kas untuk tahun buku yang berakhir telah disajikan secara benar dan wajar :

5. BRIEF INFORMATION OF BRADKE :

a) Brief History of Bradke

Bradke was incorporated on 15 November 2005 as a private limited company under the Malaysian Laws - Companies Act 1965.

b) Capital and Shareholding Structure of Bradke :

c) Financial Highlights of Bradke :

The table below shows overview of consolidated financial statements of Bradke for year ending on 31 December 2014, 2013 and 2012 which have been audited by Messrs PKF - Public Accountant Malaysia with the opinion that the financial statements have been properly drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company and of their financial performance and their cash flows for the financial year then ended.



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In Ringgit Malaysia

	2014	2013	2012	
Jumlah Aset Lancar	60.039.392	65.310.356	59.283.356	Current Asset
Jumlah Aset	113.531.864	120.251.283	115.690.839	Total Asset
Liabilitas Jangka Pendek	24.456.014	33.097.926	28.318.983	Current Liabilities
Jumlah Liabilitas	41.514.319	53.386.104	48.367.233	Total Liabilities
Jumlah Ekuitas	72.017.545	66.865.179	67.323.606	Equity
Penjualan Bersih	117.487.879	116.575.729	116.785.163	Net Sales
Laba Usaha	17.510.925	17.057.808	17.897.141	Income from operation
Laba Bersih	12.098.896	9.096.373	12.192.673	Net Income

6. PERSETUJUAN KREDITOR :

Sehubungan dengan transaksi pembelian saham, Perseroan telah memperoleh Persetujuan dari Kreditor yaitu:

- 1) PT Bank Mandiri (Persero) Tbk melalui Surat No. CBG.CB1/150/2015 tanggal 29 Juni 2015.
- 2) PT Bank Mizuho Indonesia melalui Surat No.486/TL/MZH/0615 tanggal 30 Juni 2015

7. INFORMASI

Keterangan atau informasi tambahan sehubungan dengan Transaksi Pembelian Saham tersebut dapat diperoleh di kantor pusat Perseroan, dengan alamat sebagai berikut :

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Kantor Pusat:
Wisma ADR

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U.P : Corporate Secretary

6. APPROVAL FROM CREDITORS :

In connection with the implementation of the Transaction, the Company obtains approval from its creditors as follow:

- 1) PT Bank Mandiri (Persero) Tbk - Letter No. CBG.CB1/150/2015 dated 29 June 2015.
- 2) PT Bank Mizuho Indonesia – Letter No.486/TL/MZH/0615 dated 30 June 2015

7. INFORMATION

For more information with regard to the Transaction, please contact the Company's Corporate Secretary, on business days and during business hours of the Company at the following address:

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Head Office:
Wisma ADR

Jl. Pluit Raya I No. 1 - Jakarta - 14440, Indonesia
Telp. : (62-21) 661 0033 – 669 0244 (Hunting),
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